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| UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u> | | PROOF OF CLAIM |
| Name of Debtor FLEMING COMPANIES, INC., ETAL, | | Case Number 03-10945 |
| 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 USC § 503 | | |
| Name of Creditor (The person or other entity to whom the debtor owes money or property) RITE STUFF FOODS, INC | | <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 checked="" 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 P.O. BOX 447 ATTN: ARSEN BEJANIAN JEROME, ID 83338 Telephone number (208) 324-8410 | | <small>THIS SPACE IS FOR COURT USE ONLY</small> |
| Account or other number by which creditor identifies debtor FLEMING COMPANIES | | 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"/> 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 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date) | | |
| 2 Date debt was incurred 03/28/03 | | 3 If court judgment, date obtained |
| 4 Total Amount of Claim at Time Case Filed \$ 687.42 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 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 USC § 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 USC § 507(a)(6) <input type="checkbox"/> Alimony, maintenance or support owed to a spouse, former spouse or child 11 USC § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 USC § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 USC § 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. | | <small>THIS SPACE IS FOR COURT USE ONLY</small> FILED MAY 20 2003 BMC |
| Date 5.19.03 | 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) Armen Bejanian ARSEN BEJANIAN Controller | |
| <small>Penalty for presenting fraudulent claim: Fine of up to \$500 000 or imprisonment for up to 5 years, or both 18</small> | | |





RITE STUFF FOODS, INC
AN IDAHO CORPORATION
 PO BOX 447
 JEROME ID 83338
 (208) 324 8410

INVOICE NUMBER 0007412-IN
 INVOICE DATE 03/28/03
 ORDER NUMBER 1007160
 ORDER DATE 03/20/03
 SALESPERSON DAYM
 CUSTOMER NO FLEMMIN

SOLD TO
 FLEMING COMPANIES
 P O BOX 268854
 Oklahoma City

OK 73126

SHIP TO
 FLEMING FOODS
 1018 US 117 SOUTH
 WARSAW

NC 28398

CUSTOMER P O SHIP VIA F O B TERMS
 704389-WW DELIVER 2 % 10, NET 11

| ITEM NO | UNIT | ORDERED | SHIPPED | BACK ORD | PRICE | AMOUNT |
|--------------------|------|-----------|----------|----------|--------|---------|
| 34257 | EACH | 54 000 | 54 000 | 000 | 12 730 | 687 420 |
| BEST YET BROC/CHSE | | 12/2/5 OZ | WHSE 004 | | | |

REMIT TO
 RITE STUFF FOODS, INC
 AN IDAHO CORP
 PO BOX 447
 JEROME ID 83338

INVOICE TOTAL 687 42