

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

PROOF OF CLAIM



s135529

Scheduled Claim Ref # 2 F2-23155
YOUR CLAIM IS SCHEDULED AS

\$444 54 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

Name of Creditor and Address

0354429418399

NAPA AUTO PARTS
3305 TOWER AVE
SUPERIOR WI 54880

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.

Creditor Telephone Number ()

CREDITOR TAX ID #
58-1905355

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
2300

Check here replaces or amends a previously filed claim dated _____
if this claim

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 \$ 460.83 \$ _____ \$ _____ \$ 460.83
 (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)
 Money, 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
SEP 11 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):
Glenn C. Blumhardt Pres.

Fleming Companies Claim
 03286

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

* * I N V O I C E * *

NAPA SUPERIOR
 3305 Tower Ave
 Superior WI 54880
 , WI 54880

<u>Acct#</u>	<u>Sold to</u>	<u>Date</u>	<u>Time</u>	<u>Invoice #</u>
2300	Fleming Superior	03/11/2003	14 32	700985
<u>SM#</u>	A/P Steve Mitzel	<u>Store #</u>	<u>Emp#</u>	<u>Delivery</u>
94	1101 Susquehanna Ave	400007410	20	OUR TRUCK
(11)	Superior WI 54880	<u>Purchase Order Number</u> CR9152		

Terms NET 15TH

<u>Item</u>	<u>Ln</u>	<u>Description</u>	<u>Quantity</u>	<u>Net</u>	<u>Total</u>
737302	BEL	POLYLOOM	25 00	0 510	12 75 T5
737303	BEL	LOOM	25 00	0 720	18 00 T5
737304	BEL	LOOM	25 00	1 050	26 25 T5
15-961	PHI	JUNC BOX	1 00	14 990	14 99 T5

Subtotal	71 99
Tax 5 50% TAXTABLE 5	3 96
TOTAL ----> CHARGE SALE	75 95

* * D U P L I C A T E C O P Y * *

* * I N V O I C E * *

NAPA SUPERIOR
3305 Tower Ave
Superior WI 54880
, WI 54880

<u>Acct#</u> 2300 <u>SM#</u> 94 (14)	<u>Sold to</u> Fleming Superior A/P Steve Mitzel 1101 Susquehanna Ave Superior WI 54880	<u>Date</u> 03/14/2003 <u>Store #</u> 400007410	<u>Time</u> 14 08 <u>Emp#</u> 2	<u>Invoice #</u> 701525 <u>Delivery</u> OUR TRUCK <u>Purchase Order Number</u> EM1961
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Terms NET 15TH

<u>Item</u>	<u>Ln</u>	<u>Description</u>	<u>Quantity</u>	<u>Net</u>	<u>Total</u>
9000	BAT	BAT ACID	1 00	15 440	15 44 T5
		Subtotal			15 44
		Tax 5 50% TAXTABLE 5			0 85
		TOTAL ----> CHARGE SALE			16 29

* * D U P L I C A T E C O P Y * *

* * I N V O I C E * *

NAPA SUPERIOR
 3305 Tower Ave
 Superior WI 54880
 , WI 54880

<u>Acct#</u>	<u>Sold to</u>	<u>Date</u>	<u>Time</u>	<u>Invoice #</u>
2300	Fleming Superior	03/17/2003	10 32	701841
<u>SM#</u>	A/P Steve Mitzel	<u>Store #</u>	<u>Emp#</u>	<u>Delivery</u>
94	1101 Susquehanna Ave	400007410	17	OUR TRUCK
(17)	Superior WI 54880	<u>Purchase Order Number</u> CR9167		

Terms NET 15TH

<u>Item</u>	<u>Ln</u>	<u>Description</u>	<u>Quantity</u>	<u>Net</u>	<u>Total</u>
06U-606	WH	HOSE END	2 00	5 090	10 18 T5
H24506-250R	WH	HOSE	12 00	2 880	34 56 T5
Subtotal					44 74
Tax 5 50% TAXTABLE 5					2 46
TOTAL ----> CHARGE SALE					47 20

