

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	PROOF OF CLAIM
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ORIGINAL

In re (Name of Debtor) Fleming Companies Inc	Case Number 03-10945 (MFW)
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Note This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503

Name of Creditor (The person or entity to whom the debtor owes money or property) Harriette S and Barry L Levy	<input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received notices from the Bankruptcy Court in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.
Name and Addresses Where Notices Should be Sent Michael S Etkin Esq and Ira M Levee Esq Lowenstein Sandler PC 65 Livingston Avenue Roseland NJ 07068 Telephone No (973) 597 2500 Facsimile No (973) 597 2481	

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim __replaces__ amends a previously filed claim
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1 BASIS FOR CLAIMS

<input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other (Describe briefly) violations of federal securities laws	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. §114(a) <input type="checkbox"/> Wages salaries and compensations (Fill out below) <input type="checkbox"/> Your social security number Unpaid compensations for services performed from _____ (date) to _____ (date)
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2 DATE DEBT WAS INCURRED Commencing December 11 2001	3 IF COURT JUDGMENT DATE OBTAINED
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4 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Unsecured Priority (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM

SECURED CLAIM \$ _____ Attach evidence of perfection of security interest Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) Amount of arrearage and other charges included in secured claim above if any \$ _____ <input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim. <input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ _____	Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$2000 ¹ /\$4 000 ² /\$4,300 ³), earned not more than 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) <input type="checkbox"/> Contributions to an employee benefit plan-11 U.S.C. §507(a)(4) <input type="checkbox"/> Up to \$900/\$1 800/\$1 950 of deposits towards purchase lease or rental of property or services for personal family or household use 11 U.S.C. §507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. §507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units 11 U.S.C. §507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. §§507(a) _____ ¹ Cases commenced prior to 10/22/94 ³ Cases commenced on or after 4/01/98 ² Cases commenced on or after 10/22/94
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5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED **At least approximately \$26 599 00** (Unsecured) (Secured) (Priority) **At least approximately \$26,599 00 (Total)**

Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges

6 CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof. In filing this claim claiming has deducted all amounts that claimant owes to debtor

7 SUPPORTING DOCUMENTS Attach copies of supporting document such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments or evidence of security interests. If the documents are not available explain. If the documents are voluminous attach a summary

8 TIME STAMPED COPY To receive an acknowledgment of the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim

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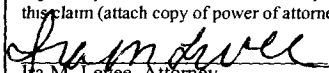
FILED

SEP 12 2003

BMC

The original of this completed Proof of Claim form must be sent by mail or hand delivered (FAXES ARE NOT ACCEPTED) so that it is received on or before 4 00 p m September 15 2003 Pacific Day Light Time

By mail to Bankruptcy Management Corporation P O Box 900 El Segundo California 90245 0900	By Hand or Overnight to Bankruptcy Management Corporation 1330 East Franklin Avenue El Segundo California 90245
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Date September 11 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) <div style="text-align: center;">  Ira M Levee Attorney </div>
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Fleming Companies Claim



