

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

PROOF OF CLAIM



662563

Bar Date Ref # 1-NV-6702

In re **Fleming Companies** Case Number **03-10945 (MFV)**

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

Sterling Inc
1535 Baltimore Ave
Kansas City MO 64108

0354653662563

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 # **43-0889551** ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR **FLFM 0000**
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 2001/2002 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 311.71 (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) _____
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.

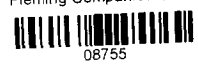
9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

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



08755

SEP 08 2003

BMC

DATE SIGNED 9/15/03 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).
Jaffrey K Gussner
Director of Finance

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



INVOICE

INVOICE NO.	108270
PAGE	1
DATE	09 30 01

P.O. Box 41514 Kansas City, MO 64141-114
 1555 Plum Kansas City, MO 64108
 990 FLEMING FAX (816) 472-7127

COMPANIES
 TOPEKA GENERAL MERCHANDISE DIVISION
 1015 SOUTH TOPEKA BLVD
 TOPEKA, KS 66619

SHIP TO

1
 FLEMING COMPANIES
 TOPEKA GENERAL MERCHANDISE DIV
 1015 SOUTH TOPEKA BLVD
 TOPEKA, KS 66619

SHIP DATE	SALESPERSON	TERMS	ORDER DATE	ORDER NO.	W/H	FREIGHT	SHIP VIA
09 28 01	001	NET DECEMBER 10	09 30 01	D10212	19	FFD&ADD	HOT SHOT

DESCRIPTION	ORDERED	SHIPPED	BACK ORDER	U/M	PRICE	PER	EXTENSION
FREIGHT CHARGES							

	MERCHANDISE	MISCELLANEOUS	DISCOUNT	TAX	FREIGHT & HANDLING	TOTAL DUE
					142.00	142.00

CONDITIONS OF SALE ON REVERSE

1 % Service Charge Per Month on Past Due Invoic

OFFICE COPY

Sterling Inc
 and/or Designers Studio
 P O Box 413114
 Kansas City MO 64141 3114
 Toll Free #800 233 7052

00004716

PAGE

1

DATE

08/09/2002

TO FLEM0000
 FLEMING COMPANIES
 DBA TOPEKA GEN MER DIVISION
 7215 SOUTH TOPEKA BLVD
 P O BOX 1817
 TOPEKA KS 66601 1817

SHIP TO 01
 FLEMING COMPANIES
 7215 S TOPEKA BLVD
 TOPEKA KS 66601

Customer PO#	Ship Date	Salesperson	Terms	Tax Code	Doc #	WH	Freight	Ship Via
985490	08/07/2002	001	Net December 10	NOTAX	20003625	01	Collect	FED EX

Item	Description	Ordered	Shipped	BackOrd	r	UM	Price	Per	Extension
370 24	24 CANADIAN TREE IN BURLAP B AG 73 TIPS 15 ' DIAMETER AT Shipping warehouse 02	36	36	0		EA	4 40	EA	158 40
493015	24 ' PRE-DECORATED TREE W/20 C LEAR LIGHTS 3 STYLE Shipping warehouse 02	6	0	6		EA	12 00	EA	0 00
#346808	24 EA - N/A #343145 12 EA - N/A								
#198729	1 EA N/A								
TRACKING #144399010057023									
Additional Charges									
	Freight								22 98
				MERCHANDISE	ADD ON CHARGES	TAX	TOTAL DUE		
				158 40	22 98	0 00	181 38		

We appreciate your business

INVOICE TO
TOPEKA GM DIVISION
7215 S TOPEKA BLVD
P O BOX 1817
TOPEKA

SHIP TO
TOPEKA GM DIVISION
7215 S TOPEKA BLVD
P O BOX 1817
TOPEKA
KS 66601 1817
2002 CHRMS ORDER SHIP TO ARRIVE ON TIME

MR

REPRESENTED BY
NATHAN WEINER & ASSOC
152 S. W. 34th St
KANSAS CITY, MO 64108
(816) 471-1000 FAX 741-1044

Fleming
Companies, Inc

VENDOR
STERLING INC/DIV PROMO
NATHAN WEINER & ASSOC
1535 BALTIMORE
KANSAS CITY MO 64108

HP
08709702
VENDOR NO
03590

PURCHASE ORDER

DATE ORDERED 06/14/02	ITEM # 985490 TG	TERMS 30 DAYS	PRICE PROTECTION
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816-474-9830

SHIP VIA FAX# 816-474 1044 FOB

IMPORTANT NOTICE
PLEASE READ CAREFULLY
THESE TERMS AND CONDITIONS
GOVERN THE PURCHASE OF
GOODS AND SERVICES FROM
FLEMING COMPANIES, INC.

TERMS AND CONDITIONS
1. ALL SALES ARE FINAL.
2. CASH ON DELIVERY IS REQUIRED FOR ALL
SALES TO NEW CUSTOMERS.
3. CREDIT IS EXTENDED TO ESTABLISHED
CUSTOMERS ON THE BASIS OF A CREDIT
REVIEW.
4. PAYMENT IS DUE WITHIN 30 DAYS OF
INVOICE DATE.
5. DELIVERY IS SUBJECT TO AVAILABILITY
AND CARRIER SCHEDULES.
6. FLEMING COMPANIES, INC. ASSUMES
NO LIABILITY FOR DELAYS OR NON-DELIVERY
DUE TO CARRIER ACTIONS OR FORCE
MAJEURE.

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION	PACK & SIZE	TIE	HIGH	COST
3	17816 00377	CANADIAN TREE 33270 3	24 W/BUR CS 12	370 24	99	1	52 800
4	17816 10070	BSKT WEAVE LGHT 34786-4	CVR-36 CS 1	100707	99	1	108 000
1*	17816 19872	WALL PLAQUE/YRD 00335-0	STK-48 CS 1	198729	99	1	120 000
7	17816 24954	RESN WHIMSICAL 34472-1	SNTA-36 CS 1	249541	99	1	160 000
2	17816 25031	RESIN 9 EMB/GLTTR 24141-4	SNTA CS 12	250301	99	1	48 000
1	17816 33449	WATRGLBE ON SANTA 34471-3	FACE CS 48	334409	99	1	48 000
2	17816 33984	CNDL HLDR 5 5 33304-7	SNTA/SNM CS 12	346808	99	1	48 000
1	17816 34009	FABRIC BOTTLE 34934-0	GFT BAGS CS 36	198814	99	1	86 400
1	17816 34689	WATRGLBE W/GFTBAG 34257 6	BASE CS 48	334412	99	1	48 000
6-3	17816 34690	RESN 6 P-BEAR/MUSIC 34652-8	BX CS 6	246463	99	1	36 000
1	17816 34730	STONEWARE JAR WAX 33991-1	3 5 CS 12	343125	99	1	33 600
2	17816 35092	RSN POLAR BABY 96794-3	ORNMT CS 36	246466	99	1	79 200

FC3 COST 24

36 440
36 360
144 12000
1 16000
7 400
24 100
48 400
24 240
36 100
48 600
12 280
72 220

ROADWAY TRUCKLINE PREFERRED DO NOT SHIP PRICE OVERNITE PDQ OR OLD DOMINION TRUCKLINES

MERCHANDISER
RENFRO (GM) JANICE

ENTERED

JUN 26 2002

* = not on Hold Order

Fleming
20023025 AG

Order replaces Hold Order #141141

JUN 17 2002 REC'D

\$ 2534 90