

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

**PROOF OF CLAIM**



483625

Bar Date Ref # 2-G5-5001

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.

**Name of Creditor and Address**  
  
0354651483625  
  
HYPERION  
1344 CROSSMAN AVENUE  
SUNNYVALE CA 94089

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.

Creditor Telephone Number (415) **744-9500**

CREDITOR TAX ID #  
**77-0277772**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here  replaces or amends a previously filed claim dated \_\_\_\_\_ if this claim

**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**

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE**

\$ **146,002.10** (unsecured) \$ \_\_\_\_\_ (secured) \$ **146,002.10** (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**

Fleming Companies Claim



11764

DATE SIGNED

9/9/03

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).

Daisy Lumsden Jackson *[Signature]*

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



Hyperion®

1344 Crossman Avenue  
Sunnyvale, CA 94089  
tel 888 597 7701  
fax 408 220 8140

Software Invoice

Invoice Date	Invoice Number
02/25/03	201S37514

**Bill To** Fleming Companies Inc  
1945 Lakepoint Drive  
Lewisville TX 75057  
Bill White

**Ship To** Fleming Companies, Inc  
5701 North Shartel  
Oklahoma City OK 73118  
Johnny Corona

Customer ID	Terms	Shipping Method	Due Date	Purchase Order
E001847	NET30	FOB Shipping Point	03/27/03	

Qty	Description	Contract No.	Contract Date	Delivery Method	Taxable	Amount USD
3	Hyperion Analyzer Base Solution	E001847-003	02/11/03	E	N	
25	Hyperion Analyzer Named Interactive User	E001847-003	02/11/03	E	N	
1	Hyperion Essbase Classic Named Base Solution	E001847-003	02/11/03	E	N	
1	Hyperion Essbase Classic Named Hyperion Essbase SQL Interface	E001847-003	02/11/03	E	N	
1	Hyperion Essbase Classic Named Hyperion Essbase Spreadsheet Toolkit	E001847-003	02/11/03	E	N	
10	Hyperion Essbase Classic Named Named User	E001847-003	02/11/03	E	N	

<b>Subtotal</b>	72,000 00
<b>Tax</b>	0 00
<b>Total</b>	72 000 00
<b>Amount Due</b>	

**Remittance**

Wire Transfers to Domestic Wells Fargo N A San Francisco CA 94104 Account #4171745367 ABA 121000248  
International Wells Fargo N A San Francisco CA 94104 Account #4171745367 SWIFT Code WFBIUS6S  
Checks Payable to Hyperion Solutions Corporation Dept 33389 P O Box 39000 San Francisco CA 94139-3389  
Hyperion Solutions Corporation Taxpayer ID Number 77-0277772

For questions please contact Customer Service at 877-901-4975 (203-703-3600 International) or email client\_support@hyperion.com

Delivery Method P - Physical E - Electronic and NA - Not Applicable



1344 Crossman Avenue  
 Sunnyvale, CA 94089  
 tel 888 597 7701  
 fax 408 220 8140

**Renewal Invoice**

Invoice Date	Invoice Number
02/25/03	201R37516

**Bill To** Fleming Companies Inc  
 1945 Lakepoint Drive  
 Lewisville TX 75057  
 Bill White

**Ship To** Fleming Companies Inc  
 5701 North Shartel  
 Oklahoma City OK 73118  
 Johnny Corona

**Purchase Order**

Bill To ID	Ship To ID	Terms	Due Date	Renewal Period
E001847	E001847	NET30	03/27/03	02/01/03 To 01/31/04

Qty	Description	Contract No.	Contract Date	Renewal Basis	Renewal Rate	Delivery Method	Taxable	Amount USD
1	Hyperion Essbase Classic Named Hyperion Essbase Spreadsheet Toolkit Maintenance	E001847-003	02/11/03	5 000 00	0 15	E	N	750 00
10	Hyperion Essbase Classic Named Named User Maintenance	E001847-003	02/11/03	15 000 00	0 15	E	N	2 250 00
3	Hyperion Analyzer Base Solution Maintenance	E001847-003	02/11/03	45 000 00	0 15	E	N	6 750 00
25	Hyperion Analyzer Named Interactive User Maintenance	E001847-003	02/11/03	7 500 00	0 15	E	N	1 125 00
1	Hyperion Essbase Classic Named Base Solution Maintenance	E001847-003	02/11/03	10 000 00	0 15	E	N	1,500 00

**Remittance**

Wire Transfers to Domestic Wells Fargo N A San Francisco CA 94104 Account #4171745367 ABA 121000248  
 International Wells Fargo N A San Francisco CA 94104 Account #4171745367 SWIFT Code WFBIUS6S

