

UNITED STATES BANKRUPTCY COURT <u>FOR THE</u> DISTRICT OF <u>DELAWARE</u>		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES INC, et al		Case Number 03-10945 (MF)
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) SUNSHINE MILLS INC		<div style="font-size: 2em; transform: rotate(-15deg); opacity: 0.5;">REC'D AUG 07 2003</div> <p style="text-align: center; font-size: 0.8em;">THIS SPACE IS FOR COURT USE ONLY</p>
Name and address where notices should be sent PO BOX 676 RED BAY AL 35582		
Telephone number 256-356-9541		
Account or other number by which creditor identifies debtor SEE ATTACHMENT		Check here <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 PRIOR TO 4/1/03		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>303,577.11</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 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)(____) *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
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 7-30-03	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) Camilla Strickland CORPORATE ACCT Camilla Strickland	

Penalty for presenting fraudulent claim Fine of up to \$500,000 or imprisonment for up to 5 years, or both

Fleming Companies Claim



02161

PROOF OF CLAIM FILING FOR				
FLEMING CORP ACCOUNT				
4/1/2003				
ACCOUNTS WITH SUNSHINE MILLS, INC				
CNAME	INVOICE NO	FLEMING PO/REFERENCE	A/R DATE	TOTAL
FLEMING CTP-BROUSSARD LA 149000	8000880199	PALLETS -536@\$5	11/29/2001	2,680 00
	9000213060	LFC213060	12/30/2002	250 00
	57879	774970-LF	3/17/2003	11,145 06
FLEMING CTP-FRESNO CA 150000	9000213455	FSC213455	12/30/2002	250 00
	9000213474	FSC213474	12/30/2002	250 00
	9000213529	FSC213529	12/30/2002	250 00
	9000213530	FSC213530	12/30/2002	250 00
FLEMING CTP-GARLAND TX 150500	950792	CCM50792	9/25/2001	4,210 00
	8000880199	PALLETS 64@\$5	11/29/2001	320 00
	9009900493	SAC9900493	3/13/2002	250 00
	9009900494	SAC9900494	3/13/2002	250 00
	9009900496	SAC9900496	3/13/2002	250 00
	9009900497	SAC9900497	3/13/2002	250 00
	9009900498	SAC9900498	3/13/2002	250 00
	9009900499	SAC9900499	3/13/2002	250 00
	9000213795	GAC213795	12/30/2002	300 00
	9010200109	CSCG1020-0109	1/6/2003	2,085 00
	58282	431046-GA	3/24/2003	13,421 30
FLEMING CTP-GENEVA AL 151000	8000880199	PALLETS -47@\$5	11/29/2001	235 00
	9000213299	GEC213299	12/30/2002	250 00
	9002200167	GEC2200167	1/6/2003	500 00
	58491	629539-GE	3/26/2003	11,848 61
FLEMING CTP-GOODSLETVE TN 152000	8000880199	PALLETS -239@\$5	11/29/2001	1,195 00
	9000214931	NAC214931	12/30/2002	300 00
	9000215034	NAC215034	12/30/2002	250 00
	9000958449	NAU958449PB	2/20/2003	296 50
	57764	491946-NA	3/14/2003	9,672 37
	58069	520263-NA	3/19/2003	10,788 89
	58199	534359-NA	3/21/2003	11,303 43
	58492	555606-NA	3/26/2003	10,421 87
FLEMING CTP KANSAS CTY KS 154500	8000880199	PALLETS -501@\$5	11/29/2001	2,505 00
	9000220012	KCC2200162	12/30/2002	500 00
FLEMING CTP LUBBOCK TX 156000	8000880199	PALLETS -39@\$5	12/3/2001	(195) 00
	9000212846	LUC212846	12/30/2002	250 00
	9000212847	LUC212847	12/30/2002	250 00
	58684	572821-LU	3/28/2003	12,011 83
FLEMING CTP-MASSILLON OH	8000880199	PALLETS -48@\$5	11/29/2001	240 00
FLEMING CTP-MIAMI FL 157000	8000880199	PALLETS -94@\$5	11/29/2001	470 00
	9000212247	MIC212247	12/30/2002	500 00
	9000212250	MIC212250	12/30/2002	500 00
	57540	881734-MM	3/11/2003	12,113 46
	58511	075828-NM	3/26/2003	12 343 08
FLEMING CTP-NORTHEAST MD 157100	9000812112	NEX813112	7/25/2002	1,000 00
	9000006246	NEH006246	12/2/2002	286 00
	9000213125	NEC213125	12/30/2002	250 00
	57800	784360-NE	3/14/2003	2,214 00
FLEMING CTP PHOENIX AZ	9000997338	PXU997338	5/17/2002	295 50

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4/1/2003				
ACCOUNTS WITH SUNSHINE MILLS, INC				
CNAME	INVOICE NO	FLEMING PO/REFERENCE	A/R DATE	TOTAL
158500	57991	481498-PX	3/18/2003	10,446 26
	57992	481499-PX	3/18/2003	11,078 30
	58581	528441-PX	3/27/2003	10,364 00
	58777	538528-PX	3/31/2003	10,357 40
FLEMING CTP-SOUTHHAVEN	8000880199	PALLETS -1125@\$5	11/29/2001	(5,625 00)
1615000	57696	870786-ME	3/13/2003	8,457 98
	57697	858924-ME	3/13/2003	7,695 42
	58082	894933-ME	3/19/2003	9,426 83
	58512	014164-ME	3/26/2003	8,343 97
	58661	033401-ME	3/28/2003	8,261 06
FLEMING CTP-WARSAW NC	8000880199	PALLETS -1849@\$5	11/29/2001	9,246 00
162000	9009900762	WWC9900762	1/29/2002	250 00
	9009900763	WWC9900763	1/29/2002	250 00
	9009900764	WWC9900764	1/29/2002	250 00
	9009900767	WWC9900767	1/29/2002	250 00
	9009900768	WWC9900768	1/29/2002	250 00
	9009900769	WWC9900769	1/29/2002	250 00
	57717	614649-WW	3/13/2003	9,638 68
	58167	668879-WW	3/20/2003	9,650 40
FLEMING FOODS-GARLAND TX	8000880199	PALLETS -53@\$5	11/29/2001	265 00
FLEMING FOODS-NASH-DROPSH	8000880199	PALLETS -116@\$5	11/29/2001	580 00
FLEMING-MS DROP SHIP	8000880199	PALLETS -22@\$5	11/29/2001	110 00
FLEMING CTP-LINCOLN NE	9000213361	LIC213361	12/30/2002	250 00
FLEMING CTP - TULSA DIV	8000880199	PALLETS -46@\$5	7/26/2002	230 00
161600	57779	852987-TU	3/14/2003	11,506 67
	58083	013132-TU	3/19/2003	10,174 14
	58632	082139-TU	3/28/2003	12,716 54
	58671	082140-TU	3/28/2003	9,409 24
FLEMING-TULSA DROP SHIP	8000880199	PALLETS -38@\$5	10/11/2002	190 00
GRAND TOTAL				303,577 11
***ALL INVOICES STARTING WITH AN "8" ARE FOR PALLET BILLINGS WHERE PALLETS WERE NOT RETURNED TO US AND PALLETS ARE OWED AT \$5 00 EACH				
THE A/R DATE USED IS WHEN THE RUNNING BALANCE FOR THE PALLETS BEGAN FOR THE ACCOUNT				