

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

PROOF OF CLAIM



s137034

Scheduled Claim Ref # 2 F2 24660

YOUR CLAIM IS SCHEDULED AS

\$244 307 11 UNSECURED

In re Fleming Companies, Inc	Case Number 03-10945
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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

Name of Creditor and Address

0354429431795

SMITH DAIRY
PO BOX 74164
CLEVELAND OH 44194
* Please change this to bank locker

Smith Dairy Products Co
1331 D. y Lane
Cresville OH 44647

Creditor Telephone Number (330) 683-8710

- 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.

CREDITOR TAX ID # 34-0536210	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 9631994 103128	Check here <input type="checkbox"/> replaces or amends if this claim	<input type="checkbox"/> a previously filed claim dated _____
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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 May 2002 - April 2003 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 277,863.19 (unsecured)	\$ _____ (secured)	\$ _____ (unsecured priority)	\$ 277,863.19 (total)
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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

FILED

SEP 08 2003

DATE SIGNED 8-26-03 **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)

Tami Scroggs - Assist. Controller - Tami Scroggs



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

KEYBANK NATIONAL ASSOCIATION
 ATTN INCOMING RETURNS DEPARTMENT
 17 CORPORATE WOODS BLVD
 ALBANY NY 12211

Advice of Returned Item

Tami

April 4 2003

431754

Questions about your account?
 1-800-KEY-2-YOU (1-800-539-2968)

1 00 B 0000 1 R 01 B1
 SMITH DAIRY PRODUCTS INC
 230 NORTH VINE STREET
 ORRVILLE, OHIO 44667

Advice of Chargeback

We have charged your account 431754 for a previously deposited check which has been returned unpaid. The following is a detailed listing of this item.

Deposited Item

Amount	Return Reason	Deposit Account Store Number	Originator	For Bank Use Only
\$134 25	REFER TO MAKER Fleming	431754	Acct R/T#	6300036160 11130088 032703 FY08 0001 0091 51090114 72JAG V5RPM

Account Status

Chargeback Summary

Total for Depositing Account 431754	\$134 25	Items returned unpaid and charged back	1
Total of all Chargeback items	\$134 25	Total items returned unpaid and charged back	1

The item charges have been passed for account analysis at KeyBank National Association

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND RED INK

Fleming

TEXAS COMMERCE
 SAN ANGELO, TX

No 23570474^{64-88/} 1113
 AG

Box 26647 Oklahoma City OK 73126

DO NOT RE-DEPOSIT

Date Amount

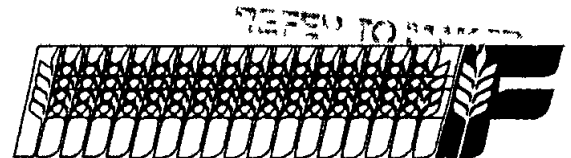
03/24/03 \$*****134 25*

Pay

ONE HUNDRED THIRTY FOUR DOLLARS AND 25/100

Pay To The Order Of

SMITH DAIRY
 PO BOX 74161
 CLEVELAND, OH 44194



Unique Character Facsimile Signature

23570474 111300880:06300036160

0000013425*

DATE 09/04/03

Smith Dairy Products Company

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A/R OPEN LIST BY CUSTOMER

PGM RAP524

CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION
103128	FLEMING WAREHOUSE	PO BOX 207	4676 ERIE ST	MASSILLON	OH	44648-020704	00
		DATE OF LAST PAYMENT	03/28/03	AMOUNT			
				134 25			

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT TICKET NUMBER	DATE	TOTAL	#	PAYMENTS DATE	TOTAL	#	ADJUSTMENTS DATE	TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
030312001	1		1895506	03/12/03	1831 20								1831 20	1831 20
030312002	2		1888188	03/12/03	1053 36								1053 36	2884 56
030312003	3		1895828	03/12/03	702 24								702 24	3586 80
030319001	4		1896596	03/19/03	555 17								555 17	4141 97
030326001	5		1906497	03/26/03	21221 40								21221 40	25363 37
030326002	6		1908346	03/26/03	1285 90								1285 90	26649 27
030328025	7		1921078	03/28/03	2629 20								2629 20	29278 47
TOTALS					29278 47			0 00			0 00		29278 47	29278 47

* DENOTES A PAYMENT OR ADJUSTMENT THAT WAS NOT APPLIED TO ANY SPECIFIC OPEN ITEM

Summary

103128 Fleming Warehouse Bal owed \$29,278.47

030319 Fleming, LC 24,014.50

Returned check 134.25

\$27,156.17

DATE 09/04/03

Smith Dairy Products Company

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A/R OPEN LIST BY CUSTOMER

PGM RAP524

CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION
903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04 00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT	65440	12	

