

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

PROOF OF CLAIM



s138236

Scheduled Claim Ref # 2 F2-25862

YOUR CLAIM IS SCHEDULED AS

\$889 17 UNSECURED

| | |
|--|--------------------------------|
| In re Fleming Companies, Inc | Case Number 03-10945 |
|--|--------------------------------|

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 XEROGRAPHIC SUPPLY OF WI 406 TRAVIS LANE SUITE 48 WAUKESHA WI 53189 | 0354429442470 | <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 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 TAX I D # 39-1390323 | ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR | Check here if this claim <input type="checkbox"/> replaces or <input checked="" type="checkbox"/> amends a previously filed claim dated _____ |
|---|---|---|

1 BASIS FOR CLAIM

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Goods sold | <input type="checkbox"/> Personal injury/wrongful death | <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) |
| <input type="checkbox"/> Services performed | <input type="checkbox"/> Taxes | <input type="checkbox"/> Wages, salaries and compensation (Fill out below) |
| <input type="checkbox"/> Money loaned | <input type="checkbox"/> Other (describe briefly) | Your social security number _____ |
| | | Unpaid compensation for services performed from _____ to _____ (date) (date) |

| | |
|---|---|
| 2 DATE DEBT WAS INCURRED 2003 | 3 IF COURT JUDGMENT, DATE OBTAINED |
|---|---|

| | | | | |
|--|------------------------------|--------------------|-------------------------------|--------------------------|
| 4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE | \$ 139269 (unsecured) | \$ _____ (secured) | \$ _____ (unsecured priority) | \$ 139269 (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

FILED
 THIS OFFICE FOR COURT USE ONLY

SEP 02 2003

BMC
 Fleming Companies Claim
 07661

| | |
|-------------------------------|---|
| DATE SIGNED 8-29-03 | 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) Rose Marie Schrewe |
|-------------------------------|---|

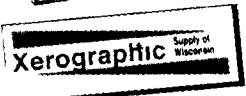
Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/25/2003 | 45817 |

406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700



BILL TO:

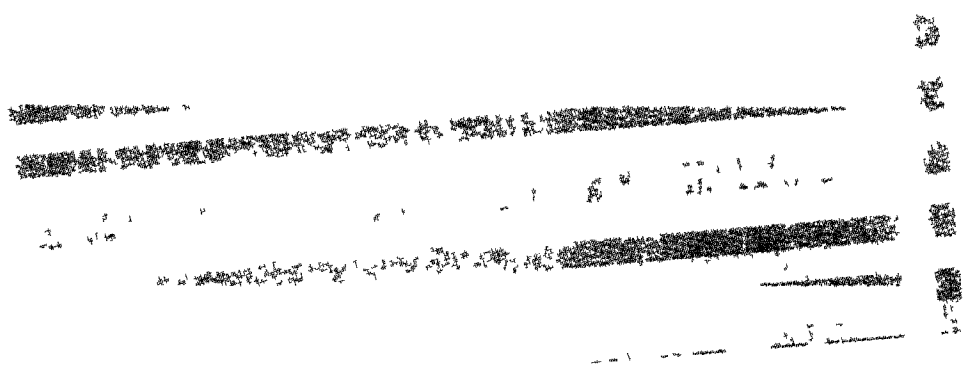
Fleming Co
 Claudia Miller
 Retail Group-IT Dept
 1200 W Sunset Drive
 Waukesha WI 53187

SHIP TO:

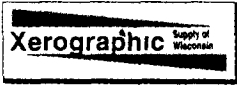
Fleming Co
 Jason 6501
 1200 W Sunset Drive
 Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|--------|-----|-----------|-----|--------|---------|
| JASON6501 | Net 30 | CL | 3/25/2003 | | | |

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|---|----------------|----------------|
| 1 | PUG3309C | PANAFAX UF744/788 TONER - COMP Sales Tax | 89 00 5 10% | 89 00T 4 54 |



TOTAL



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/25/2003 | 45812 |

BILL TO:

