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|--|---|--|
| United States Bankruptcy Court <span style="float: right;">District of <u>DELAWARE</u></span>  |   | <b>PROOF OF CLAIM</b>  |
| Name of Debtor<br><b>FLEMING COMPANIES, INC</b>  |   | Case Number<br><b>03-10945</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 (The person or other entity to whom the debtor owes money or property)<br><b>FRY'S ELECTRONICS, INC</b>   |   | <div style="font-size: 2em; font-weight: bold;">FILED</div> <div style="font-size: 1.5em; font-weight: bold;">AUG 11 2003</div> <div style="font-size: 2em; font-weight: bold;">BMC</div> <p style="font-size: 0.8em;">THIS SPACE IS FOR COURT USE ONLY</p>  |
| Name and address where notices should be sent<br><b>FRY'S ELECTRONICS, INC<br/>HOME OFFICE<br/>600 E. Brokaw Road<br/>San Jose, California 95112</b>   |   |  |
| Telephone number (408) 487-4747 Facsimile number (408) 487 4741  |   |  |
| Account or other number by which creditor identifies debtor<br>Customer number 11098   | Check here <input type="checkbox"/> replaces a previously filed claim dated _____<br>if this claim <input type="checkbox"/> amends _____  |  |
| <b>1 Basis for Claim</b><br><input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)<br><input type="checkbox"/> Services performed <input type="checkbox"/> Wages, salaries, and compensations (fill out below)<br><input type="checkbox"/> Money loaned Your SS # _____<br><input type="checkbox"/> Personal injury/wrongful death Unpaid compensations for services performed<br><input type="checkbox"/> Taxes from _____ to _____<br><input type="checkbox"/> Other (date) (date) |   |  |
| <b>2 Date debt was incurred</b><br>January 29, 2003 and May 4, 2003  | <b>3 If court judgment, date obtained</b>   |  |
| <b>4 Total Amount of Claim at Time Case Filed</b> <span style="float: right;"><b>\$ 1,175.33</b></span><br>If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below<br><input type="checkbox"/> 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.   |   |  |
| <b>5 Secured Claim</b><br><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff)<br>Brief Description of Collateral<br><input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle<br><input type="checkbox"/> Other _____<br><br>Value of Collateral \$ _____<br><br>Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____   |   | <b>6 Unsecured Priority Claim</b><br><input type="checkbox"/> Check this box if you have an unsecured priority claim<br>Amount entitled to priority \$ _____<br>Specify the priority of the claim<br><input type="checkbox"/> Wages, salaries, or commissions (up to \$4300) * 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)<br><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)<br><input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6)<br><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7)<br><input type="checkbox"/> Taxes or penalties to governmental units - 11 U.S.C. § 507(a)(8)<br><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ) _____<br><i>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i> |
| <b>7 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.  |   | <div style="font-size: 2em; font-weight: bold;">FILED</div> <div style="font-size: 1.5em; font-weight: bold;">AUG 11 2003</div> <div style="font-size: 2em; font-weight: bold;">BMC</div> <p style="font-size: 0.8em;">THIS SPACE IS FOR COURT USE ONLY</p>  |
| <b>8 Supporting Documents</b> 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.  |   |  |
| <b>9 Date-Stamped Copy</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.   |   |  |
| Date<br>August 7, 2003   | Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)<br><div style="text-align: center;"> <b>FRY'S ELECTRONICS, INC</b><br/> <br/>         By <u>KATHRYN L. KOLDEH</u> Executive Vice President       </div> |  |
| Fleming Companies Claim<br><br>03194  |   |  |
| Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.   |   |  |



Home Office  
600 E Brokaw Road  
San Jose, CA 95112  
408-487-4747 Fax 408-487-4741

August 7, 2003

Bankrupt Management Corporation  
P O Box 900  
El Segundo, CA 90245-0900  
Attn Clerk of the Court

