

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

PROOF OF CLAIM



s138088

Scheduled Claim Ref # 2 F2-25714

YOUR CLAIM IS SCHEDULED AS

\$1 107 93 UNSECURED

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.

Name of Creditor and Address

0354429440506

WESTWOOD INTERNATIONAL
15469 DUPONT AVE
CHINO CA 91710

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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent Unliquidated or Disputed a proof of claim must be filed. 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. #
95-395 2767

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 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 **09/13/2001**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **8,064.98** (unsecured) \$ **0** (secured) \$ **0** (unsecured priority) \$ **8,064.98** (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.

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
SEP 11 2003
BMC

DATE SIGNED
09/09/2003

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).
J. Con

Fleming Companies Claim
 09998

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

WESTWOOD INTERNATIONAL
 ACCOUNTS RECEIVABLE AGED INVOICE REPORT
 ALL OPEN INVOICES AGED AS OF 09/09/03

CUSTOMER/	INVOICE	DISCOUNT	DISCOUNT								DAYS
INV DATE	INVOICE NO	DUE DATE	DUE DATE	AMOUNT	BALANCE	CURRENT	30 DAYS	60 DAYS	90 DAYS	120 DAYS	DELQ
FLE099	CTP/FLEMING INC	LACROSSE GMD	CONTACT								00
							PHONE		EXT C	CR LMT	
09/18/02	W1540	IN 10/18/02		00	220 00						220 00 326
04/22/03	0038103	CM		00	220 00						220 00-
04/23/03	0038132-DM	05/23/03		00	220 00				220 00		109
06/02/03	0038329	CM		00	257 69				257 69-		
CUSTOMER FLE099 TOTALS				00	37 69	00	00	00	37 69		00
FLE100	CTP/FLEMING - GMD	WEST SACTO	CONTACT								00
							PHONE (916) 381-9279		EXT A	CR LMT	
02/06/02	W753	IN 03/08/02		00	28 25-						28 25
03/08/02	WMD8156	IN 04/07/02		00	317 47						317 47 520
02/06/03	0037432	IN 03/08/03		00	1 275 36						1 275 36 185
04/17/03	0038080	CM		00	2 18						2 18
04/17/03	0609246	PP 04/17/03		00	1 073 76						1 073 76
04/22/03	0038110	CM		00	1 83						1 83-
04/22/03	0038111-CM			00	1 21						1 21-
05/30/03	0038324	CM		00	4 21-				4 21		
CUSTOMER FLE100 TOTALS				00	481 39	00	00	00	4 21-		485 60
FLE220	CTP/FLEMING	GMD KOP	CONTACT								00
							PHONE 610-768 8262		RCVG EXT C	CR LMT	
09/13/01	W74076	IN 10/28/01		00	540 00						540 00 681
02/06/02	W749	IN 03/23/02		00	31 99-						31 99
04/30/02	W115224	IN 06/14/02		00	117 30						117 30 452
04/04/03	0037977-CM			00	1 40						1 40-
04/10/03	0038016	DM 05/25/03		00	25 00				25 00		107
05/29/03	0038311	CM		00	10 61-				10 61-		
05/30/03	0038325	CM		00	1 90-				1 90-		
05/30/03	0038326	CM		00	1 40-				1 40		
CUSTOMER FLE220 TOTALS				00	635 00	00	00	00	11 09		623 91
FLE222	CTP/FLEMING - DALLAS	GM DIV	CONTACT								00
							PHONE		EXT B	CR LMT	
11/30/01	W10066	IN 01/14/02		00	6 192 00						6 192 00 603
02/06/02	W751	IN 03/23/02		00	8 60-						8 60
04/02/02	WCBACK	IN 05/17/02		00	658 35						658 35 480
CUSTOMER FLE222 TOTALS				00	6 841 75	00	00	00	00		6 841 75
FLE300	CTP/FLEMING	MEMPHIS GM	DIV CONTACT								00
							PHONE		EXT C	CR LMT	
02/06/02	W752	IN 03/08/02		00	16 48-						16 48
03/22/02	WTG2651	IN 04/21/02		00	500 00						500 00 506
11/12/02	W1757	CM		00	4 33-						4 33
11/12/02	W1758	CM		00	3 69-						3 69-
04/17/03	0038074	CM		00	3 82-						3 82-
04/17/03	0038075	CM		00	336 00						336 00
04/17/03	0038075	PP 04/17/03		00	336 00						336 00
05/29/03	0038312	CM		00	305 00-				305 00-		
CUSTOMER FLE300 TOTALS				00	166 68	00	00	00	305 00		471 68

ACCOUNTS RECEIVABLE AGED INVOICE REPORT
 ALL OPEN INVOICES - AGED AS OF 09/09/03

CUSTOMER/	INVOICE	DISCOUNT	DISCOUNT								DAYS
INV DATE	INVOICE NO	DUE DATE	DUE DATE	AMOUNT	BALANCE	CURRENT	30 DAYS	60 DAYS	90 DAYS	120 DAYS	DELQ
FLE416	CTP/FLEMING TOPEKA GM DIV			CONTACT			PHONE		EXT B	CR LMT	00
02/06/02	W750	IN 03/08/02		00	18 77						18 77
10/17/02	W1673	IN 11/16/02		00	88 89						88 89 297
02/06/03	0037437	IN 03/08/03		00	979 46						979 46 185
04/17/03	0038076-CM			00	332 50						332 50-
04/17/03	0038076 PP	04/17/03		00	332 50						332 50
04/17/03	0803772-PP	04/17/03		00	1 014 48						1 014 48
04/22/03	0038102	CM		00	110 25-						110 25-
04/23/03	0038133-DM	05/23/03		00	110 25				110 25		109
05/30/03	0038323	CM		00	57 25-				57 25		
CUSTOMER FLE416 TOTALS				00	22 15-	00	00	00	53 00		75 15-
REPORT TOTALS				00	8 064 98	00	00	00	282 81-		8 347 79
NUMBER OF CUSTOMERS				6							