

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

PROOF OF CLAIM



582635

Bar Date Ref # 2-NVM-43712

In re
Fleming Companies, Inc.

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.

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.

Name of Creditor and Address

0354653582635

S Martinelli & CO
P.O. Box 1868
Watsonville, CA 95077

Creditor Telephone Number (831) 724-1126

CREDITOR TAX ID #

77-0133871

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Group 16

Check here if this claim

replaces or amends

a previously filed claim dated _____

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)

Unauthorized Deductions _____

2 DATE DEBT WAS INCURRED Various - 2002/2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 48,600.81

(unsecured)

\$ -0-

(secured)

\$ -0-

(unsecured priority)

\$ 48,600.81

(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.

THIS SPACE FOR COURT USE ONLY

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

FILED
SEP 02 2003

BMC

Fleming Companies Claim



07625

DATE SIGNED

August 29, 2003

SIGN and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)

Julie Lambert

Accounting 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

S. MARTINELLI COMPANY

FLEMING COMPANIES UNAUTHORIZED DEDUCTIONS

Deduction Date	Division	Deduction Invoice #	Deduction Amount	Check Remit #	Check Date	Deduction Description
01/29/02	Sacramento	486734GS				
07/04/02	No Ca	NCP766107	188 00	23419132	12/14/01	
09/03/02	No Ca	NCU949062	1,001 22	23489271	07/29/02	Non repay of frt Shortage/letter sent 1/29/02
09/18/02	Lafayette	LFC210944	864 00	23501969	09/10/02	No backup for this deduction
09/19/02	Fresno	FSF392195	161 11	23505647	09/23/02	No backup for this deduction
09/19/02	Fresno	FSF392196	631 62	23506380	09/25/02	Unauthorized audit deduction for early payment
09/20/02	Fresno	FSF392327	534 60	23506380	09/25/02	Floor stock protection
09/23/02	Phoenix	PXU900968	125 49	23506380	09/25/02	Floor stock protection
09/27/02	No Ca	NCF791191	471 36	23505647	09/23/02	Floor stock protection
10/03/02	Salt Lake	SLF773420	526 18	23509189	10/04/02	No backup for this deduction
10/04/02	Phoenix	PXX808430	185 87	23511024	10/08/02	Floor stock protection
10/08/02	Sacramento	NCB000142	384 95	23511024	10/08/02	Floor stock protection
10/08/02	Sacramento	NCB000140	715 68	23512651	10/14/02	87% Fill Rate for PO#477773
10/08/02	Sacramento	NCB000141	409 20	23512651	10/14/02	Late deal protection audit
10/17/02	Goodlettsville	NAU956469	86 28	23512651	10/14/02	Late deal protection audit
10/18/02	GMD West	SGT406510	261 10	23517096	10/14/02	Late deal protection audit
10/21/02	Lafayette	LFL500713	547 25	23515593	10/28/02	Claiming damaged item on Invoice #171275 Di researchin
10/22/02	Nashville	NAL447534	500 00	23517096	10/22/02	Claiming price reduction invoice #170006
10/23/02	Nashville	NAL447535	500 00	23517096	10/28/02	Failure to follow appointment schedule
10/23/02	Nashville	NAL447536	500 00	23517096	10/28/02	Failure to follow appointment schedule
10/23/02	LaCrosse	LA171623	500 00	23517096	10/28/02	Failure to follow appointment schedule
10/24/02	LaCrosse	LA171622	1,728 35	23517096	10/28/02	Failure to follow appointment schedule
10/24/02	K Mart	MAC211201	1,190 45	23519518	11/04/02	Invoice Surcharge deduction
10/24/02	Salt Lake	SLC210857	450 12	23519518	11/04/02	Invoice Surcharge deduction
10/24/02	K Mart	MAC211008	306 90	23518204	10/30/02	Cust Set rate of 10% intro items Audits
10/24/02	Salt Lake	SLC210710	140 52	23518204	10/30/02	Customer wants same price for FOB and warehouse audit
10/25/02	Salt Lake	SLC210858	112 86	23518204	10/30/02	Cust Set rate of 10% intro items Audits
10/28/02	Phoenix	PXU901962	528 45	23518204	10/30/02	Price reduction audit
10/29/02	Garland, Tx	GAL750295	115 20	23520480	11/06/02	Customer wants same price for FOB and warehouse audit
10/29/02	Arizona	PXL272177	500 00	23519518	11/04/02	Price reduction on item #152/ Invoice #171458-Unauth
10/29/02	Garland, Tx	GAL750316	500 00	23519518	11/04/02	Failure to follow appointment schedule
10/30/02	Lafayette	LFF703412	500 00	23519518	11/04/02	Failure to follow appointment schedule
10/30/02	No Ca	NCP998824	1,803 78	23519518	11/04/02	Failure to follow appointment schedule
			303 12	23519518	11/04/02	Floor stock protection
						Price Reduction 36¢ Sparkling Cider

