

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



s133211

Scheduled Claim Ref # 2-F2-20837

YOUR CLAIM IS SCHEDULED AS

\$60 974 80 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

0354429394768

FERRANIA USA INC
DEPT 960122
OKLAHOMA CITY OK 73196

Creditor Telephone Number (580) 744-3656

CREDITOR TAX ID #

411942708

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

1552 / 5563

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 March 18-31, 2003

3 IF COURT JUDGMENT, DATE OBTAINED _____

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 68,092.82*
(unsecured)

\$ _____
(secured)

\$ _____
(unsecured priority)

\$ 68,092.82
(total)

*Reclamation Claim 11 USC §547(c)

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

FILED

SEP 12 2003

BMC

Fleming Companies Claim



10880

DATE SIGNED

9/11/03

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)

[Signature]
Kieran D Mayo, Jr. Att

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

Number	PO Number	Class	Original	Balance Due	Term	Due Date	Currency	Transaction Date	Delivery Date
4430485	612424-MG	Invoice	8,605 20	8,605 20	USD2%-30	25-Apr-03	USD	25-Mar-03	3/27/2003
4430219	698286-TG	Invoice	800 90	800 90	USD2%-30	18-Apr 03	USD	18-Mar-03	3/24/2003
4430218	706129	Invoice	8,256 00	8,256 00	USD2%-30	18-Apr-03	USD	18-Mar-03	3/24/2003
4430330	593961-MG	Invoice	11,740 00	11,740 00	USD2%-30	20-Apr-03	USD	20-Mar-03	3/24/2003
4430374	399214-GS	Invoice	120 80	120 80	USD2%-30	21-Apr-03	USD	21-Mar-03	3/28/2003
4430684	184480-KG	Invoice	5,105 42	5 105 42	USD2% 30	27-Apr-03	USD	27-Mar-03	4/4/2003 -

AMI

Number	PO Number	Class	Original	Balance Due	Term	Due Date	Currency	Transaction Date	Delivery Date
4430355	92-0771380	Invoice	12186 6	12,186 60	USD NET 3	20-Apr-03	USD	21-Mar-03	3/27/2003
4430676	92 0772450	Invoice	12315	12,315 00	USD NET 3	30-Apr-03	USD	31-Mar 03	4/4/2003 -
4430462	92-0770390	Invoice	8962 9	8,962 90	USD NET 3	23-Apr-03	USD	24-Mar 03	3/27/2003



INVOICE

4430485

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	612424-MG 1033376	Date Due Date Proforma Number Payment Terms	25-MAF 25-APF 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
CTP/MEMPHIS GMD DIV
PO BOX 268865
OKLAHOMA CITY, OK, 73126
United States

Ship To

FLEMING COMPANIES INC
GENERAL MERCHANDISE DIST DIV
4681 BURBANK RD
MEMPHIS, TN, 38118
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045334 Ship Date 25-MAR-03					
001	CA199900001 RTU CAMERA BEST YET SL22 COMPACT DAYLIGHT 27 800 CLR PRNT 61614	40 CARTON	37 50		USD 1,500 00	
002	CA199800011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 61615	164 CARTON	41 30		USD 6,773 20	
003	CF199600022 110 CD 100 PK/CTN BEST YET 24 200 CLR PRNT 61613	1 CARTON	132 00		USD 132 00	
004	CF199700011 135 CD 100 PK/CTN BEST YET 24 400 CLR PRNT 61612	1 CARTON	200 00		USD 200 00	

<p>Sales Office</p> <p>FERRANIA WEATHERFORD, OK Contact: MIKE VINCENT</p> <p>Tel No: 800-654-5007 Fax No: 800-311-4351 E-mail id:</p>	<p>Remit To</p> <p>FERRANIA USA, INC, Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States</p>	<p>SUBTOTAL TAX</p> <hr/> <p>INVOICE TOTAL DUE BY 25</p> <hr/> <p>IF POSTMARKED BY DISCOUNT TOTAL 24</p>
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INVOICE

4430219

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lid No /Cond	1552	Purchase Order- Sales Order Original Invoice No Letter of Credit No	698286-TG 1033028	Date Due Date Proforma Number Payment Terms	18-MAF 18-APF 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
CTP/TOPEKA GMD DIV
PO BOX 268862
OKLAHOMA CITY, OK, 73126
United States

