

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

PROOF OF CLAIM



In re **Fleming Companies, Inc**

Case Number

Bar Date Ref #

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.

Name of Creditor and Address

ValuTech Inc
30021 Tomas Ste #250
Rancho Santa Margarita CA 92688

0354653000000

- 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.

Creditor Telephone Number (414) 888-1006

CREDITOR TAX ID #
33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
FLM

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 **11/17/03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **3645.00** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **3645.00** (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

FILED
THIS PAGE FOR COURT USE ONLY

AUG 14 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)
Douglas Skeen CFO

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





The leader in disbursement technology

To FLEMING COMPANIES
3400 NW 74th Avenue
Miami, FL 33122

Invoice Number
FLM078

Invoice Date
1/17/03

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FILE COPY

Attention JACKIE MORAGUES

Customer PO

Payment Terms
Due Upon Receipt

Sales Rep ID

Reference

Description	Amount
1 MICR 4100T printer Serial # USLND30765	3,595 00
Handling Charge	50 00

TOTAL 3,645 00

Please contact Eileen Seigel at (949) 888-1006 if you have any questions regarding this invoice



August 8, 2003

Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

Re Outstanding invoices

To Whom It May Concern

We are submitting outstanding Fleming invoices Please find enclosed the following

FLM078	Dated 1/17/03	\$3645 00	Printer shipped to Miami, FL
FLM079	Dated 1/17/03	\$3923 61	Printer shipped to Fresno, CA
FLM080	Dated 1/20/03	\$2695 00	Printer shipped to Kapolei, HI
FLM082	Dated 1/20/03	\$2695 00	Printer shipped to LaCross, WI
FLM086	Dated 3/12/03	\$252 12	Prorated printer maintenance
FLM087	Dated 3/12/03	\$252 12	Prorated printer maintenance
FLM088	Dated 3/12/03	\$252 12	Prorated printer maintenance

Thank you,

Doug Skeen
EVP & CFO

ENCL 14