

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

PROOF OF CLAIM



In re
Fleming Companies, Inc

Case Number
03-10945

Scheduled Claim Ref # 2-F2-24870
YOUR CLAIM IS SCHEDULED AS
\$13 970 50 UNSECURED

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

STOKES TRUCKING
14400 N HWY 38
COLLINSTON UT 84306

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 () **435-458-2268**

CREDITOR TAX ID #
87-0479849

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Fleming Foods 0048

Check here replaces or amends a previously filed claim dated _____ if this claim

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 \$ 8,062.31 (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

FILED FOR COURT USE ONLY
AUG 15 2003
BMIC

DATE SIGNED: 8/14/03

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):
Val Stokes Val Stokes President

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



Stokes Trucking, Inc
 14400 N. Hwy. 38
 Collinston, Ut 84306
 Phone (435) 458-2268
 Fax (435) 458-3386

STATEMENT

Fleming Foods
 ATTN. Freight Payables
 P.O. Box 26828
 Salt Lake City, Ut 84126

08/14/03

Fax (801) 973-5522

The following loads are showing on our books as unpaid Loads marked with an asterix (*) are late. Please verify that payment has been made and contact our accounting office at (435) 458-2268 at your earliest convenience.

Our Invoice #	Date Shipped	Shipped From	Shipper's P O Number	Shipped To	Date Rcvd	Billed Amount	Date Billed	Out Age	Interest Due
*024407-01	02/28/03	J M Smucker Co	377782,377781,57417	Fleming Foods	03/01	1128 31	03/03/03	164	50 40
*024464-01	03/03/03	Sundor Brands	55843010	Fleming Foods	03/05	840 00	03/10/03	157	35 56
*024519-01	03/06/03	Customized Distrubu	1456105/1456103	Satellite Fleming	03/07	856 00	03/10/03	157	36 24
*024518-01	03/06/03	Kraft C/O Americold	209042	Fleming Foods	03/07	856 00	03/11/03	156	35 95
024635-01	03/13/03	Kraft C/O Americold	210826	Fleming Foods	03/14	856 00	03/18/03	149	33 95
024624-01	03/13/03	Romark Logistics	1307S	Fleming Foods	03/14	856 00	03/20/03	147	33 38
*024881-01	03/28/03	Lipton	548292 rel # 707350	Fleming Foods	03/31	972 00	04/01/03	135	34 02
*024212-01	02/17/03	Kraft	343655/343654/54048	Fleming Foods	02/19	842 00	04/03/03	133	28 91
*024647-01	03/14/03	Kraft C/O Americold	210873	Fleming Foods	03/17	856 00	04/03/03	133	29 39

Total Freight Due	8062.31
Total Interest Due	<u>317.80</u>
Total Due On Receipt	8380.11

Just A Reminder, All Freight Not Paid Within 30 Days Is Subject To Finance Charges Of 1% Per Month Or 12% Annual Percentage Rate

Please Remit Payment To:
 Stokes Trucking, Inc.
 14400 N. Hwy 38
 Collinston, UT 84306

Stokes Trucking, Inc.

14400 N. Hwy. 28
Collinston, Ut 84206
Phone (435) 458-2268
Fax (435) 458-3286

INVOICE 024647-01 Billed 04/02/03

Freight Paid By:

SHIPPED FROM
Kraft L/O Ameri - Ontario, CA 917

Fleming Foods
Freight Payables
P.O. Box 26826
Salt Lake City, Ut 84126

SHIPPED TO
Fleming Foods - Salt Lake City,

Date Picked Up	Truck/Trailer	Carrier	Driver 1	P. O. Number
03/19/03	474/5323		Rigoberto Galva	
Date Delivered	Truck/Trailer	Carrier	Driver 1	Order Number
03/17/03	474/5323		Rigoberto Galva	210873

BUL Number	Quantity shipped	Description	Weight	Rate Per	Amount
0202	1	Kraft to Fleming		856.00	856.00

Date Billed 04/02/03 Total Due \$856.00

We appreciate your business. Please pay from this invoice. Terms are Net 15 days. Note: All Past Dues are reported to Compnet Credit Services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE: UNDER ILL REGULATIONS ALL FREIGHT BILLS ARE DUE WITHIN 15 DAYS OF DELIVERY (All freight not paid in 30 days will be subject to a finance charge of 1 3/4% per month or 21% annual percentage rate.)

Stokes Trucking, Inc.

14400 N. Hwy. 38
Collinston, Ut 84306
Phone (435) 459-2268
Fax (435) 458-7386

INVOICE 024212-01 Billed 04/03/03

Freight Paid By.

