

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

PROOF OF CLAIM



s175886

Scheduled Claim Ref # 24-F3-66131

YOUR CLAIM IS SCHEDULED AS

\$0.00 UNSECURED

In re
Rainbow Food Group, Inc

Case Number
03-10967

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

0354429412880

MANCUSO BRIDGET
1490 N GROTTO
ST PAUL MN 55117

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 #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____ if this claim

1 BASIS FOR CLAIM
 Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Services performed Taxes Wages, salaries, and compensation (Fill out below)
 Money loaned Other (describe briefly) _____
 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 \$ 808.00 (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 other 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
FILED
AUG 11 2003
 BMC

DATE SIGNED: 8/7/03
 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): Bridget Mancuso

Filing Companies Claim
 03112

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

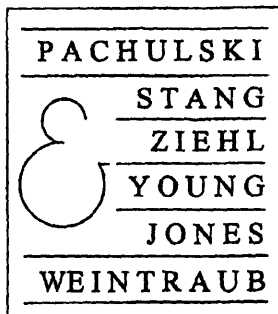
**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

**In re Fleming Companies, Inc et al
Case No 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On August 17, 2005, document(s) were appended to Claim Number (UFCW Local 789 Settled Claims) for the following reason(s)

- Order Granting Settlement Agreement filed 8/17/05
- New Supporting Documents
- Change of Address
- Letter Confirmation dated 3/31/05
- Other Docket Number ###



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Scotta E McFarland

March 31, 2005

smcfarland@pszyjw.com
(310) 203-4260

Roger A Jensen, Esq
Jensen, Bell, Converse & Erickson, P A
1500 Wells Fargo Place
30 East Seventh Street
St Paul, MN 55101

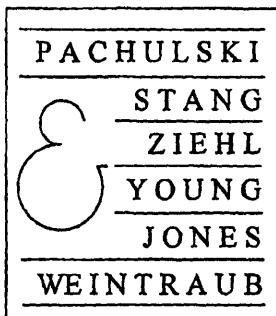
**Re: Post-Confirmation Trust for Fleming Companies,
Inc. and its Filing Subsidiaries
Second Amendment to Settlement Agreement with
UFCW Local 789**

Dear Roger

As you are aware, my firm represents the Post Confirmation Trust ("PCT")¹, the representative of the estates of Fleming Companies, Inc and its subsidiaries pursuant to the Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc and Its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code. The Plan was confirmed on July 27, 2004 by order of the United States Bankruptcy Court for the District of Delaware and became effective on August 23, 2004.

By this letter agreement, pursuant to Sections 2.6, 2.7, and 7.6 of the UFCW Local 789 Settlement agreement dated July 20, 2004 (the "Original Settlement Agreement"), as amended by the Letter Agreement dated November 19, 2004 (the "First Amendment" and together with the Original Settlement Agreement, the "Settlement Agreement"), UFCW Local 789 and the PCT agree to amend the following sections of the Settlement Agreement as set forth

¹ Capitalized terms not otherwise defined herein shall have the meaning given them in the Settlement Agreement as defined herein



L A W O F F I C E S

Roger A. Jensen, Esq.
March 31, 2005
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Section 2 1(a)(ii) -- \$833,131 94 is changed to \$859,787 75,²

Section 2 5(e) – the Reserve Termination Date is changed from December 2, 2004 to April 1, 2005, and

Section 5 1 – “overnight delivery by no later than the first business day after the day” in the last sentence is changed to “first class United States mail as soon as practicable after”

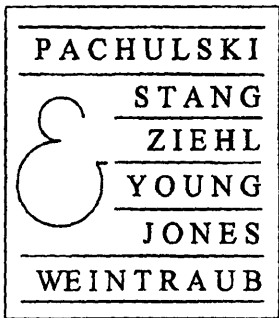
Pursuant to Sections 2 5 and 2 6 and 7 6 of the Settlement Agreement, the parties agree to amend Exhibits 1, 4, and 5 to the Settlement Agreement by adding the Former Employees listed on Exhibit A attached hereto as Former Employees covered by the Settlement Agreement

Further, pursuant to 7 6 of the Settlement Agreement, the parties agree to amend Exhibit 4 to the Settlement Agreement by adding the Former Employees Claims listed on Exhibit B attached hereto (the “Omitted Former Employee Claims”) The parties agree that the Former Employees who filed the Omitted Former Employee Claims were previously included in the Settlement Agreement

