

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

PROOF OF CLAIM



663839

Bar Date Ref # 1-NV-7402

In re **FLEMING COMPANIES, INC.** 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.

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 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.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address

Porkie CO of WI
3113 E Layton Ave
Po Box 100346
Cudahy WI 53110

0354653663839

Creditor Telephone Number (414-483-6562)

CREDITOR TAX I.D. # **39-0766683** ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR **HCF01**
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 02/24/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 1719.90 \$ _____ \$ _____ \$ _____
(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.

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
409 11 2003
BMC

DATE SIGNED **08/05/03** 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): **THOMAS R. RYDESKI, SECY. /TREASURER**

Fleming Companies Claim
 03192

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

SNACKS
FOOD
SPECIALTIES



THE PORKIE CO. OF WIS., Inc.
3113 E LAYTON AVENUE
P O BOX 100346
CUDAHY, WISCONSIN 53110
TELEPHONE (414) 483-6562
1-800-333-2588

PAGE NO.	INVOICE NO. 27292	APPLY TO	INVOICE DATE 02/24/03	CUSTOMER NO. HCF01
INVOICE			WORK ORDER NO.	BO

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FLEMING MARSHFIELD DIV.
1700 SO. LAEMLE AVENUE
MARSHFIELD, WI 54449

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FLEMING MARSHFIELD DIV.
1700 SO. LAEMLE AVENUE
MARSHFIELD, WI 54449

DATE SHIPPED	PURCHASE ORDER NO.	SHIP VIA	F.O.B.	TERMS
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BUYER	DATE REQUESTED	LOCATION	SALESPERSON	TERRITORY
02/24/03	50-0035140	PICK-UP	DESTINATION	NET 30 DAYS

ITEM NO.	DESCRIPTION	QUANTITY			UNIT PRICE	EXTENSION	TAX
		ORDERED	BACK ORD.	SHIPPED			
P138	BACON RINDS 2-1/4OZ. NACHO 12 CT. BOX	91		91	7.00	637.00	
DISCOUNT: LESS	5% ON 637.00					-31.85	
	5% DISCNT. THIS ORD. UNSALEABLES	1		1	-31.85	-31.85	
P138	BACON RINDS 2-1/4OZ. REG. 12 CT. BOX	91		91	7.00	637.00	
DISCOUNT: LESS	5% ON 637.00					-31.85	
	5% DISCNT. THIS ORD. UNSALEABLES	1		1	-31.85	-31.85	
P238	BACON RINDS 2-1/4OZ. HOT 12 CT.	91		91	7.00	637.00	
DISCOUNT: LESS	5% ON 637.00					-31.85	
	5% DISCNT. THIS ORD. UNSALEABLES	1		1	-31.85	-31.85	

SUB TOTAL	1719.90			1719.90
You can now Fax your orders !!! dial 1-414-483-6561		INVOICE NO.	27292	PLEASE REMIT THIS AMOUNT

STRAIGHT BILL OF LADING-SHORT FORM-Original-Not Negotiable

RECEIVED subject to the classifications and lawfully filed tariffs in effect on the date of issue of this Original Bill of Lading

Shipper's No _____

Carrier PICK-UP (Town and State) _____ SCAC _____ Carrier's No _____

At CUDAHY, WIS 2/24/03 From THE PORKIE CO OF WIS, INC

The property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or a rail-water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading including those on the back thereof set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

(Mail or street address of consignee - For purposes of notification only)

Consigned to FLEMING - MARSHFIELD DIV., 1700 LAEMLE AVE.

