

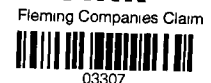


<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>		 <small>s133129</small> Scheduled Claim Ref # 2-F2-20755 <b>YOUR CLAIM IS SCHEDULED AS</b> \$3 977 50 UNSECURED	
In re  <b>Fleming Companies, Inc</b>		Case Number  <b>03-10945</b> <i>(See Attached)</i>			
NOTE 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.				<input type="checkbox"/> 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.  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.	
<b>Name of Creditor and Address</b>  <div style="text-align: right; margin-right: 100px;">0354429394151</div> EXEMPLAR INTERNATIONAL INC PO BOX 802734 KANSAS CITY MO 64180				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.  <b>If the amounts shown above are listed as Contingent Unliquidated or Disputed, a proof of claim must be filed.</b> 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 #		ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  Check here <input checked="" type="checkbox"/> replaces or amends a previously filed claim dated <u>8/4/04</u>	
<b>1 BASIS FOR CLAIM</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (describe briefly) _____ Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date)					
<b>2 DATE DEBT WAS INCURRED</b>			<b>3 IF COURT JUDGMENT, DATE OBTAINED</b>		
<b>4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE</b> \$ _____ (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. <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> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).  Brief description of collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of collateral \$ _____  Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____			<b>6 UNSECURED PRIORITY CLAIM</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim.  Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other: Specify applicable paragraph of 11 U.S.C. § 507(a) _____ <small>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.</small>		
<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.					
<b>8 SUPPORTING DOCUMENTS</b> <u>Attach copies of supporting documents</u> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. <b>DO NOT SEND ORIGINAL DOCUMENTS</b> 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 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.  <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <b>BY MAIL TO</b>            Bankruptcy Management Corporation            P.O. BOX 900            El Segundo, CA 90245-0900         </div> <div style="width: 45%;"> <b>BY HAND OR OVERNIGHT DELIVERY TO</b>            Bankruptcy Management Corporation            1330 East Franklin Avenue            El Segundo, CA 90245         </div> </div>				<b>THIS SPACE FOR COURT USE ONLY</b> <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="font-size: 1.2em; font-weight: bold; margin: 10px 0;">AUG 08 2003</div> <div style="text-align: center; margin-top: 20px;">   <small>Fleming Companies Claim</small> </div>	
DATE SIGNED		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)			

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**



# W/O Bad Debt Chapter 11 4/1/03

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## ACCOUNTS RECEIVABLE DETAIL AGED TRIAL BALANCE

Printed as of Apr 10 2003

Sort by Customer Name Range FLEMING to FLEMINGZZZZZZZZZZZZZZZZZZZZ

DOCUMENT TYPES INVOICE 2 SCHEDULED 3 CREDIT MEMO/RETURN 4 FINANCE CHARGE 5 WAIVED FINANCE CHARGE 6 DEBIT MEMO  
7 SERVICE 8 WARRANTY 9 PAYMENT 10 BALANCE 11 DISCOUNT TAKEN 12 WRITEOFF)

TRUST NO	CUSTOMER NAME	ACCOUNT TYPE	STATUS					
DOCUMENT	SALE AMOUNT/	OTHER AMOUNT/	AGED DOCUMENT AMOUNT					
TYPE NUMBER	APPLY TO	DATE	CASH RECEIVED/	SALES DISCOUNT	CURRENT	30 DAYS	60 DAYS	90+ DAYS
			NON CURRENT					
56403	FLEMING COMPANIES	ALTOONA	OPEN ITEM	Active				
1 710452	710452	01/31/03	38 00	00			38 00	
		199 50						
1 710758	710758	02/18/03	68 00	00		68 00		
GREG KIRK		182 60						
1 711366	711366	02/28/03	102 00	00		102 00		
ROWLAND MICHAEL		101 74 5						
1 711706	711706	03/17/03	34 00	00	34 00			
EDWARD K		171 44						
1 711957	711957	03/17/03	106 50	00	106 50			
JOHN MCCULLEY		165 64						
1 712206	712206	03/22/03	71 00	00	71 00			
CRAIG CHESNUTWOOD		201 62						
1 712415	712415	03/31/03	71 00	00	71 00			
SHAUN MCCAULLEY		209 58						
1 712748	712748	03/31/03	422 00	00	422 00			
NELSON STAHL		168 43						
	Credit Limit	No Limit				Normal Terms	Net 10 Days	
8 ENTRIES	CUSTOMER TOTAL	912 50	AGED SUBTOTALS	704 50		170 00	38 00	00
56357	FLEMING COMPANIES	FRESNO	OPEN ITEM	Active				
1 708363	708363	12/02/02	34 00	00				34 00
Pre 557 11 3494	868560 FLEM							
1 708899	708899	12/16/02	34 00	00				34 00
Pre 549 57 7668	868560 FLEM							
1 709354	709354	12/31/02	34 00	00				34 00
Pre 552 85 5102	868560 FLEM							
	Credit Limit	No Limit				Normal Terms	Net 10 Days	
3 ENTRIES	CUSTOMER TOTAL	102 00	AGED SUBTOTALS	00		00	00	102 00
56398	FLEMING COMPANIES	GARLAND	OPEN ITEM	Active				
1 711956	711956	03/17/03	94 50	00	94 50			
WHITE DAVID L		434 67 2						
1 712205	712205	03/22/03	189 00	00	189 00			
RICHARDSON LARRY		000 00 0						
1 712414	712414	03/31/03	31 50	00	31 50			
GLENN TERRI E		449 21 0						
	Credit Limit	No Limit				Normal Terms	Net 10 Days	
3 ENTRIES	CUSTOMER TOTAL	315 00	AGED SUBTOTALS	315 00		00	00	00

