

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

PROOF OF CLAIM



483678

Bar Date Ref # 2-G5-5196

In re
Fleming Companies, Inc

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.

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.

Name of Creditor and Address

INTEGRATED SOLUTIONS GROUP
7101 NW EXPRESSWAY, Suite 705
OKLAHOMA CITY OK ~~73126~~ 73132-5147

0354651483678

Creditor Telephone Number () 405-722-7300

CREDITOR TAX ID #
48-1243689

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
See attached invoices

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

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 10/28/02 to 3/31/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 255,197.80 **see \$ below (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (total)
 ** \$236,947.80 of the claim is entitled to admin priority-reclamation claim

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
SEP 10 2003
 Fleming Companies Claim
 09784

DATE SIGNED
9/8/2003

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).
 Michael P Alley-Atty

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

Fleming Companies Open Invoices

<u>Inv Date</u>	<u>Inv #</u>	<u>Sub-total w/o tax</u>	<u>tax</u>	<u>Inv Total</u>	<u>Description</u>
Fleming Storage Deal from March					
3/27/2003	OKC0003167	\$213 970 12	\$15 270 68	\$229 240 80	Compaq Server and Storage
3/31/2003	OKC0003189	\$3 910 00	\$307 91	\$4 217 91	Add on item for Storage
		-----	-----	-----	
		\$217 880 12	\$15 578 59	\$233 458 71	
		Freight credits coming from Ingram Compaq TOSS Rebate			
		-----	-----	-----	
		\$217 880 12	\$15 578 59	\$233 458 71	Total Deal Figures
Other Fleming Product Invoices for March					
3/31/2003	OKC0003202	\$3 237 48	\$251 61	\$3 489 09	Troy Printer
		-----	-----	-----	
		\$221 117 60	\$15 830 20	\$236 947 80	March Product Inv Totals
Fleming Labor Invoices					
3/31/2003	OKC0003204	\$3 920 00		\$3 920 00	Amy Nemecek labor for March
3/31/2003	OKC0003170	\$4 320 00		\$4 320 00	Chris Murphy labor for March
3/11/2003	OKC0002964	\$360 00		\$360 00	Marty Lee labor
2/27/2003	OKC0002875	\$4 320 00		\$4 320 00	Chris Murphy labor for Feb
12/20/2002	OKC0002074	\$130 00		\$130 00	Zeke Cole Labor
11/7/2002	OKC0001621	\$1 600 00		\$1 600 00	Outsource Labor for Dec
10/31/2002	OKC0001516	\$1 080 00		\$1 080 00	Zeke Cole Labor
10/28/2002	OKC0001434	\$2 520 00		\$2 520 00	Chris Murphy labor
		-----	-----	-----	
		\$18 250 00		\$18 250 00	Outstanding Labor Invoices
		=====	=====	=====	
		\$239 367 60	\$15 830 20	\$255 197 80	TOTALS



Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405) 722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0001434 Page: 1
10/28/02 13:05:28

CHARGE 2520.0 VERBAL

Chris Murphy
FLEMING CO

NET 30

Customer P.O. VERBAL

FLEMING COMPANIES, INC.
IT PURCHASING
5701 N SHARTEL

Ship to: ALAN RICHERT
FLEMING COMPANIES
3524 NW 56TH

(000) 000-0000

1	SVCLABOR	Service Labor	09 N	2520.00	2520 00
---	----------	---------------	------	---------	---------

HT TU4267

2520 00

1 5% LATE CHARGE PER MONTH RESTOCKING FEE 25%

0 00

0 00

2520 00

Work Order0000OK200335

0 00

2520 00

0 00

BALANCE DUE

2520 00

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405)722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0001516 Page: 1
10/31/02 10.49:24

CHARGE 1080 0

NET 30

Zeke Cole
FLEMING CO

Customer P.O

FLEMING COMPANIES, INC.
IT PURCHASING
5701 N SHARTEL

Ship to: ALAN RICHERT
FLEMING COMPANIES
3524 NW 56TH

(000)000-0000

1 SVCLABOR Service Labor 09 N 1080.00 1080 00

HT TU4578		1080 00
1.5% LATE CHARGE PER MONTH	RESTOCKING FEE 25%	0 00
		0 00
Work Order00000K200354		1080.00
		0 00
		1080 00
	BALANCE DUE	0.00
		1080.00

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405) 722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0001621 Page: 1
11/07/02 13 53 06

CHARGE 1600.0 VERBAL

NET 30

OUTSOURCE LABOR
FLEMING CO

Customer P.O VERBAL

FLEMING COMPANIES, INC
IT PURCHASING
5701 N SHARTEL

Ship to ALAN RICHERT
FLEMING COMPANIES
3524 NW 56TH

(000) 000-0000

40	LABOR-CJACKSON	LABOR-CJACKSON	07 N	40.00	1600 00
1	SVCLABOR	Service Labor	09 N	0.00	0.00

				1600 00
				0 00
1.5% LATE CHARGE PER MONTH	RESTOCKING FEE 25%			0 00
				1600 00
				0.00
Work Order00000K200364				1600 00
				0 00
			BALANCE DUE	1600 00

