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| 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 other entity to whom the debtor owes money or property) BAM, Inc | | <input type="checkbox"/> 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 <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court |
| Name and Address where notices should be sent Robert Lapowsky, Esquire Marne E Simon, Esquire Stevens & Lee, P C 1818 Market Street, 29th Floor Philadelphia, PA 19103 | | |
| Telephone number 215-751-2866 | | |
| Account or other number by which creditor identifies debtor | | Check here <input type="checkbox"/> replaces if this claim a previously filed claim, dated _____ <input type="checkbox"/> amends |
| 1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>FSA and Note</u> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your SS# _____ Unpaid compensation for services performed from _____ to _____ (date) (date) | | |
| 2 Date debt was incurred Various | | 3 If court judgment, date obtained |
| 4 Total Amount Of Claim At Time Case Filed \$127,980.38 plus unliquidated amounts See attached Exhibit A If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attached itemized statement of all interest or additional charges | | |
| 5 Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>Right of setoff against the Note and any outstanding accounts</u> Value of Collateral <u>\$ Balance of Note plus outstanding accounts</u> Amount of arrearages and other charges at time case filed included in secured claim if any \$ _____ | | 6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2 100* of deposits toward purchase lease or rental of proper or services for personal family or household use 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - specify applicable paragraph of 11 U.S.C. § 507(a) * Amounts are subject to adjustment on 4/1/04 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 the filing of your claim enclose a stamped, self-addressed envelope and copy of this proof of claim | | THIS SPACE IS FOR COURT USE ONLY |
| Date 4/12/03 | 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) Stevens & Lee, P C By <u>Marne E Simon</u> Marne E Simon | |
| | | Fleming Companies Claim  13341 |

FILED
SEP 15 2003
BMC

EXHIBIT "A"
PROOF OF CLAM FOR BAM, INC
FSA # 4960

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| 1) | Balance of Note as of 6/27/2003 | \$40,815 38 - plus all accrued interest |
| 2) | Loss from T P R s , Deals, Ad Promotions | \$5,500 |
| 3) | Ad Revenue Not Received | \$8,000 |
| 4) | Hard Cost of Changing Supplier | \$19,605 |
| 5) | Loss of Sales | \$32,000 |
| 6) | Loss of Revenue | \$7,360 |
| 7) | Loss of Cash Flow | \$1,200 |
| 8) | Higher Cost of Goods, C O D s, Credit Holds – Vendors | \$2,000 |
| 9) | Cost to Change Private Label – Labor | \$6,000 |
| 10) | Sale of Inventory to Liquidate Stock | \$3,600 |
| 11) | Loss of Profits – Not Being Able to Get Ad Item | \$2,500 |
| 12) | Future Loss of Revenue and Profits | Unliquidated |
| | Total Direct Damages | \$127,980 38 - plus accrued interest on Note |

ALL AMOUNTS ARE SECURED BY RIGHT OF SETOFF AGAINST NOTE AND
OUTSTANDING ACCOUNTS

STEVENS & LEE

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Direct Fax (610) 371-8505

September 12 2003

VIA FEDERAL EXPRESS

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue
El Segundo, CA 90245

Re Fleming Companies, Inc
Bankruptcy No. 03-10945

Dear Sir or Madam

Enclosed please find an original and one copy of our client's Proof of Claim. Please file the original and return a time stamped copy to me in the enclosed self addressed stamped envelope. Thank you.

Very truly yours,

STEVENS & LEE



Marnie E. Simon

MES/ec
Enclosure

- Cherry Hill
- Harrisburg
- Lancaster
- Lehigh Valley
- Philadelphia
- Reading
- Scranton
- Valley Forge
- Wilkes-Barre
- Wilmington