

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

PROOF OF CLAIM



613458

Bar Date Ref # 2-NVM-79324

In re Fleming Companies, Inc. 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.

Name of Creditor and Address

0354653613458

Borden Houston
PO Box ~~PO Box 297638~~ 419
Houston, TX ~~77297~~ Conroe, TX 77305

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.

CREDITOR TAX ID # 91-2135060 ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 1543552

Check here replaces or amends a previously filed claim dated N/A

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 2/24/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 6036.82 (unsecured) \$ N/A (secured) \$ N/A (unsecured priority) \$ 6036.82 (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: N/A

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. N/A

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

AUG 13 2003

BMC

DATE SIGNED 8/11/03 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) Dale Brunswick

Fleming Companies Claim



04471

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

Borden / Milk Products

04/23/03 16 20 38

A/R OPEN ITEMS
AS OF 04/23/03

PAGE 1

BILL TO CUST #	SHIP TO CUST #	STORE NUMBER	SHIP TO NAME	RT #	INVOICE DATE	INVOICE NUMBER	TICKET DATE	TICKET NUMBER	PURCHASE ORDER NUMBER	REF #	A/R CODE	BATCH NUMBER	ORIGINAL AMOUNT	CURRENT AMOUNT
01543552	01543553		YES LESS #19571	1057	3/03/01	108162	3/02/24	5703098	pr		0		315 90	315 90
				1057	3/03/01	108162	3/02/26	5703122	pr		0		396 45	396 45
				1057	3/03/01	108162	3/02/28	5703153	PR		0		608 84	608 84
				1057	3/03/08	108369	3/03/05	5700073	pr		0		372 92	372 92
				1057	3/03/08	108369	3/03/05	5700074	pr		0		351 22	351 22
				1057	3/03/08	108369	3/03/07	5700115	PR		0		478 63	478 63
				1057	3/03/15	108589	3/03/10	5700152			0		237 83	237 83
				1057	3/03/15	108589	3/03/12	5700181	pr		0		235 01	235 01
				1057	3/03/15	108589	3/03/14	5700211	mp		0		269 06	269 06
				1057	3/03/22	108805	3/03/17	5700240	MP		0		338 15	338 15
				1057	3/03/22	108805	3/03/19	5700272	pr		0		500 18	500 18
				1057	3/03/22	108805	3/03/21	5700310	pr		0		456 46	456 46
				1057	3/03/29	109037	3/03/24	5700341	pr		0		396 78	396 78
				1057	3/03/29	109037	3/03/26	5700372	tg		0		368 71	368 71
				1057	3/03/29	109037	3/03/28	5700410	TG		0		351 41	351 41
				1057	3/04/05	109321	3/03/31	5700435	tg		0		359 27	359 27
				1057	3/04/12	109599	3/04/07	5700543			0		376 10	376 10
				1057	3/04/12	109599	3/04/09	5700567			0		437 39	437 39
TOTAL													6 850 31	6 850 31
TOTAL													6 850 31	6 850 31

\$6036.82

U.P

6,850.31+
376.10-
437.39-

- 01

6,056.821+

qry aropen2b11