Ship To

FLEMING COMPANIES INC
7215 S TOPEKA
TOPEKA, KS, 66619
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip UNITED PARCEL SERVICE B/L 1033028 Ship Date 18-MAR-03					
001	CA199800011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 61615	13 CARTON	41.30		USD 536.90	
002	CF199600022 110 CD 100 PK/CTN BEST YET 24 200 CLR PRNT 61613	2 CARTON	132.00		USD 264.00	

<p>Sales Office</p> <p>FERRANIA WEATHERFORD OK Contact: MIKE VINCENT</p> <p>Tel No: 800-654-5007 Fax No: 800-311-4351 E-mail: id</p>	<p>Remit To</p> <p>FERRANIA USA, INC, Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States</p>	<p>SUBTOTAL TAX</p> <hr/> <p>INVOICE TOTAL DUE BY</p> <p>IF POSTMARKED BY DISCOUNT TOTAL</p>
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INVOICE

4430218

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	706129 1032914	Date Due Date Proforma Number Payment Terms	18-MAF 18-APF 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
PO BOX 26680
OKLAHOMA CITY, OK, 73126
United States

Ship To

FLEMING COMPANIES INC
322 CAUSEWAY BLVD
LA CROSSE, WI, 54603
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
001	Packing Slip FEDEX--FREIGHT B/L XRVA044704 Ship Date 18-MAR-03 DS10000803 PCS PROMO PW W/BASE BEST YET EVERYDAY DISPLAY 48 FL RTU-27-800-FLASH 993056	43 CARTON	192.00		USD 8,256.00	

<p>Sales Office</p> <p>FERRANIA WEATHERFORD, OK Contact: MIKE VINCENT</p> <p>Tel No: 800-654-5007 Fax No: 800-311-4251 E-mail: id</p>	<p>Remit To</p> <p>FERRANIA USA, INC, Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States</p>	<p>SUBTOTAL TAX</p> <hr/> <p>INVOICE TOTAL DUE BY 18</p> <hr/> <p>IF POSTMARKED BY DISCOUNT TOTAL 17</p>
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INVOICE

4430330

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	593961-MG 1033241	Date Due Date Proforma Number Payment Terms	20-MAF 20-APP 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
CTP/MEMPHIS GMD DIV
PO BOX 268865
OKLAHOMA CITY, OK, 73126
United States

Ship To

FLEMING COMPANIES INC
GENERAL MERCHANDISE DIST DIV
4681 BURBANK RD
MEMPHIS, TN, 38118
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA044940 Ship Date 20-MAR-03					
001	CA199900001 RTU CAMERA BEST YET SL22 COMPACT DAYLIGHT 27 800 CLR PRNT 16672	50 CARTON	37 50		USD 1,875 00	
002	CA199900011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 78355	50 CARTON	41 30		USD 2 065 00	
003	CF199300055 135 CD 100 PK/CTN BEST YET 24 200 CLR PRNT 16480	20 CARTON	190 00		USD 3,800 00	
004	CF199700011 135 CD 100 PK/CTN BEST YET 24 400 CLR PRNT 23161	20 CARTON	200 00		USD 4,000 00	

<p>Sales Office</p> <p>FERRANIA WEATHERFORD, OK Contact MIKE VINCENT</p> <p>Tel No 800-654-5007 Fax No 800-311-4351 E-mail id</p>	<p>Remit To</p> <p>FERRANIA USA, INC , Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States</p>	<p>SUBTOTAL 1</p> <p>TAX</p> <hr/> <p>INVOICE TOTAL 1</p> <p>DUE BY 20</p> <hr/> <p>IF POSTMARKED BY 16</p> <p>DISCOUNT TOTAL</p>
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INVOICE

4430374

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	399214-GS 1033514	Date Due Date Proforma Number Payment Terms	21-MAF 21-APF 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
FLEMING FOOD INC
PO BOX 7010
SACRAMENTO, CA, 95826
United States

