

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

PROOF OF CLAIM



592493

Bar Date Ref # 2-NVM-57898

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.

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

0354653592493

Power Industries
520 Barham Ave
Santa Rosa CA 95404

Creditor Telephone Number ()

CREDITOR TAX I D #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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 \$ *3833.90* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *3833.90* (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 FILED ONLY

AUG 11 2003

BMC

DATE SIGNED *8/8/03*

SIGN and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

[Signature]

Fleming Companies Claim

03381

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

Power Industries, Inc
 1100 Santa Rosa Ave
 PO Box BB
 Santa Rosa, CA 95402

AGING, INC
 A/P
 ADAMS STREET
 IL 61602

6/18/0
 183420

INV NO	PO NO/CHECK NO	CHARGE	CREDIT /PAYMENT	BALAN	
185454	204960 / LLOYD	799 56		799	
185698		470 27		470	
186202	204969/MARK	219 06		219	
186757	204983 MARK	328 26		328	
187168	205014 / MARK	88 43		88	
189409	205073	5 81		5	
189896	205100	1,512 00		1,512	
189897	205096/MARK	391 00		391	
190406	205103 LLOYD	22 21		22	
633772	63372		2 70-	2	
-	Over 30	Over 60	Over 90	Over 120	TOTAL DUE
00	00	1,931 02	1,905 58	2 70-	3,833 90



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Power Transmission • Hydraulics • Pneumatics

Post Office Box BB, Santa Rosa, California 95402
Office (707) 544-5613 • Fax (707) 541-2204
www.powerindustries.com

INVOICE

INVOICE NO	190406
INVOICE DATE	4/16/03

Your Purchase Order 205103 LLOYD

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FP PACKAGING, INC
ATTEN A/P
1114 SW ADAMS STREET
PEORIA, IL 61602

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FP PACKAGING, INC
562 TECHNOLOGY WAY
NAPA, CA 94558-7513

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	186983-01	4/16/03	4/16/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
1 00	1 00	00	32404 NS-880-12T-1-1/4 SYSTEM PLAST		22 2100	EA	22 21
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		.00	22.21	.00	.00	TOTAL 22.21	



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INVOICE

INVOICE NO	185454
INVOICE DATE	2/24/03

Your Purchase Order 204960 / LLOYD

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FP PACKAGING, INC
 ATTN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

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FP PACKAGING, INC
 COA 258-3940
 562 TECHNOLOGY WAY
 NAPA, CA 94558-7513

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	182172-00	2/24/03	2/24/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
5 00	5 00	00	VG-554-B58 VG-554-B58 TUBE END 34755		5 4340	EA	27 17
5 00	5 00	00	VG-511-03-P58-L5 VALUGUIDE		12 1260	EA	60 63
16 00	16 00	00	VG-307-T2 0 VG-307-T2 0 POST CAP		10 3820	EA	166 11
11 00	11 00	00	VG-410-2 0-M16 VALU-GUIDE TRIPOD BASE		32 1035	EA	353 14
1 00	1 00	00	F INCOMING FREIGHT CHARGE UPS RED		135 0000	EA	135 00
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		00	742 05	57 51	00	TOTAL 799.56	



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INVOICE

INVOICE NO	185698
INVOICE DATE	2/26/03

Your Purchase Order

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ATTEN A/P
1114 SW ADAMS STREET
PEORIA, IL 61602

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FP PACKAGING, INC
562 TECHNOLOGY WAY
NAPA, CA 94558-7513

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	182403-00	2/26/03	2/26/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
11 00	11 00	00	VG-410-T2 0-M16		29 9300	EA	329 23
			VG-410-T2 0-M16 TRIPOD				
1 00	1 00	00	F INCOMING FREIGHT CHARGE UPS RED		107 2200	EA	107 22
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		00	436 45	33 82	00	TOTAL 470 27	



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INVOICE

INVOICE NO	186202
INVOICE DATE	3/04/03

Your Purchase Order 204969/MARK

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FP PACKAGING, INC
 ATTEN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

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FP PACKAGING, INC
 COA 258-3940
 562 TECHNOLOGY WAY
 NAPA, CA 94558-7513

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	182398-00	3/04/03	3/04/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
300 00	300 00	00	126-VITON		6647	EA	199 41
			126-VITON O-RING				
1 00	1 00	00	F INCOMING FREIGHT CHARGE-UPS		3 8900	EA	3 89
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		00	203 30	15 76	00	TOTAL 219 06	



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INVOICE

INVOICE NO	186757
INVOICE DATE	3/10/03

Your Purchase Order 204983 MARK

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FP PACKAGING, INC
 ATTEN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

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FP PACKAGING, INC
 ATTEN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	183317-00	3/10/03	3/10/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
291 00	291 00	00	120-V/70 BLACK VITON ORING		4000	EA	116 40
297 00	297 00	00	132-V70 BLACK VITON ORING		7000	EA	207 90
1 00	1 00	00	INCOMING FREIGHT CHARGE-UPS		3 9600	EA	3 96
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		00	328 26	00	00	TOTAL 328 26	



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INVOICE

INVOICE NO	189409
INVOICE DATE	4/04/03

Your Purchase Order 205073

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FP PACKAGING, INC
 ATTN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

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 FP PACKAGING, INC
 562 TECHNOLOGY WAY
 NAPA, CA 94558-7513

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	186421-00	4/04/03	4/04/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
4 00	4 00	00	200-1" 200-1" CLR BRAID		1 0522	FT	4 21
2 00	2 00	00	HSS16 13/16 TO 1-1/2 WORM GEAR CLAMP		8000	EA	1 60
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		00	5 81	00	00	TOTAL 5 81	



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INVOICE

INVOICE NO	189896
INVOICE DATE	4/10/03

Your Purchase Order 205100

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FP PACKAGING, INC
 ATTN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

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FP PACKAGING, INC
 ATTN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	186854-00	4/10/03	4/10/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
140 00	140 00	00	LF880TK3-1/4-UNI		10 8000	EA	1512 00
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		00	1512 00	00	00	TOTAL 1512 00	



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INVOICE

INVOICE NO	189897
INVOICE DATE	4/10/03

Your Purchase Order 205096/MARK

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FP PACKAGING, INC
 ATTN A/P
 1114 SW ADAMS STREET
 PEORIA, IL 61602

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 FP PACKAGING, INC
 258-3940 MARK
 562 TECHNOLOGY WAY
 NAPA, CA 94558-7513

ACCOUNT NUMBER	ORDER NUMBER	INVOICE DATE	SHIP DATE	SHIP VIA	SHIP FROM		
183420	186855-00	4/10/03	4/10/03	WILL CALL	Power Industries Napa		
ORDER QUANTITY	SHIP QUANTITY	BACK ORDERED	PART DESCRIPTION		UNIT PRICE	U/M	AMOUNT
300 00	300 00	00	222-BROWN		1 2900	EA	387 00
			222-BROWN VITON /75				
1 00	1 00	00	INCOMING FREIGHT CHARGE-UPS		4 0000	EA	4 00
TERMS ON REVERSE SIDE		DEPOSIT	SUB TOTAL	TAX	SHIPPING & HANDLING	PLEASE PAY FROM INVOICE NO STATEMENT SENT	
		00	391 00	00	00	TOTAL 391 00	