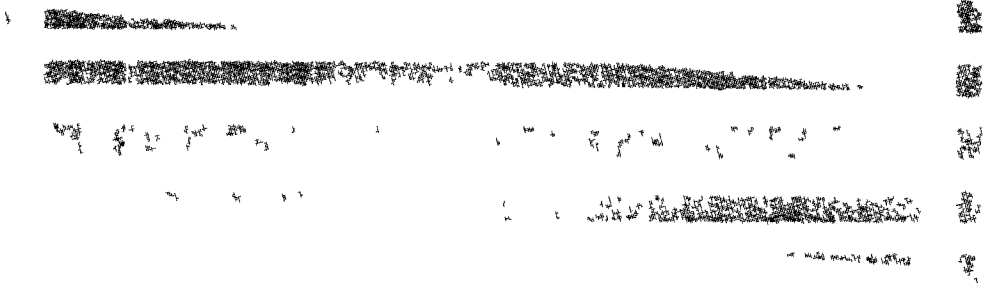
Fleming Co
 Claudia Miller
 Retail Group-IT Dept
 1200 W Sunset Drive
 Waukesha WI 53187

SHIP TO:

Fleming Co
 Don B /6200
 1200 W Sunset Drive
 Waukesha WI 53187

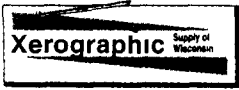
| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|--------|-----|-----------|-----|--------|---------|
| DONB6200 | Net 30 | CL | 3/25/2003 | | | |

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|------------|---------------------------------|------------|--------|
| 1 | REHP92274A | HP LJ 4L/4ML/4P/4MP CTG - REMAN | 66 00 | 66 00T |
| | | Sales Tax | 5 10% | 3 37 |



TOTAL

\$69 37



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/24/2003 | 45797 |

BILL TO:

Fleming Co
 Claudia Miller
 Retail Group IT Dept
 1200 W Sunset Drive
 Waukesha WI 53187

SHIP TO:

Fleming Co
 Judy/6120
 1200 W Sunset Drive
 Waukesha WI 53187

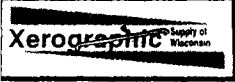
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|-------------|--------|-----|-----------|-----|--------|---------|
| JUDY6120 | Net 30 | CL | 3/24/2003 | | | |

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|------------|---------------------------------|------------|--------|
| 1 | REHPC3903A | HP LJ 5P/5MP/6P/6MP CTG - REMAN | 60 00 | 60 00T |
| | | Sales Tax | 5 10% | 3 06 |

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TOTAL

\$63 06



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/24/2003 | 45791 |

BILL TO:

Fleming Co
 Claudia Miller
 Retail Group-IT Dept
 1200 W Sunset Drive
 Waukesha WI 53187

SHIP TO:

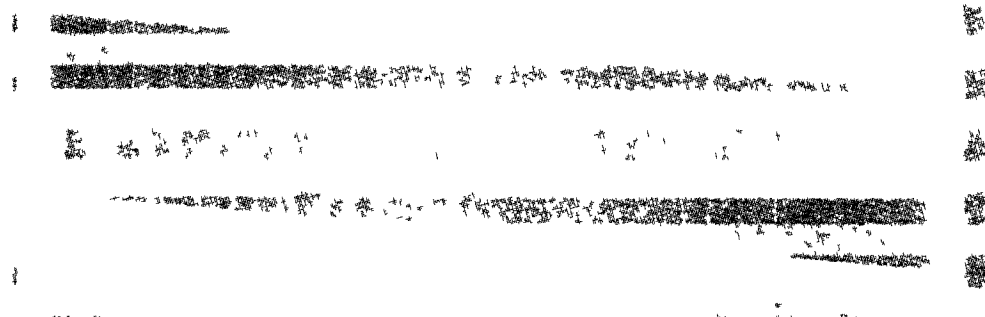
Fleming Co
 Laura McVeigh
 1200 W Sunset Drive
 Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|-------|-----|------|-----|--------|---------|
|-------------|-------|-----|------|-----|--------|---------|

