

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

PROOF OF CLAIM



s131430

Scheduled Claim Ref # 2-F2 19056
YOUR CLAIM IS SCHEDULED AS

\$961.25 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.

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

0354429379822

BAKKER PRODUCE INC
P O BOX 249
GRIFFITH IN 46319-0249

Creditor Telephone Number ()

CREDITOR TAX ID #

35 1560268

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

1041WF

Check here replaces or amends if this claim

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 2/15/03 - 4/1/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 961.25 (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

FILED

SEP 08 2003

BMC

Fleming Companies Claim



08703

DATE SIGNED

8/5/03

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).

Jeff C. Anna (V.P. Sales)

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

Bakker PRODUCE INC.

WHOLESALE FRUITS & VEGETABLES



INVOICE

DATE	NUMBER	PAGE
03/27/03	079047	1



211 W MAIN ST • P O BOX 249
 GRIFFITH, INDIANA 46319-0249
 PHONES 219-924-8950 • 773-731-5171
 FAX 219-922-3636
 www.bakkerproduce.com



*The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities and any receivables or proceeds from the sale of these commodities until full payment is received.

SOLD TO

1041WF
 FLEMING
 SSC RETAIL-THOMPSON FOOD
 BASKET
 PO BOX 268877
 OKLAHOMA CITY, OK

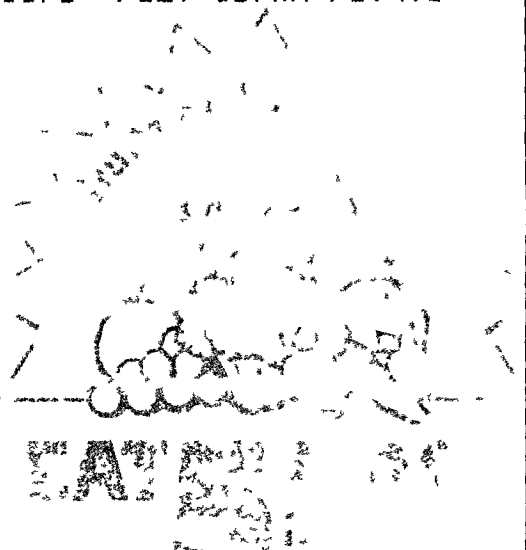
815-932-0600

SHIP TO

1041WF
 FESTIVAL FOODS
 185 N KENNEDY DR
 BOURBONNAIS, IL 60915

ORDER NO.	ORDER DATE	SALESMAN NO.	PURCHASE ORDER NO.	PALLETS	TIME IN / OUT	TERMS
79049	03/26/03	051		OUR TRUCK	09 914	NET7

QUANTITY	U/M	ITEM NUMBER	ITEM DESCRIPTION	SUG RETAIL %	UNIT PRICE	EXTENDED PRICE
			STRAWBERRIES/SLICED MUSHROOMS/MANGOS FRESH EXPRESS 12/1# ZIP GARDEN SALAD 40# SWEET ONIONS/GREEN & RED SEEDLESS			
2	BX	1337	RADISHES BUNCHED 24 CT		10 95	27 90
1	BX	1171	GREENS MUSTARD CS		11 95	11 95
1	BX	1173	GREENS TURNIP CS		11 95	11 95
2	CS	1209-7	F E 12/1# GARDEN SALAD		8 50	17 00
5	BX	3143	10/5# POLY ID/WA POTATO		11 95	59 75



MS FOR SHORTAGES AND / OR DAMAGES
 T BE NOTED BY OUR TRUCKER ON DELIVERY X
 bcdw/BGDW

Lou Hall
 Received by

SALE AMOUNT	128 55
MISC. CHARGES	00
SALES TAX	00
FREIGHT	00
TOTAL	128 55

RE YOUR MERCHANDISE IS CHECKED ABSOLUTELY NO CREDITS FOR SHORTAGES
 TURNS UNLESS NOTED ON INVOICE
 EST OF 18% PER ANNUM ASSESSED ON ALL PAST DUE ACCOUNTS OVER 30 DAYS
 EVENT LEGAL ACTION IS TAKEN TO COLLECT A PAST DUE ACCOUNT THE BUYER
 S TO PAY ALL COLLECTIONS AND / OR ATTORNEYS FEES

Thank You!

