

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

PROOF OF CLAIM



J133411

Scheduled Claim Ref # 2 F2 21037

YOUR CLAIM IS SCHEDULED AS

\$22 664 88 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
Unif.ed
FOODSERVICE PURCHASING COOP
PO BOX 32033
LOUISVILLE KY 40232
0354429395603

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 **502 896-5890**

CREDITOR TAX ID #
61-1333870

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
96160101

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 *Feb - Apr. 1 2003*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE
 \$ 18,475.83 (unsecured) \$ 4,817.30 (secured) \$ _____ (unsecured priority) \$ 23,293.13 (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 *Food product*
 Value of collateral \$ 4,817.30
 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 USE ONLY
FILED
 SEP 04 2003
BMC
 Fleming Companies Claim
 07731

DATE SIGNED *8/29/03*
 SIGN and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)
William V. Holden V. P & Controller *WILLIAM V HOLDEN V P & 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



UFPC

UNIFIED FOODSERVICE
PURCHASING CO-OP, LLC

Unified Foodservice Purchasing Co op LL
950 Breckenridge Lane Suite 30
Louisville KY 4020

April 10 2003

Mr Neal J Rider
Executive Vice President and CFO
Fleming Companies, Inc
1945 Lakepointe Drive
Lewisville, TX 75057

Dear Mr Rider,

Unified Foodservice Purchasing Co-op, LLC (the "Co-op") understands that Fleming Companies, Inc ("Fleming") filed a petition for relief seeking bankruptcy protection under Chapter 11 of Title 11 of the United States Bankruptcy Code on April 1, 2003 (the "Petition Date")

In accordance with Section 2-702 of the Uniform Commercial Code and 11 U S C § 546, we hereby notify Fleming of our intention to reclaim any Co-op product which Fleming Companies, Inc received 10 days prior to the Petition Date In particular, we demand reclamation of the goods delivered under the following invoice, a copy of which is enclosed with this letter

Invoice number 2420917

Invoice total \$4,817.30 (four thousand eight hundred seventeen dollars and 30/100)

Items invoiced item # F11530093, KFC Honey Mustard Sauce, item # F11530088, KFC Honey Sauce Pouch, item # F11530024, Grape Jelly, item # 11530014, salt

Please be advised that Fleming should not use, sell, or otherwise dispose of the Reclaimed Goods absent consent from the Co-op or an appropriate court order Furthermore, in making this reclamation demand, the Co-op does not waive any rights it may have relating to other product or products received by Fleming within the ten day period

Please contact me immediately to discuss return of these items

Sincerely,

William V Holden
Vice President & Controller
Unified Foodservice Purchasing Co-op, LLC

cc Miles S Apple
Frost Brown Todd LLC

A&W Hub

101 Yorkshire Blvd
Lexington KY 40509
(859) 543-6000

KFC Hub

Suite 300
950 Breckenridge Ln.
Louisville, KY 40207
(502) 896-5900

Long John Silver's Hub

101 Yorkshire Blvd.
Lexington KY 40509
(859) 543 6000

Pizza Hut Hub

MD 3C317
14841 Dallas Pkwy
Dallas TX 75254
(972) 338 8900

Taco Bell Hub

MD 903
17901 Von Karman Ave
Irvine CA 92614
(949) 863-4500

UFPC, LLC
P O Box 32033
Louisville, KY 40232

RE Fleming Companies, Inc
Addendum to Proof of Claim (case # 03-10945)
Interest charges in addition to principal amount

| | | | | |
|----------------|-----------|----------|----------|---------|
| Invoice Number | 2412863 | 2416720 | 2420917 | 2420918 |
| Invoice Date | 2/26/03 | 3/12/03 | 3/31/03 | 3/31/03 |
| Due Date | 3/13/03 | 3/27/03 | 4/15/03 | 4/15/03 |
| Invoice Amount | 14,217 89 | 4,182 24 | 4,817 30 | 165 70 |

