

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

PROOF OF CLAIM



s133862

Scheduled Claim Ref # 2 F2-21488

YOUR CLAIM IS SCHEDULED AS

\$1 252 32 UNSECURED

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.

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.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

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

0354429399316

GREGORY SALISBURY POWER PROD
PO BOX 18007
MEMPHIS TN 38181

Creditor Telephone Number ()

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
50-633 50-630

Check here replaces or amends a previously filed claim dated _____ if this claim _____

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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ _____ (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.

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

AUG 08 2003

BMC

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).

8/4/03

Thyra Gail Runion

Thyra Gail Runion

Fleming Companies Claim



03388

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

GREGORY - SALISBURY POWER PRODUCTS
 4160 RIDGEMOOR AVE
 MEMPHIS, TN 38118

INVOICE NUMBER: 0046328-IN
 INVOICE DATE: 02/28/03

(901) 365-6660

ORDER NUMBER: 5050014
 ORDER DATE: 02/27/03
 0501
 CUSTOMER NO: 50-0000633

SOLD TO:
 FLEMING COMPANIES, INC.
 2929 STATELINE RD
 SOUTHAVEN

SHIP TO:
 SAME

MS 39071

WORK ORDER

CUSTOMER P.O.	SHIP VIA	FOB	TERMS		
151WRICKJONES	O/T		NET 30 DAYS		
ITEM NO.		ORDERED	SHIPPED	UNIT PRICE	NET PRICE
AND 906 L GRAY HOUSING 350 A LOOSE		12	12	4.92	59.04
AND 940 L GRAY HOUSING 175 A LOOSE		12	12	3.48	41.76
AND 941 L BLUE HOUSING 175 A LOOSE		7	7	3.48	24.36
AND 944 L CONTACT 175 A 1/0 LOOSE		10	10	1.80	18.00

WE ACCEPT MAJOR CREDIT CARDS

NET INVOICE: 143.16

FREIGHT: .00

SALES TAX: 10.02

INVOICE TOTAL: 153.18

REMIT TO: P. O. BOX 18007
 MEMPHIS, TN 38181-0007

Fleming

Box 26647 Oklahoma City OK 73126

TEXAS COMMERCE 50-633
SAN ANGELO TX *Am. 46328 7/28*

23571577 ^{64-88/ 1113}

No

LC
Amount

Date 03/24/03 \$*****153 18*

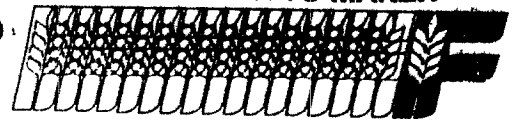
DO NOT RE-DEPOSIT

Pay ONE HUNDRED FIFTY THREE DOLLARS AND 18/100 **APR 04 2003**

Pay
to
The
Order
Of

FOPE
GREGORY SALISBURY POWER PROD.
PO BOX 18007
MEMPHIS, TN 38181

REFER TO MAKER



Unique Character Facsimile Signature

⑈ 23571577⑈ ⑆ ⑆ ⑆ 300880⑆ 06300036160⑈

⑈0000015318⑈

GREGORY - SALISBURY POWER PRODUCTS
 4160 RIDGEMOR AVE
 MEMPHIS, TN 38118

INVOICE NUMBER: 0046393-IN
 INVOICE DATE: 03/14/03

(901) 265-6660

ORDER NUMBER: 5050037
 ORDER DATE: 03/13/03
 0501
 CUSTOMER NO: 50-0000633

SOLD TO:
 FLEMING COMPANIES, INC.
 2929 STATELINE RD
 SOUTHAVEN MS 38671

SHIP TO:
 SAME

WORK ORDER

CUSTOMER P.O.	SHIP VIA	FOB	TERMS		
151WRICKJONES	O/T		NET 30 DAYS		
ITEM NO.	ORDERED	SHIPPED	UNIT PRICE	NET PRICE	
UFL FORKS 42" SET	1	1	325.00	325.00	

