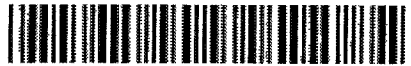


**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



s135103

Scheduled Claim Ref # 2-F2-22729

YOUR CLAIM IS SCHEDULED AS

\$1 576 68 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

0354429413347

MARTEL LIFT SYSTEMS INC
P O BOX 45799
OMAHA NE 68145

Creditor Telephone Number **(402) 330-1690**

CREDITOR TAX ID #
47-0591797

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
105210

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 _____
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 \$ **1576.68** (unsecured) \$ _____ (secured) \$ **1576.68** (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

6 UNSECURED PRIORITY 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 \$ _____

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 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).
Alejandra Buehler, VF



Fleming Companies Claim

03705

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

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

Phone (402)330 1690 Fax (402)330-8097
 customercare@martellift.com

PAGE 01

INVOICE NUMBER 01P2028480

DATE 03/19/03

 105210 * DUPLICATE INVOICE *

105210

D F O S

FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

S H I P T O

FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

F O B SHIPPING POINT Taken By DEJ TERMS --- Net 10 days -

CUSTOMER ORDER NO		SALESMAN		DATE SHIPPED	VIA	PPD	COL
SCOTT		SCOTT		DJ	03/19/03	U P S	BLUE
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION		PRICE EACH	TOTAL
				DROP SHIPMENT FROM MFG			
2	2		1300	36195-013	SFT,AL-HEX 7 19	23 58	47 16
4	4		1300	9997-064	BRG,B FLG 47X1	9 24	36 96
						TOTAL MATERIAL	84 12
						Freight In/Freight Out	11 70
						SALES TAX	6 71
						INVOICE TOTAL	102 53

Duplicate Invoice Printed on 08/08/03

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

Phone (402)330-1690 Fax (402)330 8097
 customercare@martellift.com

PAGE 01

INVOICE NUMBER 01P2029350

DATE 03/19/03

 105210 * DUPLICATE INVOICE *

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

F O B SHIPPING POINT Taken By DEJ TERMS --- Net 10 days -

CUSTOMER ORDER NO		SALESMAN	DATE SHIPPED	VIA	PPD	COL
SCOTT		DJ	03/19/03	U P S NDA	X	
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
1	1		1300 25413-015	DROP SHIPMENT FROM FACTORY HARN ASSY, STRHS	86 12	86 12
				TOTAL MATERIAL		86 12
				Freight In/Freight Out		23 75
				SALES TAX		7 69
INVOICE TOTAL						117 56
Duplicate Invoice Printed on 08/08/03						

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

Phone (402)330 1690 Fax (402)330-8097
 customercare@martellift.com

PAGE 01

INVOICE NUMBER 01P2044530

DATE 03/26/03

105210 *****
 * DUPLICATE INVOICE *

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

F O B SHIPPING POINT Taken By DEJ TERMS --- Net 10 days -

CUSTOMER ORDER NO		SALESMAN		DATE SHIPPED	VIA	PPD	COL
SCOTT		SCOTT		DJ	03/26/03	U P S	X
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION		PRICE EACH	TOTAL
2	2		1300	38366-003	TUBE ASSY,TORQU	146 12	292 24
					TOTAL MATERIAL		292 24
					Freight In/Freight Out		4 00
					SALES TAX		20 74
					INVOICE TOTAL		316 98

Duplicate Invoice Printed on 08/08/03

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

Phone (402)330 1690 Fax (402)330 8097
 customercare@martellift.com

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

PAGE 01

INVOICE NUMBER 01S1985500

DATE 01/29/03

 105210 * DUPLICATE INVOICE *

105211

OFF OF

FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

SHIP TO

FLEMING FOODS
 1200 WEST COMMERCE WAY
 LINCOLN, NE 68521

FOB SHIPPING POINT Taken By EBG TERMS ---NET 10 DAYS---

CUSTOMER ORDER NO		SALESMAN		DATE SHIPPED	VIA	TERMS		PPD	COL
CONS 36		SCOTT		EG	01/29/03	OUR TRUCK/SHO		Van# 36	X
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION		PRICE EACH	TOTAL		
				Unit #					
				Make					
				Model		00			
				Ser #					
				Meter					
1	1		1300 37522-000	LINK ASSY, PIVOT		15 81	15 81		
1	1		1300 14294-012	LK, CONN 1" P W*		2 53	2 53		
1	1		1300 27614-001	BLT, DR WHL'5/8*		1 45	1 45		
1	1		1300 37194-006	CASTER ASSY, STA		314 33	314 33		
1	1		1300 27845-001	BRKT, CASTER ALB		184 72	184 72		
							TOTAL MATERIAL	518 84	
							SALES TAX	36 32	
							INVOICE TOTAL	555 16	

