

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

PROOF OF CLAIM



615217

Bar Date Ref # 2-NVM-81195

In re
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

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

Name of Creditor and Address

George Goodner CO
Att accounting Department
Po Box Pobox 5447
Maryville TN 37802

0354653615217

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

Creditor Telephone Number () **865-983-4334**

CREDITOR TAX ID #

62-1670101

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Vendor # 1713502

Check here replaces or amends if this claim

a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages salaries and compensation (Fill out below)

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

\$ 648 93 (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



13845

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)

Dennis W Goodner

**Dennis W Goodner
Owner**

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

The Goodner Company

BASKETS AND PACKAGING SUPPLIES

PHONE, 865 983 4334

P O BOX 5447
MARYVILLE, TN 37802



September 11, 2003

**Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245**

PROOF OF CLAIM FLEMING COMPANY

UNPAID INVOICES ATTACHED

MILWAUKEE DIVISION

Vendor # 1713502

\$ 648 93

Attached are copies of computer printout and copies of invoices listed for each division

Thank you

A handwritten signature in cursive script that reads 'Dennis W. Goodner'. The signature is written in black ink and is positioned above the printed name.

**Dennis W Goodner
GEORGE GOODNER COMPANY**

Vendor # 1713502

UN DATE 08/11/03
UN TIME 3 21 PM

THE GOODNER COMPANY
Accounts Receivable

PAGE 4

Detailed Aged Receivables Report For Date Ending 07/31/03

aging Date 08/11/03 (Age by Due Date)

custID	Customer Name	Phone/Contact		1 - 20	21 - 40	Over 40				
InvNbr	InvDate	DueDate	Salesman	Comment	Current	Past Due	Past Due	Past Due	Open CR	Total
FLMHIL	FLEMING MILWAUKEE			414-521-2337						
010919	10/31/00	11/30/00		Invoicing				180 00		180 00
011447	12/07/00	01/06/01		Invoicing				140 64		140 64
012103	08/10/01	09/09/01		Invoicing				117 36		117 36
012882	12/10/01	01/09/02		Invoicing				210 93		210 93

648 93

THE GOODNER COMPANY
 ACCOUNTING DEPT.
 P.O. BOX 5447
 MARYVILLE, TN 37802
 865-983-4334
 865-983-3605 FAX

INVOICE NUMBER 010919

INVOICE DATE 10/31/00 Source: Order 200812

PAGE 1

SOLD TO FLEMING MILWAUKEE 531
 PRODUCE MARY TALLOF
 1200 WEST SUNSET DRIVE
 WAUKESHA, WI
 53186

SHIP TO MORELAND PLAZA SENTRY
 ATTN: PRODUCE DEPT
 831 W. MORELAND BLVD
 WAUKESHA, WI
 53188-4501

SHIP VIA UPS
 SHIP DATE 10/31/00
 DUE DATE 11/30/00
 TERMS NET 20 DAYS

CUST ID FLMMIL
 PO NUMBER
 PO DATE 10/31/00
 OUR ORDER NO 200812
 SALESPERSON

ITEM ID / DESCRIPTION	ORDERED	SHIPPED	UNIT	PRICE	NET	TAX
5110K TASTEFUL 10" ROUND PLATE KIT PK 24	1 00	1.00	CASE	49.6800	49.68	E
4410K THE FAVORITE 10" ROUND WILLOW KIT PK.24	1 00	1 00	CASE	60.9600	60.96	E
086T/12K AMERICAN 12" ROUND MID-RIB KIT PK 24	1.00	1.00	CASE	47.7600	47.76	E
PF9/24A PERFECT PULL BOW ASSORTED 5.5"	2.00	2 00	EACH	10.8000	21.60	E
SUBTOTAL					180.00	
TAX					0.00	
PAYMENTS					0.00	
TOTAL					180.00	

