

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

PROOF OF CLAIM



581876

Bar Date Ref # 2-NVM-42347

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.

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

Miller Brands-milw LLC
P O Box 13496
Milwaukee WI 53213

0354653581876

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 () **414-443-2337**

CREDITOR TAX I D #
39-1774895

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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 PER ENCLOSED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE
 \$ 20,297.11 (unsecured) \$ _____ (secured) \$ 20,297.11 (total)
 (unsecured priority)

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

6 UNSECURED PRIORITY 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 \$ _____

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.

THIS SPACE FOR COURT USE ONLY

FILED
SEP 08 2003

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

RMC
Fleming Companies Claim
08823

DATE SIGNED
8/29

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)
DAVID NEVILLE, VICE PRESIDENT SALES

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

STATEMENT

MILLER BRANDS



P O BOX 13496
WAUWATOSA, WI 53213-0496

FOR BILLING INFO CALL 443 2143



C-145

GROUP-L

SMK-50'03

STATEMENT DATE

OKLAHOMA DIV SEC RET A/P
FLORING-RAINBOW-OF RIG-MA
P.O. BOX 200877
OKLAHOMA CITY OK 73126-8277

2/31/03

RE- NON-LICENSEE, RAINBOW #8502

AMOUNT OF REMITTANCE

\$

PLEASE DETACH AND RETURN THIS STUB WITH REMITTANCE

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
12/20/02	INVOICE # 123675	2371.00		2371.00
12/21/02	PAYMENT 123675		2013.00	357.95
1/2/03	INVOICE # 120316	76.45		434.40
1/14/03	INVOICE # 121486	55.60		490.00
1/21/03	INVOICE # 121487	3201.90		8101.90
1/21/03	INVOICE # 120180	48.25		8150.15
1/28/03	INVOICE # 120092	47.75		8197.90
1/28/03	INVOICE # 120096	548.90		8746.80
1/28/03	INVOICE # 120097		25.15	8521.65
1/28/03	INVOICE # 120098	5100.00		13621.65
1/28/03	INVOICE # 120099	50.80		13672.45
1/23/03	PAYMENT 120090		50.00	13122.45
1/17/03	PAYMENT 120084		107.00	12045.45
1/15/03	PAYMENT 120071		111.00	11934.45
1/14/03	ADJUSTMENT		167.00	11767.45
1/10/03	ADJUSTMENT		51.00	11256.45
1/16/03	PAYMENT 120067		50.00	10756.45
1/23/03	PAYMENT 120062		85.00	9901.45
1/21/03	PAYMENT 120054		140.00	9761.45
*** PLEASE PAY THIS AMOUNT ***				9761.45

PLEASE COMPARE THIS STATEMENT WITH YOUR RECORDS AND REPORT ANY DIFFERENCES TO OUR OFFICE IMMEDIATELY



AGENCY OVER	16	31- 45	16- 30	0- 15
	786.00	.00	.00	.00

YOUR BALANCE IS THE LAST AMOUNT SHOWN IN THIS COLUMN

MILLER BRANDS

STATEMENT



P O BOX 13496
WAUWATOSA, WI 53213-0496

FOR BILLING INFO CALL 443 2143



01245

GROUP - L

DATE - 09/15/97

CYLA-GFA DIV SSC RET A/P
ELEVING-RAINBOW-OF RICOMA
P O BOX 26887
CILANOMA CIT. CK 73126-8877

STATEMENT DATE

9 31 06

SE- ADM-LICENSEE, RAINBOW # B-116
PLEASE DETACH AND RETURN THIS STUB WITH REMITTANCE

AMOUNT OF REMITTANCE

\$

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
2/24 06	INVOICE # 120781	52.50		52.50
3/31 06	INVOICE # 122212	24.19		76.69
	*** PLEASE PAY THIS AMOUNT ***			76.69

PLEASE COMPARE THIS STATEMENT WITH YOUR RECORDS AND REPORT ANY DIFFERENCES TO OUR OFFICE IMMEDIATELY

AGEING. OVER -- 31- 45 16- 30 0- 15
53.69 .00 .00 .00



YOUR BALANCE IS THE LAST AMOUNT SHOWN IN THIS COLUMN

MILLER BRANDS

STATEMENT



P O BOX 13496
WAUWATOSA, WI 53213-0496

FOR BILLING INFO CALL 443 2143



029.2 N F ACCY CRJUE-L 04-24'84

CALA DYA DIV/SSC RET A F
LEMING-RAINCOV-4F RICHAA
C BO: 255877
OKLAHOMA CITY OK 73126-2677

STATEMENT DATE

2/31 03

PLEASE DETACH AND RETURN THIS STUB WITH REMITTANCE

AMOUNT OF REMITTANCE

\$

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
2 25 03	INVOICE # 121022	50.00		50.00
3 13 03	INVOICE # 122062	30.00		80.00
3 27 03	INVOICE # 123080	50.00		130.00
4 02 03	PAID BY CREDIT		67.60	62.40
	*** PLEASE PAY THIS AMOUNT ***			62.40