11265

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

RICK FETTERMAN, RACHEL S AIKMAN, ROBERT E AIKMAN, DIANE ALLEN, NATHAN ALLEN, JR , JEFFREY M AXLEY, ROBERT AXLEY, BAXTER W BANOWSKY, WILLIAM S BANOWSKY, JAMES H BAUMGARTNER, LYNNE BOGART, YVONNE BROWN, CAROLE F COGGAN, SANDRA H COHEN, MARY M CRAVER, CAROL P DARVER, WANDA M DAVIS, JAMES L DEEM, KATHLEEN DE MARTINO, BOB DENNARD, F SUSAN DOLE, GEORGE W FAZAKERLY, BEVERLY H FETTERMAN, RICK FETTERMAN ISDRP, ARTHUR W FIELDS, CYRUS M FIELDS, HARDY H FIELDS, LEE A FISHER, MARC P FREEDMAN, ALAN R GOLUBOCK, JUDYE D GREMM, PHIL B GREMM, DONALD E HARMAN, RICHARD R HEWITT, GLORIA H JACOBUS, BARRY W JAQUESS, DENNIS L KRUSE, BARRY L LEVY, HARRIETTE S LEVY, DONALD M LITTLE, DANNY W LOONEY, THELMA M MC CANN, MARCHITA L MILLIKEN, ROY L MIMS, GREGORY S MORRIS, D CRAIG NOONAN, HERBERT J OTTO, STUART F OWEN, MARK PODRACKY, RICHARD R POLLOCK, ROBERT G POLLOCK, CRAIG S PRENGLER, CHARLES D PULMAN, BILLY D RAILSBACK, AMY A ROBERTS, NICKI J ROBERTS, ROBERT A ROBERTS, ROBERTS FAMILY, L L P , RALPH W ROSENE, W F SHERROD, GREG SINGER, RICHARD B SKIBELL c/f LINDSEY R SKIBELL, WHITNEY E SKIBELL, TOM STRUEBER, SUSAN S SWANK, GORDON E TOWNSEND, DENNI D WASHBURN, JOHN H WASHBURN, JR , KAY WEATHERFORD, JOE W WILSON, BRUCE CLAYCOMBE, TRUSTEE, CLAYCOMBE & KING PROFIT SHARING PLAN, RON COHEN, TRUSTEE, MORBEN REALTY CO EMPLOYEES PROFIT SHARING PLAN, BYRON FALK, TRUSTEE, VIAL, HAMILTON, KOCH & KNOX EMPLOYEES MONEY PURCHASE PENSION PLAN & TRUST, RICK FETTERMAN, TRUSTEE, MARIE H KING TRUST, RICK FETTERMAN, TRUSTEE, FRIEDLANDER CHILDREN'S INVESTMENT TRUST FBO RACHEL LEIGH FRIEDLANDER, RICK FETTERMAN, TRUSTEE, FRIEDLANDER CHILDREN'S INVESTMENT TRUST FBO JEFFREY ALAN FRIEDLANDER, TERRY HILL, TRUSTEE, ISC GROUP 401(K), JAMES C NOONAN, TRUSTEE, BETTY S NOONAN REVOCABLE LIVING TRUST, RICHARD B SKIBELL, TRUSTEE, ORTHODONTICS PROFIT SHARING PLAN, ROBERT A

CASE NO

U.S. DISTRICT COURT NORTHERN DISTRICT OF TEXAS FILED <div style="border: 1px solid black; padding: 5px; text-align: center;"> JUN 27 2003 </div> CLERK, U.S. DISTRICT COURT By _____ Deputy
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3 0 3 C V 1 4 3 5 L

A copy of the complete complaint on which this proof of claim is based is available upon request from

Ira M Levee, Esq
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068

973-597-2480 - Telephone
973-597-2481 - Facsimile

ilevee@lowenstein.com

LOWENSTEIN SANDLER PC
Attorneys at Law

IRA M LEVEL
Of Counsel

Tel 973 597 2480 Fax 973 597 2481
ilevee@lowenstein.com

September 11, 2003

VIA FEDEX

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

Re **Fleming Companies, Inc**
Case No 03-10945

Dear Sir or Madam

Enclosed are an original and one copy of proofs of claim on behalf of all parties listed on Exhibit A. Please return a copy marked "Received" or "Filed" in the envelope provided.

