

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

PROOF OF CLAIM



642250

Bar Date Ref # 2-NVM-109746

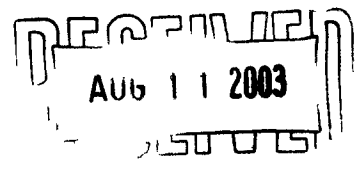
In re **Retail Supermarkets, Inc** Case Number **3-10970**

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



Name of Creditor and Address

Lml Payment Systems Corp
4141 N Granite Reef Rd
Scottsdale AZ 85251

0354653642250

Creditor Telephone Number (604) 689-4440

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

CREDITOR TAX I D #
52-2084651

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Not Applicable

Check here replaces or amends a previously filed claim dated _____

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 February 10, 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 6,018 18 (unsecured) \$ (secured) \$ 6,018 18 (total) (unsecured priority)

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 August 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)
Richard Schultz, Esq. RICHARD SCHULTZ, ESQ. ATTORNEY

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



11739

Retail Supermarkets Inc
Case # 3 10970

CLIENT NAME	PERIOD	DATE	INVOICE#	TTL\$	PMT	REFERENCE	DATE	RETURNED	BALANCE	DAYS O/S	RATE/ANNUM	INTEREST	TOTAL O/S
Fleming SSC Food 4 Less UT	January 2003	1/31/2003	D0010119	\$ 1 315 11	\$ 1 315 11	8747125329 I	3/14/2003	\$ 1 315 11	\$ 1 315 11	49	18 00%	\$ 31 78	\$ 1 346 89
Fleming SSC Food 4 Less UT	February 2003	2/28/2003	D0010121	\$ 1 120 11	\$ 1 120 11	8747125329 I	3/14/2003	\$ 1 120 11	\$ 1 120 11	21	18 00%	11 60	\$ 1 131 71
Fleming SSC Food 4 Less AZ	February 2003	2/28/2003	D0020120	\$ 1 201 67	\$ 1 201 67	8747125329 I	3/14/2003	\$ 1 201 67	\$ 1 201 67	21	18 00%	12 44	\$ 1 214 11
Fleming SSC Food 4 Less UT	March 2003	3/31/2003	D0010123	\$ 1 004 74					\$ 1 004 74				\$ 1 004 74
Fleming SSC Food 4 Less AZ	March 2003	3/31/2003	D0020122	\$ 1 320 73					\$ 1 320 73				\$ 1 320 73
				\$ 5 962 36	\$ 3 636 89			\$ 3 636 89	\$ 5 962 36			\$ 55 82	\$ 6 018 18

LML Payment Systems Corp.**Invoice**4141 N Granite Reef Road
Scottsdale, AZ 85251Phone: (480) 425-4725
Fax: (480) 425-4750Fleming S S C Food 4 Less Ut
P.O. Box 268877
Oklahoma City, OK 73126
Attention: Tonie KocarnikDate: 02/28/2003
Invoice#: D0010121**Transaction Processing Fees for 02/01/2003 Thru 02/28/2003**

Description	Approved			Ref/Dec/Err/Down			Total		
	Amount	Rate	Charge	Amount	Rate	Charge	Amount	Rate	Charge
Food	8,083	0 0200	161.66	708	0 0200	14 16	8,791	0 0200	175 82
Cash	550	0.0200	11.00	143	0.0200	2.86	693	0.0200	13.86
Electronic Benefits	8,633		172.66	851		17.02	9,484		189.68
Buypass	23,966	0 0200	479.32	938	0 0200	18 76	24 904	0 0200	498 08
Invalid				33	0.0200	0.66	33	0.0200	0.66
Debit	23,966		479.32	971		19.42	24,937		498 74
Visa	6,547	0 0200	130 94	298	0 0200	5 96	6,845	0.0200	136 90
Other				8	0.0200	0 16	8	0 0200	0 16
Master Card	1,824	0 0200	36 48	63	0 0200	1 26	1,887	0 0200	37 74
Discover Card	1,339	0 0200	26.78	24	0 0200	0 48	1,363	0 0200	27 26
American Express	1,142	0.0200	22.84	14	0.0200	0.28	1,156	0.0200	23.12
Credit	10,852		217.04	407		8.14	11,259		225.18
Travelers Check	8	0 0050	0.04	4	0 0050	0 02	12	0 0050	0 06
Personal Check	19,383	0 0050	96.92	2,155	0 0050	10 78	21 538	0 0050	107 69
Invalid Type	21	0.0050	0.11	80	0.0050	0.40	101	0.0050	0.51
Check	19,412		97.06	2,239		11.20	21,651		108.26
Unknown Network	8	0 0050	0.04				8	0 0050	0 04
Logrcheck	17,843	0.0050	89.22	1,795	0.0050	8.98	19,638	0.0050	98.19
External Check	17,851		89.26	1,795		8.98	19,646		98.23
Invalid				1	0.0200	0.02	1	0.0200	0.02
Invalid Transaction				1		0.02	1		0.02
Total Charges							86,978		1,120.11

Continued on next page ..

