

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES, INC.	Case Number 03-10945 (MFW)	REC'D AUG 07 2003
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) HOLTEN MEAT, 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 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 HOLTEN MEAT, INC. 1682 SAUGET BUSINESS BLVD. SAUGET, IL 62206-1454 Telephone number 618-337-8400		THIS SPACE IS FOR COURT USE ONLY
Account or other number by which creditor identifies debtor	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 _____ (date) to _____ (date)		
2 Date debt was incurred: 03-27-03	3 If court judgment, date obtained.	
4 Total Amount of Claim at Time Case Filed \$ <u>3,907.20</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 7-25-03	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) Joann P. Wildt Joann P. Wildt	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 USC §§ 152 and 3571





PHONES (618) 337 8400 or (800) 851-4684
 1682 SAUGET BUSINESS BLVD SAUGET, IL 62206-1454
 U S GOVERNMENT INSPECTED #2591

PLEASE REMIT TO
 PO Box 958614
 St Louis, MO 63195-8614

INVOICE	PAGE
231833	1

"THE SEASONED PATTIE EXPERTS"

S FLEMING COMPANIES INC
 O L CTP/PHOENIA DIVISION
 D PO BOX 24900
 T OKLAHOMA CITY OK 73124-
 O

CUSTOMER NUMBER	DATE
14070	27-MAR-03

S H FLEMING COMPANIES INC.
 P C/O MESA WEST COLD STORAGE
 T 9602 W BUCKEYE ROAD
 O TOLLESON AZ 85353-

CUSTOMER PO	SHIP VIA	ROUTE	ORDER NO	SALES NO	TERMS	
533408	WITTE		230140	221/9500	DUE NET 15 DAYS	
ITEM NUMBER	CASES	DESCRIPTION	U/M	POUNDS	PRICE	AMOUNT
00045	13	EXTRA VALUE BP	CS30	390.00	LBS 22.2000	288.60
00045	100	EXTRA VALUE BP	CS30	3,000.00	LBS 22.2000	2,220.00
00045	63	EXTRA VALUE BP	CS30	1,890.00	LBS 22.2000	1,398.60
	176	TOTALS		5,280.00	LBS	\$3,907.20

NO CLAIMS WILL BE ALLOWED, UNLESS HOLTEN IS NOTIFIED UPON RECEIPT OF PRODUCT