

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

PROOF OF CLAIM



s133324

In re
Fleming Companies, Inc

Case Number
03-10945

Scheduled Claim Ref # 2-F2 20950
YOUR CLAIM IS SCHEDULED AS

\$4 603 26 UNSECURED

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

Name of Creditor and Address

0354429395187

FLEET CO INC <C B
PO BOX 79119
BALTIMORE MD 21279

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

Creditor Telephone Number (434) 525-4000

CREDITOR TAX I D #
54-02-12-370

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
700050

Check here replaces if this claim or a previously filed claim dated _____ amends

1 BASIS FOR CLAIM
 Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U S C § 1114(a)
 Services performed Taxes Wages salaries and compensation (Fill out below)
 Money loaned Other (describe briefly)
 Your social security number _____
 Unpaid compensation for services performed from _____ to _____
 (date) (date)

2 DATE DEBT WAS INCURRED 2/13/03 2/20/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 2,053.82 (unsecured) \$ (secured) \$ (unsecured priority) \$ 6,053.82 (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
FILED
AUG 21 2003
BMC
 Fleming Companies Claim
 07305

DATE SIGNED
8/19/03

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)
 BOB VENCUS
 BOB VENCUS - CREDIT MGR

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



INVOICE

C B FLEET COMPANY, INC

PO BOX 11349, 4615 MURRAY PLACE, LYNCHBURG, VA 24506-1349

(434) 528-4000 (800) 999-9711 FAX (434) 847-4219

e-mail Acct_Recv@CBFLEET.COM

SHIPPED
TO

FLEMING GMD SACRAMENTO
2501 FRUITRIDGE RD
SACRAMENTO, CA - 958264206

BILL OF LADING NUMBER

000000000166269

YOUR PURCHASE ORDER NUMBER

320649-69

YOUR DEBIT MEMO NUMBER

MAIL/SOLD
TO

FLEMING/GMD WEST SACRAMENTO
P O BOX 268964
OKLAHOMA CITY, OK - 731263364

MAIL PAYMENTS TO

C B FLEET COMPANY INC
PO BOX 79119
BALTIMORE MD 21279 0119

ALL CORRESPONDENCE AND INQUIRIES
SHOULD BE DIRECTED TO LYNCHBURG VA

DATE	CUSTOMER NO.	SLSM NO.	INVOICE NO.	SHIP VIA	TERMS		
2/13/03	285201	1	2507	VIKING FREIGHT	FREIGHT PREPAID ABOVE MINIMUM QUANTITY 2% 30/N 31		
CATALOG NUMBER	DESCRIPTION			DISCOUNTS	CASES	NET PRICE PER CASE	EXTENDED AMOUNT

3740	SUM EVE FRSH SCENT TWIN 22909				12	13.3200	157.84
8741	SUM EVE TCH SPRING TWNF 22311				11	13.3200	146.52
9742	SUM EVE VINEGR/WTR TWIN 22917				19	13.3200	253.08
3746	SUM EVE ULTRA TWINP 20546				2	13.3200	26.64
9754	SUM EVE ISLND SFLSH TWN 14919				21	13.3200	279.72
3700	SUMMERS EVE BODY LOTION 14724				12	10.3400	124.08
21	FLEETS GLYC SUFF CHILD 14530				3	10.7000	32.10
201	FLEET READY TO USE ENFM 17520				2	58.4000	116.80
Sub Total:							1,333.00
INVOICE							1,333.00

DELIVERY REQUESTED ON THIS DATE: 2/13/2003

DUNS
00 11 9054

INVOICE

SELLER'S FEIN
54 0212370



C.B. FLEET COMPANY, INC
PO BOX 11349, 4615 MURRAY PLACE, LYNCHBURG, VA 24506-1349
(434) 528-4000 (800) 999-9711 FAX (434) 847-4219
e-mail Acct_Recv@CBFLEET.COM

