

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



Scheduled Claim Ref # 12-F2-13671
YOUR CLAIM IS SCHEDULED AS
\$124.49 UNSECURED

In re
Fleming Foods of Texas, LP

Case Number
03-10955

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

0354429408857

JUDI'S BALLOONS & FLOWERS
2010 N GLENBROOK
GARLAND TX 75040

Creditor Telephone Number ()

CREDITOR TAX I.D. #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

FLEM

Check here if this claim

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

208400101

Unpaid compensation for services performed from 2-12-03 to 2-17-03
(date) (date)

2 DATE DEBT WAS INCURRED 2-12-03 - 2-17-03

3 IF COURT JUDGMENT, DATE OBTAINED

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 124.49
(unsecured)

\$ _____
(secured)

\$ _____
(unsecured priority)

\$ 124.49 +
(total)

If 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). **24.49 + fees**

Amounts are subject to adjustment or 41101 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

DATE SIGNED

8-6-03

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)

[Signature]

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

THIS SPACE FOR COURT USE ONLY

FILED

AUG 11 2003

BMC

Fleming Companies Claim



03170

^Judi's Balloons & Flowers

2210 N. Glenbrook Ave. Garland Tx. 75040 491, 7400

***** WIFE-OUT *****

*** REPRINT BY CHW

4:47P

8/05/03 ***

Ticket #030217

Delivery Date Wednesday, 2/12/03

BYFORD ROBERTS
GOGGINS FUN
TERRELL, TX
(972) 524-4141
PHN CHW 2/11/03 2:32P

Funeral Basket	1	60.00	Delivery	0.00
			Service	7.50
			Tax	5.57
			TOTAL	73.07

WDS FLEMING GARLAND

House Charge Order By: K. PALM
ID: FLEM
FLEMING COMPANYS INC
2600 MC CREE
GARLAND, TX 75041

Sent Via: Phone Service: Teleflora

Code: 56-2817

TERRELL, TX
Contact:
Phone: () -

(972) 840-4507 () -

Xmit By:

Judi's Balloons & Flowers

2210 N. Glenbrook Ave. Garland Tx. 75040 495-7400

***** WIRE-OUT ***** *** REPRINT BY CHW 4:47P 2/05/03 *** Ticket #036445

Kay burrus
1444 woodlawn court
roanoke, Tx 76262
(817) 431-5425

Delivery Date Monday, 2/17/03

PHN CHW 2/17/03 1:13P

Mixed Arrgmt

1	40.00	Delivery	0.00
		Service	7.50
		Tax	3.92
		TOTAL	51.42

gws fleming garland

House Charge
ID: FLEM
FLEMING COMPANYS INC
2600 MC CRLE
GARLAND, TX 75041

Sent Via: Phone Service: Teleflora

Code:56-1911

Contact:

Phone: () -

Xmit By:

(972) 840-4507 () -

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

In re)	Chapter 11
)	
Fleming Companies, Inc , et al , ¹)	Case No 03-10945 (MFW)
Debtors)	(Jointly Administered)

**NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

TO ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the "Debtors") filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are operating their businesses and managing their property as debtors, in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including, without limitation, individuals, partnerships, corporations, estates, trusts, governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party), and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a "Creditor" and collectively "Creditors"), holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the "Claims") or interest in any of the Debtors (collectively, the "Interests") arising on or before April 1, 2003 (the "Petition Date"), are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the "Proof of Claim") on account of any Claims such Creditors hold or wish to assert against the Debtors, so that the Proof of Claim is actually received on or before 4 00 p m Pacific Daylight Time on September 15, 2003 (the "General Bar Date"), or in the case of governmental units, by October 1, 2003, the "Governmental Unit Bar Date," by the Debtors' Official Notice and Claims Agent at the following address:

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue, El Segundo, CA 90245 *(for overnight mail or hand delivery)*
P O Box 900, El Segundo, CA 90245-0900 *(for regular mail)*
Telephone 1-888-909-0100

Notwithstanding the foregoing, AT THIS TIME, Proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively, the "Excluded Claims"):

- (a) Claims listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the creditor holding such claim as to nature, amount, or classification,
- (b) Claims on account of which a Proof of Claim has already been properly filed with the Court,
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court, including, without limitation, any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order,²
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases,
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors,
- (f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively, the "Notes") or any indenture in respect of each issue of the Notes (the "Indentures" and each such Indenture collectively with the Notes issued thereunder, the "Debt Instruments"), provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

¹ The Debtors are the following entities: Core-Mark International, Inc., Fleming Companies, Inc., ABCO Food Group, Inc., ABCO Markets, Inc., ABCO Realty Corp., ASI Office Automation, Inc., C/M Products, Inc., Core-Mark Interrelated Companies, Inc., Core-Mark Mid-Continent, Inc., Dunigan Foods, Inc., Favar Concepts, Ltd., Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P., Fleming International, Ltd., Fleming Supermarkets of Florida, Inc., Fleming Transportation Service, Inc., Food 4 Less Beverage Company, Inc., Fuelserv, Inc., General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc., Minter-Weisman Co., Piggly Wiggly Company, Progressive Realty, Inc., Rainbow Food Group, Inc., Retail Investments, Inc., Retail Supermarkets, Inc., RFS Marketing Services, Inc., and Richmar Foods, Inc.

² The term "Final DIP Order" refers to the Final Order Authorizing (I) Post-Petition Financing Pursuant to 11 U.S.C. § 364 and Bankruptcy Rule 4001(c), (II) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Bankruptcy Rules 4001(b) and (d), (III) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363, and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U.S.C. §§ 109 and 364(c)(3) and Rule 4001(c).

Name	Garland Division/Expense						
Current	4.00	Over 30	4 00	Over 60	0.00	Over 90	124 49
Cust Since	8/14/95	Last Pch	2/17/03	Last Pay	3/27/03	YTD Sal	168 87

DATE	DESC	TICKET	SENT TO/ORDR BY	#	Merchndse	\$	Deliv	Sv+Fn	Tax	TOTAL
	Balance Forward from Past month 6									44 38
20803	Payment			1	Check					44 38
21203	Sal	36257		1	K PALM Funeral B	60 00	0.00	7.50	5 57	73 07
21703	Sal	36445	burrus	1	Mixed Arr	40.00	0 00	7 50	3.92	51 42

	Balance Forward from Past month 5									124.49
32703	Payment			1	Check					124 49

40703	Debit Adjustme			1	Rev Pay					124 49

	Balance Forward from Past month 2									124 49
63003	Rebilling Chge									4 00

	Balance Forward from Past month 1									128 49
72903	Rebilling Chge									4 00

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