

United States Bankruptcy Court District of Delaware		PROOF OF CLAIM	
In re (Name of Debtor) Fleming Companies/ Festival Foods		Case Number 03-10945(MFW) Chap 11 Cred. Id	
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) McKEE FOODS CORPORATION Name and Address Where Notices Should be Sent McKEE FOODS CORPORATION P O BOX 750 COLLEGEDALE, TN 37315 Telephone Number 423-238-7111 EXT 2830		<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.	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR. 33831		Check here if this claim <input type="checkbox"/> replaces a previously titled claim, dated _____ <input type="checkbox"/> amends	
1. BASIS FOR CLAIM <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 (Describe briefly)		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> 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. 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			
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 checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$ 2,646.96 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		UNSECURED PRIORITY CLAIM \$ _____ Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$2000), 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 \$900 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) Other--Specify applicable paragraph of 11 U.S.C. ___ 507(a) _____	
5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED		THIS SPACE IS FOR COURT USE ONLY	
\$ 2,646.96 (Unsecured) (Secured) (Priority)		\$ 2,646.96 (Total)	
<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 <u>Attach copies of supporting documents</u> , 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, enclose a stamped, self-addressed envelope and copy of this proof of claim			
Date June 6, 2003	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) <i>Valerie H. Phillips</i> Valerie H. Phillips, Collections Administrator		

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Penalty of 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

Fleming Companies Claim



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S T A T E M E N T

Date 06/02/03 Page 1 of 1

FROM McKee Foods Corporation Phone
 Box 2118, Collegedale, TN 37315-2118 1-800-251-6346

TO FESTIVAL FOODS Clerk 50
Ext 22830
 1568 CHESTER PK Acct 33831
 EDDYSTONE PA 19022 - 0000 Phone (610)447-9300

Reference	Invoice#	Date	Store#	DSD#	Amount
Invoice	5898814	02/24/03	8914		272 08
Invoice	5898844	02/26/03	8914		153 44
Invoice	5898912	03/03/03	8914		225 88
Invoice	5898935	03/05/03	8914		110 40
Invoice	5898994	03/10/03	8914		303 28
Invoice	5899025	03/12/03	8914		123 20
Invoice	5899085	03/17/03	8914		202 76
Invoice	5899116	03/19/03	8914		245 60
Invoice	5899167	03/24/03	8914		219 04
Invoice	5899194	03/26/03	8914		231 04
Invoice	5899273	04/02/03	8914		208 88
Invoice	5899332	04/07/03	8914		139 60
Invoice	5899362	04/09/03	8914		211 76

TOTAL AMOUNT DUE 2,646 96