

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

PROOF OF CLAIM



612580

Bar Date Ref # 2-NVM-78435

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.

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

0354653612580

Mulberry Farms Inc
PO Box PO Box 3271
Gainesville GA 30503

Creditor Telephone Number ()

CREDITOR TAX ID #
58-1898929

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
F-09

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 \$ **2,160.00** (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 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 12 2003
BMC

DATE SIGNED
08-06-03

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)
William M. Gillen Pres.
William M. Gillen, PRES.

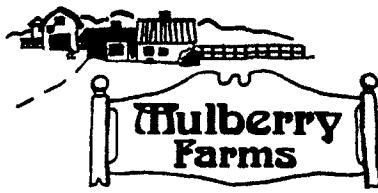
Fleming Companies Claim
 03459

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

MULBERRY FARMS, INC

PO BOX 3271
 GAINESVILLE GA 30503 3271
 PH 770 534 0207 FAX 770 287 8412



INVOICE NO

167967

INVOICE

(SAME UNLESS OTHERWISE INDICATED)

SOLD TO CTP/WARSAW DIVISION
 P.O. BOX 268854
 FLEMING COMPANIES
 OKLAHOMA CITY

SHIP TO CTP/WARSAW DIVISION
 1018 HIGHWAY 117 SOUTH
 BOX 565
 WARSAW, NC 28390

OK 73126-8854

Page 1

ACCOUNT NO.	SALESMAN NO.	PURCHASE ORDER NO.	SHIP VIA	COL	PPD	DATE SHIPPED	TERMS	INVOICE DATE
F09	1	501586-WA	FFE			03/07/03		03/07/03

QTY. ORDERED	QTY. SHIPPED	QTY. B/O	ITEM NO.	DESCRIPTION	UNIT PRICE	DISC %	EXTENDED PRICE
50	2000		CF040	CHICKEN FEET (40#)	1.08	0	2160.00

PALLETS IN _____ PALLETS OUT _____

Thank You!

SALE AMOUNT	2160.00
MISC CHARGES SALES TAX FREIGHT	
TOTAL	2160.00

Action Food Sales
Mindy Oliver

6130 Harris Technology Blvd
Charlotte, NC 28269-3731
Tel. 704 549. 1116
Fax 704. 599 3441

Date. 2/19/2003

Shelly M. H

TO. **Mulberry Farms**
FAX: 770-287-8412

(704) 549-8500

PO# 501586-WA

DELIVERY
DATE 2/28/2003

SHIP TO: Fleming, Warsaw NC

ITEM NO	FL NO	ITEM DESCRIPTION	SIZE	QTY	COST
33217	58016	Cavendish Ham Browns	12/2.13		
35106	58007	Cavendish Hash Browns	24/22.5		
39685	58009	Yam Patties-Tray Pk	12/1 lb		
96168		Yam Patties			
83841	59999	Frozen Chicken Feet	40 lb.	50	\$43 20
TOTAL:				50	

#



Snap off

CARBONLESS FORM 3841

NO CARBON REQUIRED

BILL OF LADING, TRIPLICATE

ALTERNATE STRAIGHT BILL OF LADING—SHORT FORM—ORIGINAL—NOT NEGOTIABLE

Name of Carrier: F.F.E Carrier's No. _____ Date: 3/1/03 Shipper's No. _____

TO Consignee: Fleming Foods FROM Shipper: _____

Street: 1018 Highway 117 South Mulberry Farms, Inc

Destination: Warsaw, NC Zip Code: _____

PO # 501586-WA

Vehicle No _____

No. Shipping Units	Kind of Package	Description of Articles	Special Marks and Exceptions	*Weight (Sub to Corr)	RATE	✓	CHARGES
50cs	(F040	Chicken Feet	(40#)	2000.00			

REMIT C O D TO ADDRESS _____ C O D AMT _____ C O D FEE PREPAID COLLECT \$ _____ TOTAL CHARGES \$ _____

* 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 carriers 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 _____

Subject to Section 7 of conditions 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 charges.

Freight Charges: Check Appropriate Box Freight prepaid Collect

(Signature of Consignor) _____

RECEIVED subject to the classifications and lawfully filed tariffs in effect on the date of the issue of receipt by the carrier of the property described in the Original Bill of Lading property described above in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated above by 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 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 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 hereon shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof if this is a motor carrier 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 set forth in the classification or tariff which governs the transportation of shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

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 applicable regulations of the Department of Transportation.

Shipper Per: [Signature] Agent Per: _____

Permanent post office address of shipper: _____

Designate Hazardous Material: _____

For further details on TP, see DOT HAZARDOUS MATERIAL Regulations 49 CFR Part 173