

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

PROOF OF CLAIM



609360

Bar Date Ref # 2-NVM-75177

In re

Fleming Companies, Inc , et al

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.

FILED
SEP 12 2003
BMC

Name of Creditor and Address

0354653609360

Adco Distributors
221 Cherry N
Canton OH 44702

Creditor Telephone Number (330 454-5193

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 #

341130429

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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 6/4/01 to 4/7/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 30,403.80 (unsecured) \$ (secured) \$ (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

DATE SIGNED
9-6-2003

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)

[Signature]

BMC
Fleming Companies Claim
11806

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

ADCO DISTRIBUTORS INC.

"Serving you for over 70 years"

221 CHERRY NORTH • CANTON, OHIO 44702
 (330) 454-5193 1 800 362 6505
 FAX (330) 454-3501

PAGE 1

DATE 08/13/03

PLEASE SEND THIS STUB WITH YOUR REMITTANCE TO

170, MOY SILLON

DATE 1/24

CUST NO 450145

AMOUNT PAID	IF PAYING LESS THAN TOTAL DUE PLEASE CHECK INVOICES PAID
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35/004
 170, MOY SILLON
 FLEMING COMPANY, INC
 P O BOX 48011
 OPLAND CITY, TX 73124 4800

INV DATE	INV NO	DUE DATE	AMOUNT	PAYMENT DATE	PAYMENT AMOUNT	TR	BALANCE
07/04/01	185130	06/11/01	3408.30	07/20/01	2842.81	PY	75.95
				08/11/01	1.21	TR	
				10/10/02	475.35	PY	
07/25/01	200800	07/04/01	2172.40	04/11/02	1101.00	PY	1071.40
				12/15/02	1000.00	PY	
04/25/02	200800	07/06/02	2522.57	07/29/02	2672.35	PY	850.62
09/24/02	215555	10/01/02	1584.18	10/21/02	1489.14	PY	95.04
12/07/02	221611	01/06/03	1414.30	01/24/03	1274.50	PY	139.80
01/20/03	222837	01/27/03	2203.67				2203.67
02/25/03	226739	03/01/03	2368.13				2368.13
03/25/03	226739	04/01/03	2436.05				2436.05
03/22/03	228542	04/29/03	2128.60				2128.60
04/29/03	228992	05/06/03	2072.33				2072.33
05/11/03	230760	04/10/03	18047.00				18047.00
YOUR ACCOUNT IS SERIOUSLY OVERDUE PLEASE REMIT IMMEDIATELY!							
CURRENT	OVER 30 DAYS	OVER 60 DAYS	OVER 90 DAYS	OVER 120 DAYS	TOTAL DUE		
00	00	00	30403.80		30403.80		

INV NO	AMOUNT	✓
185130	75.85	
200800	1071.40	
207900	850.62	
215555	95.04	
221611	139.80	
222837	2203.67	
226739	2368.13	
226739	2436.05	
228542	2128.60	
228992	2072.33	
230760	18047.00	
TOTAL DUE		
30403.80		

*John H Hornbrook
Attorney at Law
1400 North Market Avenue
Canton, Ohio 44714
(330) 456-0091*

September 3, 2003

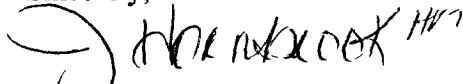
Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

Re Fleming Companies Inc , et al

Dear Sir or Madam

Please file the enclosed Proof of Claim and return to me a date-stamped copy in the enclosed self-addressed, stamped envelope

Sincerely,

A handwritten signature in black ink that reads "John H. Hornbrook" with a stylized flourish at the beginning and the initials "JH" at the end.

John H Hornbrook
Attorney at Law

JHH/hm
Encl