Laura McVeigh Net 30 CL 3/24/2003

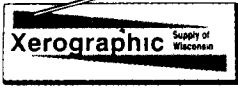
| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|-------------|------------|--------|
|----------|-----------|-------------|------------|--------|

| | | | | |
|---|------------|--|----------------|----------------|
| 1 | REHP92298A | HP LJ 4/4M/5/5M CTG REMAN Sales Tax | 65 00 5 10% | 65 00T 3 32 |
|---|------------|--|----------------|----------------|



TOTAL

568 32



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/24/2003 | 45790 |

BILL TO:

Fleming Co
 Claudia Miller
 Retail Group IT Dept
 1200 W Sunset Drive
 Waukesha, WI 53187

SHIP TO:

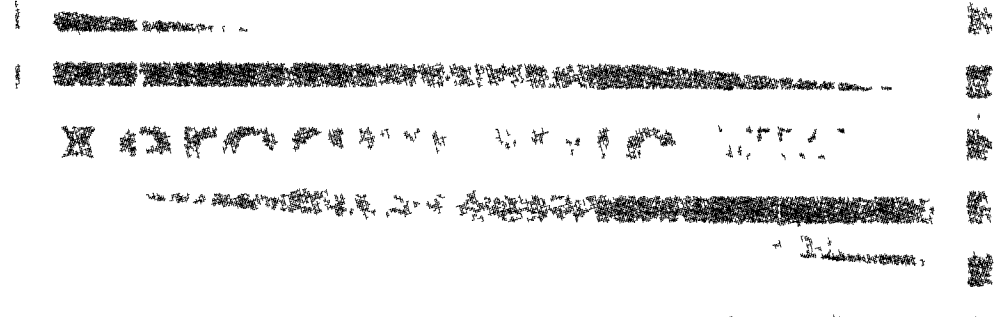
Fleming Co
 Wendy/GM Dept
 1200 W Sunset Drive
 Waukesha, WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|-------|-----|------|-----|--------|---------|
|-------------|-------|-----|------|-----|--------|---------|

WENDY/GM DE Net 30 CL 3/24/2003

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|-------------|------------|--------|
|----------|-----------|-------------|------------|--------|

| | | | | |
|---|------------|--|----------------|----------------|
| 1 | REHPC3903A | HP LJ 5P/5MP/6P/6MP CTG - REMAN Sales Tax | 60 00 5 10% | 60 00T 3 06 |
|---|------------|--|----------------|----------------|



TOTAL

\$63 06



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/24/2003 | 45789 |

BILL TO:

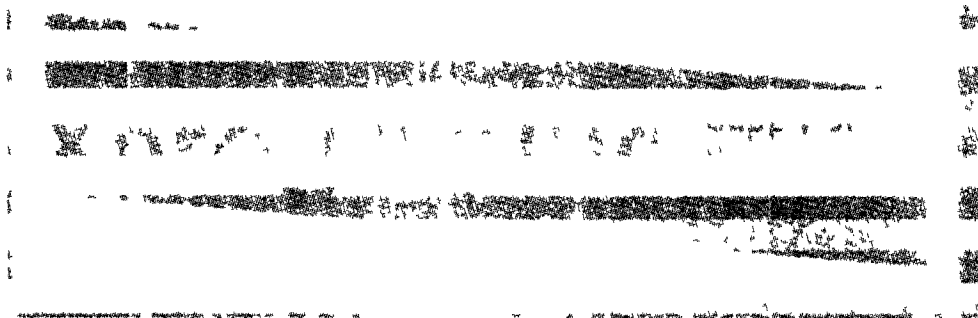
Fleming Co
 Claudia Miller
 Retail Group-IT Dept
 1200 W Sunset Drive
 Waukesha WI 53187

SHIP TO:

Fleming Co
 Judy/6120
 1200 W Sunset Drive
 Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|--------|-----|-----------|-----|--------|---------|
| Judy/6120 | Net 30 | CL | 3/24/2003 | | | |

