
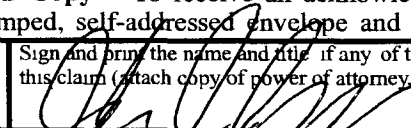
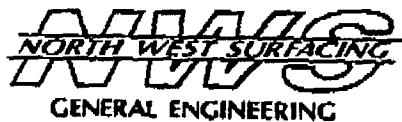


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor <u>Fleming Companies, Inc.</u>		Case Number <u>03-10945 (MFW)</u>
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) <u>Northwest Surfacing</u>		<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 the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent <u>John J. Rueda, Counsel for Creditor</u> <u>c/o Hansen, Boyd, et al.</u> <u>1331 - 21st Street, Sacramento, CA 95817</u>		
Telephone number <u>916/444-2550 x110</u>		
Account or other number by which creditor identifies debtor <u>Fleming Foods</u>		Check here <input checked="" type="checkbox"/> replaces a previously filed claim dated <u>7/02/03</u> <input type="checkbox"/> amends
1 Basis for Claim <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <div style="float: right;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ <div style="display: flex; justify-content: space-between; width: 100%;"> (date) (date) </div> </div>		
2 Date debt was incurred <u>March-April 2003</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>55,000.00</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> 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 <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other: Specify applicable paragraph of 11 U.S.C. § 507(a)(____) <small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 1.5em; font-weight: bold;">FILED</div> <div style="font-size: 1.2em; font-weight: bold;">SEP 08 2003</div> <div style="font-size: 1.5em; font-weight: bold;">BMC</div> <div style="font-size: 0.8em;">Fleming Companies Claim</div>  <div style="font-size: 0.7em;">08637</div>
Date <u>09/05/03</u>	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).  <u>John J. Rueda</u>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.		



April 25, 2003

Fleming Foods
3771 Channel Drive
West Sacramento, California 95691

Attention: Mr Leighton Carlson

Invoice No. 250403

INVOICE

Invoice for the following services performed for Fleming Foods, 3771 Channel Drive, West Sacramento, California, during the period of April 2003

⇒ Sealcoat Parking Lot Project - NWS Crackfilled Parking Area with 2-Coats,

Progress Payment No. 1 = \$15,000.00

(DUE AND PAYABLE UPON RECEIPT)



April 25, 2003

Fleming Foods
3771 Channel Drive
West Sacramento, California 95691

Attention. Mr Leighton Carlson

Invoice No 0250304

INVOICE

Invoice for the following services performed for Fleming Foods, 3771 Channel Drive, West Sacramento, California, during the period of April 2003

⇒ Asphalt Repair - NWS Supplied A/C and Subbase Preparations,

Progress Payment No. 1 = \$22,500.00

(DUE AND PAYABLE UPON RECEIPT)

09/18/2015 03 11 FAX

Order Date: 20-Dec-02**Ship to Arrive:** 27-Dec-02**TERMS AND CONDITIONS** Purchase Order Number must be shown on all Invoices, Shipping Papers and Freight Bill

Bill of lading must be itemized as to quantity size and description. Shipment must be tendered to carrier sorted and segregated as to quantity size, and description and bill of lading must carry certification of the same signed by carrier representative. Delivery terms of sale require driver unloading at our dock. It is the responsibility of the contractor to supervise their employees while on Fleming property.

** Failure to Comply with Above May Result in Refusal Of This Shipment

Vendor: Northwest Surfacing
PO Box 1162
Elk Grove, CA 95759
Attn: Monty Stanley**Ship To:** FLEMING - Sacramento
3771 Channel Drive
West Sacramento, CA 95691
Attn: Chns Dolder**Remit all invoices to:** Fleming Companies
Facilities Department
1945 Lakepointe Drive
Lewisville, TX 75057
Attn: Daniel Apodaca**CEA (IO)#:** 607693

Quan	Description	Material Cost	Labor Cost	Item Total
1	Furnish labor and material per your proposal dated October 31, 2002 to remove approximately 7700 sq ft of asphalt and replace with 4 in A.C over 6 in A.B Copy of proposal attached	\$45 000 00	\$0 00	\$45 000 00
SubTotal		\$45,000 00	\$0 00	\$45 000 00
Freight				\$0 00
Tax		7 75%	Included	\$0 00
Total Purchase Order Amount				\$45 000 00

**IMPORTANT
SIGN & RETURN WHEN
WORK IS COMPLETE****All Work and/or Deliveries must be coordinated with:** Leighton Carlson 916-373-4200**INSURANCE CERTIFICATIONS REFERRING TO PO# ARE REQUIRED PRIOR TO STARTING WORK
FLEMING'S LOCKOUT TAGOUT PROCEDURE WILL BE STRICTLY ADHERED TO****This purchase order is issued in compliance with Executive Order #11246**Date Received _____ By _____ Buyer Dan Leighton 12/20/02**NWS**
NORTH WEST SURFACING

