

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

PROOF OF CLAIM



589499

Bar Date Ref # 2-NVM-54715

In re **RICHMAR FOODS, INC
FLEMING COMPANIES, INC** Case Number **03-10972MFW**

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

0354653589499

Seven Up /rc Bottling CO fresno
Dept 8958
Los Angeles CA 90088-8958

Creditor Telephone Number () 323-267-6419

CREDITOR TAX I D # 95-4284699
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 56634

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 1/17/03 - 3/31/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 80,356.27 (unsecured) \$ 0.00 (secured) \$ 0.00 (unsecured priority) \$ 80,356.27 (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

DATE SIGNED 8-19-03
SIGN and print the name and title of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)
ALAN LABEL, CREDIT MANAGER

THIS SPACE FOR COURT

USE ONLY
FILED

AUG 20 2003

BMC

Fleming Companies Claim



05597

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



SEVEN-UP/RC BOTTLING COMPANY
 OF SOUTHERN CALIFORNIA, INC
 3220 E 26th Street Los Angeles CA 90023 323/267 6454 FAX 323/264 3673

Statement of Account

Statement Date 8/19/2003
 Account No 56634

FLEMING COMPANIES

Store	Invoice Date	Type	Invoice No	Branch	PO NO	Invoice Amount	Balance Due
8810	02/03/03	R0	24310205	015		4027 20	4027 20
Total for Store No 8810							4027 20
8811	01/24/03	R0	24159441	015		4577 50	1579 20
Total for Store No 8811							1579 20
8841	02/20/03	R0	24560236	017		721 52	850 64
8841	02/24/03	R0	24621129	017		2085 23	2343 47
8841	02/27/03	R0	24684621	017		410 36	410 36
8841	03/03/03	R0	24728419	017		456 80	456 80
8841	03/06/03	R0	24791108	017		487 06	487 06
8841	03/10/03	R0	24831377	017		752 01	752 01
8841	03/13/03	R0	24895513	017		702 62	702 62
8841	03/20/03	R0	25003713	017		893 70	893 70
8841	03/24/03	R0	25045871	017		395 18	395 18
8841	03/27/03	R0	25119373	017		180 48	180 48
8841	03/31/03	R0	25191853	017		1019 74	1019 74
Total for Store No 8841							8492 06
8842	01/17/03	R0	24063513	017		6124 44	3062 22
8842	02/19/03	R0	24544401	017		1240 88	1236 76
8842	02/21/03	R0	24588503	017		640 12	640 12
8842	02/27/03	R0	24684829	017		788 36	788 36
8842	02/28/03	R0	24710072	017		188 56	188 56
8842	03/04/03	R0	24752102	017		648 91	648 91
8842	03/07/03	R0	24812053	017		500 88	500 88
8842	03/10/03	R0	24831383	017		433 20	433 20
8842	03/13/03	R0	24895609	017		1381 96	1381 96
8842	03/18/03	R0	24961375	017		561 89	561 89
8842	03/26/03	R0	25095472	017		1559 70	1559 70
8842	03/31/03	R0	25191658	017		2116 58	2116 58
Total for Store No 8842							13119 14
8843	02/24/03	R0	24614437	017		1157 56	1157 56
8843	03/04/03	R0	24751810	017		865 28	865 28
8843	03/10/03	R0	24831084	017		1296 36	1296 36
8843	03/18/03	R0	24961461	017		936 21	936 21
8843	03/21/03	R0	25031577	017		1193 44	1193 44
8843	03/25/03	R0	25071913	017		504 15	504 15
8843	03/31/03	R0	25191559	017		1417 86	1417 86
8843	03/31/03	R0	25191560	017		16 78	-16 78
Total for Store No 8843							7354 08
8844	02/19/03	R0	24544488	017		333 14	333 14
8844	02/24/03	R0	24614321	017		285 00	285 00
8844	02/27/03	R0	24684421	017		1204 80	1204 80
8844	03/04/03	R0	24752713	017		369 38	369 38
8844	03/10/03	R0	24812755	017		660 05	660 05
8844	03/11/03	R0	24854138	017		264 54	264 54
8844	03/13/03	R0	24895507	017		298 58	298 58

