

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

PROOF OF CLAIM



613902

Bar Date Ref # 2-NVM-79772

In re **Fleming Companies, Inc** Case Number **03-10945(mfw)**

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

Name of Creditor and Address

0354653613902

Uhlmann CO
PO Box PO Box 872618
Kansas City MO 64187

Creditor Telephone Number **(816) 221-8200**

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

CREDITOR TAX I D #
44-0564793

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
023001

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 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **19986** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **19986** (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

FILED
AUG 11 2003
BMC

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 11 2003
BMC

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]
Debra A. ...

Fleming Companies Claim



03252

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

THE UHLMANN COMPANY

INVOICE

Remit To P O Box 872618
 Kansas City, MO 64187-2618
 (816)-221 8200

MFG I D No 40300

Date Shipped	Invoice Date	Invoice No.
02/11/2003	02/19/2003	29466

Requisition No.	Slsmn. Order	Cust. Order Number	Order Date	Payment Terms
9876		32643	02/03/2003	2% 10 NET 11
Shipment Basis	Route	Car Or Trailer No.		
Customer Pickup	CPU			

Sold To 023001
Fleming Companies, Inc
 Milwaukee Division
 1200 West Sunset Drive

Shipped To 028602
Fleming Companies, Inc
 Milwaukee Division
 1200 W Sunset Drive

Waukesha WI 53186-6597

Waukesha WI 53186

Salesman	Warehouse
0108 Advantage/Milw	525

Quantity	Size	Unit	UPC Code	Product Description	Unit Price	Amount
128	4/10	BALE	03314	4/10 CERESOTA UNBLEACHED FLOUR	11 17	1,429 76

Total Quantity
128

Pay Gross Amount
 If Discount Not Earned

Amount Subject To Discount	1,429 76
Gross Amount	1,429 76
Cash Discount (If Earned)	28 60
Net Amount Due If Paid By	
03/01/2003	1,401 16

Thank You - Your Business Is Appreciated

						Totals	\$931 20	\$0 00	\$977 20	\$1 728 73
Customer	018151		Name	Dominicks Finer Foods Inc		Account Type	Open Item		Aged As of 7/30/2003	
	Ship To ID		Salesperson	0106		Credit	Unlimited			
	Contact		Territory	105						
	Phone	(000) 000-0000 Ext 0000	Terms	2% 10 NET 11						
Document Number	Type	Date	Amount	Discount	Writeoff	0 30 Days	31 60 Days	61 90 Days	91 and Over	
29454 BT	SLS	2/19/2003	\$13 853 84						\$13 853 84	
PR 1100 BT		5/27/2003							(\$9 517 20)	
DEBIT000000029731	DR	5/29/2003	\$1 433 60					\$1 433 60		
DEBIT000000029761	DR	6/9/2003	\$6 014 08				\$6 014 08			
DEBIT000000029808	DR	6/26/2003	\$6 014 08				\$6 014 08			
Totals						\$0 00	\$12 028 16	\$1 433 60	\$4 336 64	

Customer	021601		Name	Fantastic Merchandise		Account Type	Open Item		Aged As of 7/30/2003	
	Ship To ID		Salesperson	1350		Credit	Unlimited			
	Contact		Territory	110						
	Phone	(718) 495 3553 Ext 0000	Terms	2% 10 NET 11						
Document Number	Type	Date	Amount	Discount	Writeoff	0 30 Days	31 60 Days	61 - 90 Days	91 and Over	
29879 BT	SLS	7/22/2003	\$9 959 04			\$9 959 04				
DEBIT000000029755	DR	6/9/2003	\$9 959 04				\$9 959 04			
DEBIT000000029756	DR	6/9/2003	\$9 959 04				\$9 959 04			
Totals						\$9 959 04	\$19 918 08	\$0 00	\$0 00	

