

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

PROOF OF CLAIM



s134835

Scheduled Claim Ref # 2-F2-22461
YOUR CLAIM IS SCHEDULED AS

\$25 247 37 UNSECURED

In re
Fleming Companies, Inc

Case Number
03-10945

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.

Name of Creditor and Address

0354429410337

LEDBETTER PACKING CO
P O BOX 13408
MEMPHIS TN 38113

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 () **(901) 948-4788**

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 33,511.75 (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

6 UNSECURED PRIORITY 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 \$ _____

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 PREVIOUSLY USED FOR DATE
SEP 03 2003

DATE SIGNED
August 29, 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).
BY: **Attorney Michael P. Coury** *[Signature]*



Penalty for presenting fraudulent claim: 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

LEDBETTER PACKING CO
1837 Harbor Avenue
Memphis, TN 38113

ITEMIZED INVOICES

1	03/18/03	\$ 3,594 30
2	03/19/03	\$ 4,876 36
3	03/21/03	\$10,101 00
4	03/25/03	\$ 4,031 01
5	03/28/03	<u>\$10,909 08</u>

Total \$33,511 75

Invoice

LEDBETTER PACKING CO.

1837 HARBOR AVE
MEMPHIS, TN 38113

Phone 901-948-4788

Fax 901-948-4713

SOLD TO
FLEMING COMPANIES
P O BOX 149

SOUTHAVEN MS 38671

INVOICE NO INV0087674
INVOICE DATE 3/18/2003
OUR ORDER NO
CUSTOMER ORDER NO 54779
TERMS NET 7
SALES REP 19
SHIPPED VIA
PREPAID/COLLECT
F O B

SHIPPED TO
FLEMING COMPANIES

2929 STATE LINE ROAD
SOUTHAVEN MS 38671

CASES	ITEM #	DESCRIPTION	UNIT PRICE	MARKDOWN	AMOUNT
50 00	22356	24CT BEEF FILETS	\$54 000	\$0 00	\$2,700 00
15 00	48501	REGULAR SMOKED SAUSAGE(RING)	\$22 250	\$0 00	\$333 75
15 00	48502	BEEF SMOKED SAUSAGE(RING)	\$22 250	\$0 00	\$333 75
10 00	48503	REGULAR COCKTAIL SMOKIES	\$29 690	\$7 01	\$226 80

POSTED

90 00 QTY TOTAL

SUBTOTAL \$3 594 30
TAX \$0 00
FREIGHT \$0 00
TOTAL \$3,594 30

Questions concerning this invoice?

Call JON MOORE
800-790-8716

MAKE ALL CHECKS PAYABLE TO
LEDBETTER PACKING COMPANY
P O BOX 13408
MEMPHIS, TN 38113

Invoice

LEDBETTER PACKING CO.

1837 HARBOR AVE
MEMPHIS, TN 38113

Phone 901-948-4788
Fax 901-948-4713

SOLD TO
FLEMING COMPANIES
P O BOX 149

SOUTHAVEN MS 38671

INVOICE NO INV0087682
INVOICE DATE 3/19/2003
OUR ORDER NO
CUSTOMER ORDER NO 55032
TERMS NET 7
SALES REP 19
SHIPPED VIA
PREPAID/COLLECT
F O B

SHIPPED TO
FLEMING COMPANIES #
2929 STATE LINE ROAD
SOUTHAVEN MS 38671

CASES	ITEM #	DESCRIPTION	UNIT PRICE	MARKDOWN	AMOUNT
25 00	48501	REGULAR SMOKED SAUSAGE(RING)	\$22 250	\$0 00	\$556 25
25 00	48502	BEEF SMOKED SAUSAGE(RING)	\$22 250	\$0 00	\$556 25
2 00	48504	JALAPENO COCKTAIL SMOKIES	\$22 680	\$0 00	\$45 36
30 00	48508	16CT SMOKED HAM LUNCHMEAT	\$26 400	\$0 00	\$792 00
30 00	48509	16CT BREAST OF TURKEY LUNCHMEAT	\$26 400	\$0 00	\$792 00
165 00	48517	12CT REGULAR BOLOGNA	\$7 200	\$0 00	\$1,188 00
25 00	48515	16CT REGULAR BOLOGNA	\$19 740	\$0 00	\$493 50
25 00	48519	REGULAR FRANKS	\$18 120	\$0 00	\$453 00

