

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

PROOF OF CLAIM



672589

Bar Date Ref # 1-NV-61659

In re Fleming Companies, Inc et al Case Number 03 10945 (MFL)

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.

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

0354653672589

Mid State Trlr
PO Box 215
State College PA 16804

Creditor Telephone Number ()

CREDITOR TAX ID #
25-1885470

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) storage trailer rental 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 \$ _____ (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 15 2003
BMC
 Fleming Companies Claim
 12703

DATE SIGNED 9/10/03 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)
C.P. Kopac Vice President

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

Statement

MIDSTATE TRAILER RENTAL AND STORAGE
 PO BOX 215
 STATE COLLEGE, PA 16804
 WWW MSTRAILER COM

Date

4/1/2003

To
 FLEMING FOODS
 3010 7TH AVE
 ALTOONA PA 16601
 attn Craig

		Amount Due	Amount Enc
		\$1,378 00	
Date	Transaction	Amount	Balance
12/31/2002	Balance forward		895 70
01/22/2003	INV #427	482 30	1 378 00
02/25/2003	INV #441	482 30	1 860 30
02/26/2003	PMT	-964 60	895 70
03/14/2003	INV #460	482 30	1 378 00

CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	Amount Due
0 00	482 30	482 30	413 40	0 00	\$1 378 00

MIDSTATE TRAILER

PO BOX 215
STATE COLLEGE, PA 16804
WWW.MSTRAILER.COM

Invoice

Date	Invoice #
1/22/2003	427

Bill To
FLEMING FOODS 3010 7TH AVE ALTOONA, PA 16601 attn Craig

Terms

Item	Description	Qty	Rate	Amount
TRAILER RE	TRAILER RENTAL	7	65 00	455 00T

Sales Tax (6 0%)			\$27 30
Total			\$482 30

Balance due \$413 40

MIDSTATE TRAILER

PO BOX 215
STATE COLLEGE, PA 16804
WWW.MSTRAILER.COM

Invoice

Date	Invoice #
2/25/2003	441

Bill To
FLEMING FOODS 3010 7TH AVE ALTOONA, PA 16601 attn Craig

Terms

Item	Description	Qty	Rate	Amount
TRAILER RE	TRAILER RENTAL	7	65 00	455 00T
			Sales Tax (6 0%)	\$27 30
			Total	\$482 30

MIDSTATE TRAILER

PO BOX 215
STATE COLLEGE, PA 16804
WWW.MSTRAILER.COM

Invoice

Date	Invoice #
3/14/2003	460

Bill To
FLEMING FOODS 3010 7TH AVE ALTOONA, PA 16601 attn Craig

Terms

Item	Description	Qty	Rate		Amount
TRAILER RE	TRAILER RENTAL	7	65 00		455 00T

			Sales Tax (6 0%)	\$27 30
			Total	\$482 30