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER DATE	TICKET TOTAL	*- #	PAYMENTS DATE	*- TOTAL	*- #	ADJUSTMENTS DATE	*- TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
020522016*	1		405130 05/22/02	100 00								100 00	100 00
020522017*	2		405095 05/22/02	100 00								100 00	200 00
030127013	3		1814937 01/27/03	215 54								215 54	415 54
030129013	4		1819120 01/29/03	324 56								324 56	740 10
030303001	5		1881454 03/03/03	877 12								877 12	1617 22
030303002	6		1879027 03/03/03	870 96								870 96	2488 18
030303003	7		1880616 03/03/03	352 76								352 76	2840 94
030303004	8		1880714 03/03/03	1029 79								1029 79	3870 73
030303005	9		1880546 03/03/03	1049 02								1049 02	4919 75
030303006	10		1863988 03/03/03	113 40								113 40	5033 15
030303007	11		1881438 03/03/03	437 04								437 04	5470 19
030303008	12		1867354 03/03/03	66 60								66 60	5536 79
030303009	13		1881461 03/03/03	157 64								157 64	5694 43
030303010	14		1837017 03/03/03	133 20								133 20	5827 63
030303011	15		1881335 03/03/03	209 58								209 58	6037 21
030303012	16		1881515 03/03/03	123 42								123 42	6160 63
030303013	17		1880859 03/03/03	699 50								699 50	6860 13
030303014	18		1881424 03/03/03	584 31								584 31	7444 44
030303015	19		1881453 03/03/03	1955 06								1955 06	9399 50
030303016	20		1880553 03/03/03	769 85								769 85	10169 35
030303017	21		1881537 03/03/03	588 11								588 11	10757 46
030303019	22		1880610 03/03/03	262 72								262 72	11020 18
030303020	23		1880909 03/03/03	176 98								176 98	11197 16
030303021	24		1880780 03/03/03	715 70								715 70	11912 86
030303022	25		1881511 03/03/03	164 21								164 21	12077 07
030303023	26		1881462 03/03/03	192 57								192 57	12269 64
030303024	27		1881318 03/03/03	233 55								233 55	12503 19
030303025	28		1881328 03/03/03	549 30								549 30	13052 49
030303026	29		1881407 03/03/03	407 50								407 50	13459 99
030303027	30		1880795 03/03/03	2019 16								2019 16	15479 15
030304001	31		1883582 03/04/03	200 31								200 31	15679 46
030304002	32		1883190 03/04/03	482 56								482 56	16162 02
030304003	33		1882761 03/04/03	1094 32								1094 32	17256 34
030304004	34		1883507 03/04/03	143 10								143 10	17399 44
030304005	35		1883360 03/04/03	302 80								302 80	17702 24
030304006	36		1883742 03/04/03	142 56								142 56	17844 80
030304007	37		1884653 03/04/03	157 83								157 83	18002 63
030304008	38		1882766 03/04/03	315 20								315 20	18317 83
030304009	39		1884063 03/04/03	155 40								155 40	18473 23
030304010	40		1804516 03/04/03	55 50								55 50	18528 73
030304011	41		1882594 03/04/03	249 97								249 97	18778 70
030305001	42		1885705 03/05/03	276 30								276 30	19055 00
030305002	43		1885714 03/05/03	673 84								673 84	19728 84
030305003	44		1885641 03/05/03	804 18								804 18	20533 02
030305004	45		1885113 03/05/03	1059 49								1059 49	21592 51
030305005	46		1885117 03/05/03	103 26								103 26	21695 77
030305006	47		1786221 03/05/03	111 00								111 00	21806 77

DATE 09/04/03

Smith Dairy Products Company

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A/R OPEN LIST BY CUSTOMER

PGM RAP524

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903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04 00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT			
				65440 12			