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DOCUMENT TYPES      INVO CE   2 SCHEDULED   3 CREDIT MEMO/RETURN   4 FINANCE CHARGE   5 WAIVED FINANCE CHARGE   6 DEB T MEMO  
7 SERV CE   8 WARRANTY   9 PAYMENT   10 BALANCE   11 DISCOUNT TAKEN   12 WRITEOFF

UST NO	CUSTOMER NAME	DOCUMENT	SALE AMOUNT/	OTHER AMOUNT/		AGED DOCUMENT AMOUNT		
TYPE NUMBER	APPLY TO	DATE	CASH RECEIVED/	SALES DISCOUNT	CURRENT	30 DAYS	60 DAYS	90+ DAYS
			NON CURRENT					
56375	FLEMING COMPANIES	GMD ACP		OPEN ITEM	Active			
1 711703	711703	03/17/03	34 00		00	34 00		
ADAMS SHARON		160 48 2						
1 712201	712201	03/22/03	33 50		00	33 50		
WATTS MARGARET		204 58 8						
	Credit Limit	No Limit				Normal Terms	Net 10 Days	
2 ENTRIES	CUSTOMER TOTAL		67 50	AGED SUBTOTALS	67 50	00	00	00
56359	FLEMING COMPANIES	GMD TOPEKA		OPEN ITEM	Active			
1 712197	712197	03/22/03	33 50		00	33 50		
HAGEMANN MICHELE		514 88 1						
	Credit Limit	No Limit				Normal Terms	Net 10 Days	
1 ENTRY	CUSTOMER TOTAL		33 50	AGED SUBTOTALS	33 50	00	00	00
56421	FLEMING COMPANIES	HAWAII		OPEN ITEM	Active			
1 711969	711969	03/17/03	134 00		00	134 00		
SERNA LEONARD		575 65 2						
1 712219	712219	03/22/03	268 00		00	268 00		
MARINAS BRIAN		575 15 4						
1 712424	712424	03/31/03	67 00		00	67 00		
PAULO ANGELINE		575 06 4						
1 712760	712760	03/31/03	67 00		00	67 00		
ISUILANI KENNETH		575 06 7						
	Credit Limit	No Limit				Normal Terms	Net 10 Days	
4 ENTRIES	CUSTOMER TOTAL		536 00	AGED SUBTOTALS	536 00	00	00	00
56434	FLEMING COMPANIES	LINCOLN		OPEN ITEM	Active			
1 711719	711719	03/17/03	34 00		00	34 00		
OCAMPO XAVIER		000 00 0						
	Credit Limit	No Limit				Normal Terms	Net 10 Days	
1 ENTRY	CUSTOMER TOTAL		34 00	AGED SUBTOTALS	34 00	00	00	00
56394	FLEMING COMPANIES	MASSILLON		OPEN ITEM	Active			
1 710969	710969	02/19/03	442 00		00	442 00		
WINDOWS THOMAS		298 66 1						
9 23557968	710969	03/10/03	408 00			408 00		
1 711365	711365	02/28/03	476 00		00	476 00		
BROWN MICHAEL		274 60 9						
1 711705	711705	03/17/03	136 00		00	136 00		
STANFORD EVAN		259 60 6						
1 711954	711954	03/17/03	236 50		00	236 50		
MICHAEL BARBARI		301 52						