ATTACHMENT "A"
(Parking Lot Improvements)

North West Surfacing proposes the following services to be performed for the Fleming Foods, Inc , located at 3771 Channel Drive, West Sacramento, California

Project Location: Front Parking Area

⇒ Remove Approximately 7700 Sq.Ft of Asphalt and Replace with 4-Inches A.C. over 6-Inches A.B ,

PROPOSAL/CONTRACT AMOUNT NOT TO EXCEED = \$45,000 00

ACCEPTANCE - AUTHORIZATION TO PROCEED:

Fleming Foods Inc. - Representative

Dated: _____

NWS
NORTH WEST SURFACING INC.

ATTACHMENT "A"
(Parking Lot Improvements)

North West Surfacing proposes the following services to be performed for the Fleming Foods, Inc , located at 3771 Channel Drive, West Sacramento California

Project Location. Front Parking Area

- ⇒ Sealcoat Approximately 160,000 Sq Ft. of Parking Area with Two (2) Coats of Overkote,
- ⇒ Restripe to Existing Layout,

PROPOSAL/CONTRACT AMOUNT NOT TO EXCEED = \$30,000.00

ACCEPTANCE - AUTHORIZATION TO PROCEED:

Fleming Foods Inc. - Representative

Dated. _____

NWS
NORTH WEST SURFACING

Fleming

Purchase Order No:

20020217

Order Date 03-Feb-03

Ship to Arrive 17-Feb-03

TERMS AND CONDITIONS Purchase Order Number must be shown on all Invoices, Shipping Papers and Freight Bill

Bill of lading must be itemized as to quantity size and description Shipment must be tendered to carrier sorted and segregated as to quantity size and description and bill of lading must carry certification of the same signed by carrier representative Delivery terms of sale require driver unloading at our dock It is the responsibility of the contractor to supervise their employees while on Fleming property

**** Failure to Comply with Above May Result in Refusal Of This Shipment**

Vendor. Northwest Surfacing
PO Box 1162
Elk Grove, CA 95759
Attn Monty Stanley

Ship To FLEMING - Sacramento
3771 Channel Drive
West Sacramento, CA 95691
Attn Chns Dolder

Remit all invoices to: **Fleming Companies**
Facilities Department
1945 Lakepointe Drive
Lewisville, TX 75057
Attn. Daniel Apodaca

CEA (IO)# 607754

Quan	Description	Material Cost	Labor Cost	Item Total
1	Furnish labor and materials per your proposal dated October 31 2002 to sealcoat approximately 160,000 SF of parking area with two coats of overkote and restripe to existing layout Copy of proposal attached	\$30 000 00	\$0 00	\$30 000 00
SubTotal		\$30 000 00	\$0 00	\$30 000 00
Freight				\$0 00
Tax		7 75%	Included	\$0 00
Total Purchase Order Amount				\$30 000 00

All Work and/or Deliveries must be coordinated with

Leighton Carlson

916-373-4200

INSURANCE CERTIFICATIONS REFERRING TO PO# ARE REQUIRED PRIOR TO STARTING WORK
FLEMING'S LOCKOUT TAGOUT PROCEDURE WILL BE STRICTLY ADHERED TO

This purchase order is issued in compliance with Executive Order #11246

Date Received _____

By _____

Buyer

[Signature] 2/4/03



March 4, 2003

Fleming Companies
Facilities Department
1945 Lakepointe Drive
Lewisville, TX 75057

Attention Mr Daniel Apodaca

Invoice No 040303
P O #20020206

INVOICE

Invoice for the following services performed for Fleming Foods GMD West located at 8301 Fruitridge Road, Sacramento, California, during the period of March 2003

Project Location: 8301 Fruitridge Road, Sacramento, CA 95826

⇒ Graded Approximately 200 Loads of A.B Over 5 Acres,

INVOICE TOTAL = \$17,500.00

(DUE AND PAYABLE UPON RECEIPT)

P O Box 1162 • Elk Grove, CA • 95759 • (916) 686-6136

Fleming

Purchase Order No: 20020206

Order Date. 16-Dec-02

Ship to Arrive 23-Dec-02

TERMS AND CONDITIONS Purchase Order Number must be shown on all Invoices, Shipping Papers and Freight Bill

Bill of lading must be itemized as to quantity size and description Shipment must be tendered to carrier sorted and segregated as to quantity size and description and bill of lading must carry certification of the same signed by carrier representative Delivery terms of sale require driver unloading at our dock It is the responsibility of the contractor to supervise their employees while on Fleming property

**** Failure to Comply with Above May Result in Refusal Of This Shipment**

Vendor: Northwest Surfacing
PO Box 1162
Elk Grove, CA 95759
Attn Monty Stanley

Ship To: FLEMING - GMD-West/Sac
8301 Fruitridge Road
Sacramento, CA 95826
Attn Richard Clark