LML Payment Systems Corp.**Invoice**4141 N Granite Reef Road
Scottsdale, AZ 85251

Page: 2

Phone: (480)425-4725
Fax: (480)425-4750Fleming S S C Food 4 Less Ut
P.O. Box 268877
Oklahoma City, OK 73126
Attention: Tonie KocarnikDate: 02/28/2003
Invoice#: D0010121**Transaction Processing Fees for 02/01/2003 Thru 02/28/2003**

Description	Approved			Ref/Dec/Err/Down			Total		
	Amount	Rate	Charge	Amount	Rate	Charge	Amount	Rate	Charge
Thank you for your business Run Date 03/04/2003							Total		
							\$1 120 11		

ED-001-0000000-0000000

LML Payment Systems Corp.

Invoice

4141 N Granite Reef Road
 Scottsdale, AZ 85251

Phone: (480)425-4725
 Fax: (480)425-4750

Fleming S S C Food 4 Less Az
 P.O. Box 268877
 Oklahoma City, OK 73126
 Attention: Tonie Kocarnik

Date: 02/28/2003
 Invoice#: D0020120

Transaction Processing Fees for 02/01/2003 Thru 02/28/2003

Description	Approved			Ref/Dec/Err/Down			Total			
	Amount	Rate	Charge	Amount	Rate	Charge	Amount	Rate	Charge	
Food	9,812	0.0200	196.24	815	0.0200	16.30	10,627	0.0200	212.54	
Cash	726	0.0200	14.52	88	0.0200	1.76	814	0.0200	16.28	
Electronic Benefits	10,538		210.76	903		18.06	11,441		228.82	
Buypass	32,448	0.0200	648.96	885	0.0200	17.70	33,333	0.0200	666.66	
Invalid				43	0.0200	0.86	43	0.0200	0.86	
Debit	32,448		648.96	928		18.56	33,376		667.52	
Visa	6,544	0.0200	130.88	255	0.0200	5.10	6,799	0.0200	135.98	
Other				1	0.0200	0.02	1	0.0200	0.02	
Master Card	2,382	0.0200	47.64	65	0.0200	1.30	2,447	0.0200	48.94	
Discover Card	1,139	0.0200	22.78	4	0.0200	0.08	1,143	0.0200	22.86	
American Express	685	0.0200	13.72	7	0.0200	0.14	693	0.0200	13.86	
Credit	10,751		215.02	332		6.64	11,083		221.66	
Travelers Check	69	0.0050	0.35	55	0.0050	0.28	124	0.0050	0.62	
Government Check	1	0.0050	0.01	1	0.0050	0.01	2	0.0050	0.01	
Payroll Check				3	0.0050	0.02	3	0.0050	0.02	
Personal Check	7,553	0.0050	37.77	1,037	0.0050	5.19	8,590	0.0050	42.95	
Invalid Type	58	0.0050	0.29	227	0.0050	1.14	285	0.0050	1.43	
Check	7,611		38.41	1,323		6.62	9,004		45.02	
Unknown Network	3	0.0050	0.02				3	0.0050	0.02	
Logiccheck	6,693	0.0050	33.47	1,034	0.0050	5.17	7,727	0.0050	38.64	
External Check	6,696		33.48	1,034		5.17	7,730		38.65	
Total Charges							72,634		1,201.67	
Thank you for your business. Run Date: 03/04/2003							Total	\$1,201.67		

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Scottsdale, AZ 85251Phone: (480)425-4725
Fax: (480)425-4750Fleming S S C Food 4 Less Ut
P.O. Box 268877
Oklahoma City, OK 73126
Attention: Tonie KocarnikDate: 03/31/2003
Invoice#: D0010123**Transaction Processing Fees for 03/01/2003 Thru 03/31/2003**

