

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

PROOF OF CLAIM



375042

Bar Date Ref #

In re
Fleming Companies, Inc

Case Number
03 10945 (MFW)

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.

Name of Creditor and Address

Super 8 Motel Terrell
1705 Hwy 34 South
120 Exit 501
TERRELL TX 75160

0354653375042

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.

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 *972 563-1511*

CREDITOR TAX ID #
74-2831797

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

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 *03-14-2003*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *148.03* (unsecured)

\$ _____ (secured) \$ _____ (unsecured priority) \$ *148.03* (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 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



11910

DATE SIGNED
09/10/03

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).
Nimisha Deyal-Astour

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

Super 8 Motel - Terrell

I - 20 Exit 501
1705 Hwy 34 South
Terrell, TX 75160

Invoice

Date	Invoice #
3/14/2003	50152A

Bill To
Fleming Companies Inc 113 Kol Drive Broussard LA 70518

P O No	Terms	Project

Quantity	Description	Rate	Amount
1	Roy Cormier (02/26-02/26)	47 00	47 00T
1	Roy Cormier (03/09-03/09)	42 00	42 00T
	Occupancy Tax	13 00%	11 57

Thank you for your business	Total	\$100 57
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Super 8 Motel - Terrell

I - 20 Exit 501
1705 Hwy 34 South
Terrell, TX 75160

Invoice

Date	Invoice #
3/31/2003	50153A

Bill To
Fleming Companeis Inc
113 kol Drive
Broussard LA 70518

P O No	Terms	Project
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Quantity	Description	Rate	Amount
1	Kenneth Burleson Occupancy Tax (03/19-03/19)	42 00 13 00%	42 00T 5 46

Thank you for your business

Total

\$47 46

ROOM NO
NO OF GUESTS

262

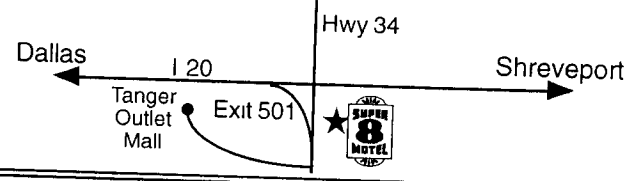
WELCOME TO



I-20 EXIT 501 & HWY 34
1705 HWY 34 SOUTH
TERRELL, TX 75160
(972) 563-1511 OR 1-800-800-8000

Life's great at Super 8™

CHECK-OUT TIME 11 00 A M



REGISTRATION RECORD PLEASE PRINT

NAME Kenneth Burleson DATE 3-19-03
ADDRESS 10822 CABROL RD DRIVER'S LICENSE NO 096679506 STATE LA
CITY & STATE ABBEVILLE ZIP 70510 CAR YEAR MAKE KW VEHICLE LICENSE NUMBER STATE OK
GUEST SIGNATURE Kenneth Burleson REPRESENTATIVE OF Fleming Foods

REG AARP AUTO CLUB CORP VIP GOVT RESV T AGT D BILL COUPON

ROOM RATE		CLERK	ARRIVAL		AM	DEPARTURE		AM					
DATE	PYMT CODE	CLERK	ROOM NO	ROOM CHARGE	STATE TAX	LOCAL TAX	TELEPHONE	TOTAL CHARGES	PAID ON ACCOUNT	BALANCE DUE	CR X	PREVIOUS BALANCE	CR X
				NO DAYS	AMOUNT		LOCAL	LONG DIS					
3/19/03	DB		262	1	42-	546			4746			4746	

The Management and Staff would like to take this opportunity to extend a warm welcome to you We sincerely hope you will enjoy your stay with us If there is anything we can do to make your visit more pleasant do not hesitate to let us know A 1 1/2% charge added on past due (over 30 days) accounts

ROOM NO
NO OF GUESTS

114

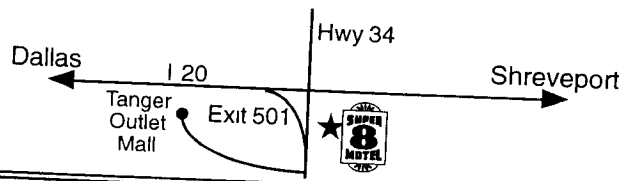
WELCOME TO



I-20 EXIT 501 & HWY 34
1705 HWY 34 SOUTH
TERRELL, TX 75160
(972) 563-1511 OR 1-800-800-8000

Life's great at Super 8™

CHECK-OUT TIME 11 00 A M



REGISTRATION RECORD PLEASE PRINT

NAME Ray Cornner DATE 3/26/03
ADDRESS PO BOX 983 DRIVER'S LICENSE NO STATE
CITY & STATE SCOTT LA ZIP 70583 CAR YEAR MAKE VEHICLE LICENSE NUMBER STATE
GUEST SIGNATURE Ray Cornner REPRESENTATIVE OF Fleming

REG AARP AUTO CLUB CORP VIP GOVT RESV T AGT D BILL COUPON

ROOM RATE		CLERK	ARRIVAL		AM	DEPARTURE		AM					
DATE	PYMT CODE	CLERK	ROOM NO	ROOM CHARGE	STATE TAX	LOCAL TAX	TELEPHONE	TOTAL CHARGES	PAID ON ACCOUNT	BALANCE DUE	CR X	PREVIOUS BALANCE	CR X
				NO DAYS	AMOUNT		LOCAL	LONG DIS					
3/26/03	DB		114	1	47-	64			5311			5311	

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