

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

PROOF OF CLAIM



565086

Bar Date Ref # 2-NVM-23784

In re
FLEMING COMPANIES, INC, et al,

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

**FILED
AUG 11 2003
BMC**

Name of Creditor and Address

0354653565086

Fairbanks Reconstruction Corp
PO Box 8500-54062
Philadelphia PA 19118

*PO Box 170
ASHVILLE, NY 14710*

Creditor Telephone Number *(716) 782-2000*

CREDITOR TAX I D #
16-1352405

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 *3/22/03, thru 3/29/03* **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *64,264.67* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *64,264.67* (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 11 2003

BMC

DATE SIGNED *8/6/2003* 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)
Rickey G. Fahle, President

Filing Companies Claim

03934

03934

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

Route 474
PO Box 170
Ashville
New York 14710

Phone (716) 782-2000
Phone (800) 628-3276
FAX (716) 782 2900

INVOICE TYPE
REGULAR

CUSTOMER NO
99175

NUMBER
17090

INVOICE
DATE
03 29 03
MO DAY YR

PAGE 1

Order No: 15140
Route: 13
Stop: 4
PO: 712145

FLEMING MINNEAPOLIS
3501 MARSHALL STREET
MINNEAPOLIS, MN 55418

612-782-4466

FLEMING COMPANIES

P O BOX 26680
OKLAHOMA CITY, OK 73126

Slot	Qty	Pack Size	Description	Weight	Unit Price	Amount	Item Code
	35	16	CR3167 FLEMING GROUND SIRLOIN 1	617 90	1 9400	1198 73	88081
	10	12	CR1020 FLEMING GROUND SIRLOIN 2	241 70	1 9200	464 06	88082
	15	16	CR3167 FLEMING GROUND ROUND 1#	271 80	1 6600	451 19	88083
	15	12	CR1020 FLEMING GROUND ROUND 2#	360 60	1 6400	591 38	88084
	10	4	WHITE FLEMING GROUND ROUND 5#	207 60	1 6100	334 24	88085
	20	12	1177P FLEMING GR RND PATTY 1	246 40	1 8100	445 98	88086
	27	16	CR3167 FLEMING 75/25 GR BEEF 1	516 20	1 4600	753 65	88087
	20	12	CR1020 FLEMING 75/25 GR BEEF 2	487 40	1 4400	701 86	88088
	10	4	WHITE FLEMING 75/25 GR BEEF 5	206 30	1 4100	290 88	88089

INVOICE SUBTOTAL

\$5231 97

TOTALS

3155 90

INVOICE TOTAL

\$5,231 97

Please Remit To:
FAIRBANK RECONSTRUCTION CORP
P. O. BOX 8500-54062
PHILADELPHIA, PA 19178

USDA Government Inspected Product

Received and Accepted by

Date

3/30

541

ACCOUNTING COPY

Route 474
PO Box 170
Ashville
New York 14710

Phone (716) 782 2000
Phone (800) 628 3276
FAX (716) 782 2900

INVOICE TYPE		CUSTOMER NO		INVOICE NUMBER		DATE	
REGULAR		99175		17036		03 26 '03	
							PAGE 1

Order No: 14900 FLEMING MINNEAPOLIS
Route 15 3501 MARSHALL STREET
Stop 2 MINNEAPOLIS, MN 55418
PO 708231

612-782-4466

FLEMING COMPANIES
P O BOX 26680
OKLAHOMA CITY, OK 73126

Slot	Qty	Pack	Size	Description	Weight	Unit Price	Amount	Item Code
	100	1	12/5#	FLEMING 73% GR BEEF CHUB	6000 00	1 0800	6480 00	80439
	80	16	CR3167	FLEMING GROUND SIRLOIN 1	1400 80	2 0100	2815 61	88081
	53	12	CR1020	FLEMING GROUND SIRLOIN 2	1305 60	1 9900	2598 14	88082
	120	16	CR3167	FLEMING GROUND ROUND 1#	2133 60	1 7200	3669 79	88083
	71	12	CR1020	FLEMING GROUND ROUND 2#	1746 40	1 7000	2968 88	88084
	45	4	WHITE	FLEMING GROUND ROUND 5#	968 70	1 6700	1617 73	88085
	20	12	1177P	FLEMING GR RND PATTY 1	244 70	1 8700	457 59	88086
	75	16	CR3167	FLEMING 75/25 GR BEEF 1	1344 00	1 5100	2029 44	88087
	67	12	CR1020	FLEMING 75/25 GR BEEF 2	1650 20	1 4900	2458 80	88088
	61	4	WHITE	FLEMING 75/25 GR BEEF 5	1304 50	1 4600	1904 57	88089