Re FLEMING COMPANIES, INC  
United States Bankruptcy Court, District of Delaware  
Chapter 11 Proceeding No 03-10945


Dear Clerk

Enclosed please find an original and (1) one copy of creditor Fry's Electronics, Inc 's  
PROOF OF CLAIM regarding the above-referenced action

Please file the original and mail back to this office a file endorsed stamped copy in the  
enclosed self-addressed stamped envelope

Should you have any questions or concerns please contact me by telephone at (408)  
487-4748 or by facsimile at (408) 487-4741 Thank you

Very truly yours,



Steven Delaney  
Paralegal

/spd  
Enclosures

Fry's Electronics, Inc.  
600 East Brokaw  
San Jose, CA 95112

**Aging Statement**

Tue Jun 17 11 49 36 2003

| P O Number | Invoice                      | Div          | Ship Date   | Due Date | Subtotal | Tax    | Total |        |
|------------|------------------------------|--------------|-------------|----------|----------|--------|-------|--------|
| Cust No    | 11098 FLEMING COMPANIES, INC |              |             | OA Type  | 2        |        |       |        |
|            | 29537                        | 6106453      | 14          | 20030129 | 20030228 | 95 96  | 30 69 | 426 65 |
|            | 29540                        | 6236840      | 14          | 20030306 | 20030405 | 694 83 | 53 85 | 748 68 |
| 90+ days   | 45 - 89 days                 | 30 - 44 days | 0 - 29 days | Total    | #Inv     |        |       |        |
| 1,175 33   | 0 00                         | 0 00         | 0 00        | 1,175 33 | 2        |        |       |        |

DEAR GENTLE PERSONS,

THIS ACCOUNT IS NOW ON CREDIT HOLD TO AVOID DELAYS IN PROCESSING FUTURE ORDERS, PLEASE TAKE APPROPRIATE STEPS TO BRING YOUR ACCOUNT TO A CURRENT STATUS IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME AT 408-487-4500, OR FAX YOUR INQUIRY AT 408-487-4657

Sincerely

Benjamin, Nora  
Fry's Electronics, Inc






|  |                                   |  |
|--|-----------------------------------|--|
| FRY'S ELECTRONICS<br>Store #14 - Sacramento<br>4100 Northgate Blvd<br>Sacramento, CA 95834<br>PHONE (916) 286-5800<br>FAX (916) 286-5818 | <b>INVOICE</b><br><br>BEAR E75885 | INVOICE # 6236840<br>CUSTOMER # 11098<br>REGISTER # 41<br>PAGE # 2<br>Clark, Randy 71098<br>Thu Mar 06 14 44 27 2003 |
|--|-----------------------------------|--|

|                   |        |
|-------------------|--------|
| Invoice Subtotal  | 694 83 |
| Sales Tax @ 7.75% | 53 85  |

ITEM COUNT. 3

**INVOICE TOTAL: 748.68**

OPEN ACCOUNT 748 68

PO Number 29540  
 PO Date 20030306 Type R  
 Approved by Sharma, Kavindra N  
 DL C2794239 Exp 20071114  
 X   
 ADAM GROMEK GROMEK Signature

Please remit to  
 Fry's Electronics  
 Accounts Receivable  
 600 E Brokaw Road  
 San Jose, CA 95112

