

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

PROOF OF CLAIM



s135866

In re
Fleming Companies, Inc

Case Number
03-10945

Scheduled Claim Ref # 2-F2 23492
YOUR CLAIM IS SCHEDULED AS

\$23 828 42 UNSECURED

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.

Name of Creditor and Address

PAIN ENTERPRISES INC
101 DANIELS WAY
BLOOMINGTON IN 47404

0354429421144

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.

Creditor Telephone Number (800) **245 8583**

CREDITOR TAX I D #
35 1178215

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

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 **2/14/03 thru 4/1/03** **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **36,676.05** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **36,676.05** (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

FILED
THIS SPACE FOR COURT USE ONLY
AUG 12 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)
Simone Phillips *Simone Phillips Collection Mgr*

Fleming Companies Claim
 03543

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

ACCOUNT#	BILL TO	SHIP TO	REMIT TO
220355	FLEMING COMP KS CITY DIV/EXP P O BOX 268836 OKLAHOMA CITY OK 73126-8836	FLEMING KANSAS CITY DIV 5150 KANSAS AVE KANSAS CITY KS 66609	PAIN ENTERPRISES, INC 101 DANIELS WAY BLOOMINGTON, IN 47404-9256 800-245-8583

TICKET#	DEL DATE	QTY	DESCRIPTION	PRICE	EXTENSION	TAX	TOTAL	PAID	OPEN \$AMT	CYL RET
2688329	040403	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
	INVOICE# 01454487		DATED 04/05/03	\$TOTAL----->			444 22		444 22	<-----
2688362	033103	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
	INVOICE# 01453458		DATED 03/31/03	\$TOTAL----->			444 22		444 22	<-----
2688135	032403	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
2688144	032603	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
2688357	032803	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
	INVOICE# 01445559		DATED 03/29/03	\$TOTAL----->			1,332 66		1,332 66	<-----
2688078	031703	8980	LBS DRY ICE	0 0690	619 62	45 23	664 85		664 85	
2688123	031903	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
2688128	032103	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
	INVOICE# 01441755		DATED 03/22/03	\$TOTAL----->			1,553 29		1,553 29	<-----
2687998	031003	5950	LBS DRY ICE	0 0690	410 55	29 97	440 52		440 52	
2688065	031203	5900	LBS DRY ICE	0 0690	407 10	29 72	436 82		436 82	
2688068	031303	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
	INVOICE# 01441233		DATED 03/15/03	\$TOTAL----->			1,321 56		1,321 56	<-----
2687134	021403	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
2687142	021703	5950	LBS DRY ICE	0 0690	410 55	29 97	440 52		440 52	
2687100	021903	6000	LBS DRY ICE	0 0690	414 00	30 22	444 22		444 22	
2687150	022103	5980	LBS DRY ICE	0 0690	412 62	30 12	442 74		442 74	
	INVOICE# 01428349		DATED 02/22/03	\$TOTAL----->			1,771 70		1,771 70	<-----

TOTAL INVOICE OPEN \$AMT	6,867 65
ACCOUNT BALANCE AS OF APR 9, 2003	6,867 65

PAIN ENTERPRISES, INC

STATEMENT OF ACCOUNT

RUN DATE APR 9, 2003 12 03 32

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ACCOUNT# BILL TO
230731 FLEMING FOODS
1200 W SUNSET
WAUKESHA WI 53186

SHIP TO
FLEMING FOODS
1200 W SUNSET DR
WAUKESHA WI 53189-8511

REMIT TO PAIN ENTERPRISES, INC
101 DANIELS WAY
BLOOMINGTON, IN 47404-9256

TICKET#	DEL DATE	QTY	DESCRIPTION	PRICE	EXTENSION	TAX	TOTAL	PAID	OPEN \$AMT	CYL RET
2992489	032103	3350	LBS NUGGET ICE	0 1325	443 88		443 88		443 88	
	INVOICE# 01449190		DATED 03/31/03	\$TOTAL----->			443 88		443 88	<-----
2993608	030403	4500	LBS DRY ICE	0 1250	562 50		562 50		562 50	
	INVOICE# 01441436		DATED 03/15/03	\$TOTAL----->			562 50		562 50	<-----