POSTED

327 00 QTY TOTAL

SUBTOTAL \$4,876 36
TAX \$0 00
FREIGHT \$0 00
TOTAL \$4,876 36

Questions concerning this invoice?
Call JON MOORE
800-790-8716

MAKE ALL CHECKS PAYABLE TO
LEDBETTER PACKING COMPANY
P O BOX 13408
MEMPHIS, TN 38113

Invoice

LEDBETTER PACKING CO.

1837 HARBOR AVE
MEMPHIS, TN 38113

Phone 901-948-4788
Fax 901-948-4713

SOLD TO
FLEMING COMPANIES
P O BOX 149

SOUTHAVEN MS 38671

INVOICE NO INV0087711 -A
INVOICE DATE 3/21/2003
OUR ORDER NO
CUSTOMER ORDER NO 54812
TERMS NET 7
SALES REP 19
SHIPPED VIA
PREPAID/COLLECT
F O B

SHIPPED TO
FLEMING COMPANIES

2929 STATE LINE ROAD
SOUTHAVEN MS 38671

CASES	ITEM #	DESCRIPTION	UNIT PRICE	MARKDOWN	AMOUNT
52 00	42346	12CT SMOKED HAM	\$31 080	\$0 00	\$1,616 16
104 00	42347	12CT HONEY HAM	\$31 080	\$0 00	\$3,232 32
65 00	12347	12CT CHICKEN BREAST	\$31 080	\$0 00	\$2,020 20
104 00	32347	12CT SMOKED WHITE TURKEY	\$31 080	\$0 00	\$3,232 32

PAID

*Debit
Rec.
Credit
1010*

325 00 QTY TOTAL

SUBTOTAL \$10 101 00
TAX \$0 00
FREIGHT \$0 00
TOTAL \$10,101 00

Questions concerning this invoice?
Call JON MOORE
800-790-8716

MAKE ALL CHECKS PAYABLE TO
LEDBETTER PACKING COMPANY
P O BOX 13408
MEMPHIS, TN 38113

Invoice

LEDBETTER PACKING CO.

1837 HARBOR AVE
MEMPHIS, TN 38113

Phone 901-948-4788

Fax 901-948-4713

INVOICE NO INV0087721
INVOICE DATE 3/25/2003
OUR ORDER NO
CUSTOMER ORDER NO 55074
TERMS NET 7
SALES REP 19
SHIPPED VIA
PREPAID/COLLECT
F O B

SOLD TO
FLEMING COMPANIES
P O BOX 149

SHIPPED TO
FLEMING COMPANIES

SOUTHAVEN MS 38671

2929 STATE LINE ROAD
SOUTHAVEN MS 38671

CASES	ITEM #	DESCRIPTION	UNIT PRICE	MARKDOWN	AMOUNT
45 00	22356	24CT BEEF FILETS	\$54 000	\$0 00	\$2,430 00
9 00	48503	REGULAR COCKTAIL SMOKIES	\$29 690	\$0 00	\$267 21
54 00	48516	16CT BEEF BOLOGNA	\$24 700	\$0 00	\$1,333 80

PAID

108 00 QTY TOTAL

SUBTOTAL \$4 031 01
TAX \$0 00
FREIGHT \$0 00
TOTAL \$4,031 01

Questions concerning this invoice?

