

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

PROOF OF CLAIM



555840

Bar Date Ref # 2 NVM-14159

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.

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

Name of Creditor and Address

Trade Fixtures
1501 Westpark Drive/suite 5
Little Rock AR 72204

0354653555840

Creditor Telephone Number (501) 664-4718 x 123

CREDITOR TAX ID #

06 1507138

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
005745

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

9/9/02

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 5,559.18 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 5,559.18 (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

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)

Monique Tyhurst MONIQUE TYHURST Accountant

AUG 08 2003

FILED

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



03315

See Other Side For Instructions



Invoice No 075187

Customer 005745

Bill to

FLEMING COMPANIES
2455 W 1500 SOUTH
SALT LAKE CITY UT 84126

SHIPPED TO ADDRESS
HARMON'S GROCERY
114000 SOUTH 700 EAST
DRAPER UT 84020

Sales Order No 038395

Sales Rep No

Ship Date 09/09/2002

Credit Issued - Written off to bad debts

Customer PO Number	Invoice Date	Terms	FOB	Ship Via	Sales Person
LL10005	09/10/2002	NET 30	OUR PLANT	ABF P&A	JKP
Item	Part / Description / Details		Quantity	Unit Price	Extended Price
000001	08200	Rev 000 U/M	71 00	34 76000	2 467 96
	SCOOP BIN HORZ 8X13 ASSY W/SCP RH				
000002	501 600	Rev 000 U/M	3 00	107 84800	323 54
	UPRIGHT WELDMENT HR 48 3 BEAM				
000003	502 620	Rev 000 U/M	3 00	24 06400	72 19
	BOTTOM BEAM HR REMOVABLE 48				
000004	507 601	Rev 000 U/M	3 00	36 42400	109 27
	TOE KICK HR 48				
000005	510-281	Rev 000 U/M	3 00	51 17600	153 53
	BASE SHOE HR LEFT				
000006	510-282	Rev 000 U/M	3 00	51 17600	153 53
	BASE SHOE HR RIGHT				
000007	06108-MBS	Rev 000 U/M	22 00	66 52000	1 463 44
	G F BIN 6X18 RADEUS W/SEV & MBS				
000008	390-218-1	Rev 000 U/M	1 00	224 00000	224 00
	SCALE BM BOX MAPLE(2 BIN)18 w/scale				
000009	520-001	Rev 000 U/M	3 00	14 15200	42 46
	BRACKET TOP SHELF LEFT				
000010	520 002	Rev 000 U/M	3 00	14 15200	42 46
	BRACKET TOP SHELF RIGHT				
000011	302-480-00TS	Rev 000 U/M	3 00	160 00000	480 00
	TOP SHELF KIT 48 /NO BRACKET				
000012	780-105	Rev 000 U/M	1 00	26 80000	26 80
	BAG HOLDER TRAY BASE ASSY (MAPLE)				
	PULL N PAK BAG DISPENSER PROVIDED BY CUSTOMER				

FILE COPY



Invoice No 075187

Customer 005745

Bill to

FLEMING COMPANIES
 2455 W 1500 SOUTH
 SALT LAKE CITY UT 84126

SHIPPED TO ADDRESS
 HARMON'S GROCERY
 114000 SOUTH 700 EAST
 DRAPER UT 84020

Sales Order No 038395

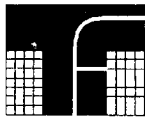
Sales Rep No

Ship Date 09/09/2002

Phone ()

Fax () -

Customer PO Number	Invoice Date	Terms	FOB	Ship Via	Sales Person
LL10005	09/10/2002	NET 30	OUR PLANT	ABF P&A	JKP
Item	Part / Description / Details		Quantity	Unit Price	Extended Price
<p>***** NOTICE ***** A LATE FEE OF 1 5% PER MONTH WILL BE ADDED ON ALL INVOICE PAYMENTS NOT RECEIVED BY DUE DATE</p> <p>Please pay balance due by Thursday October 10, 2002</p>					
			Total Item Price		5,559 18
			Shipping		0 00
			Sales Tax		0 00
			Total Inv Price		\$ 5,559 18



1501 Westpark Drive #5
Little Rock AR 72204
Sales / Customer Service
809-872 3490 / 501 664 1318
All Other Department
501 664-4718



TRADE FIXTURES

Shipping List 040506

Customer No 005745

Sales Order Shipper

Ship to **HARMON'S GROCERY**
114000 SOUTH 700 EAST
DRAPER UT 84020

Sold to **FLEMING COMPANIES**
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

