

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

PROOF OF CLAIM



544777

Bar Date Ref # 2-NVM-2773

In re 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.

Name of Creditor and Address

0354653544777

Semasys
PO Box 201775
Houston TX 72216-1775

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.

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 (713) 869 4331

CREDITOR TAX ID #
73-1427860

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
020032

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 11/01 - 3/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 17,869.49 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 17,867.49 (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.

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.

THIS SPACE FOR COURT USE ONLY

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

FILED

AUG 08 2003

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).
Jeanna Best VP Finance

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

Fleming Companies Claim



03312

See Other Side For Instructions



HOUSTON OKLAHOMA CITY
 800-231 1425 ♦ Fax 713-869-9173 800 654-8435 ♦ Fax 405 525 3117
REMIT TO P O Box 201775 • Houston, TX 77216-1775

INVOICE NO.	0475238
PAGE	1
DATE	03-19-03
SALESMAN	000

TERRITORY IH

INVOICE

I 020032
N FLEMING COMPANIES CORP OFFICE
V 1945 LAKE POINT DRIVE
O ATTN JIM KAISER
I LEWISVILLE TX 75057
C
E

S
H MERCHANDISE TO BE HELD IN OKC
I PAID INVENTORY
P OKLAHOMA CITY OK 73105
T
O

Ship date 3/14/03

Tracking #

SEMASYS ORDER NO.	CUSTOMER ORDER NO.	NO. OF CARTONS/WEIGHT	SHIP VIA		WHISE.	TERMS
589333	JIM KAISER		PPD BEST			N30
ITEM NUMBER	QUANTITY ORDERED	QUANTITY SHIPPED	QTY. BACK ORDERED	UNIT PACK	UNIT PRICE	EXTENDED PRICE
C00199 FLEM 34" S F HANGING SIGN KIT	2	2	0	E	93 2200	186 44
C00200 FLEM 34" D F HANGING SGN KIT	26	26	0	E	115 6500	3,006 90
C10246 FLEM 6" SPIRAL NUMBER PADS	58	58	0	E	7 9600	461 68
C20004 FLEMING 14" NUMERAL SET YEL/BK	114	114	0	E	29 9100	3,409 74
C20005 FLEM BLACK SNAP APART CHANL-96	64	64	0	E	9 9600	637 44
C20015 FLEM 21" DF SIGN KIT	113	113	0	E	104 2000	11,774 60

Shortage Must Be Reported Within Ten (10) Days Of Shipment Material Will Not Be Accepted For Return Without Authority Authorized Returns Or Exchanges Are Subject To 25% Handling Charges Please Contact Us Within Ten (10) Days Of The Date Of shipment If You Need To Return Merchandise All Accounts Are Due And Payable In Houston, Harris County, Texas FOB Shipping Point

0997077 13a

SALES AMOUNT	19,476 80
PREPAYMENT	
MISC./HANDLING CHRG	
SALES TAX	00
FREIGHT	
TOTAL	19,476 80



*** RETURNED MERCHANDISE

HOUSTON OKLAHOMA CITY
 800-231 1425 ♦ Fax 713-869 9173 800 654 8435 ♦ Fax 405 525-3117
REMIT TO P O Box 201775 • Houston, TX 77216-1775

INVOICE NO.	0008353
PAGE	1
DATE	09-23-02
SALESMAN	000
TERRITORY	DD

INVOICE

**I
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 020203
 FLEMING STORE PLANNING
 P O BOX 299013
 PURCHASING DEPT
 LEWISVILLE TX 75029