As shown on Exhibit A attached hereto, the amount to be paid in satisfaction of the Administrative Portions and Priority Portions is increased in the aggregate amount of \$618 49 (the “Local 789 Second Increase”) The Local 789 Reserve Fund established pursuant to section 2 5(a) of the Settlement Agreement has been depleted previously Pursuant to Section 2 5(g) of the Settlement Agreement, the Local 789 Second Increase shall be paid out of the Remaining 653 Reserve Fund Amount

All other provisions of the Settlement Agreement remain unchanged and in full force and effect

² This change reflects a \$9,137 23 increase to General Unsecured Portions as a result of the First Amendment and a \$17,518 55 increase to the General Unsecured Portions as a result of three Former Employees with unsecured claims being added to Exhibits 1, 4 and 5 as shown on Exhibit A attached hereto



L A W O F F I C E S

Roger A. Jensen, Esq
March __, 2005
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Local 789 agrees to all of the above and evidences that agreement by signature below of its counsel

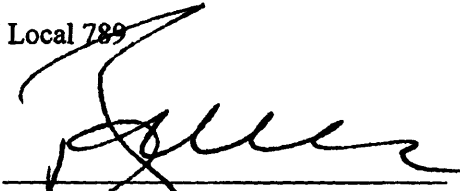
Sincerely,


Scotta E. McFarland

Agreed to by

UFCW Local 789

By



Roger A. Jensen
Jensen, Bell, Converse, Erickson, P A
1500 Wells Fargo Place
30 East Seventh Street
St Paul, MN 55101

SEM mk
Enclosures

FLEMING COMPANIES, INC
EXHIBIT A - UFCW LOCAL 789 ADDITIONAL INDIVIDUAL CLAIMS SETTLED AND SETTLEMENT AMOUNTS

Claim #	Local	Store	Name	FILED AMOUNTS					SETTLEMENT INCREASE (DECREASE)				
				Total	Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority	Unsecured
2349	789	8231	HAGERT JOHN	7 851 48			-	7 851 48	4 998 85			374 80	4 624 05
12232	789	8202	HENDRICKSON CURTIS	9 954 68				9,954 68	7 114 26				7 114 26
4283	789	8228	THOMPSON WAYNE	8 274 00				8,274 00	6 023 92			243 69	5,780 24
TOTAL CLAIMS ADDED				\$ 26 080 16	\$	\$	\$ -	\$ 26,080 16	\$ 18 137 03	\$	\$	\$ 618 49	\$ 17 518 55