Ship Date	Customer PO	Sales Order	# of Boxes	Weight	Ship VIA	Bill of Lading	FOB
09/09/2002	LL10005	038395-01	0	0 0000	ABF P&A	SHIP W/42175	OUR PLANT
Item	Part / Rev / Description / Details				Order Quantity	Ship Quantity	
000001	08200	Rev 000	U/M EAC	SO Item 1	71 00		71 00
	SCOOP BIN HORZ 8X13 ASSY W/SCP RH						
000002	501 600	Rev 000	U/M EAC	SO Item 2	3 00		3 00
	UPRIGHT WELDMENT HR 48 3 BEAM						
000003	502 620	Rev 000	U/M EAC	SO Item 3	3 00		3 00
	BOTTOM BEAM HR REMOVABLE 48						
000004	507 601	Rev 000	U/M EAC	SO Item 4	3 00		3 00
	TOE KICK HR 48						
000005	510 281	Rev 000	U/M EAC	SO Item 5	3 00		3 00
	BASE SHOE HR LEFT						
000006	510 282	Rev 000	U/M EAC	SO Item 6	3 00		3 00
	BASE SHOE HR RIGHT						
000007	06108-MBS	Rev 000	U/M EAC	SO Item 7	22 00		22 00
	G F BIN 6X18 RADEUS W/SEV & MBS						
000008	390 218 1	Rev 000	U/M EAC	SO Item 8	1 00		1 00
	SCALE BM BOX MAPLE(2 BIN)18"w/scale						
000009	520 001	Rev 000	U/M EAC	SO Item 9	3 00		3 00
	BRACKET TOP SHELF LEFT						
000010	520-002	Rev 000	U/M EAC	SO Item 10	3 00		3 00
	BRACKET TOP SHELF RIGHT						



Shipping List 040506

Customer No 005745

Sales Order Shipper

**Ship to HARMON'S GROCERY
114000 SOUTH 700 EAST
DRAPER UT 84020**

**Sold to FLEMING COMPANIES
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104**

Ship Date	Customer PO	Sales Order	# of Boxes	Weight	Ship VIA	Bill of Lading	FOB
09/09/2002	LL10005	038395 01	0	0 0000	ABF P&A	SHIP W/42175	OUR PLANT
Item	Part / Rev / Description / Details				Order Quantity	Ship Quantity	
000011	302 480-00TS Rev 000 U/M EAC SO Item 11 TOP SHELF KIT 48'/NO BRACKET				3 00	3 00	
000012	780 105 Rev 000 U/M EAC SO Item 12 BAG HOLDER TRAY BASE ASSY (MAPLE) **PULL N PAK BAG DISPENSER PROVIDED BY CUSTOMER**				1 00	1 00	
<p>WE SINCERELY APPRECIATE YOUR ORDER FOR THE ITEMS DESCRIBED ABOVE IF THIS ACKNOWLEDGEMENT IS INCORRECT IN ANY WAY PLEASE NOTIFY US IMMEDIATELY SO WE CAN MAKE THE NECESSARY CORRECTIONS BEFORE YOUR ORDER IS PROCESSED SUBSEQUENT CHANGES IN SPECIFICATIONS QUANTITIES OR LEAD TIME MAY MODIFY PRICES OUR STANDARD LEAD TIME IS 4 - 6 WEEKS</p> <p>A LATE FEE OF 1 5% PER MONTH WILL BE ADDED TO ALL INVOICE PAYMENTS NOT RECEIVED BY THE DUE DATE</p> <p>ALL FREIGHT CLAIMS MUST BE MADE WITHIN FIVE WORKING DAYS AFTER RECEIVING ORDER</p>							

Fleming Companies, Inc.

EQUIPMENT PURCHASE ORDER

CALIFORNIA STORE DEVELOPMENT (916) 373 4372

VENDOR TRADE FIXTURES

No LL10005

SHIP TO HARMON'S GROCERY
11400 SOUTH 700 EAST
DRAPER UT 84020

BILL TO FLEMING COMPANIES, INC.
2455 W 1500 SOUTH
SALT LAKE CITY UT 84126

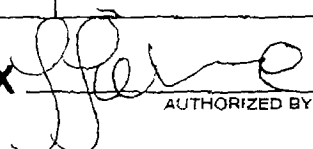
Under the terms and conditions of this purchase order Fleming Companies Inc. and all suppliers and manufacturers are solely responsible for the content of the products with respect to existing federal state and local standards including California Health and Safety code 25249 5-25249 13

The undersigned retailer hereby authorizes and instructs Fleming Companies Inc. to purchase equipment as described below. Retailer agrees to return the equipment from Fleming Co. Inc. as soon as available to retailer and to pay Fleming Co. Inc. for said equipment within 7 days from date of invoice together with tax and freight FOB point of origin.

