

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

PROOF OF CLAIM



Scheduled Claim Ref # 2 F2-21233

YOUR CLAIM IS SCHEDULED AS

\$2 702 67 UNSECURED

In re
Fleming Companies, Inc

Case Number
03-10945

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.

\$5550.00

Name of Creditor and Address

GAMBINO'S BAKERIES & FOODS GRP
PO BOX 857
KENNER LA 70063

0354429396762

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 **504-467-9800**

CREDITOR TAX ID #
72-0652380

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 **2/17/03 or 3/18/03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **5550.00** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **5550.00** (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 or 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).
Vicki M. Campesja (Acctg mgr)

Fleming Companies Claim



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

VICKI M CAMPESTIA (Acctg mgr)

Division	Invoice Date	Receipt Date	Inv. No./Credit Request	Amount	Discount
LAFAYETTE	01/31/03	01/31/03	LFR922174	-1 68	0 00
LAFAYETTE	02/21/03	03/03/03	LFR300385	-13 16	0 00
LAFAYETTE	01/14/03	03/17/03	LFR303687	-12 44	0 00
LAFAYETTE	02/17/03	03/04/03	79802	2,775 00	-60 54

DATE OF CHECK 03/20/03

AMOUNT OF CHECK \$2,687 18

2775.00 (87.82)

PAID
MAR 28 2003

Check Returned NSF

SEE INFORMATION ON BACK

Gambino's

Gambino's Bakeries and Food Group, Inc
PO Box 857
Kenner, LA 70063

INVOICE NO 79802
ACCOUNT NO 100506

PHONE (504) 467-9800 FAX (504) 467-9995

SOLD TO
FLEMING INC M&H-LAF
P O BOX 24660
OKLAHOMA CITY, OK 73124

SHIP TO
FLEMING FOODS/ MH LAFAYETTE
113 KOL DRIVE
BROUSSARD, LA 70518

INVOICE DATE		SHIPPED VIA		TOTAL CASES		FREIGHT		TERMS	
02/17/03		PICK UP		210 CS		PREPAID		2% 10 NET 30	
PO NUMBER			ORDER DATE		BROKER			TOTAL WGT	
615300-LF			02/03/03					1590 #	
ORDER QTY	SHIP QTY	ZONE	UPC	FROZEN PRODUCT				UNIT PRICE	EXTENDED AMOUNT
			75423						
30	30		26158	8/8 OZ GARLIC FRENCH BREAD				9 10	273 00
180	180		41856	12/10OZ GARLIC FRENCH BREAD				13 90	2502 00
THANK YOU FOR YOUR ORDER !									

You may deduct 55 50 from invoice total
if payment is made within 10 days!

NonTaxable	2775 00
Taxable Subtotal	0 00
Tax	0 00
Total	2775 00

Gambino's

Gambino's Bakeries and Food Group, Inc
 PO Box 857
 Kenner, LA 70063

4661

DRAY NO 6334
 ACCOUNT NO 100506

PHONE (504) 467-9800 FAX (504) 467-9995

SOLD TO FLEMING INC M&H-LAF
 P O BOX 24660
 OKLAHOMA CITY, OK 73124

SHIP TO FLEMING FOODS/ MH LAFAYETTE
 113 KOL DRIVE
 BROUSSARD, LA 70518

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PO NUMBER			ORDER DATE		BROKER			TOTAL WGT	
615300-LF			02/02/03					1590 #	
ORDER QTY	SHIP QTY	ZONE	UPC	FROZEN PRODUCT			UNIT PRICE	EXTENDED AMOUNT	
			75423						
30	30		26158	8/8 OZ GARLIC FRENCH BREAD			0 00	0 00	
180	180		41856	12/10OZ GARLIC FRENCH BREAD			0 00	0 00	
NO RETURNS ON KNIC CAKES RECEIVED IN GOOD CONDITION <i>[Signature]</i> 2-17-03									

You may deduct 0 0 from invoice total
 if payment is made within 10 days!

NonTaxable	0 00
Taxable Subtotal	0 00
Tax	0 00
Total	0 00

Gambino's

Gambino's Bakes and Food Group, Inc
 P O Box 857
 Kenner, LA 70063

INVOICE NO 79918

ACCOUNT NO 100506

PHONE (504) 467-9800 FAX (504) 467-9995

SOLD TO

FLEMING INC M&H-LAF
 P O BOX 24660
 OKLAHOMA CITY, OK 73124

SHIP TO

FLEMING FOODS/ MH LAFAYETTE
 113 KOL DRIVE
 BROUSSARD, LA 70518

INVOICE DATE		SHIPPED VIA		TOTAL CASES		FREIGHT		TERMS	
03/18/03		PICK UP		210 CS		PREPAID		2% 10 NET 30	
PO NUMBER			ORDER DATE		BROKER			TOTAL WGT	
758071-LF			03/04/03					1590 #	
ORDER QTY	SHIP QTY	ZONE	UPC	FROZEN PRODUCT			UNIT PRICE	EXTENDED AMOUNT	
75423									
30	30		26158	8/8 OZ GARLIC FRENCH BREAD			9 10	273 00	
180	180		41856	12/10OZ GARLIC FRENCH BREAD			13 90	2502 00	
THANK YOU FOR YOUR ORDER !									

You may deduct 55 50 from invoice total if payment is made within 10 days!

NonTaxable	2775 00
Taxable Subtotal	0 00
Tax	0 00
Total	2775 00

Gambino's

Gambino's Bakeries and Food Group, Inc
PO Box 857
Kenner, LA 70063


215

DRAY NO 6448
ACCOUNT NO 100506

PHONE (504) 467-9800 FAX (504) 467-9995

SOLD TO FLEMING INC. M&H-LAF
P O BOX 24660
OKLAHOMA CITY, OK 73124

SHIP TO FLEMING FOODS/ MH LAFAYETTE
113 KOL DRIVE
BROUSSARD, LA 70518

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30	30		26158	8/8 OZ GARLIC FRENCH BREAD			0 00	0 00	
180	180		41856	12/10OZ GARLIC FRENCH BREAD			0 00	0 00	
				3118					
									

NO RETURNS ON KNIG CAKES
RECEIVED IN GOOD CONDITION

You may deduct 0 0 from invoice total
if payment is made within 10 days!

NonTaxable
Taxable Subtotal 0.00