Duplicate Invoice Printed on 08/08/03

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

Phone (402)330-1690 Fax (402)330-8097
 customer@martellift.com

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

PAGE 01

INVOICE NUMBER 01S2033140

DATE 03/14/03

 105210 * DUPLICATE INVOICE * 105210

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

F O B SHIPPING POINT Taken By EBG TERMS ---NET 10 DAYS---

CUSTOMER ORDER NO		SALESMAN	DATE SHIPPED	VIA	PPD	COL
CONS 35		EG	03/14/03	OUR TRUCK/SHO	X	
SCOTT					Van# 35	
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
			Unit #			
			Make			
			Model	00		
			Ser #			
			Meter			
4	4		1300 16954-017	BR,	7 19	28 76
1	1		1300 19120-003	CYL, SLAVE 75DI	19 16	19 16
1	1		1300 27140-048	POT'GE, 171-B464	22 50	22 50
TOTAL MATERIAL						70 42
SALES TAX						4 93
INVOICE TOTAL						75 35

Duplicate Invoice Printed on 08/08/03

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

Phone (402)330-1690 Fax (402)330-8097
 customercare@martellift.com

PAGE 01

INVOICE NUMBER 01S2033150

DATE 03/14/03

 105210 * DUPLICATE INVOICE *

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

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FLEMING FOODS
 1200 WEST COMMERCE WAY
 LINCOLN, NE 68521

F O B

SHIPPING POINT

Taken By EBG

TERMS

---NET 10 DAYS---

CUSTOMER ORDER NO		SALESMAN		DATE SHIPPED		VIA		TERMS		PPD	COL
CONS 36		SCOTT		EG		03/14/03		OUR TRUCK/SHO		Van# 36	X
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION				PRICE EACH	TOTAL		
				Unit #							
				Make							
				Model			00				
				Ser #							
				Meter							
2	2		1300	27614-001	BLT,DR WHL'5/8*		1 45	2 90			
1	1		1300	28802-006	TIP KIT,EV100 F		50 02	50 02			
								TOTAL MATERIAL	52 92		
								SALES TAX	3 70		
								=====			
								INVOICE TOTAL	56 62		

Duplicate Invoice Printed on 08/08/03

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

Phone (402)330-1690 Fax (402)330-8097
 customercare@martellift.com

PAGE 01

INVOICE NUMBER 01S2038940

DATE 03/20/03

 105210 * DUPLICATE INVOICE *

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

F O B

SHIPPING POINT

Taken By EBG

TERMS ---NET 10 DAYS---

CUSTOMER ORDER NO		SALESMAN	DATE SHIPPED	VIA	PPD	COL
CONS 35		EG	03/20/03	OUR TRUCK/SHO	X	
SCOTT						
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
			Unit #			
			Make			
			Model	00		
			Ser #			
			Meter			
1	1		1300 7660-093	SPG,COMP, 600D*	1 77	1 77
1	1		1300 14294-012	LK,CONN 1" P W*	2 53	2 53
4	4		1300 16954-017	BR,	7 19	28 76
1	1		1300 27350-006	SW,BASIC SPDT-D	8 87	8 87
1	1		1300 37477-000	LEVER ASSY	14 47	14 47
2	2		1300 37522-000	LINK ASSY,PIVOT	15 81	31 62
2	2		1300 37530-000	SEAL,BLKNYL2 0*	1 81	3 62
2	2		1300 37531-000	SPACER,SEAL'1 *	1 97	3 94
TOTAL MATERIAL						95 58
SALES TAX						6 69
INVOICE TOTAL						102 27

