

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

PROOF OF CLAIM



610540

Bar Date Ref # 2-NVM 76369

In re	Case Number
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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

Shenandoah Motor Express Inc
PO Box PO Box 641378
Cincinnati OH 45264

0354653610540

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 ()	CREDITOR TAX ID # 31-1059733	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated _____
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1 BASIS FOR CLAIM

<input 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 checked="" 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	3 IF COURT JUDGMENT, DATE OBTAINED
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4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 251,597.44 (unsecured)	\$ _____ (secured)	\$ _____ (unsecured priority)	\$ 251,597.44 (total)
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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.

<p>BY MAIL TO</p> <p>Bankruptcy Management Corporation P O BOX 900 El Segundo CA 90245-0900</p>	<p>BY HAND OR OVERNIGHT DELIVERY TO</p> <p>Bankruptcy Management Corporation 1330 East Franklin Avenue El Segundo CA 90245</p>
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THIS SPACE FOR COURT

Fleming Companies Claim

08743

SEP 08 2003

BMC

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) Sheryl L Francis DIRECTOR FIN & ADMIN
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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

Shenandoah

ATTENTION TO DETAIL IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/17/02

Freight Invoice # A000028

BILL TO Kmart c/o Fleming Foods
1945 Lakepointe Drive
Lewisville, TX 75057
Attention David Adney

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/12/02 Origin Crossett Produce Akron, OH For details, see weekly worksheet Freight		\$20,851.60

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

Payment due 15 days from date of invoice - Thank You

Shenandoah

ATTENTION TO DETAIL - IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/30/02

Freight Invoice # A000029

**BILL TO Fleming Foods
P O Box 24750
Oklahoma City, OK 73124-0750
Fleming Central Trade Payables**

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/19/02 Origin Crossett Produce Akron, OH For details, see weekly worksheet Freight		\$20,950 00

PAYMENT DETAILS

**PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378**

Payment due 15 days from date of invoice - Thank You

Shenandoah

ATTENTION TO DETAIL - IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/30/02

Freight Invoice # A000030

BILL TO Fleming Foods
P O Box 24750
Oklahoma City, OK 73124-0750
Fleming Central Trade Payables

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/21/02 Origin Crossett Produce Akron, OH For details, see weekly worksheet Freight		\$5,169 80

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

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Shenandoah

ATTENTION TO DETAIL - IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/16/02

Freight Invoice # G000027

BILL TO Kmart c/o Fleming Foods
 500 S Cartwright
 Goodlettsville, TN 37072
 Attention Doyle Schneider / David Rutherford

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/05/02 Origin Fleming Goodlettsville, TN For details, see weekly worksheet Freight		\$44,362 31 PAID ----- BALANCE \$ 22,882 71 ----- \$ 21,479 60

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
 SHENANDOAH MOTOR EXPRESS, INC
 P O BOX 641378
 CINCINNATI, OH 45264-1378

Payment due 15 days from date of invoice - Thank You

Shenandoah

ATTENTION TO DETAIL - IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/17/02

Freight Invoice # G000028

BILL TO Kmart c/o Fleming Foods
500 S Cartwright
Goodlettsville, TN 37072
Attention. Doyle Schneider / David Rutherford

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/12/02 Origin Fleming Goodlettsville, TN For details, see weekly worksheet Freight		\$46,836.30

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

Payment due 15 days from date of invoice - Thank You

Shenandoah

ATTENTION TO DETAIL - IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/30/02

Freight Invoice # G000029

BILL TO Fleming Foods
P O Box 24750
Oklahoma City, OK 73124-0750
Fleming Central Trade Payables

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/19/02 Orign Fleming Goodlettsville, TN For details, see weekly worksheet Freight		\$38,129 91

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

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Shenandoah

ATTENTION TO DETAIL - IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/30/02

Freight Invoice # G000030

BILL TO Kmart c/o Fleming Foods
500 S Cartwright
Goodlettsville, TN 37072
Attention Doyle Schneider / David Rutherford

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/21/02 Origin Fleming Goodlettsville, TN For details, see weekly worksheet Freight		\$5,497.45

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

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Shenandoah

ATTENTION TO DETAIL - IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/17/02

Freight Invoice # W000029

BILL TO Kmart c/o Fleming Foods
PO Box 565
Warsaw, NC 28398
Attention Steve Shaw / Camilia Parker

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/12/02 Origin Fleming Warsaw, NC For details, see weekly worksheet Freight		\$47,906.86

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

Payment due 15 days from date of invoice - Thank You

Shenandoah

ATTENTION TO DETAIL IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/30/02

Freight Invoice # W0000030

BILL TO Fleming Foods P O Box 24750 Oklahoma City, OK 73124-0750 Fleming Central Trade Payables
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QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/19/02 Origin Fleming Warsaw, NC For details, see weekly worksheet Freight		\$41,709 14

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO SHENANDOAH MOTOR EXPRESS, INC P O BOX 641378 CINCINNATI, OH 45264-1378

Payment due 15 days from date of invoice - Thank You

Shenandoah

ATTENTION TO DETAIL IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 1/30/02

Freight Invoice # W000031

BILL TO Fleming Foods
P O Box 24750
Oklahoma City, OK 73124-0750
Fleming Central Trade Payables

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 1/21/02 Origin Fleming Warsaw, NC For details, see weekly worksheet Freight		\$2,527 33

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

Payment due 15 days from date of invoice - Thank You

Shenandoah

ATTENTION TO DETAIL IS THE DIFFERENCE

MOTOR EXPRESS, INC.

PHONE - 937-526-5545 FAX - 937-526-3663

Date 12/31/01

Freight Invoice # S000006

BILL TO Kmart c/o Fleming Foods
3771 Channel Drive
West Sacramento, CA 95691
Attention Kim Frikovich

QTY	WEIGHT	DESCRIPTION	UNIT PRICE	TOTAL
1		Freight Charges week ending 12/22/01 Origin Fleming West Sacramento, CA For details, see weekly worksheet Freight		\$539.45

PAYMENT DETAILS

PLEASE REMIT PAYMENT TO
SHENANDOAH MOTOR EXPRESS, INC
P O BOX 641378
CINCINNATI, OH 45264-1378

Payment due 15 days from date of invoice - Thank You