Fleming Foods
Freight Payables
P.O. Box 26828
Salt Lake City, Ut 84128

SHIPPED FROM
Kraft - Stockton, CA 95

SHIPPED TO
Fleming Foods - Salt Lake City,

Date Picked Up	Truck/Trailer	Carrier	Driver 1	P O Number
02/17/03	477/512E		Pimball Thigpen	343655/343654/540481
Date Delivered	Truck/Trailer	Carrier	Driver 1	Order Number
02/19/03	477/512E		Pimball Thigpen	343655/343654/540481

BOL Number	Quantity Shipped	Description	Weight	Rate	Per	Amount
5027	1	T/L Foodstuffs		800.00		800.00
5027	1	Fuel Surcharge		42.00		42.00

Date Billed 04 03/03 Total Due \$842.00

We Appreciate Your Business. Please Pay from This Invoice. Terms are Net 10 Days. Note; All Past Dues are Reported To Compunct Credit Services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE: UNDER ILL REGULATIONS ALL FREIGHT BILLS ARE DUE WITHIN 15 DAYS OF DELIVERY (All freight not paid in 30 days will be subject to a finance charge of 1 3/4% per month or 21% annual percentage rate)

Stokes Trucking, Inc.

14400 N. Hwy. 28
Collinston, Ut 84206
Phone (425) 458-2266
Fax (425) 458-3386

INVOICE 024881-01 Billed 04/01/02

Freight Paid By:

Fleming Foods

SHIPPED FROM
Lipton - Tracy, CA 95304
Hunt Wesson - Modesto, CA

SHIPPED TO
Fleming Foods - Salt Lake City,

Date Picked Up	Truck/Trailer	Carrier	Driver 1	PO Number
03/28/03	/107	000630		
Date Delivered	Truck/Trailer	Carrier	Driver 1	Order Number
03/31/03	/107	000630		548290 ref # 70735076

BOL Number	Quantity Shipped	Description	Weight	Rate Per	Amount
03,4	1	riat		972.000	972.000

Date Billed 04/01/02

Total Due \$972.000

We Appreciate Your Business. Please Pay From This Invoice. Terms Are Net 15 Day Days. Note; All Past Dues Are Reported to Compinet Credit services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE: UNDER ALL POLICIES ALL FREIGHT BILLS ARE DUE WITHIN 15 DAYS OF DELIVERY (All freight not paid in 30 days will be subject to a finance charge of 1 1/4% per month or 15% annual percentage rate.)

Stokes Trucking, Inc.

14400 N. Hwy. 22
Collinston, Ut 84306
Phone (435) 456-2168
Fax (435) 458-3386

INVOICE 024624-01 Pilled 02/20/03

Freight Paid By:

SHIPPED FROM
Mormark Logistic - Fontana, CA 923

Fleming Foods
Freight Payables
P.O. Box 26828
Salt Lake City, UT 84126

SHIPPED TO
Fleming Foods - Salt Lake City,

Date Picked Up	Truck/Trailer	Carrier	Driver 1	P U Number
02/17/03	B B	000615		
Date Delivered	Truck/Trailer	Carrier	Driver 1	Order Number
02/14/03	/ B B	000615		12075

BUL Number	Quantity Shipped	Description	Weight	Rate Per	Amount
5240	1	Heinz Pet 10 Fleming		856.00	856.00

Date Billed 02 20/03 Total Due \$856.00

We Appreciate Your Business. Please Pay From This Invoice. Terms are Net 10/10 Days. Note: All Past Dues are Reported to Compunet Credit Services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE: UNDER ILL FULFILLING ALL FREIGHT BILLS ARE DUE WITHIN 15 DAYS OF DELIVERY (All freight not paid in 30 days will be subject to a finance charge of 1 3/4% per month or 21% annual percentage rate)

Stokes Trucking, Inc.

14400 N. Hwy. 28
Collinston, Ut 84306
Phone (435) 458-2268
Fax (435) 458-2266

INVOICE 024635-01 Billed 03/18/03

Freight Paid B.:

SHIPPED FROM
Frait C/O Ameri - Ontario, LA 917

Fleming Foods
Freight Payables
P.O. Box 26828
Salt Lake City, Ut 84126

SHIPPED TO
Fleming Foods Salt Lake City,

Date Picked Up	Truck/Trailer	Carrier	Driver 1	P.O. Number
03/13/03	482/5215	W00018	Robert Fussell	480010
Date Delivered	Truck/Trailer	Carrier	Driver 1	Order Number
03/14/03	482/5215	W00018	Robert Russell	210826

BOL Number	Quantity shipped	Description	Weight	Rate Per	Amount
0253	1	Frait to Fleming		656.00	656.00

Date Billed 03/18/03 Total Due \$656.00

We Appreciate your Business. Please Pay From This Invoice. Term: Arc Net 10310 Days. Note: All Past Dues Are Reported To Compinet Credit Services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE: UNDER ILL HOLDINGS ALL FREIGHT BILLS ARE DUE WITHIN 15 DAYS OF DELIVERY (All freight not paid in 30 days will be subject to a finance charge of 1 3/4% per month or 21% annual percentage rate.)

