

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

PROOF OF CLAIM



s136655

Scheduled Claim Ref # 2-F2-24281

YOUR CLAIM IS SCHEDULED AS

\$3 347 36 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

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.

Name of Creditor and Address

0354429427620

ROSEBUD FARM
P O DRAWER 601
DOLTON IL 60419 0601

Creditor Telephone Number ()

CREDITOR TAX I D #

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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 3,347.36 (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)(5)
- 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

SEP 11 2003

BMC

Fleming Companies Claim



03359

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)

WARREN E. POTTS - MANAGER

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

ROSEBUD FARM



August 7, 2003

Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

Name Fleming Companies
Case No 03-10945

Gentlemen

In our efforts to supply the required data to support our UNSECURED CLAIM for \$3,347 36, we respectfully submit the following to the court

- All the signed invoices dated March 17, 19, 24, 28 and March 31, which support the \$3,347 36 figure
- A copy of our Open Receivables Report, showing all open bills in their file

I would very much appreciate your acknowledgement of this claim filing I have enclosed a self-addressed envelope and a copy of this Proof of Claim for that purpose

If I can be of any further assistance, please contact me direct at 773-264-2634

Thank you

A handwritten signature in black ink, appearing to read 'W E Potts'. The signature is stylized and includes a long horizontal flourish extending to the right.

W E Potts

WEP/sb

OPEN RECEIVABLES

Open Receivables Report

Customer Name	Invoice No	Invoice Date	Original Invoice	Payments	Adjust	Current	7 Day	14 Day	21 Day	21 Day +	Days
FESTIVAL FOOD #018865 SAFENAY	12223	03/17	448 96		00	00				448 96	137
	12699	03/19	439 75		00	00				439 75	137
	13453	03/24	585 38		00	00				585 38	121
	-14228	03/28	1033 18		00	00				1033 18	-128
	14651	03/31	840 07		00	00				840 07	155
						00	00	00	00	3347 36	3347 36

Total for this Report 3,347 36

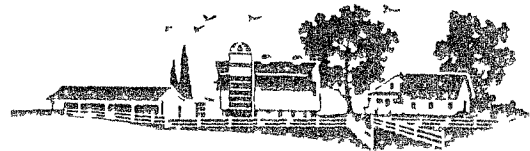
SIGNED UNPAID INVOICES

ROSEBUD FARM

P.O. Drawer 601

Dolton IL 60419 0601

(773) 928 5331



SOLD TO FESTIVAL FOOD HOLDINGS CATERING
185 N KENNEDY
BOURBONNIAIS, IL 60914

INVOICE # 17223
DATE 03/17, 2003
CUSTOMER # 0195
ROUTE # 15
STOP # 01

01 MANAGER PATT
(815) 532 0600

QTY ORDERED	QTY ORDERED	UNIT	STOCK NUMBER	PRODUCT DESCRIPTION	WEIGHT OR QUANTITY	PRICE	PER	AMOUNT
1	1	BX	04133	ROSEBUD SMOKED PIC TAILS	50	1 5420	LB	46 26
1	1	BX	04150	ROSEBUD SMOKED TURKEY DRUMS	30	7620	LB	22 86
1	1	BX	04151	ROSEBUD SMOKED TURKEY WINGS	30	7620	LB	22 86
1	1	BX	04210	PIG TAILS FROZEN	30	8120	LB	24 36
1	1	BX	04213	PORK STOMACHS FROZEN	30	5020	LB	15 06
4	4	BX	01026	FORK NECKBONES	120	3020	LB	36 24
1	1	BX	04212	PIG FEET - FROZEN	30	3520	LB	10 54
1	1	BX	09102	KRECHMER BAVARIAN QUARTER HALL	43 30	1 9020	LB	95 02
2	2	BY	02801	BULK TURKEY DRUMS-FZ LAYER	60	3420	LB	20 52
3	3	BY	02802	TOM TURKEY WINGS - FZ LAYER	90	2720	LB	24 48
1	1	BY	02803	TOM TURKEY NECKS - FZ LAYER	30	3320	LB	9 66
1	1	BY	00844	FARM FRESH WING DRUMMETS	36 65	1 5370	LB	50 33
1	1	BY	00812	FARM FRESH HEARTS & GIZZARDS	37 65	6770	LB	25 40
1	1	BY	00860	FARM FRESH SLOWING/BAKING HENS	37 63	8920	LB	33 57
1	1	BY	00813	FARM FRESH LIVER IN CAPE	21 55	6770	LB	14 59
21	Total	Bxs		Total Weight	656 78			

