

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

PROOF OF CLAIM



611531

Bar Date Ref # 2-NVM-77375

In re
FLEMING COMPANIES, INC. ET AL.,

Case Number
03-10945 (MFW)

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

Retail Planning Services
1241 N Old Mill Dr
Deltona FL 32725

0354653611531

- 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 (407) **812-8205**

CREDITOR TAX ID #
76-0725830

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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)
COMMISSION
 - 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 **4-11-03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ _____ (unsecured)	\$ _____ (secured)	\$ 133.66 (unsecured priority)	\$ 133.66 (total)
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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
FILED

AUG 19 2003

BMC

Fleming Companies Claim



05251

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)

David Adams

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Insolvent 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

A/P BILLING RECORD - SENT 4-11-03

VENDOR NAME	VENDOR #	INVOICE #	CREDIT #	INVOICE \$	CREDIT \$	STORE NAME	INV #	STORE #	BILL AMOUNT	TAX
MIAMI DIVISION #162										
				\$ -	\$				\$ -	\$
MIAMI EXPORT DIV #199										
Hubert		536396		\$ 121.29		Foster s Food Fair	1210	199-70987	\$ 132.12	
Hubert		522845		\$ 2,422.99		Starfish Market St Thomas USVI	1202	199 95958	\$ 2,600.90	
Hubert		500951		\$ 622.95		Kirk Spmt, Grand Cayman	1204	199 92650	\$ 690.46	
Hubert (store previously billed)		523923B2		\$ 37.62		Gablewoods St Lucia	1200	199 73462	\$	
Hubert (store previously billed)		520321B2		\$ 169.67		Graceway, Turks & Caicos	1095	199 74292	\$	
Hubert		547371		\$ 434.23		Gourmet Gallery St Thomas	1221	199 96644	\$ 504.47	
Pack o Mach Corp		593717		\$ 69.58		Graceway, Turks & Caicos	1223	199 74292	\$ 117.45	
				\$ 3,878.33	\$				\$ 4,045.40	\$ -
GENEVA DIVISION #012										
				\$ -	\$				\$	\$
Total of Three (3) Divisions				\$ 3,878.33	\$				\$ 4,045.40	\$
Submit 80% of Commission To Retail Planning Services, LLC 1241 N Old Mill Drive Deftona, FL 32725 386-789-2212										

~~Cost~~ 4,045.40 SELL
 - 3,878.33 COST
 GRP. 8167.07 x