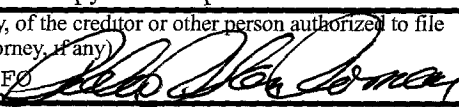


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF _____		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES		Case Number
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) JOYCO USA		<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 Joyco USA 6330 Manor Lane - Ste 200 South Miami, FL 33143		THIS SPACE IS FOR COURT USE ONLY
Telephone number		
Account or other number by which creditor identifies debtor FLEMING		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 see attached invs.		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>6,681.29</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 checked="" 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)(_____)
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.		THIS SPACE IS FOR COURT USE ONLY
Date	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). Pedro P San Roman, CEO 	
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 157.		

FILED

JUL 14 2003

BMC

Fleming Companies Claim



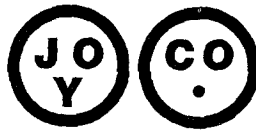
01526

JOYCO USA CONFECTIONERY, INC.

6330 Manor Lane Suite 200 South Miami FL 33143 4961

Phone (305) 667 3291 Fax (305) 662 9901

The JOYCO Group www.joycousa.com



Original Invoice

Invoice 121866 Date 03/05/03
 Order 87845 Broker SCSSAL
 P O 758929-NE Ship Date 03/03/03
 PRO 38763163
 Ship Via NEMF Terms 2% 10 NET 30

Account FLEM22

Sold To ***** Attn EDI INVOICE *****
 Fleming Companies Inc-Md
 6330 MANOR LANE
 SUITE 200
 SOUTH MIAMI, FL 33143

Ship To
 Fleming Company
 Northeast Perishable Distribut
 100 Lums Road
 Northeast MD 219010000

Item	Description	Quantity Shipped	Unit Price	Off Invoice	Net Price	PA #	Extended Price
05510	12/5OZ 4 COLOR GOURMET BOX Your Part 008644505510 RICHARDSON CHOC MINTS 08360 00012 5 OZ	17	10 80	1 20	9 60	ADP02A	163 20
05511	12/5 5 OZ PASTEL BOXES Your Part 008644505511 RICHARDSON PASTEL MNT 08365 00012 5 5 OZ	34	10 80	1 20	9 60	ADP02A	326 40
05512	12/5 5 OZ BUTTER BOXES RICHARDSON BUTTER MNT 08367 00012 5 5 OZ	68	10 80	1 20	9 60	ADP02A	652 80

 Balance Due 1,142 40
 Payment Disc Amt 22 85
 If Paid By 03/15/03

Remittance Slip

Payment Due From Fleming Companies Inc-Md
 Account FLEM22

Invoice 121866
 Amount Due 1,142 40
 Payment Due Date 04/04/03
 Discount Amount 22 85
 If Paid By 03/15/03

Mail Payment To

JOYCO USA CONFECTIONERY INC
 6330 Manor Lane Suite 200
 South Miami Florida 33143-4961

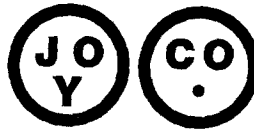
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JOYCO USA CONFECTIONERY, INC.

6330 Manor Lane Suite 200 South Miami FL 33143 4961

Phone (305) 667 3291 Fax (305) 662 9901

The JOYCO Group www.joycousa.com



Original Invoice

Invoice 121867 Date 03/05/03
Order 87846 Broker SCSSAL
P O 758930-NE Ship Date 03/03/03
PRO 38763168
Ship Via NEMF Terms 2% 10 NET 30

Account FLEM22

Sold To ***** Attn EDI INVOICE *****
Fleming Companies Inc-Md
6330 MANOR LANE
SUITE 200
SOUTH MIAMI, FL 33143

Ship To
Fleming Northeast-Md Division
4 Center Drive
North East Commerce Ctr
North East MD 21901

Item	Description	Quantity Shipped	Unit Price	Off Invoice	Net Price	PA #	Extended Price
05506	12/5 5 OZ JELLY BOXES Your Part 008644505506 RICHARDSON ASST JELLY 08359 00012 5 5 OZ	34	10 80	1 20	9 60		326 40

Balance Due 326 40
Payment Disc Amt 6 53
If Paid By 03/15/03

Remittance Slip

Payment Due From Fleming Companies Inc-Md
Account FLEM22

Invoice 121867
Amount Due 326 40
Payment Due Date 04/04/03
Discount Amount 6 53
If Paid By 03/15/03

Mail Payment To

JOYCO USA CONFECTIONERY INC
6330 Manor Lane Suite 200
South Miami Florida 33143-4961

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JOYCO USA CONFECTIONERY, INC.

