

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

PROOF OF CLAIM



561961

Bar Date Ref # 2 NVM 20573

In re **FLEMING COMPANIES, INC, ET AL**

Case Number
03-10945 (MFW)

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

0354653561961

Stoll Keenon & Park LLP
201c N Main St
Henderson KY 42420

Creditor Telephone Number (270)-831-1900

CREDITOR TAX ID #
61-0421389

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
102483-109356

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 03/10/03-05/21/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 1,828.30 (unsecured) \$ (secured) \$ 1,828.30 (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.

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 12 2003

BMC

DATE SIGNED
9/8/03

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).
STOLL, KEENON & PARK, LLP
by John S. Hoffman, Partner

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

Fleming Companies Claim

10870

See Other Side For Instructions

STOLL, KEENON & PARK, LLP
201C North Main Street
Henderson, Kentucky 42420
(270) 831-1900
Tax ID #61-0421389

April 29, 2003

Fleming Companies, Inc
c/o Charles A Mooney, Esq
5701 North Shartel
P O Box 26647
Oklahoma City, OK 73126-0641

INVOICE NO 160170
102483/109356

MATTER NAME Fleming Companies, Inc

TOTAL FEES FOR PROFESSIONAL SERVICES PER ATTACHED 942 00

TOTAL CHARGES FOR EXPENSES AND OTHER SERVICES
PER ATTACHED 1 50

CURRENT TOTAL DUE \$ 943 50

Total \$ 0 00

TOTAL BALANCE DUE \$943 50

BILL DATE April 29, 2003

Fleming Companies Inc
c/o Charles A Mooney, Esq
5701 North Shartel
Oklahoma City, OK 73126-0641

DATE	IND	DESCRIPTION OF SERVICE	HOURS	RATE	AMOUNT
03/10/03	JCB	Telephone call to Union Circuit Clerk's Office re location for hearing, telephone call to John Hoffman re same, calendar pretrial conference date	0 30	60 00	\$ 18 00
03/10/03	JSH	Re TKG Morganfield Development - Prepare for Court appearance re status conference and hearing on motion for pre trial conference, meet with attorneys for TKG re scheduling, correspondence with Melissa Misialek, correspondence with Charles Mooney, Esq	3 20	140 00	448 00
03/17/03	JSH	Re TKG - Receipt and study correspondence with attorneys for TKG (30), study materials received from TKG and from the Fleming Company concerning the claims being asserted (1 0), correspondence with attorneys for TKG re scheduling and the possibility of settlement (40)	1 70	140 00	238 00
03/21/03	JSH	Re TKG - Receipt and study calendar pretrial requirements (60), correspondence with Fleming Companies re status of case (40), confer with attorneys for TKG regarding witnesses and possible avenues of early resolution (70)	1 70	140 00	238 00
SUBTOTAL			<u>6 90</u>		<u>\$942 00</u>

DISBURSEMENTS AND SERVICE CHARGES

DATE	DESCRIPTION	AMOUNT
03/10/03	Duplicating Charges	0 80

*PLEASE INDICATE INVOICE NUMBER 160170 ON PAYMENT

03/17/03	Duplicating Charges	0 10
03/21/03	Duplicating Charges	0 60
	SUBTOTAL	<u>1 50</u>
GRAND TOTAL		<u><u>\$943 50</u></u>

*PLEASE INDICATE INVOICE NUMBER 160170 ON PAYMENT

TIMEKEEPER SUMMARY

TIMEKEEPER	RANK	HOURS	RATE	AMOUNT
J S Hoffman	Partner	6 60	140 00	\$924 00
J C Book	Paralegal	0 30	60 00	\$18 00

*PLEASE INDICATE INVOICE NUMBER 160170 ON PAYMENT

STOLL, KEENON & PARK, LLP
201C North Main Street
Henderson, Kentucky 42420
(270) 831-1900
Tax ID #61-0421389

May 20, 2003

Fleming Companies, Inc
c/o Charles A Mooney, Esq
5701 North Shartel
P O Box 26647
Oklahoma City, OK 73126-0641