**TOTAL TENDER: 748.68**

CHANGE -0.00

**FRY'S ELECTRONICS RETURN / EXCHANGE PRIVILEGE**

- For a refund or exchange, most products may be returned within 30 days of original purchase date. Some other products, such as notebook computers, memory, microprocessors, network-attached storage, CD and DVD recorders, camcorders, digital cameras, air conditioners, and wireless phones may be returned within 15 days of original purchase date. See store management for specific information.
- Original receipt must accompany any product to be returned / exchanged.
- Product must be in original box with original accessories, packaging, manuals, and registration card in undamaged, clean, and brand-new condition.
- Products returned within policy with the UPC Code missing from the box may only be accepted back as an exchange for the exact same item.
- Product that is returned incomplete, damaged, or has been used -- if accepted -- will require a deduction. This deduction is final. Subsequent return of missing items will not reverse the deduction.
- If the product returned has any data or information stored on a memory or storage device, Fry's shall not be responsible for the transfer of such data or information to another product given to the customer as an exchange, or for the loss of any data or information or to maintain the confidentiality of any data or information still residing on the returned product.
- Computer software, video games, audio CDs, VHS videos and DVD videos are returnable only if unopened.
- Defective computer software, video games, audio CDs, DVD Videos, and pre-recorded videos will be exchanged for the exact same item only.
- Product using accessories such as laser toner or ink cartridge toner, media, batteries, film, etc. must be returned with the accessory in factory-sealed condition or will require a deduction for a replacement.
- Refunds are paid in same manner as original method of payment for purchases, with the exception of cash refunds over \$500, which are mailed in the form of a check from Fry's Home Office.
- Refund checks are mailed the 10th day from date merchandise is returned.
- Service, delivery, and installation charges are non-refundable once performed.
- Special order items and cut cable/wire are non-returnable.

**Fleming  
Companies, Inc.**

# 11098

PURCHASE ORDER NO 29540

3771 Channel Drive West Sacramento CA 95691

P O Box 15127 Sacramento CA 95851

916/373 4200

Vendor

FRY'S ELECTRONICS  
Sacramento

**TERMS AND CONDITIONS**  
PURCHASE ORDER NUMBER MUST BE SHOWN ON ALL INVOICES  
SHIPPING PAPERS AND FREIGHT BILL  
NO BACK ORDERS ACCEPTED

ORDERED FROM \_\_\_\_\_  
(Vendor Representative)

ORDER DATE 5-6-03

ORDERED BY Adam Grumel

FOLD

| QUANTITY ORDERED | QUANTITY RECEIVED | DESCRIPTION      | ACCOUNT NUMBER | UNIT COST | TOTAL COST |
|------------------|-------------------|------------------|----------------|-----------|------------|
| 1                | 1                 | Brother MFC 9700 |                | 449.94    | 449.94     |
| 1                | 1                 | HP PSC 2110      |                | 179.99    | 179.99     |
| 1                | 1                 | Belkin USB 6'    |                | 14.85     | 14.85      |
|                  |                   |                  |                |           |            |
|                  |                   |                  |                |           |            |
|                  |                   |                  |                |           |            |
|                  |                   |                  |                |           |            |
|                  |                   |                  |                |           |            |
|                  |                   |                  |                |           |            |
|                  |                   |                  |                |           |            |

REC'D BY \_\_\_\_\_

DATE REC'D

5-6-03

APPROVED BY

Adam Grumel

O.A.



|  |  |  |
|--|--|--|
| <b>FRY'S ELECTRONICS</b><br>Store #14 - Sacramento<br>4100 Northgate Blvd<br>Sacramento, CA 95834<br>PHONE (916) 286-5800<br>FAX (916) 286-5818                                    | <b>INVOICE</b><br><br>BEAR E75885  | INVOICE # 6106453<br>CUSTOMER # 11098<br>REGISTER # 27<br>PAGE # 1<br>Dang, Tony 65748<br>Wed Jan 29 18 17 48 2003 |
| <b>CUSTOMER BILLING INFORMATION</b>  | <b>CUSTOMER SHIPPING INFORMATION</b>   |  |
| <b>BRETT ROBERTS</b><br>FLEMING COMPANIES, INC<br>3771 CHANNEL DRIVE<br>WEST SACRAMENTO, CA 95851<br>VOICE (916) 373-4200      Ext<br>FAX                                      Ext | <b>BRETT ROBERTS</b><br>FLEMING COMPANIES, INC<br>3771 CHANNEL DRIVE<br>WEST SACRAMENTO, CA 95851<br>VOICE (916) 373-4200      Ext<br>FAX                                      Ext |  |
|  | <b>RESALE INFORMATION</b>  | <b>SHIP VIA</b>  |
|  |  |  |

