

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

PROOF OF CLAIM



s134320

Scheduled Claim Ref # 2-F2-21946

YOUR CLAIM IS SCHEDULED AS

\$11 857 74 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.

Name of Creditor and Address

0354429405024

JACKSON-MITCHELL INC
MEYENBERG ULTRA/LOW FAT MILK
PO BOX 934
TURLOCK CA 95381

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 (209) 667-2019

CREDITOR TAX ID #
45-0778060

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

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 3-10-03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 11857 74 (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.

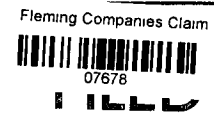
8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents 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



SFP 02 2003

BMC

DATE SIGNED 8-29-03
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).
 RW Roger W Vorse Controller

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

Jackson-Mitchell, Inc

Fleming Unpaid Invoices

PO Date	PO #	Inv Date	Inv Due Date	Inv #	Division	Amount
3/10/2003	392029-GA	3/19/2003	4/18/2003	500646	Garland	\$1,548 00
2/24/2003	837279-SC	3/12/2003	3/27/2003	500560	Sacramento	\$1,459 96
3/3/2003	889441-SC	3/19/2003	4/3/2003	500671	SacramentoF	\$729 98
3/5/2003	559436-GE	3/12/2003	4/11/2003	500545	Geneva	\$1 032 00
2/10/2003	646406-TU	2/28/2003	3/15/2003	500382	Tulsa-F	\$810 90 Ck Returned-23571858
3/17/2003	052582-TU	3/24/2003	4/23/2003	500728	Tulsa	\$1,238 40
3/12/2003	499690-PX	3/28/2003	4/12/2003	500875	Pheonix-F	\$1,098 00
2/12/2003	390509-PX	2/28/2003	3/15/2003	500383	Phoenix	\$1,098 00 Ck Returned-23571858
3/6/2003	025570-SC	3/12/2003	4/11/2003	500544	Sacramento	\$1,717 20
2/24/2003	845275-MM	3/10/2003	3/25/2003	500523	Miami-F	\$810 90
3/3/2003	881750-MM	3/31/2003	4/15/2003	500974	Miami-F	\$810 90
3/20/2003	081776-MM	3/31/2003	4/15/2003	500987	Miami-F	\$810 90
						<u>\$13,165 14</u>

Amount listed on claim 2 - F2 -21946 \$11,857 74

Amount listed on claim 12 - F2 13654 \$1,489 95



Jackson Mitchell Inc

August 29, 2003

Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

To Whom It May Concern

Enclosed please find two completed proof of claim forms (and three copy sets) relative to the bankruptcy filing of Fleming Foods Inc and Fleming Foods of Texas, LP Also, enclosed is a list of outstanding debts owed Jackson-Mitchell, Inc per our accounts receivable ledger The proof of claims are being sent together due to our systems track Fleming accounts by distribution location That is, we cannot decipher which purchase orders are placed by Fleming Foods, Inc and Fleming Foods of Texas, LP

Please confirm receipt of the forms A self addressed stamped envelope is enclosed

Thank you,

A handwritten signature in black ink, appearing to read "RW" followed by a flourish.

Roger W Vorse
Controller
Jackson-Mitchell, Inc

Fresh Quality Milk Since 1934