

3-19
(3 38) United States Bankruptcy Court
DISTRICT OF Delaware
CHAPTER 11

PROOF OF CLAIM

Name of Debtor
Fleming Companies

Bankruptcy Case No
03-10945

A. CREDITOR INFORMATION

(The creditor is the person or other entity to whom the debtor owes money or property)

Name and Address of Creditor
MEMPHIS LIGHT GAS AND WATER
P.O. BOX 430
MEMPHIS, TN 38101-0430

- Check box if you never received any notices from the bankruptcy court in this case
- Check box if this address differs from the address on the envelope sent to you by the court
- Check box and attach copy of assignment if claim has been assigned to you

REC'D JUL 10 2003

THIS SPACE IS FOR COURT USE ONLY

Number by which creditor identifies debtor
See attached for 6 accounts

- replaces
- amends a previously filed claim dated _____
- supplements

B CLAIM INFORMATION

- 1 BASIS FOR CLAIM
- Goods purchased
 - Services performed
 - Money loaned
 - Other forms of contract (Identify)
 - Personal Injury/Wrongful death/Property damage
 - Other (Describe briefly)

- Wages Salaries and Commissions (Fill out below)
- Your social security number _____
- Unpaid services performed from _____ to _____
- Nature of services (Describe briefly)

2 DATE DEBT WAS INCURRED

3 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Priority (3) Secured. It is possible for a claim to be partly in one category and partly in another—such as wage claim which may be a priority claim for the first \$2,000 and an unsecured nonpriority claim for the balance. Classify the nature of the claim by CHECKING THE APPROPRIATE BOX OR BOXES which you believe best describes the claim. STATE THE AMOUNT OF THE CLAIM

- UNSECURED NONPRIORITY CLAIM \$ 40,355.07
For the purposes of this form a claim is unsecured if there is no collateral or to the extent the value of collateral is less than the amount of the debt
- SECURED CLAIM \$ _____
Attach evidence of perfection of security
Brief Description of Collateral
 Real Estate Motor Vehicle Other

- PRIORITY CLAIM \$ _____
Specify the priority of the claim by checking the appropriate box(es)
- Wages salaries or commissions (up to \$2000 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)
- Contributions to an employee benefit plan—11 U.S.C. §507(a)(4)
- Up to \$900 of deposits toward purchase lease or rental of property or services for personal family or household use—11 U.S.C. §507(a)(6)
- Taxes or penalties of governmental units—11 U.S.C. §507(a)(7)
- Other specify

4 TOTAL AMOUNT OF CLAIM \$ 40,355.07 (Unsecured) + \$ _____ (Secured) + \$ _____ (Priority) = \$ 40,355.07 (Total)

THIS SPACE IS FOR COURT USE ONLY

5 Attach copies of documents in support of this claim such as 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.

6 This form should not be used to make a claim for expenses incurred after the filing of the bankruptcy petition. Such expenses may be paid only upon proper application and notice pursuant to 11 U.S.C. §503.

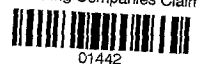
7 CREDITS AND SETOFFS Attach an itemization of all amounts and dates of payments which have been credited against the debt. Set forth any setoff or counterclaim which the debtor may have against your claim.

8 To receive an acknowledgment of the receipt of your claim enclose a stamped self-addressed envelope and a copy of your claim.

C CERTIFICATION

The undersigned certifies under penalty of perjury that the debtor named above is indebted to the claimant in the amount shown that there is no security for the debt other than that stated above or in an attachment to this form that no unmatured interest is included and that the undersigned is authorized to make this claim.

Fleming Companies Claim



Date
6/26/03

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)
MEMPHIS LIGHT GAS AND WATER BY: X Patricia Payne

Fleming Companies

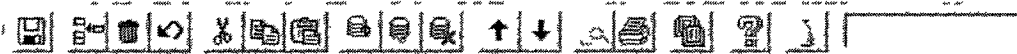
Chapter 11

03-10945

Address

Account #

8219 N. Highway 51	4819 47 -1455150
825 E. Halmes	473182-1443571
4690 Hungerford	405379-1359268
4690 Hungerford	405379-1454592
4681 Burbank	405379-1454596
1826 Sycamore View	481883-1454938