INVOICE SUBTOTAL

\$27000 55

692

TOTALS

18098 50

INVOICE TOTAL

NET 7 DAYS

\$27,000 55

Please Rebill To:
FAIRBANK RECONSTRUCTION CORP
P.O. BOX 8300-84062
PHILADELPHIA, PA 19178

USDA Government Inspected Product

Received and Accepted by

J. D. Dubeck

Date

3-28-03

168029

*18 pallets
In + out*

REGAL

514



Route 474
PO Box 170
Ashville
New York 14710

Phone (716) 782 2000
Phone (800) 628 3276
FAX (716) 782 2900

INVOICE		
INVOICE TYPE REGULAR	CUSTOMER NO 99175	NUMBER 17033
		DATE 03 26 03 MO DAY YR

Order No 14899 FLEMING MINNEAPOLIS
Route 13 S 3501 MARSHALL STREET
Stop 4 P MINNEAPOLIS, MN 55418
PO 708230 O

612-782-4460 FLEMING COMPANIES
P O BOX 26680
OKLAHOMA CITY, OK 73126

Slot	Qty	Pack	Size	Description	Weight	Unit Price	Amount	Item Code
	60	1	12/5#	FLEMING 73% GR BEEF CHUB	3600 00	1 0800	3888 00	80439
	50	16	CR3167	FLEMING GROUND SIRLOIN 1	871 80	2 0100	1752 32	88081
	25	12	CR1020	FLEMING GROUND SIRLOIN 2	614 70	1 9900	1223 25	88082
	80	16	CR3167	FLEMING GROUND ROUND 1#	1433 40	1 7200	2465 45	88083
	50	12	CR1020	FLEMING GROUND ROUND 2#	1227 20	1 7000	2086 24	88084
	25	4	WHITE	FLEMING GROUND ROUND 5#	537 70	1 6700	897 96	88085
	50	12	1177P	FLEMING GR RND PATTY 1	611 60	1 8700	1143 69	88086
	60	16	CR3167	FLEMING 75/25 GR BEEF 1	1071 70	1 5100	1618 27	88087
	45	12	CR1020	FLEMING 75/25 GR BEEF 2	1104 50	1 4900	1645 71	88088
	25	4	WHITE	FLEMING 75/25 GR BEEF 5	537 20	1 4600	784 31	88089

INVOICE SUBTOTAL \$17505 20
470 TOTALS 11609 80
INVOICE TOTAL NET 7 DAYS \$17,505 20

Please Remit To.
FAIRBANK RECONSTRUCTION CORP
P. O. BOX 8500-54062
PHILADELPHIA, PA 19178

USDA Government Inspected Product

Received and Accepted by *Shirley Remick* Date 3-26-03

553

Route 474
PO Box 170
Ashville
New York 14710

Phone (716) 782-2000
Phone (800) 628 3276
FAX (716) 782 2900

INVOICE

REWARDICETYPE

CUSTOMER ID

16978

03 22 03

16978

3 22 03
MO DAY YR

PAGE

Order # FLEMING MINNEAPOLIS
Route: 31 3501 MARSHALL STREET
Stop 2 MINNEAPOLIS, MN 55418
PO 708229

612-782-4466

FLEMING COMPANIES

P O BOX 26680
OKLAHOMA CITY, OK 73126

Slot	Qty	Back	Size	Description	Weight	Unit Price	Amount	Item Code
60	1		12/5#	FLEMING 73% GR BEEF CHUB	3600 00	1 0800	3888 00	80439
35	16		CR3167	FLEMING GROUND SIRLOIN 1#	616 10	2 0100	1238 36	88081
20	12		CR1020	FLEMING GROUND SIRLOIN 2#	480 90	1 9900	956 99	88082
60	16		CR3167	FLEMING GROUND ROUND 1#	1140 70	1 7200	1962 00	88083
47	12		CR1020	FLEMING GROUND ROUND 2#	1147 60	1 7000	1950 92	88084
20	4		WHITE	FLEMING GROUND ROUND 5#	427 00	1 6700	713 09	88085
30	12		1177P	FLEMING GR RND PATTY 1#	368 10	1 8700	688 35	88086
40	16		CR3167	FLEMING 75/25 GR BEEF 1#	716 00	1 5100	1081 16	88087
35	12		CR1020	FLEMING 75/25 GR BEEF 2#	846 60	1 4900	1261 43	88088
25	4		WHITE	FLEMING 75/25 GR BEEF 5#	538 80	1 4600	786 65	88089

INVOICE SUBTOTAL

\$14526 95

372

TOTALS

9881 80

INVOICE TOTAL

NET 7 DAYS

\$14,526 95

Please Bill To:
FAIRBANK RECONSTRUCTION CORP
P.O. BOX 8500-54062
PHILADELPHIA, PA 19178

USDA Government Inspected Product

Received and Accepted by

481 B.M.

Date

3-23-03

PRO NUMBER 128866
PALLETS IN 10 PALLETS OUT 10
AMOUNT OF PRODUCT RECEIVED IN
GOOD CONDITION 372
EXCEPTIONS 0
SIGNATURE _____

539