

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF Delaware

PROOF OF CLAIM

Name of Debtor Fleming Companies

Case Number 03-10945

NOTE: This form 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. § 963.

Name of Creditor (The person or other entity to whom the debtor owes money or property)
Aviall, Inc

- 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.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if you have never received any notices from the bankruptcy court in this case.

THIS SPACE IS FOR COURT USE ONLY

Name and address where notices should be sent.
Aviall Inc
P O Box 619048
Dallas, Tx 75261
Telephone number 972 586-1719

Account or other number by which creditor identifies debtor
1,310440

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

1. Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other _____

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Wages, salaries, and compensation (fill out below)
- Your SS #: _____
- Unpaid compensation for services performed from _____ (date) to _____ (date)

2. Date debt was incurred:
4-01 thru 11-01

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed:

\$ 287.35

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below
 Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim.

- Check this box if your claim is secured by collateral (including a right of setoff).
Brief Description of Collateral:
 Real Estate Motor Vehicle
 Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

6. Unsecured Priority Claim.

- Check this box if you have an unsecured priority claim
Amount entitled to priority \$ _____
Specify the priority of the claim:
 Wages, salaries, or commissions (up to \$4000)* earned within 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 \$1,000* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).
 - Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).
 - Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
 - Other Specify applicable paragraph of 11 U.S.C. § 507(a)() _____
- * Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. Credits: The amounts of all payments on this claim has been credited and deducted for making this proof of claim.

8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If documents are not available, explain. If the documents are voluminous, attach a summary

9. Date-Stamped Copy: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

Date
7-30-03

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)
Vicki Pryor, Credit Analyst

Vicki Pryor

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FILED

AUG 04 2003

BMC

Fleming Companies Claim



01967

07/01/03

310440

FLEMING COMPANY INC
 - EXEC AIR
 1500 F INDUSTRIAL BLVD
 MCKINNEY TX 75069
 U S A

AVIALL
 PO Box 890207
 Dallas TX 75389-0207

65-5155137	02/14/01	03/16/01		1425 00-	1425 00-
0900161861	04/26/01	05/26/01	VERBAL BRUCE	447 19	416 54
0900181885	09/17/01	10/17/01	VERBAL BRUCE	58 43	58 43
0900189700	11/13/01	12/13/01	VBL BRUCE	807 76	807 76
0900189701	11/14/01	12/14/01	VBL BRUCE	148 43	148 43
0900189799	11/14/01	12/14/01	VBL	109 97	109 97
0900189857	11/14/01	12/14/01	VBL	82 41	82 41
0900191000	11/27/01	12/27/01	VBL BRUCE	88 81	88 81

	1- 60	61- 90	Over 90		
				USD	
0 00	0 00	0 00	287 35		287 35