Checks Payable to Hyperion Solutions Corp Dept 33389 P O Box 39000 San Francisco CA 94139-3389  
 Hyperion Solutions Corp Taxpayer ID Number 77-0277772

For questions please contact Customer Service at 877-901-4975 (203-703-3600 International) or email client\_support@hyperion.com

Delivery Method P - Physical E - Electronic and NA - Not Applicable



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Invoice Date	Invoice Number
02/25/03	201R37516

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**Ship To** Fleming Companies Inc  
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 Oklahoma City OK 73118  
 Johnny Corona

**Purchase Order**

Bill To ID	Ship To ID	Terms	Due Date	Renewal Period
E001847	E001847	NET30	03/27/03	02/01/03 To 01/31/04

Qty	Description	Contract No.	Contract Date	Renewal Basis	Renewal Rate	Delivery Method	Taxable	Amount USD
1	Hyperion Essbase Classic Named Hyperion Essbase SQL Interface Maintenance	E001847-003	02/11/03	7 500 00	0 15	E	N	1 125 00

<b>Subtotal</b>	13 500 00
<b>Tax</b>	0 00
<b>Total</b>	13 500 00

**Remittance**

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 International Wells Fargo N A San Francisco CA 94104 Account #4171745367 SWIFT Code WFBIUS6S  
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Delivery Method P - Physical , E - Electronic and NA - Not Applicable



1344 Crossman Avenue  
 Sunnyvale, CA 94089  
 tel 888 597 7701  
 fax 408 220 8140

**Renewal Invoice**

Invoice Date	Invoice Number
03/25/03	201R38100

**Bill To** Fleming Companies, Inc  
 1945 Lakepoint Drive  
 Lewisville TX 75057  
 Bill White

**Ship To** Fleming Companies, Inc  
 1945 Lakepoint Drive  
 Lewisville TX 75057  
 Bill White

**Purchase Order**

Bill To ID	Ship To ID	Terms	Due Date	Renewal Period	Customer Reference
E001847	E001847	NET30	04/24/03	04/01/03 To 03/31/04	#11015564-5, #75002013

Qty	Description	Contract No.	Contract Date	Renewal Basis	Renewal Rate	Delivery Method	Taxable	Amount USD
195	Hyperion Essbase OLAP Server Named User Maintenance	E001847-001	03/28/02	292 500 00	0 13	E	Y	38 025 00
1	Hyperion Analyzer Base Solution Maintenance	E001847-001	03/28/02	15 000 00	0 13	E	Y	1 950 00
50	Hyperion Analyzer Named Interactive User Maintenance	E001847-001	03/28/02	15 000 00	0 13	E	Y	1 950 00
1	Hyperion Essbase Development Server Hyperion Essbase SQL Interface Maintenance	E001847-001	03/28/02	1 000 00	0 13	E	Y	130 00
1	Hyperion Essbase Development Server Hyperion Essbase Spreadsheet Toolkit Maintenance	E001847-001	03/28/02	1,000 00	0 13	E	Y	130 00

**Remittance**

Wire Transfers to Domestic Wells Fargo N A San Francisco CA 94104 Account #4171745367 ABA 121000248  
 International Wells Fargo N A San Francisco, CA 94104 Account #4171745367 SWIFT Code WFBUIUS6S

Checks Payable to Hyperion Solutions Corp Dept 33389 P O Box 39000 San Francisco CA 94139-3389  
 Hyperion Solutions Corp Taxpayer ID Number 77-0277772

For questions please contact Customer Service at 877-901-4975 (203-703-3600 International) or email client\_support@hyperion.com

Delivery Method P - Physical E - Electronic and NA - Not Applicable



1344 Crossman Avenue  
 Sunnyvale, CA 94089  
 tel 888 597 7701  
 fax 408 220 8140

**Renewal Invoice**

Invoice Date	Invoice Number
03/25/03	201R38100

**Bill To** Fleming Companies Inc  
 1945 Lakepoint Drive  
 Lewisville TX 75057  
 Bill White

**Ship To** Fleming Companies, Inc  
 1945 Lakepoint Drive  
 Lewisville TX 75057  
 Bill White

**Purchase Order**

Bill To ID	Ship To ID	Terms	Due Date	Renewal Period	Customer Reference
E001847	E001847	NET30	04/24/03	04/01/03 To 03/31/04	#11015564-5 #75002013

