

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



s138788

In re
Fleming Companies, Inc

Case Number
03-10945

Scheduled Claim Ref # 2-F2-26414
YOUR CLAIM IS SCHEDULED AS
\$4 188 83 UNSECURED

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 and Address

0354429420087

OIL DISTRIBUTING CO
5288 RIVER ROAD
CINCINNATI OH 45233

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 this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number, **613 941 2800**

CREDITOR TAX ID #
31-0715158

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
13988

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM
 Goods sold
 Services performed
 Money loaned
 Personal injury/wrongful death
 Taxes
 Other (describe briefly)
 Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Wages, salaries, and compensation (Fill out below)
 Your social security number _____
 Unpaid compensation for services performed from _____ to _____
 (date) (date)

2 DATE DEBT WAS INCURRED 3/27/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 4,188.83 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 4,188.83 (total)

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 above, if any \$ _____

6 UNSECURED PRIORITY CLAIM
 Check this box if you have an unsecured priority claim.
 Specify the priority of the claim:
 Wages, salaries, or commissions (up to \$4,650*) 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 \$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)
 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 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of 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 the documents are not available, explain. If the documents are voluminous, attach a summary.

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.
 BY MAIL TO: Bankruptcy Management Corporation, P.O. BOX 900, El Segundo, CA 90245-0900
 BY HAND OR OVERNIGHT DELIVERY TO: Bankruptcy Management Corporation, 1330 East Franklin Avenue, El Segundo, CA 90245

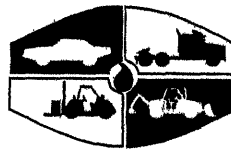
THIS SPACE FOR COURT USE ONLY
FILED
AUG 07 2003
BMC
 Fleming Companies Claim
 02445

DATE SIGNED 8/4/03 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).
Christine Charille, Credit Mgr

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 371

See Other Side For Instructions

5228 RIVER ROAD
CINCINNATI, OHIO 45233
(513) 941-2800



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ASSOCIATE MEMBER

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PAGE

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SOLD TO

SHIP TO:

DON T USE FILMING KY DIVISION
P O BOX 4600
HIGHWAY 920 EAST
LEITCHFIELD KY 42755

DON T USE FILMING KY DIVISION
P O BOX 4600
HIGHWAY 920 EAST
LEITCHFIELD KY 42755

FO #175-0007360

TERMS	AREA	CLASS	SALESPERSON	ORDER DATE	SALES ORDER NO.
NET 30 DAYS	2	0	JOE RYAN MOELER	03/25/03	20121-00
SHIP VIA	SHIP DATE	FREIGHT	WAREHOUSE	INV/CREDIT DATE	INVOICE NO.
	03/25/03	TRUCK	CINCINNATI	03/26/03	213315

LINE	ITEM NO	DESCRIPTION	ORDERED	SHIPPED	UNIT PRICE	AMOUNT
1	10-1050-121	AMERISTOP 10W30 S4 1/2/J OILS	64	64	15.100E	1100.40
2	10-1040-121	AMERISTOP 10W40 S6 12/1 QT	64	64	13.720E	1110.48
3	10-100-121	BUILT 10W30 12/1	64	64	11.600E	974.40
4	10-1040-121	BUILT 10W40 12/1	64	64	11.500E	979.60
5	405-9	ENVIRONMENTAL FEE	1	1	3.950E	3.95

070-250-0301
070-250-1516 FAX
CONTACT GARY LAUNCHBIP

COMMENTS

CUSTOMER PICK UP
THURSDAY 3/27

SUB TOTAL	4168.83
TAX	00
FREIGHT	00
TOTAL	4168.83

All claims must be made within 3 days from delivery. Permission from company must be obtained prior to return of any merchandise. A carrying charge of 1 1/2% per month will be added if this invoice is not paid within terms specified if shipment is made by common carrier we are not responsible for shortages or damages in transit.

ORIGINAL