


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor <u>Fleming Foods</u>	Case Number <u># 03-10945 (MFW)</u>	THIS SPACE IS FOR COURT USE ONLY
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>Icelandic USA, Inc.</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 checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent <u>George W Stephens 904 Woods Road Cambridge, MO 21613</u> Telephone number <u>410-901-4521</u>	Account or other number by which creditor identifies debtor <u># 48F35</u> 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 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)
2. Date debt was incurred <u>3/21/03 - 3/28/03</u>		3. If court judgment, date obtained
4. Total Amount of Claim at Time Case Filed \$ <u>28,375.00</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.		THIS SPACE IS FOR COURT USE ONLY
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.		FILED JUN 24 2003 BMC Fleming Companies Claim  01173
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.		
Date <u>6/16/03</u>	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) <u>George W Stephens, CFO</u>	
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.		



Fleming Inc
1945 Lakepointe Drive
Lewisville, Texas 75057

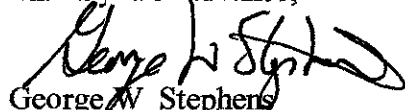
June 17, 2003

Sir / Madam.

Please be advised that invoice #0189016 dated 3/28/03 for \$18,250 00 still remains outstanding on our accounts receivable. Demetria Beasley at Fleming had informed me that this has not been paid because the order was cancelled on 3/25/03. She has faxed me a copy of the cancellation notice she received. However, this order had been shipped in error and we have a copy of a proof of delivery. At this time, I would like to request that either our product be returned, or that payment be sent. This invoice was for 100 cases of cod (item #5120). I have attached the proof of delivery, and a copy of the cancellation notice for your review.

Please contact me within the next few days so that we may discuss this further.

Thank you in advance,


George W. Stephens
Chief Financial Officer

ICELANDIC

USA INC

ICELANDIC USA, INC.

904 WOODS ROAD
CAMBRIDGE MARYLAND 21613
TELEPHONE 410-228-7500
FEATURING ICELANDIC QUALITY SEAFOODS

FAX 410-228-9222
TIN 13-1657904

CUSTOMER NUMBER
48F35

INVOICE NUMBER 189016
INVOICE DATE 03/28/2003


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FLEMING FOOD- SCRIVNER GROUP
P.O. BOX 25200
ATTN ACCTS PAYABLE
OKLAHOMA CITY, OK 73125

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TERMS 10 DAYS NET
FLEMING INC.-GATEWAY-LACROSSE
1637 ST. JAMES STREET
LA CROSSE, WI 54601

W. MEIER		BROKER NAME	BROKER NO	SALES MEMO NO	CUSTOMER P.O. NO	DATE OF ORDER
03/28/2003		SHIP VIA	FREIGHT	RELEASE NO	712220	
03/28/2003		COLD 7	0.0800	196010C	03/24/2003	

ITEM NO	CASES SHIPPED	DESCRIPTION	BRAND	WEIGHT	PRICE	AMOUNT
5120		100 10/5 COD CP	ICE	5000	3.6500	18,250.00
		*FREIGHT		5000 LBS X 0.0800		400.00
		TOTAL WEIGHT		5000		

PLEASE MAKE CHECK PAYABLE TO
ICELANDIC USA INC
5859 CONANT STREET
CHICAGO, ILLINOIS 60693
MATTI SCHEINER MEIER, INC. ORIGINAL INVOICE
22555 W WIRTH STREET
BROOKFIELD WI 53005

PAY THIS AMOUNT  18,250.00

ICELANDIC

USA INC

ICELANDIC USA, INC.

904 WOODS ROAD
CAMBRIDGE, MARYLAND 21613
TELEPHONE 410-228-7500
FEATURING ICELANDIC QUALITY SEAFOODS

FAX 410-228-9222
TIN 13-1657904

CUSTOMER NUMBER

48F35

INVOICE NUMBER	INVOICE DATE
188510	03/21/2003

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FLEMING FOOD- SCRIVNER GROUP
P.O. BOX 25200
ATTN ACCTS PAYABLE
OKLAHOMA CITY, OK 73125

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TERMS 10 DAYS NET

FLEMING INC.-GATEWAY-LACROSSE
1637 ST. JAMES STREET
LA CROSSE, WI 54601

W. MEIER		BROKER NAME		BROKER NO	SALES MEMO NO	CUSTOMER P O NO	DATE OF ORDER
				48		710693	03/17/2003
SHIPPING DATE		SHIP VIA		FREIGHT	RELEASE NO		
03/21/2003		COLD 7		0.0800	195201C		

ITEM NO	CASES SHIPPED	DESCRIPTION	BRAND	WEIGHT	PRICE	AMOUNT
5140		50 10/5 HADDOCK CP	ICE	2500	4.0500	10,125.00
		*FREIGHT		2500 LBS X 0.0800 - \$200.00		
				TOTAL WEIGHT	2500	

PLEASE MAKE CHECK PAYABLE TO

ICELANDIC USA INC
5859 COLLETON DRIVE
CHICAGO ILLINOIS 60698
WALDORF MEIER, INC. ORIGINAL INVOICE
22555 W WIRTH STREET
BROOKFIELD WI 53005

PAY THIS AMOUNT



10,125.00

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to these general rules.