Qty	Description	Contract No	Contract Date	Renewal Basis	Renewal Rate	Delivery Method	Taxable	Amount USD
5	Hyperion Essbase Development Server Named User Maintenance	E001847-001	03/28/02	7 500 00	0 13	E	Y	975 00
1	Hyperion Essbase OLAP Server Base Solution Maintenance	E001847-001	03/28/02	25 000 00	0 13	E	Y	3 250 00
1	Hyperion Essbase OLAP Server Hyperion Essbase API Maintenance	E001847-001	03/28/02	7,500 00	0 13	E	Y	975 00
1	Hyperion Essbase OLAP Server Hyperion Essbase SQL Interface Maintenance	E001847-001	03/28/02	7 500 00	0 13	E	Y	975 00
1	Hyperion Essbase OLAP Server Hyperion Essbase Spreadsheet Toolkit Maintenance	E001847-001	03/28/02	5 000 00	0 13	E	Y	650 00

**Remittance**

Wire Transfers to Domestic Wells Fargo N A San Francisco CA 94104 Account #4171745367 ABA 121000248  
 International Wells Fargo N A San Francisco, CA 94104 Account #4171745367 SWIFT Code WFBIUS6S

Checks Payable to Hyperion Solutions Corp Dept 33389 P O Box 39000 San Francisco, CA 94139-3389  
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 Sunnyvale, CA 94089  
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**Renewal Invoice**

Invoice Date	Invoice Number
03/25/03	201R38100

**Bill To** Fleming Companies, Inc  
 1945 Lakepoint Drive  
 Lewisville TX 75057  
 Bill White

**Ship To** Fleming Companies Inc  
 1945 Lakepoint Drive  
 Lewisville TX 75057  
 Bill White

**Purchase Order**

Bill To ID	Ship To ID	Terms	Due Date	Renewal Period	Customer Reference
E001847	E001847	NET30	04/24/03	04/01/03 To 03/31/04	#11015564-5, #75002013

Qty	Description	Contract No.	Contract Date	Renewal Basis	Renewal Rate	Delivery Method	Taxable	Amount USD
1	Hyperion Essbase Development Server Base Solution Maintenance	E001847-001	03/28/02	10 000 00	0 13	E	Y	1,300 00
1	Hyperion Essbase Development Server Hyperion Essbase API Maintenance	E001847-001	03/28/02	1,000 00	0 13	E	Y	130 00

**Subtotal** 50,440 00  
**Tax** 3,783 02  
**Total** 54,223 02

**Remittance**

Wire Transfers to Domestic Wells Fargo N A San Francisco CA 94104 Account #4171745367 ABA 121000248  
 International Wells Fargo N A San Francisco CA 94104 Account #4171745367 SWIFT Code WFBIUS6S

Checks Payable to Hyperion Solutions Corp Dept 33389 P O Box 39000 San Francisco CA 94139-3389  
 Hyperion Solutions Corp Taxpayer ID Number 77-0277772

For questions please contact Customer Service at 877-901-4975 (203-703-3600 International) or email client\_support@hyperion.com

Delivery Method P - Physical E - Electronic and NA - Not Applicable



1344 Crossman Avenue  
 Sunnyvale, CA 94089  
 tel 888 597 7701  
 fax 408 220 8140

**Consulting Invoice**

**Bill To** Bill White  
 Fleming Companies, Inc  
 4160 International Plaza, Suite 100  
 Fort Worth TX 76109

Invoice Date	Invoice Number
03/11/03	1012716

Customer ID	Terms	Product	PO Number	Due Date	Project Number
E001847	NET 30	Hyperion Analyzer	14307	04/10/03	14307

  

Consultant	Description	Week Ending	Quantity	Rate	Amount USD
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**Billable Activity**

Nelson Kim D	Operating Env Review	02/21/03	20 50	225 00	4 612 50
			<b>Billable Time</b>		4 612 50
Nelson, Kim D	Airfare	02/21/03	1 00	629 00	629 00
Nelson Kim D	Car Rental	02/21/03	1 00	170 47	170 47
Nelson Kim D	Hotel	02/21/03	1 00	307 95	307 95
Nelson, Kim D	Meals	02/21/03	1 00	137 98	137 98
Nelson, Kim D	Mileage	02/21/03	1 00	3 65	3 65
Nelson, Kim D	Miscellaneous Expense	02/21/03	1 00	6 00	6 00
Nelson Kim D	Transportation-Other	02/21/03	1 00	31 00	31 00
			<b>Billable Travel</b>		1 286 05
			<b>Invoice Amount</b>		5 898 55
			<b>Tax</b>		380 53
			<b>Amount Due</b>		6 279 08

**Remittance**

Wire Transfers to  
 Wells Fargo N A San Francisco, CA 94104 Account #4171745367 ABA 121000248  
 International Transfers to  
 Wells Fargo N A San Francisco, CA 94104 Account#4171745367 SWIFT CODE WFBIUS6S  
 Checks payable to  
 Hyperion Solutions Corp Dept 33389 P O Box 39000 San Francisco CA 94139 3389  
 Hyperion Solutions Corp Taxpayer ID Number 77-0277772