

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

PROOF OF CLAIM



671945
Bar Date Ref # 1-NV-60972

In re _____

Case Number _____

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

Advantage Resource Group
1600 Vly View Blv
Altoona PA 16602

0354653671945

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 814 944 3571

CREDITOR TAX I.D. #
25-1729642

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Fleming Foods

Check here replaces 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 _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED 3/27/03

3 IF COURT JUDGMENT, DATE OBTAINED _____

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 575.14 (unsecured) \$ _____ (secured) \$ _____ (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

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 OF COURT
USE ONLY
AUG 14 2003
BMC

DATE SIGNED
8/11/03

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).
Cathy Johnson, ETC - Accountant



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. §§ 132 AND 3571

See Other Side For Instructions

9 28 AM

08/05/03

Advantage Resource Group
Customer QuickReport
March 27 through August 5, 2003

Type	Date	Num	Memo	Amount
Fleming Foods				
Invoice	3/27/2003	771		530 00
Invoice	4/8/2003	790		20 00
Invoice	5/30/2003	FC 15	Finance Charge	16 73
Invoice	6/30/2003	FC 20	Finance Charge	8 41
				<u>575.14</u>
				>25.14

Advantage Resource Group

1600 Valley View Blvd , Ste 100
Altoona, PA 16602

Invoice

Date	Invoice #
3/27/2003	771

Bill To
Fleming Foods PO Box 470 Altoona, PA 16603

P O No	Terms
	Due Upon Receipt

Qty	Description	Rate	Amount
1	Buyout for Beth Wineland PA Sales Tax	500 00 6 00%	500 00T 30 00
Total			\$530 00

Invoices are due upon receipt
Finance charges will be applied on past due balances at
an annual rate of 18%

Advantage Resource Group
 1600 Valley View Blvd
 Altoona, PA 16602
 814-944-3571 phone
 814-944-1308 fax

Charge Slip

Charge Slip # _____

Date 3-26-03

Branch ALTOONA

- Resume Drug Testing Pre Employment Screening Consulting Advertising Buyout
 Exec Placement Career Coaching Payroll Miscellaneous-Include detailed description if checked

Customer Name

Fleming Foods

Address

PO Box 470

City

ALTOONA

State

PA

Zip Code

16603

Name/Description

Total

Buyout for Beth Wineford

500.00

+ 30.00 tax

Advertising Charges

Total To Be Charged

\$500.00

530.00

Handwritten notes:
 4/01/03
 15/15
 2/3000
 2/3000
 2/3000

Please return this charge slip to the Accounting Dept. at the Corporate Office Thank you!

Advantage Resource Group

1600 Valley View Blvd , Ste 100
Altoona, PA 16602

Invoice

Date	Invoice #
4/8/2003	790

Bill To
Fleming Foods PO Box 470 Altoona PA 16603

P O No	Terms
	Due Upon Receipt

Qty	Description	Rate	Amount
1	Fees for Returned Check Check Number 904083630 for \$618 71 PA Sales Tax	20 00 6 00%	20 00 0 00
Total			\$20 00

Invoices are due upon receipt
Finance charges will be applied on past due balances at
an annual rate of 18%

Advantage Resource Group

1600 Valley View Blvd , Ste 100
Altoona, PA 16602

Finance Charge

Date	Invoice #
5/30/2003	FC 15

Bill To
Fleming Foods PO Box 470 Altoona, PA 16603

Terms

Description	Amount
Finance Charges on Overdue Balance Invoice #771 for 530 00 on 03/27/2003	16 73
Total	\$16 73
Payments/Credits	\$0 00
Balance Due	\$16 73

Advantage Resource Group

1600 Valley View Blvd , Ste 100
Altoona, PA 16602

Finance Charge

Date	Invoice #
6/30/2003	FC 20

Bill To
Fleming Foods PO Box 470 Altoona, PA 16603

Terms

Description	Amount
Finance Charges on Overdue Balance Invoice #771 for 530.00 on 03/27/2003 Invoice #790 for 20.00 on 04/08/2003	8.41
Total	\$8.41
Payments/Credits	\$0.00
Balance Due	\$8.41