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|------------|---------------------------------|------------|--------|
| 1 | REHPC3903A | HP LJ 5P/5MP/6P/6MP CTG - REMAN | 60 00 | 60 00 |
| | | Sales Tax | 5 10% | 3 06 |



TOTAL

\$63 06



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

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| DATE | INVOICE # |
|-----------|-----------|
| 3/24/2003 | 45788 |

BILL TO:

Fleming Co
 Claudia Miller
 Retail Group-IT Dept
 1200 W Sunset Drive
 Waukesha WI 53187

SHIP TO:

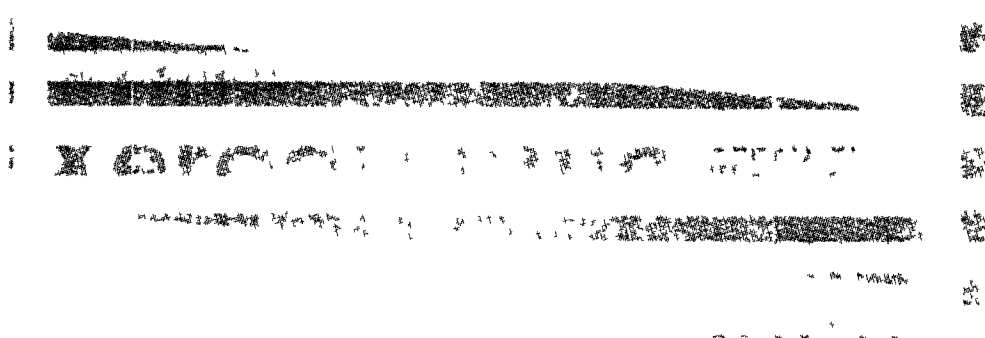
Fleming Co
 Dawn Johnson
 1200 W Sunset Drive
 Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
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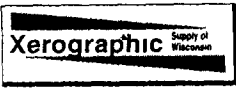
DAWN JOHNSON Net 30 CL 3/24/2003

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|-------------|------------|--------|
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|---|------------|--|----------------|----------------|
| 1 | REHP92298A | HP LJ 4/4M/5/5M CTG - REMAN Sales Tax | 65 00 5 10% | 65 00T 3 32 |
|---|------------|--|----------------|----------------|



TOTAL \$68 32



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/24/2003 | 45787 |

BILL TO:

Fleming Co
 Claudia Miller
 Retail Group IT Dept
 1200 W Sunset Drive
 Waukesha, WI 53187

SHIP TO:

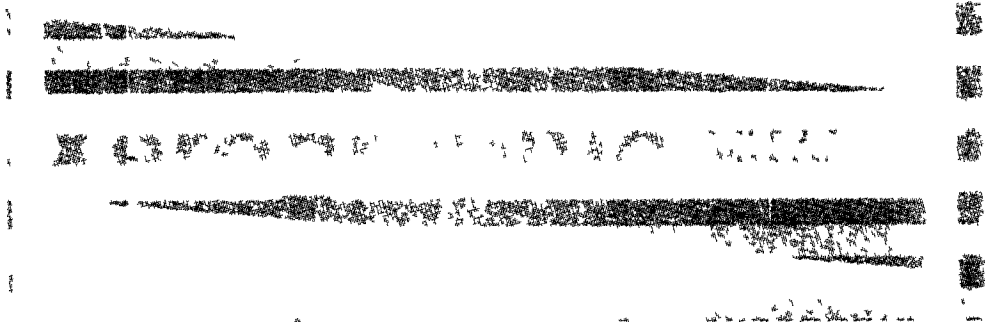
Fleming Co
 Stacy H
 1200 W Sunset Drive
 Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|-------|-----|------|-----|--------|---------|
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STACY H Net 30 CL 3/24/2003

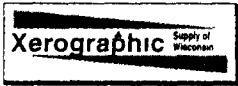
| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
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|---|------------|--|----------------|----------------|
| 1 | REHP92298A | HP LJ 4/4M/5/5M CTG - REMAN Sales Tax | 65 00 5 10% | 65 00T 3 32 |
|---|------------|--|----------------|----------------|



