

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

PROOF OF CLAIM



s132495

Scheduled Claim Ref # 2-F2-20121
YOUR CLAIM IS SCHEDULED AS
\$645 75 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.

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

0354429388560

CONSUMERS ILLINOIS WATER CO
PO BOX 130
DANVILLE IL 61834-0130

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 ()

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
(6204)331-01

Check here 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)

2 DATE DEBT WAS INCURRED Ongoing

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 401,288 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (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) Utility/Water
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

SEP 05 2003
BMC

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

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).

Fleming Companies Claim
08253

ACCOUNT 62041331-01 SERVICE-ADDRESS BILL TO FLEMING RETAIL GROUP
SECTION 30 CLASS 04 FESTIVAL FOODS #19
STATUS AN RATING C 185 N KENNEDY P O BOX 268877
SS-NO 000-00-0000 BRADLEY, IL OKLAHOMA CITY OK
PHONE (405)419-3481 60915 73126-8877
R-OPT * * N * W*F LINK 0 START 12/01/1999 LPD 03/11/2003 DUE 04/28/2003

200304-02	04/07/2003	PRIOR-BAL	CURR-CHG	CURR-PYMTS	CURR-ADJS	UNPAID-BAL
W 101	Water Chrg	199 38	123 78	00	00	323 16
W 106	Fire Prot	6 05	6 05	00	00	12 10
W 109	Customer Chg	20 50	20 50	00	00	41 00
W 201	Penalty	3 67	3 62	00	00	7 29
W 301	ICC Tax	23	15	00	00	38
W 303	QIPS Chrg	11 30	6 03	00	00	17 33

TOTALS 241 13 160 13 00 00 401 26

OPT 1cust 2meter 3csmpl 4inv 5fire 6plan 7info 8coll 9disc
PrRes Bal Multi Link Dep AdvDep KdepHist WOrk Xprint[E]menu-> 3

ACCOUNT 62041331 - 01 FESTIVAL FOODS #19 STATUS AN SECTION 3000
METER-SIZE 1 in SHUT-OFF N DATE-INST 12/03/2002 METER-STAT A

READ TYPE	READ DATE	READING	CONSUMPTION	BILL DATE	ACCT	PD
1	0000/00/00	0	0	0000/00/00	0000/00	
2	A 2003/04/01	599	96	2003/04/07	2003/04	
3	A 2003/03/04	503	166	2003/03/07	2003/03	
4	A 2003/02/04	337	169	2003/02/07	2003/02	
5	A 2003/01/06	168	168	2003/01/08	2003/01	
6	EJ 2002/12/03	6,082	110	2002/12/06	2002/12	
7	A 2002/11/04	6,000	110	2002/11/07	2002/11	
8	A 2002/10/01	5,918	91	2002/10/07	2002/10	
9	A 2002/09/04	5,850	135	2002/09/09	2002/09	
10	A 2002/08/02	5,749	96	2002/08/07	2002/08	
11	A 2002/07/02	5,677	103	2002/07/08	2002/07	
12	A 2002/06/05	5,600	103	2002/06/10	2002/06	
13	A 2002/05/03	5,523	111	2002/05/08	2002/05	
14	A 2002/04/01	5,440	357	2002/04/05	2002/04	
15	A 2002/03/01	5,173	12	2002/03/07	2002/03	