WE ACCEPT MAJOR CREDIT CARDS

REMIT TO: P. O. BOX 18007
 MEMPHIS, TN 38181-0007

NET INVOICE: 325.00
 FREIGHT: .00
 SALES TAX: 22.75
 INVOICE TOTAL: 347.75

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

Fleming

TEXAS COMMERCE
SAN ANGELO, TX

50-633

Invoice # 46393 3/14

64-88/ 1113
23572518

Box 2664 - Oklahoma City OK 73126

No

MI

DO NOT RE-DEPOSIT

Date

Amount

03/25/03

\$*****347 75*

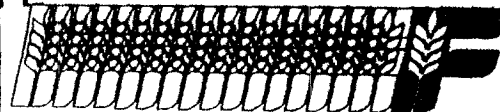
Pay
THREE HUNDRED FORTY SEVEN DOLLARS AND 75/100 APR 04 2003

Pay
To
The
Order
Of

GREGORY SALISBURY POWER PROD
PO BOX 18007
MEMPHIS, TN 38181

FOPE

REFER TO MAKER



Unique Character Facsimile Signature

⑈ 23572518 ⑆ ⑆ ⑆ ⑆ 300880 ⑆ 06300036 ⑆ 60 ⑆

⑈ 0000034775 ⑆

GREGORY - SALISBURY POWER PRODUCTS
 4160 RIDGEMOOR AVE
 MEMPHIS, TN 38119

INVOICE NUMBER: 0046300-IN
 INVOICE DATE: 02/27/03

(901) 365-6060

ORDER NUMBER: 5050005
 ORDER DATE: 02/10/03
 0501
 CUSTOMER NO: 50-0000632

SOLD TO:
 FLEMING COMPANIES, INC.
 2920 STATELINE RD
 SOUTHAVEN MS 38671

SHIP TO:
 SAME

WORK ORDER 15749

CUSTOMER P.O. SHIP VIA FOR TERMS
 151WRICKJONES O/T NET 30 DAYS

ITEM NO.	ORDERED	SHIPPED	UNIT PRICE	NET PRICE
REPAIR BATTERY M/W 18C125-17, S/N 8H04063 EQUALIZE ACID, CAPACITY TEST, STEAM CLEAN, RESEAL, PAINT TOP EDGE. REPLACE CABLES, CONTACTS AND HOUSING.	1	1	217.00	217.00
AND 917 L CONTACT, 1/0 350A	2	2	1.20	2.60
AND 906 L GRAY HOUSING 250 A LOOSE	1	1	4.92	4.92
SWI 215-2/0-60R PT RED CABLE	1	1	35.00	35.00
TWI 215-2/0-60 PT. CABLE	1	1	35.00	35.00