TOTAL

\$68 32



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|-----------|-----------|
| 3/24/2003 | 45777 |

BILL TO:

MCBS
 8401 102nd St Ste 500
 Pleasant Prairie WI 53158

SHIP TO:

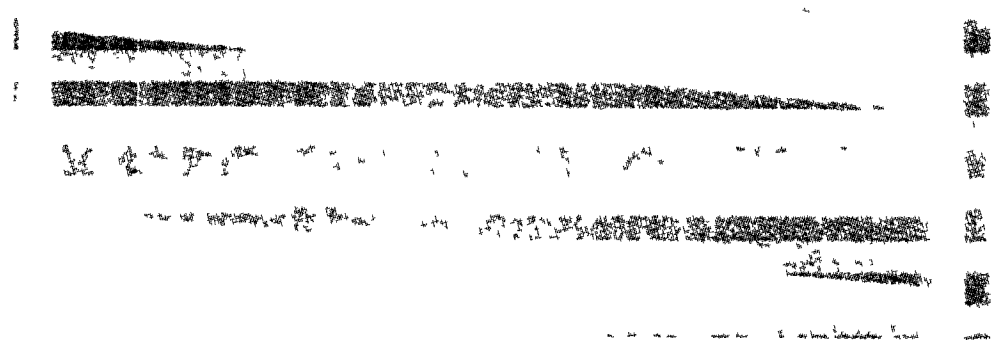
MCBS
 1200 W Sunset Dr
 Waukesha WI 53186

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|-------|-----|------|-----|--------|---------|
|-------------|-------|-----|------|-----|--------|---------|

MICHELLE D Net 30 RS 3/24/2003

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
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|----------|-----------|-------------|------------|--------|

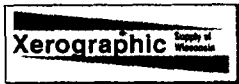
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|---|----------|---|----------------|----------------|
| 1 | PUG3309C | PANAFAX UF744/788 TONER COMP Sales Tax | 89 00 5 10% | 89 00T 4 54 |
|---|----------|---|----------------|----------------|



TOTAL

\$93 54

Invoice



406 TRAVIS LANE SUITE 48
WAUKESHA WI 53189
(262) 547 3700

DATE

INVOICE #

3/6/2003

45462

BILL TO:

Fleming Company
ATTN Fracie Somenske
1200 W Sunset Dr
Waukesha WI 53187

SHIP TO:

Fleming Company
1200 W Sunset Drive
Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|-------|-----|------|-----|--------|---------|
|-------------|-------|-----|------|-----|--------|---------|

WENDY GM Net 30 CL 3/6/2003

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|-------------|------------|--------|
|----------|-----------|-------------|------------|--------|

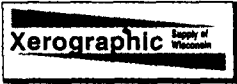
| | | | | |
|---|----------|--|-----------------|-----------------|
| 1 | PUG3313C | PANASONIC 550/60/770/880-COMP Sales Tax | 124 00 5 10% | 124 00T 6 32 |
|---|----------|--|-----------------|-----------------|



TOTAL

\$130 32

Invoice



406 TRAVIS LANE SUITE 48
WAUKESHA WI 53189
(262) 547 3700

| DATE | INVOICE # |
|----------|-----------|
| 3/6/2003 | 45443 |

BILL TO:

Fleming Company
ATTN: Fracie Somenske
1200 W Sunset Dr
Waukesha WI 53187

SHIP TO:

