


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re Fleming Companies, Inc	Case Number 03-10945



s138700
Scheduled Claim Ref # 2 F2-24326
YOUR CLAIM IS SCHEDULED AS
\$15 073 07 UNSECURED

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

0354429428072

RUSHING ENTERPRISES
127 HIGHWAY 431 NORTH
P O BOX 220
HEADLAND AL 36345

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 (334) 643-3318

CREDITOR TAX I.D. #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here <input type="checkbox"/> if this claim	<input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated
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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
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4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE	\$ <u>20,092.76</u> (unsecured)	\$ _____ (secured)	\$ <u>20,092.76</u> (total)
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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
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THIS SPACE FOR COURT USE ONLY

FILED

SEP 15 2003

BMC

DATE SIGNED 9-12-03	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) Michael Steven H. Brennan ATTORNEY FOR CREDITOR
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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



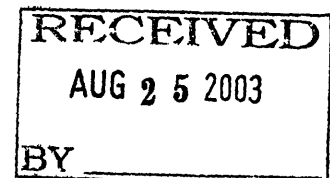
Invoice Balance Due

37620	2077 38
38523	6808 90
38207	3624 80
38234	2013 14
38404	2826 18

Deductions taken off remittance

GET403072	290 22	deduction for price increase
INV 38177	248 62	excess discount taken
GEC2200017	1111 32	deduction for pricing
GEC2200018	926 10	deduction for pricing
GEC2200156	166 10	deduction for pricing

Total due from Fleming Foods \$20,092 76



RUSHING ENTERPRISES, INC CHEM DIV
 16024 US 431
 P O BOX 220
 HEADLAND, ALABAMA 36345-0220
 Telephone 334 693-3318

INVOICE NO 37620
 CUSTOMER NO 000011

BILL TO

CTP/GENEVA DIVISION FLG
 FLEMING COMPANIES INC
 P O BOX 24760
 OKLAHOMA CITY, OK 73124

SHIP TO

FLEMING GENEVA DIVISION
 2001 W MAGNOLIA STREET
 GENEVA, AL 36340

DATE		SHIP VIA		F.O.B.		TERMS		
12/13/02		milan		Origin		2%10 NET 30		
PURCHASE ORDER NUMBER			ORDER DATE		SALES PERSON		OUR ORDER NUMBER	
082597			12/18/02		05		None	
QUANTITY			ITEM NUMBER	DESCRIPTION		UNIT PRICE	EXTENDED PRICE	
QTY. REQ.	SHIPPED	B.O.						
42	42	✓	F-LUSTREBACK	LUSTREBACK		11 61	487 0	
12	12	✓	P-ULTRA HI 20"	20" ULTRA HI NATURAL PORKO		35 25	420 0	
126	126	✓	F-SYNALL	SYNALL NEUTRAL CLEANER		6 86	864 0	
84	84	✓	MOP-COTTON #24	COTTON MOPHEAD		3 60	302 0	
<i>edi</i> <i>12-19-02</i>								
						NonTaxable Subtotal	2077 0	
						Taxable Subtotal	0 0	
						Tax	0 0	
						Total	2077 0	
Page	1							

RUSHING ENTERPRISES, INC. CHEM DIV
 16024 US 471
 P O BOX 220
 HEALAND, ALABAMA 36745-0220
 Telephone 204/693-3310

INVOICE NO 08520

CUSTOMER NO 000011

BILL TO

170 GENEVA DIVISION FLR
 FLEMING COMPANIES INC
 P O BOX 24760
 OKLAHOMA CITY, OK 73124

SHIP TO

FLEMING GENEVA DIVISION
 2001 W MAGNOLIA STREET
 GENEVA, AL 36340

DATE		SHIP VIA		F.O.B.		TERMS		
03/04/03		MILAN		Origin		2%10 NET 30		
PURCHASE ORDER NUMBER			ORDER DATE		SALES PERSON		OUR ORDER NUMBER	
512435-6E			03/04/03		05		None	
QUANTITY		B.O.	ITEM NUMBER	DESCRIPTION	UNIT PRICE	EXTENDED PRICE		
QTY. REQ.	SHIPPED							
10	10		P-ULTRA HI 22"	22" ULTRA HI NATURAL PORKO	37 75		377	
1	1		P-ULTRA HI 20"	20" ULTRA HI NATURAL PORKO	35 25		35 25	
10	10		P-FLOOR RED 17"	17" RED BUFFING PADS	18 45		184	
504	504		MOP-RAYON #24	EACH RAYON MOPHEAD	4 55		2292	
126	126		F-UTLOOK #2	GAL HIGH SPEED SEALER/FINISH	17 27		1666	
126	126		F-POWER STRIPPER	GAL POWER STRIPPER	9 61		1210	
126	126		F-SYNALI	GAL SYNALI NEUTRAL CLEANER	6 86		684	
<i>edi 5/1/03</i>								
						NonTaxable Subtotal		6808
						Taxable Subtotal		0 0
						Tax		0 0
						Total		6808
Page 1								

