

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

PROOF OF CLAIM



557070

Bar Date Ref # 2-NVM-15491

In re _____ Case Number _____

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.

FILED
SEP 15 2003
BMC

Name of Creditor and Address
SCOTT A. HUTCHASON
15 MILL VALLEY LANE
STAMFORD, CT 06903-1610

Creditor Telephone Number (203) 866-2800

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

CREDITOR TAX ID # 566-72-7621
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 604-094224

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) COMMON STOCK LOSSES Your social security number _____

Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED 12/21/01 - 4/3/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 36,279.04 (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

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).
A. Hutchason

Fleming Companies Claim



13241

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

SECURITY CROSS REFERENCE REPORT

Closed Positions

As of 09/09/2003

FLMIQ FLEMING COMPANIES INC Price 042

SCOTT A HUTCHASON 0604-029

Account	Client Name	NH	Quantity	Open Date	Close Date	Open Price Net Amount	Close Price Net Amount	Realized G/L
604-094194	Mrs Patricia G Hutchason		100	12/26/01	11/13/02	18 64	5 00	(1,366 48)
Trust	H (300) 598-3620 B (203) 866-2800					1,885 57	519 09	,
			1,100	12/26/01	11/13/02	18 65	5 00	(14,998 45)
			1,800	12/26/01	11/15/02	20,708 41	5,709 96	(24,516 97)
						18 65	5 00	(24,516 97)
			5,000	02/21/03	04/03/03	33,886 50	9,369 53	(21,281 89)
						5 00	24	(21,281 89)
						22,422 83	1,140 94	
604-094224	Mr Scott A Hutchason		2,000	12/21/01	11/13/02	19 30	5 00	(28,052 12)
Single	H (203) 322-5025 B (203) 866-2800					38,903 17	10,851 05	
			2,000	01/17/03	04/03/03	5 00	24	(8,226 92)
						8,673 28	446 36	
			Total Shares Long			126,479 76	28,036 93	(98,442 83)
			Total Shares Short			00	00	00
						Total Realized G/L		(98,442 83)

WE CONFIRM THE FOLLOWING TRANSACTION SUBJECT TO THE AGREEMENT ON THE REVERSE SIDE.

YOU	QUANTITY	PRICE	SECURITY DESCRIPTION	CUSIP NUMBER
BOUGHT	2,000	19 30	FLEMING COMPANIES INC *DISCOUNT 50%	339130106
ACCOUNT NUMBER	FC	T	TRF MKT	OFFICE PHONE NUMBER
604 094224	29	2	4 1	203-866-2800
				SYMBOL
				FLM

WHEN COMMUNICATING WITH US PLEASE REFER TO YOUR ACCOUNT NUMBER

E SCOTT A HUTCHASON
15 MILL VALLEY LANE
STAMFORD CT 06903-1610

TRADE DATE			SETTLEMENT DATE		
12	21	01	12	27	01

PRINCIPAL	STATE TAX	ACCRUED INTEREST	COMMISSION	SEC FEE	TRANSACTION CHARGE	AMOUNT
38,600 00			299 17		4 00	38,903 17

RETAIN THIS COPY FOR YOUR TAX RECORDS

WE CONFIRM THE FOLLOWING TRANSACTION SUBJECT TO THE AGREEMENT ON THE REVERSE SIDE.

YOU	QUANTITY	PRICE	SECURITY DESCRIPTION	CUSIP NUMBER
SOLD	20	55	CALL FLM NOV 5 FLEMING COMPANIES INC OPTION ON 100 SHARES UNDERLYING VALUE \$10,000 OPEN POSITION *DISCOUNT 25%	339131KA1
ACCOUNT NUMBER	FC	T	TRF MKT	OFFICE PHONE NUMBER
604 094224	29	2	0 0	203-866-2800
				SYMBOL
				FLMKA

WHEN COMMUNICATING WITH US PLEASE REFER TO YOUR ACCOUNT NUMBER

E SCOTT A HUTCHASON
15 MILL VALLEY LANE
STAMFORD CT 06903-1610

TRADE DATE			SETTLEMENT DATE		
10	17	02	10	18	02

PRINCIPAL	STATE TAX	ACCRUED INTEREST	COMMISSION	SEC FEE	TRANSACTION CHARGE	AMOUNT
1,100 00			83 10	04	4 00	1,012.86

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WE CONFIRM THE FOLLOWING TRANSACTION SUBJECT TO THE AGREEMENT ON THE REVERSE SIDE.

