


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		PROOF OF CLAIM
Name of Debtor <u>FLEMING COMPANIES et al</u>		Case Number <u>03-10945 (MFW)</u>
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 (The person or other entity to whom the debtor owes money or property) <u>BEST ACCESS SYSTEMS</u>		<input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent <u>6161 E 75th ST INDIANAPOLIS, IN 46250</u>		
Telephone number <u>317 806-3376</u>		
Account or other number by which creditor identifies debtor <u>FLECOY, RUC010</u>		THIS SPACE IS FOR COURT USE ONLY
1 Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2 Date debt was incurred <u>3/4/03 - 3/20/03</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>229.35</u>		
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> 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 <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other: _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/04 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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY FILED AUG 22 2003 BMC Fleming Companies Claim  06103
Date <u>5/13/03</u>	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) <u>JOHN VAN NUNES Credit Analyst</u>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to these general rules

— DEFINITIONS —

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2 Date Debt Incurred

Fill in the date when the debt first was owed by the debtor.

3 Court Judgments

If you have a court judgment for this debt, state the date the court entered the judgment.

4 Total Amount of Claim at Time Case Filed

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5 Secured Claim

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above)

6 Unsecured Priority Claim

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7 Credits

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.



Best Access Systems
Dept CH 14210
Palatine, IL 60055-4210

Page 1
04/30/03
Q1

FLEMING COMPANY OF CAROLINA
NC DIVISION/EXPENSE
P O BOX 268938
OKLAHOMA CITY, OK 73126-8938

RANDY BOX
CREDIT DEPARTMENT
(317) 806-3353
Fax: (317) 806-3530

Statement

Account # FLE004

Date	Invoice	Balance	Current	31 - 60 Days	61 - 90 Days	Over 90
03/12/03	227563	-136 32		-136 32		
03/10/03	239533	158 50		158 50		
	TOTALS	22 18	00	22 18	00	00

Please review your statement and call me with any questions Please remit to the Chicago address above
As a reminder our terms are Net 30 days Thank You for your business ''



Tel (770) 491-3101 Fax (770) 491-7445

Specializing in Mechanical & Electronic Access Control Systems

Charlotte Office Tel (704) 598-6626 Fax (704) 596-7130
 Birmingham Office Tel (205) 663-1950 Fax (205) 663-1986
 Florida Office Tel (407) 339-3500 Fax (407) 339-5663
 Alabama State Lic # 416

REMIT TO
 Best Access Systems
 Dept CH 14210
 Palatine, IL 60055-4210

OUR ORDER NO 556895	PAGE NO 1	ACCT NO FLE004	TAKEN BY KG3/NC	DATE ENTERED 11/21/02	INVOICE NO GA-227563	INVOICE DATE 11/21/02
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SOLD TO	FLEMING COMPANY OF CAROLINA		SHIP TO	FLEMING COMPANY OF CAROLINA	
	P O BOX 565 WARSAW, NC 28398 ATTN			WAREHOUSE B HIGHWAY 17, SOUTH WARSAW, NC 28398 ATTN RANDY NORWOOD	
ULTIMATE USER			SALESMAN Q1	P O # 168-W2744	
ORDERED BY RANDY NORWOOD			PHONE 910/293-7821	REQ # MK FOR	

HOW TO SHIP UPS/FOB	SHIP DATE 11/25/02	TIME	TERMS NET 30 1 1/2% PER MONTH CHARGED ON PAST DUE ACCOUNTS PLEASE PAY ON THIS INVOICE NO OTHER STATEMENT WILL BE SENT
MISC	WAIB	PIN SIZE	FEDERAL ID NUMBER 35 - 1842918
THIS ORDER HAS BEEN ENTERED ACCORDING TO BEST ACCESS SYSTEMS TERMS			

IT#	SOURCE	B O	SHIP	QTY ORD	UNIT	CATALOG #	FINISH	DESCRIPTION	KEYING	PRICE	AMOUNT
1	STK	0	2	2		*62K7AB4C-STK-626	CYLINDR LO LESS CORE			64 00	128 00

RECEIVED _____ DATE _____

BY _____

CLAIMS FOR SHORTAGE MUST BE MADE WITHIN 10 DAYS AFTER RECEIPT OF GOODS MERCHANDISE MUST NOT BE RETURNED WITHOUT A RETURN GOODS AUTHORIZATION (RGA) NUMBER

IMPORTANT In certain instances your facility hardware and its application must comply with Life Safety Building Codes and Disability Access laws. It is the purchasers responsibility to verify compliance with the appropriate authorities. If we receive an order we will assume this has been done. THESE COMMODITIES TECHNOLOGY OR SOFTWARE MAY BE EXPORTED FROM THE UNITED STATES ONLY IN ACCORDANCE WITH THE EXPORT ADMINISTRATION REGULATIONS. DIVERSION CONTRARY TO U.S. LAW PROHIBITED.

