

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

PROOF OF CLAIM



511906

Bar Date Ref # 2-NC-3944353

In re FULLER, et al. Case Number 03-10445 (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.

Name of Creditor and Address

R/ OXNARD RANCH MKT
133 W PLEASANT Vly
OXNARD CA 93033

0354653511906

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.

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 (805) 486-8048 (805) 486-8048

CREDITOR TAX ID #
77-0175288

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim 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)
OUTSTANDING CREDITS
 - 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 \$ 42,065.43 (unsecured) \$ _____ (secured) \$ 42,065.43 (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.

THIS SPACE FOR COURT USE ONLY

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

FILED
SEP 15 2003
BMC

DATE SIGNED
9-15-03

SIGN and print the name and title of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).
[Signature]

Filing Companies Claim
09531

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

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DSAR735-01

PHOENIX DIVISION
624 S 25TH AVENUE
P O BOX 20511
PHOENIX

*** STATEMENT ***

DATE - 06/21/02 PAGE - 18

STMT NO - 02228 DAY - 5
CHAIN NO - 46500

BILL TO "R" OXNARD RANCH MRKT INC VK
039 44353 133 WEST PLEASANT VALLEY
AZ 850360511 TERR 30 OXNARD CA 93033

** STATEMENT TOTALS **
NET AMOUNT * RETAIL G M % RETL TAXABLE

TOTAL PAST DUE 26,207 99 *
TOTAL CURRENT .. 25,431 49 * 25,451 45 47 07 * 5,525.12
TOTAL DUE 51,639 48 *

*** YOUR CHECK NO _____ WAS FILLED OUT FOR _____

leming

DSAR735-01

*** CURRENT TRANSFERS RECAP ***

DATE - 06/21/02 PAGE - 19

PHOENIX DIVISION
624 S 25TH AVENUE
P O BOX 20511
PHOENIX

AZ 850360511

BILL TO
039 44353
TERR 30

"R" OXNARD RANCH MRKT INC VK
133 WEST PLEASANT VALLEY
OXNARD CA 93033

STMT NO - 02228 DAY - 5
CHAIN NO - 46500

DEPT	DESCRIPTION	RECAP AMOUNT *	RETAIL	G M %	RETAIL TAXABLE
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001	GROCERY	10,790 66 *	4,109 10	39,64	1,006.90
004	GEN MDSE	576.84 *	5,445.44	89.48	576.25
005	FROZEN	444 45 *	950 40	53 32	
013	DAIRY	574.41 *			
023	H B C	2,198 12 *	2,067 33	30 35	2,185 98
030	DEFAULT	10,847 01 *	12,879 18	33 74	1,755 99

CURRENT RECAP TOTAL		25,431 49	25,451 45		
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TAXABLE INFORMATION RECAP

