



<b>UNITED STATES BANKRUPTCY COURT</b> For the District of Delaware	<b>PROOF OF CLAIM</b>
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In re <b>FLEMING COMPANIES, INC</b>	Case Number <b>03-10945 (MFW)</b>
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NOTE: 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) <b>EAST CENTRAL OHIO FOOD DEALERS ASSOCIATION INC.</b> Address Line 1 <b>1200 REAR NORTH MAIN STREET</b> Address Line 2 _____ Address Line 3 _____ City, ST ZIP <b>NORTH CANTON, OH 44720</b>	<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 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.
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REC'D JUL 24 2003  
THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR _____	<input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
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<b>1 BASIS FOR CLAIM</b> <input 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 checked="" type="checkbox"/> Other (Describe Briefly) <b>RETURNED CHECKS-REIMBURSEMENT FOR PAYMENTS TO RETAILERS FOR CPN/SCAN OFFERS</b> Your social security No _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	<b>2 Date Debt Incurred (MMDDYY)</b> <table border="1" style="width:100%; text-align: center;"> <tr> <td>0</td><td>3</td> <td>1</td><td>7</td> <td>0</td><td>3</td> </tr> </table> <b>3 If Court Judgment, Date Obtained</b> <table border="1" style="width:100%; text-align: center;"> <tr> <td> </td><td> </td><td> </td><td> </td><td> </td><td> </td> </tr> </table>	0	3	1	7	0	3						
0	3	1	7	0	3								

<b>4 CLASSIFICATION OF CLAIM</b> 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 TIME CASE FILED.	
<input type="checkbox"/> <b>SECURED CLAIM</b> 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 arrearage and other charges at time case filed included in secured claim above, if any \$ _____  <input checked="" type="checkbox"/> <b>UNSECURED NONPRIORITY CLAIM</b> 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"/> <b>UNSECURED PRIORITY CLAIM - Specify the priority of the claim.</b> <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 employee 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) _____

<b>5 AMOUNT OF CLAIM AT TIME CASE FILED</b>																																		
<table border="1" style="width:100%; text-align: center;"> <tr> <td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td> </tr> </table> (Secured)													<table border="1" style="width:100%; text-align: center;"> <tr> <td>4</td><td>1</td><td>3</td><td>5</td><td>7</td><td>.</td><td>2</td><td>1</td> </tr> </table> (Unsecured Nonpriority)	4	1	3	5	7	.	2	1	<table border="1" style="width:100%; text-align: center;"> <tr> <td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td> </tr> </table> (Unsecured Priority)												
4	1	3	5	7	.	2	1																											
<input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.																																		

<b>6 CREDITS AND SETOFFS</b> 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.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>7 SUPPORTING DOCUMENTS</b> 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.	
<b>8 TIME STAMPED COPY</b> To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.	

Date <b>07/14/03</b>	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) <b>Glen R. Sayre</b>
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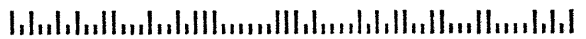
KEYBANK NATIONAL ASSOCIATION  
 ATTN INCOMING RETURNS DEPARTMENT  
 17 CORPORATE WOODS BLVD  
 ALBANY, NY 12211

# Advice of Returned Item

April 4 2003

1181511098

Questions about your account?  
 1-800-KEY-2-YOU (1-800-539-2968)

  
 2 00 B 0425 2 R 01 B1  
 EAST CENTRAL OHIO FOOD  
 DEALER ASSN  
 1200 N MAIN ST REAR  
 N CANTON OH 44720-1926

## Advice of Chargeback

We have charged your account 1181511098 for previously deposited checks which have been returned unpaid. The following is a detailed listing of these items:

### Deposited Items

Amount	Return Reason	Deposit Account Store Number	Originator	For Bank Use Only	
\$38,558.33	REFER TO MAKER	1181511098	Acct R/T#	6300035865 11130088	033103 TN04 0002 0007 51360061 SYSTEM V5RPM
\$2,798.88	REFER TO MAKER	1181511098	Acct R/T#	6300035865 11130088	033103 TN04 0002 0001 51360053 SYSTEM V5RPM

## Account Status

### Chargeback Summary

Total for Depositing Account 1181511098	\$41,357.21	Items returned unpaid and charged back	2
Total of all Chargeback items	\$41,357.21	Total items returned unpaid and charged back	2

The item charges have been passed for account analysis at KeyBank National Association





INVOICE

EAST CENTRAL OHIO FOOD DEALERS ASSOCIATION

1200 Rear North Main St N Canton, OH 44720  
 Phone (330) 494-2302

TO FLEMING COMPANY  
 JOYCE SWORD  
 4676 ERIE ST SOUTH  
 MASSILLON, OH 44648

Invoice Date 03/17/03

Invoice No 0190045-IN

Invoice Due Date 3/31/03

*Handwritten notes:*  
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GENERAL MILLS

OFFER#	ITEM	UNITS	AMT TO GROC	FEE	TOTALS
3742	WAHOOS, BUGLES,	287	114 80	5 02	119 82
3743	POPSECRET POPCORN	142	71 00	2 48	73 48
3745	HAMB,CHICK,TUNA HELPER	10,477	4,714 65	183 34	4,897 99
3748	CHEER, BERRY, BERRY BLAST	4,793	2,396 50	83 87	2,480 37
3749	BC CAKE MIXES	964	337 40	16 87	354 27
3750	BC FROSTINGS	389	58 35	6 80	65 15
3751	HNY NT CHEERIOS, WHEATIES	628	251 20	10 99	262 19
3753	GM ASST CEREALS	4,688	1,875 20	82 04	1,957 24
3754	GM FRUIT SNACKS ASST	3,278	1,639 00	57 36	1,696 36
3755	COCOA PUFFS, TRIX	13,669	9,568 30	239 20	9,807 50
3756	POPSECRET POPCORN	5 934	4,153 80	103 84	4,257 64
3758	NV GRANOLA BARS	9,388	3,285 80	164 29	3,450 09
3761	CHEER, APPLE CINN CHEER	5,258	3,680 60	92 01	3,772 61
3762	HAMB, CHICK, TUNA HELPER	11,473	5,162 85	200 77	5,363 62

**TOTAL AMOUNT DUE ( 38,558 33**

PLEASE RETURN ONE COPY WITH YOUR CHECK

THANK YOU!



INVOICE

EAST CENTRAL OHIO FOOD DEALERS ASSOCIATION

1200 Rear North Main St N Canton, OH 44720  
Phone (330) 494-2302

TO FLEMING COMPANY  
JOYCE SWORD  
4676 ERIE ST SOUTH  
MASSILLON, OH 44648

MAR 17 2003  
1/3/03

Invoice Date 03/17/03  
Invoice No 0190043-IN  
Invoice Due Date 3/31/03

TOTINOS SCANS

OFFER#	ITEM	UNITS	AMT TO GROC	FEE	TOTALS
2090	TOTINOS PARTY PIZZA	23,324	2,332 40	466 48	2 798 88

TOTAL AMOUNT DUE 2,798 88

PLEASE RETURN ONE COPY WITH YOUR CHECK

THANK YOU!