

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

PROOF OF CLAIM



610667
Bar Date Ref # 2-NVM 76497

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.

Name of Creditor and Address

0354653610667

Becker's Bake Shop, Inc
13510 Miles Ave
Cleveland OH 44105

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.

Creditor Telephone Number *(440) 237-1686*

CREDITOR TAX ID #
34-1768879

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Fleming Foods

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

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 *11-16-00 10-28-02*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *1747.12* (unsecured) \$ _____ (secured) \$ *1747.12* (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) _____

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 USE ONLY

FILED

SEP 08 2003

DATE SIGNED
8-28-03

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).

Jean M. Becker **JEAN M. BECKER** VICE PRESIDENT



Penalty for presenting fraudulent claim: 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

FAXED

7-16-02
1240 PM

Celebrate the Spirit of Independents at

THE SHOW

Fall Tabletop Selling Show

Monday, September 9, 2002 • 8am to 3pm

FALL

The cost of each table will be \$1 600 with a monitor and \$1 200 without a monitor. The \$1 600 cost includes a computer terminal for the JT Smith survey system. Vendors with multiple tables that are selling must have a minimum of one (1) terminal for every two (2) tables. For vendors who are not selling and do not need a terminal at their table the cost will be \$1 200. Those vendors with the Preferred Vendor Status will be charged a pass through fee of \$400 for each monitor used.

Yes, I wish to participate No, I am not interested

Number of monitors needed PR only will not be selling product

Number of tables needed

Does your company participate in our Fleming Preferred Vendor Agreement? Yes No

Sawmill
Resort

BROKERS Please list the vendors

that will be participating Becker's Bake Shop
13510 Miles Avenue
Cleveland, Ohio 44105

CAN PARTICIPATE AT A SHARED BOOTH
COST OF \$600.00

Vendor/Broker Name _____

Contact Person _____
NAME

ADDRESS _____

CITY STATE ZIP _____

PHONE _____ FAX NUMBER _____

EMAIL ADDRESS _____

AUTHORIZED SIGNATURE Joseph J. Becker

- PLEASE NOTE THE FOLLOWING DEADLINES.**
- Fax Tabletop Selling Show Participation Form to Mike Lee by **FRIDAY JULY 19 2002 • 330-879-3369**
 - Return Product Information and Cost to Fleming/Massillon Department Contact (Category Advisor) by **FRIDAY JULY 26 2002**
 - Fax Vendor Sponsorship Commitment Form to Mike Lee by **FRIDAY, AUGUST 9 2002 • 330-879-3369**
 - Fax Rooming/Activities Registration to Kay Hollander by **FRIDAY AUGUST 9 2002 • 330-879-3367**



K NEED BACK NO LATER THAN FRIDAY 7-19 Thanks Vir

TABLETOP SELLING SHOW PARTICIPATION FORM

Divisio		Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
MASSILLON		10/29/02	10/29/02	MAX815156	-940 00	0 00
MASSILLON		04/07/02	04/09/02	MAX104282	-428 00	0 00
MASSILLON	CTP	10/28/02	11/05/02	MAU958017	-3 26	0 00
MASSILLON	CTP	10/28/02	11/05/02	21295	<u>1,603 46</u>	-16 18

DATE OF CHECK 12/02/02

AMOUNT OF CHECK \$216 02

FALL 2002

600.00

BILL FOR BAL - 340.00

BF
12-30-02

SEE INFORMATION ON BACK

BECKER'S BAKE SHOP, INC
 13510 MILES AVE
 CLEVELAND OH 44105 5526
 SHOP (216) 752-4161
 OFFICE (440) 237 1886

Invoice

DATE	INVOICE #
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10/28/2002	21295
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BILL TO:

