

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

PROOF OF CLAIM



s134562

Scheduled Claim Ref # 2-F2-22188

YOUR CLAIM IS SCHEDULED AS

\$965 14 UNSECURED

In re

Case Number

Fleming Companies, Inc

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

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.

Name of Creditor and Address

0354429407522

KELLY'S FOODS INC
PO BOX 770187
WINTER GARDEN FL 34777

Creditor Telephone Number 407 654-0500

CREDITOR TAX ID #

59-2147286

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

2049

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 _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED 3/7/03 & 4/4/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 1550.39 (unsecured) \$ _____ (secured) \$ 1550.39 (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 FOR COURT
USE ONLY
AUG 18 2003

BMC

DATE SIGNED

8/14/03

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)

PATRICK KENNEY
Patrick Kenney
CONTROLLER

Fleming Companies Claim



04887

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

KELLY'S FOODS, INC.

REMIT TO:

P O BOX 770187
 WINTER GARDEN, FLORIDA 34777-0187
 (407) 654-0500 Fax (407) 654-2469
 (800) 749-2171

650 CARTER ROAD
 WINTER GARDEN, FLORIDA 34787

INVOICE

OLD TO:

TTN. CTP / MIAMI DIVISION
 LEMING COMPANIES INC.
 P.O. BOX 24820
 KLAHOMA CITY, OK 73124-4820

SHIP TO:

FLEMING MIAMI DIVISION
 3555 NW 77TH AVE
 MIAMI DIVISION
 MIAMI, FL 33122

TEL NO
 (305) 593-6354

TUBS IN

TUBS OUT

INVOICE NO	PAGE	CLK	CHKD BY
377268	1	MAR	

CUSTOMER NO	TIME	MO	DA	YR
2049	1827	4	04	03

SPECIAL INSTRUCTIONS:

JUST HAVE A P.O. NUMBER

TERMS:

NET 7 DAYS

SALESMAN:

DON

141218950

DEL TIME

TIME IN

TIME OUT

P O NUMBER

ROUTE

STOP

131161MI

27

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ORDERED	SHIPPED	DESCRIPTION	ITEM NO.	UNITS	UNIT PRICE	AMOUNT
25CS 1FC	25CS 1FC	DELIVER AT 8:00 A.M. APPT # 10 P-47 DOUBLE CRISP BREADING FUEL SURCHARGE	1/100 1/1	1 2	040047 001100	582.25 3.00
<p><i>Processing Post-RESTAURANT</i></p>						

25 FLEMING
 CS. DATED 4/7/03
 DATE
 CS. DAMAGED/REFUSED
 CS. SHORT
 TUCKER PALLETS
 DRIVER
 CARRIER

CLAIMS MUST BE MADE IMMEDIATELY UPON RECEIPT OF GOODS. PAY FROM THIS INVOICE. STATEMENT ON REQUEST.

Thank You!

TOTAL QTY THIS PAGE	26	* KD INJ 8 PC	CHICKEN TEMP
TOTAL QTY INVOICE	26	* KD INJ TRP	SALAD TEMP
		* KD DARKMEAT	BIRD FRZN
			TEMP

X
 RECEIVED BY
 BUYER'S AUTHORIZED REPRESENTATIVE PLEASE SIGN LEGIBLY

PAY THIS AMOUNT

TOTAL
 585.25

ORIGINAL

KELLY'S FOODS, INC.

REMIT TO:

P O BOX 770187
 WINTER GARDEN, FLORIDA 34777-0187
 (407) 654-0500 Fax (407) 654-2469
 (800) 749-2171

650 CARTER ROAD
 WINTER GARDEN, FLORIDA 34787

INVOICE

BLD TO:	SHIP TO:	TEL NO	INVOICE NO	PAGE	CLK	CHKD BY
TN: CTP / MIAMI DIVISION EMING COMPANIES INC 0 BOX 24820 LAHOMA CITY, OK 73124-4820	FLEMING MIAMI DIVISION 3555 NW 77TH AVE MIAMI DIVISION MIAMI, FL 33122	(305) 593-6354	369812	1	MAR	
		TUBS IN	CUSTOMER NO	TIME	MO	DA
		TUBS OUT	2049	1837	3	07
					07	03

SPECIAL INSTRUCTIONS:	TERMS:	SALESMAN:	TIME IN	TIME OUT
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		141198090	881782MT	ROUTE
				STOP
				27
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ORDERED	SHIPPED	DESCRIPTION	ITEM NO	UNITS	UNIT PRICE	AMOUNT
15CS	15CS	DELIVER AT 8:00 A.M. APPT. #14				
16CS	16CS	P-289 ROTISSERIE SEASONING	1/25 LB 1 040289		39.5000	592.50
		P-47 DOUBLE CRISP BREADING	1/100 2 040047		23.2900	372.64
<p><i>Pre-plate fees</i></p>						

FLEMING

31

DATE 3/7/03

[Signature]

CS. DAMIANO-REPT:CS

CS. SHIP

CS. REP:CS

MAR 10 2003

ALL CLAIMS MUST BE MADE IMMEDIATELY UPON RECEIPT OF GOODS. PAY FROM THIS INVOICE. STATEMENT ON REQUEST. *Thank You!*

TOTAL QTY HIS PAGE	31	* KD INJ 8 PC CHICKEN TEMP	<input checked="" type="checkbox"/> RECEIVED BY BUYER'S AUTHORIZED REPRESENTATIVE - PLEASE SIGN LEGIBLY	PAY THIS AMOUNT →	TOTAL 965.14
TOTAL QTY HIS INVOICE	31	* KD INJ TRP SALAD TEMP			
		* KD DARKMEAT BIRD FRZN TEMP			

ORIGINAL