

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

PROOF OF CLAIM



484020

Bar Date Ref # 2-G5-5906

YOUR CLAIM IS SCHEDULED AS

**FILED
SEP 05 2003
BMC**

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.

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.

Name of Creditor and Address

LANCE INC
8600 SOUTH BOULEVARD
CHARLOTTE NC 28273

ATTN: LEGAL DEPT.

0354651484020

Creditor Telephone Number (704) **557-8300**

CREDITOR TAX ID #
56-0292920

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Chain 4931

Check here replaces or amends a previously filed claim dated _____

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 **Various 2003**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **4,793.99** (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 USE ONLY
SEP 04 2003
BMC
Fleming Companies Claim
08388

DATE SIGNED
8-28-03

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).
Edward H. Schuth, Attorney for Creditor

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

6/19/03 CSHPS3 RMS Production (PRD LANCE) SC0003 JRITCH
05 21 57 RMS-03 A/R Posting F14-Post CAPC005
Chain 4931 Name FLEMING API FED GOVT Terms NET 30 DAYS
1st 0 Seq=Invoice Dt Bal 7,741 64 Adj Keyed 4793 99
Position To Invoice Date Write Ups 00
Store Cash Keyed 00
Type actions & amounts, Enter, F14 to Post Cash to O/A 00
5=Display 6=Trans 7=Ptl Pmt 8=Full Pmt 9=Adj Cash Recvd 00
10=Close w/Adj 17=Contest DIFF 00
20=Cls w/Dsc 22=Transfer Adj 25=StoreBal

ACT	POST	AMT	OPEN	AMT	IVC	DTE	IVC#	TYPE	ST	STORE/NAME
9	2419	10	2419	10	31403		578795	INV		036730/FLEMING C/O
9	2374	89	2374	89	32103		580861	INV P		036730/FLEMING C/O
			2947	65	42403		590013	INV		036730/FLEMING C/O

F1=Help F2=Contacts F19=CHK# F5=Display All F14=PostToA/R F22=Seq Amt
F6=CreateW/U F10=Notes F11=Fold F17=Pro/Pri F18=Print List F24=More Keys

6/17/03 ARRINF RMS Production (PRD LANCE) SC0003 GWILLIAMS
09 09 54 A/R Inquiry W Follow-Up Notes CAPC007S1
Cust # 4931 0 Name FLEMING API FED GOVT
Bill To OPEN ITEMS ONLY HAWAIN EXPRESS
Owner/Ext GWILLIAMS 8683 Collector/Ext GWILLIAMS 8683
Current 1-30 DaysOver 31-60 DaysOver 60+DaysOver Balance
00 2,947 65 2,374 89 2,419 10 7,741 64
STORE IVC DTE IVC# Bal Over Terms 7,741 64
Position to 0 Uninvoiced Sales 00

Type one or more action codes Then Enter
5=Display 6=Transactions 7=Sales 8=Create/Update Note 9=Display Note
21=Letters 25=Store Balance 2=Change Credit Cut

ACT	IVC	DTE	INVOICE #	TYP	ST	OPEN AMOUNT	DYS	STORE/NAME	E	S	NOTE
	3/14/03		578795	INV		2,419 10	95	036730/FLEMING C/O A			
	3/21/03		580861	INV	P	2,374 89	88	036730/FLEMING C/O A			
	4/24/03		590013	INV		2,947 65	54	036730/FLEMING C/O A			

F1=Help F3=Exit F5=Open/Pd F7=Bkw F8=Fwd F9=Cust Info F10=AddNote F12=Cancel
F14=CusPrc F15=CusInq F16=ChnPrc F17=Promos F19=GrpPrc F20=Letter
F21=LtrH1st F22=OrdInq F23=NoteInq F24=CustNte

6/17/03 SPFMNT SC0005 GWILLIAMS
09 07 53 Special Notes Mnt-FollowUpDesc CAPC007S1

Chain 4931 Name FLEMING API FED GOVT
Cust 0 HAWAIN EXPRESS
City LA MIRADA State CA 90638

Ivc Date 99/99/99 Ivc No 999999999999 Follow Up Date 5/19/03 GWILLIAMS
Position to LINE#

Type one or more action codes Then Enter

1=Create 2=Revise 4=Delete

ACT LINE# SPECIAL NOTE

- 1 5/19/03 GW TALKED WITH JAPE WONG IN A/P AND SHE STATED THAT
- 2 FLEMING IS CUTTING OUR CHECKS BUT THEY ARE HOLDING THEM
- 3 BECAUSE OF THE BANKRUPTCY
- 0
- 0
- 0
- 0
- 0
- 0
- 0
- 0

F1=Help F2=Close Note F3=Exit F7=Bkwd F8=Fwd F12=Cancel
The end of the file was reached

6/17/03 SPFMNT SC0005 GWILLIAMS
09 07 47 Special Notes Mnt-FollowUpDesc CAPC007S1

Chain 4931 Name FLEMING API FED GOVT
Cust 0 HAWAIN EXPRESS
City LA MIRADA State CA 90638
Ivc Date 99/99/99 Ivc No 999999999999 Follow Up Date 6/12/03 GWILLIAMS

Position to LINE#
Type one or more action codes Then Enter
1=Create 2=Revise 4=Delete

