

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor FLEMING COMPANIES, INC , et al ,

Case Number 03-10945

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 (The person or other entity to whom the debtor owes money or property)

Hewlett Packard Company

Name and address where notices should be sent

Hewlett Packard Company
20 Perimeter Summit Blvd
MS 505 Attn Kathy Escue
Atlanta, GA 30319

Telephone number 404-648-8135

- 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
0W5895

Check here if this claim

- Replaces a previously filed claim, dated _____
- amends

1 Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes

- Other _____
- Retiree benefits as defined in 11 U S C § 1114(a)
- Wages, salaries, and compensation (fill out below)
Your SS # _____
Unpaid compensation for services performed from _____ to _____

2 Date debt was incurred 2-27-03

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed

\$ 43,675 65

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 Computer Equipment _____

Value of Collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____

6 Unsecured Priority Claim

Check this box if you have an unsecured priority claim

Amount entitled to priority \$ _____

Specify the priority of the claim

- Wages salaries or commissions (up to \$4 300) * 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 \$1 950* 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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY

FILED

SEP 08 2003

BMC

Fleming Companies Claim



Date
9/4/03

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)

Kathy Escue, Bankruptcy Analyst *Kathy Escue Bankruptcy Analyst*

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

Creditor reserves the right to amend Further documentation provided upon request



Hewlett Packard Company
20 Perimeter Summit Boulevard
Atlanta GA 30319

September 4, 2003

Bankruptcy Management Corporation
1330 East Franklin Ave
El Segundo, CA 90245

Re Case Number 03-10945
Debtor Fleming Companies, Inc., et al.,

Dear Bankruptcy Management Corporation

Enclosed is Hewlett Packard Company's Proof of Claim for the aforementioned case. A self-addressed stamped envelope has been enclosed for the return of a date stamped copy of this claim.

Your prompt attention to this matter will be appreciated.

Sincerely,
HEWLETT PACKARD COMPANY

A handwritten signature in cursive script that reads 'Kathy Escue'.

Kathy Escue
Bankruptcy Analyst

Enclosures

Fleming Companies, Inc , et al
Chapter 11 prepetition recap
Case # 03-10945

Cust #	Customer	Inv ref	Doc date	Amount	COMMENTS
0W5895	Fleming Companies, Inc	33535749	02/27/03	3,914 61	Prepetition purchase
0W5895	Fleming Companies, Inc	33535758	02/27/03	1,307 73	Prepetition purchase
0W5895	Fleming Companies Inc	33550959	03/03/03	28,307 77	Prepetition purchase
0W5895	Fleming Companies, Inc	33551073	03/03/03	10,145 54	Prepetition purchase
			Total	43,675 65	

Kathy Escue
Hewlett-Packard Company
404-648-8135

The listing above represents unpaid prepetition invoice balances

HP reserves the right to amend claim Further documentation is available upon request



Invoice Date	Invoice Number
2/27/03	33535749
Order Number	Sales Person
13754972 001	4014

Remit payment to

HEWLETT PACKARD COMPANY
 PO BOX 402106
 ATLANTA, GA 30384 2106

Customer Number	Order Date	Ship Date	Purchase Order Number	Ship Via
0W5895	2/25/03	2/27/03	230052A	BESTWAY
Authorization Number	Freight Terms	Terms		F O B Point
		NET 30 DAYS		ONTARIO CA
				Page Number
				1

FLEMING COMPANIES, INC
 5701 NORTH SHARTEL
 OKLAHOMA CITY OK 73118-0000
 BOB WALKER

S O L D T O S H I P F T O
 FLEMING COMPANIES INC
 ATTN SHAD STEWARD/PO 230052A
 5701 N SHARTEL
 OKLAHOMA CITY OK 73118
 ATTN SHAD STEWARD

