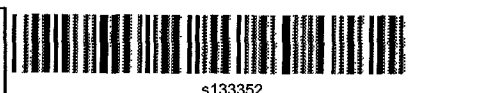


**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**PROOF OF CLAIM**



In re  
**Fleming Companies, Inc**

Case Number  
**03-10945**

s133352  
Scheduled Claim Ref # 2-F2-20978  
**YOUR CLAIM IS SCHEDULED AS**  
\$28 497 50 UNSECURED

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**  
  
0354429395418  
  
FLOWERS BY IMPULSE  
1031 W GENEVA DRIVE  
TEMPE AZ 85282

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.

*Should Be \$28,944.90 See Attached*  
The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.  
**If the amounts shown above are listed as Contingent, Unliquidated or Disputed a proof of claim must be filed.**  
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 (480) **968-4546**  
CREDITOR TAX ID # **86-0988769**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here  replaces if this claim  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**

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ 28,944.90 (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

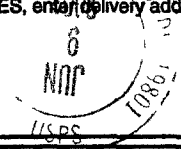
DATE SIGNED **93-03**

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)  
*Mary E. [Signature]*

THIS SPACE FOR COURT USE  
**FILED**  
**SEP 08 2003**  
**BMC**  
Fleming Companies Claim  
06868

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**

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> <li>Complete items 1, 2, and 3 Also complete item 4 if Restricted Delivery is desired</li> <li>Print your name and address on the reverse so that we can return the card to you</li> <li>Attach this card to the back of the mailpiece, or on the front if space permits</li> </ul>	A. Signature <i>x E. Deed</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
1 Article Addressed to: <i>U.S. Bankruptcy Court            Attn: Claims            824 MARKET ST - 5<sup>th</sup> FLOOR            WILMINGTON, DELAWARE            19801</i>	B Received by (Printed Name) <i>E. Deed</i>	C Date of Delivery
2 Article Number (Transfer from service label)	D Is delivery address different from item 1? <input type="checkbox"/> Yes if YES, enter delivery address below <input type="checkbox"/> No <div style="text-align: center;">  </div>	
	3 Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> COD	
	4 Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	
7002 0510 0000 8039 3084		

PS Form 3811, August 2001

Domestic Return Receipt

2ACPRI-03-P-4081

U.S. Postal Service <b>CERTIFIED MAIL RECEIPT</b> (Domestic Mail Only; No Insurance Coverage Provided)		
WILMINGTON, DE 19801		
Postage	\$ 0.83	UNIT ID* 0820
Certified Fee	2.30	Postmark Here
Return Receipt Fee (Endorsement Required)	1.75	Clerk: KXWZK6
Restricted Delivery Fee (Endorsement Required)		06/03/03
Total Postage & Fees	\$ 4.88	www.usps.com
Sent To <i>U.S. Bankruptcy Court - Attn: Claims</i> Street Apt No or PO Box No <i>824 MARKET ST. - 5<sup>th</sup> FLOOR</i> City State ZIP+4 <i>WILMINGTON, DELAWARE 19801</i>		
PS Form 3800, January 2001 See Reverse for Instructions		

7002 0510 0000 8039 3084

UNITED STATES BANKRUPTCY COURT For the District of Delaware PROOF OF CLAIM

In re: FLEMING COMPANIES Case Number: 03 10945

NOTR This claim 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

Creditor Name (Person or entity debtor owes) FLOWERS BY IMPULSE Address Line 1 1031 W. GENEVA DR Address Line 2 Address Line 3 City, ST ZIP TEMPE, AZ 85282

- 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 the address differs from the address on the envelope sent to you by the court

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR. 162811

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

- 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 No.
Unpaid compensation for services performed from (date) to (date)

2. Date Debt Incurred: (MMDDYY) 02 10 03
3. If Court Judgment, Date Obtained:

- 4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THIS CLAIM AT TIME CASE FILED.
SECURED CLAIM: Attach evidence of perfection of security interest. Brief Description of Collateral: Real Estate, Motor Vehicle, Other (Describe briefly)
Amount of earnings and other charges at time case filed included in secured claim above, if any \$
UNSECURED NONPRIORITY CLAIM: A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.
UNSECURED PRIORITY CLAIM - Specify the priority of the claim: Wages, salaries, or commissions (up to \$4,630), earned not more than 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); Taxes or penalties of governmental units 11 U.S.C. § 507 (a)(7); Other - Specify applicable paragraph of 11 U.S.C. § 507(a)

5. AMOUNT OF CLAIM AT TIME CASE FILED: (Secured) (Unsecured Nonpriority) 28944.90 (Unsecured Priority)
Check this box if claim includes charges in addition to the principal amount of this claim. Attach itemized statements of all additional charges.

