

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

PROOF OF CLAIM



486247

Bar Date Ref # 0-N-381

In re
FLEMING COMPANIES, INC.

Case Number
03-10945 (MFV)

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

Tew Cardenas Rebak Kellogg Lehman et al
201 S Biscayne Blvd
Miami FL 33131-4335

0354653486247

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 () **305-536-1112**

CREDITOR TAX ID #

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
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly)
- 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 \$ 99,062.62 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 99,062.62 (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

FILED

SEP 11 2003

BMC

DATE SIGNED

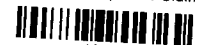
9/10/03

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)

Thomas R Lehman, P.A.

Thomas R Lehman, P.A.
Managing Partner

Fleming Companies Claim



10441

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

TEW CARDENAS LLP
MIAMI CENTER, SUITE 2600
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-4336
FEDERAL TAX 65-0186047

April 1, 2003

The Fleming Companies, Inc
3400 NW 74th Avenue
Miami, Florida 33122

For professional services rendered

Total Current Charge	00
Prior Balance	99,062 62
AMOUNT DUE	\$99,062 62

REPLY TO
MIAMI

WRITER'S DIRECT LINE
305 539 2465

E MAIL
RJB@tewlaw.com

WEB SITE WWW.TEWLAW.COM

TEW CARDENAS REBAK
KELLOGG LEHMAN
DEMARIA TAGUE
RAYMOND & LEVINE, L.L.P.
ATTORNEYS AT LAW

September 10, 2003

Via FedEx - 2 Day

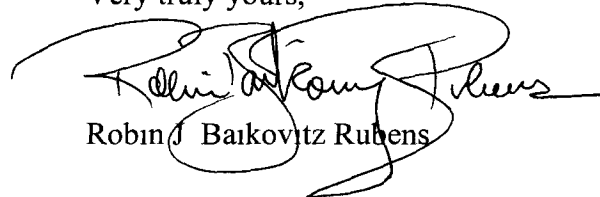
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, California 90245

Re Fleming Companies, Inc proof of claim (03-10945 (MFR))
Fleming International, Ltd proof of claim (03-10956 (MFW))

To Whom It May Concern

Enclosed please find two originally signed proofs of claim submitted by claimant Tew Cardenas Rebak Kellogg Lehman et al (one for each above-referenced case) for filing in the above-referenced cases. Also enclosed are courtesy copies of each claim and copies for file-stamp and return to me in the enclosed postage-paid envelopes with my return address. Thank you.

Very truly yours,



Robin J. Baikovitz Rubens

Enclosures

ODMA\MHODMA\MIAMI 381761 1

• MIAMI OFFICE •

MIAMI CENTLR 26TH FLOOR 201 SOUTH BISCAYNE BOULEVARD MIAMI FLORIDA 33131 4336 TELEPHONE 305 536 1112 FACSIMILE 305 536 1116

• TALLAHASSEE OFFICE •

MONROE PARK TOWER 101 N MONROE STREET SUITE 725 TALLAHASSEE FLORIDA 32301 TELEPHONE 850 841 7770 FACSIMILE 850 841 7778