Destination MARSHFIELD, WI 54449 State _____ County _____ Delivery Address* _____
(To be filled in only when shipping destination and governing tariffs provide for delivery there)

Route _____

Delivering Carrier _____ Vehicle or Car Initial _____ No _____

C O D \$ _____ Fee _____ Total _____ Remit To _____ C O D charge to be paid by { Shipper Consignee

NO PACKAGES	KIND OF PACKAGE DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	WEIGHT (SUB TO CAR)	CLASS OR RATE	CHECK COL
	Cases Pickled Meats			
	Cases Cooked Meats			
	Cases Olives & Dill Cukes in Boxes			
	Cases Dried Meats			
	Cases Nuts			
	Cases Potato Snacks		100	
273	Cases Bacon Rinds	683	125	
273	TOTAL CASES	683#		
	P.O.#50-0055140			
	48 x 40 PALLETS OUT			
	48 x 40 PALLETS IN			

Subject to Section 7 of conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement
 The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

(Signature of Consignor)

If charges are to be prepaid write or stamp here To be Prepaid

TO BE PREPAID

Received \$ _____ to apply in prepayment of the charges on the property described hereon

Agent or Cashier

Per _____ (The Signature here acknowledges only the amount prepaid)

Charges Advanced

I hereby certify that the following described product, which is offered for shipment, conforms to the U.S. Department of Agriculture inspection and passed by U.S. Department of Agriculture as so marked and that this date is not adulterated or misbranded.

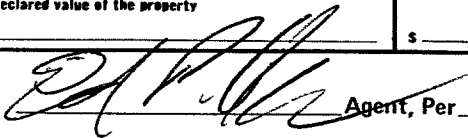
This is to certify that the above named materials are properly classified, described, packaged, marked and labeled and are in proper condition for transportation according to the applicable regulations of the Department of Transportation per _____

If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight
 NOTE - Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property
 The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding _____ per _____

THE PORKIE CO OF WIS, INC Shipper,

Per _____ 3113 E Layton Ave Cudahy, Wis 53110

Permanent post-office address of shipper

 Agent, Per _____

FLEMING COMPANIES, INC.

Check No 904083586

50 937

213

395 Oyster Point Blvd
Suite 415
So San Francisco, CA 94080

JPMORGAN CHASE BANK
6040 TARBELL ROAD

SYRACUSE, NY 13206

CORE-MARK

DATE 2003

RETURN TO: FED UTICA
FOR REASON INDICATED BELOW

DO NOT
REDEPOSIT

AMOUNT \$ *****1,719 90
APR 09 2003

REFER TO MAKER

RETURNED BY:
JPMORGAN CHASE BANK

091000019

TREASURER

Pay to the
Order of

PORKIE CO OF WI
3113 E LAYTON AVE
P O BOX 100346
CUDAHY, WI 53110

⑈904083586⑈ ⑆ 21309379⑆ ⑆ 09668⑈

⑆0000171990⑆ ⑆

⑆0904083586⑈ ⑆ 021309379⑆ 9999999999⑈

⑆0000171990⑆

**WELLS
FARGO**

WELLS FARGO BANK WISCONSIN, N A 127
735 WEST WISCONSIN AVENUE
MILWAUKEE, WI 53201-2057

PORKIE CO INC
PO BOX 346
CUDAHY, WI 53110

H

ITEMS ENCLOSED

1

PAGE 1 OF 1 ACCOUNT CHARGED 0015922561

DATE 04-04-2003

YOUR ACCOUNT HAS BEEN CHARGED FOR THE FOLLOWING ITEM(S) RETURNED UNPAID ITEM(S) MARKED WITH AN (*) HAVE BEEN REDEPOSITED PER INSTRUCTION AND DO NOT AFFECT YOUR ACCOUNT BALANCE

	REASON FOR NON PAYMENT	SEQUENCE #	AMOUNT
DEPOSITORY ACCOUNT# 0015922561			
	REFER TO MAKER	000200115600	1,719 90 -

*This invoice was
paid, but check
was returned mailed
Do not Redeposit.
Copies
attached!
Dodie Co.*

TOTAL CHARGE 1,719 90

TOTAL REDEPOSIT 0 00

SHOULD YOU HAVE ANY QUESTIONS OR REQUIRE ADDITIONAL INFORMATION, PLEASE CALL THE PHONE NUMBER THAT IS LISTED ON YOUR BANK STATEMENT