

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

PROOF OF CLAIM



s133387

Scheduled Claim Ref # 2-F2 21013

YOUR CLAIM IS SCHEDULED AS

\$32 811 63 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.

Name of Creditor and Address

0354429395576

FOOD INGREDIENTS INC
PO BOX 711
BROOKFIELD WI 53008

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 #
39-1551165

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 \$ 22,581.15 \$ _____ \$ _____ \$ 22,581.15

(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

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).

[Signature] **CRA**

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



03336



800-448-8118 • 262-521-8118 • 262-521-2085 (Fax)
 P O Box 711 • Brookfield, WI 53008-0711
 visit us at www.foodingredientsinc.com

INVOICE NO.	PAGE
00357693	1
INVOICE DATE	
03/26/03	

BILL TO

CRESTWOOD BAKERY
 1710 S 108TH ST
 WEST ALLIS, WI 53214

SHIP TO

CRESTWOOD BAKERY
 1710 S 108TH ST
 WEST ALLIS, WI 53214

ORDER NO.	ORDER DATE	CUSTOMER NO.	LOC	SALES REP		
122164	03/24/03	CRESTW	RD	H		
CUSTOMER P.O. NUMBER		JOB NUMBER		SHIP VIA	PPD / COL	
1467				CUSTOMER TRUCK	Collect	
ITEM NUMBER	DESCRIPTION	QTY. ORDERED	QTY. SHIPPED/RETURNED	UNIT PRICE	UOM	EXTENDED PRICE
			QTY. BACKORDERED		DISC%	
50#	GRAN BIG CH	100 00	100 00	15 925	EA	
50#	GRAN BIG CHIEF	50/P				1,592 50
	A94450					
50#	PDR VELVET	200 00	200 00	17 425	EA	
50#	PDR VELVET	50/P				3,485 00
	A 000	SW 214				
50#	FONDANT & I	100 00	100 00	18 350	BG	
50#	FONDANT & ICING	SPRECKELS				1,835 00
	A28500	45/P				
42/43	60# S S	24 00	24 00	14 118	EA	
42/43	CORN SYRUP S S	60# 24/P				338 83
	A65850					
HI-HEAT	MSNF	2 00	2 00	58 000	EA	
HI HEAT	MSNF	50#				116 00
	A7050	45/P				
DAIRY PRO	2300	50 00	50 00	38 500	EA	
DAIRY PRO	2300	50/P 50#				1,925 00
	A60150					
BAKINGPOWDER	240	4 00	4 00	22 500	EA	
BAKING POWDER	2400	50/50#				90 00
	A86750					
REGULAR ROLLED		10 00	10 00	13 700	EA	
OATS REG #5	50#	40/P				137 00
	A48750	LACPOSSE MILLING				
PALLETS		11 00	11 00	7 000	EA	

COMMENTS

SALES AMOUNT
 MISC HANDLING
 SHIPPING/FREIGHT
 SALES TAX
 TOTAL
 AMOUNT RECEIVED

TERMS

BALANCE DUE



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122164	03/24/03	CRESTW	RD	H	
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1467			CUSTOMER TRUCK	Collect	
ITEM NUMBER DESCRIPTION	QTY. ORDERED	QTY. SHIPPED/RETURNED QTY. BACKORDERED	UNIT PRICE	UOM DISC%	EXTENDED PRICE

PALLET CHARGE

77 00

OMMENTS IF PAID BY 04 05 03 YOU MAY PAY NET
 \$9458 08 DISCOUNT ON SUGAR ONLY

TERMS NET 10 DAYS

SALES AMOUNT	9,596 33
MISC HANDLING	00
SHIPPING/FREIGHT	00
SALES TAX	00
TOTAL	9,596 33
AMOUNT RECEIVED	00
BALANCE DUE	9,596 33



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03/19/03	

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 1710 S 108TH ST
 WEST ALLIS, WI 53214

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ORDER NO.	ORDER DATE	CUSTOMER NO.	LOC	SALES REP
122036	03/17/03	CRESTW	RD	H

CUSTOMER P.O. NUMBER	JOB NUMBER	SHIP VIA	PPD / COL
1449		CUSTOMER TRUCK	Collect

ITEM NUMBER DESCRIPTION	QTY. ORDERED	QTY. SHIPPED/RETURNED		UNIT PRICE	UOM DISC%	EXTENDED PRICE
			QTY. BACKORDERED			
50# GRAN SATIN	196 00	196 00		15 925 EA		
50# GRAN WHITE SATIN A77900 49/P						3,121 30
50# PDR VELVET	150 00	150 00		17 425 EA		
50# PDR VELVET A 00 SW 214	50/P					2,613 75
50# FONDANT & I	150 00	150 00		18 350 BG		
50# FONDANT & ICING SPRECKELS A28500 45/P						2,752 50
50# SANDING	50 00	50 00		21 890 EA		
50# SANDING SUGAR 50/P A74600 UNITED SW 146						1,094 50
22/24% RED DUT	10 00	10 00		113 500 EA		
22/24% RED DUT/ POR22G9 A61600 40/P	50#					1,135 00
DAIRY PRO 2300	50 00	50 00		38 500 EA		
DAIRY PRO 2300 A60150	50/P 50#					1,925 00
CLEAR JEL 50#	3 00	3 00		44 480 BG		
CLEAR JEL A27250	50# 45/P					133 44
MELO JEL 50#	3 00	3 00		8 975 BG		
MELO JEL A19700 TH 305	50# 45/P					26 93
TOP FLO SALT	30 00	30 00		6 080 EA		

COMMENTS

SALES AMOUNT	
MISC HANDLING	
SHIPPING/FREIGHT	
SALES TAX	
TOTAL	
AMOUNT RECEIVED	

ERMS

BALANCE DUE



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122036	03/17/03	CRESTW	RD	H				
CUSTOMER P.O. NUMBER		JOB NUMBER	SHIP VIA	PPD / COL				
1449			CUSTOMER TRUCK	Collect				
ITEM NUMBER	DESCRIPTION	QTY. ORDERED	QTY. SHIPPED/RETURNED	QTY. BACKORDERED	UNIT PRICE	UOM	DISC%	EXTENDED PRICE

TOP FLO SALT	80#	30/P	182	40
A969	CARGILL			

*5-7
 Don't call
 Du Bred*

OMMENTS	IF PAID BY 03 29 03 YOU MAY PAY NET \$12793 18 DISCOUNT ON SUGAR ONLY	SALES AMOUNT	12,984 82
		MISC HANDLING	00
		SHIPPING/FREIGHT	00
		SALES TAX	00
		TOTAL	12,984 82
		AMOUNT RECEIVED	00
ERMS	NET 10 DAYS	BALANCE DUE	12,984 82