ACT LINE# SPECIAL NOTE
1 6/12/03 GW TALKED WITH MAKA MIGUEL WHO HANDLES THE INVOICES
2 FOR THE ROLLUP SHE IS STILL EXPECTING HER PAYMENT FOR THE
3 ROLLUP INVOICES I LET HER KNOW THAT WE COULD USE THE MONEY
4 THAT WOULD BE SENT TO HER FOR THE ROLLUP INVOICES AND PAY
5 TOWARD THE RECEIVABLES SHE STATED THAT WOULD NOT WORK FOR
6 HER BECAUSE SHE CANNOT MIX HER INVOICES WITH A/P
0
0
0
0
0

F1=Help F2=Close Note F3=Exit F7=Bkwd F8=Fwd F12=Cancel
The end of the file was reached



Lance Inc
 PO Box 473517
 Charlotte, NC 28247 3517
 Phone 800/527 5537 EXT 8619
 Direct 704/557 8614
 Mail remittance to address above

Invoice No 578795

Invoice Date 3/14/03
 Page 1

CHAIN # 4931
 Customer # 36730
 P O # 050313 HW

Bill To FLEMING C/O API
 91-315 HANUA ST
 KAPOLEI HI 967071732

ROUTE# 277
 LOAD# 2275782
 FOB Point Destination
 Freight PP
 Terms NET 30 DAYS
 Ship By LANCE Preferred Carrier
 Ship Date 3/12/03

Shipped To FLEMING C/O API
 HAWAII EXPRESS
 14952 VALLEY VIEW AVENUE
 LA MIRADA CA 90638

Quantity Ordered	Quantity Shipped	Product Number	Product Description	Per Case Wholesale Price	Per Case Net Price	Extended Amount
18	18	130	TOASTCHEE HP 14X8CT	23 80	23 80	428 40
8	8	131	NIP CHEE HP 14X8CT	23 80	23 80	190 40
24	24	132	CHEESE ON WHEAT HP 1	23 80	23 80	571 20
9	9	134	TOASTY HP 14X8CT	23 80	23 80	214 20
12	12	141	MALT PNUT BTR HP 14X	23 80	23 80	285 60
12	12	16	SMOKEHOUSE CHED ON C	23 80	23 80	285 60
9	9	260	CAPT WAFER CR CH HP	23 80	23 80	214 20
9	9	671	VARIETY PAK SANDWICH	25 49	25 49	229 50
	101					\$2 419 10

GROSS AMOUNT \$2 419 10

Notify Lance Within 72 Hours after receipt of products
 for quantity discrepancies in order to receive full credit
 Call 1 (800) 493-1510

Total Amount DUE \$2 419 10



Lance Inc
 PO Box 473017
 Charlotte, NC 28247 3517
 Phone 800/527 5537 EXT 8619
 Direct 704/557 8619
 Mail remittance to address above

Invoice No 580861

Invoice Date 3/21/03
 Page 1

CHAIN # 4931
 Customer # 36730
 P O # 085418 HW

Bill To FLEMING C/O API
 91-315 HANUA ST
 KAPOLEI HI 967071732

ROUTE# 277
 LOAD# 2285914
 FOB Point Destination
 Freight PP
 Terms NET 30 DAYS
 Ship By LANCE Preferred Carrier
 Ship Date 3/21/03

Shipped To FLEMING C/O API
 HAWAIIAN EXPRESS
 14952 VALLEY VIEW AVENUE
 LA MIRADA CA 90638

Quantity Ordered	Quantity Shipped	Product Number	Product Description	Per Case Wholesale Price	Per Case Net Price	Extended Amount
9	9	130	TOASTCHEE HP 14X8CT	23 80	23 80	214 20
8	8	132	CHEESE ON WHEAT HP 1	23 80	23 80	190 40
9	9	134	TOASTY HP 14X8CT	23 80	23 80	214 20
18	18	260	CAPT WAFER CR CH HP	23 80	23 80	428 40
11	11	333	TOASTCHEE RF HP 14X8	25 49	25 49	280 50
12	12	591	CAPTAIN'S CHOICE 14/	25 49	25 49	306 00
12	12	670	VARIETY PAK COOKIE 1	25 49	25 49	306 00
18	18	671	VARIETY PAK SANDWICH	25 49	25 49	458 99
	97					\$2 398 69

GROSS AMOUNT \$2 398 69

Notify Lance Within 72 Hours after receipt of products
 for quantity discrepancies in order to receive full credit
 Call 1 (800) 493-1510

Total Amount DUE \$2 398 69



Laura C. Hughes
Paralegal/Trademark Administrator
704 554 5578 direct dial
704 557 8197—facsimile
lhughes@lance.com

Lance, Inc
PO Box 32368
Charlotte, NC 28232 2368
Phone 704/554-1421
www.lancesnacks.com

VIA FEDERAL EXPRESS

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

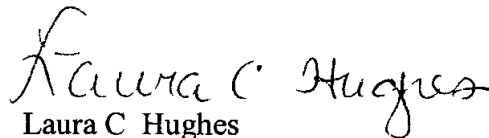
*Re Fleming Companies, Inc
Case No 03-10945
District of Delaware*

Dear Sir or Madam

Enclosed please find the original and two (2) copies of a Proof of Claim for Lance, Inc in the above-referenced bankruptcy. Please file-stamp the copy and return it to us in the self-addressed, stamped envelope.

Please feel free to contact me if you need anything additional.

Sincerely,


Laura C Hughes

Enclosures