

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

PROOF OF CLAIM



s133033

Scheduled Claim Ref # 2 F2 20659

YOUR CLAIM IS SCHEDULED AS

\$3 888 00 UNSECURED

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

03544293338

ELLIAIR AMERICA
3528 TORRANCE BLVD STE 220
TORRANCE CA 90503

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 () **310-543-3526**

CREDITOR TAX I D #

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 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 \$ 3,888 (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 \$200 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

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).
M. Pheda

BMC
Fleming Companies Claim

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



12726

ELLIAIR AMERICA, INC.

3528 Torrance Boulevard Suite 220
Torrance CA 90503

Phone (310) 543 3526 Fax (310) 543 4516

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L
D

T
O

FLEMING/SACRAMENT WHS
377 CHANNEL DRIVE
WEST SACRAMENT CA 95691

INVOICE

INVOICE NUMBER 001622
INVOICE DATE Mar 28
REFERENCE

S
H
I
P

T
O

FLEMING/SACRAMENT WHS
377 CHANNEL DRIVE
WEST SACRAMENT CA 95691

CUSTOMER ID	FLAI-CA	PO DATE	DUE DATE	4/3/03	SHIP VIA	N/A
PO NUMBER	679801-52	LOCATION NO	PAYMENT TERMS	Net 30 Days	SHIP DATE	

PRODUCT CODE	PRODUCT DESCRIPTION	ORDERED	SHIPPED	UNIT	UNIT PRICE	AMOUNT
UPC 634636 201	Tissue/Regular 2100T/24 (Product Code 61302)	90	90		21.60	1944.00
UPC 63-63-1011	Tissue Flower 8 176 DT 24 (Product Code 613049)	90	90		21.60	1944.00

SUB TOTAL	3888.00
TAX	
TOTAL	3888.00

Please make check payable to ELLIAIR AMERICA INC
Please send back YELLOW COPY with your remittance

PO STATUS OPEN VENDOR# 33347 ELLIAR AMERICA INC

REQSTD ARRIVAL 021703 MERCH BV WEATHERSBEE, BILL
INFORM DATE MMDDYY

DATE RECEIVED MMDDYY TYPE SHIPMENT T
RECEIVING MODE -
EST UNLOAD TIME -- HRS

APPT TIME HHMM DATE MMDDYY WAREHOUSE NO 01
DATE PLACED AT DOCK MMDDYY TERMS U2 000 & 010 DAYS

DATE CAR REPORTED MMDDYY NOTE1
DATE SHPD FROM MFG MMDDYY NOTE2 FAXED PO TO 310-543-4516 CEG 021803
DATE ORDERED 020303

CARRIER -----
CAR/TRL# -----
TRUCK LOAD BILL -

TOTALS - ITEMS 2
CASES 180
WEIGHT 2,000
DOLLARS 3,888
CUBE 312
PALLET

PRESS PA1 KEY FOR NEXT PAGE

PAGE 1

Please process ASAP!!!

URGENT!!!

PO# 679861 - SC (sacramento)
Fleming

Please call (972) 906-1498 if any
questions!

Thanks,
Cami Green

916-373-4261

PO STATUS OPEN

REQSTD ARRIVAL 021703

VEND

33347 ELLIAR AMERICA INC

ITEM	D	O-QTY	COST	SELL	Q-REC	DESCRIPTION	PACK	SIZE
55854	-	90	21 600	21 770		ELLIAII REG FACIAL TISSUE	24	200 CT
			6 63463	61301				
40937	-	90	21 600	16 930		ELLIAIR FCIAL TISSUE FLWR	24	176 CT
			6 63463	61304				
-----			-----	-----			PER	-----
-----			-----	-----			PER	-----
-----			-----	-----			PER	-----
-----			-----	-----			PER	-----
-----			-----	-----			PER	-----
-----			-----	-----			PER	-----
-----			-----	-----			PER	-----
-----			-----	-----			PER	-----