TERMS

SHIP TO ARRIVE	ORDER DATE	FOB POINT
9-3-02	7-22-02	

QUANTITY ORDERED	DESCRIPTION	FLEMING COST	RETAILER COST
1	QUOTE # 009650	6201 08	
1	QUOTE # 009682	5559 18	

X  AUTHORIZED BY

RETAIL SIGNATURE

PLEASE

Post-it® Fax Note 7671

Date	7/22	# of pages	19
To	Tom Pingel		
From	LORNA LEBE		
Co./Dept	Fleming		
Phone #	916 373 4372		
Fax #			

PLEASE THANK YOU

5745
0005



Sales Order 038395-00

Customer 005745

40506

To

FLEMING COMPANIES
 2455 WEST 1500 SOUTH
 SALT LAKE CITY UT 84104

Ship to

HARMON'S GROCERY
 114000 SOUTH 700 EAST
 DRAPER UT 84020

9163734372

9/10

Phone ()

Fax () -

Order Ship Date 08/30/2002

Customer PO Number	Order Date	Terms	FOB	Ship Via	Sales person	Coord	Sales Rep
LL10005	07/23/2002	NET 30	OUR PLANT	BSTWAY P&A	JKP	JKP	
Item	Part / Description / Details		Quantity	Unit Price	Extended Price		
001	08200	Rev 000 U/M EAC	12 @ 71.00	34 76000	2,467 96000		
	SCOOP BIN HORZ 8X13 ASSY W/SCP-RH						
002	501-600	Rev 000 U/M EAC	3 00	107 84800	323 54000		
	UPRIGHT WELDMENT HR 48 3 BEAM						
003	502-620	Rev 000 U/M EAC	3 00	24 06400	72 19000		
	BOTTOM BEAM HR REMOVABLE 48						
004	507-601	Rev 000 U/M EAC	3 00	36 42400	109 27000		
	TOE KICK HR 48						
005	510-281	Rev 000 U/M EAC	3 00	51 17600	153 53000		
	BASE SHOE HR LEFT						
006	510-282	Rev 000 U/M EAC	3 00	51 17600	153 53000		
	BASE SHOE HR RIGHT						
007	06108 MBS	Rev 000 U/M EAC	22 00	66 52000	1,463 44000		
	G F BIN 6X18 RADEUS W/SEV & MBS						
008	390 218 1	Rev 000 U/M EAC	1 00	224 00000	224 00000		
	SCALE BM BOX MAPLE(2 BIN)18 w/scale						
009	520-001	Rev 000 U/M EAC	3 00	14 15200	42 46000		
	BRACKET TOP SHELF LEFT						
010	520 002	Rev 000 U/M EAC	3 00	14 15200	42 46000		
	BRACKET TOP SHELF RIGHT						
011	302-480-00TS	Rev 000 U/M EAC	3 00	160 00000	480 00000		
	TOP SHELF KIT 48 /NO BRACKET						
012	780-105	Rev 000 U/M EAC	1 00	26 80000	26 80000		
	BAG HOLDER TRAY BASE ASSY (MAPLE) **PULL N PAK BAG DISPENSER PROVIDED BY CUSTOMER**						
3 SKIDS @ 29X55X80					347		



Sales Order 038395-00

Customer 005745

Sales Order Status Open

To

FLEMING COMPANIES
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

Ship to

HARMON'S GROCERY
114000 SOUTH 700 EAST
DRAPER UT 84020

9163734372

Phone ()

Fax ()

Order Ship Date 08/30/2002

Customer PO Number	Order Date	Terms	FOB	Ship Via	Sales person	Coord	Sales Rep
LL10005	07/23/2002	NET 30	OUR PLANT	BSTWAY P&A	JKP	JKP	
Item	Part / Description / Details		Quantity	Unit Price	Extended Price		
					Total Items Price \$ 5,559 18		
<p><i>WE SINCERELY APPRECIATE YOUR ORDER FOR THE ITEMS DESCRIBED ABOVE IF THIS ACKNOWLEDGEMENT IS INCORRECT IN ANY WAY PLEASE NOTIFY US IMMEDIATELY SO WE CAN MAKE THE NECESSARY CORRECTIONS BEFORE YOUR ORDER IS PROCESSED SUBSEQUENT CHANGES IN SPECIFICATIONS QUANTITIES OR LEAD TIME MAY MODIFY PRICES OUR STANDARD LEAD TIME IS 4 - 6 WEEKS</i></p> <p><i>A LATE FEE OF 1 5% PER MONTH WILL BE ADDED TO ALL INVOICE PAYMENTS NOT RECEIVED BY THE DUE DATE</i></p> <p><i>ALL FREIGHT CLAIMS MUST BE MADE WITHIN FIVE WORKING DAYS AFTER RECEIVING ORDER</i></p>							