GROCERY TAXABLE	5,525 12
NON-GROCERY TAXABLE	00
RECAP TAXABLE TOTAL	5,525 12

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BSAR735-01

PHOENIX DIVISION
624 S 25TH AVENUE
P O BOX 20511
PHOENIX AZ 850360511
PHONE (602) 269-5200

*** STATEMENT ***

BILL TO "R" OXNARD RANCH MRKT INC VK
039 44353 133 WEST PLEASANT VALLEY
TERR 30 OXNARD CA 93033

MAIL TO R OXNARD RANCH MRKT INC VK
133 WEST PLEASANT VALLEY
OXNARD, CA 93033

DATE - 06/21/02 PAGE - 14

STMT NO - 02228 DAY - 5
CHAIN NO - 46500

TERMS - NET

*** EFT STATEMENT DATE

INV DATE	INV NO	DESCRIPTION	REF NO	DEPT	DETAIL	AMOUNT	NET AMOUNT	RETAIL	G M %
RETAIL DEPARTMENT - 30 DEFAULT									
06/17/02	0377770	COFFEE - OTHER		101		20 32		29 88	31 99
06/17/02	0377770	CANDY / GUM		101		90 35		138,96	34,98
06/17/02	0377770	REPACK CANDY/GUM		101		47,75		78,96	39,53
06/17/02	0377770	CANDY - REFRIGERATED		101		39 30		57 48	31 63
06/17/02	0377770	CORROSIVES		101		80,99		137,82	41,23
06/17/02	0377770	FROZEN REGULAR		400		2,237 86		1,712 84	38 05
06/17/02	0377770	FROZEN CONTROL LABEL		400		826 09		740 94	40 97
06/17/02	0377770	FROZEN FISH		400		94 59		99 36	35 76
06/17/02	0377770	DAIRY/DELI		500		976 66		1,280 58	31 88
06/17/02	0377770	DAIRY CONTROL LABEL		500		184 26		290,68	36 61
06/17/02	0377770	CALIFORNIA OIL TAX		153		1,44			
06/17/02	0377770	CALIF REDEMPTION VALUE		733		21 10			
06/17/02	0377770	FUEL ADJUSTMENT		715		16,73			
06/17/02	0377770	SWELL ALLOWANCE		101		13 83CR			
06/17/02	0377770	LABEL CHARGE		101		19 14	11,337 32		
06/17/02	0377771	MEAT - FROZEN		300		23 05		33 48	31 15
06/17/02	0377771	MEAT - PACKAGED		300		689 54		822 24	29 22
06/17/02	0377771	FUEL ADJUSTMENT		715		50			
06/17/02	0377771	LABEL CHARGE		300		96	714,05		
06/21/02	0385826	FROZEN REGULAR		400		854 42		567 88	38 23
06/21/02	0385826	FROZEN CONTROL LABEL		400		501 64		452,04	40 18
06/21/02	0385826	FROZEN FISH		400		30 76		51 48	40 25
06/21/02	0385826	DAIRY/DELI		500		2,049 35		2,383 74	32 25
06/21/02	0385826	DAIRY CONTROL LABEL		500		342 55		536 96	36 21
06/21/02	0385826	FUEL ADJUSTMENT		715		4 03			
06/21/02	0385826	SWELL ALLOWANCE		400		14 04CR			
06/21/02	0385826	LABEL CHARGE		400		7 32	3,776 03		
06/21/02	0385827	MEAT - FROZEN		300		23 05		33 48	31 15
06/21/02	0385827	MEAT - PACKAGED		300		1,095 64		1,260,93	31,31
06/21/02	0385827	FUEL ADJUSTMENT		715		74			

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DSAR735-01

*** STATEMENT ***

DATE - 06/21/02 PAGE - 13

PHOENIX DIVISION
624 S 25TH AVENUE
P O BOX 20511
PHOENIX AZ 850360511
PHONE (602) 269-5200

BILL TO "R" OXNARD RANCH MRKT INC VK
039 44353-30 133 WEST PLEASANT VALLEY
TERR 30 OXNARD CA 93033

STMT NO - 02228 DAY - 5
CHAIN NO - 46500

MAIL TO R OXNARD RANCH MRKT INC VK
133 WEST PLEASANT VALLEY
OXNARD, CA 93033

TERMS - NET

*** EFT STATEMENT DATE

INV DATE INV NO DESCRIPTION REF NO DEPT DETAIL AMOUNT NET AMOUNT RETAIL G M %

RETAIL DEPARTMENT - 30 DEFAULT
06/14/02 0002228 LAST STATEMENT TOTAL *** 34,963 76
06/14/02 0002228 PAYMENT EFT *** 17,986 61CR

. . OPEN INVOICES FROM LAST STATEMENT

06/12/02 0047143 RETAIL SCANNING SERV *** 10 97
06/14/02 0047143 PAYMENT EFT *** 10 87CR 10
11/16/01 0128691 MISCELLANEOUS 111501 *** 14,506 95 14,506 95
05/28/02 0343864 GROCERY REGULAR *** 5,970 10 7,875 56 28 63
06/14/02 0343864 PAYMENT EFT *** 3,500 00CR 2,470 10

TOTAL PASTDUE 16,977 15 7,875 56 28 63

06/19/02 0048884 RETAIL ELECTRONICS 727 15 00 15 00
06/19/02 0048885 RETAIL SCANNING SERV 727 10 97 10 97
06/19/02 0048886 ADVERTISING 726 50 00 50 00
06/19/02 0048887 STATE SALES TAX 710 1 09 1 09
06/19/02 0048888 RETAIL PRICING 727 38 50 38 50
06/20/02 0157344 GROCERY REGULAR CREDIT 101 1,579 29CR 1,985 94CR 22 01
06/20/02 0157344 GROCERY CONTROL CREDIT 101 103 40CR 147 60CR 29 95
06/20/02 0157344 MEAT - FROZEN CREDIT 300 23 05CR 33 48CR 31 15
06/20/02 0157344 MEAT - PACKAGED CREDIT 300 689 54CR 822 24CR 29 22
06/20/02 0157344 FROZEN REGULAR CREDIT 400 1,837 14CR 1,333 88CR 36 81
06/20/02 0157344 FROZEN CONTROL L CREDIT 400 754 42CR 721 32CR 40 88
06/20/02 0157344 FROZEN FISH CREDIT 400 94 59CR 99 36CR 35 76
06/20/02 0157344 DAIRY/DELI CREDIT 500 960 03CR 1,256 66CR 31 91
06/20/02 0157344 DAIRY CONTROL LA CREDIT 500 184 26CR 290.68CR 36 61
06/20/02 0157344 SWELL ALLOWANCE CREDIT 101 8 90
06/17/02 0377770 GROCERY REGULAR 101 6,107 56 7,950 42 29 86
06/17/02 0377770 GROCERY CONTROL LABEL 101 587 01 910 19 35 51

6,216 82CR

Fleming
Companies, Inc.

