

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc	Case Number 03-10945	THIS SPACE IS FOR COURT USE ONLY
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) Tramarbil, 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 \$238,115.29 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 property 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		THIS SPACE IS FOR COURT USE ONLY <h1 style="margin: 0;">FILED</h1> <h2 style="margin: 0;">SEP 15 2003</h2> <h1 style="margin: 0;">BMC</h1> Fleming Companies Claim  13769
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.		
Date 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) Stevens & Lee, P C By  Marne E Simon	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§152 and 3571		

EXHIBIT "A"
PROOF OF CLAIM FOR TRAMARBIL, INC
FSA # 2429

1)	Balance of Note as of 6/27/2003	\$157,170 29 - 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	\$28,000
6)	Loss of Revenue	\$6,440
7)	Loss of Cash Flow	\$1,000
8)	Higher Cost of Goods, C O D s, Credit Holds – Vendors	\$2,000
9)	Cost to Change Private Label – Labor	\$5,000
10)	Sale of Inventory to Liquidate Stock	\$3,200
11)	Loss of Profits – Not Being Able to Get Ad Item	\$2,200
12)	Future Loss of Revenue and Profits	Unliquidated
	Total Direct Damages	\$238,115 29 - plus accrued interest on Note

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

STEVENS & LEE

A PROFESSIONAL CORPORATION

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Philadelphia, PA 19103
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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
• Reading

• Harrisburg
• Scranton

• Lancaster
• Valley Forge

• Lehigh Valley
• Wilkes-Barre

• Philadelphia
• Wilmington

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From Ericka Crocker (215)751-2894
STEVENS AND LEE
1818 Market St
Philadelphia, PA 19103

To Bankruptcy Management Corporation ((888)909-0100
Corporation
1330 East Franklin Avenue
El Segundo, CA, 90245

SHIP DATE 12SEP03
WEIGHT 1 LBS

Ref 32560 003



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