Sales Order 038395-00

Customer 005745

To

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SALT LAKE CITY UT 84104

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9163734372

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002	501 600	Rev 000 U/M EAC	3 00	107 84800	323 54000		
	UPRIGHT WELDMENT HR 48 3 BEAM						
003	502 620	Rev 000 U/M EAC	3 00	24 06400	72 19000		
	BOTTOM BEAM HR REMOVABLE 48						
004	507 601	Rev 000 U/M EAC	3 00	36 42400	109 27000		
	TOE KICK HR 48						
005	510 281	Rev 000 U/M EAC	3 00	51 17600	153 53000		
	BASE SHOE HR LEFT						
006	510 282	Rev 000 U/M EAC	3 00	51 17600	153 53000		
	BASE SHOE HR RIGHT						
007	06108-MBS	Rev 000 U/M EAC	22 00	66 52000	1 463 44000		
	G F BIN 6X18 RADEUS W/SEV & MBS						
008	390 218 1	Rev 000 U/M EAC	1 00	224 00000	224 00000		
	SCALE BM BOX MAPLE(2 BIN)18 w/scale						
009	520 001	Rev 000 U/M EAC	3 00	14 15200	42 46000		
	BRACKET TOP SHELF LEFT						
010	520 002	Rev 000 U/M EAC	3 00	14 15200	42 46000		
	BRACKET TOP SHELF RIGHT						
011	302-480-00TS	Rev 000 U/M EAC	3 00	160 00000	480 00000		
	TOP SHELF KIT 48 /NO BRACKET						
012	780 105	Rev 000 U/M EAC	1 00	26 80000	26 80000		
	BAG HOLDER TRAY BASE ASSY (MAPLE)						
	PULL N PAK BAG DISPENSER PROVIDED BY CUSTOMER						

Steel AS



Sales Order 038395-00

Customer 005745

Sales Order Status Open

To

FLEMING COMPANIES
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

Ship to

HARMON'S GROCERY
114000 SOUTH 700 EAST
DRAPER UT 84020

9163734372

Phone () -

Fax ()

Order Ship Date 08/30/2002

Customer PO Number	Order Date	Terms	FOB	Ship Via	Sales person	Coord	Sales Rep
LL10005	07/23/2002	NET 30	OUR PLANT	BSTWAY P&A	JKP	JKP	
Item	Part / Description / Details		Quantity	Unit Price	Extended Price		
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Sales Order 038395-01

Customer 005745

**Revised
Duplicate Copy**

*Moved out
Ship Date
8-19-02*

To

**FLEMING COMPANIES
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104**

Ship to

**HARMON'S GROCERY
114000 SOUTH 700 EAST
DRAPER UT 84020**

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	BOTTOM BEAM HR REMOVABLE 48						
004	507 601	Rev 000 U/M EAC	3 00	36 42400	109 27000		
	TOE KICK HR 48"						
005	510 281	Rev 000 U/M EAC	3 00	51 17600	153 53000		
	BASE SHOE HR LEFT						
006	510-282	Rev 000 U/M EAC	3 00	51 17600	153 53000		
	BASE SHOE HR RIGHT						
007	06108-MBS	Rev 000 U/M EAC	22 00	66 52000	1,463 44000		
	G F BIN 6X18 RADEUS W/SEV & MBS						
008	390-218 1	Rev 000 U/M EAC	1 00	224 00000	224 00000		
	SCALE BM BOX MAPLE(2 BIN)18 w/scale						
009	520-001	Rev 000 U/M EAC	3 00	14 15200	42 46000		
	BRACKET TOP SHELF LEFT						
010	520-002	Rev 000 U/M EAC	3 00	14 15200	42 46000		
	BRACKET TOP SHELF RIGHT						
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	TOP SHELF KIT 48 /NO BRACKET						
012	780-105	Rev 000 U/M EAC	1 00	26 80000	26 80000		
	BAG HOLDER TRAY BASE ASSY (MAPLE) **PULL N PAK BAG DISPENSER PROVIDED BY CUSTOMER**						



Sales Order 038395-01

Customer 005745

Sales Order Status Open

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