Ship To

FLEMING COMPANIES INC
FLEMING FOODS INCORP
8301 FRUITRIDGE RD
SACRAMENTO, CA, 95826
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip G-FEDERAL EXPRESS GROUND B/L FDE Ship Date 21-MAR-03					
001	CA100000186 RTU CAMERA BLISTER BEST YET 135 TELEPHOTO 27 800 CLR PRNT 13965	10 EACH	7 95		USD 79 50	
002	CA199800011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 61615	1 CARTON	41 30		USD 41 30	

<p>Sales Office</p> <p>FERRANIA WEATHERFORD, OK Contact: MIKE VINCENT</p> <p>Tel No 800-854-5007 Fax No 800-311-4351 E-mail Id</p>	<p>Remit To</p> <p>FERRANIA USA, INC , Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States</p>	SUBTOTAL TAX	
		INVOICE TOTAL DUE BY	21
		IF POSTMARKED BY DISCOUNT TOTAL	20



INVOICE

4430684

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	184480-KG 1033056	Date Due Date Proforma Number Payment Terms	27-MAF 27-APF 2%-30-NE
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Bill To

Attn Accounts Payable
FLEMING COMPANIES INC
CTP/KING OF PRUSSIA GMD DIV
PO BOX 268863
OKLAHOMA CITY, OK, 73126
United States

Ship To

FLEMING COMPANIES INC
GENERAL MERCHANDISE DIST
201 W CHURCH RD
KING OF PRUSSIA, PA, 19406
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
001	Packing Slip FEDEX-FREIGHT B/L XRVA045640 Ship Date 27-MAR-03 DS100001967 PCS PROMO PW W/BASE BEST YET CLR PRINT EVERYDAY DISPLAY 18 FL RTU-27-800-FLASH 9 135-96-200-4 PK 6 135-96-400-4 FK 12 135-24-200-CD 9 135-24-400-CD 96730	1 CARTON	192 12		USD 192 12	
002	DS100001892 PCS PROMO PW W/BASE BEST YET CLR PRINT PROMO-02-2 MAIL-IN REBATE 18 FL RTU-81- 800-SW 3 PK 97799	17 CARTON	221 40		USD 3,763 80	
003	DS100001975 PCS PROMO PW W/BASE BEST YET CLR PRINT PROMO-02-3 BONUS PACK 5 135-241/2-100-CD 40 135-241/2-200-CD 20 135-241/2-400-CD 96751	10 CARTON	114 95		USD 1,149 50	

Sales Office FERRANIA WEATHERFORD, OK Contact MIKE VINCENT Tel No 800-654-5007 Fax No 800-311-4351 E-mail Id	Remit To FERRANIA USA, INC , Dept # 960122 OKLAHOMA CITY, OK 73196-0122 United States	SUBTOTAL TAX	
		INVOICE TOTAL DUE BY	27
		IF POSTMARKED BY DISCOUNT TOTAL	26



INVOICE

4430355

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	5563	Purchase Order Sales Order Original Invoice No Letter of Credit No	92-0771380 1033438	Date Due Date Proforma Number Payment Terms	21-MAF 20-APF Net 30 I
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Bill To

Attn: Accounts Payable
AMI
311 REED CIRCLE
CORONA MALL, CA, 92879-1349
United States

Ship To

AMI
311 REED CIRCLE
CORONA MALL, CA, 92879-1349
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045135 Ship Date 21-MAR-03					
001	74040132917 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 DAYLIGHT 27 400	930 EACH	3 12		USD 2,901 60	
002	74040132925 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 FLASH 27 400	1820 EACH	4 75		USD 8,645 00	
003	74040132867 135 CD 100RL/BOX SPORT 24 400 CLR PRNT	400 EACH	1 60		USD 640 00	

Sales Office

FERRANIA WEATHERFORD OK
Contact DONNA HALE

Tel No 800-654-5007
Fax No 800-311-4351
E-mail id

Remit To

FERRANIA USA, INC Dept # 980122
OKLAHOMA CITY, OK, 73196-0122
United States

SUBTOTAL
TAX

1

INVOICE TOTAL
DUE BY

1

20



INVOICE **4430676** **Page 1 of 1**

Customer Account No	5503	Purchase Order	92-0772450	Date	31-MAF
Ferrania Duns No		Sales Order	1033746	Due Date	30-APF
Vendor No		Original Invoice No		Proforma Number	
Prov Sales Tax Lic No./Cond .R EHB 17-74		Letter of Credit No		Payment Terms	Net 30 [