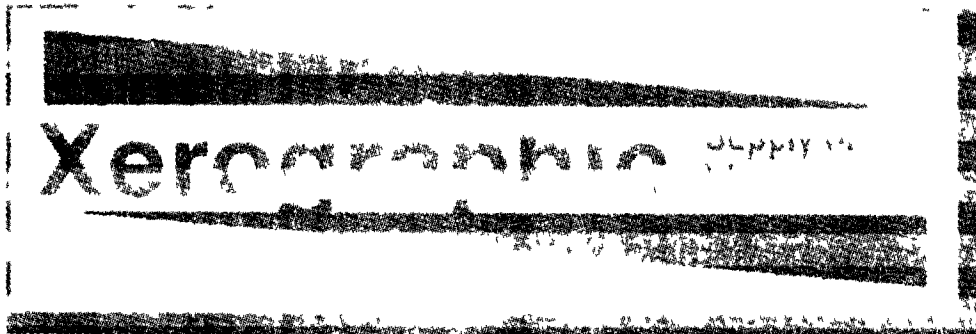
Fleming Company
1200 W Sunset Drive
Waukesha, WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|-------|-----|------|-----|--------|---------|
|-------------|-------|-----|------|-----|--------|---------|

L MCVEIGH Net 30 CL 3/6/2003

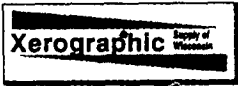
| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|-------------|------------|--------|
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| | | | | |
|---|------------|--|----------------|----------------|
| 1 | REHP92298A | HP LJ 4/4M/5/5M CTG - REMAN Sales Tax | 65 00 5 10% | 65 00T 3 32 |
|---|------------|--|----------------|----------------|



TOTAL

\$68 32



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|----------|-----------|
| 3/5/2003 | 45418 |

BILL TO:

Fleming Company
 ATTN: Fracie Somenske
 1200 W Sunset Dr
 Waukesha WI 53187

SHIP TO:

Fleming Company
 1200 W Sunset Drive
 Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|-------|-----|------|-----|--------|---------|
|-------------|-------|-----|------|-----|--------|---------|

DONNA C A/P Net 30 CL 3/5/2003

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|-------------|------------|--------|
|----------|-----------|-------------|------------|--------|

| | | | | |
|---|------------|-----------------------------------|-------|--------|
| 1 | REHPC7115A | HP 1000/1200Xi/3300 TONER - REMAN | 58 00 | 58 00T |
| | | Sales Tax | 5 10% | 2 96 |



TOTAL

\$60 96

Invoice



406 TRAVIS LANE SUITE 48
WAUKESHA WI 53189
(262) 547 3700

| DATE | INVOICE # |
|----------|-----------|
| 3/5/2003 | 45417 |

BILL TO:

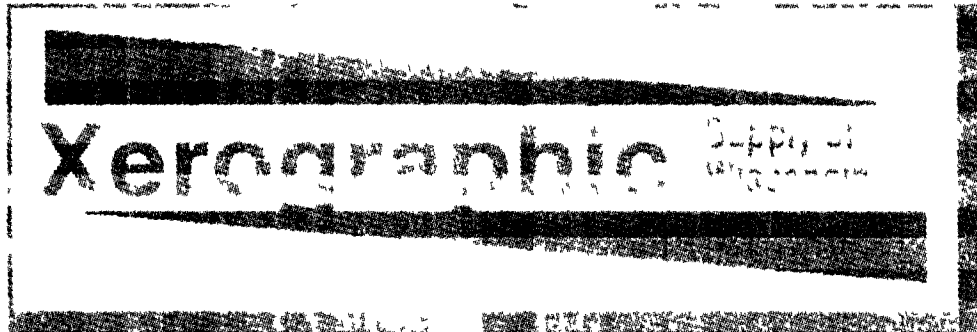
Fleming Company
ATTN Fracie Somenske
1200 W Sunset Dr
Waukesha WI 53187

SHIP TO:

Fleming Company
1200 W Sunset Drive
Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|--------|-----|----------|-----|--------|---------|
| RACHEL MLRM | Net 30 | CL | 3/5/2003 | | | |

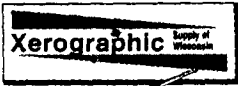
| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|-----------|---------------------------------------|----------------|----------------|
| 1 | REFXI | CANON FX1 FAX CTG- REMAN Sales Tax | 59 00 5 10% | 59 00T 3 01 |