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER DATE	TICKET TOTAL	*-----* # DATE	PAYMENTS TOTAL	*-----* # DATE	ADJUSTMENTS TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
030305007	48		1884999 03/05/03	703 84						703 84	22510 61
030305008	49		1885480 03/05/03	274 60						274 60	22785 21
030305009	50		1885458 03/05/03	229 35						229 35	23014 56
030305010	51		1883756 03/05/03	1911 54						1911 54	24926 10
030305011	52		1786251 03/05/03	333 00						333 00	25259 10
030305012	53		1885504 03/05/03	345 18						345 18	25604 28
030305013	54		1883944 03/05/03	656 23						656 23	26260 51
030305014	55		1885701 03/05/03	1944 37						1944 37	28204 88
030305015	56		1885065 03/05/03	713 28						713 28	28918 16
030305016	57		1885707 03/05/03	494 26						494 26	29412 42
030305017	58		1882692 03/05/03	213 26						213 26	29625 68
030305018	59		1885229 03/05/03	351 43						351 43	29977 11
030305019	60		1885082 03/05/03	467 53						467 53	30444 64
030305020	61		1885785 03/05/03	104 77						104 77	30549 41
030305021	62		1884681 03/05/03	123 88						123 88	30673 29
030305022	63		1885373 03/05/03	655 46						655 46	31328 75
030305023	64		1885595 03/05/03	566 26						566 26	31895 01
030305024	65		1885708 03/05/03	714 03						714 03	32609 04
030305025	66		1885151 03/05/03	2343 58						2343 58	34952 62
030306001	67		1886288 03/06/03	633 04						633 04	35585 66
030306002	68		1799444 03/06/03	2157 00						2157 00	37742 66
030306003	69		1887281 03/06/03	412 92						412 92	38155 58
030306004	70		1837004 03/06/03	44 40						44 40	38199 98
030306005	71		1887542 03/06/03	1595 35						1595 35	39795 33
030306006	72		1887184 03/06/03	796 40						796 40	40591 73
030306007	73		1886460 03/06/03	244 90						244 90	40836 63
030306008	74		1887453 03/06/03	344 77						344 77	41181 40
030306009	75		1720381 03/06/03	44 40						44 40	41225 80
030307001	76		1889666 03/07/03	245 88						245 88	41471 68
030307002	77		1889508 03/07/03	525 97						525 97	41997 65
030307003	78		1889613 03/07/03	2372 53						2372 53	44370 18
030307004	79		1888378 03/07/03	913 66						913 66	45283 84
030307005	80		1889646 03/07/03	1008 36						1008 36	46292 20
030307006	81		1886289 03/07/03	368 62						368 62	46660 82
030307007	82		1888817 03/07/03	287 53						287 53	46948 35
030307008	83		1888811 03/07/03	866 57						866 57	47814 92
030307009	84		1888963 03/07/03	886 58						886 58	48701 50
030307010	85		1889173 03/07/03	790 82						790 82	49492 32
030307011	86		1888780 03/07/03	644 65						644 65	50136 97
030307012	87		1888561 03/07/03	91 18						91 18	50228 15
030307013	88		1886748 03/07/03	3925 30						3925 30	54153 45
030307014	89		1888839 03/07/03	499 85						499 85	54653 30
030307016	90		1889747 03/07/03	144 46						144 46	54797 76
030307017	91		1888226 03/07/03	153 70						153 70	54951 46
030307018	92		1888956 03/07/03	641 15						641 15	55592 61
030307019	93		1889415 03/07/03	480 24						480 24	56072 85
030307020	94		1889299 03/07/03	287 34						287 34	56360 19

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Smith Dairy Products Company

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A/R OPEN LIST BY CUSTOMER

PGM RAP524

CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION	
903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04	00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT	65440	12		

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER	TICKET DATE	TOTAL	* #	PAYMENTS DATE	TOTAL	* #	ADJUSTMENTS DATE	TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE		
030307021	95		1889401	03/07/03	1188	30							1188	30	57548	49
030307022	96		1888578	03/07/03	975	68							975	68	58524	17
030307023	97		1888796	03/07/03	1690	05							1690	05	60214	22
030307024	98		1889410	03/07/03	307	88							307	88	60522	10
030307025	99		1817226	03/07/03	33	30							33	30	60555	40
030307026	100		1888824	03/07/03	1272	58							1272	58	61827	98
030307027	101		1890090	03/07/03	158	86							158	86	61986	84
030307028	102		1889716	03/07/03	1039	10							1039	10	63025	94
030308001	103		1890700	03/08/03	105	80							105	80	63131	74
030308002	104		1890989	03/08/03	630	93							630	93	63762	67
030310001	105		1892913	03/10/03	95	22							95	22	63857	89
030310002	106		1891347	03/10/03	288	14							288	14	64146	03
030310003	107		1891751	03/10/03	558	36							558	36	64704	39
030310004	108		1891675	03/10/03	1559	15							1559	15	66263	54
030310005	109		1837019	03/10/03	136	08							136	08	66399	62
030310006	110		1890836	03/10/03	1216	72							1216	72	67616	34
030310007	111		1891911	03/10/03	578	40							578	40	68194	74
030310008	112		1890649	03/10/03	243	92							243	92	68438	66
030310009	113		1890900	03/10/03	214	23							214	23	68652	89
030310010	114		1891172	03/10/03	786	66							786	66	69439	55
030310012	115		1891933	03/10/03	153	69							153	69	69593	24
030310013	116		1891714	03/10/03	146	42							146	42	69739	66
030310014	117		1891889	03/10/03	573	00							573	00	70312	66
030310015	118		1892447	03/10/03	106	80							106	80	70419	46
030310016	119		1891534	03/10/03	937	05							937	05	71356	51
030310017	120		1891719	03/10/03	785	54							785	54	72142	05
030310018	121		1891773	03/10/03	577	38							577	38	72719	43
030310019	122		1891695	03/10/03	281	86							281	86	73001	29
030310020	123		1891881	03/10/03	293	98							293	98	73295	27
030310021	124		1890852	03/10/03	502	73							502	73	73798	00
030310022	125		1890735	03/10/03	534	46							534	46	74332	46
030310023	126		1891941	03/10/03	208	09							208	09	74540	55
030310024	127		1892183	03/10/03	1493	30							1493	30	76033	85
030310025	128		1890999	03/10/03	610	98							610	98	76644	83
030310026	129		1890749	03/10/03	725	08							725	08	77369	91
030310027	130		1863990	03/10/03	71	28							71	28	77441	19
030310029	131		1889175	03/10/03	920	86							920	86	78362	05
030310030	132		1890888	03/10/03	390	11							390	11	78752	16
030311001	133		1893120	03/11/03	959	26							959	26	79711	42
030311002	134		1894202	03/11/03	135	28							135	28	79846	70
030311003	135		1890727	03/11/03	374	52							374	52	80221	22
030311004	136		1892766	03/11/03	161	38							161	38	80382	60
030311005	137		1893935	03/11/03	143	00							143	00	80525	60
030311006	138		1893420	03/11/03	313	89							313	89	80839	49
030311007	139		1893107	03/11/03	947	08							947	08	81786	57
030311008	140		1894801	03/11/03	149	20							149	20	81935	77
030311009	141		1893977	03/11/03	321	84							321	84	82257	61