Bakker PRODUCE INC.

WHOLESALE FRUITS & VEGETABLES



INVOICE



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 GRIFFITH, INDIANA 46319-0249
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DATE	NUMBER	PAGE
03/22/03	077983	1

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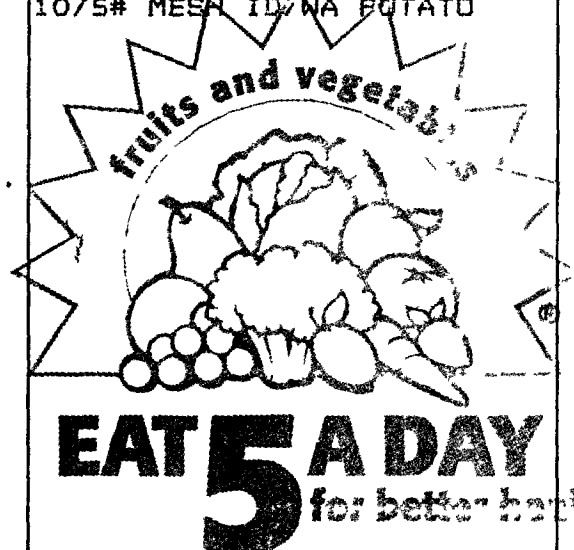
SOLD TO 1041WF
 FLEMING
 SSC RETAIL-THOMPSON FOOD
 BASKET
 PO BOX268877
 OKLAHOMA CITY, OK

815-932-0600

SHIP TO 1041WF
 FESTIVAL FOODS
 185 N KENNEDY DR
 BOURBONNAIS, IL 60915

INVOICE NO	DATE	ORDER NO	QUANTITY	UNIT	TERMS
07983	03/21/03	051			NET

QTY	UNIT	ITEM NUMBER	ITEM DESCRIPTION	SUG. RETAIL	%	UNIT PRICE	EXTENDED PRICE
			FRESH EXPRESS "WORLD BLENDS" SALADS MANGOES/NECTARINES/STRAWBERRIES/KIWI 40# SWEET ONIONS/GREEN & RED SEEDLESS				
2	BX	1169	GREENS COLLARD CS			11 95	23 90
1	BX	1171	GREENS MUSTARD CS			11 95	11 95
1	BX	1173	GREENS TURNIP CS			11 95	11 95
1	BX	1337	RADISHES BUNCHED 24 CT			13 95	13 95
4	CS	3006	16/3# YELLOW ONIONS MED			11 95	47 80
4	CS	3145	10/5# MESH ID WA POTATO			11 95	47 80



AS FOR SHORTAGES AND / OR DAMAGES
 BE NOTED BY OUR TRUCKER ON DELIVERY X
 banm/DANM

IF YOUR MERCHANDISE IS CHECKED ABSOLUTELY NO CREDITS FOR SHORTAGES
 TURNS UNLESS NOTED ON INVOICE

ST OF 18% PER ANNUM ASSESSED ON ALL PAST DUE ACCOUNTS OVER 30 DAYS

EVENT LEGAL ACTION IS TAKEN TO COLLECT A PAST DUE ACCOUNT THE BUYER
 S TO PAY ALL COLLECTIONS AND / OR ATTORNEYS FEES

Received by *[Signature]*

SALE AMOUNT	157 35
MISC. CHARGES	00
SALES TAX	00
FREIGHT	00
TOTAL	157 35

Thank You!

Bakker PRODUCE INC.

WHOLESALE FRUITS & VEGETABLES



INVOICE



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 GRIFFITH, INDIANA 46319-0249
 PHONES 219-924-8950 • 773-731-5171
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 www.bakkerproduce.com



DATE	NUMBER	PAGE
03/18/03	076935	1

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities and any receivables or proceeds from the sale of these commodities until full payment is received.

