

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

PROOF OF CLAIM



661247

Bar Date Ref # 1-NV 5008

In re
FLEMING COMPANIES, INC

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.

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.

FILED

SEP 10 2003

BMC

Name of Creditor and Address

0354653661247

Butler CO
4635 W Foster
Chicago IL 60630

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 I D #

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 2001 + 2002

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 32,589.76 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 32,589.76 (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.

THIS SPACE FOR COURT USE ONLY

SEP 10 2003

BMC

Fleming Companies Claim
09183

DATE SIGNED
9/8/03

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)

JANET SIMPSON *Janet Simpson* RETAIL COLLECTIONS

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

TO INSURE PROPER CREDIT, PLEASE DETACH
AND ENCLOSE THIS PORTION WITH YOUR CHECK

MAKE CHECK PAYABLE AND MAIL TO

JOHN O BUTLER COMPANY
4635 W. FOSTER AVE
CHICAGO, IL 60630-1709

|||||
FLEMING COMPANIES
P O BOX 26680
OKLAHOMA CITY OK 73126

INVOICE NO	INVOICE AMT	STATEMENT DATE
261952	861 12	9/08/03
275917	207 36	
290008	338 40	
321538	326 88	
333526	326 88	
362693	338 40	
		CUSTOMER NUMBER
		057864
		FINANCE CHARGE
		00
		TOTAL AMOUNT DUE
		2399 04
		AMOUNT ENCLOSED

BUTLER

STATEMENT OF ACCOUNT

John O Butler Company
4635 W Foster Ave Chicago, IL 60630-1709
FAX 1-800-553-2014
Order Dept & Customer Service 1-800-553-2003

Statement Date 9/08/03

DATE	INVOICE NO	REFERENCE	DESCRIPTION	AMOUNT	BALANCE DUE
6/19/01	261952	807864	INVOICE	861 12	861 12
7/18/01	275917	817395	INVOICE	207 36	207 36
8/15/01	290008	829702	INVOICE	338 40	338 40
10/16/01	321538	848370	INVOICE	326 88	326 88
11/08/01	333526	856773	INVOICE	326 88	326 88
1/10/02	362693	873201	INVOICE	338 40	338 40
					000039

\$ 32,509 76

YOUR STATEMENT NOW CONTAINS TRANSACTIONS PAST DUE MORE THAN 90 DAYS
WE CANNOT EXTEND ADDITIONAL CREDIT TO YOU UNTIL THESE BALANCES ARE
SETTLED PLEASE REMIT YOUR PAYMENT TODAY THANK YOU

TOTAL CURRENT	1-30 DAYS PAST DUE	31 60 DAYS PAST DUE	61+ DAYS PAST DUE	TOTAL AMOUNT DUE
00	00	00	2399 04	2399 04

PAYMENTS RECEIVED AFTER DATE OF THIS STATEMENT WILL BE SHOWN ON NEXT STATEMENT
1 1/2% SERVICE CHARGE ADDED AFTER 30 DAYS 18% ANNUALLY

TO INSURE PROPER CREDIT, PLEASE DETACH
AND ENCLOSE THIS PORTION WITH YOUR CHECK

MAKE CHECK PAYABLE AND MAIL TO

JOHN O. BUTLER COMPANY
4635 W FOSTER AVE
CHICAGO, IL 60630-1709

|||||
FLEMING CO GMD
PO BOX 210420
DALLAS TX 75211

INVOICE NO	INVOICE AMT	STATEMENT DATE
279314	348 48	9/08/03
		CUSTOMER NUMBER
		055607
		FINANCE CHARGE
		00
		TOTAL AMOUNT DUE
		348 48
		AMOUNT ENCLOSED

BUTLER

STATEMENT OF ACCOUNT

John O Butler Company
4635 W Foster Ave Chicago, IL 60630-1709
FAX 1-800-553-2014
Order Dept & Customer Service 1-800-553-2003

Statement Date 9/08/03

DATE	INVOICE NO	REFERENCE	DESCRIPTION	AMOUNT	BALANCE DUE
7/25/01	279314	599891-DL	INVOICE	348 48	348 48

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00	00	00	348 48	348 48

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JOHN O BUTLER COMPANY
4635 W FOSTER AVE.
CHICAGO, IL 60630-1709

|||||
FLEMING INC
CTP/KING OF PRUSSIA GMD
P O BOX 268863
OKLAHOMA CITY OK 73126-88

INVOICE NO	INVOICE AMT	STATEMENT DATE
264621	786 24	9/08/03
272485	1209 60	
277837	720 00	CUSTOMER NUMBER
287077	1793 76	
292800	252 00	055608
294398	1698 84	
302003	424 80	FINANCE CHARGE
313487	872 64	
320473	207 36	TOTAL AMOUNT DUE
325477	1303 20	
337729	1149 12	CONTINUED
365312	381 60	
379159	404 64	AMOUNT ENCLOSED
410742	662 88	
436881	381 60	
440962	253 28	
443207	381 60	



