

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

PROOF OF CLAIM



s131048

In re
Fleming Companies, Inc

Case Number
03-10945

Scheduled Claim Ref # 2-F2-18535
YOUR CLAIM IS SCHEDULED AS
\$6 833 65 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

0354429378610

APPLIED GRAPHICS
677 ALA MOANA #602
HONOLULU HI 96813

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.

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 () (808) 523-5055

CREDITOR TAX ID #
99-0199578

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

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 **3 IF COURT JUDGMENT, DATE OBTAINED**

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

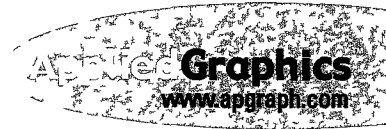
BY HAND OR OVERNIGHT DELIVERY TO: Bankruptcy Management Corporation, 1330 East Franklin Avenue, El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY
FILED
 SFP 08 2003
 Fleming Companies Claim
 08942

DATE SIGNED: 09/04/03
 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):
 Richard Chaponot, Regional Manager

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



677 Ala Moana Blvd #602
Honolulu HI 96813

808 523 5055
808 521 1649

September 4, 2003

ITEMS ATTACHED

Invoice #32160 dated March 19, 2003 with delivery receipt

Invoice #32142 dated March 18, 2003 with delivery receipt

Invoice #32116 dated March 14, 2003 with delivery receipt

Invoice #31794 dated March 25, 2003 with delivery receipt

INVOICE

Page 1 of 1

APPLIED GRAPHICS - HONOLULU
677 ALA MOANA BLVD, #602
HONOLULU, HI 96813
PHONE (808) 523-5055
FAX (808) 521-1649

INVOICE NUMBER **A0032160-IN**
INVOICE DATE 03/19/2003
SHIP DATE 3/18/2003
ORDER NUMBER
SALESPERSON Rick Chaponot
CUSTOMER NO FLEM
TERMS NET 30 DAYS

SOLD TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

SHIP TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

CUSTOMER P O
ALVIN

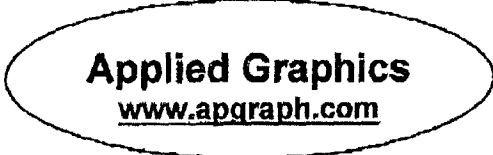
SHIP VIA
HPS

FOB

CONFIRM TO

<u>DESCRIPTION</u>	<u>UNIT</u>	<u>ORDERED</u>	<u>SHIPPED</u>	<u>PRICE</u>	<u>AMOUNT</u>
#118503 11-3/4x8-1/2, 3-PT NCR 1/2 GB, 1,200 PER CASE	CS	10 00	10 00	50 7800	507 80
#118502 11-3/4x8-1/2, 2-PT NCR 1/2 GB, 1,700 PER CASE HPS DEL 3/18-8	CS	7 00	7 00	54 7800	383 46

Net Invoice	891 26
Less Discount	0 00
Sales Tax	37 13
Invoice Total	928 39



677 Ala Moana Blvd, #602 Honolulu, Hawaii 96813
Tel (808) 523-5055, Fax (808) 521-1649

WILL-CALL REQUEST: #3/18-8
TO HAWAII TRANSFER CO, LTD

FROM MICHELLE
DATE MAR 17, 2003

FOR DELIVERY ON TUESDAY, MARCH 18, 2003
VIA HAWAIIAN PARCEL SERVICE

DELIVER TO	FLEMING 91-315 HANUA STREET KAPOLEI, HI 96707 ATTN ALVIN
DELIVER BETWEEN 8 30AM- 4 30PM	

RECEIVED BY:

SIGNATURE Steven Higashi

PRINT STEVEN HIGASHI

DATE 3/18/03

TIME 9:13

ITEM	DESCRIPTION	QUANTITY
AG118503	STOCK COMPUTER PAPER #118503 3-PT.	TEN (10) CASES ✓
AG118502	STOCK COMPUTER PAPER #118502 2-PT	SEVEN (7) CASES ✓ — 3 ON BACK ORDER —

(51)

TOTAL: SEVENTEEN (17) CASES

ENTERED MAR 19 2003

INVOICE

Page 1 of 1

APPLIED GRAPHICS - HONOLULU
677 ALA MOANA BLVD, #602
HONOLULU, HI 96813
PHONE (808) 523-5055
FAX (808) 521-1649

INVOICE NUMBER **A0032142-IN**
INVOICE DATE 03/18/2003
SHIP DATE 3/14/2003
ORDER NUMBER
SALESPERSON Rick Chaponot
CUSTOMER NO FLEM
TERMS NET 30 DAYS

SOLD TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

SHIP TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

CUSTOMER P O
ALVIN

SHIP VIA
HPS

F O B

CONFIRM TO

DESCRIPTION

UNIT

ORDERED

SHIPPED

PRICE

AMOUNT

#148208RG COMPUTER PAPER (FLEM)
14-7/8x8-1/2, 1 PT, 18#, 2 8M
HPS DEL #03/14-4

CS

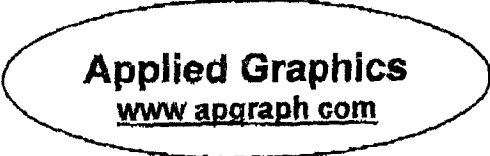
52 00

52 00

26 1900

1,361 88

Net Invoice	1,361 88
Less Discount	0 00
Sales Tax	56 74
Invoice Total	1,418 62



677 Ala Moana Blvd, #602 Honolulu, Hawaii 96813
Tel (808) 523-5055, Fax (808) 521-1649

WILL-CALL REQUEST: #3/14-4
TO HAWAII TRANSFER CO, LTD

FROM MICHELLE
DATE MAR 13, 2003

FOR DELIVERY ON FRIDAY, MARCH 14, 2003
VIA HAWAIIAN PARCEL SERVICE

DELIVER TO:

FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

DELIVER BETWEEN:
8 00AM-
4 30PM

ATTN ALVIN

RECEIVED BY:

SIGNATURE Steven Higashi

PRINT STEVEN HIGASHI

DATE 3/14/03

TIME 9:19

ITEM	DESCRIPTION	QUANTITY
AG148208RG	STOCK COMPUTER PAPER #148208RG 14-7/8X8-1/2"; 1-PT.	FIFTY-TWO (52) CASES (ONE PALLET)

TOTAL: FIFTY (52) CASES
ONE PALLET

INVOICE

Page 1 of 1

APPLIED GRAPHICS - HONOLULU
677 ALA MOANA BLVD, #602
HONOLULU, HI 96813
PHONE (808) 523-5055
FAX (808) 521-1649

INVOICE NUMBER **A0032116-IN**
INVOICE DATE 03/14/2003
SHIP DATE 3/14/2003
ORDER NUMBER 0023748
SALESPERSON Rick Chaponot
CUSTOMER NO FLEM
TERMS NET 30 DAYS

SOLD TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

SHIP TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

CUSTOMER P O
JOSIE

SHIP VIA
TRUCK

F O B

CONFIRM TO

<u>DESCRIPTION</u>	<u>UNIT</u>	<u>ORDERED</u>	<u>SHIPPED</u>	<u>PRICE</u>	<u>AMOUNT</u>
8-1/2"x 11" XEROGRAPHIC BOND	CS	100 00	100 00	30 9800	3 098 00
8-1/2"x 14" XEROGRAPHIC BOND	CS	4 00	4 00	38 4000	153 60

Net Invoice	3,251 60
Less Discount	0 00
Sales Tax	135 46
Invoice Total	3,387 06



677 Ala Moana Blvd , #602 Honolulu, Hawaii 96813
Tel (808) 523-5055 , Fax (808) 521-1649

DELIVERY REQUEST – REF #3/14- 13
HAWAIIAN PARCEL SERVICE
ATTN ED/BILL FAX 831-0220

FROM MICHELLE
DATE MAR 13, 2003

FOR DELIVERY ON FRIDAY, MARCH 14, 2003

DELIVER TO:

FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

ATTN JOSIE .

DELIVER BETWEEN
8 00AM-
4 30PM

RECEIVED BY:

SIGNATURE Steven Higashi
PRINT NAME STEVEN HIGASHI
DATE 3/14/03
TIME 9:19

ITEM / DESCRIPTION	QUANTITY
XEROGRAPHIC BOND PAPER (8-1/2X11") 69027.	ONE-HUNDERED (100) CASES
XEROGRAPHIC BOND PAPER (8-1/2X14") 35592 .	FOUR (4) CASES

P/U CW
BETWEEN 8 00-9 30AM

TOTAL: ONE-HUNDERED & FOUR (104) CASES

INVOICE

Page 1 of 1

APPLIED GRAPHICS - HONOLULU
677 ALA MOANA BLVD, #602
HONOLULU, HI 96813
PHONE (808) 523-5055
FAX (808) 521-1649

INVOICE NUMBER **A0031794-IN**
INVOICE DATE 02/25/2003
SHIP DATE 2/24/2003
ORDER NUMBER
SALESPERSON Rick Chaponot
CUSTOMER NO FLEM
TERMS NET 30 DAYS

SOLD TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

SHIP TO
FLEMING
91-315 HANUA STREET
KAPOLEI, HI 96707

CUSTOMER P O

ALVIN

SHIP VIA

HPS

F O B

CONFIRM TO

DESCRIPTION

UNIT

ORDERED

SHIPPED

PRICE

AMOUNT

#118502 11-3/4x8-1/2 2-PT NCR
1/2 GB 1,700 PER CASE

CS

10 00

10 00

54 7800

547 80

#118503 11-3/4x8-1/2 3-PT NCR
1/2 GB, 1 200 PER CASE
HPS DEL #2/24-2

CS

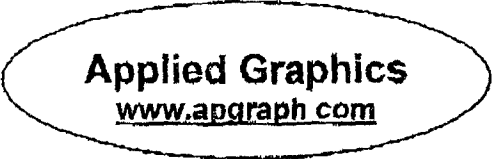
10 00

10 00

50 7800

507 80

Net Invoice	1,055 60
Less Discount	0 00
Sales Tax	43 98
Invoice Total	1,099 58



677 Ala Moana Blvd , #602 Honolulu, Hawaii 96813
Tel (808) 523-5055, Fax (808) 521-1649

WILL-CALL REQUEST #2/24-2
TO HAWAII TRANSFER CO , LTD

FROM MICHELLE
DATE FEB 21, 2003

FOR DELIVERY ON MONDAY, FEB. 24, 2003
VIA HAWAIIAN PARCEL SERVICE

DELIVER TO:	FLEMING
	91-315 HANUA STREET KAPOLEI, HI 96707
DELIVER BETWEEN: 8 00AM- 4 30PM	ATTN ALVIN

RECEIVED BY.

SIGNATURE Steven Higashi

PRINT STEVEN HIGASHI

DATE 2/24/03

TIME 9:52

ITEM	DESCRIPTION	QUANTITY
AG118502	#118502 STOCK COMPUTER PAPER 11-3/4 x 8-1/2; 2 PT	TEN (10) CASES
AG118503	#118503 STOCK COMPUTER PAPER 11-3/4 x 8-1/2, 3 PT	TEN (10) CASES

OA

TOTAL: TWENTY (20) CASES