

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

PROOF OF CLAIM



s161349

Scheduled Claim Ref # 12-F2-13664

YOUR CLAIM IS SCHEDULED AS

\$141 60 UNSECURED

In re
Fleming Foods of Texas, LP

Case Number
03-10955

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

0354429405840

JOHNSON EQUIPMENT CO INC
PO BOX 802009
DALLAS TX 75380

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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed a proof of claim must be filed.

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 **(972) 661 9822**

CREDITOR TAX ID #
75-122888

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
FLE 3000

Check here replaces or amends

a previously filed claim dated **12F2 13664**

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 \$ **7360.22** (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
FILED

SEP 16 2003

BMC

Fleming Companies Claim



13995

DATE SIGNED

9-15-03

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)

Elizabeth Banks Elizabeth Banks controller

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

INVOICE



JOHNSON EQUIPMENT COMPANY

P O BOX 802009 • DALLAS, TEXAS 75380-2009
 PHONE (972) 661-9822 • FAX (972) 701-8938



REFER TO THIS NUMBER
 IN ANY CORRESPONDENCE

PIE3000

S FLEMING COMPANIES, INC
O ATTN ACCOUNTS PAYABLE
L P O BOX 268975
D OKLAHOMA CITY OK 73126-8975
T
O

S FLEMING COMPANIES, INC
H ATTN BRAD MARCH
I 2929 STATELINE ROAD
P SOUTHAVEN MS 38671
T
O

QUANTITY	DESCRIPTION	UNIT PRICE	AMOUNT
1	TOTAL MATERIALS	\$99 88	999 88
	(1) PHOTOEYE		
1	TOTAL FREIGHT	\$14 98	14 98
PLEASE CHARGE MY <input type="checkbox"/> VISA <input type="checkbox"/> MC			
ACCOUNT NO _____			
EXP DATE _____			
CARD HOLDER _____			
SIGNATURE _____			
		CURRIC AL TAX	14 98
		TOTAL	1004 86

THIS INVOICE DUE AND PAYABLE IN DALLAS DALLAS COUNTY TEXAS

REMIT TO P O BOX 802009 • DALLAS, TEXAS 75380-2009

Seller represents that with respect to the articles covered by this invoice it has fully complied with Section 14(c) of the Fair Labor Standards Act of 1938 as amended

INVOICE



JOHNSON EQUIPMENT COMPANY

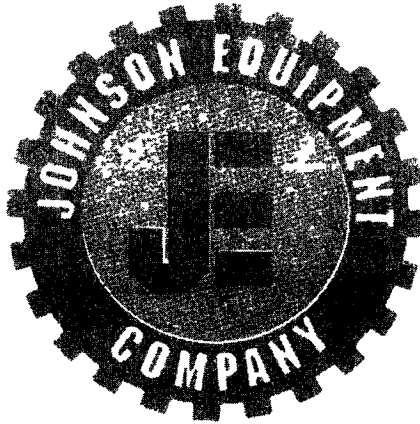
P O BOX 802009 • DALLAS, TEXAS 75380-2009
 PHONE (972) 661-9822 • FAX (972) 701-8938



REFER TO THIS NUMBER
 IN ANY CORRESPONDENCE

SOLD TO: CHAMPION MARINE CO, INC
 100 LAKEPORT DR
 LEWISVILLE TX 75044

SHIP TO: CHAMPION MARINE CO, INC
 100 LAKEPORT DR
 LEWISVILLE TX 75044

CUSTOMER ORDER NO.	DATE SHIPPED	SHIP TO	TERMS	AMOUNT	DATE
570010152			NET 10 DAYS	960.4150	12/11/2009
QUANTITY	DESCRIPTION	UNIT PRICE	AMOUNT		
	(2) TP-901 DOCK SEALS (2) REMOVAL OF EXISTING DOCK SEALS (2) ENLARGE OPENING (CHAMPION CONCRETE) (2) TRK PARTS AND INSTALLATION TOTAL INCLUDES FREIGHT AND INSTALLATION AND TAX				
					
