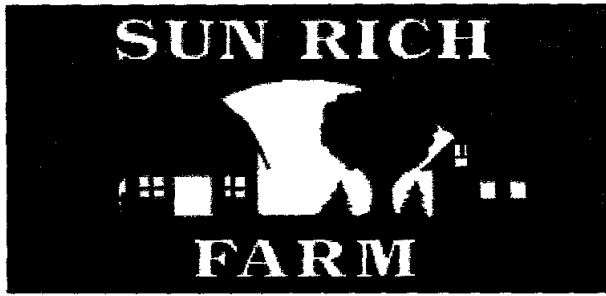


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF _____		<b>PROOF OF CLAIM</b>
Name of Debtor <b>Fleming Companies, Inc.</b>		Case Number <b>03-10945</b>
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of 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) <b>Leaddog, Inc., dba Sun Rich Farm</b>		<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 checked="" 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 <b>10015 Aspen Ave, NW Bemidji, MN 56601</b>		THIS SPACE IS FOR COURT USE ONLY
Telephone number <b>218-751-0147</b>		
Account or other number by which creditor identifies debtor <b>We use their name, not a number</b>		Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends
<b>1 Basis for Claim</b> <input checked="" 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 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 _____ to _____ (date) (date)		
<b>2 Date debt was incurred</b> <b>Regular Deliveries from 11-21-02 thru 3-21-03</b>		<b>3 If court judgment, date obtained</b>
<b>4 Total Amount of Claim at Time Case Filed:</b> \$ <b>14,603.03</b> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input checked="" 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.		
<b>5 Secured Claim</b> <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 \$ _____		<b>6 Unsecured Priority Claim</b> <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>
<b>7 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>8 Supporting Documents</b> 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. <b>9 Date-Stamped Copy</b> 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 <b>FILED</b> <b>APR 21 2003</b> <b>BMC</b>
Date <b>4-17-03</b>	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). <b>Steven E. Gruber - President/owner</b>	
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.		





10015 Aspen Avenue NW  
Bemidji, MN 56601  
218/751-0147  
Fax 218/759-4656

April 16, 2003

Attention Fleming Companies Trusty in Bankruptcy

Dear Sir or Madam,

Please consider this letter - along with the attached statement - as documentation regarding unpaid obligations of Fleming Companies

According to our records Fleming Companies owes Lead Dog Inc DBA Sun Rich Farm a total of \$14,603 03

Itemized below is a summary of unauthorized adjustments which were made over the course of the year, as well as \$13,276 24 in unpaid invoices for goods delivered They are as follows

Unpaid Fuel surcharges -	83 16
Ineligible discounts -	112 07
Product damaged after delivery subtracted from invoices-	800 65
"Floor stock protection" after delivery - 720 items @ 323 ea-	232 90
Post-damage handling and reclamation fees-	48 01
Pallets not returned as required-	50 00
Unpaid invoices (see attached statement for detail)-	<u>13,276 24</u>
<b>TOTAL</b>	<b>14,603.03</b>

Thank you in advance for any assistance you might be able to provide in collecting this debt

Sincerely,

Steve Gruber  
Owner, Lead Dog Inc

Lead Dog Inc  
 dba Sun Rich Farm/Rainy River Seed Co  
 10015 Aspen Avenue NW  
 Bemidji, MN 56601  
 218-751-0147 fax 218-759-4656

STATEMENT

DATE
4/16/2003

Fleming Companies 715-392-8880  
 Central Trade Payables  
 PO Box 26680  
 Oklahoma City, OK 73126

AMOUNT REMITTED

\$

Page 1

DATE	INVOICE NO	DESCRIPTION	CHARGES	PAYMENTS	BALANCE
11/21/2002	00045872	Sale, Fleming Companies 715-392-8880	\$50 00		\$50 00
2/6/2003	00046387	Sale, Fleming Companies 715-392-8880	\$3 018 10		\$3,018 10
2/18/2003	00046457	Sale, Fleming Companies 715-392-8880	\$2,467 47		\$2,467 47
2/27/2003	00046529	Sale, Fleming Companies 715-392-8880	\$2,975 47		\$2,975 47
3/11/2003	00046597	Sale, Fleming Companies 715-392-8880	\$2,110 19		\$2 110 19
3/21/2003	00046669	Sale, Fleming Companies 715-392-8880	\$2 526 84		\$2,526 84

4/16/2003	Finance Charge		\$128 17		\$128 17
CURRENT	30 DAYS	60 DAYS	60+ DAYS	AMOUNT DUE	
\$2 655 01	\$7 553 13	\$3,018 10	\$50 00	\$13,276 24	