TOTAL INVOICE OPEN \$AMT
ACCOUNT BALANCE AS OF APR 9, 2003

1 006 38
1,006 38

ACCOUNT#	BILL TO	SHIP TO	REMIT TO
230728	FLEMING FOODS	FLEMING FOODS	PAIN ENTERPRISES, INC
	P O BOX 490	PO BOX 490	101 DANIELS WAY
	MARSHFIELD WI 54449	MARSHFIELD WI 54449-0490	800-245-8583

TICKET#	DEL DATE	QTY DESCRIPTION	PRICE	EXTENSION	TAX	TOTAL	PAID	OPEN \$AMT	CYL RET
0202904	031703	3160 LBS DRY ICE	0 0850	268 60		268 60		268 60	
0202911	032003	6255 LBS DRY ICE	0 0850	531 68		531 68		531 68	
0202914	032403	10230 LBS DRY ICE	0 0850	869 55		869 55		869 55	
0202922	032803	3120 LBS DRY ICE	0 0850	265 20		265 20		265 20	
0202926	033103	11000 LBS DRY ICE	0 0850	935 00		935 00		935 00	
INVOICE# 01449189 DATED 03/31/03 \$TOTAL----->						2,870 03		2,870 03	<-----
0207980	030303	7370 LBS DRY ICE	0 0850	626 45		626 45		626 45	
0207988	030603	7020 LBS DRY ICE	0 0850	596 70		596 70		596 70	
0207993	031103	6475 LBS DRY ICE	0 0850	550 38		550 38		550 38	
0208000	031303	3120 LBS DRY ICE	0 0850	265 20		265 20		265 20	
INVOICE# 01441435 DATED 03/15/03 \$TOTAL----->						2,038 73		2,038 73	<-----
0207956	021703	11160 LBS DRY ICE	0 0850	948 60		948 60		948 60	
0207963	022003	9050 LBS DRY ICE	0 0850	769 25		769 25		769 25	
0207968	022403	7825 LBS DRY ICE	0 0850	665 13		665 13		665 13	
0207976	022703	9180 LBS DRY ICE	0 0850	780 30		780 30		780 30	
INVOICE# 01434514 DATED 02/28/03 \$TOTAL----->						3,163 28		3,163 28	<-----

TOTAL INVOICE OPEN \$AMT	8,072 04
ACCOUNT BALANCE AS OF APR 9, 2003	8 072 04

PAIN ENTERPRISES, INC

STATEMENT OF ACCOUNT

RUN DATE APR 9, 2003 12 03 32

PAGE 1

ACCOUNT# BILL TO
250498 FLEMING FOODS \$JULIE STANTZ
4676 ERIE ST SOUTH
MASSILLON OH 44646

SHIP TO
FLEMING FOODS
4676 ERIE ST SOUTH
MASSILLON OH

REMIT TO PAIN ENTERPRISES, INC
101 DANIELS WAY
BLOOMINGTON, IN 47404-9256

TICKET#	DEL DATE	QTY	DESCRIPTION	PRICE	EXTENSION	TAX	TOTAL	PAID	OPEN \$AMT	CYL	RET
0199604	033103	40460	LBS DRY ICE	0 0975	3,944 85		3,944 85		3,944 85		
INVOICE# 01454438		DATED 03/31/03		\$TOTAL----->			3,944 85		3,944 85	<-----	
0199580	031803	39290	LBS DRY ICE	0 0975	3,830 78		3,830 78		3,830 78		
2854099	032103	7410	LBS DRY ICE	0 0975	722 48		722 48		722 48		
0199425	032503	39960	LBS DRY ICE	0 0975	3,896 10		3,896 10		3,896 10		
2854032	032803	7410	LBS DRY ICE	0 0975	722 48		722 48		722 48		
INVOICE# 01449244		DATED 03/31/03		\$TOTAL----->			9,171 84		9,171 84	<-----	
0198722	030403	36215	LBS DRY ICE	0 0975	3,530 96		3,530 96		3,530 96		
0199568	031103	38450	LBS DRY ICE	0 0975	3,748 88		3,748 88		3,748 88		
2854064	031403	3420	LBS DRY ICE	0 0975	333 45		333 45		333 45		
INVOICE# 01441297		DATED 03/15/03		\$TOTAL----->			7,613 29		7,613 29	<-----	

TOTAL INVOICE OPEN \$AMT 20,729 98
ACCOUNT BALANCE AS OF APR 9, 2003 20,729 98