Description	Approved			Ref/Dec/Err/Down			Total			
	Amount	Rate	Charge	Amount	Rate	Charge	Amount	Rate	Charge	
Food	7,384	0.0200	147.68	629	0.0200	12.58	8,013	0.0200	160.26	
Cash	475	0.0200	9.52	98	0.0200	1.96	574	0.0200	11.48	
Electronic Benefits	7,860		157.20	727		14.54	8,587		171.74	
Buypass	21,686	0.0200	433.72	888	0.0200	17.76	22,574	0.0200	451.48	
Invalid				28	0.0200	0.56	28	0.0200	0.56	
Debit	21,686		433.72	916		18.32	22,602		452.04	
Visa	5,932	0.0200	118.64	200	0.0200	4.00	6,132	0.0200	122.64	
Other				6	0.0200	0.12	6	0.0200	0.12	
Master Card	1,640	0.0200	32.80	59	0.0200	1.18	1,699	0.0200	33.98	
Discover Card	1,206	0.0200	24.12	14	0.0200	0.28	1,220	0.0200	24.40	
American Express	1,012	0.0200	20.24	9	0.0200	0.18	1,021	0.0200	20.42	
Credit	9,790		195.80	288		5.76	10,078		201.56	
Travelers Check	6	0.0050	0.03	5	0.0050	0.03	11	0.0050	0.06	
Payroll Check				7	0.0050	0.04	7	0.0050	0.04	
Personal Check	16,925	0.0050	84.63	1,792	0.0050	8.96	18,717	0.0050	93.59	
Invalid Type	23	0.0050	0.12	73	0.0050	0.37	96	0.0050	0.48	
check	16,954		84.77	1,877		9.39	18,831		94.16	
Unknown Network	26	0.0050	0.13				26	0.0050	0.13	
Logcheck	15,539	0.0050	77.70	1,483	0.0050	7.42	17,022	0.0050	85.11	
External Check	15,565		77.83	1,483		7.42	17,048		85.24	
Total Charges							77,146		1,004.74	
Thank you for your business. Run Date: 04/01/2003							Total	\$1,004.74		

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Scottsdale, AZ 85251Phone: (480)425-4725
Fax: (480)425-4750Fleming S S C Food 4 Less Az
P.O. Box 268877
Oklahoma City, OK 73126
Attention: Tonie KocarnikDate: 03/31/2003
Invoice#: D0020122**Transaction Processing Fees for 03/01/2003 Thru 03/31/2003**

Description	Approved			Ref/Dec/Err/Down			Total		
	Amount	Rate	Charge	Amount	Rate	Charge	Amount	Rate	Charge
Food	10,504	0.0200	210.08	890	0.0200	17.80	11,394	0.0200	227.88
Cash	747	0.0200	14.94	75	0.0200	1.50	822	0.0200	16.44
Electronic Benefits	11,251		225.02	965		19.30	12,216		244.32
Buypass	36,340	0.0200	726.80	997	0.0200	19.94	37,337	0.0200	746.74
Invalid				41	0.0200	0.82	41	0.0200	0.82
Debit	36,340		726.80	1,038		20.76	37,378		747.56
Visa	6,953	0.0200	139.06	273	0.0200	5.46	7,226	0.0200	144.52
Other				5	0.0200	0.10	5	0.0200	0.10
Master Card	2,633	0.0200	52.66	57	0.0200	1.14	2,690	0.0200	53.80
Discover Card	1,262	0.0200	25.24	9	0.0200	0.18	1,271	0.0200	25.42
American Express	744	0.0200	14.88	3	0.0200	0.06	747	0.0200	14.94
Credit	11,592		231.84	347		6.94	11,939		238.78
Travelers Check	54	0.0050	0.27	40	0.0050	0.20	94	0.0050	0.47
Personal Check	8,101	0.0050	40.51	1,065	0.0050	5.33	9,166	0.0050	45.83
Invalid Type	92	0.0050	0.46	371	0.0050	1.86	463	0.0050	2.32
Check	8,247		41.24	1,476		7.38	9,723		48.62
Unknown Network	19	0.0050	0.10				19	0.0050	0.10
Logiccheck	7,247	0.0050	36.24	1,025	0.0050	5.13	8,272	0.0050	41.36
External Check	7,266		36.33	1,025		5.13	8,291		41.46
Total Charges							79,547		1,320.73
Thank you for your business Run Date 04/01/2003							Total \$1 320.73		