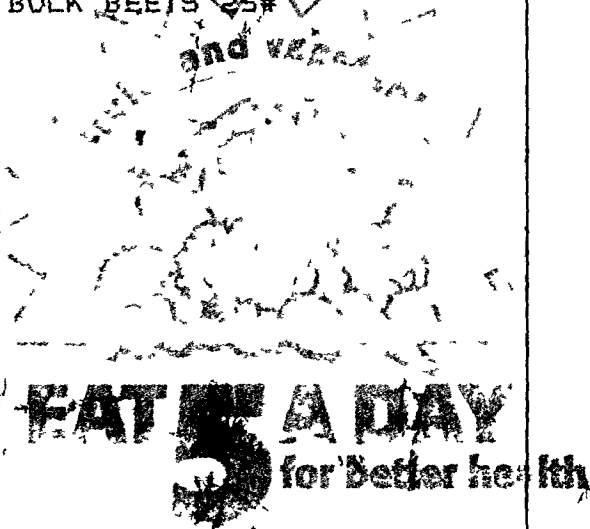
SOLD TO 1041WF
 FLEMING
 SSC RETAIL-THOMPSON FOOD
 BASKET
 PO BOX 268877
 OKLAHOMA CITY OK

815-932-0600

SHIP TO 1041WF
 FESTIVAL FOODS
 185 N KENNEDY DR
 BOURBONNAIS, IL 60915

ORDER NO	ORDER DATE	SALESMAN NO	PURCHASE ORDER NO	PALLETS	TIME IN / OUT	TERMS
76935	03/17/03	05/		DUR TRUCK	740	NET7

QUANTITY	U/M	ITEM NUMBER	ITEM DESCRIPTION	SUG RETAIL %	UNIT PRICE	EXTENDED PRICE
			FRESH EXPRESS "WORLD BLENDS" SALADS MANGOES/NECTARINES/STRAWBERRIES/KIWI 40# SWEET ONIONS/GREEN & RED SEEDLESS			
4	CS	3006	16/3# YELLOW ONIONS MED		11 95	47 80
4	BX	3143	10/5# POLY ID/WA POTATO		11 95	47 80
1	BX	1183	KALE BUNCHED		13 95	13 95
1	BX	1171	GREENS MUSTARD CS		11 95	11 95
1	BX	1173	GREENS TURKISH CS		11 95	11 95
1	BX	1337	RADISHES BUNCHED 24 CT		13 95	13 95
1	BX	1031	BULK BEETS 25#		14 95	14 95



ITEMS FOR SHORTAGES AND/OR DAMAGES
 MUST BE NOTED BY OUR TRUCKER ON DELIVERY X
 banm/BANM

 Received by _____

SALE AMOUNT	162 35
MISC. CHARGES	00
SALES TAX	00
FREIGHT	00
TOTAL →	162 35

YOUR MERCHANDISE IS CHECKED ABSOLUTELY NO CREDITS FOR SHORTAGES
 RETURNS UNLESS NOTED ON INVOICE
 REST OF 18% PER ANNUM ASSESSED ON ALL PAST DUE ACCOUNTS OVER 30 DAYS
 IF EVENT LEGAL ACTION IS TAKEN TO COLLECT A PAST DUE ACCOUNT THE BUYER
 IS TO PAY ALL COLLECTIONS AND/OR ATTORNEYS FEES

Thank You!

Bakker PRODUCE INC.

WHOLESALE FRUITS & VEGETABLES



211 W MAIN ST • P O BOX 249
 GRIFFITH, INDIANA 46319-0249
 PHONES 219-924-8950 • 773-731-5171
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INVOICE

DATE	NUMBER	PAGE
03/15/03	076339	1

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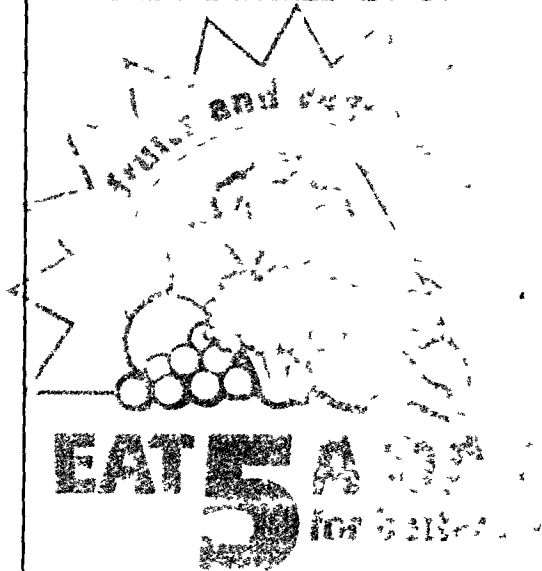
SOLD TO 1041WF
 FLEMING
 SSC RETAIL-THOMPSON FOOD
 BASKET
 PO BOX268877
 OKLAHOMA CITY, OK

