

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

PROOF OF CLAIM



610066

Bar Date Ref # 2-NVM-75890

In re
FLEMING COMPANIES, INC.

Case Number
3-10945 (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.

Name of Creditor and Address

0354653610066

Karlin Food Products
Dept 3729
135 S LaSalle St
Chicago IL 60674

Creditor Telephone Number () **847-441-8330**

CREDITOR TAX I D #
36-36-3822666

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 3/6/03 and 3/19/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 37,992.85 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 37,992.85 (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 \$200 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

FILED
THIS SPACE FOR COURT USE ONLY
AUG 14 2003
BMC

DATE SIGNED August 11, 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)

[Signature] Mitchell Karlin, President

Fleming Companies Claim
 03961

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

INVOICE

KARLIN FOOD PRODUCTS, INC.

1845 Oak St - Suite 19 Northfield IL 60093

Phone 847-441-8330
 FAX 847-441-8640

Phone Orders
 847-441-8330

Remit To 135 S LaSalle Dept 3729 Chicago IL 60674-3729

Invoice No D70678

Invoice Date Mar 6, 2003

Sold To

FLEMING COMPANIES, INC
 CTP/GARLAND DIVISION
 P O Box 24750
 Oklahoma City, OK 73124-4750

Ship To

FLEMING COMPANIES, INC
 GARLAND DIVISION
 2600 Mc Cree Road
 Garland, TX 75046

YOUR ORDER	DATE SHIPPED	SHIPPED VIA	F O B	TERMS	PAGE
283844	Mar 6, 2003	CH ROBINSON	Ashton, IL	2% 10, Net 30 Days	1

CASES	ITEM NO	DESCRIPTION	UNIT PRICE	EXTENSION
512	00003	24/7 25oz CHEF KARLIN Macaroni & Cheese	6 00	3 072 00
96	00011/RDY	12/14oz CHEF KARLIN Deluxe Macaroni and Cheese-RDY	12 45	1,195 20
120	00015	12/12floz CHEF KARLIN Louisiana Style Hot Sauce	7 55	906 00
60	00106	48/2pk CHEF KARLIN Onion Recipe Soup	20 85	1,251 00
288	00211/RDY	12/12oz CHEF KARLIN Deluxe Shells and Cheddar	12 45	3,585 60
72	00420	24/8oz CHEF KARLIN Cheeseburger Macaroni Skillet Dinner	16 32	1,175 04
54	00421	20/7 75oz CHEF KARLIN Lasagne Skillet Dinner	13 60	734 40
150	00422	12/10floz CHEF KARLIN Soy Sauce	7 55	1,132 50
150	00423	12/10floz CHEF KARLIN Worcestershire Sauce	7 55	1,132 50
96	00437	12/13 3oz CHEF KARLIN Mashed Potatoes	8 70	835 20
54	01420	20/6 75oz CHEF KARLIN Beef Pasta Skillet Dinner	13 60	734 40
80	02437	12/5oz CHEF KARLIN Scalloped Potatoes	7 45	596 00
54	03420	20/8oz CHEF KARLIN Stroganoff Skillet Dinner	13 60	734 40
120	03437	12/7 6oz CHEF KARLIN Roasted Garlic Mashed Potatoes	7 45	894 00
Total Invoice Amount If Paid			Apr 5, 2003	\$17 978 24
Discount (If Applicable)				359 56
NET AMOUNT DUE			Mar 16, 2003	0 00

**ALL CLAIMS MUST BE MADE WITHIN FIVE (5) DAYS OF RECEIPT OF GOODS
 NO DEDUCTIONS ALLOWED WITHOUT ACCOMPANYING BACK UP**

INVOICE

KARLIN FOOD PRODUCTS, INC.

