

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



s160973

Scheduled Claim Ref # 12-F2-13288
YOUR CLAIM IS SCHEDULED AS

In re
Fleming Foods of Texas, LP

Case Number
03-10955

\$8 071 20 UNSECURED

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.

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.

Name of Creditor and Address

0354429380349

BARRY'S BAKERY
9010 KENAMAR RD
SAN DIEGO CA 92121

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number ()

CREDITOR TAX ID #
08-0478964

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
 - Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Wages, salaries, and compensation (Fill out below)
- Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 8071.20 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.
 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

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.

Specify the priority of the claim

- 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)
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
- 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)
- Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
- Other: Specify applicable paragraph of 11 U.S.C. § 507(a) _____

Amounts are subject to adjustment on 4/1/01 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 your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

THIS SPACE FOR COURT USE ONLY

BY MAIL TO
Bankruptcy Management Corporation
P.O. BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

FILED

AUG 07 2003

BMC

Fleming Companies Claim

DATE SIGNED
8-4-03

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)
Lacey Beth Spelman VICE PRESIDENT

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions



02330



BARRY'S BAKERY

9010 Kenamar Dr
 San Diego, CA 92121
 Tel (858) 547-0648
 Fax(858) 547-0916

4-8-03
Filed For Chapter 11 Bankruptcy
Invoice
 Invoice Number 10113
 Invoice Date 3/7/03
 Page 1

Sold To

Ship To

Duplicate

FLEMING COMPANIES, INC
 P O BOX 24750
 OKLAHOMA CITY, OK 73124-4750
 VENDOR 66571

FLEMING COMPANIES, INC
 GARLAND DIVISION
 2600 MC CREE RD
 GARLAND, TX 75046-9012

Customer ID	Customer PO	Payment Terms	
FLEMING	273910 GA	Net 15 Days	
Sales Rep ID	Shipping Method	Ship Date	Due Date
GAVIN	ROADWAY	3/4/03	3/22/03

Quantity	Item	Description	Unit Price	Extension
119 00	312	RETAIL BAGS ORIGINAL FRENCH TWISTS IN A 4 5 OZ BAG 12 BAGS PER CASE	17 10	2,034 90
59 00	3125	RETAIL BAGS CHOCOLATE CHIP FRENCH TWISTS IN A 4 5 OZ RETAIL BAG 12 BAGS PER CASE	17 10	1,008 90
73 00	315	RETAIL BAGS MAPLE FRENCH TOAST FRENCH TWISTS IN A 4 5 OZ RETAIL BAG 12 BAGS PER CASE	17 10	1,248 30
48 00	316	RETAIL BAGS CAFE MOCHA FRENCH TWISTS IN A 4 5 OZ RETAIL BAG 12 BAGS PER CASE	17 10	820 80
43 00	500	VANILLA MERANGOS 12 TUBS PER CASE.	17 10	735 30
51 00	510	CHOCOLATE MERANGOS 12 TUBS PER CASE	17 10	872 10
44 00	520	CHOCOLATE CHIP MERANGOS 12 TUBS PER CASE	17 10	752 40

43 00 530

CAFE MOCHA MERANGOS 12

Subtotal
 Sales Tax

Total Invoice Amount

Payment Received

TOTAL

Continued
 Continued
 Continued
 Continued
 Continued

PLEASE PAY FROM THIS INVOICE.
 NO STATEMENT WILL BE SENT
 PAYMENT IS DUE 15 DAYS FROM RECEIPT OF PRODUCT
 THERE IS A \$30 SERVICE CHARGE ON ALL RETURNED CHECKS



BARRY'S BAKERY
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 San Diego, CA 92121
 Tel (858) 547-0648
 Fax(858) 547-0916

Invoice

Invoice Number 10113
 Invoice Date 3/7/03
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Sales Rep ID	Shipping Method	Ship Date	Due Date
GAVIN	ROADWAY	3/4/03	3/22/03

Quantity	Item	Description	Unit Price	Extension
		TUBS PER CASE		

Subtotal 6,208 00
 Sales Tax
 Total Invoice Amount \$8,208 00
 Payment Received 0 00
TOTAL \$8,208 00

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 NO STATEMENT WILL BE SENT
 PAYMENT IS DUE 15 DAYS FROM RECEIPT OF PRODUCT
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