PLEASE COMPARE THIS STATEMENT WITH YOUR RECORDS AND REPORT ANY DIFFERENCES TO OUR OFFICE IMMEDIATELY



YOUR BALANCE IS THE LAST AMOUNT SHOWN IN THIS COLUMN

AMOUNT OVER AC 31- 45 15- 50 0- 15
11-.31 .00 .01 .00

STATEMENT

MILLER BRANDS



P O BOX 10496
WAUWATOSA, WI 53213-0496

FOR BILLING INFO CALL 443 2143



01071

GROU-L

SM-25 '97

STATEMENT DATE

OKLAHOMA DIV/SIC PET A/E
FLEMING-HINEW-OF RICHM
3 EC. 266877
OKLAHOMA CIT. OK 75126-8377

8.31 '03

FE-NOV-LICENSEE SPANIED... AMOUNT OF REMITTANCE \$

\$

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
2/21/03	ADJUSTMENT	17.27		17.27
2/28/03	INVOICE # 121271	22.69		39.96
3/07/03	INVOICE # 122021	41.35		81.31
3/27/03	INVOICE # 122021	2300.85		2472.16
3/25/03	PAYMENT 122021		2358.40	113.76
4/07/03	ADJUSTMENT	2358.40		2472.16
5/14/03	INVOICE # 122744	17.52		2489.68
5/14/03	INVOICE # 122745	2402.73		4892.41
5/21/03	INVOICE # 3174		49.95	4842.46
5/28/03	REVERSED PAYMENT	19.91		4862.37
4/07/03	ADJUSTMENT		49.94	4812.43
3/21/03	INVOICE # 123420	2871.20		7683.63
3/21/03	INVOICE # 123421	25.50		7709.13
3/28/03	INVOICE # 124120	1700.25		9409.38
3/28/03	INVOICE # 124121	15.78		9425.16
3/19/03	PAYMENT 700383		65.35	9359.81
3/19/03	PAYMENT 700382		47.15	9312.66
3/02/03	PAYMENT 7003001		22.60	9290.06
3/02/03	PAYMENT 7003002		21.84	9268.22
3/02/03	PAYMENT 7003003		42.55	9225.67
3/24/03	INVOICE # 124122	2447.75		11673.42

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PLEASE COMPARE THIS STATEMENT WITH YOUR RECORDS AND REPORT ANY DIFFERENCES TO OUR OFFICE IMMEDIATELY



YOUR BALANCE IS THE LAST AMOUNT SHOWN IN THIS COLUMN

MILLER BRANDS

STATEMENT



P O BOX 13496
WAUWATOSA WI 53213-0496

FOR BILLING INFO CALL 443 2143

01271

GROUP-L

5/26-09 00

STATEMENT DATE

OKLAHOMA D.V. SEC RET A/E
FLEMING-RAINBOW-44 RICHMA
P O BOX 266277
OKLAHOMA CITY OK 73126-8677

2/31 03

FE- NON-LICENSEE RAINBOW8307 AMOUNT OF REMITTANCE
PLEASE DETACH AND RETURN THIS STUB WITH REMITTANCE

\$

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
	BALANCE FROM PREVIOUS PAGE			11842.23
6/25 03	PA T-15 37864672		2577.7500	9264.48
6/30 03	ADJUSTMENT		2604.1600	6660.32
7/01 03	PAYMENT 7006104		25.0000	6415.32
7/14 03	PAYMENT 7006262		48.0000	5967.32
7/28 03	PAYMENT 47003002		62.0000	5345.32
8 01 03	ADJUSTMENT	1174.33		4171.00
	*** PLEASE PA T-15 AMOUNT ***			5611.56

