

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

PROOF OF CLAIM



s138206

Scheduled Claim Ref # 2-F2-25832

YOUR CLAIM IS SCHEDULED AS

\$15 906 65 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.

Name of Creditor and Address

0354429442220

WORLD KITCHEN INC
PO BOX 911310
DALLAS TX 75391
ATTN: ANN MARIE BRIGIDO

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.

Creditor Telephone Number **(714) 597-6353**

CREDITOR TAX ID #
36-3800566

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
**2966
3136, 3447, 3448, 3451**

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 _____ **3 IF COURT JUDGMENT, DATE OBTAINED** _____

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 27,692.92 (unsecured) \$ _____ (secured) \$ 27,692.92 (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

THIS SPACE FOR COURT USE ONLY
FILED
 AUG 15 2003
BMC
 Fleming Companies Claim
 04767

DATE SIGNED
7/8/03

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).
ANN MARIE BRIGIDO - AR COLLECTIONS MGR
Ann Marie Brigido - AR - Collections Mgr

Display Customer Line Items: Basic List

Line layout Additional field Check information

0000003136 / US01
 FLEMING INC-BANKRUPT
 73126 8865 OKLAHOMA CITY

Line Items 13

Account	Old/New Ref Doc	DT	Doc Date	Doc Num	Terms	Net DD	PK	Amount	RD	Text
82	25741685	DA	11/08/2002	1800087853	NT90	02/06/2003	06	1,477 50	79	Store Resets per 10
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	6,000 00	79	GMD81305 / Fwd to sales 10 02-02
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	1,751 80	45	GMD81913 / Fwd to sales 10 02 02
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	08	274 75	79	MGC0000009
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	877 50	79	MGZ011681 / Fwd to sales 10 02-02
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	575 00	79	PXZ013990 / Fwd to sales 10-02-02
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	352 20	79	S6C0000105
159	23496292	DZ	08/23/2002	1400106015	NT90	11/21/2002	06	6,000 00	45	Req Debit 9-16-02
68	25748269	DZ	11/22/2002	1400115160	NT90	02/20/2003	06	325 78	79	
68	25748269	DZ	11/22/2002	1400115160	NT90	02/20/2003	06	1,173 75	45	
22	25787676	DZ	01/07/2003	1400119835	NT90	04/07/2003	06	1,376 75	45	
26	25786632	DZ	02/24/2003	1400124195	NT90	05/25/2003	06	1,054 25	79	Store Resets Inv dtd 2/5/03 ded 2/1
18	557063-MG	RV	03/12/2003	9001753699	0112	04/11/2003	01	2,055 39		

Selected	23,293 87 USD
Displayed	23,293 87 USD

u/c Bud Budget
\$ 2,055.39
4/26/03
WMC
War # 110300992

Display Customer Line Items: Basic List

Line layout Additional field Check information

0000003447 / US01
 GENERAL MERCH DIST INC - WE
 73126-8864 OKLAHOMA CITY

Line Items:

Account	Old/New Ref. Doc	DT	Doc Date	Doc Num.	Terms	Net. DD	PK	Amount	RC	Text
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	335.13	06	
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	530.00	79	47053 / Fwd to sales 10 02-02
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	759.20	45	660910726 / Fwd to sales 10-02-02
258	25662266	DZ	05/16/2002	1400096470	NT90	08/14/2002	06	451.20	81	SGC008304
113	25727633	DZ	10/08/2002	1400110810	NT90	01/06/2003	06	1,445.50	79	Debit Requested
99	25734594	DZ	10/22/2002	1400112298	NT90	01/20/2003	06	2,119.98	79	Debit Requested
53	284088-66	RV	01/31/2003	9001698715	0114	03/07/2003	01	6,358.97		
21	392030-66	RV	03/04/2003	9001739879	0114	04/08/2003	01	2,614.15		
13	417471-66	RV	03/12/2003	9001752839	0114	04/16/2003	01	5,581.87		

Selected	20,196.00	USD
Displayed	20,196.00	USD

*War # 101300993
 4/21/03
 \$14,890.12
 B/D 4/0
 KNC*

Display Customer Line Items: Basic List

Line layout | Additional field | Check information

000003448 / US01
 CTP/TOPEKA GMD DIV BANKRUPT
 73126-8862 OKLAHOMA CITY

Line layout (Shift+F4)

Arrear	Old/New Ref. Doc	DT	Doc. Date	Doc. Num.	Terms	Net DD	PK	Amount	RC	Text
22	25767676	DA	01/07/2003	1608007915	NT90	04/07/2003	06	1,833 25	79	Store Resets
390	25602344	DZ	01/04/2002	1400081916	NT90	04/04/2002	16	232 00-	99	
34	627454-TG	RV	02/24/2003	9001727783	0112	03/26/2003	01	4,000 38		
19	664753-TG	RV	03/11/2003	9001750162	0112	04/10/2003	01	4,246 79		

Selected	9,928 42 USD
Displayed	9,928 42 USD

P/O 11/0
\$ 8,327.17
4/26/02
Doc # : 223 30994
A. Yea

Display Customer Line Items: Basic List

Line layout Additional field Check information

0000003451 / USD1 Line Items
CTP/KING OF PRUSSIA GMD DIV
73126-8863 OKLAHOMA CITY

Arrear	Old/New Ref Doc	DI	Doc Date	Doc Num	Terms	Net DB	PK	Amount	SRC	Text
128	723762-KG	RV	11/22/2002	9001590031	0112	12/22/2002	01	287 40		
19	130040-KG	RV	03/11/2003	9001751086	0112	04/10/2003	01	2,133 23		

Selected	2,420 63 USD
Displayed	2,420 63 USD

Handwritten notes:
 ? 10 11/0
 DM # 100300995
 11/24/03
 AMB
 A 11/26/03

Display Customer Line Items: Basic List

Line layout Additional field Check information

0000002966 / US01 Line Items 1
 SCRIVNER INC BANKRUPT
 73126 OKLAHOMA CITY

Area	Old/New Ref Doc	DT	Doc Date	Doc Num	Terms	Net DD	PR	Amount	RC	Text
48	23562807	DZ	03/18/2003	1400126088	NT90	06/16/2003	06	778 75	39	x

Selected	778 75 USD
Displayed	778 75 USD