Bill To

Attn: Accounts Payable
 AMI
 311 REED CIRCLE
 CORONA MALL, CA, 92879-1349
 United States

Ship To

AMI
 311 REED CIRCLE
 CORONA MALL, CA, 92879-1349
 United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045942 Ship Date 31-MAR-03					
001	74040128737 RTU CAMERA SPORT 135 PANORAMIC 15 800	80 EACH	5 50		USD 440 00	
002	74040132925 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 FLASH 27 400	2500 EACH	4 75		USD 11,875 00	

Sales Office		Remit To		SUBTOTAL		1
FERRANIA WEATHERFORD OK		FERRANIA USA, INC , Dept # 960122		TAX		
Contact: DONNA HALE		OKLAHOMA CITY OK, 73196-0122		INVOICE TOTAL		1
Tel No 800-654-5007		United States		DUE BY		30
Fax No 800-311-4351						
E-mail rd						



INVOICE

4430462

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	5583	Purchase Order Sales Order Original Invoice No Letter of Credit No	92-0770390 1033697	Date Due Date Proforma Number Payment Terms	24-MAF 23-APF Net 30
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Bill To

Attn: Accounts Payable
AMI
311 REED CIRCLE
CORONA MALL, CA, 92879-1349
United States

Ship To

AMI
311 REED CIRCLE
CORONA MALL, CA 92879-1349
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045253 Ship Date 24-MAR-03					
001	74040132917 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 DAYLIGHT 27 400	420 EACH	3 12		USD 1 310 40	
002	74040132925 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 FLASH 27 400	1330 EACH	4 75		USD 6 317 50	
003	74040132859 135 CD 100RL/BOX SPORT 24 200 CLR PRNT	700 EACH	1 45		USD 1,015 00	
004	74040132867 135 CD 100RL/BOX SPORT 24 400 CLR PRNT	200 EACH	1 60		USD 320 00	

Sales Office FERRANIA WEATHERFORD OK Contact: DONNA HALE Tel No 800-654-5007 Fax No 800-311-4351 E-mail id	Remit To FERRANIA USA, INC , Dcpt # 960122 OKLAHOMA CITY, OK 73196-0122 United States	SUBTOTAL TAX	
		INVOICE TOTAL DUE BY	23

MILLER DOLLARHIDE

A Professional Corporation of Lawyers

TSINENA BRUNO
ELIZABETH R CASTLEBERRY
JACK S DAWSON
CHARLES L DOLLARHIDE II*
MARK S EDMONDSON
HOLLY M HILLERMAN
MICHAEL W HOVASTAK
KIERAN D MAYE JR **
GEORGE MILLER*
JAMES A SCIMECA
JAMES C SHAW

SECOND FLOOR
100 PARK AVENUE
OKLAHOMA CITY, OKLAHOMA 73102-8099
www.millerdollarhide.com

TELEPHONE
(405) 236 8541

FACSIMILE
(405) 235 8130

September 11, 2003

*OF COUNSEL
**ALSO LICENSED IN TEXAS

Via Federal Express

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

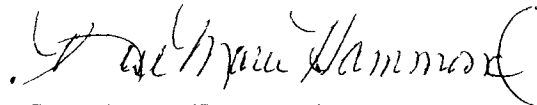
RE *In re Fleming Companies, Inc et al*, Debtors, U S Bankruptcy Court, District of Delaware, Case No 03-10945-MFW (Chapter 11), and
In re Core-Mark Interrelated Companies, Inc, U S Bankruptcy Court, District of Delaware, Case No 03-10951

Dear Sir or Madam

Enclosed find the original plus one copy of Proofs of Claim by Ferrania USA to be filed in the Fleming bankruptcy and the Core-Mark bankruptcy Please acknowledge receipt of the two Proofs of Claim by returning date-stamped copies in the enclosed, self-addressed, postage-prepaid envelope

If you have any questions, please call immediately Thank you for your assistance

Very truly yours,



Rose Marie Hammond
Legal Assistant to Kieran D Maye Jr

Encl

cc Mr Doug Hale