815-932-0600

SHIP TO 1041WF
 FESTIVAL FOODS
 185 N KENNEDY DR
 BOURBONNAIS, IL 60915

ORDER NO.	ORDER DATE	SALESMAN NO.	PURCHASE ORDER NO.	PALLETS	TIME IN / OUT	TERMS
6339	03/14/03	05/		OUR TRUCK	857 907	NET/

QUANTITY	UM	ITEM NUMBER	ITEM DESCRIPTION	SUG RETAIL %	UNIT PRICE	EXTENDED PRICE
			FRESH EXPRESS SALAD KITS-CAESAR/RANCH FIESTA/CAESAR LITE & CAESAR SUPREME KLONDIKE ROSE RED POTATOES/RED ANJOU			
1	BX	1171	GREENS MUSTARD CS		11 95	11 95
1	BX	1173	GREENS TURNIP CS		11 95	11 95
2	BX	1169	GREENS COLLARD CS		11 95	23 90
4	CS	3145	10/5# MESH ID/WA POTATO		12 95	51 80
2	BX	1337	RADISHES BUNCHED 24 CT		13 95	27 90



Ray Johnson
 Received by

MS FOR SHORTAGES AND / OR DAMAGES
 T BE NOTED BY OUR TRUCKER ON DELIVERY.
 bcdw/BCDW

RE YOUR MERCHANDISE IS CHECKED ABSOLUTELY NO CREDITS FOR SHORTAGES
 TURNS UNLESS NOTED ON INVOICE

EST OF 18% PER ANNUM ASSESSED ON ALL PAST DUE ACCOUNTS OVER 30 DAYS

EVENT LEGAL ACTION IS TAKEN TO COLLECT A PAST DUE ACCOUNT THE BUYER
 S TO PAY ALL COLLECTIONS AND/OR ATTORNEYS FEES

SALE AMOUNT	127 50
MISC. CHARGES	00
SALES TAX	00
FREIGHT	00
TOTAL →	127 50

Thank You!

Bakker PRODUCE INC.

WHOLESALE FRUITS & VEGETABLES



INVOICE



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 GRIFFITH, INDIANA 46319-0249
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 FAX 219-922-3636
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DATE	NUMBER	PAGE
03/25/03	078594	1

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SOLD TO 1041W FLEMING
 SSC RETAIL - THOMPSON FOOD BASKET
 PO BOX 2688 '7
 OKLAHOMA CITY, OK 73107
 815-932-0600

SHIP TO 1041WF FESTIVAL FOODS
 185 N KENNEDY LR
 BOURBONNAIS IL 60615

ORDER NO.	ORDER DATE	SALEMAN NO.	PURCHASE ORDER NO.	PALLETS	TIME IN / OUT	TERMS
3574	03/24/03	05/		OUR TRUCK	8:35	NET 7

QUANTITY	U/M	ITEM NUMBER	ITEM DESCRIPTION	SUG RETAIL %	UNIT PRICE	EXTENDED PRICE
			STRAWBERRIES/SLICED MUSHROOMS/MANGOS			
			FRESH EXPRESS 12/1# ZIP GARDEN SALAD			
			40# SWEET ONIONS/GREEN & RED SEEDLESS			
3	CS	3022	10/5# HAMBURGER ONIONS		14 95	44 85
3	CS	3006	16/3# YELLOW ONIONS MED		11 95	35 85
4	BX	3143	10/5# POLY ID/WA POTATO		11 95	47 80
1	BX	1337	RADISHES BUNCHED 24 CT		13 95	13 95
1	BX	1169	GREENS COLLARD CS		11 95	11 95

