

UNITED STATES BANKRUPTCY COURT For the District of Delaware	PROOF OF CLAIM
---	-----------------------

In re FLEMING COMPANIES	Case Number C3-10745
--------------------------------	-----------------------------

NOTE: This claim 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.

Creditor Name (Person or entity debtor owes) BELLBO/ SEAFOOD CORPORATION Address Line 1 2220 FLORIDA AVE S Address Line 2 _____ Address Line 3 _____ City, ST ZIP MINNEAPOLIS, MN 55426	<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.
--	---

REC'D JUN 01 2003

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 20937	Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
---	--

1. BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(n) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (Describe Briefly) _____ Your social security No _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	2. Date Debt Incurred (MMDDYY) <table border="1" style="width:100%; text-align: center;"> <tr> <td style="width:33%;">03</td> <td style="width:33%;">28</td> <td style="width:33%;">03</td> </tr> </table> 3. If Court Judgment, Date Obtained _____	03	28	03
03	28	03		

4. CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority (2) Unsecured Priority (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

<input type="checkbox"/> SECURED CLAIM Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) _____ Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____	<input type="checkbox"/> UNSECURED PRIORITY CLAIM Specify the priority of the claim: <input type="checkbox"/> Wages, salaries or commissions (up to \$4,650) earned not more than 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"/> Taxes or penalties of governmental units. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____
<input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.	

5. AMOUNT OF CLAIM AT TIME CASE FILED <table border="1" style="width:100%; text-align: center;"> <tr> <td style="width:33%;">(Secured)</td> <td style="width:33%;">1645.00</td> <td style="width:33%;">(Unsecured Priority)</td> </tr> </table>	(Secured)	1645.00	(Unsecured Priority)		
(Secured)	1645.00	(Unsecured Priority)			
<input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.					

6. CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor. 7. SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. TIME STAMPED COPY To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.	THIS SPACE IS FOR COURT USE ONLY JUN 29 PM 12:14 DEPT. OF DELAWARE
--	--

Date 4-24-2003	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). Michael Bell, Pres.
--------------------------	--

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 11 U.S.C. §§ 132 and 357f

Fleming Companies Claim
00393

INVOICE



**Bellboy
Seafood
CORPORATION**

2220 Florida Ave SouthSt Louis Park, MN 55426
Fax 952-544-9642(952) 544-7791

INVOICE NUMBER 0020937-IN
INVOICE DATE 03/28/2003

ORDER NUMBER 0018489
ORDER DATE 03/20/2003

SALESPERSON 0006
CUSTOMER NO FLESUP

SOLD TO
Fleming Companies
Superior, WI Division
P O Box #26680
OKLAHOMA CITY, OK 73126

SHIP TO
Fleming Companies
Superior, WI Division
One Gateway Court
1101 Susquehanna Ave
SUPERIOR, WI 54880

CONFIRM TO
Bruce Bushkofsky FAX (715) 394-1665

CUSTOMER P O	SHIP VIA	DEL TERMS	TERMS				
711741		delivered	Net 30 Days				
ITEM NO	DESCRIPTION	WHS	CASES	ORDERED	SHIPPED	PRICE	AMOUNT
TILFIL3/5	Tilapia fillets 3/5 oz IQF	STA	50	500 00	500 00	2 6000	1,300 00
			<i>LOT DISTRIBUTION</i>	<i>DROP10586</i>	<i>500 00</i>		
HADCNCELLO	Haddock fillets Canadian Cello	STA	2	100 00	100 00	3 4500	345 00
			<i>LOT DISTRIBUTION</i>	<i>DROP10586</i>	<i>100 00</i>		

Net Invoice	1,645 00
Less Discount	0 00
Freight	0 00
Sales Tax	0 00
Invoice Total	1,645 00

The terms and conditions of Sale appearing on the last page hereof are a part of this sale. Acceptance hereof is agreement to said terms and conditions.

NO CLAIMS ALLOWED UNLESS REPORTED IMMEDIATELY UPON ARRIVAL OF GOODS. ALL CLAIMS MUST BE ACCOMPANIED BY DOCUMENTS SUBSTANTIATING LOSS.

THIS MEMORANDUM is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record

FROM
SCHILL 3/24

SHIPPER'S NO
145

NAME OF CARRIER	CARRIER'S NO	DATE	SHIPPER'S NO
-----------------	--------------	------	--------------

RECEIVED subject to the classifications and lawfully filed tariffs in effect on the date of receipt by the carrier of the property described in the Original Bill of Lading. The property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or part of said property over all or any portion of said route to destination and as to each party at any time interested in all or any said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof if this is a rail or a rail-water shipment, or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, set forth in the classification or tariff which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by shipper and accepted for himself and his assigns.

FROM SHIPPER (ORIGIN)	TO CONSIGNEE	STREET	DESTINATION	ZIP
-----------------------------	-----------------	--------	-------------	-----

DELIVERING CARRIER	ROUTE	VEHICLE NUMBER	CHARGES (FOR CARRIER USE ONLY)
NO PACKAGES	KIND OF PACKAGE, DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	WEIGHT (SUBJECT TO CORR)	CLASS OR RATE
10 BA	10 BA 1000 Telephone File	500 00	
2 BA	2 BA 2000 Can Cellulose Holdout	100 00	
<p>TO FLEMING SUPERIOR P.O. 711741</p> <p>52 P 3-25-3</p> <p>Jeff Tankersley</p>			
		+ APPT FEE	
		(50.00)	

To maintain all frozen product at 0 f and all fresh product at 34 f

DRIVER'S SIGNATURE: *Mike Proffitt*

MIT COD TO

COD Amt \$

Prepaid
 Collect \$

When shipment moves between two ports by a carrier by air the law requires that the bill of lading shall state whether it is carrier's or shipper's weight

NOTE: Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property. The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding \$ _____ per _____

Subject to Section 7 of conditions if this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the following statement. The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.

TOTAL CHARGES \$

Freight charges are PREPAID unless marked collect Check box if charges are Collect

(Signature of Consignor)

This is to certify that the above named materials are properly classified, described, packaged, marked and labeled and are in proper condition for transportation according to the applicable regulations of the Department of Transportation.

Carrier Seal Code, Inc., Eastern Marine Inc. Park, Boston, MA 02110

Shipper Per _____ Agent, Per _____

Permanent post office address of shipper