PLEASE COMPARE THIS STATEMENT WITH YOUR RECORDS AND REPORT ANY DIFFERENCES TO OUR OFFICE IMMEDIATELY



YOUR BALANCE IS THE LAST AMOUNT SHOWN IN THIS COLUMN

AGENCY OVER AS 31- AS 16- 30 0- 15
767.02 52.45- 30-1.39 .00

STATEMENT

MILLER BRANDS



P O BOX 13496
WAUWATOSA, WI 53213-0496

FOR BILLING INFO CALL 443 2143



01113

GROUP-L

SM#-29/99

STATEMENT DATE

OKLAHOMA DIV/BGC RET A/P
FLEMING-RAINBOW-AP FIC-MA
P O BOX 268877
OKLAHOMA CITY, OK 73126-8877

6 31 03

TE- NON-LICENSEE RAINBOW#8901
PLEASE DETACH AND RETURN THIS STUB WITH REMITTANCE

AMOUNT OF REMITTANCE

\$

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
2/14/03	REVERSED PAYMENT	438.00		438.00
2/18/03	INVOICE # 1205		11,250.00	10,812.00
3/07/03	REVERSED PAYMENT	11.00		10,823.00
3/07/03	REVERSED PAYMENT	10.00		10,813.00
3/25/03	INVOICE # 1205AE	34.00		10,847.00
3/04/03	INVOICE # 1205AF	14.00		10,861.00
3/11/03	INVOICE # 1205AG	50.00		10,911.00
3/11/03	INVOICE # 1205AH	1,000.00		11,911.00
3/18/03	INVOICE # 1205AI	171.00		12,082.00
3/18/03	INVOICE # 1205AJ	2,000.00		14,082.00
3/25/03	INVOICE # 1205AK	12.00		14,094.00
3/25/03	INVOICE # 1205AL	1,000.00		15,094.00
4/01/03	INVOICE # 1205AM	2,118.70		17,212.70
4/01/03	INVOICE # 1205AN	12.00		17,224.70
4/08/03	ADJUSTMENT		2,000.00	15,224.70
4/15/03	ADJUSTMENT		1,000.00	14,224.70
4/21/03	ADJUSTMENT		1,400.00	12,824.70
4/21/03	ADJUSTMENT		518.00	12,306.70
4/21/03	ADJUSTMENT	2,500.00		9,806.70
4/21/03	ADJUSTMENT	2,000.00		7,806.70
4/21/03	ADJUSTMENT	1,400.00		6,406.70
CONTINUED FOLLOWING PAGE				

PLEASE COMPARE THIS STATEMENT WITH YOUR RECORDS AND REPORT ANY DIFFERENCES TO OUR OFFICE IMMEDIATELY



YOUR BALANCE IS THE LAST AMOUNT SHOWN IN THIS COLUMN

MILLER BRANDS

STATEMENT



P O BOX 13496
WAUWATOSA WI 53213-0496

FOR BILLING INFO CALL 443 2143

C1215

GROUP-L

5/24-95 '95

STATEMENT DATE

OKLAHOMA DIV'SEC RET A/P
FLEMING-RAINBOW-OF FICAMA
P O BOX 262877
OKLAHOMA CITY OK 73126-8877

5 31.00

RE- NOV- LICENSEE RAINBOW#8903 AMOUNT OF REMITTANCE

\$

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
	BALANCE FROM PREVIOUS PAGE			6807.95
4/23/03	ADJUSTMENT		52.73CF	6755.22
4/28/03	ADJUSTMENT	1220.00		5535.22
4/28/03	ADJUSTMENT	513.00		5022.22
5/19/03	PAYMENT 7001306		36.25CF	5058.47
5/26/03	INVOICE # 129770	21.70		5079.17
5/27/03	PAYMENT 7002838		21.73CF	5098.44
5/27/03	ADJUSTMENT		65.80CF	5164.24
5/27/03	PAYMENT 7001347		64.48CF	5228.72
5/28/03	PAYMENT 7002001		56.70CF	5285.42
5/29/03	REVERSED PAYMENT	2.50		5282.92
5/29/03	PAYMENT 7002422		25.50CF	5308.42
5/29/03	PAYMENT 7002569		59.88CF	5368.30
5/29/03	PAYMENT 7002104		56.25CF	5424.55
5/29/03	PAYMENT 7002140		168.85CF	5593.40
	*** PLEASE PA THIS AMOUNT ***			6526.50

PLEASE COMPARE THIS STATEMENT WITH YOUR RECORDS AND REPORT ANY DIFFERENCES TO OUR OFFICE IMMEDIATELY



YOUR BALANCE IS THE LAST AMOUNT SHOWN IN THIS COLUMN

AGEING - OVER 46 31- 45 16- 30 0- 15
8526.50 .00 .00 .00