PA1 - NEXT PAGE PA2 - PREVIOUS PAGE

PAGEZ

Fleming

Sacramento Division

Bill to
P O Box 24840
Oklahoma City, OK 73124

Ship to
Primary Warehouse
3771 Channel Drive
West Sacramento, CA 95691

PO STATUS OPEN VEND# 33347 ELLIAR AMERICA INC

REQSTD ARRIVAL 021703 MERCH BV WEATHERSBEE BILL
INFOREM DATE MMDDYY

DATE RECEIVED MMDDYY TYPE SHIPMENT T
RECEIVING MODE -
EST UNLOAD TIME -- HRS
APPT TIME HHMM DATE MMDDYY WAREHOUSE NO 01
DATE PLACED AT DOCK MMDDYY TERMS 02 000 % 010 DAYS
DATE CAR REPORTED MMDDYY NOTE1
DATE SHPD FROM MFG MMDDYY NOTE2 FAXED PO TO 310-543-4516 CEG 021803
DATE ORDERED 020303

CARRIER --
CAR/TRL#
TRUCK LOAD BILL

TOTALS - ITEMS 2
CASES 180
WEIGHT 2 000
DOLLARS 3,456
CUBE 312
PALLET

PRESS PA1 KEY FOR NEXT PAGE

PO STATUS OPEN

REQSTD ARRIVAL 021703

VEND

33347 ELLIAR AMERICA INC

ITEM	D	Q-QTY	COST	SELL	Q-REC	DESCRIPTION	PACK	SIZE
55854	-	90	21 600	21 770		ELLIAIR REG FACIAL TISSUE	24	200 C
		SAVE	6 63463	61301				
40937	-	90	16 800	16 930		ELLIAIR FCIAL TISSUE FLWR	24	176 C
			6 63463	61304				

----- PER -----
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 ----- PER -----
 ----- PER -----

PA1 - NEXT PAGE PA2 - PREVIOUS PAGE

Indicate Carrier's Name Point of Pickup Dates Etc to be Completed by NE U S A Personnel at Point of Pickup

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - NOT NEGOTIABLE

RECEIVED subject to the classifications and tariffs in effect on the date of the issue of this Bill of Lading



NIPPON EXPRESS USA, INC.

421 VALLEY DRIVE
BRISBANE, CA 94005

From

CONSIGNED TO

FLEMING/SACRAMENTO WHS
3771 CHANNEL DRIVE
WEST SACRAMENTO, CA 95691

Shipper's No 679861-SC

Carrier NIPPON EXPRESS / Expressway
PRD#

03/04/03

C/O ELLIAIR AMERICA, INC

The property described below in apparent good order, except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below, which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) Official Southern Western and Illinois Freight Classifications in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said Bill of Lading including those on the back thereof set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

NUMBER OF PACKAGES	NUMBER OF PIECES	KIND OF PACKAGE DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	CLASS ITEM NUMBER	WEIGHT	CUSTOMER'S P O
					679861-SC
					PAYMENT METHOD
					PREPAID
90	90	613022 REGULAR WHITE/24 SIN		2643	<p>If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carriage or shipper's weight.</p> <p>NOTE - Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property.</p> <p>The release of responsibility for the property is hereby assumed by the shipper to be not exceeding _____ PER LB</p> <p>Subject to Section 7 of conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignee's behalf the consignee shall sign the following statement: The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.</p>
90	90	613049 FLOWER STORIES/176W		2643	
		DELIVER ON 3/4/03 RECEIVING TIME . 11AM			
6 PLTS					
180	TOTAL PACKAGES	PICKER SUSAN	CHECKER ST	NO ITEMS REPACKED	TOTAL WEIGHT 2643

This is to certify that the above named articles are property classified, described and are packed and marked and are in proper condition for transportation according to the regulations prescribed by the Interstate Commerce Commission. The fibre boxes used for this shipment conform to the specifications set forth in the box make a certificate thereon and all other requirements of Rule 41 of the Copyrighted Freight Classification. Shipper's imprint in lieu of stamp not a part of Bill of Lading approved by the Interstate Commerce Commission.

NIPPON EXPRESS U S A. INC Shipper

Per LINDA HONG
Permanent post office address of shipper

1 Linda Hong / 90

Agent, Per 3-4-03

421 VALLEY DRIVE

BRISBANE, CA 94005

5410025301

COPY NO 1 - NOT NEGOTIABLE - MAIL TO FREIGHT TRANSPORTATION - GO