

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

PROOF OF CLAIM



484315

Bar Date Ref # 2 N-9833

YOUR CLAIM IS SCHEDULED AS

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

0354651484315

MCDOWELL RICE SMITH & GAAR
RHONDA SMILEY
605 WEST 47TH STREET
STE 350
KANSAS CITY MO 64112

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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed a proof of claim must be filed.

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 **(816) 753 5400**

CREDITOR TAX ID #
48-0915573

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
- 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 \$ **33,864.28** (unsecured) \$ _____ (secured) \$ **33,864.28** (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.

FILED

SEP 15 2003

BMC

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

Fleming Companies Claim
12244



AUG 4 2003

DATE SIGNED
9/11/03

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)
Rhonda Smiley

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

Ledger dates 010190 TO 090503 INVOICE DETAIL ALL LEDGER CODES INCLUDE REVERSED ITEMS

MATTER NUMBER	*- CLIENT- --	* *- DESCRIPTION---	LAST BILL	LAST CREDIT	* FEES -*	*--COSTS *	* OTHER-*	*---TOTAL--*
C06444 005	INVOICE=196988		093002		951 25	171 30	00	1122 55
C06444 005	INVOICE=197921		103102		270 00	84 18	8 42	362 60
C06444 005	INVOICE=199393		112702		2578 00	29 52	00	2607 52
C06444 005	INVOICE=199913		123102		00	00	30 63	30 63
C06444 005	INVOICE=201628		020403		00	00	30 63	30 63
C06444 005	INVOICE=201699		021003		9488 75	243 66	00	9732 41
C06444 005	INVOICE=202113		022803		2377 50	119 64	00	2497 14
C06444 005	INVOICE=202561		033103		9554 00	244 60	122 35	9920 95
C06444 005	INVOICE=204236		043003		5481 00	65 29	195 84	5742 13
C06444 005	INVOICE=204516		053003		406 75	228 11	237 44	872 30
C06444 005	INVOICE=205723		063003		102 50	3 88	242 20	348 58
C06444 005	INVOICE=207105		073103		00	00	243 00	243 00
C06444 005	INVOICE=208194		083003		102 50	8 34	243 00	353 84
C06444 005	THOMS DONALD C	THOMS V FLEMING C	083003		31312 25	1198 52	1353 51	33864 28
GRAND TOTAL					31312 25	1198 52	1353 51	33864 28

Ledger dates 010190 TO 090503 INVOICE DETAIL ALL LEDGER CODES INCLUDE REVERSED ITEMS

MATTER NUMBER	* CLIENT	* * * DESCRIPTION	LAST BILL	LAST CREDIT	* FEES *	* COSTS *	* OTHER * *	TOTAL *
C06444 005	INVOICE=196988		093002		951 25	171 30	00	1122 55
C06444 005	INVOICE=197921		103102		270 00	84 18	8 42	362 60
C06444 005	INVOICE=199393		112702		2578 00	29 52	00	2607 52
C06444 005	INVOICE=199913		123102		00	00	30 63	30 63
C06444 005	INVOICE=201628		020403		00	00	30 63	30 63
C06444 005	INVOICE=201699		021003		9488 75	243 66	00	9732 41
C06444 005	INVOICE=202113		022803		2377 50	119 64	00	2497 14
C06444 005	INVOICE=202561		033103		9554 00	244 60	122 35	9920 95
C06444 005	INVOICE=204236		043003		5481 00	65 29	195 84	5742 13
C06444 005	INVOICE=204516		053003		406 75	228 11	237 44	872 30
C06444 005	INVOICE=205723		063003		102 50	3 88	242 20	348 58
C06444 005	INVOICE=207105		073103		00	00	243 00	243 00
C06444 005	INVOICE=208194		083003		102 50	8 34	243 00	353 84
C06444 005	THOMS DONALD C	THOMS V FLEMING C	083003		31312 25	1198 52	1353 51	33864 28
GRAND TOTAL					31312 25	1198 52	1353 51	33864 28

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

PROOF OF CLAIM



484315

Bar Date Ref # 2 N-9833

YOUR CLAIM IS SCHEDULED AS

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.

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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address

0354651484315

MCDOWELL RICE SMITH & GAAR
RHONDA SMILEY
605 WEST 47TH STREET
STE 350
KANSAS CITY MO 64112

Creditor Telephone Number **(816) 753-5400**

CREDITOR TAX ID #
48-0915573

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

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 **3 IF COURT JUDGMENT DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **33,864.28** \$ _____ \$ **33,864.28**
(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.

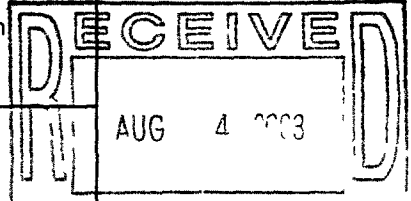
9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

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.

THIS SPACE FOR COURT USE ONLY

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



DATE SIGNED
9/4/03

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).
Rhonda Smiley

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