



UNITED STATES BANKRUPTCY COURT For the District of Delaware	PROOF OF CLAIM
In re FLEMING COMPANIES, INC	Case Number 03-10945

NOTICE: This claim should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Creditor Name (Person or entity debtor owes) ELMER'S PRODUCTS, INC	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach Copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Address Line 1 180 EAST BROAD STREET	
Address Line 2 4th FLOOR	
Address Line 3 ATTN NEAL SIEGEL	
City ST ZIP COLUMBUS, OH 43215-3799	

REC'D JUN 05 2003

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR _____

Check here if this claim replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (Describe Briefly) _____ Your social security No. _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	2 Date Debt Incurred (MMDDYY)
3 If Court Judgment, Date Obtained 	

4 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT THE TIME CASE FILED.

<input type="checkbox"/> SECURED CLAIM Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) _____ Amount of mortgage and other charges at time case filed included in secured claim above, if any \$ _____ <input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.	<input type="checkbox"/> UNSECURED PRIORITY CLAIM Specify the priority of the claim. <input type="checkbox"/> Wages, salaries or commissions (up to \$4,650) earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employer benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2,100 of deposits toward purchase, lease or rental of property or services for personal family, or household use - 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____
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5 AMOUNT OF CLAIM AT TIME CASE FILED

(Secured)	8 7 4 2 7 . 3 2	(Unsecured Priority)

Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6 CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

7 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8 CLAIM STAMPED COPY To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

Date 5/29/03	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). NEAL R SIEGEL Neal R Siegel
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JUN 05 2003
 DISTRICT OF DELAWARE
 CLERK OF COURT

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Elmer's Products, Inc
Fleming Companies
As of 05/23/03

Doc#	Doc Date	Cust #	Customer Name	Data	
				Count of Doc#	Total
90096436	2/22/2000	86001920	FLEMING CO INC	1	\$3 540 36
90206590	5/9/2001	86001920	FLEMING CO INC	1	\$925 92
90207821	5/9/2001	86001920	FLEMING CO INC	1	\$331 20
90207822	5/9/2001	86001920	FLEMING CO INC	1	\$1 107 96
90226549	7/7/2001	86002363	FLEMING CO INC	1	\$1 440 00
90234569	7/26/2001	86002363	FLEMING CO INC	1	\$1 386 24
90244734	8/17/2001	86002363	FLEMING CO INC	1	\$1 324 80
90251533	8/30/2001	86002363	FLEMING CO INC	1	\$1 360 80
90316397	5/2/2002	86001920	FLEMING CO INC	1	\$6 126 72
90357938	9/5/2002	86001920	FLEMING CO INC	1	(\$314 88)
1400000164	1/4/2002	86001920	FLEMING CO INC	2	\$5 086 88
1400000978	1/22/2002	86001920	FLEMING CO INC	1	\$175 25
1400001370	6/10/1998	86001920	FLEMING CO INC	1	\$196 04
1400001447	1/25/1999	86001945	FLEMING CO INC	1	\$200 00
1400001509	2/2/2002	86001945	FLEMING CO INC	2	\$234 16
1400001912	2/2/2001	86001920	FLEMING CO INC	1	\$2 020 00
1400002590	2/18/2000	86001920	FLEMING CO INC	1	\$3 083 52
1400002851	7/14/1998	86001920	FLEMING CO INC	1	\$1 677 09
1400005080	8/19/1998	86001945	FLEMING CO INC	1	\$225 00
1400005272	3/22/1999	86001945	FLEMING CO INC	1	\$269 50
1400005738	4/16/2001	86001920	FLEMING CO INC	1	\$173 80
1400006375	9/9/1998	86001945	FLEMING CO INC	1	\$2 020 00
1400006887	9/17/1998	86001945	FLEMING CO INC	1	\$190 92
1400007627	5/21/2001	86001920	FLEMING CO INC	1	\$1 028 19
1400008283	6/24/2002	86001920	FLEMING CO INC	10	\$12 189 73
1400008848	10/21/1998	86001920	FLEMING CO INC	1	\$167 32
1400009205	7/12/2002	86001945	FLEMING CO INC	3	\$1 272 76
1400009210	6/18/2001	86001920	FLEMING CO INC	1	\$187 12
1400009546	7/19/2002	86001945	FLEMING CO INC	1	\$402 52
1400009731	7/22/2002	86001920	FLEMING CO INC	1	\$157 15
1400009858	6/8/2000	86001920	FLEMING CO INC	4	\$5 647 25
1400009910	7/26/2002	86001920	FLEMING CO INC	1	\$150 42
1400010128	7/29/2002	86001920	FLEMING CO INC	1	\$342 92
1400010267	7/5/2001	86001920	FLEMING CO INC	2	\$219 00
1400010867	11/25/1998	86001920	FLEMING CO INC	1	\$153 23
1400011438	7/27/2001	86001920	FLEMING CO INC	1	\$125 70
1400011476	6/16/1999	86001945	FLEMING CO INC	1	\$3 000 00
1400012188	12/21/1998	86001920	FLEMING CO INC	1	\$228 96
1400012844	9/13/2002	86001920	FLEMING CO INC	2	\$1 198 54
1400014682	10/19/2002	86001920	FLEMING CO INC	1	\$354 24
1400015249	9/5/2000	86001920	FLEMING CO INC	1	\$122 88
1400015739	9/24/2001	86001920	FLEMING CO INC	6	\$3 240 40
1400015828	9/25/2001	86001920	FLEMING CO INC	1	\$500 00
1400016229	9/29/2001	86001920	FLEMING CO INC	1	\$167 70
1400016278	9/29/2001	86001920	FLEMING CO INC	1	\$148 73
1400016293	10/1/2001	86001920	FLEMING CO INC	1	\$367 71
1400016714	10/6/2001	86001920	FLEMING CO INC	2	(\$777 45)
1400017338	10/18/2001	86001920	FLEMING CO INC	1	\$273 60
1400017592	9/2/1999	86001920	FLEMING CO INC	1	\$1 818 00
1400018528	11/7/2001	86001920	FLEMING CO INC	1	\$570 58
1400019097	11/19/2001	86001920	FLEMING CO INC	1	\$310 91
1400019651	11/30/2001	86001945	FLEMING CO INC	3	\$2 157 22
1400021088	12/31/2001	86001920	FLEMING CO INC	4	\$1 776 45
1600000092	5/11/2000	86001920	FLEMING CO INC	1	\$733 00
1600000150	5/15/2001	86001920	FLEMING CO INC	1	\$138 85
1600000168	7/23/1998	86001920	FLEMING CO INC	1	\$218 89
1600000313	8/20/1998	86001920	FLEMING CO INC	1	\$1 341 03
1600000317	8/20/1998	86001920	FLEMING CO INC	1	\$537 76
1600000517	9/24/1998	86001920	FLEMING CO INC	1	\$153 45
90402781	2/19/2003	86001701	Core Mark Distributors Inc	1	\$3 801 60
90403955	2/24/2003	86001701	Core Mark Distributors Inc	1	\$2 234 40
90407215	3/10/2003	86001701	Core-Mark Distributors Inc	1	\$1 276 80
90409056	3/13/2003	86001701	Core Mark Distributors Inc	1	\$1 448 16
90410917	3/20/2003	86001701	Core Mark Distributors Inc	1	\$2 704 80
90397350	1/31/2003	86001151	Core Mark Distributors Ltd	1	\$533 76
90405887	3/4/2003	86002083	Head Tobacco Inc	1	\$1 010 88
90412575	3/25/2003	86002083	Head Tobacco Inc	1	\$1 010 88
Grand Total				96	\$87 427 32