

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

PROOF OF CLAIM



s131730

Scheduled Claim Ref # 2-F2-19356

YOUR CLAIM IS SCHEDULED AS

\$1 240 61 UNSECURED

In re
Fleming Companies, Inc

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. § 503.

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.

Name of Creditor and Address

CAPITAL INDUSTRIES INC
PO BOX 1693
MATTITUCK NY 11952

0354429385419

Creditor Telephone Number **(631) 765-6210**

CREDITOR TAX ID #
11-2805514

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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 **2/12/03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **124061** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **124061** (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 08 2003

BMC

Fleming Companies Claim

DATE SIGNED
8.5.03

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).
Len Garret GM

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 3571

See Other Side For Instructions



02580

Capital Industries, Inc.
P O Box 1693
Mattituck, NY 11952
(631) 765-6210

INVOICE

DATE	INVOICE #
2/12/03	23824

BILL TO
Fleming Foods P O Box 207 Massillon, OH 44648 ATT Accounts Payable

SHIP TO
Fleming Foods 4676 Erie S W Massillon, OH 44646 ATT Dave Young

CUSTOMER ORDER #	TERMS	DUE DATE	REP	SHIP VIA	CUSTOMER ACCT #
Verbal	Net 30	3/14/03	LG	Best Way	2168795681
ITEM	DESCRIPTION		QTY	RATE	AMOUNT
KWIK-BOND	Low Temperature Floor Patch		3	269 50	808 50
KWIK-BOND	Low Temperature Floor Patch		1	0 00	0 00
FRT	Freight			91 32	91 32
Thank you for your business				Total	\$899 82

Capital Industries, Inc.
 PO Box 1693
 Mattituck, NY 11952-0929
 (631) 765-6210

INVOICE

DATE	INVOICE #
3/26/03	23852

BILL TO
Northeast Division/Expense Fleming Companies PO Box 268953 Oklahoma City, OK 73126-8953

SHIP TO
Fleming Foods 100 Lums Road Northeast, MD 21901 ATT Wayne Dubasak

CUSTOMER ORDER #	TERMS	DUE DATE	REP	SHIP VIA	CUSTOMER ACCT #
Verbal	Net 30	4/25/03	LG	UPS	4102874068
ITEM	DESCRIPTION		QTY	RATE	AMOUNT
RC	Rust Converter		5	62 35	311 75
FRT	Freight			29 04	29 04
Thank you for your business				Total	\$340 79