Call JON MOORE
800-790-8716

MAKE ALL CHECKS PAYABLE TO
LEDBETTER PACKING COMPANY
P O BOX 13408
MEMPHIS, TN 38113

ALTERNATE STRAIGHT BILL OF LADING—SHORT FORM—ORIGINAL—NOT NEGOTIABLE

Name of Carrier Lanter		Carrier's No 31619	Date 03/25/03	Shipper No 121398
TO Consignee Fleming Foods		FROM Shipper		
Street 2929 State Line Road		LEDBETTER PACKING CO P. O. BOX 13408 MEMPHIS, TN 38113		
Destination Southaven Ms	Zip Code			

Route RT 1		610354		Vehicle No
No. Shipping Units	+ HM	Kind of Package, Description of Articles, Special Marks and Excess	DATE	ARRIVAL TIME
108 cs		Ledbetter Products 45 cs	5-2-03	
		PO# 55074	1611 #	
		Product Temp 28°		
		Trailer loading Temp 28°	2 P.M.	
PALLET EXCHANGE REQUIRED			DATE 3/27/03	
			ARRIVAL TIME	
			DOCK ENTRY TIME	
			DEPARTURE TIME	

<p>* If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carriers or shipper's weight.</p>	<p>NOTE Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property. The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding \$ _____ per _____</p>	<p>Subject to Section 7 of conditions if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement: The carrier shall not make delivery of this shipment without payment of freight and all other charges</p>	<p>FREIGHT CHARGES Check Appropriate Box 1281.00 Rec</p> <p><input type="checkbox"/> Freight prepaid <input type="checkbox"/> Collect</p>
<p>RECEIVED subject to the classifications and lawfully filed tariffs in effect on the date of the issue of receipt by the carrier of the property described in the Original Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated above which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in said or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof if this is a rail or a rail-water shipment; or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment.</p>		<p>Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.</p>	<p>(Signature of Consignor)</p>

* This is to certify that the above named materials are properly classified, described, packaged, marked and labeled and are in proper condition for transportation according to the applicable regulations of the Department of Transportation.

Shipper Per John Strahan Agent Per _____

Permanent post office address of shipper + Mark with X to designate Hazardous Material as defined in Title 49 of Federal Regulations
For further details on TRANSPORTING HAZARDOUS MATERIALS see Federal Regulations 49 CFR Part 172

Invoice

LEDBETTER PACKING CO.

1837 HARBOR AVE
MEMPHIS, TN 38113

Phone 901-948-4788
Fax 901-948-4713

SOLD TO
FLEMING COMPANIES
P O BOX 149

SOUTHAVEN MS 38671

INVOICE NO INV0087737
INVOICE DATE 3/28/2003
OUR ORDER NO
CUSTOMER ORDER NO 55078
TERMS NET 7
SALES REP 19
SHIPPED VIA
PREPAID/COLLECT
F O B

SHIPPED TO
FLEMING COMPANIES

2929 STATE LINE ROAD
SOUTHAVEN MS 38671

CASES	ITEM #	DESCRIPTION	UNIT PRICE	MARKDOWN	AMOUNT
91 00	42346	12CT SMOKED HAM	\$31 080	\$0 00	\$2,828 28
78 00	42347	12CT HONEY HAM	\$31 080	\$0 00	\$2,424 24
91 00	12347	12CT CHICKEN BREAST	\$31 080	\$0 00	\$2,828 28
91 00	32347	12CT SMOKED WHITE TURKEY	\$31 080	\$0 00	\$2,828 28

PAID

351 00 QTY TOTAL

SUBTOTAL \$10 909 08
TAX \$0 00
FREIGHT \$0 00
TOTAL \$10,909 08

Questions concerning this invoice?
Call JON MOORE
800-790-8716

MAKE ALL CHECKS PAYABLE TO
LEDBETTER PACKING COMPANY
P O BOX 13408
MEMPHIS, TN 38113

SHIPPING ORDER - RETAIN BY AGENT
STRAIGHT BILL OF LADING - SHORT FORM

Salesperson **63 DAVID VAN EEKEREN**
 Land O'Frost, Inc



B/L No.