- 6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.
7. SUPPORTING DOCUMENTS. Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.
8. TIME-STAMPED COPY. To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Date 6-3-03 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) Gary E. Magedson / GARY E. MAGEDSON - OWNER

Penalty for presenting fraudulent claim. Fines of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

FILED SEP 08 2003 BMC

Invoice No 18729

Order Date 01-27-2003

FLEMING COMPANIES, INC.  
1051 W. Geneva Dr  
Tempe, Arizona 85282  
Phone (1800) 968 4546

Store Name FLEMING FOODS  
Location 374 S 25TH AVE PHOENIX  
Order # P.O # 017296

STORE NO FLL  
Del Day ~~Monday~~ MONDAY  
Del Date ~~02-11-2003~~  
02-10-2003

QTY	DESCRIPTION	UNIT PRICE	LINE TOTAL
	SPECIAL BOUNTY		
01	84952 (12) Soft Buns	1440.00	\$1440.00
11	84957 (12) 1PK Buns	1360.00	\$1360.00
20	84958 (12) 3PK Buns	1920.00	\$1920.00
01	84959 (12) Small Arrt	1054.00	\$1054.00
17	84967 (12) Medium Arrt	630.00	\$630.00
8	84960 (12) Large Arrt	400.00	\$400.00
10	84964 (12) Corn Arrt	460.00	\$460.00
21	84965 (10) 6PK Buns	2100.00	\$2100.00
-	81105 (12) Sweet Arrt	234.00	\$234.00
-	83761 (12) Fruit Arrt	245.00	\$245.00
21	81109 (12) Soft Buns	2425.50	\$2425.50
-	84966 (2) Doz Pcs Arrt	165.00	\$165.00
19	84959 (7) VLM Med Buns	2245.95	\$2245.95
18	84970 (12) 1 Whp Pse	900.00	\$900.00
15	84971 (12) 3 Pse Buns	1237.50	\$1237.50
23	84972 (12) 10 Pcs Arrt	805.00	\$805.00
13	84974 (12) Soft Buns	1700.00	\$1700.00
16	81953 (12) 2 Pcs Buns	520.00	\$520.00
17	81951 (12) 6 Pcs Buns	7056.00	\$7056.00
1	81952 (12) 10 Pcs Buns	36.00	\$36.00

Notes

TOTAL BOXES 411

<b>FLEMING COMPANIES, INC.</b>	
CASES RECEIVED	411
CASES REFUSED	TOTAL 411
CASES SHORT	0
CASES OVER	0
RECEIVED BY	[Signature]
DRIVER	[Signature]
DATE	2-10-03
CHEP RECEIVED	0
CHEP REFUSED	0
PALLETS RECEIVED	0
PALLETS REFUSED	0

\$ 27033.95

Received by

Invoice No 371527

Order Date 03-18-2003

FLOWERS BY IMPULSE LLC  
1031 W Geneva Dr  
Tempe, Arizona 85282  
Phone (480) 968-4546

Store Name FLEMING FOODS  
Location 624 S 25TH AVE PHOENIX  
Ordered By P O. # 017301

STORE NO FL1  
Del Day Thursday  
Del Date. 03/20/2003

QTY	DESCRIPTION	UNIT PRICE	LINE TOTAL
	<u>Special Products</u>		
2	84246(6-3CarnBdVs)	\$ 27 00	\$ 54 00
1	84231(6-1RoseBdVs)	\$ 28 50	\$ 28 50
1	84232(6-3RoseBdVs)	\$ 37 50	\$ 37 50
5	84230(4 Small Arr)	\$ 36 00	\$ 180 00
2	84242(8 Mixed Bq )	\$ 37 20	\$ 74 40
2	84241(10 Small Mx)	\$ 36.50	\$ 73 00

TOTAL CASES 13

Notes

TOTAL DUE \$ 447 40

**FLEMING COMPANIES, INC.**

CASES RECEIVED \_\_\_\_\_

CASES REFUSED 13

CASES SHORT 0

CASES OVER 0

RECEIVED BY \_\_\_\_\_

DRIVER [Signature]

DATE 03-20-03

CHEP RECEIVED \_\_\_\_\_

CHEP REFUSED 0

PALLETS IN 0

PALLETS OUT 0

Received by \_\_\_\_\_

Invoice No 370609

Order Date 03-04-2003

FLOWERS BY IMPULSE LLC  
1031 W Geneya Dr  
Tempe, Arizona 85282  
Phone (480) 968-4546

