

FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

610827

Bar Date Ref # 2-NVM-76659

In re Fleming Companies, Inc

Case Number 31-10945

\$63,500.28

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

0354653610827

Direct Source International PO Box Pobox 713819 Columbus OH 43271

Creditor Telephone Number (513) 561-3736

CREDITOR TAX I D # 31-1183114

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim replaces or amends a previously filed claim dated

1 BASIS FOR CLAIM

- Goods sold, Services performed, Money loaned, Personal injury/wrongful death, Taxes, Other, Retiree benefits, Wages, salaries and compensation, Your social security number, Unpaid compensation for services performed from to

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ (unsecured) \$63,500.28 (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 Standby Letter of Credit Chase Manhattan Bank

Value of collateral \$2,500,000.00

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

THIS SPACE FOR COURT USE ONLY

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

FILED SEP 15 2003

DATE SIGNED

9/5/03

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)

James H Buck, President

Fleming Companies Claim



13815

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

"A"

ACCOUNTS RECEIVABLE - FLEMING

	<u>INV#</u>	<u>P O #</u>	<u>DATE</u>	<u>AMOUNT</u>	<u>DUE</u>
KOP	14323	887588	3/10/03	635 04	03/24/03
	14331	14907	3/10/03	1,224 72	03/24/03
	14339	887589	03/17/03	1,242 00	03/31/03
	14346	887558	03/17/03	21,753 16	03/31/03
	14358	212879	03/24/03	14,571 77	04/07/03
	14359	887559	03/24/03	22,541 12	04/07/03
LAC	14317	* 708035	03/05/03	2,296 07	03/19/03
	14330	961000	03/10/03	121 08	03/24/03
	14333	705640	03/12/03	64 80	03/26/03
	14340	707937	03/17/03	12,197 62	03/31/03
MEM	14369	616119	03/25/03	21,114 06	04/08/03
SAC	14341	101859	03/17/03	1,177 44	03/31/03
TOP	14311	902512	03/05/03	7,180 64	03/19/03
	14343	902496	03/17/03	594 00	03/31/03
	14370	721308	03/25/03	32,262 67	04/08/03
	14295	902511	02/28/03	14,994 24	03/14/03
				153,970 43	

12"
ACCOUNTS RECEIVABLE - FLEMING

	<u>INV#</u>	<u>DATE</u>	<u>AMOUNT</u>	<u>DUE</u>
xmas 2003	201326	07/25/03	41,180 00	08/08/03
xmas 2003	201327	07/25/03	21,263 80	08/08/03
			\$62,443 80	

D. S. I.

Direct Source International Inc

Import / Export
Sales / Marketing / Consulting

September 12, 2003

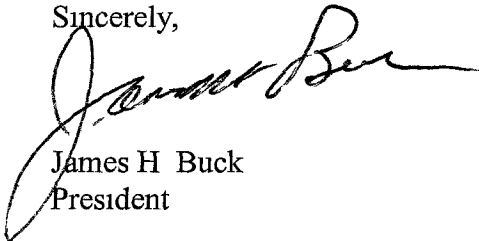
Bankruptcy Management Corporation
1330 E Franklin Avenue
El Segundo, CA 90245

Reference Proof of Claim
 Case Number 31-10945
 Amount \$63,500 28

To Whom It May Concern

Enclosed is an additional copy of the Proof of Claim in the self-addressed, stamped envelope. Upon filing of this claim, please stamp this copy as "Filed" and return immediately to DSI.

Sincerely,



James H. Buck
President

D. S. I.

Direct Source International Inc

Import / Export
Sales / Marketing / Consulting

September 12, 2003

Bankruptcy Management Corporation
1330 E Franklin Avenue
El Segundo, CA 90245

Reference Proof of Claim
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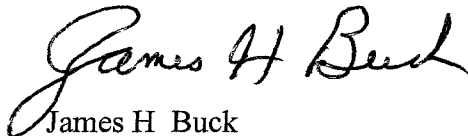
To Whom It May Concern

The attached Proof of Claim is for work performed and purchase orders placed prior to petition As of petition date, DSI was owed \$155,026 91 as set forth in Exhibits A and B attached hereto, of which DSI has been paid \$153, 970 43 by drawing down the JP Morgan Chase Standby Letter of Credit, leaving a balance due of \$1,056 48

In addition, DSI is owed \$62,443 80 for work performed on Christmas 2003 sales materials as set forth in Exhibit C attached hereto, for which DSI has also initiated a claim against the JP Morgan Chase Standby Letter of Credit

The balance due as set forth on the Proof of Claim combines the \$1,056 48 with the \$62,443 80 for a total of \$63,500 28