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Deduction Date	Division	Deduction Invoice #	Deduction Amount	Check Remit #	Check Date	Deduction Description
10/30/02	Fresno	FSC212298				
10/30/02	Sacramento	NCC211858	1,146 00	23519518	11/04/02	Late deal protection audit
10/30/02		CCM57485-NFS	1,104 00	23519518	11/04/02	Late deal protection audit
10/30/02	K Mart	LFC212127	889 20	23519518	11/04/02	No backup for this deduction
10/30/02	Sacramento	NCC211912	792 00	23519518	11/04/02	Late deal protection audit
10/30/02	Miami	MIC211207	752 40	23519518	11/04/02	Late deal protection audit
10/30/02	K Mart	LIC212216	594 00	23519518	11/04/02	Late deal protection audit
10/30/02	Sacramento	NCC212395	438 00	23519518	11/04/02	Late deal protection audit
10/30/02	Sacramento	NCC212648	330 00	23519518	11/04/02	Late deal protection audit
10/30/02	Fresno	FSC212297	292 80	23519518	11/04/02	Shorted product audit \$132 00 is allowed/\$198 repay
10/30/02	Salt Lake	SLC211634	240 68	23519518	11/04/02	Late deal protection audit
10/30/02	Sacramento	NCC211946	192 72	23519518	11/04/02	Late deal protection audit
10/30/02	Sacramento	NCC211488	144 21	23519518	11/04/02	Shorted product audit \$126 72 is allowed/\$66 repay
10/30/02	Fresno	FSC212299	144 14	23519518	11/04/02	Late deal protection audit
10/31/02	Salt Lake	SLU960616	144 00	23519518	11/04/02	Incorrect admin Fee calculation audit?
11/01/02	Miami	MIP999791	988 09	23522952	11/14/02	Late deal protection audit
11/01/02	Phoenix	PXX808586	2,191 86	23520242	11/05/02	Claiming pickup allow /We do not offer
11/06/02	Salt Lake	SLU960767	500 00	23520242	11/05/02	Price reduction for food show sales
11/07/02	No Division listed	GAB000472	184 50	23525577	11/22/02	35% Fill Rates for PO#753841
11/08/02	GMD West	SGL513644	591 36	25744763	11/11/02	Claiming pickup allow #171112/We do not offer
11/10/02	Fresno	FSP997568	250 00	25745326	11/12/02	No backup for this deduction
11/12/02	No Ca	NCU950125	289 44	23522755	11/12/02	No backup for this deduction
11/12/02	Fresno	FSP997668	712 80	23525138	11/13/02	Price reduction \$20 Placements/18 @14 62
11/13/02	K Mart	LFC0211242	144 72	23522952	11/20/02	Shortage on FOB Wtsnv Chargeback not repaid
11/13/02	No Ca	NCC0213215	2,514 27	23524168	11/14/02	Price reduction \$20 Placements/9 @14 62
11/13/02	K Mart	FWC0210218	1,400 00	23524168	11/18/02	Cust Set rate of 10% intro items Audits
11/13/02	K Mart	FWC0210219	1,389 85	23524168	11/18/02	Price disc Audit \$50 00 per Invoice
11/13/02	K Mart	FWC0210217	1,389 85	23524168	11/18/02	Delivered pricing was correct/Cust wanted theirs
11/13/02	K Mart	NJC0210089	1,389 85	23524168	11/18/02	Delivered pricing was correct/Cust wanted theirs
11/13/02	Arizona	PXC0215507	700 00	23524168	11/18/02	Delivered pricing was correct/Cust wanted theirs
11/13/02	Sacramento	NCC213406	550 00	23524168	11/18/02	Price disc Audit \$50 00 per Invoice
11/13/02	Sacramento	NCC213405	500 00	23524168	11/18/02	Price disc Audit \$50 00 per Invoice
11/13/02	Hawaii	HWC210596	500 00	23524168	11/18/02	2001 Audit Unacceptable fill rate
			300 00	23524168	11/18/02	2001 Audit Unacceptable fill rate
						Price disc Audit \$50 00 per Invoice

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Deduction Date	Division	Deduction Invoice #	Deduction Amount	Check Remit #	Check Date	Deduction Description
11/13/02	K Mart	KCC0214171	200 00	23524168	11/18/02	Price disc Audit \$50 00 per Invoice
11/13/02	K Mart	WWC0212247	250 00	23524168	11/18/02	Price disc Audit \$50 00 per Invoice
11/13/02	K Mart	NAC0214396	200 00	23524168	11/18/02	Price disc Audit \$50 00 per Invoice
11/13/02	K Mart	LIC0212669	200 00	23524168	11/18/02	Price disc Audit \$50 00 per Invoice
11/22/02	KMart/NJ	MAF068594	81 50	23524168	11/18/02	Floor stock protection
11/26/02	Miami	NJL000117	1,000 00	23527577	11/27/02	Late truck appointment/PO #403456
11/27/02	Indiana	MIP976932	821 70	23528833	12/02/02	Food Show Sales
11/27/02	Salt Lake	INR203484	50 00	23528833	12/02/02	Quoted show prices do not match
11/29/02	King of Prussia	SLU960998	988 09	23531355	12/11/02	Pick up allowance on Invoice #169590
12/19/02	Fresno	KGL246454	150 00	23529501	12/03/02	Late truck appointment/Customer FOB
12/20/02	No Ca	FSC212999	400 00	23534793	12/23/02	Price disc Audit \$50 00 per Invoice
12/20/02	Salt Lake	NCC2200119	996 72	23535512	12/26/02	No backup for this deduction
12/20/02	Kmart/Indiana	SLC212339	850 00	23535512	12/26/02	Price disc Audit \$50 00 per Invoice
12/20/02	K Mart	INC210672	600 00	23535512	12/26/02	Price disc Audit \$50 00 per Invoice
12/20/02	Garland, Tx	OKC214513	50 00	23535512	12/26/02	Price disc Audit Fee Invoice #162127
12/20/02	No Ca	GAC213360	50 00	23535512	12/26/02	Price disc Audit Fee Invoice #161747
12/30/02	Phoenix	NCC2200233	500 00	23535512	12/26/02	No backup for this deduction
01/14/03	Nashville	PXZ201437	75 00	23541547	01/17/03	No backup for this deduction
		NAX901068	173 40	23541547	01/17/03	No backup for this deduction
Total Unauthorized Fleming Deductions			\$48,600 81			