DATE 09/04/03

Smith Dairy Products Company

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A/R OPEN LIST BY CUSTOMER

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		DATE OF LAST PAYMENT	03/25/03	AMOUNT	65440	12		

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER	TICKET DATE	TOTAL	* #	PAYMENTS DATE	TOTAL	* #	ADJUSTMENTS DATE	TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
030311010	142		1799438	03/11/03	111 00								111 00	82368 61
030311011	143		1894293	03/11/03	162 00								162 00	82530 61
030311012	144		1894608	03/11/03	415 20								415 20	82945 81
030312001	145		1895912	03/12/03	646 10								646 10	83591 91
030312002	146		1895865	03/12/03	441 05								441 05	84032 96
030312003	147		1864017	03/12/03	246 32								246 32	84279 28
030312004	148		1895754	03/12/03	852 98								852 98	85132 26
030312006	149		1895267	03/12/03	718 96								718 96	85851 22
030312007	150		1895268	03/12/03	179 96								179 96	86031 18
030312008	151		1863986	03/12/03	722 40								722 40	86753 58
030312009	152		1895582	03/12/03	783 61								783 61	87537 19
030312010	153		1895716	03/12/03	296 95								296 95	87834 14
030312011	154		1895334	03/12/03	279 86								279 86	88114 00
030312012	155		1893988	03/12/03	4391 56								4391 56	92505 56
030312013	156		1895358	03/12/03	583 44								583 44	93089 00
030312014	157		1894252	03/12/03	663 05								663 05	93752 05
030312015	158		1895898	03/12/03	1282 83								1282 83	95034 88
030312016	159		1895270	03/12/03	1143 59								1143 59	96178 47
030312017	160		1895856	03/12/03	559 64								559 64	96738 11
030312018	161		1892880	03/12/03	188 71								188 71	96926 82
030312019	162		1895315	03/12/03	233 38								233 38	97160 20
030312020	163		1895248	03/12/03	412 86								412 86	97573 06
030312022	164		1895913	03/12/03	161 99								161 99	97735 05
030312023	165		1894385	03/12/03	173 04								173 04	97908 09
030312024	166		1895367	03/12/03	739 58								739 58	98647 67
030312025	167		1895797	03/12/03	1507 22								1507 22	100154 89
030312026	168		1895923	03/12/03	885 50								885 50	101040 39
030312027	169		1895343	03/12/03	1007 54								1007 54	102047 93
030313001	170		1896565	03/13/03	420 42								420 42	102468 35
030313002	171		1897179	03/13/03	1175 60								1175 60	103643 95
030313003	172		1897794	03/13/03	248 40								248 40	103892 35
030313004	173		1896741	03/13/03	149 24								149 24	104041 59
030313005	174		1897717	03/13/03	495 40								495 40	104536 99
030313006	175		1897339	03/13/03	545 23								545 23	105082 22
030313007	176		1897445	03/13/03	482 56								482 56	105564 78
030313008	177		1897424	03/13/03	525 52								525 52	106090 30
030313009	178		1837005	03/13/03	44 88								44 88	106135 18
030313010	179		1897413	03/13/03	363 87								363 87	106499 05
030314001	180		1899819	03/14/03	678 61								678 61	107177 66
030314002	181		1899762	03/14/03	2057 58								2057 58	109235 24
030314003	182		1898621	03/14/03	954 92								954 92	110190 16
030314004	183		1899864	03/14/03	753 35								753 35	110943 51
030314005	184		1896386	03/14/03	308 51								308 51	111252 02
030314006	185		1898997	03/14/03	504 81								504 81	111756 83
030314007	186		1898825	03/14/03	974 65								974 65	112731 48
030314009	187		1899877	03/14/03	149 00								149 00	112880 48
030314010	188		1899812	03/14/03	359 66								359 66	113240 14