6330 Manor Lane Suite 200 South Miami FL 33143 4961

Phone (305) 667 3291 Fax (305) 662 9901

The JOYCO Group www.joycousa.com



Original Invoice

Invoice 123242 Date 04/16/03
 Order 89287 Broker SCSSAL
 P O 160195-NE Ship Date 04/16/03
 PRO 1173857848
 Ship Via YELLOW Terms 2% 10 NET 30
 Ship To
 Fleming Company
 Northeast Perishable Distribut
 100 Lums Road
 Northeast MD 219010000

Account FLEM22

Sold To ***** Attn EDI INVOICE *****
 Fleming Companies Inc-Md
 6330 MANOR LANE
 SUITE 200
 SOUTH MIAMI, FL 33143

Item	Description	Quantity Shipped	Unit Price	Off Invoice	Net Price	PA #	Extended Price
05510	12/5OZ 4 COLOR GOURMET BOX Your Part 008644505510 RICHARDSON CHOC MINTS 08360 00012 5 OZ	51	10 80		10 80		550 80
05511	12/5 5 OZ PASTEL BOXES Your Part 008644505511 RICHARDSON PASTEL MNT 08365 00012 5 5 OZ	34	10 80		10 80		367 20
05512	12/5 5 OZ BUTTER BOXES Your Part 008644505512 RICHARDSON BUTTER MNT 08367 00012 5 5 OZ	17	10 80		10 80		183 60

Balance Due 1,101 60
 Payment Disc Amt 22 03
 If Paid By 04/26/03

Remittance Slip

Payment Due From Fleming Companies Inc-Md
 Account FLEM22

Invoice 123242
 Amount Due 1,101 60
 Payment Due Date 05/16/03
 Discount Amount 22 03
 If Paid By 04/26/03

Mail Payment To

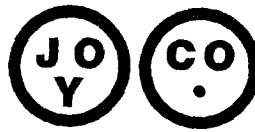
JOYCO USA CONFECTIONERY INC
 6330 Manor Lane Suite 200
 South Miami Florida 33143-4961

JOYCO USA CONFECTIONERY, INC.

6330 Manor Lane Suite 200 South Miami FL 33143 4961

Phone (305) 667 3291 Fax (305) 662 9901

The JOYCO Group www.joycousa.com



Original Invoice

Invoice 123528 Date 04/24/03
Order 89602 Broker SCSSAL
P O 213053-NE Ship Date 04/24/03
PRO 1173858517
Ship Via YELLOW Terms 2% 10 NET 30

Account FLEM22

Sold To ***** Attn EDI INVOICE *****
Fleming Companies Inc-Md
6330 MANOR LANE
SUITE 200
SOUTH MIAMI, FL 33143

Ship To
Fleming Company
Northeast Perishable Distribut
100 Lums Road
Northeast MD 219010000

Item	Description	Quantity Shipped	Unit Price	Off Invoice	Net Price	PA #	Extended Price
05510	12/5OZ 4 COLOR GOURMET BOX Your Part 008644505510 RICHARDSON CHOC MINTS 08360 00012 5 OZ	51	10 80		10 80		550 80
05511	12/5 5 OZ PASTEL BOXES Your Part 008644505511 RICHARDSON PASTEL MNT 08365 00012 5 5 OZ	34	10 80		10 80		367 20
05512	12/5 5 OZ BUTTER BOXES Your Part 008644505512 RICHARDSON BUTTER MNT 08367 00012 5 5 OZ	17	10 80		10 80		183 60

Balance Due 1,101 60
Payment Disc Amt 22 03
If Paid By 05/04/03

Remittance Slip

Payment Due From Fleming Companies Inc-Md
Account FLEM22

Invoice 123528
Amount Due 1,101 60
Payment Due Date 05/24/03
Discount Amount 22 03
If Paid By 05/04/03

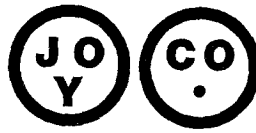
Mail Payment To
JOYCO USA CONFECTIONERY INC
6330 Manor Lane Suite 200
South Miami Florida 33143-4961

JOYCO USA CONFECTIONERY, INC.

