

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

PROOF OF CLAIM



s132242

Scheduled Claim Ref # 2-F2-19868

YOUR CLAIM IS SCHEDULED AS

\$4 403 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.

Name of Creditor and Address

0354429386685

CHARLIE'S SPECIALTIES INC
2500 FREEDLAND ROAD
HERMITAGE PA 16148

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 ()

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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 Feb & March 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE
\$ 4,908.76 (unsecured) \$ — (secured) \$ — (unsecured priority) \$ 4,908.76 (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 to 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

DATE SIGNED

8/12/03

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)

Arthur President

FILED
THIS SPACE FOR COURT USE ONLY

AUG 14 2003

BMC

Fleming Companies Claim



04206

04206

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

0 * *

3836.00 +
400.00 -
2942.24 -
493.76 ◊

493.76 ◊

4415.00 +
4908.76 *
+

Charlie's Specialties Inc
 2500 Freedland Road
 Hermitage PA 16148

Invoice

Invoice Number

11386

Invoice Date

Feb 3, 2003

Page

1

Phone (724) 346-2350

Fax (724) 346-1110

Duplicate

Sold To
 Fleming Co Inc - Massillon, OH
 Accounts Payable
 P O Box 24800 CTP-Massillon
 Oklahoma City OK 73124

Ship to
 Fleming Compaines Inc
 Accounts Payable
 P O Box 24800 CTP-Massillon
 Oklahoma City, OK 73124

Customer ID	Customer PO	Payment Terms		
0181	055387	Net 15 Days		
Sales Rep ID	Shipping Method	Ship Date	Due Date	
	Cust Pickup		2/18/03	
Quantity	Item	Description	Unit Price	Extension
84	0202	PECAN TARTS/15 DZ/CASE/BAKED	29 00	2 436 00
80	0211	WALNUT DELIGHT/96/CS/BAKED	17 50	1 400 00
<p><u>Credit \$400.00 Food Show Fees</u> <u>See Attached Credit Invoice</u></p> <p><u>Check 23561714 Received 3/17/03</u> <u>Check Amount \$2942.24</u></p> <p>Invoice <u>3 836 00</u> Food Show Fees <u>- 400.00</u> 3-17-03 Payment <u>- 2 942 24</u></p> <p>Open Balance Due <u>\$493.76</u></p>				

164 Total Cases Total Invoice Amount 3 836 00

Received By TOTAL 3,836 00

CR11386

3/17/03

1

Ship To

Fleming Co Inc - Massillon, OH
Accounts Payable
P O Box 24800 CTP-Massillon
Oklahoma City, OK 73124

Fleming Compaines, Inc
Accounts Payable
P O Box 24800 CTP-Massillon
Oklahoma City, OK 73124

0181	055387	Net 15 Days	
	Cust Pickup	4/1/03	
1	CREDIT MARCH MADNESS FOOD SHOW FEES SHOW DATE 2-13-03	400 00	-400 00

NA Total Cases

Arrival Time _____

Departure Time _____

Received By _____

Total Invoice Amount \$-400 00

Total Amount Due \$-400 00

Invoice

Invoice Number

11479

Invoice Date

Mar 17 2003

Page

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Customer ID	Customer PO	Payment Terms		
0181	339099	Net 15 Days		
Sales Rep ID	Shipping Method	Ship Date	Due Date	
	Cust Pickup		4/1/03	
Quantity	Item	Description	Unit Price	Extension
110	0202	PECAN TARTS/15 DZ/CASE/BAKED	29 00	3 190 00
70	0211	WALNUT DELIGHT/96/CS/BAKED	17 50	1 225 00

180 Total Cases

Total Invoice Amount 4,415 00

Received By _____

TOTAL 4,415 00