

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

PROOF OF CLAIM



664987

Bar Date Ref # 1-NV-8132

In re **FLEMING COMPANIES INC. ETAL**

Case Number **0310945 (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

Name of Creditor and Address

Pro Motions Novelty
7258 Bark Ln
San Jose CA 95129

0354653664987

Creditor Telephone Number **408 255-5599**

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

CREDITOR TAX ID # **77-0388620**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR **4077**

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 **3/18/03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **1686.00** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **1686.00** (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 FILE ONLY
AUG 12 2003
BMC

DATE SIGNED **8/8/03**

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)
GREG MEDEROR

Fleming Companies Claim
 03482

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

Pro-Motions

Novelty Company, Inc.

Searching the World Over for the Hottest New Novelty Items

7258 BARK LANE
 SAN JOSE CA 95129
 PHONE 408-255-5599
 TOLL FREE 800-234-2267
 FAX 408-255 7902
 email sales@promo-novelty.com
 Web http://www.promo-novelty.com

INVOICE NO 28871

SOLD TO	ACCOUNT # 4077 FLEMING NOVELTY KENTUCKY DIVISION 851 LOVERS LANE BOWLING GREEN, KY 42103
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SHIP TO	FLEMING NOVELTY KENTUCKY DIVISION 851 LOVERS LANE BOWLING GREEN, KY 42103
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INVOICE DATE	CUSTOMER ORDER NO	PROCESSED BY	SHIP VIA	NO OF CRTNS	SALESMAN	TERMS
03/18/2003	2276	GM	UPS 100 WT	24	11	NET 30

STOCK NUMBER	QUANTITY SOLD	QUANTITY SHIPPED	QUANTITY B/O	UNIT	DESCRIPTION	PRICE	TOTAL
PM-31966	288	288		EA	MINI CRYSTAL LIGHT (ASSTD S	5.00	1440.00
						SUB TOTAL	1,440.00
						FREIGHT CHARGE	246.00
THE "MR. WONDERFUL", DOLL HAS ARRIVED! EXCLUSIVE ONLY FROM PRO-MOTIONS NOVELTY. AVAILABLE IN TWO SIZES.							

TOTAL	\$	1,686.00
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CLAIMS FOR LOSS OR DAMAGE IN TRANSIT MUST BE FILED AGAINST CARRIER PLEASE OBTAIN OUR PERMISSION BEFORE RETURNING ANY MERCHANDISE ALL ORDERS SUBJECT TO ACCEPTANCE BY HEAD OFFICE DELIVERY AND ACCEPTANCE OF THE ITEMS SHOWN ABOVE IS WITH THE AGREEMENT THAT PRO MOTIONS NOVELTY CO WILL INVOICE THE PURCHASER FOR THE ABOVE DESCRIBED ITEMS AND THAT SAID INVOICE WILL BE DUE AND PAYABLE AT THE OFFICE OF PRO MOTIONS NOVELTY CO AT 7258 BARK LANE SAN JOSE CA WITHIN 30 DAYS OF THE INVOICE DATE INTEREST SHALL BE CHARGED AT THE RATE OF 2% PER MONTH WHICH IS AN ANNUAL RATE OF 24% IN THE EVENT PAYMENT IS NOT MADE WHEN DUE PURCHASER AGREES TO PAY ALL COSTS AND EXPENSES OF COLLECTION INCLUDING INTEREST AND REASONABLE ATTORNEY S FEES TITLE TO THE ABOVE MERCHANDISE REMAINS WITH PRO MOTIONS NOVELTY CO UNTIL FULLY PAID

ORIGINAL

CUSTOMER S SIGNATURE

SUSAN ADKISON
BILL SHIPLEY



Item Finders

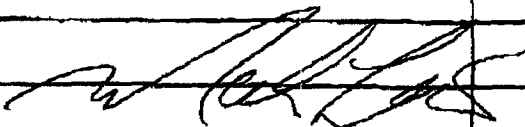
SALES ORDER

To Place Orders: (888) 850-1250
Office: (770) 701-0403 Fax: (770) 701-0406
ITEM FINDERS 3424 Canton Hwy., Marietta, GA 30066

PHONE 270-782-1557	DATE 5/3/03
FAX 270-782-1559	CURRENT ACCT <input type="checkbox"/> NEW ACCT <input type="checkbox"/>