1845 Oak St - Suite 19 Northfield IL 60093

Phone 847-441-8330
 FAX 847-441-8640

Phone Orders
 847-441-8330

Remit To 135 S LaSalle Dept 3729 Chicago IL 60674-3729

Invoice No D70941

Invoice Date Mar 19, 2003

Sold To

FLEMING COMPANIES, INC
 CTP/GARLAND DIVISION
 P O Box 24750
 Oklahoma City, OK 73124-4750

Ship To

FLEMING COMPANIES, INC
 GARLAND DIVISION
 2600 Mc Cree Road
 Garland, TX 75046

YOUR ORDER	DATE SHIPPED	SHIPPED VIA	F O B	TERMS	PAGE
392135	Mar 19, 2003	CH ROBINSON	Ashton, IL	2% 10, Net 30 Days	1

CASES	ITEM NO	DESCRIPTION	UNIT PRICE	EXTENSION
54	00002	24/6oz CHEF KARLIN Chicken Stuffing Mix	12 00	648 00
384	00003	24/7 25oz CHEF KARLIN Macaroni & Cheese	6 00	2 304 00
54	00102	24/6oz CHEF KARLIN Cornbread Stuffing Mix	12 00	648 00
96	00211/RDY	12/12oz CHEF KARLIN Deluxe Shells and Cheddar	12 45	1 195 20
88	00208	36/8oz CHEF KARLIN Chicken Rice Mix	14 64	1,288 32
72	00420	24/8oz CHEF KARLIN Cheeseburger Macaroni Skillet Dinner	16 32	1 175 04
192	00437	12/13 3oz CHEF KARLIN Mashed Potatoes	8 70	1,670 40
54	01420	20/6 75oz CHEF KARLIN Beef Pasta Skillet Dinner	13 60	734 40
54	02420	20/7 75oz CHEF KARLIN Tuna Cheesy Pasta Skillet Dinner	13 60	734 40
80	02437	12/5oz CHEF KARLIN Scalloped Potatoes	7 45	596 00
54	03420	20/8oz CHEF KARLIN Stroganoff Skillet Dinner	13 60	734 40
60	03437	12/7 6oz CHEF KARLIN Roasted Garlic Mashed Potatoes	7 45	447 00

Total Invoice Amount If Paid Apr 18, 2003
 Discount (If Applicable)
NET AMOUNT DUE Mar 29, 2003

\$12,175 16
 243 50
0 00

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KARLIN FOOD PRODUCTS, INC.

1845 Oak St - Suite 19 Northfield IL 60093

Phone 847-441-8330
 FAX 847-441-8640

Phone Orders
 847-441-8330

Remit To 135 S LaSalle Dept 3729 Chicago IL 60674-3729

Invoice No D70940

Invoice Date Mar 19, 2003

Sold To

FLEMING COMPANIES, INC
 CTP/GARLAND DIVISION
 P O Box 24750
 Oklahoma City, OK 73124-4750

Ship To

FLEMING COMPANIES, INC
 GARLAND DIVISION
 2600 Mc Cree Road
 Garland, TX 75046

YOUR ORDER	DATE SHIPPED	SHIPPED VIA	F O B	TERMS	PAGE
392164	Mar 19, 2003	CH ROBINSON	Ashton, IL	2% 10, Net 30 Days	1
CASES	ITEM NO	DESCRIPTION	UNIT PRICE	EXTENSION	
126	14300	24/7 25oz MARKET PANTRY Macaroni and Cheese	6 90	869 40	
60	14431	8/12 9oz MARKET PANTRY Fast Mac Macaroni and Cheese (Target)	11 20	672 00	
126	14432	12/12oz MARKET PANTRY Deluxe Shells and Cheese (Target)	12 35	1,556 10	
96	80836	12/4 4oz ARCHER FARMS Instant Coffee-Sugar Free/Fat Free French Vanilla	22 10	2,121 60	
96	80841	12/9oz ARCHER FARMS Spice Chai Tea **DAMAGE ALLOWANCE-- 1/4 OF 1%**	27 50	2,640 00	-19 65
Total Invoice Amount If Paid				Apr 18, 2003	\$7,839 45
Discount (If Applicable)					157 18
NET AMOUNT DUE				Mar 29, 2003	0 00

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