Interest charges at 2% of invoice total

| | | | | |
|----------------------|----------|--------|--------|-------|
| Apr-03 | 284 36 | 83 64 | - | - |
| May-03 | 284 36 | 83 64 | 96 35 | 3 31 |
| Jun-03 | 284 36 | 83 64 | 96 35 | 3 31 |
| Jul-03 | 284 36 | 83 64 | 96 35 | 3 31 |
| Aug-03 | 284 36 | 83 64 | 96 35 | 3 31 |
| Sep-03 | 284 36 | 83 64 | 96 35 | 3 31 |
| Total Int as of 9-03 | 1,706 15 | 501 87 | 481 73 | 16 57 |
| Total | 2,706 32 | | | |

SHIP TO

9616010
FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707



UFPC
UNIFIED FOODSERVICE
PURCHASING CO-OP LLC

PO Box 32033
Louisville, Kentucky 40232

INVOICE

(502) 896-5900
BILL # 96160199
SHIP # 96160101
9616010

SOLD TO

96160199
FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707

MARK FOR

FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707

REPRINT - 8/07/03

| INVOICE NUMBER | INVOICE DATE | CO-OP PURCHASE ORDER NO | COPS ORDER NO | CUSTOMER PURCHASE ORDER NO |
|----------------|--------------|-------------------------|---------------|----------------------------|
| 2420917 | 3/31/03 | DS0000640469 | D648654 | 815411 |
| INVOICE TERMS | | FREIGHT TERMS | | |
| 2/ 10 NET 11 | | PREPAID | | |

| PART NUMBER | DESCRIPTION | QTY. ORDERED | UNIT COST | EXTENDED AMOUNT |
|-------------|---|--------------|-----------|-----------------|
| F11530093 | PPI 27546 KFC HONEY MUSTARD SAUCE COLJ660 -200 7/8 OZ - 13.5# .563CUBE | 250 | 8 0300 | 2007 50 |
| F11530088 | PPI 20126 KFC HONEY SAUCE POUCH #20126 - 500/9 GR 11# | 200 | 8 9300 | 1786 00 |
| F11530024 | PPI 25232 GRAPE JELLY - #KF0046900 200-1/2 OZ - 7# 216CUBE | 300 | 3 3300 | 999 00 |
| F11530014 | PPI 25272 SALT #PF73060 3000/ 75 GRAM 6# | 10 | 2 4800 | 24 80 |
| | TOTAL QUANTITY | 760 | | |

Discount Of \$ 9635 Allowed If Paid By 4/10/03 Net Due Date 4/11/03 **NET AMOUNT DUE** 4,817 30

No return allowed without authorization service charge will be adjusted after credit issued Authorization to return or proof of delivery must be requested by net due date Past due balances will result in a 2% service charge per month ORIGINAL

SHIP TO

9616010
FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707



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Louisville, Kentucky 40232

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SHIP # 96160101
9616010

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KAPOLEI, HI 96707

MARK FOR

FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707

REPRINT = 8/07/03

| INVOICE NUMBER | INVOICE DATE | CO-OP PURCHASE ORDER NO | COPS ORDER NO | CUSTOMER PURCHASE ORDER NO |
|----------------|--------------|-------------------------|---------------|----------------------------|
| 2412862 | 2/26/03 | DS0000628750 | D646930 | 729664, A772881 |
| INVOICE TERMS | | FREIGHT TERMS | | |
| 2/ 10 NET 15 | | PICK-UP | | |

| PART NUMBER | DESCRIPTION | QTY. ORDERED | UNIT COST | EXTENDED AMOUNT |
|-------------|--|--------------|-----------|-----------------|
| F11416015 | SIMPL0T-ID 27967 KFC SEASONED 14 CUT WEDGE - #4784F674 6/6# WT 38# | 1124 | 12 5693 | 14127 89 |
| | TOTAL QUANTITY | 1124 | | |

Discount Of \$ 28256 Allowed If Paid By 3/08/03 Net Due Date 3/13/03 **NET AMOUNT DUE** 14,127 89

To return allowed without authorization service charge will be adjusted after credit issued. Authorization to return or proof of delivery must be requested by net due date. Past due balances will result in a 2% service charge per month.