Jeremy Stewart

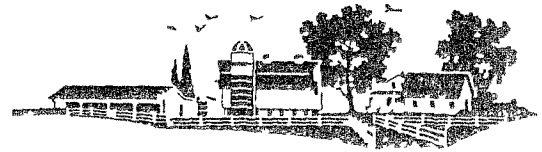
etl ery time (In 12 / Out 35) BY _____ TOTAL 448 96
Account Type CHARGE RECEIVED ABOVE IN GOOD CONDITION

ROSEBUD FARM

P.O. Drawer 601

Dolton IL 60419 0601

(773) 928 5331



SOLD TO FESTIVAL FOOD #014945 (ATELLY)
18E N KENNEDY
BOUFBONHILL IL 60511

INVOICE # 12699
DATE 03/14/2003
CUSTOMER # 0195
ROUTE # 15
STOP # 01

MANAGER PHIL
(773) 928-0600

QTY SHIPPED	QTY ORDERED	UNIT	STOCK NUMBER	PRODUCT DESCRIPTION	WEIGHT OR QUANTITY	PRICE	PER	AMOUNT
1	1	PY	04132	ROSEBUD SMOKED PORK NECKBONES	30	6920	LB	20 76
4	4	BX	04307	GUSTO COUNTRY STYLE BACON	120	1 4220	LB	170 24
1	1	BX	07819	WHITING H & G 10/5# BOXES	50	6920	LB	34 60
2	2	BX	04026	PORK NECKBONES	60	3070	LB	18 12
2	2	BX	02802	TOM TURKEY WINGS - F/ 1A/EP	60	2720	LB	16 32
10	10	BX	04955	AMITY RTB TIPS - 10# BOXES	100	8520	LB	85 20
2	2	BX	01009	MOOS (NO SIDES) 2 3/4#	136	6920	LB	94 11
25	Total			Total Weight	556	00		

