

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

PROOF OF CLAIM



669056

Bar Date Ref # 1-NV-55727

In re
Fleming Companies, Inc et al

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.

Name of Creditor and Address

0354653669056

Terrell Lloyd Db
Rtl Photography
Po Box 8086
Foster City CA 94404

Creditor Telephone Number (cso) *578-9035*

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 #
547 11-7071

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

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 *3/12/2003*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *1975.50* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *1975.50* (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

DATE SIGNED
9/1/03

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)

Robert James [Signature]

THIS SPACE FOR COURT
FILED
USE ONLY

SEP 04 2003

BMC
Fleming Companies Claim



07915

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

Tech CU TECHNOLOGY CREDIT UNION

April 11, 2003

ROBERT TERRELL LLOYD
1955 BEACH PARK BLVD
FOSTER CITY CA 94404-132

Re Account #127188-11

Dear Member

A check you deposited/cashed has been returned unpaid. Your account has been adjusted accordingly. Enclosed is the receipt for the reversal and the returned check. Your account has been charged a \$5.00 returned check/payment fee.

If you have any questions or concerns, feel free to contact a Member Services Representative during regular business hours at (408) 451-9111 or (800) 553-088 (outside the 408 area code).

Sincerely,

Accounting Operations Department
Technology Credit Union

Enclosure



CORE-MARK INTERNATIONAL BANKING

595 Oyster Point Blvd
Suite 415
San Francisco, CA 94133

DATE 2003-03-19 Void Days From Date

REDEPOSIT
RETURN TO: FED UTICA
FOR REASON INDICATED BELOW
REFER TO RAISER
RETURNED BY AMOUNT \$
JPMORGAN CHASE BANK 55727

Check No **904081031**
50937

JPMORGAN CHASE BANK
6040 TARBELL ROAD
SYRACUSE NY 13206

*******1,975.56**

TERRELL LLOYD DBA
RTL PHOTOGRAPHY
P O BOX 8086
FOSTER CITY CA 94404

321173474

[Signature]
TREASURER

⑈904081031⑈ ⑆ 1309379⑆ ⑆ 01⑈8⑈09668⑈ ⑆ 0000197556⑆

Bill to

Home-650 589 9445 Work-
 CoreMark
 Trish Nelson
 395 Oyster Point Blvd Suite 415
 So San Francisco, CA 94080

Product INVOICE # 3483

Invoice Date Mar 12, 2003

No	Qty	Description	Price	Extend	Amount
		Product Photography Services Studio Location Session			
1		Digital Photography Image Capture / Equipment / Product Pickup / Setup	\$1,800 00	\$1800 00	\$1800 00
1		Product equipment studio props	\$25 00	\$25 00	\$25 00
		110 Image Captures Service Date 03/12/2003			

INVOICE DUE
 CHECK WAS RETURNED FROM BANK
 WITH NON-PAYMENT

NonTax Total	\$0 00
Taxable Total	\$1,825 00
Subtotal	\$1,825 00
PST	\$0 00
GST	\$150 56
TOTAL	\$1975 56
DEPOSITS	
BALANCE	\$1975 56

Please Pay this Amount - \$1975.56

Too often in the rush of business we neglect to simply say, THANK YOU"
 We appreciate your business and our aim is to ensure that many years from now you will still be happy you chose our Studio If at any time you have a problem, please speak up we are here to help in any way

Payment Type Payment Date Payment Am't

Type _____
 No _____
 Exp _____
 Name _____
 X _____

INVOICE

Any unpaid balance after 30 days is subject to 2%per month late fee