SOLD TO Heming Novelty Kentucky Division 851 Lovers Lane Bowling Green, KY 42103	SHIP TO Same
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PO NO 2276	SHIP VIA Bestway	SHIP DATE AT once	CANCEL DATE	TERMS Net 30	BUYER Mark Lewis
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QUANTITY	STOCK NO.	DESCRIPTION	PRICE	AMOUNT
24 cases		Crystal lights (288)	5.00	288
		-		1440
		28871		
Do not ship wait for PO # next week				
<div style="border: 1px solid black; border-radius: 50%; padding: 10px; display: inline-block;"> OK to ship PO # 2276 </div>				
FAXED MAR 11 2003				
				

Shipped by the following Company

Thank You!

**PRO-MOTIONS NOVELTY
DAILY SHIPMENT DETAIL REPORT
03/18/03 04 08 PM**

Pickup Date 03/18/03
Pickup Record No 6823295 88 3

UPS Account No 5E7708
Sorted By Order of Shipment

Address	Shipment Detail	Options	Reference Rate Charges
Ship To. KENTUCKY DIVISION FLEMING NOVELTY 851 LOVERS LANE BOWLING GREEN KY 42103 Ship From SHIPPING DEPT PRO MOTIONS NOVELTY 7258 BARK LN SAN JOSE CA 95129	Service Type UPS GROUND Total Packages 24 Hundredweight Qualified Billable Wt 500 0 Billing Option Prepaid Package Ref No 1 28871 Package Ref No 2 PO #2276	Shipment Service Charge	\$ 237 75
	Tracking No 1Z5E77080343694164 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343179775 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343923988 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343162792 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343492202 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343468211 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343206824 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343984038 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343835841 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		

PRO-MOTIONS NOVELTY
 DAILY SHIPMENT DETAIL REPORT
 03/18/03 04 08 PM

Pickup Date 03/18/03
 Pickup Record No 6823295 88 3

UPS Account No 5E7701
 Sorted By Order of Shipmen

Address	Shipment Detail	Options	Reference Rate Charges
	Tracking No 1Z5E77080343158252 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343307260 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343198870 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343909084 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343273896 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343489305 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343711313 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343655929 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343199137 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343976949 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343985359 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		

**PRO-MOTIONS NOVELTY
DAILY SHIPMENT DETAIL REPORT
03/18/03 04 08 PM**

Pickup Date 03/18/03
Pickup Record No 6823295 88 3

UPS Account No 5E7708
Sorted By Order of Shipment

Address	Shipment Detail	Options	Reference Rate Charges
	Tracking No 1Z5E77080343180361 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343077974 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343354183 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276		
	Tracking No 1Z5E77080343444997 Package Type Package Weight 20 4 Package Ref No 1 28871 Package Ref No 2 PO #2276	Shipper Amt UPS Total Charge	\$ 237 75 \$ 237 75
Ship To NANCY LIEBLICK ENDANGERED SPECIES #119 BROADWAY AT THE BEACH SPACE #AA206 1210 CELEBRITY CIRCLE MYRTLE BEACH SC 29577 0402	Service Type UPS GROUND Total Packages 7 Hundredweight No Billable Wt 97 0 Billing Option Prepaid Package Ref No 1 28909 Package Ref No 2 287428	Shipment Service Charge	\$ 72 74
S. From SHIPPING DEPT PRO-MOTIONS NOVELTY 7258 BARK LN SAN JOSE CA 95129			
	Tracking No 1Z5E77080343146407 Package Type Package Weight 12 6 Package Ref No 1 28909 Package Ref No 2 287428	Package Service Charge	\$ 9 86
	Tracking No 1Z5E77080343214413 Package Type Package Weight 12 6	Package Service Charge	\$ 9 86
	Tracking No 1Z5E77080343965022 Package Type Package Weight 12 6	Package Service Charge	\$ 9 86
	Tracking No 1Z5E77080343874237 Package Type Package Weight 12 6	Package Service Charge	\$ 9 86
	Tracking No 1Z5E77080343178043 Package Type Package Weight 14 4	Package Service Charge	\$ 11 10
	Tracking No 1Z5E77080343472457 Package Type Package Weight 14 4	Package Service Charge	\$ 11 10
	Tracking No 1Z5E77080343313468 Package Type Package Weight 14 4	Package Service Charge Shipper Amt UPS Total Charge	\$ 11 10 \$ 72 74 \$ 72 74