THE GOODNER COMPANY
 ACCOUNTING DEPT
 P.O. BOX 5447
 MARYVILLE, TN 37802
 865-983-4334
 865-983-3605 FAX

INVOICE NUMBER 011447

INVOICE DATE 12/07/00 Source: Order 201340

PAGE 1

SOLD TO FLEMING MILWAUKEE 20
 PRODUCE MARY TALLOF
 1200 WEST SUNSET DRIVE
 WAUKESHA, WI
 53186

SHIP TO SENTRY STORE #20
 ATTN DONNA/PRODUCE DEPT
 1260 W MAIN ST
 WHITEWATER WI
 53190

SHIP VIA UPS
 SHIP DATE 12/07/00
 DUE DATE 01/06/01
 TERMS NET 20 DAYS

CUST ID FLMMIL
 PO NUMBER
 PO DATE 12/07/00
 OUR ORDER NO 201340
 SALESPERSON

ITEM ID / DESCRIPTION	ORDERED	SHIPPED	UNIT	PRICE	NET	TAX
7153K HOLIDAY FIRESIDE BASKET KIT PK 24	1.00	1 00	CASE	61 9200	61.92	E
4303K GIFT PACK WILLOW 3PCS SET KIT PK 12	1.00	1 00	CASE	49 9200	49.92	E
FBC/FLM NATURE'S FINEST GIFT CARD PK.200	1.00	1.00	CASE	18 0000	18.00	E
PF9/24A PERFECT PULL BOW ASSORTED 5.5"	1.00	1 00	EACH	10 8000	10.80	E
SUBTOTAL					140.64	
TAX					0.00	
PAYMENTS					0.00	
TOTAL					140.64	

invoice

WALKER BROS. INC. (PRINTED)
 ACCOUNTING DEPT.
 123-456-7890
 123-456-7890
 123-456-7890 FAX

INVOICE NUMBER 012100
 INVOICE DATE 08 17 01 Order 00557

PAGE

SOLD TO
 FLEMING MILWAUKEE
 PRODUCE MARY TA OF
 100 WEST SUNSET DRIVE
 WAUKESHA WI
 53186

SHIP TO
 SUPER MARKET #132
 ATTN: STEVE PRODUCE DEPT
 100 WEST SUNSET DRIVE
 WAUKESHA WI
 53186

SHIP VIA
SHIP DATE 08/10/01
DUE DATE 09/03/01
TERMS NET 30 DAYS

CUST ID
PO NUMBER
PO DATE 08/17/01
OUR ORDER NO 012100
SALESPERSON

ITEM ID / DESCRIPTION	ORDERED	SHIPPED	UNIT	PRICE	NET	TAX
55284 PELASE LG WICKER BASKET KIT PK 24	00	00	CASE	40 9000	00 00	
75274 F4NOTPUL 14" X 20" TONE BASKET KIT PK 24	00	00	CASE	40 4000	00 00	
SUBTOTAL					17 36	
TAX					0 00	
PAYMENTS					0 00	
TOTAL					17 36	

The Goodner Company

BASKETS AND PACKAGING SUPPLIES

PHONE 865-983-4334
P O BOX 5447
MARYVILLE, TN 37802



September 11, 2003

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

Dear Sirs,

Please find enclosed claims against the FLEMING COMPANY which filed bankruptcy April 1st, 2003 Enclosures are for merchandise shipped prior to April 1st, 2003 and remain unpaid

PROOF OF CLAIM FLEMING COMPANY

UNPAID INVOICES ATTACHED

OKLAHOMA DIVISION	Vendor # 162237	\$ 189 60
MASSILLON DIVISION	Vendor # 147875	\$ 573 22
MEMPHIS DIVISION	Vendor # 147875	\$ 393 93
MIAMI DIVISION	Vendor # 147875	\$ 1,912 84
MILWAUKEE DIVISION	Vendor # 1713502	\$ 648 93
NASHVILLE DIVISION	Vendor # 162237	\$ 836 47
<u>WARSAW DIVISION</u>	<u>Vendor # 171006</u>	<u>\$ 1,654 36</u>
		\$ 6,209 35

Attached are copies of computer printout and copies of invoices listed for each division

We submitted four separate claims, one for each Vendor number (162237, 147875, 1713502, 171006), as we received four claim forms

Thank you

Dennis W Goodner
GEORGE GOODNER COMPANY

The Goodner Company

BASKETS AND PACKAGING SUPPLIES

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P O BOX 5447
MARYVILLE TN 37802



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GEORGE GOODNER COMPANY