UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	PROOF OF CLAIM
In re (Name of Debtor) **Fleming Companies, Inc**	Case Number **03-10945 (MFW)**

ORIGINAL

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)

Skibell Orthodontics P A /
Richard E Skibell C /F

☐ 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

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

☐ Check box if you have never received 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

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

1 BASIS FOR CLAIMS
__ Goods sold
__ Services performed
__ Money loaned
__ Personal injury/wrongful death
__ Taxes
__X__ Other (Describe briefly) violations of federal securities laws
__ Retiree benefits as defined in 11 U S C §114(a)
__ Wages salaries and compensations (Fill our below)
Your social security number _____
__ Unpaid compensations for services performed
from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED
Commencing December 11 2001

3 IF COURT JUDGMENT DATE OBTAINED

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
__ Real Estate ___Motor Vehicle __Other (Describe briefly)

Amount of arrearage and other charges included in secured claim above if any $_____

__X__ 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

__ UNSECURED PRIORITY CLAIM $_____

Specify the priority of the claim

__ 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)
__ Contributions to an employee benefit plan 11 U S C §507(a)(4)
__ Up to $900[1]/$1 800[2]/$1 950[3] of deposits towards 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)[2]
__ Taxes or penalties of governmental units 11 U S C §507(a)(8)
__ 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

5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED **At least approximately $92 595 00** (Unsecured) (Secured) (Priority) **At least approximately $92,595 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 1 2 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

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)

Ira M Levee Attorney

Fleming Companies Claim
11287

15729/2
09/10/2003 1442968 01

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
JUN 27 2003
CLERK, U.S. DISTRICT COURT
By _____ Deputy

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 LEVEE
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 Levee

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 Elstrott, 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
Claudi 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
Judye 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