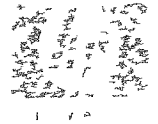
Item Number	Order Quantity	Backorder Quantity	Shipped Quantity	Description	Vendor Item Number	U/M	Unit Price (USD)	Extended Price (USD)
0397316	3		3	3YR 24X7 4HR 300 SERIES SVR	162657 002		1189 00	3567 00
SER # 3002157050		3002	57191	3002157198				
*SHPHDL	1		1	SHIPPING AND HANDLING	*SHPHDLI	EA	3 91	3 91
							NET DUE DATE	3/29/03
							SALES TAX	343 70
							TOTAL USD	3914 61
GENERAL AND SALES INQUIRIES (800)321 1234								

CUSTOMER INVOICE

ALL CLAIMS AND RETURNED MERCHANDISE MUST BE ACCOMPANIED BY THIS INVOICE ALL SALES SUBJECT TO WARRANTY PROVISIONS AND OTHER CONDITIONS

PLEASE REFER TO OUR INVOICE NUMBER WHEN MAKING YOUR PAYMENT

Please mail remittance to the address indicated above



Invoice Date	Invoice Number
2/27/03	33535758
Order Number	Sales Person
13756073 001	4014

Remit payment to

HEWLETT PACKARD COMPANY
PO BOX 402106
ATLANTA, GA 30384 2106

Customer Number	Order Date	Ship Date	Purchase Order Number	Ship Via
0W5895	2/25/03	2/27/03	230053A	BESTWAY
Authorization Number	Freight Terms	Terms		F O B Point
		NET 30 DAYS		ONTARIO CA
				Page Number
				1

FLEMING COMPANIES, INC
5701 NORTH SHARTEL
OKLAHOMA CITY OK 73118-0000

BOB WALKER

S	S
O	H FLEMING COMPANIES INC
L	I ATTN SHAD STEWARD/PO 230053A
D	P 5701 N SHARTEL
	OKLAHOMA CITY OK 73118
T	T
O	O ATTN SHAD STEWARD

Item Number	Order Quantity	Backorder Quantity	Shipped Quantity	Description	Vendor Item Number	U/M	Unit Price (USD)	Extended Price (USD)
0397316	1		1	3YR 24X7 4HR 300 SERIES SVR	162657 002		1189 00	1189 00
SER # 3002157261	1							
*SHPHDL	1		1	SHIPPING AND HANDLING	*SHPHDLI	EA	3 91	3 91
							SALES TAX	114 82
NET DUE DATE 3/29/03							TOTAL USD	1307 73
GENERAL AND SALES INQUIRIES (800)321 1234								

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Invoice Date	Invoice Number
3/03/03	33550959
Order Number	Sales Person
13754857 001	4014

Remit payment to

HEWLETT PACKARD COMPANY
 PO BOX 402106
 ATLANTA, GA 30384 2106

Customer Number	Order Date	Ship Date	Purchase Order Number	Ship Via
0W5895	2/25/03	3/03/03	230052	BESTWAY
Authorization Number	Freight Terms	Terms	F O B Point	Page Number
		NET 30 DAYS		1