RUSHING ENTERPRISES., INC CHFM DIV
 1604 US 401
 P O BOX 200
 HEADLAND, ALABAMA 36045-0200
 Telephone 334/690-7018

INVOICE NO 38207
 CUSTOMER NO 000011

BILL TO
 CTP/GENEVA DIVISION FIA
 FLEMING COMPANIES INC
 P O BOX 24760
 OKLAHOMA CITY, OK 73124

SHIP TO
 FLEMING GENEVA DIVISION
 2001 W MAGNOLIA STREET
 GENEVA, AL 36340

DATE		SHIP VIA		F.O.B.		TERMS	
03/13/03		OT		Origin		2%10 NET 30	
PURCHASE ORDER NUMBER			ORDER DATE		SALES PERSON		OUR ORDER NUMBER
571130			03/07/03		05		29847
QUANTITY			ITEM NUMBER	DESCRIPTION	UNIT PRICE	EXTENDED PRICE	
QTY. REQ.	SHIPPED	B.O.					
12	12		SUN-6010SE	6010SE SHAMROCK POT & PAN SOAP 4#	38 05	463 80	
18	18		SUN-5120SE	5120SE SENTRY SANITIZER 3#	44 50	801 00	
40	40		SUN-6000SE	6000SE SCORE DEGREASER 4 5#	59 00	2360 00	
						NonTaxable Subtotal	7624 80
						Taxable Subtotal	0 00
						Tax	0 00
						Total	7624 80

edi
 3-17-03

RUSHING ENTERPRISES, INC CHEM DIV
 16024 US 431
 P O BOX 220
 HEADLAND, ALABAMA 36745-0220
 Telephone 774/633-3318

INVOICE NO JAE 34
 CUSTOMER NO 000011

BILL TO

CTP/GENEVA DIVISION FIG
 FLEMING COMPANIES INC
 P O BOX 24760
 OKLAHOMA CITY, OK 73124

SHIP TO

FLEMING GENEVA DIVISION
 2001 W MAGNOLIA STREET
 GENEVA, AL 36740

DATE		SHIP VIA		F.O.B.		TERMS		
03/18/03		OT		Origin		2%10 NET 30		
PURCHASE ORDER NUMBER			ORDER DATE		SALES PERSON		OUR ORDER NUMBER	
582726			03/10/03		05		29850	
QUANTITY			ITEM NUMBER	DESCRIPTION	UNIT PRICE	EXTENDED PRICE		
QTY. REQ.	SHIPPED	B.O.						
42	42		F-LUSTREBACK	GAL LUSTREBACK	12 42	521	67	
10	10		H-MOP HANDLE	1 1/8" X 54" DUTCH CHANGE HANDLE	4 25	42	50	
352	252		MOP-RAYON #24	EACH RAYON MOPHEAD	4 55	1146	61	
84	84		MOP-COTTON #24	EACH COTTON MOPHEAD	2 60	702	40	
<i>edi</i>								
<i>3-20-03</i>								
						Non-Taxable Subtotal		7017 1
						Taxable Subtotal		0 0
						Tax		0 0
						Total		7017 1
Page	1							

RUSHING ENTERPRISES, INC CHEM DIV
 16024 US 471
 P O BOX 120
 HADLAND, ALABAMA 36745 0220
 Telephone 334/680-7018

INVOICE NO 70404
 CUSTOMER NO 000011

BILL TO

CTP GENEVA DIVISION FLG
 FLEMING COMPANIES INC
 P O BOX 24760
 OKLAHOMA CITY, OK 73124

SHIP TO

FLEMING GENEVA DIVISION
 2001 W MAGNOLIA STREET
 GENEVA, AL 36740

DATE		SHIP VIA		F.O.B.		TERMS	
03/31/03		MILAN		Origin		2x10 NET 30	
PURCHASE ORDER NUMBER			ORDER DATE		SALES PERSON		OUR ORDER NUMBER
617771			04/10/03		05		None
QUANTITY			ITEM NUMBER	DESCRIPTION		UNIT PRICE	EXTENDED PRICE
QTY. REQ.	SHIPPED	B.O.					
84	84	✓	F-LUSTREBACK	GAL LUSTREBACK		12 42	1047 20
126	126	✓	F-WETLOOK #2	GAL HIGH SPEED SEALER FINISH		14 15	1782 00
<i>see 4-11-03</i>							
NonTaxable Subtotal							976 00
Taxable Subtotal							0 00
Tax							0 00
Total							976 00
Page 1							