Stokes Trucking, Inc.

14400 N. Hwy. 32
Collinston, Ut 84306
Phone (435) 453-2268
Fax (435) 458-1286

INVOICE 024518-01 Dated 02/11/03

Freight Paid By:

SHIPPED FROM
Pratt C/O Ameri - Ontario, CA 917

Fleming Foods
Freight Payables
P.O. Box 26828
Salt Lake City, Ut 84126

SHIPPED TO
Fleming Foods - Salt Lake City,

Date Picked Up	Truck/trailer	Carrier	Driver 1	P.O. Number
03/06/03	47C/5305		Michael Cody Ha	
Date Delivered	Truck/trailer	Carrier	Driver 1	Order Number
03/07/03	47C 5305		Michael Cody Ha	209042

BOL Number	Quantity Shipped	Description	Weight	Rate Per	Amount
5190	1	Pratt to Fleming		856.00	856.00

Date Billed 02/11/03 Total Due \$856.00

We Appreciate Your Business. Please Pay From This Invoice. Terms Are Net 15 Day. Note: All Past Dues Are Reported To Compinet Credit Services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE. UNDER ILL FULINGS ALL FREIGHT BILLS ARE DUE WITHIN 15 DAYS OF DELIVERY (All freight not paid in 30 days will be subject to a finance charge of 1 3/4% per month or 21% annual percentage rate.)

Stokes Trucking, Inc.

14400 H. Hwy. 38
Cullinston, Ut 84106
Phone (435) 430-2268
Fax (435) 458-3386

INVOICE 024464-01 Billed 03/10/02

Freight Paid By:

SHIPPED FROM
Sunder Brands - Anaheim, CA 928

Fleming Foods
Freight Payables
P.O. Box 26828
Salt Lake City, Ut 84126

SHIPPED TO
Fleming Foods - Salt Lake City,

Date Picked Up	Truck/trailer	Carrier	Driver 1	P.O. Number
03/07/02	47E/5331		Michael Cody Ha	105771-SL
Date Delivered	Truck/trailer	Carrier	Driver 1	Order Number
03/05/03	47E/5331		Michael Cody Ha	558+3010

BUL Number	Quantity	Description	Weight	Rate	Per	Amount
0124	1	Sunder to Fleming		840.00		840.00

Date Billed 03/10/02 Total Due \$840.00

We appreciate your business. Please pay from this invoice. Terms are Net 15 Day. Note: All Past Dues are reported to Compunct Credit Services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE: UNDER ILL POLINGS ALL FREIGHT BILLS ARE DUE WITHIN 15 DAYS OF DELIVERY (All freight not paid in 30 days will be subject to a finance charge of 1 3/4% per month or 21% annual percentage rate.)

Stokes Trucking, Inc.

14400 N. Hwy. 38
 Collinston, Ut 84006
 Phone (435) 438-2268
 Fax (435) 438-3086

INVOICE 024407-01 Billed 03/02/03

Freight Paid By:

Fleming Foods
 Freight Payables
 P.O. Box 26846
 Salt Lake City, Ut 84116

SHIPPED FROM

J.M. Smucker Co. - Salinas, CA 950
 Achumko - Tracy, CA
 Knouse/Re-F Log - Stockton, CA 95
 Pacific Coast - Lodi, CA
 Unilever - Tracy, CA 95201

SHIPPED TO

Fleming Foods - Salt Lake City,

Date Picked Up	Truck/Trailer	Carrier	Driver 1	P.O. Number
02/28/03	472/5200		Steven Lloyd	37778L/38-4400/377,79/3
Date Delivered	Truck/Trailer	Carrier	Driver 1	Order Number
03/01/03	472/5200		Steven Lloyd	37778F, 377-81, 574175w,

BUL Number	Quantity Shipped	Description	Weight	Rate Per	Amount
5140	1	Fiat		1016.20	1016.20
5140	1	.11% Fuel surcharge		111.81	111.81

Date Billed 03/03/03

Total Due \$1,128.01

We appreciate Your business. Please Pay From This invoice. Terms Are Net 10 Day Days. Note; All Past Dues Are Reported To Compnet Credit Services.

Please pay in US Currency only.

YOUR BUSINESS IS APPRECIATED.

NOTE: UNDER IOL REGULINGS ALL FREIGHT BILLS ARE DUE WITHIN 15 DATE OF DELIVERY
 (All freight not paid in 30 days will be subject to a finance charge of 1 3/4% per month or 21% annual percentage rate)