

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

PROOF OF CLAIM



s161624

In re
Fleming Foods of Texas, LP

Case Number
03-10955

Scheduled Claim Ref # 12-F2-13939
YOUR CLAIM IS SCHEDULED AS
\$1 024 00 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

0354429428314

SACO FOODS INC
PO BOX 620707
MIDDLETON WI 53562

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 (608) **238-9101**

CREDITOR TAX ID #
39-1228517

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 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
 \$ 3622.54 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 3622.54 (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.

FILED
AUG 11 2003
BMC

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 08 2003

DATE SIGNED: 8-5-03
 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):
Robert A. Hermesen (Robert A. Hermesen)

Fleming Companies Claim
 03300

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



saco foods inc.

6120 University Avenue
 PO Box 620707
 Middleton, Wisconsin 53562-0707
 Phone 1-800-373-7226 • FAX (608) 238-8149

INVOICE NO	CUSTOMER PO #
319266	998873
SHIPPING DATE	INVOICE DATE
03/12/03	03/13/03
BROKER	437 ALL SEASONS BROKE

561

2

SOLD TO • FLEMING FOODS (GARLAND)
 P.O. BOX 24750
 OKLAHOMA CITY OK 73124

SHIP TO • STANDARD FRUIT (FLEMING)
 1400 PARKER STREET
 DALLAS TX 75215

TERMS		SHIPPING POINT	SHIP VIA	CAR NO	BILL OF LADING	
2% 10 NET 30		EMPIRE TERMINAL WAREHOU ETW			224643	
QUANTITY	UPC CODE	DESCRIPTION OF ITEM	PRICE	ALLOWANCE	NET PRICE	AMOUNT
80	09006	12/8 OZ DOLCI FRUTTA CHOCOLAT	12.80		12.80	1,024.00
80	TOTAL CASES ORDERED	BANKRUPT		TOTAL AMOUNT OF INVOICE		1,024.00
WEIGHT CUBE	608					
	32					

CPJC012-03 POPS ORDER WED 03/05/03 14 00 PAGE 1
 *** FLEMING PRODUCE CPSO ***

P O NO	998873	DUE DATE	03/12/2003
CUSTOMER	GARLAND	LOAD DATE	03/10/2003
VENDOR	SACO FOODS, INC	PICK UP LOCATION	
DLVD OR FOB	DLVD	SACO FOODS	
PICK UP I D	998873		

ITEM VARIETY	PK & WGT	CNT & SZ	ORDER QTY	VEND QTY	PRICE
DOLCI FRT MELT WAFER	12/8 OZ	12/8 OZ	80		\$ 12 80
TOTAL QTY			80		

END OF REPORT

FLEMING PRODUCE CPSO
** FACSIMILE COVER LETTER **

Date 03/05/03 Time 13 59 00

To ATTN JULIE OR BOB
SACO FOODS, INC

From JGLASER

Re POPS P O 998873

BILL TO
P O BOX 24750
OKLAHOMA CITY, OK 73124

SHIP TO STANDARD FRUIT
1400 PARKER STREET
DALLAS, TX 75215
PHONE 800-428-3600 EXT

Including this cover sheet, you should receive 2 pages

If you have difficulty in receiving this transmission,
please call us at

JOHN - GLASER

AT (972) 906-8324



saco foods inc.

6120 University Avenue
 P.O. Box 620707
 Middleton, Wisconsin 53562-0707
 Phone 1-800-373-7226 • FAX (608) 238-8149

INVOICE NO	CUSTOMER PO #
319322	995409
SHIPPING DATE	INVOICE DATE
03/18/03	03/18/03
BROKER	470 THE PRODUCE CONNECT

348

2

SOLD TO FLEMING FOODS (SOUTHAVEN)
 CTP/MEMPHIS PRODUCT SUPPLY CTR
 P.O. BOX 24810
 OKLAHOMA CITY OK 73124

SHIP TO FLEMING FOODS
 PRODUCE DOCK
 8690 TULANE ROAD
 SOUTHAVEN MS 38671

TERMS		SHIPPING POINT	SHIP VIA	CAR NO	BILL OF LADING	
2% 10 NET 30		SACO FOODS, INC.	USF HOLLAND		21610.00-00	
QUANTITY	UPC CODE	DESCRIPTION OF ITEM	PRICE	ALLOWANCE	NET PRICE	AMOUNT
7	09006	12/8 OZ DOLCI FRUTTA CHOCOLAT	12.80		12.80	89.60
17	09072	72/8 OZ DOLCI FRUTTA SHIPPER	74.80		74.80	1,271.60
24	TOTAL CASES ORDERED	BK	TOTAL AMOUNT OF INVOICE		1,361.20	
WEIGHT CUBE	873.42					