John Magrini

Delivery Time (In 1 20 Hours) 1 45
Amount Type CHARGE

BY _____ TOTAL

RECEIVED ABOVE IN GOOD CONDITION

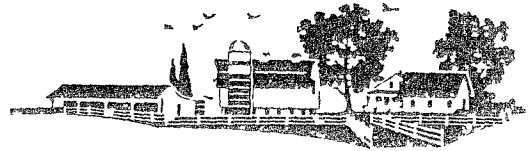
439 71

ROSEBUD FARM

P.O. Drawer 601

Dolton IL 60419 0601

(773) 928 5331



SOLD TO FESTIVAL FOOD #010375 GAILDIA /
 25 N KENNEDY
 JOURNONSILLAS IL 60944

INVOICE # 1345
 DATE 03/24/2013
 CUSTOMER # C175
 ROUTE # 15
 STOP # 01

01 MANAGER HILL
 015 032-0500

QTY SHIPPED	QTY ORDERED	UNIT	STOCK NUMBR	PRODUCT DESCRIPTION	WEIGHT OP QUANTITY	PRICE	PER	AVG #11
1	2	RX	04307	CUSTO COUNTRY STYLE BACON	50	1 5500	LB	93 00
1	2	BY	07524	BREADED CATFISH NUGGETS 15/2#	50	1 5020	LB	90 12
1	3	BY	04026	POPK NECKBONES	90	3020	LB	27 18
1	1	EX	01212	P16 PFI. FROZEN	30	3720	LB	11 12
1	1	PX	04027	POPE S SMOKED BUTTS	30	1 5820	LP	47 46
1	3	BX	02801	BULK TURKEY DRUMS-FZ LAYER	90	7420	LB	30 78
1	2	BX	02902	TOM TURKEY WINGS - FZ LAYER	60	2720	LB	16 32
1	10	RX	01955	WHILE P/B TIPS 10# BOXES	100	8520	LB	25 20
1	1	BY	00844	FARM FRESH WING DRUMETTES	27 02	1 5270	LB	56 50
1	2	BY	01009	WOG'S (NO GIBS) 2 3/4#	132	6520	LP	35 02
1	1	RX	02803	TOM TURKEY NECKS - FZ LAYER	30	3720	LP	9 26
1	2	BX	04252	ROSE S POPK SAUSAGE LINKS	20	1 5620	LB	31 24
30	6641	Bx		Total weight	739 02			

Handwritten signature

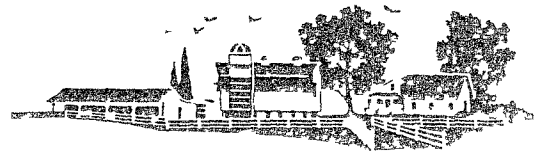
Delivery Time (In 20) (Out 33) BY _____ TOTAL \$45 28
 Payment Type CHARGE RECEIVED ABOVE IN GOOD CONDITION

ROSEBUD FARM

P.O. Drawer 601

Dolton IL 60419 0601

(773) 928 5331



SHLD TO FESTIVAL FOOD #012345 CATEWAY
185 N KENNEDY
BOURBONNAIS, IL 60914

INVOICE # 14228
DATE 03/28/2003
CUSTOMER # 0195
ROUTE # 15
STOP # 01

CALL MANAGER PHIL
(815) 932-0490

QTY SHIPPED	QTY ORDERED	UNIT	STOCK NUMBER	PRODUCT DESCRIPTION	WEIGHT OR QUANTITY	PRICE	FFR	AMOUNT
3	3	BX	04132	ROSEBUD SMOKED PORK NECKBONES	90	7120	LB	64 08
1	1	BX	04133	ROSEBUD SMOKED PIG TAILS	30	5420	LB	46 26
1	1	BX	04151	ROSEBUD SMOKED TURKEY WINGS	30	7620	LB	22 86
1	1	BX	04151	ROSEBUD SMOKED TURKEY WINGS	30	7620	LB	22 86
1	1	BX	04152	ROSEBUD SMOKED TURKEY NECKS	30	9520	LB	29 56
5	5	BX	04131	ROSEBUD SMOKED PORK HOCKS	150	7920	LB	118 80
2	2	BX	04213	PORK STOMACHS FROZEN	60	5020	LB	30 12
1	1	BX	07526	BREADED CATFISH NUGGETS 15'2#	30	5020	LB	45 06
1	1	BX	07819	WHITTING H. @ 10/5# BOXES	50	6920	LB	34 60
2	2	BX	04026	PORK NECKBONES	60	3020	LB	18 12
2	2	BY	04212	PIG FEET - FROZEN	60	3720	LB	22 32
1	1	BY	07152	KRECHMER BAVARIAN QUARTER HAM	86 80	1 9820	LB	172 04
1	1	BY	07151	KRECHMER BAVARIAN HALF HAM	41 90	1 9020	LB	79 69
5	5	BX	02802	TOM TURKEY WINGS - FZ LAYER	150	2720	LB	40 80
2	2	BY	01009	WDS (NO GIBS) 2 3/4#	132	6520	LB	86 06
2	2	BX	02801	BULK TURKEY DRUMS-FZ LAYER	60	3420	LB	20 52
2	2	BY	02803	TOM TURKEY NECKS - FZ LAYER	60	3320	LB	19 92
5	5	BY	04955	AMITY PIG TIPS - 10# BOXES	50	8520	LB	42 60
1	1	BY	00844	FARM FRESH WING DRUMETTES	34 92	1 5370	LB	53 67
1	1	BY	00843	FARM FRESH SIFWING BAKING HENS	31 95	8920	LB	28 50
1	1	BY	00812	FARM FRESH HEARTS & GIZZARDS	28 75	6770	LB	19 46
1	1	BX	00813	FARM FRESH LIVER IN CUPS	24 05	6770	LB	16 38
43	Total	Bxs		Total Weight	1320 37			

