

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

PROOF OF CLAIM



642173

Bar Date Ref # 2 NVM 109657

In re Fleming Companies Inc. *Et al* Case Number 03-10945 MFW

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 and Address

Gateway Milling CO
4100 S Ricketts Rd
Bartonville IL 61607

0354653642173

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.

Check box if you have never received any notice 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.

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 809 633-9121

CREDITOR TAX ID # 37-0288750

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR Festiva

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 3/19/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 341.30 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 341.30 (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.

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

THIS SPACE FOR COURT USE ONLY

AUG 11 2003

BMC

DATE SIGNED

8/6/03

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)

[Signature] President

Fleming Companies Claim



02873

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



1610 W ALTORFER DRIVE
 PEORIA, IL 61615-1923
 (309) 692 1220 FAX 309 692-9240

INVOICE NO
 *24459 -CM

SHIP TO

SOLD TO FESTIVAL FOODS # 19(BOURBONNAIS)
 185 N KENNEDY
 BOURBONNAIS IL 60914

SAME

ACCOUNT NO	SALESMAN	* PURCHASE ORDER NO	SHIP VIA	COL	PPD	DATE ORDERED	TERMS	INVOICE DATE	DRIVER
	STIVA	JH	10				NET 15 DAYS	03/21/03	

QTY ORDERED	QTY SHIPPED	PACK SIZE	ITEM NUMBER	DESCRIPTION	UNIT PRICE	TAXED ITEMS	EXTENDED PRICE
1		CASE	0230192	PIL PUFDO 10/15 20/12Z 5123 OUT OF STOCK JJ	39.94		39.94-
				TOTAL WT	TOTAL PCS	FUEL	
				18	1-		

6-3-03
~~*5-12-03*~~

SHIPPING INSTRUCTIONS

_____ PALLETS DELV

_____ PALLETS RET

SURCHARGE:		.00
SALE AMOUNT		39.94-
SALES TAX		.00
HANDLING CHARGE		.00
TOTAL		39.94-

A FINANCE CHARGE of 1½% Per Month or 18% ANNUAL PERCENTAGE RATE, on Accounts Past Due

THANK YOU

RECEIVED ABOVE MERCHANDISE IN GOOD ORDER

OFFICE COPY



1610 W ALTORFER DRIVE
 PEORIA, IL 61615-1923
 (309) 692 1220 FAX 309 692 9240

INVOICE NO
 0024459-IN

SHIP TO

SOLD TO FESTIVAL FOODS # 19 (BOURBONNAIS)
 185 N KENNEDY
 BOURBONNAIS IL 60914

SAME

Kris

COUNT NO	SALESMAN	PURCHASE ORDER NO	SHIP VIA	COL	PPD	DATE ORDERED	TERMS	INVOICE DATE	DRIVER
3TIVA	JH		10			03/19/03	NET 15 DAYS	03/19/03	

QTY ORDERED	QTY SHIPPED	PACK SIZE	ITEM NUMBER	DESCRIPTION	UNIT PRICE	TAXED ITEMS	EXTENDED PRICE
0		CASE	0234506	MH CIN RSN BISCDO96/3.1Z/5806 2 OUT OF STOCK	32.42		.00
1		CASE	0230198	PIL ALMDANBEARCLW 72/3Z 5225	37.49		37.49
1		CASE	0230192	PIL PUFDO 10/15 20/12Z 5123	39.94		39.94
2		CASE	0230194	PIL DANISH STRIP 120/2.5Z5210	38.08		76.16
2		CASE	0248000	WIX 8" BK PIE SHELLS 12/CS	9.72		19.44
1		CASE	0234455	MH RASP JELLY ROL 12/23Z26396	30.91		30.91
1		PAIL	0220520	BL CHOC PIE FIL 20# 11119520	17.22		17.22
1		CASE	0225540	LF COCONUT CRM FIL 20# 121540	13.34		13.34
4		EACH	0430031A	8X8X2 1/2 PRTDWINBOX125 2434 2 OUT OF STOCK	35.00		140.00
				DELIVER THURSDAY JJ			
				TOTAL WT	TOTAL PCS	FUEL SURCHARGE	6.74
				206	13		

Handwritten notes:
 (1) Kris
 3/21/03

Handwritten notes:
 Skipped payment
 5-12-03
 6-3-03

Handwritten note:
 2nd request

LOADING INSTRUCTIONS	PALLETS DELV.	PALLETS RET.	SALE AMOUNT	374.50
			SALES TAX	.00
			HANDLING CHARGE	.00
			TOTAL	381.24

A FINANCE CHARGE of 1 1/2% Per Month or 18% ANNUAL PERCENTAGE RATE, on Accounts Past Due

THANK YOU

Susan Popovich
 RECEIVED ABOVE MERCHANDISE IN GOOD ORDER

OFFICE COPY



4200 SOUTH RICKETTS ROAD
 BARTONVILLE, IL 61607
 (309) 633-9120 FAX 309-633-9125

STATEMENT



4200 SOUTH RICKETTS ROAD
 BARTONVILLE IL 61607
 (309) 633 9120 FAX 309 633 9125

FESTIVAL FOODS # 19(BOURBONNAIS
 185 N KENNEDY
 BOURBONNAIS IL 60914

PAGE 1

STATEMENT DATE	ACCOUNT NO
08/05/03	FESTIVA

ITEMS AFTER THIS
 DATE WILL APPEAR ON
 YOUR NEXT STATEMENT

PLEASE REFER TO
 THIS ACCOUNT NO
 WHEN MAKING IN
 QUIRIES

TO INSURE PROPER CREDIT PLEASE CHECK
 THOSE ITEMS BEING PAID IN THE "✓" COLUMN
 AND RETURN THIS PORTION OF THE STATEMENT
 WITH YOUR PAYMENT

STATEMENT DATE	ACCOUNT NO
08/05/03	FESTIVA

A FINANCE CHARGE of 1/9% per month or 18% ANNUAL PER
 CENTAGE RATE added on invoices past due 30 days

REFERENCE	DATE	CODE	DESCRIPTION	CREDIT	AMOUNT CHARGE	BALANCE	REFERENCE	CODE	AMOUNT	✓
0024459	IN 03/19/03				381 24					
	03/21/03		CREDIT MEMO *24459	39 94		341 30	0024459	IN	341 30	
ODES INVOICE CR MEMO DR MEMO P PAYMENT A DISCOUNT ALLOWED F FINANCE CHARGE						PLEASE PAY	TOTAL		341 30	341 30
CURRENT		15 DAYS	30 DAYS	60 DAYS	90 DAYS	BALANCE DUE				
00		00	00	00	341 30	341 30				