

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

PROOF OF CLAIM



370873
Bar Date Ref #

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

0354653370873

Haedicke Jack
Arena CG
18418 Nicklaus Way
Eden Prairie MN 55347

- 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 ()

CREDITOR TAX ID # ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces if this claim 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 365-50-7089
Unpaid compensation for services performed from 1/02 to 2/03
(date) (date)

2 DATE DEBT WAS INCURRED **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 42,994.42 (unsecured) \$ _____ (secured) \$ 4,650.00 (unsecured priority) \$ 47,644.42 (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.

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

AUG 11 2003

BMC

DATE SIGNED 8/4/03

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)

John A. Haedicke, President, Arena CG

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

Filing Companies Claim

03350

See Other Side For Instructions

ARENA CONSULTING GROUP



Re: Fleming Companies Bankruptcy

August 5, 2003

Bankruptcy Management Corporation
PO Box 900
El Segundo, CA 90245-0900

To whom it may concern

To assist you in the evaluation of my claim, I am providing you with a brief chronology of the associated events

November 15, 2002 – I was contacted by Mr Bill White, VP of Finance, and requested to assist on Fleming's ongoing initiative to develop a Customer Profitability System We negotiated a rate of \$200 00 per hour, and all travel expenses, to cover this work

December 18, 2002 – Work commenced on 11/21/02 and an invoice for **\$21,154 52** was submitted to Mr White on 12/18/02 A copy of this invoice is attached

January 31, 2003 – Work continued through December and January and an invoice was sent to Mr White on 1/31/03 for an additional \$13,057 11 This amount, with the past due amount from the 12/18/02 invoice of \$21,154 52, brought the total owed me to **\$34,211 63** A copy of this invoice is attached

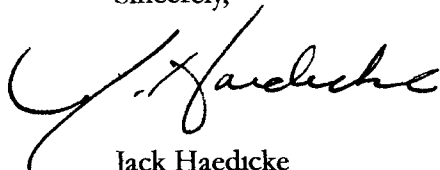
February 27, 2003 – Work continued through January and February and the final invoice was sent to Mr White on 2/27/03 for an additional \$13,432 79 This amount, with the past due amount from the 1/31/03 invoice of \$34,211 63, brought the total owed me to **\$47,644 42** A copy of this invoice is attached

March 31, 2003 – After weeks of repeated phone calls and emails, a check was received on 3/31/03 for \$26,489 90 in partial payment of the amount due This check was deposited on the same day On February 2, 2003, our bank informed us that the check would not clear due to insufficient funds in the Fleming account due to the bankruptcy A copy of the check is attached As a result, I am still due the total amount of **\$47,644 42**

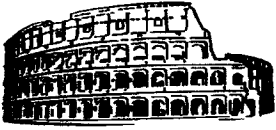
Any assistance you can provide in recovering these funds would be greatly appreciated This is a very large amount of money for a sole proprietor

August 5, 2003

Sincerely,



Jack Haedicke
President, ArenaCG



Arena Consulting Group
 18418 Nicklaus Way
 Eden Prairie, MN 55347
 Phone 952-934-6040
 Cell 612-889-7151
 Haedicke1@aol.com

Arena Consulting Group

*File Copy
 Sent 12/19*

Invoice

December 18, 2002

Mr William White
 Director Finance
 Fleming
 1945 Lake Pointe Drive
 Lewisville, TX 75057

Dear Bill

This is an invoice for Professional Services and Travel associated with our work for Fleming on the Customer and Vendor Profitability initiative. The following are days and hours billed at our agreed to rate of \$200.00 per hour.

Professional Services

<u>Day</u>	<u>Hours</u>
11/21/02	8.0
11/22/02	8.0
12/2/02	6.0
12/3/02	8.0
12/4/02	8.0
12/5/02	8.0
12/6/02	6.0
12/7/02	8.0
12/11/02	8.0
12/16/02	6.0
12/17/02	8.0
12/18/02	4.0

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December 18 2002

Page 2

Total	86	@ \$200 00/hour	\$17,200 00
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Travel Expenses

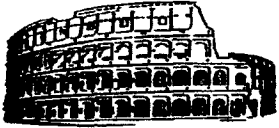
\$3,954 52

Please see attached summary and receipts.