Customer	023001		Name	Fleming Companies, Inc		Account Type	Open Item		Aged As of 7/30/2003	
	Ship To ID		Salesperson	0104		Credit	Unlimited			
	Contact		Territory	125						
	Phone	(000) 000-0000 Ext 0000	Terms	2% 10 NET 11						
Document Number	Type	Date	Amount	Discount	Writeoff	0 30 Days	31 60 Days	61 - 90 Days	91 and Over	
29466-BT	SLS	2/19/2003	\$1 429 76	(\$29 88)					\$1 399 88	
CR 3312 BT		3/28/2003							(\$519 82)	
PYMNT000000002713		3/11/2003							(\$680 20)	
29854 BT	SLS	7/15/2003	\$1 587 20			\$1 587 20				
Totals						\$1,587 20	\$0 00	\$0 00	\$198.86	

Customer	027011		Name	General Trading		Account Type	Open Item		Aged As of 7/30/2003	
	Ship To ID		Salesperson	1350		Credit	Unlimited			
	Contact		Territory	110						
	Phone	(000) 000-0000 Ext 0000	Terms	2% 10 NET 11						
Document Number	Type	Date	Amount	Discount	Writeoff	0 30 Days	31 60 Days	61 90 Days	91 and Over	
29510 BT	SLS	3/5/2003	\$6 269 44						\$6 269 44	
CR 3335 BT		4/25/2003							(\$6 140 83)	
29587 BT	SLS	4/1/2003	\$12 751 36	(\$262 28)					\$12 489 08	

THE UHLMANN COMPANY

Remit To P O Box 872618
 Kansas City, MO 64187-2618
 (816)-221 8200

CREDIT MEMO
 MFG I D No 40300
 Page 1

Date Shipped	Invoice Date	Invoice No.
	03/26/2003	CR 3312

Requisition No.	Slsmn. Order	Cust. Order Number	Order Date	Payment Terms
		29466		2% 10 NET 11
Shipment Basis	Route	Car Or Trailer No		

CREDIT MEMO

Sold To 023001	Shipped To 028602
Fleming Companies, Inc	Fleming Companies, Inc
Milwaukee Division 1200 West Sunset Drive Waukesha WI 53186-6597	Milwaukee Division 1200 W Sunset Drive Waukesha WI 53186

Salesman	Warehouse
0108	Advantage/Milw 525

Quantity	Size	Unit	UPC Code	Product Description	Unit Price	Amount
			90-03314	Pick Up Allowance - Ceresota 4/10		5 28
			91-03314	Unsalable Ceresota 4/10		59 98
			96-03314	Billback - Ceresota 4/10		454 56

Pay Gross Amount
 If Discount Not Earned

Amount Subject To Discount	519 82
Gross Amount	519 82
Cash Discount (If Earned)	0 00
Net Amount Due If Paid By	519 82

CREDIT MEMO

CREDIT MEMO

CR

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND RED INK

Fleming

Box 26647 Oklahoma City OK 73126

BANK OF AMERICA
WALNUT CREEK CA

90-1182/ 1211
25792770

No.

LC

Date

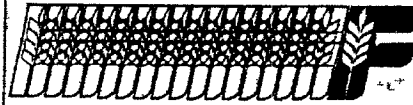
Amount

03/03/03 \$*****680 20*

Pay
SIX HUNDRED EIGHTY DOLLARS AND 20/100

Pay
To
The
Order
Of

UHLMANN CO
PO BOX 872618
KANSAS CITY, MO 64187



Unique Character Facsimile Signature

⑈25792770⑈ ⑆121141822073139⑈01222⑈

UHLMANN

BOX 872618

AMOUNT \$680 20

DATE 03/05/2003

BATCH 1

ITEM 2

**UMB
BANK**

Fleming

300689

0409

When corresponding refer to ==> 25792770

Division	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
MILWAUKEE	12/13/02	12/13/02	GOD202112	-59 98	0 00
MILWAUKEE	12/31/02	12/31/02	GOD2010202	-454 56	0 00
NORTH EAST MARYLAND	01/31/03	01/31/03	NER934793	-17 81	0 00
NORTH EAST MARYLAND CTP	02/13/03	02/17/03	NEU932861	-161 28	0 00
NORTH EAST MARYLAND	12/09/02	02/18/03	NER204692	-20 77	0.00
MILWAUKEE	02/25/03	02/21/03	GOD032643	-5 28	0 00
MILWAUKEE	02/19/03	02/21/03	29466	1 429 76	-29 88
DATE OF CHECK 03/03/03			AMOUNT OF CHECK	⑆680 20⑆	