SHIP TO

CITIMASSILLON FLEMING FOODS
 PO BOX 24710
 OKLAHOMA CITY, OK 73124

FLEMING FOODS
 4676 FRIE ST
 SOUTH MASSILLON, OHIO
 44648

P.O. NUMBER	TERMS	REP	SHIP	VIA	F.O.B.	PROJECT
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QUANTITY	ITEM CODE	DESCRIPTION	PRICE EACH	AMOUNT
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8	00110-WD 1	18 ct Anise Pizzelle 5 oz	19 50	156 00
14	00111-WD 1	18 ct Vanilla Pizzelle 5 oz	19 50	273 00
4	00112-WD 1	18 ct Lemon Pizzelle 5 oz	19 50	78 00
2	00113-WD 1	18 ct Chocolate Pizzelle 5 oz	19 50	39 00
8	00114-WD 1	18 ct Almond Pizzelle 5 oz	19 50	156 00
12	00616-WD 1	18 ct Prepack Angel Wings 4 oz	31 80	381 60
3	03098	Almond-Anisette Biscotti 18/10 oz	33 18	99 54
2	03193	Almond Biscotti 18/ 10 oz	33 18	66 36
4	72115	72 ct / 5 oz Mixed Pizzelle Shipper	88 49	353 96

Service charge of 1-1/2% per month added to all past due accounts. This is an annual rate of 18%.

TOTAL \$1,603 46

Fleming

January 13, 2003

BECKER S BAKE SHOP, INC
13510 MILES AVE
CLEVELAND, OH 44105

Vendor# 164066

Attention Credit Manager

We are conducting an in-depth review of our Accounts Payable Department including a Vendor Statement project. We would appreciate your assistance and cooperation in this matter by sending us a detailed statement of all activity open on our account that is over 60 days old. This statement should include all accounts with the name of

Fleming Companies Inc
Rainbow Foods
Sentry Drugs

ABCO
Sentry Markets
Food 4 Less

Desert Market
Sentry Liquor

Or any other entity associated with Fleming Companies, Inc

Should you not be able to provide an open item statement please send us a copy of your aged trial balance of our account, or any other source that will allow us to review all open items including invoices, charge backs, allowances, credits and overpayments. If there is a zero balance on our account(s), please indicate such below.

Since this is a special project we have established a special mailing address. **Do not change the address for normal correspondence.** Kindly include the name and telephone number of the individual we may contact if follow up is needed. Please mail the requested statement/aged trial balance, along with a copy of this letter to

**Fleming Companies, Inc
Accounts Payable Review
P O Box 725229
Atlanta, GA 31139-9998
Phone # (877) 560-6907
Fax # (877) 327-2191**

Please continue to send all other correspondence not related to this request to our current address already on file.

Sincerely,

Theresa Wash
Project Manager

Suggested Vendor Contact

Name Jean Becker
Telephone 440 237-1686
Email Address JjeanBB @ AOL.com
Fax 440-230-9352

copies of



Becker's Bake Shop Inc
13510 Miles Avenue
Cleveland, Ohio 44105

February 24, 2003

Fleming Companies, Inc
Accounts Payable Review
P O Box 725229
Atlanta, GA 31139-9998

Attention Theresa Wash

Enclosed is a copy of Fleming Companies, Inc statement Finance charges are now accumulating on invoice #18573 and #21295 Invoice #18573 shows on check stub #23302506 12/22/00 There was a deduction of \$912 00 that was not allowed It was a deduction for 48 cases of Lemon Pizzelles but the bill of lading shows the correct delivery of all pizzelle cases so this deduction has never been allowed I have sent numerous correspondences and made many phone calls Two of the letters sent are enclosed I have sent back the accounting review forms you continue to send with this balance Finance charges will now continue to grow on this very overdue amount

Invoice #21295 has a deduction of \$940 for the fall show 2002 which is an incorrect deduction A copy of the show fax agreement is enclosed The approved amount was \$600 for a shared booth A balance of \$340 00 shows for invoice #21295 Finance charges will also accrue on this unpaid balance

If the finance charges do not draw attention to these unpaid balances then I will be forced to turn this over to a collection agency I hope you will give these overdue balances immediate attention to clear up the Fleming Companies, Inc account

Sincerely,

Jean Becker
Vice President
Becker's Bake Shop Inc