ORIGINAL

SHIP TO

9616010
FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707



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PURCHASING CO-OP LLC

PO Box 32033
Louisville, Kentucky 40232

INVOICE

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9616010

SOLD TO

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KAPOLEI, HI 96707

MARK FOR

FLEMING FOODS - HAWAII DIV
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KAPOLEI, HI 96707

REPRINT - 3/07/03

| INVOICE NUMBER | INVOICE DATE | CO-OP PURCHASE ORDER NO | COPS ORDER NO | CUSTOMER PURCHASE ORDER NO |
|----------------|--------------|-------------------------|---------------|----------------------------|
| 2416720 | 3/12/03 | DS0000640174 | 0548350 | 773391 |
| INVOICE TERMS | | FREIGHT TERMS | | |
| 2/ 10 NET 11 | | PREPAID | | |

| PART NUMBER | DESCRIPTION | QTY. ORDERED | UNIT COST | EXTENDED AMOUNT |
|-------------|--|--------------|-----------|-----------------|
| F11530094 | PPI 27549 KFC HONEY BBQ DIPPING SAUCE COLJ630 -200 7/8 OZ - 13 5# 563CUBE | 144 | 6.7100 | 966 24 |
| F11530093 | PPI 27546 KFC HONEY MUSTARD SAUCE COLJ660 -200 7/8 OZ - 13 5# 563CUBE | 144 | 8 0300 | 1156 32 |
| F11530088 | PPI 20126 KFC HONEY SAUCE POUCH #20126 - 500/9 GR 11# | 168 | 8 9300 | 1500 24 |
| F11530024 | PPI 25232 GRAPE JELLY - #KF0046900 200-1/2 OZ - 7# 216CUBE | 168 | 3.3300 | 559 44 |
| | TOTAL QUANTITY | 624 | | |

Discount Of \$ 8364 Allowed If Paid By 3/22/03 Net Due Date 3/23/03 **NET AMOUNT DUE** 4,182 24

30 day return allowed without authorization service charge will be adjusted after credit used. Authorization to return or proof of delivery must be requested by net due date. Past due balances will result in a 2% service charge per month.

ORIGINAL

SHIP TO

9616010
FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707



UFPC
UNIFIED FOODSERVICE
PURCHASING CO OP LLC

PO Box 32033
Louisville, Kentucky 40232

INVOICE

(502) 896-5900
BILL # 96160199
SHIP # 96160101
96160101

SOLD TO

96160199
FLEMING FOODS - HAWAII DIV.
91-315 HANUA STREET
KAPOLEI, HI 96707

MARK FOR

FLEMING FOODS - HAWAII DIV
91-315 HANUA STREET
KAPOLEI, HI 96707

REPRINT - 8/07/03

| INVOICE NUMBER | INVOICE DATE | CO-OP PURCHASE ORDER NO. | COPS ORDER NO | CUSTOMER PURCHASE ORDER NO. |
|----------------|--------------|--------------------------|---------------|-----------------------------|
| 2420918 | 3/31/03 | DS0000635843 | 0643953 | 584071 |
| INVOICE TERMS | | FREIGHT TERMS | | |
| 2/ 10 NET 15 | | PICK-UP | | |

| PART NUMBER | DESCRIPTION | QTY. ORDERED | UNIT COST | EXTENDED AMOUNT |
|-------------|-----------------------------------|--------------|-----------|-----------------|
| F1141FRT1 | FREIGHT CHARGE - SIMPLOT (WEDGES) | 1 | 165 7000 | 165 70 |
| | TOTAL QUANTITY | 1 | | |

Discount Of \$ Allowed If Paid By Net Due Date 4/10/03 4/15/03 **NET AMOUNT DUE** 165 70

no return allowed without authorization service charge will be adjusted after credit used Authorization to return or proof of delivery must be requested by net due date first due balances will result in a 2% service charge per month

ORIGINAL