YOU	QUANTITY	PRICE	SECURITY DESCRIPTION	CUSIP NUMBER
SOLD	2,000	5	FLEMING COMPANIES INC *DISCOUNT 50% BILLING DATE 11/14 ASSIGNMENT OF A CALL FLM NOV 5	339130106
ACCOUNT NUMBER	FC	T	TRF MKT	OFFICE PHONE NUMBER
604 094224	29	2	0 P	203-866-2800
				SYMBOL
				FLM

WHEN COMMUNICATING WITH US PLEASE REFER TO YOUR ACCOUNT NUMBER

E SCOTT A HUTCHASON
15 MILL VALLEY LANE
STAMFORD CT 06903-1610

TRADE DATE			SETTLEMENT DATE		
11	13	02	11	18	02

PRINCIPAL	STATE TAX	ACCRUED INTEREST	COMMISSION	SEC FEE	TRANSACTION CHARGE	AMOUNT
10,000 00			156 50	31	5 00	9,838 19

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WE CONFIRM THE FOLLOWING TRANSACTION SUBJECT TO THE AGREEMENT ON THE REVERSE SIDE.

YOU	QUANTITY	PRICE	SECURITY DESCRIPTION				CUSIP NUMBER
SOLD	20	80	PUT FLM JAN 5 FLEMING COMPANIES INC OPTION ON 100 SHARES UNDERLYING VALUE \$10,000 OPEN POSITION *DISCOUNT 25%				339131MA9
ACCOUNT NUMBER	FC	T	TRF	MKT	OFFICE PHONE NUMBER	SYMBOL	
604 094224	29	2	0	R	203-866-2800	FLMMA	

WHEN COMMUNICATING WITH US PLEASE REFER TO YOUR ACCOUNT NUMBER

E SCOTT A HUTCHASON
15 MILL VALLEY LANE
STAMFORD CT 06903-1610

TRADE DATE			SETTLEMENT DATE		
11	20	02	11	21	02

PRINCIPAL	STATE TAX	ACCRUED INTEREST	COMMISSION	SEC FEE	TRANSACTION CHARGE	AMOUNT
1,600 00			106 73	05	5 00	1,488.22

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WE CONFIRM THE FOLLOWING TRANSACTION SUBJECT TO THE AGREEMENT ON THE REVERSE SIDE.

YOU	QUANTITY	PRICE	SECURITY DESCRIPTION				CUSIP NUMBER
BOUGHT	2,000	5	FLEMING COMPANIES INC *DISCOUNT 50% BILLING DATE 01/21 ASSIGNMENT OF A PUT FLM JAN 5				339130106
ACCOUNT NUMBER	FC	T	TRF	MKT	OFFICE PHONE NUMBER	SYMBOL	
604 094224	29	M	4	P	203 866 2800	FLM	

WHEN COMMUNICATING WITH US PLEASE REFER TO YOUR ACCOUNT NUMBER

E SCOTT A HUTCHASON
15 MILL VALLEY LANE
STAMFORD CT 06903 1610



TRADE DATE			SETTLEMENT DATE		
01	17	03	01	23	03

PRINCIPAL	STATE TAX	ACCRUED INTEREST	COMMISSION	SEC FEE	TRANSACTION CHARGE	AMOUNT
10,000 00			156 50		5 00	10,161 50

RETAIN THIS COPY FOR YOUR TAX RECORDS

WE CONFIRM THE FOLLOWING TRANSACTION SUBJECT TO THE AGREEMENT ON THE REVERSE SIDE.

YOU	QUANTITY	PRICE	SECURITY DESCRIPTION				CUSIP NUMBER
SOLD	2,000	245	FLEMING COMPANIES INC DISCOUNT 35% BILLING DATE 04/04 CORRECTION AS TO COMMISSION VS PURCHASE 01 17 03				339130106
ACCOUNT NUMBER	FC	T	TRF	MKT	OFFICE PHONE NUMBER	SYMBOL	
604 094224	29	M	0	3	203 866 2800	FLMIQ	

WHEN COMMUNICATING WITH US PLEASE REFER TO YOUR ACCOUNT NUMBER

E SCOTT A HUTCHASON
15 MILL VALLEY LANE
STAMFORD CT 06903 1610



TRADE DATE			SETTLEMENT DATE		
04	03	03	04	08	03

PRINCIPAL	STATE TAX	ACCRUED INTEREST	COMMISSION	SEC FEE	TRANSACTION CHARGE	AMOUNT
490 00			38 61	0 03	4 00	446 36

RETAIN THIS COPY FOR YOUR TAX RECORDS