SUB TOTAL		128 00
%TAX		8 32
SHIPPING AND HANDLING CHARGES		00
TOTAL \$		136 32

* ITEMS MARKED WITH AN ASTERISK ARE SHIPPED FROM THE NATIONAL OPERATIONS CENTER ORIGINAL INVOICE



Tel (770) 491-3101 Fax (770) 491-7445

Specializing in Mechanical & Electronic Access Control Systems

Charlotte Office Tel (704) 598-6626 Fax (704) 596-7130
 Birmingham Office Tel (205) 663-1950 Fax (205) 663-1986
 Florida Office Tel (407) 339-3500 Fax (407) 339-5663
 Alabama State Lic # 416

REMIT TO
 Best Access Systems
 Dept CH 14210
 Palatine, IL 60055-4210

OUR ORDER NO 570716	PAGE NO 1	ACCT NO FLE004	TAKEN BY KG3/NC	DATE ENTERED 03/07/03	INVOICE NO GA-239533	INVOICE DATE 03/10/03
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SOLD TO	FLEMING COMPANY OF CAROLINA NC DIVISION/EXPENSE P O BOX 268938 OKLAHOMA CITY, OK 73126-8938 ATTN		SHIP TO	FLEMING COMPANY OF CAROLINA HIGHWAY 17, SOUTH WARSAW, NC 28398 ATTN JAMES PATE	
	ULTIMATE USER	SALESMAN Q1		P O #	168-W2775
ORDERED BY JAMES PATE	PHONE 910/293-7821		REQ #	MK FOR	

HOW TO SHIP FED EX-D	SHIP DATE 03/11/03	TIME	TERMS NET 30	1½% PER MONTH CHARGED ON PAST DUE ACCOUNTS PLEASE PAY ON THIS INVOICE NO OTHER STATEMENT WILL BE SENT	
MISC	WAIB	PIN SIZE	FEDERAL ID NUMBER 35 - 1842918	THIS ORDER HAS BEEN ENTERED ACCORDING TO BEST ACCESS SYSTEMS TERMS	

IT#	SOURCE	B O	SHIP	QTY	ORD	UNIT	CATALOG #	FINISH	DESCRIPTION	KEYING	PRICE	AMOUNT
1	STK	0	6	6			1A1J1-KS473-KS800	BEST KEY	KEYED		2 11	12 66
							A49					
2	STK	0	2	2			62K7AB4C-STK-626	BEST CYLIN	LESS CORE		64 00	128 00

RECEIVED BY	DATE	SUB TOTAL	140 66
CLAIMS FOR SHORTAGE MUST BE MADE WITHIN 10 DAYS AFTER RECEIPT OF GOODS MERCHANDISE MUST NOT BE RETURNED WITHOUT A RETURN GOODS AUTHORIZATION (RGA) NUMBER		%TAX	9 85
IMPORTANT In certain instances your facility hardware and its application must comply with Life Safety Building Codes and Disability Access laws It is the purchasers responsibility to verify compliance with the appropriate authorities If we receive an order we will assume this has been done THESE COMMODITIES TECHNOLOGY OR SOFTWARE MAY BE EXPORTED FROM THE UNITED STATES ONLY IN ACCORDANCE WITH THE EXPORT ADMINISTRATION REGULATIONS DIVERSION CONTRARY TO U.S. LAW PROHIBITED		SHIPPING AND HANDLING CHARGES	7 99
		TOTAL \$	158 50
		* ITEMS MARKED WITH AN ASTERISK ARE SHIPPED FROM THE NATIONAL OPERATION'S CENTER ORIGINAL INVOICE	



Best Access Systems
Dept CH 14210
Palatine, IL 60055-4210

Page 1
04/30/03
H1

FLEMING COMPANIES, INC
2600 MCCREE
GARLAND, TX 75041

PAM TAYLOR
CREDIT DEPARTMENT
(317) 806-3363
Fax: (317) 806-3530

Statement

Account # FLE010

Date	Invoice	Balance	Current	31 - 60 Days	61 - 90 Days	Over 90
03/04/03	441131	36 21		36 21		
03/20/03	443197	170 96		170 96		
	TOTALS	207 17	00	207 17	00	00

Please review your statement and call me with any questions Please remit to the Chicago address above
As a reminder our terms are Net 30 days Thank You for your business !!



(281) 517-3355
 Fax (281) 894-7374

Specializing in Mechanical & Electronic Access Control Systems

Remit To Best Access Systems
 Dept CH 14210
 Palatine, IL 60055-4210

OUR ORDER NO 560318	PAGE NO 1	ACCT NO FLE010	TAKEN BY SV /	DATE ENTERED 03/04/03	INVOICE NO WH-441131	INVOICE DATE 03/04/03
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SOLD TO	FLEMING COMPANIES, INC		SHIP TO	FLEMING COMPANIES, INC	
	2600 MCCREE GARLAND, TX ATTN	75041		PICK UP ATTN CHARLEY WARNER	

ULTIMATE USER	SALESMAN H1	P O # 4409
ORDERED BY CHARLEY	PHONE 972/840-4401	REQ # MK FOR

HOW TO SHIP PICK UP	SHIP DATE 03/04/03	TERMS NET 30 1%% PER MONTH CHARGED ON PAST DUE ACCOUNTS PLEASE PAY ON THIS INVOICE NO OTHER STATEMENT WILL BE SENT						
MISC	WAIB	PIN SIZE	NO OF CARTONS	WEIGHT	CHARGES	PKD BY	SHIP BY	DATE SHIPPED