— DEFINITIONS —

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor

Complete the section giving the name, address and telephone number of the creditor to whom the debtor owes money or property and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2 Date Debt Incurred

Fill in the date when the debt first was owed by the debtor.

3 Court Judgments

If you have a court judgment for this debt, state the date the court entered the judgment.

4 Total Amount of Claim at Time Case Filed

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5 Secured Claim

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS above.)

6 Unsecured Priority Claim

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above.) A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7 Credits

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

APR -24' 03 (THU) 14 08

FLEMING MEAT CPO

TEL 972-906-1455

P 002

MAR-25-2003 16 53

ICELANDIC USA CS

203 229 2295 P 01/01

CPJG012-01 03/25/03-15:02 MOFS - ORDER CONFIRMATION
CPO - LEWISVILLE, TX ***** CPO *****

TUE 03/25/03 PAGE 1

CUSTOMER:	LA CROSSE DIVISION	DEL DATE:	03/31/2003
PURCHASE ORDER:	712220	PICKUP DATE:	
VENDOR:	COLDWATER SEAFOOD CORP	DEL ID:	496280
CONFIRMATION NO:	602693	BUYER:	DAVID -, KOVARIK
SHIP TO NAME:	LA CROSSE DIVISION		
TYPE OF ORDER:	DIVISION DELIVERY	PURCH DATE:	03/24/2003
CARRIER:	OUTSIDE CARRIER	CATEGORY:	SEAFOOD/STORE BRANDS

COMMENTS: CANCEL ORDER

NO. OF ITEMS:	1	TOTAL QUANTITY:	100
PO GROSS WEIGHT:		PO NET WEIGHT:	
TOTAL COST:	18250 0000	CALC WEIGHT:	5000.00

ITEM QUANTITY	DESCRIPTION/ SALES ORD NO/ DIV ITEM	ITEM NBR/ PLANT NAME	PACK/SIZE / NET WEIGHT	CPO COST
100	COD FILLETS FRZ 813954	935122	010/5 LB 5000.00	3.6500

END OF REPORT

\$18,250

** 1N189016
3/28/03*

*ATTN: DEMETRIA
FAX: sell*

ORDERED CANCELLED PER THIS

FAX.

THIS MEMORANDUM is an acknowledgement 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 hereon, and is intended solely for filing or record RECEIVED subject to the classifications and tariffs in effect on the date of the receipt by the carrier of the property described in the Original Bill of Lading

ICELANDIC USA, INC.

Bill M

AT CAMBRIDGE, MARYLAND

MECHANICAL REEFER TO BE USED. TEMPERATURE TO BE MAINTAINED FROM ZERO TO 2 DEGREES BELOW AT ALL TIMES.

REF LANE NO.
198010

FLEMING INC. - GATEWAY - LACROSSE
1637 ST. JAMES STREET

27 688

LA CROSSE

WI 54601



10

CALL FOR APPOINTMENT HOURS IN ADVANCE
APPOINTMENT TEL
RECEIVING HOURS AM TO PM

CUSTOMER P.O. NO. 712220

03/24/2003

COLD 7

X

3/29/03

5120 100 10/5 GOD CP ICE 5,000

REC BY 24 MRS APP1 ONLY -- REC HRS 5AM-1PM

608-779-3802

SHIP ON GOOD US PALLETS ONLY / PALLET EXCHANGE

LATE FEE OF \$600.00 FOR 30 MINUTE LATE DELIVER

DEL 3 31-03

Subject to Section 7 of Conditions of applicable bill of lading 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

(Signature of consignor)

If charges are to be prepaid, write or stamp here "To be Prepaid"

Received \$

to apply in prepayment of the charges on the property described hereon

Agent or Cashier

Per

(The signature here acknowledges only the amount prepaid)

Charges Advanced

If the shipment moves between two ports by a carrier by water, the law requires that the bill of lading shall state whether it is "carrier's or weight."

NOTE Where the rate is dependant 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

Fleming Co.

Date *3/24/03*

Rec'd By *[Signature]*

CS Rec'd *[Signature]*

Except _____

F = 238.50

100 0 ** TOTAL SHIPPED ** 5,000

NOTICE TO RECEIVER. MAKE ALL NOTATIONS ON DRIVER'S COPY BEFORE YOU SIGN IT AND MAKE THEM IN INK

RECEIVED MERCHANDISE IN GOOD ORDER OR AS NOTED

NOTE ANY DELIVERY PROBLEMS

X RECEIVER'S SIGNATURE

SHIPPER

ICELANDIC USA, INC.

PERMANENT POST OFFICE ADDRESS OF SHIPPER

DRIVER'S SIGNATURE

Cooper