LAND O' FROST, INC
 711 HASTINGS AVENUE
 SEARCY, AR 72143 72143-0000
 (501) 268-2473

Deliver By S000119407 103/03/28

CONSIGNEE TO
 THE FLEMING COMPANIES
 8690 TULANE ROAD
 SOUTHAVEN, MS 38671

SPECIAL INSTRUCTIONS
 FAX COPY OF INVOICE TO LEDBETTER
 FAX 901-948-4713 601-342-4230
 RECEIVING HRS 4 AM-NOON

ORDER NO 191401	CUSTOMER NO 10015060	ROUTE NO T/TH/F	Refrigerated Meats, subject to 35 degrees DO NOT FREEZE IT
DATE SHIPPED 03/03/27	CUSTOMER PO NO 55078		
CARRIER NAME AND O' FROST, INC	CARRIER NO.		

ORDERED UNITS	SHIPPED UNITS	PRODUCT NUMBER	PRODUCT DESCRIPTION	PRE PRICE	GROSS WEIGHT	PRE PAID
91 Customer Res# 78	91 Res# 78	LB1421Z	S/F W/A HAM 12-14	0	1055	
91 Customer Res# 91	91 Res# 91	LB1422Z	HONEY HAM 12-14	0	904	
91 Customer Res# 91	91 Res# 91	LB1424Z	BREAST OF CHICKEN 12-14	0	1055	
91 Customer Res# 91	91 Res# 91	LB1425Z	SMOKED WHITE TURKEY 12-14	0	1137	
351	351			#	4151	

[Handwritten Signature]
 351 p/s
 3-28-03

RECEIVED, subject to the classification and tariffs in effect on the date of receipt by the carrier at the proper destination described in this Bill of Lading. I warrant that the goods are in conformity with the order except as noted (contents and condition of contents of packages unless marked, consigned and destined as in the bill of lading which said carrier (the carrier being understood throughout this contract to meaning any person or corporation in possession of the property under the contract) agreed to carry to the place of delivery at said destination if the route, whether in said destination, is mutually agreed, as to each carrier of all any part of said property over all or a portion of said route to destination, and to each party at any time interposed in any of said property that every service is performed hereunder shall be subject to the terms and conditions of the United States Domestic Straight Bill of Lading and the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of this bill of lading set forth in the classification or tariff which governs the transportation of the shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself in his assign.

I hereby certify that the Meat or Meat Food Products described herein, which are offered for shipment in interstate or foreign commerce have been U.S. inspected and passed by Department of Agriculture, are so marked, and at this date are sound, healthful, wholesome and fit for human food

SHIPPER'S SIGNATURE <i>[Signature]</i>	DATE	CONSIGNEE'S SIGNATURE	DATE
---	------	-----------------------	------

FOR THE COUNTS ON THIS SHIPMENT

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN PLC**

ATTORNEYS AT LAW

ONE COMMERCE SQUARE SUITE 2000
40 SOUTH MAIN STREET
MEMPHIS TENNESSEE 38103

(901) 259 7100 telephone

(901) 259 7150 facsimile

MICHAEL P. COURY
WRITER S E MAIL mpc@farris-law.com
FACSIMILE (901) 328 1582

August 29, 2003

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 30245

Re In re Fleming Companies, Inc

Gentlemen

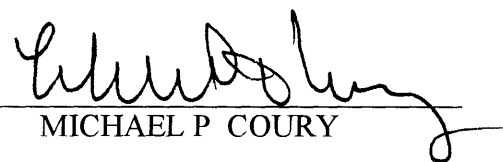
I enclose an original and one copy of the Proof of Claim of Ledbetter Packing Company, Inc
Please return a copy of the claim stamped "filed" for our records

If you have any questions, please contact the undersigned

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC

By


MICHAEL P. COURY

MPC/asr

cc Barry White, Esq
Mr John Moore

MEMPHIS EAST 1100 Ridgeway Loop Road Suite 400 Memphis Tennessee 38120 (901) 259 7120 telephone (901) 259 7180 facsimile

NASHVILLE 618 Church Street Suite 300 Nashville Tennessee 37219 (615) 726 1200 telephone (615) 726 1776 facsimile