FLEMING COMPANIES, INC
EXHIBIT B - UFCW LOCAL 789 ADDITIONAL INDIVIDUAL CLAIMS SETTLED

Claim #	Local	Store	Name	FILED AMOUNTS				
				Total	Secured	Admin	Priority	Unsecured
8572	789	8224	ANDEL, KEVIN	2 944 13	-			2,944 13
11778	789	8224	ANDERSEN KENNETH	1 606 40	-			1,606 40
8718	789	8732	ANDERSON BYRON	6 204 72	-		-	6 204 72
8237	789	8224	BALDWIN EUGENE	2 899 00				2 899 00
4735	789	8224	BALLIS, LYNETTE	4 428 00				4 428 00
5685	789	8224	BLAGEO, JEAN	1 503 00				1 503 00
5687	789	8732	BROWN JOHN	10 827 00				10 827 00
16612	789	8732	BRUVELIS GUNAR	159 76				159 76
2910	789	8732	BUSSE GARRY	1 099 28				1 099 28
16734	789	8202	CARELLI KEY	9 817 00		9,817 00		
6714	789	8732	CARLSON, ROGER	5 320 16				5 320 16
3586	789	8224	CHRISTOFFERSEN KELLY	1 300 00				1,300 00
14047	789	8732	CLOUD, CAROL	688 20			-	688.20
4940	789	8732	DAILY KATHRYN	6 055 00			-	6 055 00
7848	789	8732	DINWIDDIE, MONTELLE	4 016 00			-	4 016 00
7611	789	8732	DUNCAN JOSHUA	694 40				694 40
9924	789	8732	FLESHER JEANNE	988 20				988 20
8249	789	8224	FRANKENBERG DIANE	8 316 00	-			8 316 00
8327	789	8224	FRANKENBERG, SCOTT	7 549 52			-	7 549 52
3009	789	8224	GAMBLAIN ROBERT	265 35			-	265 35
4734	789	8732	GREEN CHRISTOPHER	9,280 08			-	9 280 08
5736	789	8401	HANNAH RICHARD	10 308 00			10 308 00	-
5747	789	8224	HART JANICE	3,373 44	-			3 373 44
3147	789	8732	HOLMAN DAVE	3,438 40				3 438 40
8571	789	8732	INDYKIEWICZ STEVE	5 983 84				5 983 84
5144	789	8224	JOHNSON KATHY	3 137 37				3 137 37
5604	789	8224	JORGENSEN KATHY	302 60				302 60
7112	789	8224	KANNE KATI	328 00				328 00
13992	789	8732	KATZ, JAMES	4 658 56				4 658 56
8430	789	8732	KAUP, RICHARD	7 821 76				7 821 76
13814	789	8732	LEAS BRIAN	1 927 68				1 927 68
9946	789	8231	LUNDEEN LYNN	1 653 70				1 653 70
12767	789	8732	MADSEN, JUDY	3 488 00	-			3,488 00
3110	789	8228	MAGISTAD KAREN	1,300 00				1 300 00
3113	789	8732	MANCUSO, BRIDGET	868 00	-			868 00
3584	789	8224	MCGOWAN JAMES	578 00	-			578 00
9714	789	8224	MCKEE SUSAN	5 590 48	-		-	5 590 48
8816	789	8732	MONROE, LINDA	5 227 20	-		-	5 227 20
8244	789	8224	MULLEN, SHANNON	750 00	-		-	750 00
11873	789	8732	MULLINS, JAN	2 891 52	-		-	2 891 52
8431	789	8732	NALIPINSKI MARK	859 60	-			859 60
10759	789	8732	NALIPINSKI MARK	25,000 00	-			25,000 00
6737	789	8732	NOREEN, RACHAEL	6 746 88	-			6 746 88
7201	789	8224	NUESSE, MICHAEL	657 00	-		-	657 00
11652	789	8732	NYBAKKE ERIC	5 397 28	-			5 397 28
8190	789	8732	QIAN, BONNIE	11 797 42	-		11,797 42	
8433	789	8732	OSE TIMOTHY	2 080 80			-	2 080 80
9324	789	8732	OTIS JAMES	7,068 15	-			7 068 15
11801	789	8228	PETERSON NANCY	5 941 40	-			5 941 40
10086	789	8732	PHARMER SCOTT	4,440 00			-	4 440 00
7461	789	8224	PHILLIPS JEFF	13 134 80			-	13 134 80
5014	789	8224	REEKERS PEGGY	4 258 00			-	4 258 00
10763	789	8224	REEKERS, PEGGY	20 000 00				20 000 00
8434	789	8732	RITT RHONDA	2 088 32				2 088 32
8436	789	8224	ROBOLE NANCY	3 867 68			-	3 867 68
16334	789	8732	SCHAAF JEFFERY R				-	
4165	789	8732	SCHAAF PATRICIA	1 674 00				1 674 00
16333	789	8425	SCHAAF TERRY L		-			-
14033	789	8224	SCHOONOVER, JOANNE	1,424 16	-			1 424 16
6033	789	8224	SMULLEN, LORRAINE	1 525 00			-	1 525 00
8569	789	8202	SNIDER CHRISTOPHER	660 25			660 25	

FLEMING COMPANIES, INC
EXHIBIT B - UFCW LOCAL 789 ADDITIONAL INDIVIDUAL CLAIMS SETTLED

Claim #	Local	Store	Name	FILED AMOUNTS				
				Total	Secured	Admin	Priority	Unsecured
9323	789	8732	SOBASKI, SEAN					
5057	789	8732	SORENSEN DEBRA	1 884 00	-	-		1 884 00
12705	789	8224	STEINBRUCKNER, JENNIFER	158 00	-	-		158 00
10100	789	8228	STOCKTON, JAMES	4,016 00	-		-	4,016 00
14184	789	8224	STRICKLAND CANDACE	674 00	-		-	674 00
6481	789	8224	SUCHY DANIEL	3,094 56	-		-	3 094.56
9992	789	8732	TALLARICO BECKY	3 694 72	-			3 694 72
9993	789	8732	TALLARICO ROBERT	1 365 00	-			1 365 00
8570	789	8224	VANDELL, JODELL	3 658 00	-			3 658 00
3577	789	8209	VANG TOU	258 00		-		258 00
9945	789	8732	WEBB CHERYL	992 00				992.00
4193	789	8732	WIERZBINSKI SOPHIE	1 413 60		-	-	1 413 60
3582	789	8224	WILLIS EBONY	492 00			-	492 00
7213	789	8732	WITTNER THOMAS	7,834 72	-		-	7,834 72
TOTAL CLAIMS ADDED				\$ 297 741 09	\$	\$ 9,817 00	\$ 22,785 67	\$ 265 158 42