IT#	SOURCE	B O	SHIP	QTY ORD	UNIT	CATALOG #	FINISH	DESCRIPTION	KEYING	PRICE	AMOUNT
1	STK	0	1	1		1E74-C127-RP3-626	MORTIS CYL	KEYED		33 45	33 45
2	STK	0	1	1		1C6L2-626	CORE	KEYED		00	00
3	STK	0	1	1		1A1L1-KS208-KS800	0	KEYED		00	00
						5-3					

RECEIVED _____ DATE _____
 BY _____

CLAIMS FOR SHORTAGE MUST BE MADE WITHIN 10 DAYS AFTER RECEIPT OF GOODS MERCHANDISE MUST NOT BE RETURNED WITHOUT A RETURN GOODS AUTHORIZATION (RGA) NUMBER

IMPORTANT In certain instances your facility hardware and its application must comply with Life Safety Building Codes and Disability Access laws. It is the purchasers responsibility to verify compliance with the appropriate authorities. If we receive an order we will assume this has been done. THESE COMMODITIES TECHNOLOGY OR SOFTWARE MAY BE EXPORTED FROM THE UNITED STATES ONLY IN ACCORDANCE WITH THE EXPORT ADMINISTRATION REGULATIONS DIVERSION CONTRARY TO U S LAW PROHIBITED

SUB TOTAL	33 45
%TAX	2 76
SHIPPING AND HANDLING CHARGES	00
TOTAL \$	36 21

* ITEMS MARKED WITH AN ASTERISK ARE SHIPPED FROM THE NATIONAL OPERATIONS CENTER ORIGINAL INVOICE



(281) 517-3355
 Fax (281) 894-7374

Specializing in Mechanical & Electronic Access Control Systems

Remit To Best Access Systems
 Dept CH 14210
 Palatine, IL 60055-4210

OUR ORDER NO 562750	PAGE NO 1	ACCT NO FLE010	TAKEN BY HL /HL	DATE ENTERED 03/19/03	INVOICE NO WH-443197	INVOICE DATE 03/20/03
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SOLD TO	FLEMING COMPANIES, INC		SHIP TO	FLEMING COMPANIES, INC	
	2600 MCCREE GARLAND, TX ATTN	75041		2600 MCCREE GARLAND, TX ATTN CHARLIE	75041

ULTIMATE USER	SALESMAN H1	PO # 4409
ORDERED BY CHARLIE	PHONE 972/840-4401	REQ # MK FOR

HOW TO SHIP FED X	SHIP DATE 03/20/03	TERMS NET 30 1½% PER MONTH CHARGED ON PAST DUE ACCOUNTS PLEASE PAY ON THIS INVOICE NO OTHER STATEMENT WILL BE SENT
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MISC	WAIB	PIN SIZE	NO OF CARTONS	WEIGHT	CHARGES	PKD BY	SHIP BY	DATE SHIPPED
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IT#	SOURCE	BO	SHIP	QTY ORD	UNIT	CATALOG #	FINISH	DESCRIPTION	KEYING	PRICE	AMOUNT
1	STK	0	1	1		63K7AB4C-S3-626	0	KEYED		79 25	79 25
2	STK	0	1	1		1C6L2-626	CORE	KEYED		00	00
3	ST	0	1	1		1A1L1-KS208-KS800	0	KEYED		00	00
						7-1 W/1 KEY					
4	STK	0	1	1		83T7K-STK-626	TUB D'BOLT	KEYED		71 06	71 06
5	STK	0	1	1		1C6L2-626	CORE	KEYED		00	00
6	ST	0	1	1		1A1L1-KS208-KS800	0	KEYED		00	00
						7-1 W/1 KEY					

RECEIVED	DATE	SUB TOTAL	150 31
BY		%TAX	13 03
CLAIMS FOR SHORTAGE MUST BE MADE WITHIN 10 DAYS AFTER RECEIPT OF GOODS MERCHANDISE MUST NOT BE RETURNED WITHOUT A RETURN GOODS AUTHORIZATION (RGA) NUMBER		SHIPPING AND HANDLING CHARGES	7 62

IMPORTANT In certain instances your facility hardware and its application must comply with Life Safety Building Codes and Disability Access laws. It is the purchasers responsibility to verify compliance with the appropriate authorities. If we receive an order we will assume this has been done. THESE COMMODITIES TECHNOLOGY OR SOFTWARE MAY BE EXPORTED FROM THE UNITED STATES ONLY IN ACCORDANCE WITH THE EXPORT ADMINISTRATION REGULATIONS DIVERSION CONTRARY TO U.S. LAW PROHIBITED.	* ITEMS MARKED WITH AN ASTERISK ARE SHIPPED FROM THE NATIONAL OPERATIONS CENTER ORIGINAL INVOICE	TOTAL \$	170 96
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