WE ACCEPT MAJOR CREDIT CARDS



NET INVOICE: 295.52

FREIGHT: .00

SALES TAX: 20.69

INVOICE TOTAL: 316.21

REMIT TO: P. O. BOX 18007
 MEMPHIS, TN 38181-0007

Fleming

Roy 2664* Oklahoma City OK 73126

TEXAS COMMERCE
SAN ANGELO, TX

50-633

Am 46300 2/27

64-88/ 1113
23573355

No

REFER TO MAKER

FS

Date

Amount

Pay

DO NOT RE-DEPOSIT

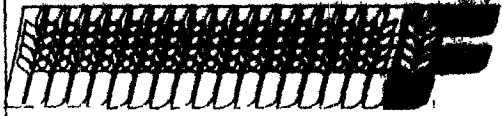
193/26/03 APR 04 2003 \$*****316 21*

THREE HUNDRED SIXTEEN DOLLARS AND 21/100

FOPE

Pay
To
The
Order
Of

**GREGORY SALISBURY POWER PROD.
PO BOX 18007
MEMPHIS, TN 38181**



Unique Character Facsimile Signature

⑈ 23573355⑈ ⑆ 111300880⑆ 06300036160⑈

⑈0000031621⑈

Check returned unpaid

GREGORY - SALISBURY POWER PRODUCTS
4140 RIDGEMOOR AVE
MEMPHIS, TN 38119

INVOICE NUMBER: 0046476-IN
INVOICE DATE: 03/25/03

(901) 365-4400

ORDER NUMBER: 5050077
ORDER DATE: 03/21/03
0501
CUSTOMER NO: 50-0000630

SHIPPED TO:
FLEMING GMD-MEMPHIS DIVISION
EXPENSE PAYABLE
P O BOX 249021
OKLAHOMA CITY OK 73164-9021

SHIP TO:
FLEMING GMD - MEMPHIS
4491 PIERBANI
MEMPHIS TN 38119

WORK ORDER 15923

CUSTOMER P.O.	SHIP VIA	FOR	TERM		
DW02103	7/T		NET 30 DAYS		
ITEM NO.	ORDERED	SHIPPED	UNIT PRICE	NET PRICE	
REPAIR BATTERY M/N N/A, S/N N/A REPLACED CABLE, CONTACT AND HOUSING	1	1	84.00	84.00	
FWI 215-270-60 FT. CABLE	1	1	35.00	35.00	
FWI 215-270-60R FT RED CABLE	1	1	35.00	35.00	
AND 217 L CONTACT, 170 F50A	2	2	2.25	4.50	
AND 206 L GRAY HOUSING 350 A LOOSE	1	1	9.50	9.50	

WE ACCEPT MAJOR CREDIT CARDS

NET INVOICE: 167.00

FREIGHT: .00

SALES TAX: 15.45

INVOICE TOTAL: 182.45

REMIT TO: P. O. BOX 13007
MEMPHIS, TN 38181-0007

GREGORY - FALISBURY POWER PRODUCTS
 4160 RIDGEMOOF AVE
 MEMPHIS, TN 38118

INVOICE NUMBER: 0046490-IN
 INVOICE DATE: 03/26/03
 ORDER NUMBER: 505007A
 ORDER DATE: 03/24/03
 0501
 CUSTOMER NO: 50-0000622

(201) 345 4450

SHLD TO:
 FLEMING COMPANIES, INC.
 2727 STATELINE RD
 SOUTHAVEN MS 38671

SHIP TO:
 SAME

WORK ORDER

 CUSTOMER P.O. SHIP VIA FOR TERMS
 151WRICKJONES O/T NET 30 DAYS

ITEM NO.	ORDERED	SHIPPED	UNIT PRICE	NET PRICE
AND 240 L GRAY HOUSING 175 A LOOSE	15	15	4.68	70.20

WE ACCEPT MAJOR CREDIT CARDS

NET INVOICE: 70.20

FREIGHT: .00

SALES TAX: 4.91

INVOICE TOTAL: 75.11

REMIT TO: P. O. BOX 18007
 MEMPHIS, TN 38181-0007

GREGORY - SALISBURY POWER PRODUCTS
 4160 RIDGEMOOR AVE
 MEMPHIS, TN 38118

INVOICE NUMBER: 0046475-IN
 INVOICE DATE: 03/26/03

(501) 365-4660

ORDER NUMBER: 5050091
 ORDER DATE: 03/26/03
 0501
 CUSTOMER NO.: 50-0000633

SHLD TO:
 FLEMING COMPANIES, INC.
 2929 STATELINE RD
 SOUTHAVEN MS 38671

SHIP TO:
 SAME

WORK ORDER 15832

CUSTOMER P.O. SHIP VIA FOR TERM
 WICKJONES O/T NET 30 DAY

ITEM NO.	ORDERED	SHIPPED	UNIT PRICE	NET PRICE
TOTAL LABOR	1	1	166.00	166.00
M/N 120125-12, E/N 1H32457 EQUALIZE ACID, CAPACITY TEST, STEAM CLEAN AND RECAL.				

WE ACCEPT MAJOR CREDIT CARDS

NET INVOICE: 166.00

FREIGHT: .00

SALES TAX: 11.52

INVOICE TOTAL: 177.52

SHIP TO: P. O. BOX 18007
 MEMPHIS, TN 38181-0007