SHIPPED
TO

FLEMING ANNEX 4/GATEWAY
 122 CAUSEWAY BLVD
 LACROSSE, WI - 546010000

BILL OF
LADING
NUMBER

00000000122920

YOUR
PURCHASE ORDER
NUMBER

700151

YOUR
DEBIT MEMO
NUMBER

MAIL/SOLD
TO

FLEMING /LACROSSE-CTF
 F O BOX 22220
 OF LAHOMA CITY, OK - 731220000

MAIL PAYMENTS TO
 C B FLEET COMPANY INC
 PO BOX 79119
 BALTIMORE MD 21279 0119

ALL CORRESPONDENCE AND INQUIRIES
 SHOULD BE DIRECTED TO LYNCHBURG VA

DATE	CUSTOMER NO.	SLSM NO.	INVOICE NO.	SHIP VIA	TERMS		
2/12/01	91771	1	2208	310154	AMERICAN FREIGHT		
					FREIGHT PREPAID ABOVE MINIMUM QUANTITY 2% JOHN-1		
CATALOG NUMBER	DESCRIPTION			DISCOUNTS	CASES	NET PRICE PER CASE	EXTENDED AMOUNT

37	GLYCERIN SUPPOSIT ADULT				20	15.0000	300.00
21	GLYCERIN SUPPOSIT CHILD				2	10.7000	21.40
3722	SUMMERS EVE VIN & WATER				5	7.2000	36.00
203	FLEET ADULT ENEMA				12	35.4000	424.80
2014	FLEET ADULT ENEMA TWIN P				25	16.0000	400.00
3742	SUMMERS EVE-VIN & WATER				5	10.3200	51.60
3744	SUMMERS EVE-WHITE FLOWER				4	13.5200	54.08
3745	SUMMERS EVE ULTRA DOUCHE				4	13.5200	54.08
				Sub Total			1,522.56
				INVOICE	21		1,522.56

DELIVERY REQUESTED ON THIS DATE: 2/10/01

DUNS
00 3 1 9054

SELLER'S FEIN
54 0212370



INVOICE

C B FLEET COMPANY, INC

PO BOX 11349, 4615 MURRAY PLACE, LYNCHBURG, VA 24506-1349

(434) 528-4000 (800) 999-9711 FAX (434) 847-4219

e-mail Acct_Recv@CBFLEET.COM

SHIPPED
TO

FLEMING GMD
4623 HUNGERFORD ST
MEMPHIS, TN - 381130000

BILL OF
LADING
NUMBER

00000000167175

YOUR
PURCHASE ORDER
NUMBER

477977-MG

YOUR
DEBIT MEMO
NUMBER

MAIL/SOLD
TO

FLEMING/MEMPHIS GMD-CTF
P O BOX 263805
OKLAHOMA CITY, OK - 731262805

MAIL PAYMENTS TO

C B FLEET COMPANY INC
PO BOX 79119
BALTIMORE MD 21279 0119

ALL CORRESPONDENCE AND INQUIRIES
SHOULD BE DIRECTED TO LYNCHBURG VA

DATE	CUSTOMER NO.	SLSM NO.	INVOICE NO.	SHIP VIA	TERMS		
2/20/05	163975	1	2411	510561c	AMERICAN FREIGHT		
					FREIGHT PREPAID ABOVE MINIMUM QUANTITY		
					2 % 30/N 31		
CATALOG NUMBER	DESCRIPTION			DISCOUNTS	CASES	NET PRICE PER CASE	EXTENDED AMOUNT

201	FLEET READY TO USE ENEM 17520				9	35.4000	345.20	
2014	FLEET ENEMA TWIN PK 9OZ 21353				2	16.2000	124.40	
532	NORFORMS FRESH FLOWERS 22705				1	65.7000	65.70	
3740	SUM EVE FRSH SCENT TWIN 22307				27	13.3200	359.64	
3741	SUM EVE TCH SPRING TWNP 22311				24	13.3200	319.68	
3742	SUM EVE VINEGR/WTR TWIN 22317				69	13.3200	918.72	
3747	SUM EVE VIN/WTR X-CLN T 22340				30	13.3200	399.60	
3743	SUM EVE ULTPA TWINPK 2054c				10	13.3200	133.20	
3754	SUM EVE ISLND SFLSH TWN 14919				6	13.3200	79.92	
53	FLEETS GLYC SUPP ADULT 17727				22	18.0000	396.00	
Sub Total								3,152.36
INVOICE							20%	3,152.36

DELIVERY REQUESTED ON THIS DATE: 2/24/2005