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CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION
903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04 00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT			
				65440 12			

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER DATE	TICKET TOTAL	* #	PAYMENTS DATE	* #	ADJUSTMENTS DATE	RS	TOTAL	REMAINING BALANCE	RUNNING BALANCE
030314011	189		1899456 03/14/03	270 08							270 08	113510 22
030314012	190		1898800 03/14/03	359 01							359 01	113869 23
030314013	191		1899598 03/14/03	409 84							409 84	114279 07
030314014	192		1817227 03/14/03	575 46							575 46	114854 53
030314015	193		1899549 03/14/03	796 21							796 21	115650 74
030314016	194		1898525 03/14/03	141 32							141 32	115792 06
030314017	195		1899378 03/14/03	901 75							901 75	116693 81
030314018	196		1899587 03/14/03	1068 76							1068 76	117762 57
030314019	197		1899314 03/14/03	719 67							719 67	118482 24
030314020	198		1898820 03/14/03	422 01							422 01	118904 25
030314021	199		1896607 03/14/03	1419 84							1419 84	120324 09
030314022	200		1786241 03/14/03	333 00							333 00	120657 09
030314023	201		1899291 03/14/03	43 72							43 72	120700 81
030314024	202		1899658 03/14/03	150 06							150 06	120850 87
030314025	203		1898928 03/14/03	1269 03							1269 03	122119 90
030314026	204		1899584 03/14/03	1288 51							1288 51	123408 41
030314027	205		1898766 03/14/03	636 97							636 97	124045 38
030314028	206		1900423 03/14/03	162 34							162 34	124207 72
030314029	207		1899825 03/14/03	949 06							949 06	125156 78
030314031	208		1898651 03/14/03	2172 45							2172 45	127329 23
030315001	209		11846 03/15/03	20 00							20 00	127349 23
030315002	210		1901088 03/15/03	367 01							367 01	127716 24
030317001	211		1901795 03/17/03	157 02							157 02	127873 26
030317002	212		1901669 03/17/03	45 48							45 48	127918 74
030317003	213		1880476 03/17/03	1006 20							1006 20	128924 94
030317004	214		1901797 03/17/03	188 08							188 08	129113 02
030317005	215		1901854 03/17/03	563 66							563 66	129676 68
030317006	216		1901051 03/17/03	637 30							637 30	130313 98
030317007	217		1901274 03/17/03	1108 13							1108 13	131422 11
030317008	218		1899320 03/17/03	820 40							820 40	132242 51
030317009	219		1901840 03/17/03	483 26							483 26	132725 77
030317010	220		1900901 03/17/03	1121 63							1121 63	133847 40
030317011	221		1864001 03/17/03	54 00							54 00	133901 40
030317012	222		1901445 03/17/03	557 26							557 26	134458 66
030317013	223		1901703 03/17/03	205 47							205 47	134664 13
030317014	224		1901790 03/17/03	313 00							313 00	134977 13
030317015	225		1901838 03/17/03	789 97							789 97	135767 10
030317016	226		1901814 03/17/03	489 01							489 01	136256 11
030317017	227		1901664 03/17/03	1634 93							1634 93	137891 04
030317018	228		1837022 03/17/03	178 20							178 20	138069 24
030317019	229		1900847 03/17/03	796 48							796 48	138865 72
030317020	230		1901964 03/17/03	488 71							488 71	139354 43
030317021	231		1900768 03/17/03	228 99							228 99	139583 42
030317022	232		1901009 03/17/03	264 88							264 88	139848 30
030317023	233		1901099 03/17/03	550 35							550 35	140398 65
030317025	234		1901916 03/17/03	141 78							141 78	140540 43
030317026	235		1901729 03/17/03	756 69							756 69	141297 12

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CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION
903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04 00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT			
				65440 12			