Store Name FLEMING FOODS  
Location 624 S. 25TH AVE, PHOENIX  
Ordered By PO #017300

STORE NO FL1  
Del Day. Thursday  
Del Date 03-06-2003

QTY	DESCRIPTION	UNIT PRICE	LINE TOTAL
	Special Products		
3	84246(6-3CarnBdVs)	\$ 27 00	\$ 81 00
3	84231(6-1RoseBdVs)	\$ 28 50	\$ 85 50
3	84230(4 Small Arr)	\$ 36 00	\$ 108 00
2	84233(4 Med Arrgt)	\$ 28 50	\$ 57 00
2	84242(8 Mixed Bq )	\$ 37 20	\$ 74 40
2	84241(10 Small Mx)	\$ 36 50	\$ 73 00
1	84503(5 Tropical )	\$ 31 25	\$ 31 25
1	84255(8 MiniAlstr)	\$ 34 00	\$ 34 00
1	84244(8 Doz RseBq)	\$ 64 00	\$ 64 00
1	84229(25 RolledRs)	\$ 43 75	\$ 43 75

TOTAL DUE \$ 651 90

**FLEMING COMPANIES, INC.**

CASES RECEIVED 19

CASES REFUSED 0

CASES SHORT 0

CASES OVER \_\_\_\_\_

RECEIVED BY [Signature]

DRIVER [Signature]

DATE 03-06-03

CHEP RECEIVED 0

CHEP REFUSED 0

PALLETS IN 0

PALLETS OUT 0

Received by \_\_\_\_\_

Invoice No 370289

Order Date 02-26-2003

FLOWERS BY IMPULSE LLC  
1031 W Geneva Dr  
Tempe, Arizona 85282  
Phone (480) 968-4546

Store Name FLEMING FOODS  
Location 624 S. 25TH AVE, PHOENIX  
Ordered By **PO#017299**

STORE NO. FL1  
Del. Day Friday  
Del Date 02-28-2003

QTY	DESCRIPTION	UNIT PRICE	LINE TOTAL
	Special Products		
3	84160(5-3GerbbdVs)	\$ 32 50	\$ 97 50
1	84230(4 Small Arr)	\$ 36 00	\$ 36 00
1	84233(4 Med Arrgt)	\$ 28 50	\$ 28 50
1	84241(10 Small Mx)	\$ 36 50	\$ 36 50
1	84503(5 Tropical )	\$ 31 25	\$ 31 25

Notes

TOTAL DUE \$ 229 75

**FLEMING COMPANIES, INC.**

CASES RECEIVED 7

CASES REFUSED 0

CASES SHORT 0

CASES OVER 0

RECEIVED BY [Signature]

DRIVER [Signature]

DATE 2-28-03

CHEP RECEIVED 0

CHEP REFUSED 0

PALLETS IN 0

PALLETS OUT 0

Received by \_\_\_\_\_

Invoice No 36325

Order Date 02-19-2003

FLOWERS BY IMPULSE LLC  
1031 W Geneva Dr  
Tempe Arizona 85282  
Phone (480) 968-4546

Store Name FLEMING FOODS  
Location 624 S. 25TH AVE, PHOENIX  
Ordered By PO# 017298

STORE NO FL1  
Del Day Thursday  
Del Date 02-20-2003

QTY	DESCRIPTION	UNIT PRICE	LINE TOTAL
	Special Products		
1	84240(6-1CarnBdVs)	\$ 21 00	\$ 21 00
1	84246(6-3CarnBdVs)	\$ 27 00	\$ 27 00
1	84231(6-1RoseBdVs)	\$ 28 50	\$ 28 50
1	84232(6-3RoseBdVs)	\$ 37 50	\$ 37 50
1	84230(4 Small Arr)	\$ 36 00	\$ 36 00
1	84233(4 Med Arrgt)	\$ 28 50	\$ 28 50
2	84242(8 Mixed Bq )	\$ 37 20	\$ 74 40
3	84241(10 Small Mx)	\$ 36 50	\$ 109 50
2	84255(10 MiniAlst)	\$ 34 00	\$ 68 00
1	84244(8 Doz RseBq)	\$ 64 00	\$ 64 00
2	84229(25 RolledRs)	\$ 43 75	\$ 87 50

TOTAL DUE \$ 581 90

**FLEMING COMPANIES, INC.**

CASES RECEIVED 14

CASES REFUSED 0

CASES SHORT 0

CASES OVER 0

RECEIVED BY [Signature]

DRIVER [Signature]

DATE 2-20-03

CHEP RECEIVED 0

CHEP REFUSED 0

PALLETS IN 0

PALLETS OUT 0

Received by [Signature]