** DIRECT SHIP
 FLEMING COMPANIES, INC

 5701 NORTH SHARTEL
 OKLAHOMA CITY OK 73118-0000

 BOB WALKER

S	S
O	H
L	I
D	P
T	T
O	O

FLEMING COMPANIES INC
 ATTN SHAD STEWARD/PO 230052
 5701 N SHARTEL
 OKLAHOMA CITY OK 73118

 ATTN SHAD STEWARD

Item Number	Order Quantity	Backorder Quantity	Shipped Quantity	Description	Vendor Item Number	U/M	Unit Price (USD)	Extended Price (USD)
0482531	3		3	DL380 R03 P2800XEON US	301111 001		2928 96	8786 88
SER # D309LDN1H688				D309LDN1H687 D309LDN1H686				
0482551	3		3	X2 8/400 370/380 G3 ALL	257915 B21		695 13	2085 39
0483885	3		3	HP RPS NEMA 5 15 PCORD DL380G3 US	313054 001		179 58	538 74
0482554	3		3	3 FANS HP REDUNDANT DL380G3 ALL	293048 B21		159 08	477 24
3796664	6		6	2GB REG PC2100 2X1GB ALL	300680 B21	EA	1131 00	6786 00
0455313	6		6	36G 15K U3 UNI ALL	232916 B22		489 01	2934 06
SER # 8Q32CCCC00X				8Q32JH9851JR 8Q32JH98510B 8Q32JH9851K3				
SER # 8Q32JH9851JZ				8Q32CCCC04Z				
0476670	3		3	SMART ARRAY 5302/128 ALL	283552 B21		1065 18	3195 54
3542307	3		3	PL ESSENTIALS INTEGRATED LIGHT OUT AD	263825 B21	EA	298 72	896 16
A174589	3		3	7 FT KVM CONSOLE TIERING CABLE	110936 B25		44 00	132 00
*CUSTS0	3		3	CUSTOMIZATION SERVICES	*CUSTS0			
*CUSTS0	3		3	CUSTOMIZATION SERVICES	*CUSTS0			
*209169	3		3	SERVER HOU SUPPRESSED CTO FLAG	293355 888			
C	1		1	TRACKING # 1Z4237AW0300244023				
*SHPHDL	1		1	SHIPPING AND HANDLING	*SHPHDLI	EA	108 68	108 68
							SALES TAX	2367 08
NET DUE DATE 4/02/03							TOTAL USD	28307 77
GENERAL AND SALES INQUIRIES (800)321 1234								

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Invoice Date	Invoice Number
3/03/03	33551073
Order Number	Sales Person
13755826 001	4014

Remit payment to

HEWLETT PACKARD COMPANY
 PO BOX 402106
 ATLANTA, GA 30384 2106

Customer Number	Order Date	Ship Date	Purchase Order Number	Ship Via
0W5895	2/25/03	3/03/03	230053	BESTWAY
Authorization Number	Freight Terms	Terms		F O B Point
		NET 30 DAYS		1

** DIRECT SHIP
 FLEMING COMPANIES, INC

 5701 NORTH SHARTEL
 OKLAHOMA CITY OK 73118-0000

 BOB WALKER

S O L D T O
 S H I P
 FLEMING COMPANIES INC
 ATTN SHAD STEWARD/PO 230053
 5701 N SHARTEL
 OKLAHOMA CITY OK 73118
 ATTN SHAD STEWARD

Item Number	Order Quantity	Backorder Quantity	Shipped Quantity	Description	Vendor Item Number	U/M	Unit Price (USD)	Extended Price (USD)
0482531	1		1	DL380 R03 P2800XEON US	301111 001		2928 96	2928 96
SER # D309LDN1H689								
0482551	1		1	X2 8/400 370/380 G3 ALL	257915 B21		695 13	695 13
3796664	1		1	2GB REG PC2100 2X1GB ALL	300680 B21	EA	1131 00	1131 00
0483885	1		1	HP RPS NEMA 5 15 PCORD DL380G3 US	313054 001		179 58	179 58
0482554	1		1	3 FANS HP REDUNDANT DL380G3 ALL	293048 B21		159 08	159 08
0484011	2		2	18GB 15K U320 UNI HDD ALL	286775 B22		294 38	588 76
SER # 8H32LSG1M0KL			8H32LSG1J0LB					
0484013	2		2	72GB 15K U320 UNI HDD ALL	286778 B22		992 20	1984 40
SER # 8H32KYGAC06K			8H32KYGAC06V					
0476670	1		1	SMART ARRAY 5302/128 ALL	283552 B21		1065 18	1065 18
3542307	1		1	PL ESSENTIALS INTEGRATED LIGHT OUT AD	263825 B21	EA	298 72	298 72
3242509	1		1	NC7131 10/100/1000T ALL	158575 B21	EA	181 22	181 22
A174589	1		1	7 FT KVM CONSOLE TIERING CABLE	110936 B25		44 00	44 00
*CUSTS0	1		1	CUSTOMIZATION SERVICES	*CUSTS0			
209169	1		1	SERVER HOU SUPPRESSED CTO FLAG	293355 888			
C	1		1	TRACKING # 1Z4237AW0300243953				
SHPHDL	1		1	SHIPPING AND HANDLING	*SHPHDLI	EA	41 15	41 15
							SALES TAX	848 36
NET DUE DATE 4/02/03							TOTAL USD	10145 54
GENERAL AND SALES INQUIRIES (800)321 1234								

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