Remit all invoices to: Fleming Companies
Facilities Department
1945 Lakepointe Drive
Lewisville, TX 75057
Attn Daniel Apodaca

CEA (IO)#: 607676

Quan	Description	Material Cost	Labor Cost	Item Total
1	Furnish Labor and Material per your proposal dated September 16, 2002 to grade approximately 200 loads of A B over 5+/- acres	\$17,500 00	\$0 00	\$17 500 00
0	Copy of proposal attached	\$0 00	\$0 00	\$0 00
SubTotal		\$17,500 00	\$0 00	\$17 500 00
Freight				\$0 00
Tax		7 75%	Included	\$0 00
Total Purchase Order Amount				\$17 500 00

All Work and/or Deliveries must be coordinated with

Warren Davis

916-383-5275

INSURANCE CERTIFICATIONS REFERRING TO PO# ARE REQUIRED PRIOR TO STARTING WORK
FLEMING'S LOCKOUT TAGOUT PROCEDURE WILL BE STRICTLY ADHERED TO

This purchase order is issued in compliance with Executive Order #11246

Date Received _____

By _____

Buyer _____

[Signature] 12/16/02



September 16, 2002

Fleming Foods GMD West
8301 Fruitridge Road
Sacramento, California

Attention Mr Warren Davis

Subject Proposal/Contract; Miscellaneous Grading

Mr Davis

Attached please find proposal/contract for services to be performed for Fleming Foods GMD West located at 8301 Fruitridge Road, Sacramento, California.

THE FOLLOWING STIPULATIONS SHALL APPLY TO THIS PROPOSAL CONTRACT:

- 1 Cost for inspection, permits, fees and material tests is not included
- 2 Costs of furnishing Performance and Labor-Material Bonds is not included
- 3 Itemized progress payments will be required
- 4 Excavation and embankment are to balance within the improved area
- 5 This proposal/contract is based on the award of all items of work included in the quotation
- 6 Staking not included
- 7 Undesireable subgrade shall be replaced on a Time and Materials basis

This proposal/contract is good for thirty (30) days after which time North West Surfacing reserves the right to review the proposal for any changes in price

If this proposal/contract is accepted, this letter will be attached to and become a part thereof

As to any progress or final billings not paid when due, Owner agrees to pay interest on overdue amounts from due date until paid at the rate of 17% per annum, or at the maximum rate allowed by California Constitution, Article XV, subparagraph (2) (as amended November 6, 1979), whichever rate is lower.

P O Box 1162 • Elk Grove, CA • 95759 • (916) 686-6136

North West Surfacing shall be paid in full (100%) upon day of completion.

If this proposal/contract is of acceptance to you, please execute below for authorization to proceed. North West Surfacing thanks you for the opportunity to provide our proposal/contract for this project.

If you have any questions regarding this proposal/contract, please feel free to contact the undersigned.

Very truly yours,

NORTH WEST SURFACING


Monty R. Stanley

ACCEPTANCE - AUTHORIZATION TO PROCEED:

Fleming-Foods GMD West - Representative

Dated. _____



ATTACHMENT "A"
(Miscellaneous Improvements)

North West Surfacing proposes the following services to be performed for Fleming Foods GMD West, 8301 Fruitridge Road, Sacramento, California:

⇒ Grade Approximately 200 Loads of A.B. over ± 5 Acres;

PROPOSAL/CONTRACT AMOUNT = \$17,500.00

ACCEPTANCE - AUTHORIZATION TO PROCEED

Fleming Foods GMD West - Representative

Dated: _____

NWS
NORTH WEST SURFACING INC.

LAW OFFICES OF
HANSEN, BOYD, CULHANE & WATSON, LLP
A LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS
CENTRAL CITY CENTRE
1331 TWENTY FIRST STREET
SACRAMENTO, CALIFORNIA 95814
TELEPHONE (916) 444 2550
TELECOPIER (916) 444 2358
WWW.HBCW.COM

JOHN J RUEDA

September 5, 2003

Via FedEx

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

Re. Fleming Foods Bankruptcy
Delaware Bankruptcy Court Case No 03-10945(MFW)
Our File No CSJJR048

Dear Sir or Madam

Enclosed please find a claim form with attachments from my client,
Northwest Surfacing, in the amount of \$55,000.00, which I ask that you file. I have
enclosed two extra copies of the Proof of Claim (with attachments) and ask that you
endorse stamp those copies and return them to me in the addressed, postage-paid envelope
provided herewith.

Very truly yours,

HANSEN, BOYD, CULHANE & WATSON, LLP



JOHN J RUEDA

JJR sc
Enclosures
cc Monty and Monica Stanley