PSAR735-01
PHOENIX DIVISION
624 S 25TH AVENUE
P.O. BOX 20511
PHOENIX

*** STATEMENT ***

DATE - 05/24/02 PAGE - 16

STMT NO - 98941 DAY - 5
CHAIN NO - 46500

BILL TO "R" OXNARD RANCH MRKT INC VK
039 44353 133 WEST PLEASANT VALLEY
AZ 850360511 TERR 30 OXNARD CA 93033

** STATEMENT TOTALS **
NET AMOUNT * RETAIL G M % RETL TAXABLE
TOTAL PAST DUE - . - 19,538 52 * * *
TOTAL CURRENT 20 062 86 * 15 486 12 31 86 * 7 047 76
TOTAL DUE - . - 39,601 38 * * *

*** YOUR CHECK NO _____ WAS FILLED OUT FOR _____

Fleming
Companies, Inc.

PSAR735-01
PHOENIX DIVISION
624 S 25TH AVENUE
P.O. BOX 20511
PHOENIX

*** STATEMENT ***

DATE - 05/03/02 PAGE - 12

BILL TO "R" OXNARD RANCH MRKT INC VK
Q39 44353 133 WEST PLEASANT VALLEY
AZ 850360511 TERR 30 OXNARD CA 93033

STMT NO - 96498 DAY - 5
CHAIN NO - 46500

** STATEMENT TOTALS **
NET AMOUNT * RETAIL G M % RETL TAXABLE *
TOTAL PAST DUE - 19,538 52 * * *
TOTAL CURRENT 19 433 66 * 11 639 42 35 85 * 2 903 84
TOTAL DUE 38,972 18 *

*** YOUR CHECK NO _____ WAS FILLED OUT FOR _____

Fleming
Companies, Inc.

PHOENIX DIVISION
624 S 25TH AVENUE
P O, BOX 20511
PHOENIX

*** STATEMENT ***

DATE - 05/10/02 PAGE - 14

STMT NO - 97303 DAY - 5
CHAIN NO - 46500

BILL TO "R" OXNARD RANCH MRKT INC VK
039 44953 133 WEST PLEASANT VALLEY
AZ 850360511 TERR 30 OXNARD CA 93033

** STATEMENT TOTALS **		NET AMOUNT *	RETAIL	G M %	RETL TAXABLE
TOTAL PAST DUE		19,538 52 *			*
TOTAL CURRENT		19 415 40 *	18 695 47	36 99 *	3 328 88
TOTAL DUE		38,953 92 *			*

*** YOUR CHECK NO _____ WAS FILLED OUT FOR _____

Fleming
Companies, Inc.

PHOENIX DIVISION
624 S 25TH AVENUE
P O, BOX 20511
PHOENIX

*** STATEMENT ***

DATE - 03/01/02 PAGE - 11

AZ 850360511

BILL TO
039 44353
TERR 31

"R" OXNARD RANCH MRKT INC VK
133 WEST PLEASANT VALLEY
OXNARD CA 93033

STMT NO - 88964 DAY - 5
CHAIN NO - 46500

** STATEMENT TOTALS **
NET AMOUNT * RETAIL G M % RETL TAXABLE
TOTAL PAST DUE . , 19,934 37 * *
TOTAL CURRENT - 10 515 86 * 12 106 14 33 76 * 3 290 98
TOTAL DUE , 30,450 23 *

*** YOUR CHECK NO _____ WAS FILLED OUT FOR _____



PHOENIX DIVISION
 624 S 25TH AVENUE
 P.O. BOX 20511
 PHOENIX AZ 850360511
 PHONE. (602) 269-5200

*** STATEMENT ***

DATE - 02/15/02 PAGE - 9

BILL TO "R" OXNARD RANCH MRKT INC VK
 039 44353-30 133 WEST PLEASANT VALLEY
 TERR 31 OXNARD CA 93033

STMT NO - 87262 DAY - 5
 CHAIN NO - 46500

TERMS - NET

*** EFT STATEMENT DATE

 INV DATE INV NO DESCRIPTION REF NO DEPT DETAIL AMOUNT NET AMOUNT RETAIL G M %

RETAIL DEPARTMENT - 30 DEFAULT
 02/08/02 0087262 LAST STATEMENT TOTAL *** 29,804 83
 02/08/02 0087262 PAYMENT EFT *** 15,297 88CR
 02/14/02 0087262 PAYMENT WIRE *** 16,855 95CR

.. . OPEN INVOICES FROM LAST STATEMENT .

