

**United States Bankruptcy Court
For the District of Delaware**

PROOF OF CLAIM

Name of Debtor **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

Name of Creditor (The person or entity to whom the debtor owes money or property)

**KNOX- A DIVISION OF NBTY INC
2100 SMITHTOWN AVE
RONKONKOMA, NY 11779**

Check box if you are aware that anyone else has filed a proof of claim Attach copy of statement giving particulars
 Check box if you have never received any notices from the bankruptcy court in this case

Name and address where notices should be sent

**Jaspan Schlesinger Hoffman LLP
300 Garden City Plaza
Garden City, NY 11530
Attn Lisa M Golden**

Telephone number **(516) 746-8000**

Check box if address differs from the address on the envelope sent to you by the court

**FILED
SEP 15 2003
F-MIC**

**THIS SPACE IS FOR
COURT USE ONLY**

Account or other number by which creditor identifies debtor

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

1 Basis for Claim
 Goods sold
 Services performed
 Money loaned
 Personal injury/wrongful death
 Taxes
 Other

Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Wages, salaries, and compensation (fill out below)
Your SS # _____
Unpaid compensation for services performed
from _____ to _____
(date) (date)

2 Date debt was incurred **8/12/02-3/17/03**

3 If court judgment, date obtained **N/A**

4 Total Amount of Claim at Time Case Filed **\$ 3,530.04**
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, if any \$ _____

6 Unsecured Priority Claim
Check this box if you have an unsecured priority claim
Amount entitled to priority \$ _____
Specify the priority of the claim
 Wages salaries or commissions (up to \$4300) * 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 \$1950* 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 adjustments 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

9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim

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FILED
SEP 15 2003
Fleming Companies Claim

12750

Date	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)	
<i>Penalty for presenting fraudulent claim</i> Fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571		

**ATTACHMENT TO PROOF OF CLAIM
OF KNOX- A DIVISION OF NBTY INC IN THE CASE OF
IN RE FLEMING COMPANIES, INC
CASE NO 03-10945**

Nature

Goods Sold and delivered

Outstanding Invoices

8/12/02, Invoice # 1086	3,197 88
3/17/03, Invoice # 2811	332 16

TOTAL	<u>\$3,530 04</u>
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1000 S DIVISION ST
 2000 SMITHVILLE AVE
 FORT MONROE VA 22031
 PHONE 703 276 2172 FAX 703 276 2177

INVOICE
 1086
 RECEIPT

D-U-N-S 05-279-0318

TERMS: NET 30
 745 WEST 1000 SOUTH
 9000
 1000 S DIVISION ST
 FORT MONROE VA 22031
 703 276 2172

PLEASE REMIT TO:
 P.O. BOX 9010 - RONKONKOMA, NY 11779 9010

SAME AS
 SHIP TO
 UNLESS
 OTHERWISE
 INDICATED

PROVISIONAL INVOICE SENT EDIT

PLEASE RETURN DUPLICATE COPY
 OF INVOICE WITH PAYMENT

DATE		PO NUMBER		TERMS		SALESMAN		ORDER NUMBER	
081202		050264-5L		NET 30 DAYS		01		1158	
QTY.	UNIT	PROD. NO.	DESCRIPTION	ORDERED	SHIPPED	B.O.	LIST	EXTENSION	
2			LEA 2 1/2 INO NUTRITION TOG - 100	2	2		41 52	830 4	
2			LEA 2 1/2 INO PER NUTR 0740 12 5 10	2	2		54 34	1071 0	
2			2 1/2 INO NUTR 10000	2	2		41 52	830 4	

								2157 88	

SHIP 10/12/02

SHIPPED VIA	TOT. NO. CTNS	WEIGHT	SHIPPING CHARGES	PAY THIS AMOUNT
		114 lbs		2157 88

NOTICE: RETURN NO MERCHANDISE WITHOUT OUR INSTRUCTIONS. IN THE EVENT OF ANY DAMAGE TO THIS SHIPMENT CONSIDERED TO BE CARRIER'S LIABILITY NOTIFY CARRIER AND REQUEST AN INSPECTION FORWARD INSPECTION REPORT P.O. AND YOUR DEBIT MEMO OR CHARGE BACK INVOICE TO OUR OFFICE SHIPPING INSTRUCTIONS WILL BE SENT TO YOU ADDRESS ALL COMMUNICATIONS REGARDING THIS ORDER TO OUR OFFICE

CUSTOMER

1000 A DVM UNIT OF MPT
 W. SPITHTOWN AVE
 LITTLETON CO. CO. 80120
 TEL: (303) 749-2521 FAX: (303) 749-6295

2811
 REFFINT

D-U-N-S 05-279-0318

ALFOND
 41 96 17
 41 96 17

PLEASE REMIT TO:
 P.O. BOX 9010 - RONKONKOMA, NY 11779 9010

SAME AS
 SHIP TO
 UNLESS
 OTHERWISE
 INDICATED

4625
 ORIGINAL INVOICE SENT EDI

PLEASE RETURN DUPLICATE COPY
 OF INVOICE WITH PAYMENT

DATE	PO NUMBER	TERMS	SALESMAN	ORDER NUMBER					
031708	052349-HW	2% 30 NET 31 DAYS	01	2639					
QTY.	UNIT	PROD. NO.	DESCRIPTION	ORDERED	SHIPPED	B.O.	LIST	EXTENSION	
			REF. REPAIR KIT JOINT 2-5 SHE				41.52	332.1	
			THE ABOVE LIST 2 E TENSION PLATES ARE UP					332.1	
THIS ORDER WAS CANCELED DUE TO THE FOLLOWING PACKAGE I.D. NUMBER (C)									
SHIPPED VIA							SHIPPING CHARGES	PAY THIS AMOUNT	332.16
TOT. NO. CTNS.				WEIGHT		CUSTOMER			

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In re

FLEMING COMPANIES, INC ,

Debtor

Case No 03-10945

PROOF OF CLAIM

JASPAN SCHLESINGER HOFFMAN LLP

300 Garden City Plaza
Garden City, New York 11530-3324
(516) 746-8000

To

Attorney(s) for

Service of a copy of the within

is hereby admitted

Dated

Attorney(s) for

PLEASE TAKE NOTICE

Notice of Entry that the within is a (certified) true copy of a
entered in the office of the clerk of the within named Court on

20__

Notice of Settlement that an Order of which the within is a true copy will be presented for settlement to the Honorable
, one of the judges of the within named Court,
at
on 20__ at m

Dated

JASPAN SCHLESINGER HOFFMAN LLP

Attorneys for NORTH FORK BANK
300 Garden City Plaza
Garden City, New York 11530-3324
(516) 746-8000

To

Attorney(s) for