FLEMING COMPANIES
 ATTN A/P V#5013214/5013136/5010950
 SSC RETAIL-RICHMAR FOODS (FOOD4LESS)
 P O BOX 268877
 OKLAHOMA CITY

OK 73126-8877

SEND PAYMENT TO
 SEVEN-UP/RC BOTTLING COMPANY
 Dept 8958
 Los Angeles, CA 90088-8958



SEVEN-UP/RC BOTTLING COMPANY
 OF SOUTHERN CALIFORNIA, INC
 3220 E 26th Street Los Angeles CA 90023 323/267 6454 FAX 323/264 3673

Statement of Account

Statement Date 8/19/2003
 Account No 56634

FLEMING COMPANIES

Store	Invoice Date	Type	Invoice No	Branch	PO NO	Invoice Amount	Balance Due
8844	03/17/03	R0	24944470	017		869 56	869 56
8844	03/21/03	R0	25031573	017		992 00	992 00
8844	03/24/03	R0	25045974	017		1207 20	1207 20
8844	03/29/03	R0	25183843	017		575 25	575 25
8844	03/31/03	R0	25191357	017		1141 65	1141 65

Total for Store No 8844 8201 15

8845	02/11/03	R0	24427518	017		908 82	920 22
8845	02/12/03	R0	24448069	017		571 20	504 00
8845	02/19/03	R0	24544287	017		418 30	366 80
8845	02/19/03	R0	24544288	017		89 76	-89 76
8845	02/24/03	R0	24614318	017		512 54	512 54
8845	02/25/03	R0	24638292	017		1048 78	1048 78
8845	02/28/03	R0	24710068	017		1290 36	1290 36
8845	03/04/03	R0	24752300	017		592 80	592 80
8845	03/10/03	R0	24812751	017		1122 68	1122 68
8845	03/12/03	R0	24869867	017		2129 92	2129 92
8845	03/15/03	R0	24919181	017		677 20	677 20
8845	03/18/03	R0	24961162	017		1124 88	1124 88
8845	03/25/03	R0	25071909	017		2371 38	2371 38

Total for Store No 8845 12571 80

8847	01/17/03	R0	24063512	017		5606 28	2803 14
8847	02/19/03	R0	24544393	017		1603 46	1559 66
8847	02/21/03	R0	24588298	017		1250 94	1250 94
8847	02/27/03	R0	24684825	017		1895 63	1895 63
8847	03/03/03	R0	24728319	017		745 35	745 35
8847	03/07/03	R0	24811851	017		2908 92	2908 92
8847	03/11/03	R0	24853541	017		2913 92	2913 92
8847	03/14/03	R0	24918482	017		1488 88	1488 88
8847	03/18/03	R0	24961372	017		874 74	874 74
8847	03/21/03	R0	25031673	017		-21 32	-21 32
8847	03/21/03	R0	25031674	017		1103 76	1103 76
8847	03/25/03	R0	25072109	017		498 32	498 32
8847	03/28/03	R0	25145667	017		1323 84	1323 84
8847	03/28/03	R0	25145668	017		-19 60	-19 60
8847	03/31/03	R0	25191654	017		5685 46	5685 46

Total for Store No 8847 25011 64

----- --PAST DUE-----				
Current	1-30 Days	31-60 Days	61-90 Days	Over 90 Days
0 00	0 00	0 00	0 00	80356 27

Total Amount Due \$80,356.27

PAYMENT TERMS - 10th Prox

All invoices are due the 10th Day of the month following delivery

FLEMING COMPANIES
 ATTN: A/P V#5013214/5013136/5010950
 SSC RETAIL-RICHMAR FOODS (FOOD4LESS)
 P O BOX 268877
 OKLAHOMA CITY

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