STATEMENT OF ACCOUNT

John O Butler Company
4635 W Foster Ave Chicago, IL 60630-1709
FAX 1-800-553-2014
Order Dept & Customer Service 1-800-553-2003

Statement Date 9/08/03

DATE	INVOICE NO	REFERENCE	DESCRIPTION	AMOUNT	BALANCE DUE
6/25/01	264621	412279-KG	INVOICE	786 24	786 24
7/12/01	272485	537113-KG	INVOICE	1209 60	1209 60
7/23/01	277837	612738-KG	INVOICE	720 00	720 00
8/08/01	287077	697461-KG	INVOICE	1793 76	1793 76
8/20/01	292800	818123-KG	INVOICE	252 00	252 00
8/23/01	294398	735170	INVOICE	1698 84	1698 84
9/07/01	302003	033202-KG	INVOICE	424 80	424 80
10/01/01	313487	174471-KG	INVOICE	872 64	872 64
10/15/01	320473	335254-KG	INVOICE	207 36	207 36
10/23/01	325477	389054-KG	INVOICE	1303 20	1303 20
11/15/01	337729	603554-KG	INVOICE	1149 12	1149 12
1/15/02	365312	162675-KG	INVOICE	381 60	381 60
2/08/02	379159	380122-KG	INVOICE	404 64	404 64
4/05/02	410742	817396-KG	INVOICE	662 88	662 88
5/23/02	436881	292777-KG	INVOICE	381 60	381 60
5/31/02	440962	256015-KG	INVOICE	253 28	253 28
6/05/02	443207	405248-KG	INVOICE	381 60	381 60

TOTAL CURRENT	1 30 DAYS PAST DUE	31 60 DAYS PAST DUE	61+ DAYS PAST DUE	TOTAL AMOUNT DUE
		63		CONTINUED

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MAKE CHECK PAYABLE AND MAIL TO

JOHN O BUTLER COMPANY
4635 W. FOSTER AVE.
CHICAGO, IL 60630-1709

|||||
FLEMING INC
CTP/KING OF PRUSSIA GMD
P O BOX 268863
OKLAHOMA CITY OK 73126-88

INVOICE NO	INVOICE AMT	STATEMENT DATE
444708	381 60	9/08/03
464447	371 52	
505890	414 72	
522384	404 64	
547920	371 52	
		CUSTOMER NUMBER
		055608
		FINANCE CHARGE
		00
		TOTAL AMOUNT DUE
		14827 16
		AMOUNT ENCLOSED



STATEMENT OF ACCOUNT

John O Butler Company
4635 W Foster Ave Chicago, IL 60630-1709
FAX 1-800-553-2014
Order Dept & Customer Service 1-800-553-2003

PAGE 2

Statement Date 9/08/03

DATE	INVOICE NO	REFERENCE	DESCRIPTION	AMOUNT	BALANCE DUE
6/10/02	444708	423653-KG	INVOICE	381 60	381 60
7/16/02	464447	702984-KG	INVOICE	371 52	371 52
9/27/02	505890	276843-KG	INVOICE	414 72	414 72
10/28/02	522384	417712-KG	INVOICE	404 64	404 64
12/10/02	547920	602763-KG	INVOICE	371 52	371 52

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WE CANNOT EXTEND ADDITIONAL CREDIT TO YOU UNTIL THESE BALANCES ARE
SETTLED PLEASE REMIT YOUR PAYMENT TODAY THANK YOU

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00	00	00	14827 16	14827 16

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1 1/2% SERVICE CHARGE ADDED AFTER 30 DAYS 18% ANNUALLY

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JOHN O BUTLER COMPANY
4635 W. FOSTER AVE
CHICAGO, IL 60630-1709

|||||
FLEMING INC
CTP/TOPEKA GMD DIVISION
P O BOX 268862
OKLAHOMA CITY OK 73126 88

INVOICE NO	INVOICE AMT	STATEMENT DATE
20368	400 00	9/08/03
289398	427 52	
292249	653 76	
292899	640 48	
309934	663 52	
317012	337 28	
321461	286 24	
328458	455 52	
335828	224 00	
364297	365 28	
		CUSTOMER NUMBER
		056040
		FINANCE CHARGE
		00
		TOTAL AMOUNT DUE
		4453 60
		AMOUNT ENCLOSED



STATEMENT OF ACCOUNT

John O Butler Company
4635 W Foster Ave Chicago, IL 60630-1709
FAX 1-800-553-2014
Order Dept & Customer Service 1-800-553-2003