6330 Manor Lane Suite 200 South Miami FL 33143 4961

Phone (305) 667 3291 Fax (305) 662 9901

The JOYCO Group www.joycousa.com



Original Invoice

Invoice 123213 Date 04/16/03

Order 86824 Broker HARVMN

P O 0041973 Ship Date 04/16/03

PRO 1047980652

Ship Via ROADWAY Terms 2% 10 NET 30

Ship To

Grantsburg IGA #500085
603 State Road 70
Grantsburg WI 54840

Account FLEM23

Sold To Fleming/Superior (Drop Ships)
P O Box 1957
Lacross WI 54602

Item	Description	Quantity Shipped	Unit Price	Off Invoice	Net Price	PA #	Extended Price
04311	12/32 OZ PASTEL TUBS	16	44 16	2 25	41 91	ADP02A	670 56
04315	12/32 OZ AD CINNAMON TUB	3	44 16	2 25	41 91	ADP02A	125 73
17455	100CT PS BAT P'WING/SHIPPER	1	65 00	7 00	58 00	ADP03A	58 00
17760	100CT POP SHOTS P'WING SHIPPER	1	65 00	7 00	58 00	ADP03A	58 00

 Balance Due 912 29
 Payment Disc Amt 18 25
 If Paid By 04/26/03

Remittance Slip

Payment Due From Fleming/Superior (Drop Ships)
Account FLEM23

Invoice 123213
 Amount Due 912 29
 Payment Due Date 05/16/03
 Discount Amount 18 25
 If Paid By 04/26/03

Mail Payment To

JOYCO USA CONFECTIONERY INC
6330 Manor Lane Suite 200
South Miami Florida 33143-4961

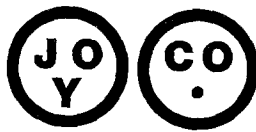
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JOYCO USA CONFECTIONERY, INC.

6330 Manor Lane Suite 200 South Miami FL 33143 4961

Phone (305) 667 3291 Fax (305) 662 9901

The JOYCO Group www.joycousa.com



Original Invoice

Invoice 104580 Date 10/17/01
Order 70880 Broker EVERWI
P O 819291 Ship Date 10/17/01
PRO YELLOW 1173175040
Ship Via Terms 2* 45 NET 46
Ship To
Fleming La Crosse
1637 St James Street
La Crosse WI 54601

Account FLEM06

Sold To ***** Attn EDI INVOICE *****
Fleming Foods Inc-Ok
6330 MANOR LANE
SUITE 200
SOUTH MIAMI, FL 33143

Item	Description	Quantity Shipped	Unit Price	Off Invoice	Net Price	PA #	Extended Price
07255	72/5 5OZ SOFT SUGAR SHIPPER	3	61 50	7 20	54 30	ADP01B	162 90
07268	48/5OZ CHRISTMAS POWERWING Christmas Order	13	40 80	4 80	36 00	XMAS01	468 00

Balance Due 630 90
Payment Disc Amt 12 62
If Paid By 12/01/01

Remittance Slip

Payment Due From Fleming Foods Inc-Ok
Account FLEM06

Invoice 104580
Amount Due 630 90
Payment Due Date 12/02/01
Discount Amount 12 62
If Paid By 12/01/01

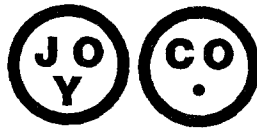
Mail Payment To
JOYCO USA CONFECTIONERY INC
6330 Manor Lane Suite 200
South Miami Florida 33143-4961

JOYCO USA CONFECTIONERY, INC.

6330 Manor Lane Suite 200 South Miami FL 33143 4961

Phone (305) 667 3291 Fax (305) 662 9901

The JOYCO Group www.joycousa.com



Original Invoice

Invoice 104251 Date 10/08/01
Order 68662 Broker EVERWI
P O 819256 Ship Date 10/09/01
PRO YELLOW 1173226668
Ship Via Terms 2% 10 NET 30
Ship To
Fleming Companies
1 Gateway Court
Superior WI 54880

Account FLEM06

Sold To ***** Attn EDI INVOICE *****
Fleming Foods Inc-Ok
6330 MANOR LANE
SUITE 200
SOUTH MIAMI, FL 33143

Item	Description	Quantity Shipped	Unit Price	Off Invoice	Net Price	PA #	Extended Price
07255	72/5 5OZ SOFT SUGAR SHIPPER	8	61 50	7 20	54 30	ADP01B	434 40
07266	72/5OZ HOLIDAY GRMT BOX SHIPPR	19	61 50	7 20	54 30	XMAS01	1,031 70

Balance Due 1,466 10
Payment Disc Amt 29 32
If Paid By 10/18/01

Remittance Slip

Payment Due From Fleming Foods Inc-Ok
Account FLEM06

Invoice 104251
Amount Due 1,466 10
Payment Due Date 11/07/01
Discount Amount 29 32
If Paid By 10/18/01

Mail Payment To

JOYCO USA CONFECTIONERY, INC
6330 Manor Lane Suite 200
South Miami Florida 33143-4961

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