Bad Debt Query (UATBDT 2.2.3-1)(CISPROD)

Customer	Premises	Debt No	Reas	Coll Agency	Bkrpcy	BD Amount BD Balance	Recov Bal
473182	1443571	104512	BKW		CH11	3384.39	0.00
						3384.39	

Customer:	473182	FLEMING COMPANY INC	Date:	
Premises:	1443571	825 E HOLMES RD	Date:	
Reas Code:	BKWD	Bankruptcy - WEPT3/DIP11	Case:	03-10945
Coll Agency:			Stat:	
Bankruptcy:	CH11	BK-Chapt 11-Debtor in Possession		
Lien:				
Accr Int:				

Bad Debt Detail Select Quit

Bills To	Credit Card	EWG
MA PO BOX 211788 COLUMBIA SC 29221-6788	Diversion	



Customer	Premises	Debt No	Reas	Coll Agency	Bkrpcy	BD Amount BD Balance	Recov Bal
481947	1455150	103763	BKW		CH11	704.47	0.00
						704.47	

Customer.	481947	FLEMING COMPANIES	
Premises	1455150	8219 N HIGHWAY 51	
Reas Code	BKWD	Bankruptcy - WEP13/DIP11	Date
Coll Agency			Date.
Bankruptcy.	CH11	BK-Chapt 11-Debtor in Possession	Case 03-10945
Lien.			Stat.
Accr Int:			

Bad Debt Detail . | Select | Quit

Customer: _____
 Premises: _____
 Debt #: _____

Bad Debt

Write Off: BKWD Bankruptcy - WEP13/DIP11 Date: 03/12/03
 Agency: _____ Date: _____

Lien Code: _____ Status: _____
 Start: _____ Satisfied: _____

Bankruptcy CH11 BK-Chapt 11-Debto Date: 01-APR-2003 Case: 03-10945

Bad Debt Totals

	Items	Amount	Pay/Credit	Net Adjs	Balance
Bad Debt:	2	86.40	0 00	0 00	86 40
Recovery:	0	0 00	0 00	0 00	0 00
Accrued Interest:		0 00	Recoverable Bal w/Accrued Int.		0 00

Detail .. Quit

43

Con

Customer: _____
 Premises: _____
 Debt #: _____

Bad Debt

Write Off: BKWD Bankruptcy - WEP13/DIP11 Date: _____
 Agency: _____ Date: _____

Lien Code: _____ Status: _____
 Start: _____ Satisfied: _____

Bankruptcy: CH11 BK-Chapt 11-Debto Date: 01-APR-2003 Case: 03-10945

Bad Debt Totals

	Items	Amount	Pay/Credit	Net Adjs	Balance
Bad Debt:	4	8444 83	0 00	0 00	8444 83
Recovery:	0	0 00	0 00	0 00	0 00
Accrued Interest		0 00	Recoverable Bal w/Accrued Int.		0 00

Detail Quit

Con



Customer: _____
 Premises: _____
 Debt #: _____

Bad Debt

Write Off: **BKWD** Bankruptcy - WEP13/DIP11 Date: _____
 Agency: _____ Date: _____

Lien Code: _____ Status: _____
 Start: _____ Satisfied: _____

Bankruptcy: **CH11** BK-Chapt 11-Debto Date: **01-APR-2003** Case: **03-10945**

Bad Debt Totals

	Items	Amount	Pay/Credit	Net Adjs	Balance
Bad Debt:	5	26137.83	0.00	0.00	26137.83
Recovery:	0	0.00	0.00	0.00	0.00
Accrued Interest:		0.00	Recoverable Bal w/Accrued Int		0.00

Detail Quit

Customer	Premises	Debt No	Reas	Coll Agency	Bkrcpy	BD Amount BD Balance	Recov Bal
481883	1454938	104514	BKW		CH11	1597.16	0.00
						1597.16	

Customer.	481883	FLEMING COMPANIES	
Premises	1454938	1826 SYCAMORE VIEW RD	
Reas Code	BKWD	Bankruptcy - WEP13/DIP11	Date: 03-03-03
Coll Agency			Date:
Bankruptcy	CH11	BK-Chapt 11-Debtor in Possession	Case 03-10945
Lien			Stat:
Accr Int			

Bad Debt Detail . Select Quit