11/16/01 0128691 MISCELLANEOUS 111501 *** 14,506 95 14,506 95
 02/14/02 0148715 CASH ON ACCOUNT WIRE *** 16 855 95CR 16 855 95CR

TOTAL PASTDUE 2 349 00CR

INV DATE	INV NO	DESCRIPTION	REF NO	DEPT	DETAIL	AMOUNT	NET AMOUNT	RETAIL	G	M %
02/13/02	0016403	RETAIL ELECTRONICS		727		15 00	15 00			
02/13/02	0016404	RETAIL SCANNING SERV		727		10 97	10 97			
02/13/02	0016405	ADVERTISING		726		50 00	50 00			
02/13/02	0016406	STATE SALES TAX		710		1 09	1 09			
02/13/02	0016407	RETAIL PRICING		727		38 50	38 50			
02/14/02	0017222	TRUCK SHORT ALLOWANCE		718		3 51	3 51			
02/14/02	0146260	GROCERY REGULAR CREDIT		101		260 79CR		377 98CR	31	00
02/14/02	0146260	MEAT - PACKAGED CREDIT		300		31 59CR	292 38CR	45 48CR	30	54
02/15/02	0148478	RETAIL ELECTRONICS	326	727		160 55	160 55			
02/15/02	0148479	STATE SALES TAX	326	710		8 16	8 16			
02/15/02	0148704	FREIGHT CHARGE	44191	717		107 55	107 55			
02/11/02	0152470	GROCERY REGULAR		101		7 337 84		9,884 09	31	51
02/11/02	0152470	GROCERY CONTROL LABEL		101		733 20		1 174 86	37	59
02/11/02	0152470	GROUND COFFEE		101		112 07		165 12	32	13
02/11/02	0152470	COFFEE - OTHER		101		382 82		572 40	33	12
02/11/02	0152470	SPICES & EXTRACTS F/C		111		35 08		67 80	48	26
02/11/02	0152470	REPACK SPICES/EXTRACTS		111		75 21		131 04	42	61
02/11/02	0152470	CORROSIVES		101		19 27		29 88	35	51
02/11/02	0152470	FROZEN REGULAR		400		250 41		328 60	36	12
02/11/02	0152470	DAIRY/DELI		500		1,114 27		1,369 36	34	94
02/11/02	0152470	DAIRY CONTROL LABEL		500		134 37		177 32	33	39
02/11/02	0152470	CALIF REDEMPTION VALUE		733		17 10				

Fleming Companies, Inc.

OPHOENIX DIVISION
 0624 S 25TH AVENUE
 OP O. BOX 20511
 OPHOENIX, AZ 85036
 O(802)269-5200

DSAR470-01 L

44353-01 "R" OXNARD RANCH MRKT INC VK
 133 WEST PLEASANT VALLEY
 OXNARD CA 93033

O1-GROCERY
 CHAIN CUST # 46500

PAGE 1

C/M NO 146259
 DATE 02/14/2002
 STMT DAY 5

C R E D I T M E M O

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CRD REQ #/DATE INVOICE #	QTY	ITEM C NO	UPC	DESCRIPTION	PACK / SIZE	RETAIL	S C
688241 02-07-02							
0141557	20	72594-1	0-43000-10370	POST WAFFLE CRISP	% 10 13 75 OZ		
0141557	10	72630-3	0-43000-11761	POST GOLDEN CRISP CR	% 10 18 OZ		
		GROCERY REGULAR	%		60 OOCR		
		SWELL ALLOWANCE			39		
		GROCERY	39				
		TOTAL CREDIT DUE			59 61CR		

TAXABLE INFORMATION RECAP

GROCERY TAXABLE	00
NON-GROCERY TAXABLE	00
NON-TAXABLE	60 OOCR
MISCELLANEOUS	.39
RECAP TOTAL	59.61CR

ON THIS DATE FLEMING
 RECEIVED THE WDR FOR 16855.95
 THAT IT WAS OVER THE ACTUAL AMOUNT FOR

2349.

BUT IN THE NEXT STATEMENT THERE WAS A
 POST DUE THAT ALREADY BEEN PAID

DON'T FORGET THERE IS SOME CREDIT IF YOU APPLY THAT TO
 THE WDR AND THE MONEY THE FLEMING OWES ITS EQUAL TO THE \$19,538

*As this is shown as the
 Post Due.
 but already paid
 Ben Paul*

INV

19,234.37

216.82

, 00

0,097.48

(2,050.13)