
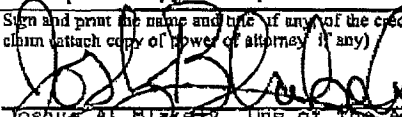


FORM B10 (Official Form 10) (4/01)

United States Bankruptcy Court -		District of Delaware	PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc		Case Number 03-10945	THIS SPACE IS FOR COURT USE ONLY
Name of Creditor (The person or other entity to whom the debtor owes money or property) Joseph Campione, Inc		<input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent Joseph Campione, Inc c/o Joshua A Blakely, Esq Reinhart Boerner Van Deuren s c. 1000 North Water Street, Suite 2100 Milwaukee, WI 53202		Telephone number 414-298-1000	
Account or other number by which creditor identifies debtor		Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends	
1 Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Wages, salaries, and compensation (fill out below) <input type="checkbox"/> Money loaned Your SS # _____ <input type="checkbox"/> Personal injury/wrongful death Unpaid compensation for services performed from _____ to _____ <input type="checkbox"/> Taxes (date) (date) <input type="checkbox"/> Other _____			
2 Date debt was incurred 3/6/03 - 4/1/03		3. If court judgment, date obtained:	
4 Total Amount of Claim at Time Case Filed \$ 120,126.18 (see attachment) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input type="checkbox"/> 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. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages, salaries, or commissions (up to 4,600)* 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) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse or child - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a)() <small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small>	
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 15 2003 BMC Fleming Companies Claim  09583
Date 9/8/03	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)  Joshua A. Blakely, One of the Attorneys for Joseph Campione,		

ATTACHMENT TO PROOF OF CLAIM
OF
JOSEPH CAMPIONE, INC
IN
IN RE FLEMING COMPANIES, INC.
CASE NO 03-10945

Joseph Campione, Inc ("Campione") makes this unsecured nonpriority claim in the amount of \$120,126.18 for goods sold to the above-referenced debtor (the "Debtor"). A summary list of invoices is attached hereto. Any party seeking copies of the invoices referenced in the attached summary should contact Joshua A. Blakely at Reinhart Boerner Van Deuren s c , 1000 North Water Street, Suite 2100, P O Box 2965, Milwaukee, Wisconsin 53201; 414-298-8136 (phone), 414-298-8097 (fax).

Campione is also pursuing a reclamation claim in the above-referenced bankruptcy case. Campione's reclamation claim of \$113,092 is included in the amount asserted in this proof of claim. Campione's reclamation claim is being resolved pursuant to the reclamation claim procedures in the above-referenced bankruptcy case. To the extent that Campione's reclamation claim is allowed, Campione plans to amend this claim.

Open Fleming Purchase Orders Joseph Campione, Inc

<u>Purchase Order #</u>	<u>JCI Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Total</u>
478331MA	0303331-IN	04/01/2003	\$2,738 82
711503	0303333-IN	04/01/2003	\$2,063 88
733748WW	0303281-IN	03/27/2003	\$1,933 20
553817PX	0303285-IN	03/27/2003	\$2,917 32
051120TU	0303294_IN	03/27/2003	\$725 76
110074TU	0303295-IN	03/27/2003	\$1,002 40
470349GA	0303275-IN	03/26/2003	\$3,612 42
709091	0303243-IN	03/24/2003	\$2,063 88
709090	0303246-IN	03/24/2003	\$22 949 20
710639	0303244-IN	03/24/2003	\$2,885 40
710635	0303241-IN	03/24/2003	\$2,917 32
710636	0303248-IN	03/24/2003	\$11,569 02
674786LI	0303206-IN	03/20/2003	\$4,032 84
014162ME	0303186-IN	03/19/2003	\$2,560 32
401844GA	0303190-IN	03/19/2003	\$2,920 26
708595	0303173-IN	03/18/2003	\$5 301 30
706881	0303097-IN	03/11/2003	\$21,152 26
706880	0303096_IN	03/11/2003	\$3,949 26
708486	0303164_IN	03/17/2003	\$3,286 20
385738MA	0303167_IN	03/17/2003	\$2,738 82
708485	0300756_IN	03/17/2003	\$1,031 94
889518SC	0303120-IN	03/13/2003	\$3,000 90
334720FS	0303129-IN	03/13/2003	\$2,917 32
477635NA	0300729-IN	03/12/2003	\$2 822 40
339095MA	0303085_IN	03/10/2003	\$2,917 32
273904GA	0303059_IN	03/07/2003	\$2,052 54
047537HW	0303051_IN	03/06/2003	\$2,063 88
			<u>\$120,126 18</u>

810 (Official Form 10) (4/01)

United States Bankruptcy Court -

District of Delaware

PROOF OF CLAIM

Name of Debtor

Fleming Companies, Inc

Case Number

03-10945

(NOTE: This form should only 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)

Joseph Campione, Inc

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.

Name and address where notices should be sent

Joseph Campione, Inc
c/o Joshua A Blakely, Esq
Reinhart Boerner Van Deuren s c
1000 North Water Street, Suite 2100
Milwaukee WI 53202

Telephone number 414-298-1000

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor

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 _____ (date) (date)

2 Date debt was incurred

3/6/03 - 4/1/03

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed

\$ 120,126.18 (see attachment)

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 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 460) * 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 4/1/04 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.

Date

9/8/03

Sign and print the name and title of any of the creditor or other person authorized to file the claim (attach copy of power of attorney, if any)

Joshua A. Blakely, One of the Attorneys for Joseph Campione, Inc

THIS SPACE IS FOR COURT USE ONLY

FILED

SEP 15 2003

BMC

CO - 10 P - 45 IN



September 15, 2003

Thomas J O'Brien, Esq
Direct Dial 414-298-8316

DELIVERED BY COURIER

Bankruptcy Management Corporation
Attn Fleming Companies, Inc. Claims
Processing Agent
1330 East Franklin Avenue
El Segundo, CA 90245

Ladies and Gentlemen

Re In re Fleming Companies, Inc , et al.
Case No. 03-10945
Jointly Administered

I enclose a proof of claim on behalf of Joseph Campione, Inc in connection with the above-referenced bankruptcy case Please file the proof of claim and return a received-stamped copy to our messenger

Yours very truly,

A handwritten signature in black ink, appearing to read 'Joshua A. Blakely'. Below the signature, the name 'Joshua A. Blakely' is printed in a serif font.

Joshua A. Blakely

MW\1016625JAB LB

Encs.