MUST DELIVER TO PRODUCE
 CFA 601-342-4100

24	TOTAL UNITS	TOTAL POUNDS	873.45
SHIPPER	BETS	AGENT, PER	
SACO Foods, Inc	, PER		
PERMANENT POST OFFICE ADDRESS OF SHIPPER		THIS BILL OF LADING IS TO BE SIGNED BY	
P.O. Box 620707 Middleton, WI 53562-0707		SHIPPER & AGENT OF CARRIER	

98

CPJC012-03

POPS ORDER WED 03/12/03 10 39 PAGE 1
 *** FLEMING PRODUCE CPSO ***

P O NO 995409
 CUSTOMER MEMPHIS
 VENDOR SACO FOODS, INC
 DLVD OR FOB DLVD
 PICK UP I D 995409

DUE DATE 03/27/2003
 LOAD DATE 03/24/2003
 PICK UP LOCATION
 SACO FOODS

ITEM VARIETY	PK & WGT	CNT & SZ	ORDER QTY	VEND QTY	PRICE
DOLCI FRT MELT WAFER	12/8 OZ	12/8 OZ	7		\$ 12 80
DOLCI FRT MELT WAFER	72/8 OZ	72/8 OZ	17		\$ 74 80
			TOTAL QTY	24	

END OF REPORT

FLEMING PRODUCE CPSO
** FACSIMILE COVER LETTER **

Date 03/12/03 Time 10 39 00

To ATTN JULIE OR BOB
SACO FOODS, INC

From JGLASER

98

Re POPS P O 995409

BILL TO
P O BOX 24810
OKLAHOMA CITY, OK 73124

SHIP TO
8690 TULANE ROAD
SOUTHAVEN, MS 38671
PHONE 601-342-4100

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JOHN - GLASER

AT (972) 906-8324



saco foods inc.

6120 University Avenue
 PO Box 620707
 Middleton, Wisconsin 53562-0707
 Phone 1-800-373-7226 • FAX (608) 238-8149

457

INVOICE NO	CUSTOMER PO #
319195	702871
SHIPPING DATE	INVOICE DATE
03/06/03	03/06/03
BROKER	655 RITT-BEYER & WEIR,

3

SOLD TO • FLEMING FOODS-SCRIVNER (LACRSE)
 P.O. BOX 26680
 OKLAHOMA CITY OK 73126

SHIP TO • FLEMING FOODS
 SPECIALTY DIVISION
 1607 ST. JAMES ST.
 LACROSSE WI 54601

TERMS		SHIPPING POINT	SHIP VIA	CAR NO	BILL OF LADING	
2% 10 NET 30		SACO FOODS, INC.	MAYFIELD		121381 00-00	
QUANTITY	UPC CODE	DESCRIPTION OF ITEM	PRICE	ALLOWANCE	NET PRICE	AMOUNT
36	04012	2/12 OZ BUTTERMILK	25 44		25.44	915.84
12	08010	2/10 OZ BAKING COCOA	18.10		18.10	217.20
1	03010	2/10-1 OZ HOT COCOA ENVELOPE	12.60		12.60	12.60
7	03056	2/8-.53 OZ NO SUGAR ADDED HO	13 10		13.10	91.70
56	TOTAL CASES ORDERED	TOTAL AMOUNT OF INVOICE			1,237.34	
WEIGHT CUBE	560 30					

TOTAL UNITS		TOTAL POUNDS	
56		560.25	
SHIPPER	BETS		

JACKIE 608-779-3599
 Debbie Vogel 3597

Fleming PO Report

PO Number 702871 Purpose Original
 PO Date 02-18-2003 Delivery Date 03-11-2003
 Ship Method of Paymt Pre-paid by Seller Transport Mode Common Carrier
 FOB Point Code Destination
 Buyer Name Telephone

Bill To FLEMING COMPANIES DUNS 006943773LC00
 Shp To FLEMING LA CROSSE DUNS 006943773LC00
 Vendor SACO FOODS DUNS 0068668490000

UPC Code	Qty Ordered	Qty UofM	List Cost
004175604012	36	Case	\$25 44

Description SACO POWDERED BUTTERMIL

UPC Code	Qty Ordered	Qty UofM	List Cost
004175608010	12	Case	\$15 12 18.10

Description SACO BAKING COCOA

UPC Code	Qty Ordered	Qty UofM	List Cost
004175603010	1	Case	\$12 6

Description SACO HOT COCOA MX-ENVELOP

UPC Code	Qty Ordered	Qty UofM	List Cost
004175603056	7	Case	\$18 096 13.10

Description SACO SF HOT COCOA-ENVELOPE

Totals

Qty Ordered 56 Units
 Weight 611 76 Pound
 PO Total \$1,236 55