* * D U P L I C A T E C O P Y * *

* * I N V O I C E * *

NAPA SUPERIOR
3305 Tower Ave
Superior WI 54880
, WI 54880

<u>Acct#</u>	<u>Sold to</u>	<u>Date</u>	<u>Time</u>	<u>Invoice #</u>
2300	Fleming Superior	03/25/2003	13 16	703316
<u>SM#</u>	A/P Steve Mitzel	<u>Store #</u>	<u>Emp#</u>	<u>Delivery</u>
94	1101 Susquehanna Ave	400007410	3	OUR TRUCK
(25)	Superior WI 54880	<u>Purchase Order Number</u> CR9188		

Terms NET 15TH

<u>Item</u>	<u>Ln</u>	<u>Description</u>	<u>Quantity</u>	<u>Net</u>	<u>Total</u>
04U-606	WH	HOSE END	2 00	4 440	8 88 T5
H24504-250R	WH	HOSE	11 92	2 880	34 33 T5

Subtotal	43 21
Tax 5 50% TAXTABLE 5	2 38
TOTAL ----> CHARGE SALE	45 59

* * D U P L I C A T E C O P Y * *

** I N V O I C E **

NAPA SUPERIOR
3305 Tower Ave
Superior WI 54880
, WI 54880

<u>Acct#</u> 2300 <u>SM#</u> 94 (26)	<u>Sold to</u> Fleming Superior A/P Steve Mitzel 1101 Susquehanna Ave Superior WI 54880	<u>Date</u> 03/26/2003 <u>Store #</u> 400007410	<u>Time</u> 11 51 <u>Emp#</u> 2	<u>Invoice #</u> 703519 <u>Delivery</u> OUR TRUCK <u>Purchase Order Number</u> CR9188
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Terms NET 15TH

<u>Item</u>	<u>Ln</u>	<u>Description</u>	<u>Quantity</u>	<u>Net</u>	<u>Total</u>
H24504-250R	WH	HOSE	12 00	2 880	34 56 T5
04U-606	WH	HOSE END	2 00	4 440	8 88 T5
		Subtotal			43 44
		Tax 5 50% TAXTABLE 5			2 39
		TOTAL ----> CHARGE SALE			45 83

** D U P L I C A T E C O P Y **

* * I N V O I C E * *

NAPA SUPERIOR
 3305 Tower Ave
 Superior WI 54880
 , WI 54880

<u>Acct#</u>	<u>Sold to</u>	<u>Date</u>	<u>Time</u>	<u>Invoice #</u>
2300	Fleming Superior	03/27/2003	10 48	703673
<u>SM#</u>	A/P Steve Mitzel	<u>Store #</u>	<u>Emp#</u>	
94	1101 Susquehanna Ave	400007410	2	
(27)	Superior WI 54880	<u>Purchase Order Number</u>		
		EM1968		

Attention 1

Terms NET 15TH

<u>Item</u>	<u>Ln</u>	<u>Description</u>	<u>Quantity</u>	<u>Net</u>	<u>Total</u>
103	ASP	SPARK PLUG	8 00	1 190	9 52 T5
1374	FIL	OIL FIL	6 00	5 990	35 94 T5
775-0236	BK	PRYBAR S	1 00	19 990	19 99 T5
Above Item on Sale					
1259	FIL	TRAN FIL	6 00	7 330	43 98 T5

Subtotal	109 43
Tax 5 50% TAXTABLE 5	6 02
TOTAL ----> CHARGE SALE	115 45

* * D U P L I C A T E C O P Y * *

DEPOSITED ACCOUNT- 9071046815 D 4/04/03

ACCOUNT#

RETURNED REDEPOSITED FEE DATE DEP.

6300040105

114.52

5.00 AA 3/27/03

FLEMING
REFER TO MAKER

TOTALS

114.52

.00

.00

*1 E
off v/Bank*

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

No 01-040384

Fleming

Box 1149, Superior, WI 54880

TEXAS COMMERCE BANK
SAN ANGELO TX

88-88
1113

SUPERIOR DIVISION

VOID AFTER 90 DAYS
RETURN TO MAKER

MARCH 24, 2003

*****114.52

PAY TO THE
ORDER OF

NAPA AUTO PARTS
3305 TOWER AVE
SUPERIOR WI 54880-5330

MP SP



[Handwritten signature]
United One auto Pass - eS

⑈01040384⑈

⑈111300880⑈

⑈06300040105⑈

⑈0000011452⑈