

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		<b>PROOF OF CLAIM</b>
Name of Debtor <u>Fleming Companies, Inc., et al</u>		Case Number <u>03-10945</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>Bel/Kaukauna U S A</u>	<input type="checkbox"/> Checkbox 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 checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and addresses where notices should be sent <u>Bel/Kaukauna U S A</u> <u>c/o Godfrey &amp; Kahn, S C</u> <u>Attn Marie L Nienhuis</u> <u>780 N Water St, Milwaukee, WI 53202</u> Telephone number <u>(414) 273-3500</u>	THIS SPACE IS FOR COURT USE ONLY	
Account or other number by which creditor identifies debtor	Check here <input type="checkbox"/> replaces a previously filed claim dated _____ if this claim <input type="checkbox"/> amends _____	
<b>1 Basis for Claim</b> <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 _____ (date) to _____ (date)
<b>2 Date debt was incurred</b>	<b>3 If court judgment, date obtained</b>	
<b>4 Total Amount of Claim at Time Case Filed</b> <u>\$ 155,268.96 (See attached)</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.		
<b>5 Secured Claim</b> <input type="checkbox"/> Check this box if our 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 the time case filed included in secured claim if any \$ _____		<b>6 Unsecured Priority Claim</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ <u>44,196.38</u> Specify the priority of the claim <u>Reclamation Claim</u> <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)(_____)
<b>7 Credit</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>8 Support Documents</b> 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. <b>9 Date-Stamped Copy</b> To receive an acknowledgment of the filing of your claim, enclose a stamp, self-addressed envelope, and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY  <div style="font-size: 2em; font-weight: bold; text-align: center;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">AUG 25 2003</div> <div style="font-size: 2em; font-weight: bold; text-align: center;">BMC</div>
Date <u>8/22/03</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). By <u>Marie L Nienhuis</u> <u>Attorney for Bel/Kaukauna U.S.A.</u>	
Penalty for presenting fraudulent claim: Fine of up to \$200,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.		



Calculation of Claim

1	Invoices due as of Filing of Bankruptcy	\$ 64 789 61
2	Deductions	\$ 46,282 97
3	Reclamation Claim	\$ <u>44,196 38</u>
	TOTAL	\$ <u>155,268 96</u>

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MADISON

August 22, 2003

**VIA FEDERAL EXPRESS**

Bankruptcy Management Committee  
1330 East Franklin Avenue  
El Segreando, CA 90245

RE In re Fleming Companies, Inc  
Case No 03-10945

United States District Court  
for the District of Delaware

Dear Sir or Madam

Please find enclosed an original plus three (3) copies of the Proof of Claim filed by Bel/Kaukauna U S A in the referenced action. Kindly file the same and return file stamped copies to us in the self-addressed, stamped envelope enclosed.

Thank you for your assistance in this matter

Very truly yours,

GODFREY & KAHN, S C

A handwritten signature in cursive script that reads "Marie L. Nienhuis".

Marie L. Nienhuis

MLN pkh

Enc

cc Mr Al Patz (w/enc)