

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

PROOF OF CLAIM



s132148

Scheduled Claim Ref # 2-F2 19774

YOUR CLAIM IS SCHEDULED AS

\$24,629.15 UNSECURED

\$16,866.00 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.

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.

Name of Creditor and Address

0354429385658

CARMA LABORATORIES
5801 W AIRWAYSAVE
FRANKLIN WI 53132

Creditor Telephone Number **(414) 421-7707**

CREDITOR TAX ID #
39-1256786

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

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 **2-20-03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **16,866.00** (unsecured) \$ _____ (secured) \$ **16,866.00** (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.

FILED
SEP 11 2003
BMC

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 DEPT USE ONLY
FILED
SEP 11 2003
BMC
 Fleming Companies Claim
 10130

DATE SIGNED
9-9-03

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).
Shirley K Finney, OFFICE MANAGER

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

Invoice	0074068
Date	02/20/2003
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Carma Laboratories, Inc
5801 W AIRWAYS AVE

FRANKLIN WI 53132

Bill To

FLEMING CO , INC
C&S WHOLESALE GROCERS, INC
47 OLD FERRY RD
BRATTLEBORO VT 05301

Ship To

FLEMING CO , INC
TOPEKA GEN MER DIV
7215 S TOPEKA BLVD
TOPEKA KS 66601-1817

Purchase Order No	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Master No.	
543994-TG	FLEMING		ABF	Net 30	02/20/2003	65 825	
Ordered	Shipped	B/O	Item Number	Description	Discount	Unit Price	Ext. Price
90	90	0	11111	CARMEX 25oz JAR PP \$1 29 Lot No 2114 Qty 90	\$0 00	\$6 72	\$604 80
270	270	0	11114	CARMEX 35oz BP TUBE PP \$1 29 Lot No 942 Qty 270	\$0 00	\$6 72	\$1,814 40

Comments

Subtotal	\$2 419 20
Deposit	\$0 00
Misc	\$0 00
Tax	\$0 00
Freight	\$0 00
Trade Discount	\$0 00
Total	\$2 419 20

Invoice	0074074
Date	02/20/2003
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Carma Laboratories, Inc
5801 W AIRWAYS AVE

FRANKLIN WI 53132

Bill To

FLEMING CO , INC
C&S WHOLESALE GROCERS, INC
47 OLD FERRY RD
BRATTLEBORO VT 05301

Ship To

FLEMING CO , INC
TOPEKA GEN MER DIV
7215 S TOPEKA BLVD
TOPEKA KS 66601-1817

Purchase Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Master No.	
7858622266	FLEMING		ABF	Net 30	03/07/2003	66 553	
Ordered	Shipped	B/O	Item Number	Description	Discount	Unit Price	Ext Price
510	510	0	11111	CARMEX 25oz JAR PP \$1 29 Lot No 2114 Qty 510	\$0 00	\$6 72	\$3 427 20
30	30	0	11114	CARMEX 35oz BP TUBE PP \$1 29 Lot No 924 Qty 30	\$0 00	\$6 72	\$201 60

Comments

Subtotal	\$3 628 80
Deposit	\$0 00
Misc	\$0 00
Tax	\$0 00
Freight	\$0 00
Trade Discount	\$0 00
Total	\$3 628 80

Invoice	0074122
Date	02/24/2003
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Carma Laboratories, Inc
5801 W AIRWAYS AVE

FRANKLIN WI 53132

Bill To

FLEMING CO , INC
C&S WHOLESALE GROCERS, INC
47 OLD FERRY RD
BRATTLEBORO VT 05301

Ship To

FLEMING CO , INC
8301 FRUITRIDGE RD
SACRAMENTO CA 95826

Purchase Order No	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Master No	
376860-GS	FLEMING		ABF	Net 30	03/03/2003	66 472	
Ordered	Shipped	B/O	Item Number	Description	Discount	Unit Price	Ext Price
180	180	0	11111	CARMEX 25oz JAR PP \$1 29 Lot No 2114 Qty 180	\$0 00	\$6 72	\$1 209 60
30	30	0	11112	CARMEX 50oz JAR PP \$2 09 Lot No 2110 Qty 30	\$0 00	\$11 16	\$334 80
180	180	0	11114	CARMEX 35oz BP TUBE PP \$1 29 Lot No 944 Qty 180	\$0 00	\$6 72	\$1 209 60

Comments

Subtotal	\$2 754 00
Deposit	\$0 00
Misc	\$0 00
Tax	\$0 00
Freight	\$0 00
Trade Discount	\$0 00
Total	\$2 754 00

Invoice#	0074411
Date	03/05/2003
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Carma Laboratories, Inc
5801 W AIRWAYS AVE

FRANKLIN WI 53132

Bill To

FLEMING CO , INC
C&S WHOLESALE GROCERS, INC
47 OLD FERRY RD
BRATTLEBORO VT 05301

Ship To

FLEMING CO , INC
LA CROSSE
322 CAUSEWAY BLVD
LACROSSE WI 54603-3153

Purchase Order No	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Master No.	
705281	FLEMINGWISC		MAYFIELD	Net 30	03/10/2003	66,732	
Ordered	Shipped	B/O	Item Number	Description	Discount	Unit Price	Ext. Price
660	660	0	11111	CARMEX 25oz JAR PP \$1 29 Lot No 2115 Qty 660	\$0 00	\$6 72	\$4,435 20
90	90	0	11117	CARMEX 15oz CLICK STICK PP \$1 29 Lot No 153 Qty 90	\$0 00	\$6 72	\$604 80
180	180	0	11113	CARMEX 35oz BULK TUBE PP \$1 29 Lot No 943 Qty 180	\$0 00	\$6 72	\$1 209 60
270	270	0	11114	CARMEX 35oz BP TUBE PP \$1 29 Lot No 945 Qty 270	\$0 00	\$6 72	\$1 814 40

Comments

Subtotal	\$8,064 00
Deposit	\$0 00
Misc	\$0 00
Tax	\$0 00
Freight	\$0 00
Trade Discount	\$0 00
Total	\$8 064 00