		Bill and Retainage	70.10 00		
		Net Due	50.00		
		Per 120	0.00		
		Total Due	50.00		
PLEASE CHARGE MY <input type="checkbox"/> VISA <input type="checkbox"/> MC <input type="checkbox"/>					
ACCOUNT NO _____					
EXP DATE _____					
CARD HOLDER _____					
SIGNATURE _____					

THIS INVOICE DUE AND PAYABLE IN DALLAS DALLAS COUNTY TEXAS

REMIT TO P O BOX 802009 • DALLAS, TEXAS 75380-2009

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Fleming

Purchase Order No: **S - 20020152**

Order Date: 09-Oct-02

Ship to arrive: 11-Oct-02

TERMS AND CONDITIONS Purchase Order Number must be shown on all Invoices, Shipping Papers and Freight Bill

Bill of lading must be itemized as to quantity, size, and description. Shipment must be tendered to carrier sorted and segregated as to quantity, size and description and bill of lading must carry certification of the same signed by carrier representative. Delivery terms of sale require driver unloading at our dock. It is the responsibility of the contractor to supervise their employees while on Fleming property.

**** Failure to Comply with Above May Result in Refusal Of This Shipment**

Vendor: Johnson Equipment Co.
PO Box 802009
Dallas, TX 75380-2009
Attn Jim Seikel

Ship To: FLEMING - Tulsa Division
420 South 145th East Ave
Tulsa, OK 74108
Attn Josh Grote

Remit all Invoices to: Fleming Companies
Facilities Department
1945 Lakepointe Drive
Lewisville, TX 75057
Attn Daniel Apodaca

GEA (JOB#): 607530

Quan	Description	Material Cost	Labor Cost	Item Total
	Furnish labor and material per your proposal dated September 17, 2002 to	\$0 00	\$0 00	
2	Model TP901 High Volume Dock Seal by Fremmelt	\$630 00	\$0 00	\$1,260 00
2	Model of existing Dock Seals	\$100 00	\$0 00	\$200 00
2	Enlarge existing dock door openings to 9'-0" high	\$2,225 00	\$0 00	\$4,450 00
1	Saturday installation	\$300 00	\$0 00	\$300 00
	Copy of proposal attached	\$0 00	\$0 00	
	SubTotal	\$6,210 00	\$0 00	\$6 210 00
	Freight.			\$0 00
	Tax	4.40%		\$273 24
	Total Purchase Order Amount			\$6 483 24

**IMPORTANT
SIGN & RETURN WHEN
WORK IS COMPLETE**

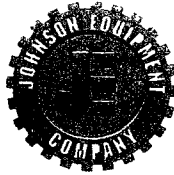
All Work and/or Deliveries must be coordinated with **Rob Decker** 9184396792

**INSURANCE CERTIFICATIONS REFERRING TO PO# ARE REQUIRED PRIOR TO STARTING WORK.
FLEMING'S LOCKOUT TAGOUT PROCEDURE WILL BE STRICTLY ADHERED TO**

This purchase order is issued in compliance with Executive Order #11246

Date Received _____ By _____ Buyer *[Signature]* 10/19/02

INVOICE



JOHNSON EQUIPMENT COMPANY

P O BOX 802009 • DALLAS, TEXAS 75380-2009
 PHONE (972) 661-9822 • FAX (972) 701-8938



REFER TO THIS NUMBER
 IN ANY CORRESPONDENCE

Open 8/03

S
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 T O
 FLEMING
 FLEMING COMPANIES, INC
 ATTN: ACCOUNTS PAYABLE
 P O BOX 268305
 OKLAHOMA CITY OK 73126-8865

S
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 T O
 FLEMING COMPANIES, INC
 PCMD DIVISION/ATT: JIM FAYLEM
 4601 BURBANK
 MEMPHIS TN 38118

CUSTOMER ORDER NO.	DATE SHIPPED	TERMS	ORDER NO.	DATE
123002	12/30/02	NET 10 DAYS	980-4093P	1/10/03
1	TOTAL MATERIALS		\$805 00	\$805 00
	(7) GAP SEALER 38" LONG			
PLEASE CHARGE MY <input type="checkbox"/> VISA <input type="checkbox"/> MC				
ACCOUNT NO _____				
EXP DATE _____				
CARD HOLDER _____				
SIGNATURE _____				
			SUBTOTAL	\$805 00
			TAX	50 00
			TOTAL	\$855 00