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405) 722-7300

FED ID 48-1243689
REMIT TO. 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0002074 Page: 1
12/20/02 15:31.10

CHARGE 130.0 220447 --

NET 30

Zeke Cole
FLEMING CO

Customer P.O. 220447

FLEMING COMPANIES, INC.
IT PURCHASING/MARY RIBELIN
5701 N SHARTEL

Ship to: FLEMING COMPANIES, INC.
ATTN IT PURCHASING
5701 N. SHARTEL

(000) 000-0000

1	SVCLABOR	Service Labor	09 N	130 00	130 00
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HT TU4681					130.00
					0 00
1.5% LATE CHARGE PER MONTH	RESTOCKING FEE 25%				0 00
					130 00
					0 00
Work Order00000K200508					130.00
					0.00
				BALANCE DUE	130.00

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405) 722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0002875 Page 1
02/27/03 13 28:35

CHARGE 4320.0

NET 30

Chris Murphy
FLEMING CO

Customer P O

FLEMING COMPANIES, INC
IT PURCHASING/MARY RIBELIN
5701 N. SHARTEL

Ship to: JULIE BOWERSOX
FLEMING COMPANIES
3524 NW 56TH

(000) 000-0000

1	SVCLABOR	Service Labor	09 N	4320.00	4320 00
---	----------	---------------	------	---------	---------

HT TU4661					4320 00
1 5% LATE CHARGE PER MONTH	RESTOCKING FEE 25%				0 00
					0 00
Work Order0000OK200645					4320 00
					0.00
				BALANCE DUE	4320.00

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405) 722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0002964 Page 1
03/11/03 11:13:10

CHARGE 360 0

NET 30

Marty Lee
FLEMING CO

Customer P.O.

FLEMING COMPANIES, INC.
IT PURCHASING/MARY RIBELIN
5701 N. SHARTEL

Ship to: JULIE BOWERSOX
FLEMING COMPANIES
3524 NW 56TH

(000) 000-0000

1	SVCLABOR	Service Labor	09 N	360.00	360 00
---	----------	---------------	------	--------	--------

HT TU3792

360 00

1 5% LATE CHARGE PER MONTH

0.00

RESTOCKING FEE 25%

0 00

360 00

Work Order00000K200671

0 00

360 00

0 00

BALANCE DUE

360.00

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405) 722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0003167 Page: 1
03/27/03 16:22:01

CHARGE 229240 8 230071

NET 30

Donna Bond
FLEMING CO

Customer P.O. 230071

FLEMING COMPANIES, INC.
IT PURCHASING/MARY RIBELIN
5701 N. SHARTEL

Ship to: FLEMING COMPANIES
TRENT GIBBS
1945 LAKEPOINTE DR

(000)000-0000

Table with columns for quantity, item number, description, and prices. Includes items like PROLIANT DL580 G2 XEON, 2GB (4X512MB) DDR ECC 200M01 Y, XEON-2.0GHZ 2MB IL3 PROCES01 Y, STORAGE WORKS ENCLOSURE, and SMART ARRAY 5304/256 CTLR.

1.5% LATE CHARGE PER MONTH RESTOCKING FEE 25%

Store P O.OK102138

BALANCE DUE 229240 80

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405)722-7300

FED ID 48-1243689
REMIT TO 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0003167 Page: 2
03/27/03 16:22:01

NET 30

Donna Bond
FLEMING CO

Customer P.O. 230071

FLEMING COMPANIES, INC.
IT PURCHASING/MARY RIBELIN
5701 N. SHARTEL

Ship to: FLEMING COMPANIES
TRENT GIBBS
1945 LAKEPOINTE DR

(000)000-0000

Table with 5 columns: Quantity, Item Code, Description, Unit Price, Total Price. Includes items like RACK 10642 42U PALLET RACK, BLANKING PANEL KIT, 42 SIDE PANELS, etc.

208609 00
0 00
5361.12
213970 12
15270 68
229240 80
0 00
BALANCE DUE 229240 80

1 5% LATE CHARGE PER MONTH RESTOCKING FEE 25%

Store P O.OK102138

Integrated Solutions Group
7101 N.W Expressway, Ste 705
Oklahoma City OK 73132-5147
(405)722-7300

FED ID 48-1243689
REMIT TO. 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0003170 Page: 1
03/31/03 09:01:16

CHARGE 4320 0 VERBAL

NET 30

Chris Murphy
FLEMING CO

Customer P O. VERBAL

FLEMING COMPANIES, INC
IT PURCHASING/MARY RIBELIN
5701 N. SHARTEL

Ship to: JULIE BOWERSOX
FLEMING COMPANIES
3524 NW 56TH

(000)000-0000

1	SVCLABOR	Service Labor	09 N	4320.00	4320 00
---	----------	---------------	------	---------	---------

HT TU4663					4320 00
					0 00
1.5% LATE CHARGE PER MONTH	RESTOCKING FEE 25%				0.00
					4320 00
					0 00
Work Order00000K200706					4320.00
					0 00
				BALANCE DUE	4320 00