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER	TICKET DATE	TOTAL	* #	PAYMENTS DATE	TOTAL	* #	ADJUSTMENTS DATE	TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
030317027	236		1901100	03/17/03	1504 80								1504 80	142801 92
030318001	237		1903660	03/18/03	91 67								91 67	142893 59
030318002	238		1903238	03/18/03	392 44								392 44	143286 03
030318003	239		1904370	03/18/03	167 70								167 70	143453 73
030318004	240		1902781	03/18/03	247 25								247 25	143700 98
030318005	241		1904025	03/18/03	243 12								243 12	143944 10
030318006	242		1904106	03/18/03	250 66								250 66	144194 76
030318007	243		1903800	03/18/03	168 84								168 84	144363 60
030318008	244		1903785	03/18/03	218 80								218 80	144582 40
030318009	245		1903742	03/18/03	294 40								294 40	144876 80
030318010	246		1903995	03/18/03	541 60								541 60	145418 40
030318011	247		1903480	03/18/03	1200 39								1200 39	146618 79
030318012	248		1904715	03/18/03	103 66								103 66	146722 45
030319001	249		1905806	03/19/03	433 46								433 46	147155 91
030319002	250		1905849	03/19/03	591 22								591 22	147747 13
030319003	251		1905189	03/19/03	844 14								844 14	148591 27
030319004	252		1905711	03/19/03	627 87								627 87	149219 14
030319005	253		1905258	03/19/03	256 47								256 47	149475 61
030319008	254		1905260	03/19/03	357 12								357 12	149832 73
030319009	255		1903830	03/19/03	113 36								113 36	149946 09
030319010	256		1786252	03/19/03	336 60								336 60	150282 69
030319011	257		1905725	03/19/03	938 59								938 59	151221 28
030319012	258		1905259	03/19/03	964 11								964 11	152185 39
030319013	259		1905270	03/19/03	185 56								185 56	152370 95
030319014	260		1863999	03/19/03	258 00								258 00	152628 95
030319015	261		1905278	03/19/03	444 87								444 87	153073 82
030319016	262		1904132	03/19/03	552 69								552 69	153626 51
030319017	263		1905803	03/19/03	1382 99								1382 99	155009 50
030319018	264		1905284	03/19/03	640 32								640 32	155649 82
030319019	265		1905846	03/19/03	357 78								357 78	156007 60
030319020	266		1902920	03/19/03	176 30								176 30	156183 90
030319021	267		1905500	03/19/03	267 60								267 60	156451 50
030319022	268		1905244	03/19/03	567 79								567 79	157019 29
030319024	269		1905845	03/19/03	75 76								75 76	157095 05
030319025	270		1904871	03/19/03	109 94								109 94	157204 99
030319026	271		1905756	03/19/03	602 35								602 35	157807 34
030319027	272		1905786	03/19/03	708 33								708 33	158515 67
030319028	273		1905905	03/19/03	856 59								856 59	159372 26
030319029	274		1905256	03/19/03	1398 45								1398 45	160770 71
030320001	275		1906651	03/20/03	389 89								389 89	161160 60
030320002	276		1905822	03/20/03	305 94								305 94	161466 54
030320003	277		1907642	03/20/03	493 57								493 57	161960 11
030320004	278		1720385	03/20/03	22 44								22 44	161982 55
030320005	279		1907417	03/20/03	535 97								535 97	162518 52
030320007	280		1907485	03/20/03	383 52								383 52	162902 04
030320008	281		1799445	03/20/03	224 40								224 40	163126 44
030320009	282		1907738	03/20/03	350 42								350 42	163476 86

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CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION	
903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04	00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT	65440	12		

