

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

PROOF OF CLAIM



s138142

Scheduled Claim Ref # 2-F2-25768
YOUR CLAIM IS SCHEDULED AS

\$3 364 81 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.

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

0354429441063

WILLIAMS CARRIER TRANSICOLD
DEPT L-303
COLUMBUS, OH 43260
*Attn Credit Dept
2849 Moreland Avenue SE
Atlanta, GA 30315*

Creditor Telephone Number (700) *241-4302 ext 209*

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

58-2088298

511490

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 *3-6-03 3-21-03 3-24-03 4-4-03* **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *4493.10* (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

THIS SPACE FOR COURT
USE ONLY
FILED

AUG 18 2003

BMC

Fleming Companies Claim



04922

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).

Heather Speegle Credit Manager

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

W.W. Williams

STATEMENT
PAGE 1

RETURN THIS PORTION WITH YOUR CHECK
INDICATE WHICH INVOICES YOU ARE PAYING
PAGE 1

M
A
I
L
T
O

FLEMING COMPANIES, INC
PO BOX 207
MASSILLON, OH 44648-0207

CUSTOMER #
511490
STATEMENT DATE
04/21/03

CUSTOMER #
511490
STATEMENT DATE
04/21/03

PLEASE REMIT PAYMENTS TO
WILLIAMS CARRIER TRANSICOLD
DEPT L- 303
COLUMBUS, OH 43260-9303

INV DT	TYPE	INVOICE#	P.O #/CHECK	AMOUNT	BAL DUE	INVOICE	BAL DUE
03/06/03	PT	3411758-00	11424	661 21	661 21	3411758	661 21
03/07/03	MC	3411758-90		69 93-	69 93-	3411758	69 93-
				3411779-00			
03/20/03	MC	3411781-00		200 00-	200 00-	3411781	200 00-
03/21/03	PT	3411914-00	11451	519 99	519 99	3411914	519 99
03/24/03	PT	3411817-00	11424	430 95	430 95	3411817	430 95
03/24/03	PT	3411869-00	11451	2683 80	2683 80	3411869	2683 80
04/04/03	PT	3412022-00	11468	467 08	467 08	3412022	467 08
				TOTAL BALANCE DUE	4493 10		4493 10
CURRENT	01 TO 30 DAYS	31 TO 60 DAYS	OVER 60 DAYS				
4101 82	391 28	0 00	0 00				

AGING FIGURES ARE BASED ON INVOICE DUE DATE

TYPE SR=SERVICE SA=SALES PT=PARTS CM=CR MEMO DB=DR MEMO
UC=UNAPPLIED CASH SC=SVC CHRГ CK=CHECK MC=MISC CREDIT

IF YOU HAVE QUESTIONS REGARDING THE STATEMENT PLEASE
CALL HEATHER SEXTON-SPEEGLE @ 1-800-241-4302 X-209

FAX 404-361-3770