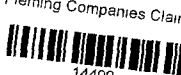


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor <u>Fleming Companies, Inc.</u> <u>d/b/a Rainbow Foods</u>		Case Number _____
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request* 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) <u>Brown & Carlson, P A</u>		<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 <u>5411 Circle Down Avenue, #100</u> <u>Minneapolis, MN 55416</u> Telephone number <u>763-591-9950</u>		
Account or other number by which creditor identifies debtor <u>260-8106</u> <u>Janice Timm V. Fleming Companies, Inc.</u>		Check here <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
1 Basis for Claim <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		<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 <u>3/17/03</u> to <u>3/26/03</u> (date) (date)
2 Date debt was incurred <u>3/31/03</u>	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed <u>\$459.53</u> 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. Attach itemized statement of all interest or additional charges.		
5 Secured Claim <input 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 type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage 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 owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a)(____) <small>*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.</small>
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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY FILED OCT 06 2003 BMC Fleming Companies Claim  14499
Date <u>9/24/03</u>	Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any) <u>Douglas J. Brown, President</u>	
<small>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.</small>		

Brown & Carlson, P. A.
5411 Circle Down Avenue
Suite 100
Minneapolis, MN 55416
(763) 591-9950
41-1712681

Fleming Company, Inc
Michael Lanzafame
P O Box 152035
Irving, Texas 75015-2035

STATEMENT

Statement Date April 7, 2003
Statement No 41984

Period Ending March 31, 2003

Claim Number 3931 781 962019
Social Security Number - -
Loss Date 11/19/1999

260 08106 Timm, Janice v Fleming Companies

Professional Fees

		<u>Hours</u>	<u>Amount</u>
3/17/2003	JKH Telephone conference with plaintiff's attorney re demand to settle	0 10	13 60
3/17/2003	JKH Telephone conference with Greg Moore re same, authority	0 10	13 60
3/17/2003	JKH Telephone conference with attorney re counter	0 10	13 60
3/25/2003	JKH Telephone conference with plaintiff's attorney re settlement demand	0 10	13 60
3/25/2003	JKH Telephone conference with Greg Moore re same, further authority	0 10	13 60
3/25/2003	JKH Telephone conference with plaintiff's attorney re settlement	0 10	13 60
3/25/2003	JKH Letter to attorney re confirm settlement	0 10	13 60
3/26/2003	JKH Draft and dictate general release of all claims	2 00	272 00
3/26/2003	JKH Draft and dictate stipulation for dismissal with prejudice	0 50	68 00
3/26/2003	JKH Letter to plaintiff's attorney re same, settlement draft	0 10	13 60
Sub-total Fees			<u>448 80</u>

Billing Summary

James K Helling	3 30 hours at \$136 00/hr	448 80
Total hours	<u>3 30</u>	

Expenses

	<u>Units</u>	<u>Price</u>	<u>Amount</u>
Postage	2 00	0 72	1 43
Photocopies	21 00	0 20	4 20
3/12/2003 Mileage - 2/24 mediation	1 00	5 10	5 10
Sub-total Expenses			<u>10 73</u>

Payments

4/7/2003	Payment		913 79
Sub-total Payments			913 79

Total Current Billing	<u>459 53</u>
Previous Balance Due	0 00
Total Now Due	459 53