

<b>United States Bankruptcy Court</b>		<b>PROOF OF CLAIM</b>						
<b>ENTIRE</b>	District of	<b>DELAWARE</b>						
In RE (Name of Debtor) <b>Fleming Company</b>		Case Number (Required) <b>03-10945 (MFW)</b>						
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. § 503								
Name of Creditor <i>(The person or other entity to whom the debtor owes money or property)</i> <b>Arch Wireless</b>		<div style="font-size: 2em; opacity: 0.5; transform: rotate(-15deg);">REC'D AUG 07 2003</div> <p style="text-align: center;">THIS SPACE IS FOR COURT USE ONLY</p>						
Name and Address Where Notices Should be Sent <b>Arch Wireless</b> <b>3100 Premier Dr, Suite 204</b> <b>Irving, TX 75063</b>								
Telephone No								
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR <b>8444275</b>		<input type="checkbox"/> Check here if this claim replaces a previously filed claim dated _____ <input type="checkbox"/> amends						
<b>1 BASIS FOR CLAIM</b> <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> <b>Services performed</b> <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal Injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other (Describe Briefly)								
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages salaries and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ Date to _____ Date								
<b>2 DATE DEBT WAS INCURRED</b> <b>03/17/2003</b>		<b>3 IF COURT JUDGEMENT DATE OBTAINED</b> <b>N/A</b>						
<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> _____ Attached 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> <b>\$471.09</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 \$</b> _____ Specify the priority of the claim _____								
<input type="checkbox"/> Wages salaries or commissions (up to \$4000) 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 \$1 800 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"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a) _____ Amounts are subject to adjustment on 4/11/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment								
<b>5 TOTAL AMOUNT OF CLAIM AT THE TIME</b> <table style="width:100%; border: none;"> <tr> <td style="width: 33%; text-align: center;"><b>\$471.09</b></td> <td style="width: 33%; text-align: center;">(Secured)</td> <td style="width: 33%; text-align: center;"><b>\$471.09</b></td> </tr> <tr> <td></td> <td style="text-align: center;">(Priority)</td> <td style="text-align: center;">(Total)</td> </tr> </table> <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>\$471.09</b>	(Secured)	<b>\$471.09</b>		(Priority)	(Total)
<b>\$471.09</b>	(Secured)	<b>\$471.09</b>						
	(Priority)	(Total)						
<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>7 SUPPORTING DOCUMENTS</b> <i>Attach copies of supporting documents</i> 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 acknowledgement of the filing of your claim enclose a stamped self addressed enveloped and copy of this proof of claim								
Date <b>07/23/2003</b>	Signature <i>Tanisha Baylor</i> Arch Wireless Tanisha Baylor/Bankruptcy Coordinator							

This Space for Court use only

Fleming Companies Claim



02222



July 23, 2003

RE Fleming Companies, Inc , et al  
Case 03-10945 (MFW)

U S Bankruptcy Court  
Attn David D Bird  
824 Market St , 5<sup>th</sup> FL  
Wilmington, DE 19801

Dear Sir or Madam

Enclosed for filing in the above style proceeding is the Proof of Claim of Arch Wireless, Inc for radio paging service provided prior to the bankruptcy filing

I have enclosed a self-addressed stamped envelope and duplicate copies of the Proof of Claim along with documents, and request acknowledgement of the filing of this claim

Sincerely Yours,

Tanisha Baylor  
Bankruptcy Coordinator  
972/751-6800 ext 7416