**S
H
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 FESTIVAL FOODS
 601 NORTH 4TH STREET
 VIRGINIA MN 55792

Ship date 7/31/02

Tracking #

SEMASYS ORDER NO.	CUSTOMER ORDER NO.	NO. OF CARTONS/WEIGHT	SHIP VIA	WHSE.	TERMS	
571674	NER126231-RM		WATKI		N30	
ITEM NUMBER	QUANTITY ORDERED	QUANTITY SHIPPED	QTY. BACK ORDERED	UNIT PACK	UNIT PRICE	EXTENDED PRICE
INVOICE# 456290, MERCHANDISE RETURNED, RESTOCKING FEE CHARGED						
C20015 FLEM 21" DF SIGN KIT	22	22	0	E	104 2000	2,292 40-
RESTOCK RESTOCK CHARGE	1	1	0	E	573 1000	573 10

Shortage Must Be Reported Within Ten (10) Days Of Shipment Material Will Not Be Accepted For Return Without Authority Authorized Returns Or Exchanges Are Subject To 25% Handling Charges Please Contact Us Within Ten (10) Days Of The Date Of shipment If You Need To Return Merchandise All Accounts Are Due And Payable In Houston, Harris County, Texas FOB Shipping Point

0997077 13a

SALES AMOUNT	1,719 30-
PREPAYMENT	
MISC./HANDLING CHR	
SALES TAX	111 75-
FREIGHT	
TOTAL	1,831 05-



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

Fleming TEXAS COMMERCE
 SAN ANGELO TX No 23527299 ^{66 88/ 1113}

Box 26647 Oklahoma City OK 73126

Date 11/26/02 LC Amount \$*****22 65*

Pay TWENTY TWO DOLLARS AND 65/100

Pay To The Order Of SEMASAYS, INC
 P O BOX 201775
 HOUSTON, TEXAS 77216

Unique Character Facsimile Signature

23527299# 111300880006300036160#

Batch 37140 LOCKBOX 201775 BATCH 758 ITEM 9 IMAGE 9 DATE December 01, 2002 AMOUNT \$ 22 65

THE RIGHT RELATIONSHIP IS EVERYTHING



200085 0604 When corresponding refer to ==> 23527299

Division	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
LACROSSE	08/06/02	11/12/02	LAC033213BB	-113 85	0 00
LACROSSE	10/09/02	10/16/02	0461826	136 50	0 00
DATE OF CHECK 11/26/02		AMOUNT OF CHECK		\$22 65	

? Production MISC →



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 800-231 1425 ♦ Fax 713 869 9173 800-654-8435 ♦ Fax 405 525 3117
REMIT TO P O Box 201775 • Houston, TX 77216-1775

INVOICE NO.	0429711
PAGE	1
DATE	11-14-01
SALESMAN	000
TERRITORY	FR

INVOICE

**I
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 020203
 FLEMING STORE PLANNING
 P O BOX 299013
 PURCHASING DEPT
 LEWISVILLE TX 75029

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O**
 NOWELL FOODS
 2210 WEST HIGHWAY 76
 ATTN CLAIRE
 BRANSON MO 65616

Ship date 11/14/01

Tracking # 1Z7303150300265756

SEMASYS ORDER NO.	CUSTOMER ORDER NO.	NO. OF CARTONS/WEIGHT	SHIP VIA	WHSE.	TERMS
538834	CMP XSC020070	001 CTNS	PPA UPS		N30

ITEM NUMBER	QUANTITY ORDERED	QUANTITY SHIPPED	QTY. BACK ORDERED	UNIT PACK	UNIT PRICE	EXTENDED PRICE
050513 INTRLKNG CHNL TO 18"	30	30	0	E	3 4500	103 50

Shortage Must Be Reported Within Ten (10) Days Of Shipment Material Will Not Be Accepted For Return Without Authority Authorized Returns Or Exchanges Are Subject To 25% Handling Charges Please Contact Us Within Ten (10) Days Of The Date Of shipment If You Need To Return Merchandise All Accounts Are Due And Payable In Houston, Harris County, Texas FOB Shipping Point

SALES AMOUNT	103 50
PREPAYMENT	
MISC./HANDLING CHR	
SALES TAX	00
FREIGHT	4 39
TOTAL	107 89