The total amount due on this invoice is \$21,154.52. Terms are due when received All travel expenses are to be reasonable, billed at cost and have receipts attached Make the check payable to the Arena Consulting Group

Thank you for the opportunity to work with you and the Fleming team!

Jack Hædicke
President, ArenaCG



18418 Nicklaus Way
 Eden Prairie, MN 55347
 Phone 952-934-6040
 Cell 612-889-7151
 Haedickel@aol.com

Arena Consulting Group

Invoice

January 31, 2003

Mr William White
 Director Finance
 Fleming
 1945 Lake Pointe Drive
 Lewisville TX 75057

Pd 3/25/03
Check Bounced

Dear Bill

This is an invoice for Professional Services and Travel associated with our work for Fleming on the Customer and Vendor Profitability initiative. The following are days and hours billed at our agreed rate of \$200.00 per hour.

Professional Services

<u>Day</u>	<u>Hours</u>
1/08/03	8.0
1/09/03	8.0
1/10/03	8.0
1/21/03	6.0
1/22/03	8.0
1/23/02	8.0
1/24/03	3.0
1/25/03	4.0

Total **53 Hours** **@ \$200.00/hour** **\$10,600.00 ✓**

Travel Expenses

\$2,457.11 ✓

Please see attached summary and receipts.



January 31 2003

Page 2

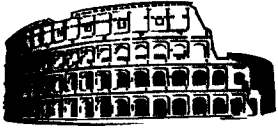
Past Due from December 18 Invoice:

\$21,154.52

The total **amount due on this invoice is \$34,211.63.** Terms are due when received. All travel expenses are to be reasonable, billed at cost and have receipts attached. Make the check payable to the Arena Consulting Group

Thank you for the opportunity to work with you and the Fleming team!

Jack Haedicke
President ArenaCG



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Arena Consulting Group
18418 Nicklaus Way
Eden Prairie, MN 55347
Phone 952-934-6040
Cell 612-889-7151
Haedicke1@aol.com

Arena Consulting Group

Invoice

February 27, 2003

Mr William White
Director, Finance
Fleming
1945 Lake Pointe Drive
Lewisville, TX 75057

Pd 3/25/03
Check Bounced

Dear Bill

This is an invoice for Professional Services and Travel associated with our work for Fleming on the Customer and Vendor Profitability initiative. The following are days and hours billed at our agreed to rate of \$200.00 per hour.

Professional Services

<u>Day</u>	<u>Hours</u>			
2/10/03	8.0			
2/11/03	8.0			
2/12/03	8.0			
2/24/03	8.0			
2/25/03	8.0			
2/26/03	8.0			
Total	48 Hours	@ \$200.00/hour		\$9,600.00

Travel Expenses **\$3,832.79**

Please see attached summary and receipts

Total this Invoice **\$13,432.79** ✓

Past Due from December 18 Invoice **\$21,154.52**

.....

March 1 2003

Page 2

Past Due from January 31 Invoice

\$13,057 11

The total **amount due on this invoice is \$47,644 42** Terms are due when received All travel expenses are to be reasonable, billed at cost and have receipts attached Make the check payable to the Arena Consulting Group

Bill – For a sole proprietor, this is a lot of cash to have out-of-pocket. Many of these expenses go back to November of 2002 Anything you can do to accelerate this payment would be greatly appreciated

Thank you

Jack Haedicke
President, ArenaCG

Services 5505

Number 5505320729

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BANK OF AMERICA CMTY DEV BANK
94596 WALNUT CREEK

...nd City, OK 73112

Void After 90 Days

MAR 31

RT

03/18/2003

THE AMOUNT OF

* * * * * 26,489 90 *

ASK ASK ASK ASK ASK ASK ASK ASK TWO SIX COM FOUR EIGHT NINE PER NINE ZERO ASK

PAY TO THE
ORDER OF

ARENA CONSULTING GROUP
18418 NICKLAUS WAY
EDEN PRAIRIE MN 55347



Authorized Signature

VOID OVER \$26,489 90

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Oliver Consulting Group