THIS INVOICE DUE AND PAYABLE IN DALLAS DALLAS COUNTY TEXAS

REMIT TO P O BOX 802009 • DALLAS, TEXAS 75380-2009

Seller represents that with respect to the articles covered by this invoice it has fully complied with Section 12(a) of the Fair Labor Standards Act of 1938 as amended

INVOICE



JOHNSON EQUIPMENT COMPANY

P O BOX 802009 • DALLAS, TEXAS 75380-2009
 PHONE (972) 661-9822 • FAX (972) 701-8938

15428

REFER TO THIS NUMBER
 IN ANY CORRESPONDENCE

FLF 1000

S FLEMING COMPANIES, INC
O ATTN: ACCOUNTS PAYABLE
L P O BOX 268975
D OKLAHOMA CITY OK 73126 8975
T
O

S FLEMING COMPANIES, INC
H ATTN: BRAD MARCH
I 2920 STATELINE ROAD
P SOUTHAVEN MS 38671
T
O

CUSTOMER ORDER NO	DATE SHIPPED	SHIPPED VIA	TERMS	SALESPERSON	INVOICE DATE
151WBPADMARCH	1/30/03		NET 10 DAYS	980-4254P	3/7/03
QUANTITY	DESCRIPTION			UNIT PRICE	AMOUNT
1	TOTAL MATERIALS			\$79.25	\$79.25
	(5) VL-2002 SOCKETS (2) VL 5005 HARNESS FOR BULB				
1	TOTAL FREIGHT			4.51	4.51
PLEASE CHARGE MY <input type="checkbox"/> VISA <input type="checkbox"/> MC <input type="checkbox"/>					
ACCOUNT NO _____					
EXP DATE _____					
CARD HOLDER _____					
SIGNATURE _____					
				SUBTOTAL	\$83.76
				TAX	0.00
				TOTAL	\$83.76

THIS INVOICE DUE AND PAYABLE IN DALLAS DALLAS COUNTY TEXAS - REMIT TO P O BOX 802009 • DALLAS TEXAS 75380 2009

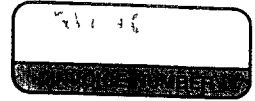
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INVOICE



JOHNSON EQUIPMENT COMPANY

P O BOX 802009 • DALLAS, TEXAS 75380-2009
PHONE (972) 661-9822 • FAX (972) 701-8938



REFER TO THIS NUMBER
IN ANY CORRESPONDENCE

FLE3000

S
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FLEMING COMPANIES, INC.
FLEMING GARLAND DIV/EXPENSE
P O BOX 268802
OKLAHOMA CITY OK 73126-8802

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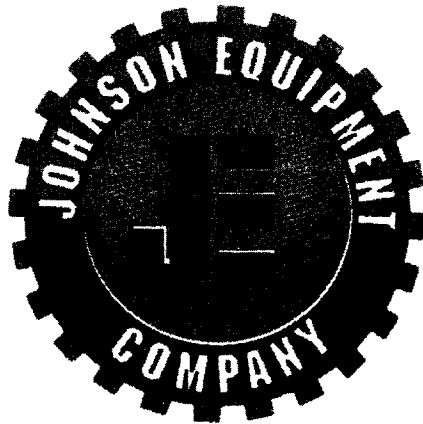
FLEMING COMPANY
ATTN TERRY BREEN
2600 MCCREE
GARLAND TX 75040

open 9/03

4409		NET 10 DAYS	940-150961	3731703
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(2) SPRINGS FOR OVERHEAD DOOR

Subtotal	\$141 60
Freight	90 00
Sales Tax	10 00
Total Due:	\$141 60



PLEASE CHARGE MY VISA MC

ACCOUNT NO _____

EXP DATE _____

CARD HOLDER _____

SIGNATURE _____

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