

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

PROOF OF CLAIM



s134656

Scheduled Claim Ref # 2-F2-22282

YOUR CLAIM IS SCHEDULED AS

\$5 309 04 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

KISSLING CO <A C
161 E ALLEN ST
PHILADELPHIA PA 19125

0354429408189

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 #
23-135-4367

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
FLEMING COMPANY

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
 \$ 5609.04 (unsecured) \$ 0 (secured) \$ 0 (unsecured priority) \$ 5609.04 (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 14 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

DATE SIGNED
8/04/2003

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).
Mark C Kissling MARK C KISSLING SEC-TREASURER

AUG 08 2003

Fleming Companies Claim

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

03298

A.C. Kissling Co.

SALES INVOICE

61 East Allen St
Philadelphia, PA 19125
15-423-4700

INVOICE 003809

DATE 03/06/2003

CUSTOMER FLEMINGCOMP

BILL TO Fleming Company
Ctp^{ne} Perishables-Maryland Division
P O Box 268858
Oklahoma City OK 73126

SHIP TO Northeast Perishable Dist
100 Lumb Rd
North East MD

TELEPHONE (610)935-5000

TELEPHONE (410)287-4005

ORDER NUMBER	ORDER DATE	VENDOR	SALES PERSON	ORDERED BY	OUR ORDER NUMBER
718996	03/04/2003	Robert Zorowchak			<i>Urgent</i> 600pm
QUANTITY ORDERED	QUANTITY SHIPPED	ITEM	DESCRIPTION	UNIT PRICE	LINE PRICE
144	144	1233400100	2 lb Kraft	8 8800	1278 72
17	17	1233400400	Mush	8 5200	144 84

FLEMINGS COMPANIES, INC
MARYLAND DIVISION

CASES RECEIVED 161

CASES REFUSED 0

CASES SHORT 0

CASES OVER 0

RECEIVED BY J White

DRIVER _____

DATE 3/6/03

CHEP RECEIVED _____

CHEP REFUSED _____

SEAL # _____

EFFICIENCY

TOTAL	1,423 56
PAYMENT	
BALANCE DUE	1,423 56

A.C. Kissling Co.

151 East Allen St
 Philadelphia PA 19125
 215-423-4700

SALES INVOICE

NUMBER 003898

DATE 03/13/2003

CUSTOMER FLEMINGCOMP

BLTQ Fleming Company
 Ctp/NE Perishables-Maryland Division
 P O Box 268858
 Oklahoma City OK 73126

SHIP TO Northeast Perishable Dist
 100 Lumb Rd
 North East MD

TELEPHONE (610)935-5000

TELEPHONE (410)287-4005

PAGE	SHIP VIA	FOB	TERMS
1		VENDOR	
PURCHASE ORDER NUMBER		ORDER DATE	SALESPERSON
806475		03 12 2003	Robert Zorowchak
ORDERED	SHIPPED	QTY	UNIT PRICE
34	34	1232400400	Much 8 5200
			UNIT PRICE 269.00

*Wyneth
Graham*

FLEMINGS COMPANIES, INC
MARYLAND DIVISION

CASES RECEIVED 34

CASES REFUSED 0

CASES SHORT 0

CASES OVER 0

RECEIVED BY J. White

DRIVER _____

DATE 3/13/03

CHEK RECEIVED _____

CHEK REFUSED _____

CHEK # _____

SHIPPING

TOTAL
 PAYMENT

289.68

A.C. Kissling Co.

161 East Allen St
Philadelphia PA 19125
215-423-4700

SALES INVOICE

NUMBER 004065

DATE 03/27/2003

CUSTOMER FLEMINGCOMP

BILL TO Fleming Company
Ctp/NE Pennsylvania Division
P O Box 268856
Oklahoma City OK 73126

SHIP TO Northeast Pennsylvania Dist
100 Lumb Rd
North East MD

TELEPHONE (610)935-5000

TELEPHONE (410)287-4005

PAGE	ORDER NUMBER	ORDER DATE	SHIP TO	TERMS
1	311292	03 23 2003	Robert Zorowichar	
ORDER REC'D	SHIP REC'D	ITEM	DESCRIPTION	UNIT PRICE
202	233	1203400100	2 lb Klant	3.8000
				2557.44

FLEMINGS COMPANIES, INC
MARYLAND DIVISION

CASES RECEIVED 288

CASES REFUSED 0

CASES SHORT 0

CASES OVER 0

RECEIVED BY J White

DRIVER _____

DATE 3/27/03

CHEP RECEIVED _____

CHEP REFUSED _____

SEAL # _____

SHIP TO

TOTAL 2557.44
PAYMENT
BALANCE DUE 2,557.44

A.C. Kissling Co.

161 East Allen St
Philadelphia PA 19125
215-423-4700

SALES INVOICE

NUMBER: 003748

DATE 02/28/2003

CUSTOMER FLEMINGCOMP

BILL TO Fleming Company
Ctp/NE Perishables-maryland Division
P O Box 268858
Oklahoma City,, OK 73126

SHIP TO Northeast Perishable Dist
100 Lumb Rd
North East, MD

TELEPHONE (610)935-5000

TELEPHONE (410)287-4005

PAGE	SHIP VIA	FOB	TERMS			
1		VENDOR				
PURCHASE ORDER NUMBER		ORDER DATE	SALESPERSON		ORDERED BY	OUR ORDER NUMBER
711318		02/27/2003				
ORDERED	SHIPPED	E/O	ITEM	DESCRIPTION	UNIT PRICE	LINE PRICE
144	144		1233400100	2 lb Kraut	8 8800	1278 72
7	7		1233400400	Mush	8 5200	59 64

*ABLE TO VERIFY
COUNT*

R. Miller 2-28-03

SHIPPING	
TOTAL	1,338 36
PAYMENT	
BALANCE DUE	1,338 36