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER DATE	TICKET TOTAL	*-----* # DATE	PAYMENTS TOTAL # DATE	*-----* # DATE	ADJUSTMENTS TOTAL RS	REMAINING BALANCE	RUNNING BALANCE
030321001	283	_____	1909680 03/21/03	237 80					237 80	163714 66
030321002	284	_____	1888258 03/21/03	154 80					154 80	163869 46
030321003	285	_____	1909552 03/21/03	633 89					633 89	164503 35
030321004	286	_____	1909518 03/21/03	239 44					239 44	164742 79
030321005	287	_____	1909307 03/21/03	933 54					933 54	165676 33
030321006	288	_____	1908824 03/21/03	570 26					570 26	166246 59
030321007	289	_____	1909475 03/21/03	1335 57					1335 57	167582 16
030321008	290	_____	1909454 03/21/03	771 20					771 20	168353 36
030321009	291	_____	1909291 03/21/03	552 73					552 73	168906 09
030321010	292	_____	1908713 03/21/03	971 24					971 24	169877 33
030321011	293	_____	1908293 03/21/03	116 91					116 91	169994 24
030321012	294	_____	1909391 03/21/03	691 18					691 18	170685 42
030321013	295	_____	1909754 03/21/03	1002 23					1002 23	171687 65
030321014	296	_____	1909576 03/21/03	282 16					282 16	171969 81
030321015	297	_____	1908962 03/21/03	1253 07					1253 07	173222 88
030321016	298	_____	1909890 03/21/03	570 62					570 62	173793 50
030321017	299	_____	1909850 03/21/03	2239 84					2239 84	176033 34
030321018	300	_____	1908594 03/21/03	864 91					864 91	176898 25
030321019	301	_____	1909699 03/21/03	821 76					821 76	177720 01
030321020	302	_____	1910418 03/21/03	98 68					98 68	177818 69
030321021	303	_____	1906442 03/21/03	408 48					408 48	178227 17
030321022	304	_____	1909365 03/21/03	424 80					424 80	178651 97
030321023	305	_____	1908857 03/21/03	750 41					750 41	179402 38
030321024	306	_____	1909881 03/21/03	831 78					831 78	180234 16
030321025	307	_____	1908916 03/21/03	767 12					767 12	181001 28
030321026	308	_____	1909755 03/21/03	108 84					108 84	181110 12
030322001	309	_____	1911225 03/22/03	578 37					578 37	181688 49
030324001	310	_____	1911341 03/24/03	217 40					217 40	181905 89
030324002	311	_____	1911921 03/24/03	642 18					642 18	182548 07
030324003	312	_____	1911677 03/24/03	1695 20					1695 20	184243 27
030324004	313	_____	1837023 03/24/03	106 92					106 92	184350 19
030324005	314	_____	1911138 03/24/03	1011 68					1011 68	185361 87
030324006	315	_____	1912121 03/24/03	521 12					521 12	185882 99
030324007	316	_____	1910826 03/24/03	236 73					236 73	186119 72
030324008	317	_____	1911260 03/24/03	373 81					373 81	186493 53
030324009	318	_____	1911322 03/24/03	528 30					528 30	187021 83
030324010	319	_____	1911937 03/24/03	97 13					97 13	187118 96
030324011	320	_____	1911816 03/24/03	106 22					106 22	187225 18
030324012	321	_____	1911981 03/24/03	503 88					503 88	187729 06
030324013	322	_____	1911701 03/24/03	845 74					845 74	188574 80
030324014	323	_____	1911890 03/24/03	903 20					903 20	189478 00
030324015	324	_____	1911294 03/24/03	2108 76					2108 76	191586 76
030324016	325	_____	1911647 03/24/03	1396 83					1396 83	192983 59
030324017	326	_____	1911947 03/24/03	852 00					852 00	193835 59
030324018	327	_____	1911680 03/24/03	600 74					600 74	194436 33
030324019	328	_____	1911991 03/24/03	190 03					190 03	194626 36
030324020	329	_____	1911256 03/24/03	776 57					776 57	195402 93

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CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION
903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04 00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT			
				65440 12			

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER DATE	TICKET TOTAL	* #	PAYMENTS DATE	* TOTAL	#	DATE	ADJUSTMENTS TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
030324021	330		1911952 03/24/03	112 04								112 04	195514 97
030324022	331		1909314 03/24/03	1021 00								1021 00	196535 97
030324023	332		1911410 03/24/03	248 58								248 58	196784 55
030324024	333		1910967 03/24/03	820 24								820 24	197604 79
030324025	334		1864003 03/24/03	166 92								166 92	197771 71
030325001	335		1913434 03/25/03	218 44								218 44	197990 15
030325002	336		1914316 03/25/03	159 44								159 44	198149 59
030325003	337		1912846 03/25/03	176 98								176 98	198326 57
030325004	338		1914000 03/25/03	270 35								270 35	198596 92
030325005	339		1914266 03/25/03	315 89								315 89	198912 81
030325006	340		1913776 03/25/03	1274 40								1274 40	200187 21
030325007	341		1799439 03/25/03	355 94								355 94	200543 15
030325008	342		1913461 03/25/03	260 44								260 44	200803 59
030325009	343		1913617 03/25/03	939 14								939 14	201742 73
030325010	344		1914670 03/25/03	142 70								142 70	201885 43
030325011	345		1913693 03/25/03	103 44								103 44	201988 87
030326001	346		1916010 03/26/03	633 04								633 04	202621 91
030326002	347		1915972 03/26/03	816 87								816 87	203438 78
030326003	348		1864019 03/26/03	56 10								56 10	203494 88
030326004	349		1915857 03/26/03	1155 21								1155 21	204650 09
030326006	350		1915391 03/26/03	642 14								642 14	205292 23
030326007	351		1915397 03/26/03	488 34								488 34	205780 57
030326008	352		1915295 03/26/03	639 55								639 55	206420 12
030326009	353		1915797 03/26/03	395 53								395 53	206815 65
030326010	354		1915820 03/26/03	354 08								354 08	207169 73
030326011	355		1915827 03/26/03	535 24								535 24	207704 97
030326012	356		1913912 03/26/03	1543 72								1543 72	209248 69
030326013	357		1915994 03/26/03	470 41								470 41	209719 10
030326014	358		1914391 03/26/03	647 10								647 10	210366 20
030326015	359		1916009 03/26/03	1386 82								1386 82	211753 02
030326016	360		1915379 03/26/03	904 48								904 48	212657 50
030326017	361		1915968 03/26/03	356 51								356 51	213014 01
030326018	362		1912983 03/26/03	273 45								273 45	213287 46
030326019	363		1915527 03/26/03	211 16								211 16	213498 62
030326020	364		1915380 03/26/03	500 22								500 22	213998 84
030326021	365		1915881 03/26/03	118 24								118 24	214117 08
030326022	366		1915061 03/26/03	133 95								133 95	214251 03
030326023	367		1915402 03/26/03	10 87								10 87	214261 90
030326024	368		1915844 03/26/03	712 48								712 48	214974 38
030326025	369		1915792 03/26/03	673 77								673 77	215648 15
030326026	370		1915977 03/26/03	790 99								790 99	216439 14
030326027	371		1915398 03/26/03	2082 83								2082 83	218521 97
030326028	372		1913922 03/26/03	2134 27								2134 27	220656 24
030327001	373		1918437 03/27/03	625 59								625 59	221281 83
030327002	374		1916633 03/27/03	251 77								251 77	221533 60
030327003	375		1917939 03/27/03	272 78								272 78	221806 38
030327004	376		1876869 03/27/03	16 20								16 20	221822 58

