

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

PROOF OF CLAIM



592735

Bar Date Ref # 2-NVM-58155

In re
Fleming Companies

Case Number
03-10945(MWF)

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

0354653592735

Italpasta Ltd
116 Nuggett Court
Brampton ON L6T 5A9
Canada

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 Telephone Number **905 792-9928**

CREDITOR TAX ID #
98-C140699

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
9451

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

1 BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
 - Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Wages salaries and compensation (Fill out below)
- Your social security number _____
Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED **Feb 14, 2003**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 13,742.40	\$ NA	\$ NA	\$ 13,742.40
(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

THIS SPACE FOR COURT
FILED
AUG 21 2003
BMC

DATE SIGNED **Aug 13/03**

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)
[Signature] O. Anderson



05702

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



ITALPASTA LIMITED

116 Nuggett Court
 Brampton Ontario L6T 5A9
 Tel (905) 792-9928
 (416) 798-7154
 FAX (905) 792 2381
 GST #867450736
 FAX (905) 792 2581 Customer Service

INVOICE NUMBER	PAGE
476526	1
DATE	
Feb 14, 2003	

SOLD TO Food 4 Less - Van Winkle
 5504 S Van Winkle Expressway
 Salt Lake City, UT
 USA
 84117

SHIP TO Fleming Foods
 2455 West 1500 So
 Salt Lake City, UT
 USA
 84126

ORDER NUMBER	ORDER DATE	CUSTOMER NUMBER	SALES PERSON	FREIGHT FORWARDER	FREIGHT TERMS	PICK UP / DELIVERY
376088	Feb 13, 2003	9451-9451	132	ONTARIO POTATOE PPD	PPD	DELIVERY
SHIP DATE	FOB	EXIT PORT	PALLET TYPE	PURCHASE ORDER	DUE DATE	TERMS
Feb 14, 2003		W		5752	02/14/03	N30

QUANTITY ORDERED	QUANTITY SHIPPED	ITEM NUMBER	DESCRIPTION	UNIT PRICE	EXTENDED PRICE
1,200	1,200	0002310	ITALPASTA Spaghetti 20/11b Tariff 1902192090 Country of Origin Canada	7 00	8,400 00
420	420	0002347	ITALPASTA Egg Ndl's Medium 12/12oz Tariff 1902112090 Country of Origin Canada	6 36	2,671 20
420	420	0002348	ITALPASTA Egg Noodles Broad 12/12oz Tariff 1902112090 Country of Origin Canada CONTACT FLEMING FOR APPT A S A P 35 000 00 LBS	6 36	2,671 20
	2,040	33,999 4 LBS	4-WAY 28 CHEP 0 CPC 0	PALLET POS	28

COMMENTS	CONTACT AT FLEMING'S IS CONWAY RICHARD HIS PHONE NUMBER IS 801-973-5561	MISCELLANEOUS CHARGES	0 00
		GST	0 00
		FREIGHT	0 00

ORIGINAL INVOICE

TOTAL ➡➡➡ **US\$ 13,742 40**



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PAGE	DATE
1	08/13/03
SALESMAN VENDEUR	ACCOUNT NO N COMPTE
132	9451



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1	08/13/03
SALESMAN VENDEUR	ACCOUNT NO N COMPTE
132	9451



**REMITTANCE
 COPY
 COPIE DE
 PAIEMENT**

REMIT TO
ITALPASTA LIMITED
 116 Nuggett Court Brampton Ontario L6T 5A9
 Tel (905) 792 9928 Fax (905) 792 2381
 Tel (416) 798 7154

DATE	ACCOUNT NO N COMPTE	PAGE
08/13/03	9451	1

STATEMENT / ETAT DE COMPTE

Food 4 Less - Van Winkle
 5504 S Van Winkle Expressway
 Salt Lake City, UT
 84117
 USA

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 84117
 USA

INVOICE FACTURE	DATE	TRANS	DESCRIPTION	AMOUNT MONTANT	INVOICE FACTURE	DATE	TRANS	DESCRIPTION	AMOUNT MONTANT	INVOICE FACTURE	AMOUNT MONTANT	
476526	02/14/03	IN		13,742 40	476526	02/14/03	IN		13,742 40	476526	13,742 40	
TRANSACTION				TOTAL DUE	TRANSACTION				TOTAL DUE	TOTAL DUE		
CA CASH PAYMENT / PAIEMENT EN ARGENT IN INVOICE / FACTURE DS DISCOUNT / ESCOMPTE				IT INTEREST / INTÉRÊT CR CREDIT MEMO / CRÉDIT AD ADJUSTMENT / AJUSTEMENT	CA CASH PAYMENT / PAIEMENT EN ARGENT IN INVOICE / FACTURE DS DISCOUNT / ESCOMPTE				IT INTEREST / INTÉRÊT CR CREDIT MEMO / CRÉDIT AD ADJUSTMENT / AJUSTEMENT	IT INTEREST / INTÉRÊT CR CREDIT MEMO / CRÉDIT AD ADJUSTMENT / AJUSTEMENT		
0 00				13,742 40	0 00				13,742 40	13,742 40		
CURRENT / COURANT				30 DAYS / 30 JOURS	CURRENT / COURANT				30 DAYS / 30 JOURS	30 DAYS / 30 JOURS		
0 00				60 DAYS / 60 JOURS	0 00				60 DAYS / 60 JOURS	60 DAYS / 60 JOURS		
0 00				90 DAYS / 90 JOURS	0 00				90 DAYS / 90 JOURS	90 DAYS / 90 JOURS		

PLEASE CHECK / INVOICES BEING PAID AND
 RETURN THIS PORTION WITH REMITTANCE
 S V P INDIQUER / LES FACTURES INCLUSES DANS
 VOTRE PAIEMENT ET RETOURNER CETTE PARTIE
 AVEC VOTRE PAIEMENT