INVOICE NO 161076
102483/109356

MATTER NAME Fleming Companies Inc

TOTAL FEES FOR PROFESSIONAL SERVICES PER ATTACHED 812 00

TOTAL CHARGES FOR EXPENSES AND OTHER SERVICES
PER ATTACHED 2 30

CURRENT TOTAL DUE \$ 814 30

BALANCE DUE from previous statements

Bill Date	Invoice	Outstanding Amount
04/29/03	160170	943 50

Total Balance Due 943 50

BALANCE DUE \$1,757 80

BILL DATE May 20, 2003

Fleming Companies, Inc
c/o Charles A Mooney, Esq
5701 North Shartel
Oklahoma City, OK 73126-0641

DATE	IND	DESCRIPTION OF SERVICE	HOURS	RATE	AMOUNT
04/03/03	JSH	Re TKG - Correspondence with Mr Mooney re trial (40), correspondence from attorney for TKG re discovery (30), correspondence to attorney for TKG re discovery (40), study pleadings re formulation of defenses (1 0)	2 10	140 00	\$ 294 00
04/16/03	JSH	Notice of Bankruptcy and automatic stay (40), confer with attorney for plaintiff re stay of proceedings (50), correspondence with attorneys for plaintiff re suggestion of bankruptcy (40), prepare, serve and file suggestion of bankruptcy (1), correspondence with Kirkland and Ellis, attorneys for bankrupt estate (40), study pleadings and correspondence prior to close of case file (1 0)	3 70	140 00	518 00
SUBTOTAL			5 80		\$812 00

DISBURSEMENTS AND SERVICE CHARGES

DATE	DESCRIPTION	AMOUNT
04/04/03	Duplicating Charges	0 60
04/15/03	Duplicating Charges	0 50
04/16/03	Duplicating Charges	0 60
04/17/03	Duplicating Charges	0 60
SUBTOTAL		2 30
GRAND TOTAL		\$814 30

*PLEASE INDICATE INVOICE NUMBER 161076 ON PAYMENT

TIMEKEEPER SUMMARY

TIMEKEEPER	RANK	HOURS	RATE	AMOUNT
J S Hoffman	Partner	5 80	140 00	\$812 00

*PLEASE INDICATE INVOICE NUMBER 161076 ON PAYMENT

STOLL, KEENON & PARK, LLP
201C North Main Street
Henderson, Kentucky 42420
(270) 831-1900
Tax ID #61-0421389

June 19, 2003

Fleming Companies, Inc
c/o Charles A Mooney, Esq
5701 North Shartel
P O Box 26647
Oklahoma City, OK 73126-0641

INVOICE NO 162428
102483/109356

MATTER NAME Fleming Companies, Inc

TOTAL FEES FOR PROFESSIONAL SERVICES PER ATTACHED 60 00

TOTAL CHARGES FOR EXPENSES AND OTHER SERVICES
PER ATTACHED 10 50

CURRENT TOTAL DUE \$ 70 50

BALANCE DUE from previous statements

Bill Date	Invoice	Outstanding Amount
04/29/03	160170	943 50
05/20/03	161076	814 30

Total Balance Due on Previous Statements \$ 1,757 80

TOTAL BALANCE DUE \$1,828 30

BILL DATE June 19, 2003

Fleming Companies, Inc
c/o Charles A Mooney, Esq
5701 North Shartel
Oklahoma City, OK 73126-0641

DATE	IND	DESCRIPTION OF SERVICE	HOURS	RATE	AMOUNT
05/21/03	JCB	Prepare fax and mail letter to Dianne Peppers of Alix Partners re opposing counsel information and copies of invoices owed by Fleming Companies	1 00	60 00	\$ 60 00
		SUBTOTAL	<u>1 00</u>		<u>\$60 00</u>

DISBURSEMENTS AND SERVICE CHARGES

DATE	DESCRIPTION	AMOUNT
05/21/03	Duplicating Charges	1 50
05/21/03	Telecopier Charges (Long Distance)	9 00
	SUBTOTAL	<u>10 50</u>
GRAND TOTAL		<u><u>\$70 50</u></u>

*PLEASE INDICATE INVOICE NUMBER 162428 ON PAYMEN

TIMEKEEPER SUMMARY

TIMEKEEPER	RANK	HOURS	RATE	AMOUNT
J C Book	Paralegal	1 00	60 00	\$60 00

*PLEASE INDICATE INVOICE NUMBER 162428 ON PAYMENT