Statement Date 9/08/03

DATE	INVOICE NO	REFERENCE	DESCRIPTION	AMOUNT	BALANCE DUE
6/26/01	20368		INVALID DED	400 00	400 00
8/14/01	289398	487446-TG	INVOICE	427 52	427 52
8/17/01	292249	518061-TG	INVOICE	653 76	653 76
8/20/01	292899	510398-TG	INVOICE	640 48	640 48
9/21/01	309934	650162-TG	INVOICE	663 52	663 52
10/09/01	317012	681321-TG	INVOICE	337 28	337 28
10/16/01	321461	720585-TG	INVOICE	286 24	286 24
10/30/01	328458	744268-TG	INVOICE	455 52	455 52
11/13/01	335828	815138-TG	INVOICE	224 00	224 00
1/11/02	364297	126772-TG	INVOICE	365 28	365 28

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00	00	00	4453 60	4453 60

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CHICAGO, IL 60630-1709

CTP/SACRAMENTO GMD
FLEMING INC
P O BOX 268864
OKLAHOMA CITY OK 73126 88

INVOICE NO	INVOICE AMT	STATEMENT DATE
239480	1029 24	9/08/03
239480	1008 66-	
239480	20 58-	CUSTOMER NUMBER
239480	142 56-	
239480	63 00-	056033
239480	174 24-	
250312	173 28-	FINANCE CHARGE
261948	1308 96	
273812	717 12	
277707	1165 28	
289397	728 04	TOTAL AMOUNT DUE
300510	142 56	
300558	1698 84	CONTINUED
308212	537 76	
316744	564 48	AMOUNT ENCLOSED
320477	358 56	
323239	551 52	



STATEMENT OF ACCOUNT

John O Butler Company
4635 W Foster Ave Chicago, IL 60630-1709
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Order Dept & Customer Service 1-800-553-2003

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DATE	INVOICE NO	REFERENCE	DESCRIPTION	AMOUNT	BALANCE DUE
5/04/01	239480	708384-GS	INVOICE	1029 24	
6/25/01	239480	708384-GS	INVALID DED	1008 66-	
6/25/01	239480	708384-GS	DISC ALLOW	20 58-	
7/17/01	239480	708384-GS	CREDIT MEMO	142 56-	
7/17/01	239480	708384-GS	CREDIT MEMO	63 00-	
8/08/01	239480	708384-GS	CREDIT MEMO	174 24-	379 80-
5/24/01	250312		CREDIT MEMO	173 28-	173 28-
6/19/01	261948	141691-GS	INVOICE	1308 96	1308 96
7/16/01	273812	308953-GS	INVOICE	717 12	717 12
7/23/01	277707	366695-GS	INVOICE	1165 28	1165 28
8/14/01	289397	484033-GS	INVOICE	728 04	728 04
9/04/01	300510	635649-GS	INVOICE	142 56	142 56
9/05/01	300558	453718-GS	INVOICE	1698 84	1698 84
9/19/01	308212	711750-GS	INVOICE	537 76	537 76
10/05/01	316744	819712-GS	INVOICE	564 48	564 48
10/15/01	320477	897904-GS	INVOICE	358 56	358 56
10/18/01	323239	054305-GS	INVOICE	551 52	551 52

TOTAL CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61+ DAYS PAST DUE	TOTAL AMOUNT DUE
		64		CONTINUED

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MAKE CHECK PAYABLE AND MAIL TO

JOHN O BUTLER COMPANY
4635 W. FOSTER AVE
CHICAGO, IL 60630-1709

CTP/SACRAMENTO GMD
FLEMING INC
P O BOX 268864
OKLAHOMA CITY OK 73126-88

INVOICE NO	INVOICE AMT	STATEMENT DATE
331338	398 88	9/08/03
338580	769 60	
348104	285 12	
368520	764 64	
396392	224 64	
423125	224 64	
456417	449 28	
518124	224 64	
		CUSTOMER NUMBER
		056033
		FINANCE CHARGE
		00
		TOTAL AMOUNT DUE
		10561 48
		AMOUNT ENCLOSED



STATEMENT OF ACCOUNT

John O Butler Company
4635 W Foster Ave Chicago, IL 60630-1709
FAX 1-800-553-2014
Order Dept & Customer Service 1-800-553-2003

PAGE 2

Statement Date 9/08/03

DATE	INVOICE NO	REFERENCE	DESCRIPTION	AMOUNT	BALANCE DUE
11/05/01	331338	163454-GS	INVOICE	398 88	398 88
11/16/01	338580	243233-GS	INVOICE	769 60	769 60
12/07/01	348104	390095-GS	INVOICE	285 12	285 12
1/21/02	368520	657618-GS	INVOICE	764 64	764 64
3/12/02	396392	171021-GS	INVOICE	224 64	224 64
4/30/02	423125	521356-GS	INVOICE	224 64	224 64
6/28/02	456417	064644-GS	INVOICE	449 28	449 28
10/21/02	518124	675574-GS	INVOICE	224 64	224 64
					000039

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00	00	64 00	10561 48	10561 48

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