Very truly yours,


Ira M. Level

IML mar

15729/2
09/11/03 1443409 01

Enclosures

cc Sherrie Savett, Esq
Benny C Goodman, III, Esq
Jennifer Sherill, Esq
Kenneth S Marks, Esq
Randy Pulliam, Esq
Michael S Etkin, Esq



EXHIBIT A

PROOF OF CLAIMS LIST

Keith Ackley
Julie Alexander
Myrna Allen
Alucha Development
Kay Ball
Kay Ball
Daniel Barbee
Rose Bienvenu
Ray Blanchard
Raymond Blanchard, Sr C7
James Boudreaux
Francis Bride
Francis Bride
Bryan Bush Construction Co , Inc
Victor Cacio
George Cattermole
Jeanne Comeaux
Jeanne Comeaux
Paul Comeaux
August Courville, Jr
Kenneth Craig
Louis Daigle
Louis Daigle
Shirley Deblanc
Shirley Deblanc
Kerry Denny
Christopher Doucet
Christopher Doucet and Esther Leona Ogea Doucet
Roland Doucet
Roland Doucet
Chapman Ducote
David Ducote
Diane Ducote
Suzette Ducote
Wayne Doucet
Wayne Doucet
Carol Eggers
John Elstroitt, Jr
William Fisher
John Goff
Albert Griffin, Jr
John Guthrie
Carl Hamby

Alison Hamner
Emily Hamner
Gordon Hamner
Gordon Hamner
Lucille Hamner
Lucille Hamner
Michael Hamner
Michael Hamner
Hamner Children Class Trust I
Hamner Children Class Trust II
Jerry L Hillyard
J Kendall Hobson
Leslie LeGrand Guthrie
Diane McGregor
Richard McGregor
Beverly O'Neil
Joseph Pecot II
Claudia Perry
Caroline Riblet
Randy Rutherford
C Tricon Sehrt
Neil Soslow
Henry Valin
Raymond Whaley

Jackson Capital Management, LLC
Jackson Capital Management, LLC on Behalf of Itself and All Others Similarly Situated

Rachel S Aikman
Robert E Aikman
Nathan Allen, Jr
Jeff M Axley
Robert J Axley
William S Banowsky
Baxter W Banowsky
James H Baumgartner
Lynne Bogart
Yvonne L Brown
Marchita Milliken Carpenter
Bruce Claycombe
Carole Coggan
Ron Cohen (Morben Realty)
Sandra H Cohen
Mary M Craver

Danny W Looney, P C
Carol P Darver
Wanda M Davis
James or Katharine Deem
Kathleen M Demartino (Thelma M McCann)
Kathleen M Demartino
Bob or Pat Dennard
F Susan Dole
Beverly Fetterman
Rick Fettermann
Rick Fettermann TTEE Marie King Trust
Rick Fettermann - JA Friedlander
Rick Fettermann - Rachel Leigh Friedlander
Arthur W Fields
Cyrus M Fields
Lee A Fisher
Marc P Freedman
George W Fazakerly, P C
Alan R Golubock
Judy D Gremm
Norma Gremm
Hardy H Fields, D D S , P A
Donald Harman
Richard M Hewitt P C
Terry Hill TTEE
Gloria H Jacobs
Barry W Jaquess
Dennis L Kruse
Harriette S and Barry L Levy
Donald M Little
Roy Mims
Gregory S Morris
James C Noonan
Noonan Communications Group Inc
Herbert J Otto
Stuart F Owen, M D
Mark or Lynn Podracky
Richard R or Karen S Pollock
Robert G Pollock
Craig or Tami Prengler
Charles D Pulman
Billy D Railsback
Amy A Roberts
Nicki Roberts
Robert A Roberts
Robert A Roberts 3-1-3 Trust A

Roberts Family LLP
Ralph W Rosene
W F Sherrod
Gregory Z Singer
Skibell Orthodontics, P A /Richard E Skibell C/F
Thomas G Strueber
Susan S Swank
Gordon E Townsend
Vial, Hamilton, Koch & Knox
Dennie D Washburn
John H Washburn, Jr
Kay Weatherford
Joe W Wilson

Anthony M Colarich
David Dickey
Joel Feliciano
Terry Slater
Terry Slater
Raheela Zaman
Terry Slater, on behalf of herself and all others similar situated

Alaska Electrical Pension Fund
Massachusetts State Carpenters Pension Fund on Behalf of Itself and All Others Similarly
Situated
Massachusetts State Guaranteed Annuity Fund
Massachusetts State Carpenters Pension Fund