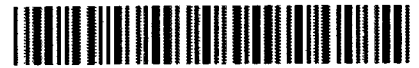


**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



611489

Bar Date Ref # 2-NVM-77332

In re **Fleming Companies** Case Number **03-10945 (MFW)**

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.

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

Name of Creditor and Address

0354653611489

Continental Carbonic Products
3985 E Harrison
Decatur IL 62526

Creditor Telephone Number **(217) 428-2068**

CREDITOR TAX ID #
36-2876213

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

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 \$ 26,417.88 \$ _____ \$ _____ \$ _____
 (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
FILED
SEP 15 2003
BMC
 Fleming Companies Claim
 13373

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).
Andy J. Spitz, v.p.

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

Aged Accounts Receivable

September 11 200 2 23 PM

Continental Carbonic Products Inc

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TCALHOUN

(Detail aged as of September 10 2003)

Aged by transaction date

Customer Chain Name FLEMINGB

No	Name	Document		Balance Due	Current	Aged Customer Balances			Doc Curr
		Trx Date	Description			Typ	Number	31 60 Days	
2928	Fleming Foods Smyrna Bankrupt		Phone	404 792 2000	Contact	Pete Creel			
	** Over Limit **								
	03/22/03	Invoice 59950	Inv	173019	1 070 85	0 00	0 00	0 00	1 070 85
	03/29/03	Invoice 60723	Inv	173969	1 084 85	0 00	0 00	0 00	1 084 85
	04/02/03	Invoice 61351	Inv	174711	1 108 45	0 00	0 00	0 00	1 108 45
2928	Total Amount Due				3 264 15	0 00	0 00	0 00	3 264 15
			Credit Limit	1	0 00%	0 00%	0 00%	0 00%	100 00%
5384	FLEMING FOODS LAFAYETTE Bank		Phone	337 837 8311	Contact	Erny Doffitt			
	Over Limit ***								
	03/15/03	Invoice 58729	Inv	171512	700 44	0 00	0 00	0 00	700 44
	03/22/03	Invoice 59691	Inv	172700	2 473 90	0 00	0 00	0 00	2 473 90
	03/29/03	Invoice 60494	Inv	173702	2 492 37	0 00	0 00	0 00	2 492 37
	03/31/03	Invoice 61861	Inv	175269	533 95	0 00	0 00	0 00	533 95
5384	Total Amount Due				6 200 66	0 00	0 00	0 00	6 200 66
			Credit Limit	1	0 00%	0 00%	0 00%	0 00%	100 00%
5385	FLEMING FOODS MINN Bankruptcy		Phone	612 781 4415	Contact	JOHN JOHNSON			
	*** Over Limit *** This customer is blocked								
	03/22/03	Invoice 59741	Inv	172755	929 10	0 00	0 00	0 00	929 10
	03/29/03	Invoice 60603	Inv	173827	456 60	0 00	0 00	0 00	456 60
5385	Total Amount Due				1 385 70	0 00	0 00	0 00	1 385 70
			Credit Limit	1	0 00%	0 00%	0 00%	0 00%	100 00%
5386	FLEMING FOODS SUPER Bankruptc		Phone	715 392 8880	Contact	Steve Mitzel			
	* Over Limit This customer is blocked								
	03/22/03	Invoice 59742	Inv	172756	1 997 84	0 00	0 00	0 00	1 997 84
	03/29/03	Invoice 60604	Inv	173828	1 973 53	0 00	0 00	0 00	1 973 53
	04/02/03	Invoice 61209	Inv	174542	1 196 52	0 00	0 00	0 00	1 196 52
5386	Total Amount Due				5 167 89	0 00	0 00	0 00	5 167 89
			Credit Limit	1	0 00%	0 00%	0 00%	0 00%	100 00%
5387	FLEMING FOODS LINCOLN Bankrup		Phone	402 421 5007	Contact	MARV ANDREWS			
	* * Over Limit ***								
	03/22/03	Invoice 59814	Inv	172860	441 38	0 00	0 00	0 00	441 38
	03/31/03	Invoice 61860	Inv	175268	174 20	0 00	0 00	0 00	174 20

Aged Accounts Receivable
Continental Carbonic Products Inc

September 11 200 2 23 PM

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TALHOUN

(Detail aged as of September 10 2003)

No	Name	Document		Balance Due	Current	Aged Customer Balances			Doc Curr
		Trx Date	Description			Typ	Number	31 60 Days	
5387	Total Amount Due			615 58	0 00	0 00	0 00	615 58	
			Credit Limit	1	0 00%	0 00%	0 00%	100 00%	
5388	FLEMING FOODS LACROSSE Bankr	Phone	608 785 1330		Contact	DICK BURNS			
	*** Over Limit *								
	03/22/03	Invoice 59618	Inv	172583	1 828 90	0 00	0 00	0 00	1 828 90
	03/29/03	Invoice 60559	Inv	173779	1 688 05	0 00	0 00	0 00	1 688 05
	04/02/03	Invoice 61066	Inv	174362	859 30	0 00	0 00	0 00	859 30
5388	Total Amount Due			4 376 25	0 00	0 00	0 00	4 376 25	
			Credit Limit	1	0 00%	0 00%	0 00%	100 00%	
6299	Minter Weisman Co Bankruptcy	Phone	763 545 3700		Contact	Paul Slegel			
	03/22/03	Invoice 59762	Inv	172776	850 36	0 00	0 00	0 00	850 36
6299	Total Amount Due			850 36	0 00	0 00	0 00	850 36	
			Credit Limit	15 000	0 00%	0 00%	0 00%	100 00%	
6421	Fleming Foods Tulsa Bankruptcy	Phone	918 439 6787		Contact	Mike Brasel			
	Over Limit * This customer is blocked								
	03/15/03	Invoice 58662	Inv	171435	627 40	0 00	0 00	0 00	627 40
	03/22/03	Invoice 59568	Inv	172525	1 692 62	0 00	0 00	0 00	1 692 62
	03/29/03	Invoice 60388	Inv	173538	1 737 23	0 00	0 00	0 00	1 737 23
6421	Total Amount Due			4 057 25	0 00	0 00	0 00	4 057 25	
			Credit Limit	1	0 00%	0 00%	0 00%	100 00%	
	Report Total Amount Due(\$)			25 917 84	0 00	0 00	0 00	25 917 84	
					0 00%	0 00%	0 00%	100 00%	

Continental Carbonic Products, Inc.

3985 E Harrison
Decatur IL 62526

Phone Number
217 -428 -2068

INVOICE

Sold To	5384
Fleming Foods-Lafayette	
P O Box 900	
Broussard LA 70518	

Invoice Number	B7201
Invoice Date	03/28/2003
Our Order Number	
Your Order Number	
Terms	NET 10 DAYS
Sales Rep	
Shipped Via	
F O B	
Prepaid or Collect	

Shipped To
Mr Erny Doffitt
Warehouse Director

Quantity	Description			Unit Price	Amount
	Loss of use charges for unreturned dry ice containers				
	Serial Numbers	Ticket #	Ticket date		
1	5880	521405	02/28/03	\$ 500 00	\$ 500 00
				SUBTOTAL	\$ 500 00
				TAX	
				FREIGHT	
					\$ 500 00

Questions concerning this invoice?
Call 217 -428 -2068

Make All Checks Payable To
Continental Carbonic Products Inc
P O Box 4673
Springfield, IL 62708

\$ 500 00
pay this amount