Duplicate Invoice Printed on 08/08/03

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

Phone (402)330-1690 Fax (402)330-8097
 customercare@martellift.com

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

PAGE 01

INVOICE NUMBER 01S2038980

DATE 03/20/03

 105210 * DUPLICATE INVOICE *

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

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FLEMING FOODS
 1200 WEST COMMERCE WAY
 LINCOLN, NE 68521

F O B SHIPPING POINT Taken By EBG TERMS ---NET 10 DAYS---

CUSTOMER ORDER NO		SALESMAN	DATE SHIPPED	VIA	TERMS	PPD	COL
CONS 36		EG	03/20/03	OUR TRUCK/SHO	Van# 36	X	
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL	
			Unit #				
			Make				
			Model	00			
			Ser #				
			Meter				
1	1		1300 9479-010	HORN, 24V	20 92	20	92
1	1		1300 27350-020	SW, PB	9 19	9	19
1	1		1300 29000262-000	FU, 200 AMP 3 62	19 80	19	80
1	1		1300 32600-031	32600-031D	33 47	33	47
1	1		1300 13593-000	CNTOR, SOLENOID	31 35	31	35
TOTAL MATERIAL							114 73
SALES TAX							8 03
INVOICE TOTAL							122 76

Duplicate Invoice Printed on 08/08/03

Martel Lift Systems
 13336 B Street
 Omaha, NE 68144

REMIT TO:
 P O Box 45799
 Omaha, NE 68145

Phone (402)330-1690 Fax (402)330 8097
 customercare@martelift.com

PAGE 01

INVOICE NUMBER 01S2048280

DATE 03/27/03

105210 *****
 * DUPLICATE INVOICE *

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

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FLEMING COMPANIES
 1601 PIONEERS BLVD
 P O BOX 82809
 LINCOLN, NE 68502

F O B

SHIPPING POINT

Taken By EBG

TERMS

---NET 10 DAYS---

CUSTOMER ORDER NO		SALESMAN		DATE SHIPPED		VIA		PPD		COL	
CONS 35		SCOTT		EG		03/27/03		OUR TRUCK/SHO		Van# 35 X	
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION				PRICE EACH	TOTAL		
				Unit #							
				Make							
				Model		00					
				Ser #							
				Meter							
3	3		1300 14294-012	LK,CONN 1" P W*			2 53		7 59		
1	1		1300 19120-003	CYL,SLAVE 75DI			19 16		19 16		
1	1		1300 19121-001	19121-007			30 60		30 60		
2	2		1300 27999-001	INSERT'BRASS, *			60		1 20		
2	2		1300 37477-000	LEVER ASSY			14 47		28 94		
2	2		1300 37522-000	LINK ASSY,PIVOT			15 81		31 62		
TOTAL MATERIAL									119 11		
SALES TAX									8 34		
INVOICE TOTAL									127 45		

Duplicate Invoice Printed on 08/08/03

ORIGINAL

A Late Charge of 1 5% Per Month May Apply After 30 Days from Invoice Date

REPORT OPTIONS	DETAIL REPORT	OPEN ACCOUNTS	ACCOUNTS PAST 0 DAYS DUE	PAYMENT AGING BY INVOICE	AGING DATE 08/08/03	SORTED BY CUSTOMER NUMBER	EXCLUDE PAID ITEMS	PRINT COMMENTS		
SELECT OPTIONS	DIV NMBRS	FROM- THRU- 99	0 CUST NMBRS	FROM- THRU- 105210	CUST ALPHA	FROM THRU- zzzzzzzzzz	SLSMN NMBRS	FROM- THRU- zzz	ORDER TYPES	FROM- THRU z
Cust # Div Reference P 0	Customer Name Tr Invoice-#	Phone/Fax Date	Sim Current	Contact Over-30	Last Payment Over-60	Over-90	Over-120	Over 150		
105210 01	FLEMING COMPANIES	402/423-6571 402/421-5076	05	BANKRUPT	539 27	08/04/03				
	SCOTT	40 01P2028480	03/19/03				102 53			
	SCOTT	40 01P2029350	03/19/03				117 56			
	SCOTT	40 01P2044530	03/26/03				316 98			
	CONS 36	40 01S1985500	01/29/03					555 16		
		99 01S1985500	03/26/03	TT CAROL HAD ME FX COPY OF INV TO HER						
		99 01S1985500	03/26/03	WILL SEND TO HOME OFFICE W/A NOTE THAT						
		99 01S1985500	03/26/03	THIS NEEDS TO BE PD						
	CONS 35	40 01S2033140	03/14/03				75 35			
	CONS 36	40 01S2033150	03/14/03				56 62			
	CONS 35	40 01S2038940	03/20/03				102 27			
	CONS 36	40 01S2038980	03/20/03				122 76			
	CONS 35	40 01S2048280	03/27/03				127 45			
CUSTOMER TOTALS			0 00	0 00	0 00	0 00	1,021 52	555 16		
			1,576 68	***						
**** FINAL TOTALS ****			0 00	0 00	0 00	0 00	1,021 52	555 16		
			1,576 68							