

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

PROOF OF CLAIM



In re
Fleming Companies Inc

Case Number
03-10945 (PAFL)

Bar Date Ref #

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

Optimum Staffing
3540 Seven Bridges Dr
#300
Woodridge IL 60517 1222

0354653000000

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.

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 *(630) 360-0545*

CREDITOR TAX I.D. #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
10909

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)

Services performed Taxes Wages, salaries, and compensation (Fill out below)

Money loaned Other (describe briefly) Your social security number _____

Unpaid compensation for services performed from _____ to _____

(date) (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *2553.16* \$ _____ \$ _____ \$ *2553.16*

(unsecured) (secured) (unsecured priority) (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

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)

Sandra Lund, Sandra Lund, Controller

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years of both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions



02649

OPTIMUM STAFFING, INC.

Specializing in Providing Temporary Truck Drivers

611 NORTH KINGERY HIGHWAY
BENSENVILLE ILLINOIS 60106 800 356 0595

INVOICE

REPORTING TO
Fleming Convenience
1251 Schmidt
Romeoville IL 60446

FLEMING CONVENIENCE
1251 SCHMIDT
ROMEOVILLE IL 60446
ATTN DAVE H

BILL TO

PO#

DATE	INVOICE NO	PAGE	ACCOUNT NO	TERMS		
3/15/03	26904	1	10909	Total Due in 7 Days		
PERIOD	DATE	TIME	NAME	RATE	AMOUNT	TOTAL
03/05/03	TT	8 00	Gunn, Wardia	30 91	247 28	
	COMMENT	Regular Time				
03/05/03	TT	4 00	Gunn, Wardia	37 09	148 36	OT
	COMMENT	Overtime				
03/05/03	TT	4 50	Gunn, Wardia	49 46	222 57	
	COMMENT	Doubletime				
03/04/03-03/05/03	TT	16 00	SIMPSON, KENNETH L	30 91	494 56	
	COMMENT	Regular Time				
03/04/03-03/05/03	TT	4 00	SIMPSON, KENNETH L	37 09	148 36	OT
	COMMENT	Overtime				
				TOTAL	1261 13	

PAY THIS AMOUNT →

TOTAL

1261 13

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ATTN DAVE H

BILL TO

PO#

DATE	INVOICE NO	PAGE	ACCOUNT NO	TERMS
3/22/03	27002	1	10909	Total Due in 7 Days
PERIOD				
03/12/03	TT	Gunn, Wardia	8 00	30 91 247 28
	COMMENT	Regular Time		
03/12/03	TT	Gunn, Wardia	4 00	37 09 148 36 OT
	COMMENT	Overtime		
03/12/03	TT	Gunn, Wardia	50	49 46 24 73
	COMMENT	Doubletime		
03/12/03-03/13/03	TT	SIMPSON, KENNETH L	16 00	30 91 494 56
	COMMENT	Regular Time		
03/12/03-03/13/03	TT	SIMPSON, KENNETH L	2 00	37 09 74 18 OT
	COMMENT	Overtime		
PAY THIS AMOUNT →				TOTAL
				989 11

OPTIMUM STAFFING, INC.
Specializing in Providing Temporary Truck Drivers

INVOICE

REMIT TO
 DEPT 77 6955
 CHICAGO IL 60678 6955 800 356-0595

REPORTING TO
 Fleming Convenience
 1251 Schmidt
 Romeoville IL 60446

FLEMING CONVENIENCE
 1251 SCHMIDT
 ROMEOVILLE IL 60446
 ATTN DAVE H

PO#

DATE 3/29/03	INVOICE NO 27097	PAGE 1	ACCOUNT NO 10909	TERMS Total Due in 7 Days
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PERIOD	DESCRIPTION / EMPLOYEE	HOURS	RATE	AMOUNT
03/19/03	TT SIMPSON, KENNETH L	8 00	30 91	247 28
	COMMENT Regular Time			
03/19/03	TT SIMPSON, KENNETH L	1 50	37 09	55 64 OT
	COMMENT Overtime			

PAY THIS AMOUNT →

TOTAL

302 92