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DOCUMENT TYPES   1 INVOICE   2 SCHEDULED   3 CRED - VMO RETURN   4 FINANCE CHARGE   5 WAIVED - VANCE CHARGE   6 DEBIT MEMO  
7 SERVICE   8 WARRANT   9 PAYMENT   10 BALANCE   11 DISCOUNT TAKEN   12 WR TIGHT

CUST NO	CUSTOMER NAME		ACCOUNT TYPE	STATUS					
TYPE NUMBER	DOCUMENT	DATE	SALE AMOUNT,	OTHER AMOUNT/			AGED DOCUMENT	AMOUNT	
	APPLY TO		CASH RECEIVED	SALES DISCOUNT		CURRENT	30 DAYS	60 DAYS	90+ DAYS
			VON CURRENT						
56394	FLEMING COMPANIES	MASSILLON	OPEN TERM	Active	(Continued)				
1	712203	712203	03/22/03	205 00	00	205 00			
	ALLEN HOSTETLER	294 54							
1	712412	712412	03/31/03	35 50	00	35 50			
	ROBERT YOUNG	300 68							
1	712746	712746	03/31/03	106 50	00	106 50			
	RICHARD ARCHER JR	291 62							
	Credit Limit	No Limit					Normal Terms	Net 10 Days	
8 ENTRIES	CUSTOMER TOTAL		1 229 50	AGED SUBTOTALS		719 50	510 00	00	00
56420	FLEMING COMPANIES	MEMPHIS	OPEN TERM	Active					
1	711113	711113	02/24/03	668 00	00	668 00			
	COOK CHRISTOPHER	430 35 2							
1	711378	711378	02/28/03	102 00	00	102 00			
	LANE JOHN	409 47 8							
1	712218	712218	03/22/03	33 50	00	33 50			
	WILLIAMS CHRISTOPHE	414 35 8							
1	712759	712759	03/31/03	600 00	00	600 00			
	Roche Instant Result Cups	bx/							
	Credit Limit	No Limit					Normal Terms	Net 10 Days	
4 ENTRIES	CUSTOMER TOTAL		1 403 50	AGED SUBTOTALS		633 50	770 00	00	00
56387	FLEMING COMPANIES	MILWAUKEE	OPEN TERM	Active					
1	710224	710224	01/31/03	34 00	00			34 00	
	GARY SZUSLIK	391 66							
1	711364	711364	02/28/03	102 00	00	102 00			
	JEROME TOPEL	390 56							
1	711704	711704	03/17/03	34 00	00	34 00			
	DANIEL MAYNARD	389 66							
	Credit Limit	No Limit					Normal Terms	Net 10 Days	
3 ENTRIES	CUSTOMER TOTAL		170 00	AGED SUBTOTALS		34 00	102 00	34 00	00
56396	FLEMING COMPANIES	MINNEAPOLI	OPEN TERM	Active					
1	712413	712413	03/31/03	71 00	00	71 00			
	SCOTT MASICA	472 80							
1	712747	712747	03/31/03	71 00	00	71 00			
	THOMAS LASSER	475 32							
	Credit Limit	No Limit					Normal Terms	Net 10 Days	
2 ENTRIES	CUSTOMER TOTAL		142 00	AGED SUBTOTALS		142 00	00	00	00
56361	FLEMING COMPANIES	NASHVILLE	OPEN TERM	Active					

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Sort by Customer Name Range FLEMING to FLEMINGZZZZZZZZZZZZZZZZZZZZ

DOCUMENT TYPES 1 INVOICE 2 SCHEDULED 3 CREDIT MEMO/RETURN 4 FINANCE CHARGE 5 WAIVED FINANCE CHARGE 6 DEBIT MEMO  
7 SERVICE 8 WARRANTY 9 PAYMENT 10 BALANCE 11 DISCOUNT TAKEN 12 WRITEOFF