| LINE | PRODUCT CODE | PLU     | ITEM DESCRIPTION   | Unit Price | Adjustments | Net Price | Quantity | Ext Price | SALES ASSOCIATE(s) |
|------|--------------|---------|--|------------|-------------|-----------|----------|-----------|--------------------|
| 1    |              | 3353012 | HP ALL-IN-ONE PSC 2110<br>HP ALL-IN-ONE PCS 2110<br>4800 DPI 14PPM BLK,10PPM<br>CLR,48-BIT 600 DPI SCAN<br>SLIM&SLEEK,MAC&PC COMPT | 179 99     | 0 00        | 179 99    | 2        | 359 98    | Weaver Michael     |
| 2    |              | 2346789 | BELKIN USB PRO A-B 10 FT<br>BELKIN USB PRO A-B 10 FT<br>F3U133-10 USB CABLE<br>10 FT A-B USB CABLE<br>BELKIN USB PRO A-B 10FT      | 17 99      | 0 00        | 17 99     | 2        | 35 98     |                    |



|  |                                   |  |
|--|-----------------------------------|--|
| FRY'S ELECTRONICS<br>Store #14 - Sacramento<br>4100 Northgate Blvd<br>Sacramento, CA 95834<br>PHONE (916) 286-5800<br>FAX (916) 286-5818 | <b>INVOICE</b><br><br>BEAR E75885 | INVOICE # 6106453<br>CUSTOMER # 11098<br>REGISTER # 27<br>PAGE # 2<br>Dang, Tony 65748<br>Wed Jan 29 18 17 48 2003 |
|--|-----------------------------------|--|

Invoice Subtotal 395 96  
 Sales Tax @ 7.75% 30 69

ITEM COUNT 4

**INVOICE TOTAL: 426.65**

OPEN ACCOUNT 426 65

PO Number 29537  
 PO Date 20030129 Type R  
 Approved by Reddy Prabhavahi  
 DL C294239 Exp 20071114  
 X Adam Gromek  
 ADAM GROMEK GROMEK Signature

Please remit to  
 Fry's Electronics  
 Accounts Receivable  
 600 E Brokaw Road  
 San Jose CA 95112

**TOTAL TENDER. 426.65**

CHANGE -0.00

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- 13 Special order items and cut cable/wire are non-returnable.



**FRY'S ELECTRONICS, INC**

Accounts Receivable Dept  
600 E Brokaw Road  
San Jose, CA 95112  
Ph 408-487-4500 Fax 487-4710

06-11-03

**FLEMING COMPANIES  
ATTENTION CONTROLLER  
3771 CHANNEL DRIVE  
WEST SACRAMENTO CA 95851**

|                         |                  |
|-------------------------|------------------|
| <b>Acct#</b>            | <b>11098</b>     |
| <b>Past Due Balance</b> | <b>\$1175 33</b> |
| <b>Due Date</b>         | <b>02-28-03</b>  |
| <b>Date Notified</b>    | <b>3-25-03</b>   |

Dear Controller

You were notified on the above date that your account was past due and had been put on credit hold. We requested that you contact us to make arrangements to bring your account current. Unfortunately, your account is still past due and you have made no attempt to contact us to discuss the issue.

It is important that you contact us within 10 days of the date of this letter. If we do not hear from you within 10 days from the date of this letter, Fry's may proceed with other remedies available under the law. This includes terminating the open account terms and closing the account, as well as taking court action, which could result in not only a judgment against your company for the balance due, but an additional interest charge from the due date of the unpaid invoices, plus reasonable attorney's fees.

Sincerely,

Nora Benyamın  
Accounts Receivable

SM