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CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS-2	CITY &	STATE	ZIP	CREDIT INFORMATION	
903199	FLEMING CO		PO BOX 207	MASSILLON	OH	44648	04	00
		DATE OF LAST PAYMENT	03/25/03	AMOUNT				

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT NUMBER	DATE	TICKET TOTAL	* #	PAYMENTS DATE	* TOTAL	* #	ADJUSTMENTS DATE	* TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
030327005	377		1917727	03/27/03	228	58							228 58	222051 16
030327006	378		1882848	03/27/03	74	10							74 10	222125 26
030327007	379		1917622	03/27/03	183	39							183 39	222308 65
030327008	380		1917219	03/27/03	440	96							440 96	222749 61
030327009	381		1917787	03/27/03	612	49							612 49	223362 10
030327010	382		1893406	03/27/03	154	80							154 80	223516 90
030327011	383		1916333	03/27/03	1701	80							1701 80	225218 70
030327012	384		91911947	03/27/03	324	72-							324 72-	224893 98
030328001	385		1919944	03/28/03	924	36							924 36	225818 34
030328002	386		1920048	03/28/03	564	68							564 68	226383 02
030328003	387		1920019	03/28/03	2111	54							2111 54	228494 56
030328004	388		1918851	03/28/03	895	65							895 65	229390 21
030328005	389		1920012	03/28/03	649	93							649 93	230040 14
030328006	390		1916516	03/28/03	425	37							425 37	230465 51
030328007	391		1919302	03/28/03	207	31							207 31	230672 82
030328008	392		1919064	03/28/03	942	63							942 63	231615 45
030328009	393		1919740	03/28/03	190	78							190 78	231806 23
030328010	394		1919841	03/28/03	583	58							583 58	232389 81
030328011	395		1920201	03/28/03	108	27							108 27	232498 08
030328012	396		1919933	03/28/03	1234	15							1234 15	233732 23
030328013	397		1918527	03/28/03	163	34							163 34	233895 57
030328014	398		1919103	03/28/03	684	23							684 23	234579 80
030328015	399		1919623	03/28/03	1015	35							1015 35	235595 15
030328016	400		1918978	03/28/03	1183	02							1183 02	236778 17
030328017	401		1919307	03/28/03	1339	20							1339 20	238117 37
030328018	402		1920604	03/28/03	132	04							132 04	238249 41
030328019	403		1920094	03/28/03	848	73							848 73	239098 14
030328020	404		1918804	03/28/03	2095	34							2095 34	241193 48
030328021	405		1917894	03/28/03	2401	06							2401 06	243594 54
030328022	406		1919658	03/28/03	578	68							578 68	244173 22
030328023	407		1919733	03/28/03	956	65							956 65	245129 87
030328024	408		1919642	03/28/03	774	31							774 31	245904 18
030328025	409		1920253	03/28/03	628	46							628 46	246532 64
030328026	410		1918928	03/28/03	123	62							123 62	246656 26
030328027	411		1917532	03/28/03	1115	44							1115 44	247771 70
030328028	412		1786242	03/28/03	387	00							387 00	248158 70
030329001	413		1921491	03/29/03	230	88							230 88	248389 58
030329002	414		1922504	03/29/03	60	89							60 89	248450 47

TOTALS					248450 47		0 00		0 00				248450 47	248450 47
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* DENOTES A PAYMENT OR ADJUSTMENT THAT WAS NOT APPLIED TO ANY SPECIFIC OPEN ITEM