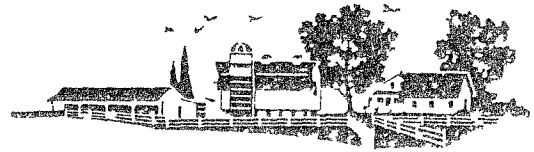
Delivery Time (In _____) (Out _____) BY _____ TOTAL 1037 18
Account Type CHARGE RECEIVED ABOVE IN GOOD CONDITION

ROSEBUD FARM

P.O. Drawer 601

Dolton IL 60419 0601

(773) 928 5331



SOLD TO FESTIVAL FOOD #018924 GATEWAY
185 N KENNEDY
BOUFBONNIAS, IL 60914

INVOICE # 14_51
DATE 03 31/-003
CUSTOMER # 0195
ROUTE # 15
STOP # 01

(1) MANAGER PHIL
(815) 932-0600

QTY SHIPPED	QTY ORDERED	UNIT	STOCK NUMBER	PRODUCT DESCRIPTION	WEIGHT OR QUANTITY	PRICE	PER	AMOUNT
2	2	BY	04212	PIG FEET FROZEN	60	3720	LB	22 32
2	2	BY	04252	ROSE'S PORK SAUSAGE LINKS	20	1 5620	LB	31 24
2	2	BY	04213	PORK STOMACHS FROZEN	60	5020	LB	30 12
5	5	BY	04955	AMITY PIB LIPS 10# BOXES	50	8520	LB	42 50
1	1	BY	07819	WHITING P % G 10/5# BOXES	50	4920	LB	34 60
1	1	BY	07526	BREADED CATTLE NUGGETS 15/2#	30	1 5020	LB	15 06
2	2	BY	02801	BULK TURKEY DRUMS - F7 LAYER	60	3420	LB	20 52
2	2	BY	02802	TOM TURKEY WINGS - F7 LAYER	60	2720	LB	24 48
2	2	BY	02803	TOM TURKEY NECKS - F7 LAYER	60	3320	LB	19 92
2	2	BY	01009	WINGS (NO GIBS) 2 2/4#	100	6420	LB	54 45
1	1	BY	00863	FARM FRESH STEWING, BAKING HENS	34 59	9920	LB	30 85
1	1	BY	00813	FARM FRESH LIVER IN CURS	24 55	6770	LB	16 42
1	1	BY	00844	FARM FRESH WING DRUMMETTES	16 22	1 5370	LB	55 67
5	5	BY	04026	POPK NECKBONES	150	3020	LB	45 00
2	2	BY	04131	ROSEBUD SMOKED PORK HOCKS	90	7520	LB	67 68
1	1	BY	04133	ROSEBUD SMOKED PIG TAILS	30	1 5420	LB	46 76
1	1	BY	04150	ROSEBUD SMOKED TURKEY DRUMS	30	9020	LB	27 06
1	1	BY	04132	ROSEBUD SMOKED TURKEY LIVERS	20	7520	LB	28 56
1	1	BY	04153	ROSEBUD SMOKED TURKEY TAILS	30	8720	LB	26 16
2	2	BY	04307	CUSTO COUNTRY STYLE BACON	90	1 5520	LB	129 60
40	Total	By		Total Weight	1158 36			

Phil Jennings

Delivery Time In 1 30 (Out 1 35) BY _____ TOTAL 840 00
 count Type CHARGE RECEIVED ABOVE IN GOOD CONDITION