LIST NO	CUSTOMER NAME	ACCOUNT TYPE	STATUS						
TYPE NUMBER	APPLY TO	DATE	SALE AMOUNT/ CASH RECEIVED/ NON CURRENT	OTHER AMOUNT/ SALES DISCOUNT	CURRENT	AGED DOCUMENT AMOUNT 30 DAYS	60 DAYS	90 DAYS	
56361	FLEMING COMPANIES	NASHVILLE	OPEN ITEM	Active	(Continued)				
1	711951	711951	03/17/03	220 50	00	220 50			
	AUSTIN LEE WATTS	413 88							
1	712198	712198	03/22/03	63 00	00	63 00			
	CHASTON NIX	425 37							
	Credit Limit	No Limit							
2	ENTRIES	CUSTOMER TOTAL	283 50	AGED SUBTOTALS	283 50	00	00		00
56395	FLEMING COMPANIES	NE MARYLAN	OPEN ITEM	Active					
1	711955	711955	03/17/03	100 50	00	100 50			
	OLVERA JOSE	771 52 6							
1	712204	712204	03/22/03	100 50	00	100 50			
	DOWELL JUSTIN	218 15 7							
	Credit Limit	No Limit							
2	ENTRIES	CUSTOMER TOTAL	201 00	AGED SUBTOTALS	201 00	00	00		00
56362	FLEMING COMPANIES	PLYMOUTH	OPEN ITEM	Active					
1	711701	711701	03/17/03	34 00	00	34 00			
	MEYERS LINDA	558 47 4							
1	711952	711952	03/17/03	33 50	00	33 50			
	ARNESON MIKE	501 62 0							
1	712199	712199	03/22/03	33 50	00	33 50			
	NELSON RICKY	122 58 7							
	Credit Limit	No Limit							
3	ENTRIES	CUSTOMER TOTAL	101 00	AGED SUBTOTALS	101 00	00	00		00
56358	FLEMING COMPANIES	SACRAMENTO	OPEN ITEM	Active					
1	711360	711360	02/28/03	34 00	00	34 00			
	LITTLEJOHN CALVIN	555 71 9							
1	711950	711950	03/17/03	63 00	00	63 00			
	MANUEL MEDEAÑO	566 43							
	Credit Limit	No Limit							
2	ENTRIES	CUSTOMER TOTAL	97 00	AGED SUBTOTALS	63 00	34 00	0		00
56372	FLEMING COMPANIES	SOUTH BRUN	OPEN ITEM	Active					
1	709355	709355	12/31/02	34 00	00				34 00
	Pre 151 70 0712 869983 FLEM								
	Credit Limit	No Limit							
1	ENTRY	CUSTOMER TOTAL	34 00	AGED SUBTOTALS	00	00	0		34 00
56392	FLEMING COMPANIES	SUPERIOR	OPEN ITEM	Active					

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DOCUMENT TYPES 1 INVOICE 2 SCHEDULED 3 CREDIT MEMO/RETURN 4 F.N.A.N.E. CHARGE 5 WAIVED FINANCE CHARGE 6 DEBIT MEMO  
7 SER. CE 8 WARRANT/ 9 PAYMENT 10 BALANCE 11 DISCOUNT TAKEN 12 WRITEOFF

CUST NO	CUSTOMER NAME	ACCOUNT TYPE	STATUS						
DOCUMENT	SALE AMOUNT/	OTHER AMOUNT/				AGED DOCUMENT AMOUNT			
TYPE NUMBER	APPLY TO	DATE	CASH RECEIVED/	SALES DISCOUNT	CURRENT	30 DAYS	60 DAYS	- - DAYS	
			NON CURRENT						
56392	FLEMING COMPANIES	SUPERIOR	OPEN ITEM	Active	Continued)				
1 712412	712202	03/22/03	33 50	00	33 50				
DWIRE RUTH		471 82 4							
1 712411	712411	03/31/03	31 50	00	31 50				
DEGRUO DONALD		469 86 7							
	Credit Limit	No Limit				Normal Terms	Net 10 Days		
2 ENTRIES	CUSTOMER TOTAL		65 00	AGED SUBTOTALS	65 00	00	00		00
56364	FLEMING COMPANIES	TULSA	OPEN ITEM	Active					
1 711702	711702	03/17/03	68 00	00	68 00				
HINKLE PAUL		449 74 1							
1 711953	711953	03/17/03	535 50	00	535 50				
JAMES K PICKEL		553 33							
1 712200	712200	03/22/03	159 50	00	159 50				
KEVIN M RUSSELL		447 92							
1 712410	712410	03/31/03	222 50	00	222 50				
ROGER D JOHNSON		253 90							
1 712745	712745	03/31/03	63 00	00	63 00				
LEWIS WOODSON		234 94							
	Credit Limit	No Limit				Normal Terms	Net 10 Days		
5 ENTRIES	CUSTOMER TOTAL		1 048 50	AGED SUBTOTALS	1 048 50	00	00		00
56 ENTRIES	GRAND TOTAL		6 775 50	GRAND AGED TOTALS	4 981 50	1 586 00	72 00		136 00