Sincerely,



James H. Buck
President

B

OPEN INVOICES FOR DIRECT SOURCE INTERNATIONAL

NUMBER	INVOICE NUMBER	DIV	DIVISION NAME	DUE DATE	INVOICE AMOUNT	DISCOUNT AMOUNT	NET AMOUNT	COMMENTS RECONCILIATION
159667	MAR943378PB	16	MASSILLON	581231	\$3 58	\$0 00	\$3 58	Owed to DSI
159667	SLR000165PB	21	SALT LAKE CITY	581231	\$1 36	\$0 00	\$1 36	Owed to DSI
159667	GAR000122PB	29	GARLAND	581231	\$7 35	\$0 00	\$7 35	Owed to DSI
159667	14295 <I	35	GMD - TOPEKA	581231	\$14 994 24	\$0 00	\$14 994 24	Paid through Standby Letter of Credit draw
159667	1343	35	GMD - TOPEKA	581231	\$594 00	\$0 00	\$594 00	Paid through Standby Letter of Credit draw
159667	14370	35	GMD - TOPEKA	581231	\$32 921 08	(\$658 42)	\$32 262 66	Paid through Standby Letter of Credit draw
159667	14317 <I	36	LA CROSSE GMD	581231	\$2 296 07	\$0 00	\$2 296 07	Paid through Standby Letter of Credit draw
159667	14317REPAY	36	LA CROSSE GMD	581231	\$102 24	\$0 00	\$102 24	Owed to DSI
159667	14330 <I	36	LA CROSSE GMD	581231	\$121 08	\$0 00	-\$121 08 ^{N/D}	Paid through Standby Letter of Credit draw
159667	14333	36	LA CROSSE GMD	581231	\$64 80	\$0 00	\$64 80	Paid through Standby Letter of Credit draw
159667	14340	36	LA CROSSE GMD	581231	\$12 446 60	(\$248 93)	\$12 197 67	Paid through Standby Letter of Credit draw
159667	PXR000745PB	39	PHOENIX	581231	\$2 12	\$0 00	\$2 12	Owed to DSI
159667	14332A	40	GMD - KOP	581231	\$442 56	\$0 00	\$442 56	?
159667	14332B	40	GMD - KOP	581231	\$223 92	\$0 00	\$223 92	?
159667	14339	40	GMD - KOP	581231	\$1 242 00	\$0 00	\$1 242 00	Paid through Standby Letter of Credit draw
159667	14346	40	GMD - KOP	581231	\$21 753 16	\$0 00	\$21 753 16	Paid through Standby Letter of Credit draw
159667	14358	40	GMD - KOP	581231	\$14 869 16	(\$297 38)	\$14 571 78	Paid through Standby Letter of Credit draw
159667	14359	40	GMD - KOP	581231	\$22 541 12	\$0 00	\$22 541 12	Paid through Standby Letter of Credit draw
159667	FSR000065PB	111	FRESNO	581231	\$13 94	\$0 00	\$13 94	Owed to DSI
159667	FSR000066PB	111	FRESNO	581231	\$4 98	\$0 00	\$4 98	Owed to DSI
159667	NCR000758PB	114	SACRAMENTO	581231	\$151 79	\$0 00	\$151 79	Owed to DSI
159667	NCR000759PB	114	SACRAMENTO	581231	\$34 36	\$0 00	\$34 36	Owed to DSI
159667	NCR000760PB	114	SACRAMENTO	581231	\$4 47	\$0 00	\$4 47	Owed to DSI
159667	NCR000761PB	114	SACRAMENTO	581231	\$1 57	\$0 00	\$1 57	Owed to DSI
159667	NCR000762PB	114	SACRAMENTO	581231	\$10 66	\$0 00	\$10 66	Owed to DSI
159667	SGR012928PB	120	SACRAMENTO GMD	581231	\$17 41	\$0 00	\$17 41	Owed to DSI
159667	SGU915065 <I	120	SACRAMENTO GMD	581231	(\$21 50)	\$0 00	(\$21 50)	Backhaul due Fleming
159667	14341 <I	120	SACRAMENTO GMD	581231	\$1 177 14	\$0 00	\$1,177 14	Paid through Standby Letter of Credit draw
159667	MER994342PB	151	MEMPHIS	581231	\$3 76	\$0 00	\$3 76	Owed to DSI
159667	MER994343PB	151	MEMPHIS	581231	\$18 42	\$0 00	\$18 42	Owed to DSI
159667	MER994344PB	151	MEMPHIS	581231	\$1 61	\$0 00	\$1 61	Owed to DSI
159667	MER994345PB	151	MEMPHIS	581231	\$0 70	\$0 00	\$0 70	Owed to DSI
159667	NAR923244PB	155	NASHVILLE	581231	\$1 07	\$0 00	\$1 07	Owed to DSI
159667	14369	159	MEMPHIS GMD	581231	\$21 544 96	(\$430 90)	\$21 114 06	Paid through Standby Letter of Credit draw
159667	MIR993283PB	162	MIAMI	581231	\$6 30	\$0 00	\$6 30	Owed to DSI
159667	MIR993284PB	162	MIAMI	581231	\$1 16	\$0 00	\$1 16	Owed to DSI
159667	TUR000055PB	177	TULSA OK	581231	\$1 15	\$0 00	\$1 15	Owed to DSI

\$147 600 39 (\$1 635 63) \$145 964 76

Total: 51,056 48