TOTAL

\$62 01

Invoice



406 TRAVIS LANE SUITE 48
WAUKESHA WI 53189
(262) 547 3700

| DATE | INVOICE # |
|----------|-----------|
| 3/5/2003 | 45416 |

BILL TO:

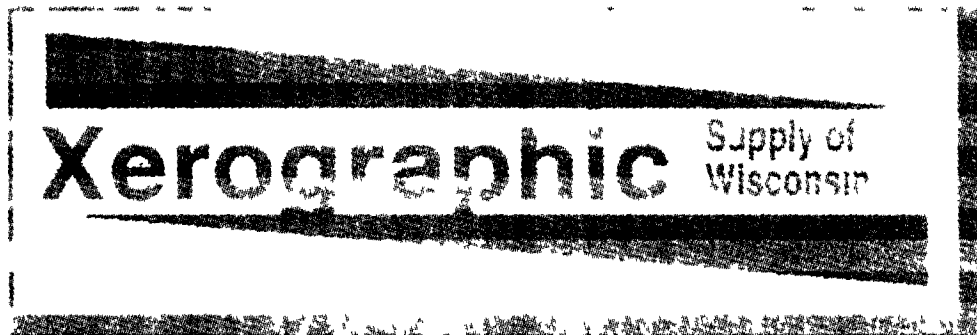
Fleming Company
ATTN Fracie Somenske
1200 W Sunset Dr
Waukesha WI 53187

SHIP TO:

Fleming Company
1200 W Sunset Drive
Waukesha, WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|--------|-----|----------|-----|--------|---------|
| FRANCIE | Net 30 | CL | 3/5/2003 | | | |

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|------------|-----------------------------------|------------|--------|
| 1 | REHPC4096A | HP LJ 2100/2200 TONER CTG - REMAN | 99 00 | 99 00T |
| | | Sales Tax | 5 10% | 5 05 |



TOTAL

\$104 05



406 TRAVIS LANE SUITE 48
 WAUKESHA WI 53189
 (262) 547 3700

Invoice

| DATE | INVOICE # |
|------------|-----------|
| 10/28/2002 | 43253 |

BILL TO:

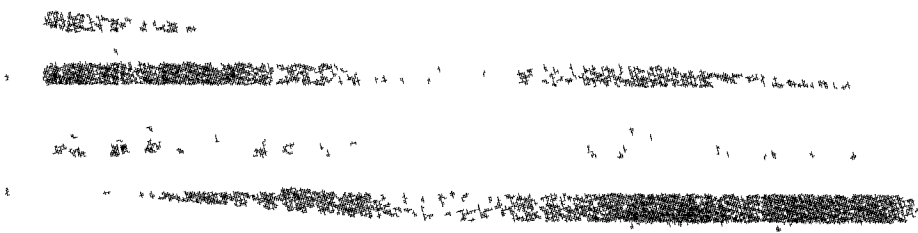
Fleming Company
 ATTN Fracie Somenske
 1200 W Sunset Dr
 Waukesha WI 53187

SHIP TO:

Fleming Company
 1200 W Sunset Drive
 Waukesha WI 53187

| P.O. NUMBER | TERMS | REP | SHIP | VIA | F.O.B. | PROJECT |
|-------------|--------|-----|------------|-----|--------|---------|
| MARY L | Net 30 | CL | 10/28/2002 | | | |

| QUANTITY | ITEM CODE | DESCRIPTION | PRICE EACH | AMOUNT |
|----------|------------|-------------------------------|------------|---------|
| 1 | PUG3313C | PANASONIC 550/60/770/880-COMP | 124 00 | 124 00T |
| 1 | REHPC3900A | HP LJ 4V/4MV CTG - REMAN | 120 00 | 120 00T |
| | | Sales Tax | 5 10% | 12 44 |



TOTAL

5256 44

0.6+

93.54 +

69.37 +

63.06 +

68.32 +

63.06 +

63.06 +

68.32 +

68.32 +

93.54 +

130.32 +

68.32 +

60.96 +

62.01 +

104.05 +

256.44 +

1,332.696+

0.6+