Integrated Solutions Group
7101 N.W Expressway, Ste 705
Oklahoma City OK 73132-5147
(405)722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0003189 Page: 1
03/31/03 10:08:33

CHARGE 4217 9 230074

NET 30

Donna Bond
FLEMING CO

Customer P.O 230074

FLEMING COMPANIES, INC.
IT PURCHASING/MARY RIBELIN
5701 N SHARTEL

Ship to: FLEMING COMPANIES
TRENT GIBBS
1945 LAKEPOINTE DR

(000)000-0000

1	203539-B21	NC6136 GIGABIT SERVER ADAP03 Y	642.00	642.00
1	3C996-SX	GIGABIT FIBER SX SVR NIC 03 Y	553.00	553.00
1	3C996-SX-5	GETH 1000BSX PCI-X SC 03 Y	2487.00	2487.00
4	09168	15M FIB PATCH CBL SC-SC 03 Y	57.00	228.00

1.5% LATE CHARGE PER MONTH

RESTOCKING FEE 25%

Store P.O.OK102172

	3910 00
	0.00
	0.00
	3910 00
	307.91
	4217 91
	0 00
BALANCE DUE	4217 91

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405)722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0003202 Page. 1
03/31/03 11:26 00

CHARGE 3489.0 230012

NET 30

Donna Bond
FLEMING CO

Customer P.O. 230012

FLEMING COMPANIES, INC.
IT PURCHASING/MARY RIBELIN
5701 N. SHARTEL

Ship to: TERRY BUSH
FLEMING COMPANIES
5701 N. SHARTEL

(000)000-0000

1	01-00486-221	TROY 4200 SECURE EX	01 Y	3035.00	3035 00
	↳Serial Number = USBNN13166				
1	78-18989-001	DUPLICATE DIMM F/ TROY PRI01 Y		160 00	160 00

1	5% LATE CHARGE PER MONTH	RESTOCKING FEE 25%		3195 00	
				0.00	
				42 48	
				3237.48	
				251.61	
	Store P.O.OK101981			3489.09	
				0.00	
			BALANCE DUE	3489 09	

Integrated Solutions Group
7101 N.W. Expressway, Ste 705
Oklahoma City OK 73132-5147
(405)722-7300

FED ID 48-1243689
REMIT TO: 6660 South Sheridan Road
Tulsa, Oklahoma 74133

Sales Invoice
OKC0003204 Page: 1
03/31/03 13:35:25

CHARGE 3920.0

NET 30

AMY NEMECER
FLEMING CO

Customer P.O

FLEMING COMPANIES, INC.
IT PURCHASING/MARY RIBELIN
5701 N SHARTEL

Ship to: SHAD STEWARD
FLEMING COMPANIES, INC
5701 N. SHARTEL

(000)000-0000

1	SVCLABOR	Service Labor	09 N	3920.00	3920 00
---	----------	---------------	------	---------	---------

1 5% LATE CHARGE PER MONTH RESTOCKING FEE 25%

3920 00
0 00
0 00
3920 00
0 00
3920 00
0 00
3920 00

Work Order00000K200713

BALANCE DUE

**CLARK, MIZE & LINVILLE
CHARTERED**

PETER L. PETERSON
JOHN W. MIZE
GREG A. BENGTON
MICKEY W. MOSIER
PAULA J. WRIGHT
ERIC N. ANDERSON
DUSTIN J. DENNING
MICHAEL P. ALLEY
PETER S. JOHNSTON
NICHOLE MOHNING ROTH
ROBERT R. SHORT II

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128 N. MAIN
LINDSBORG, KANSAS 67456
TELEPHONE (785) 227-2010

www.cml-law.com

JAMES P. MIZE (1910 - 1988)

ILENE MUNK GAEKWAD
OF COUNSEL

C.L. CLARK
AUBREY G. LINVILLE
L.O. BENGTON
RETIRED

September 8, 2003

Bankruptcy Management Corporation
P O Box 900
El Segundo, California 90245-0900

Re Fleming Companies, Inc, et al
USBC D Delaware Case No 03-10945 (MFW)

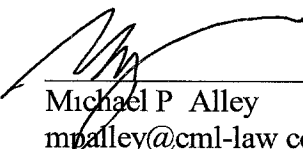
To Whom It May Concern

I have enclosed an original and three (3) copies of a Proof of Claim in the above-referenced matter. Please file the Proof of Claim and return two (2) file-stamped copies to my office in the enclosed envelope.

Thank you for your assistance in this matter. If you have any questions, please advise.

Very truly yours,

CLARK, MIZE & LINVILLE, CHARTERED



Michael P. Alley
mpalley@cml-law.com

Enclosures

pc (w/encls) Gary Abbott
Mark Felger
Eric Anderson