

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

PROOF OF CLAIM



560854

Bar Date Ref # 2-NVM-19432

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.

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.

Name of Creditor and Address

0354653560854

Kleinschmidt inc
PO Box 535
Waukegan IL 60079-0535

847-405-7465

Creditor Telephone Number (847)

CREDITOR TAX ID #

36-3464192

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
2520 0000

Check here if this claim

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 _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 280.95 (unsecured) \$ - (secured) \$ - (unsecured priority) \$ 280.95 (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 18 2003

BMC

DATE SIGNED

8/13/03

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).

DALE KAPLAN ASST Controller

Fleming Companies Claim



04869

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

KLEINSCHMIDT INC.

450 Lake Cook Road Deerfield Illinois 60015-4973
Voice 847 945 2688 Fax 847 945-4619
E mail Stevie@Kleinschmidt.com

I N V O I C E

B * FLEMING COMPANIES
I * ATTN JEFF TOVEY
L * PO BOX 299013
L * LEWISVILLE, TX 75029

INVOICE NO. - 381180
PAGE - 01 OF 02
ACCOUNT NO. - 25200000
INVOICE DATE - 04/01/03
TERMS:NET 30 DAYS

ITEM#	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	AMOUNT
SEE ATTACHED SUMMARIES FOR DETAILS					
COMMUNICATION CHARGES FOR MARCH, 2003					
INTERNETWORK DEDICATED LINE CHARGE (CAP 9.7M CHARS)					
I10603	478 * (.038660 / 1000)	1	EA	0.02	0.02
INTERNET COMMUNICATIONS CHARGE (CAP 30M CHARS)					
I10603	47,734 * (.008102 / 1000)	1	EA	0.39	0.39
INTERCHANGE CHARGES FOR MARCH, 2003					
TOTAL CHARACTERS INTERCHANGED		435,616			
I10151	FIRST 1M CHARACTERS INTERCHANGED	435.616	TH	0.644	280.54

Hazardous Material Reminder:

The federal law requires specific information to accompany any shipment of hazardous materials. See 49 USC(United States Code) 5101 to 5127 and 49 CFR (Code of Federal Regulation) 172.200 to 172.205. It is the customers responsibility to insure that the required information is properly transmitted to carriers and others and to maintain related records, when appropriate.

KLEINSCHMIDT INC.

450 Lake Cook Road Deerfield Illinois 60015 4973
Voice 847 945 2688 Fax 847 945 4619
E mail Stevie@Kleinschmidt.com

I N V O I C E

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INVOICE NO. - 381180
PAGE - 02 OF 02
ACCOUNT NO. - 25200000
INVOICE DATE - 04/01/03
TERMS: NET 30 DAYS

ITEM#	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	FIXED EDI CHARGES FOR APRIL, 2003				
I10100	MONTHLY FEE	1	EA	89.00	89.00

PAID 29.00
owes 280.95

PLEASE REMIT IN U.S. DOLLARS *** AMOUNT DUE ***
* * *
TO: KLEINSCHMIDT INC. * \$ 369.95 *
P.O. BOX 535 * * *
WAUKEGAN, IL 60079-0535 *****