[Faint, illegible text and stamps, possibly including 'FATE' and 'RECEIVED']

IS FOR SHORTAGES AND / OR DAMAGES
 BE NOTED BY OUR TRUCKER ON DELIVERY X
 BCDW/BCDW

[Signature]
 Received by

SALE AMOUNT	154 40
MISC. CHARGES	00
SALES TAX	00
FREIGHT	00
TOTAL	154 40

YOUR MERCHANDISE IS CHECKED ABSOLUTELY NO CREDITS FOR SHORTAGES
 UNLESS NOTED ON INVOICE
 T OF 18% PER ANNUM ASSESSED ON ALL PAST DUE ACCOUNTS OVER 30 DAYS
 EVENT LEGAL ACTION IS TAKEN TO COLLECT A PAST DUE ACCOUNT THE BUYER
 TO PAY ALL COLLECTIONS AND / OR ATTORNEYS FEES

Thank You!

Bakker PRODUCE INC.

WHOLESALE FRUITS & VEGETABLES



INVOICE

DATE	NUMBER	PAGE
03/29/03	079553	1



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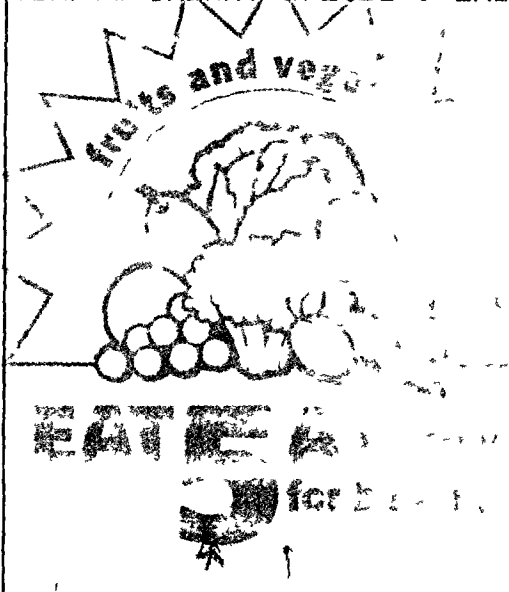
SOLD TO 1041WF
 FLEMING
 SSC RETAIL-THOMPSON FOOD
 BASKET
 PO BOX 268877
 OKLAHOMA CITY, OK

815-932-0600

SHIP TO 1041WF
 FESTIVAL FOODS
 185 N KENNEDY DR
 BOURBONNAIS, IL 60915

ORDER NO.	ORDER DATE	SALE MAN NO.	PURCHASE ORDER NO.	PALLETS	TIME IN / OUT	TERMS
9553	03/28/03	05/		OUR TRUCK	7:12 - 9:23	NET 7

QUANTITY	U/M	ITEM NUMBER	ITEM DESCRIPTION	SUG RETAIL	%	UNIT PRICE	EXTENDED PRICE
			STRAWBERRIES/SLICED MUSHROOMS/MANGOS FRESH EXPRESS 12/1# ZIP GARDEN SALAD 40# SWEET ONIONS/GREEN & RED SEEDLESS				
2	BX	1171	GREENS MUSTARD CS			11 95	23 90
2	BX	1173	GREENS TURNIP CS			11 95	23 90
1	BX	1169	GREENS COLLARD CS			11 95	11 95
1	BX	1183	KALE BUNCHED			13 95	13 95
1	CS	1515	GRAPE TOMATO 12-CLAMSHELL			15 95	15 95
1	CS	1545-1	TOMATO CHERRY W/LIDS & LABELS			15 95	15 95



FOR SHORTAGES AND / OR DAMAGES
 BE NOTED BY OUR TRUCKER ON DELIVERY
 bcdw/BCDW

Signature
 Received by

SALE AMOUNT	105 60
MISC. CHARGES	00
SALES TAX	00
FREIGHT	00
TOTAL →	105 60

IF YOUR MERCHANDISE IS CHECKED ABSOLUTELY NO CREDITS FOR SHORTAGES
 RETURNS UNLESS NOTED ON INVOICE
 RATE OF 18% PER ANNUM ASSESSED ON ALL PAST DUE ACCOUNTS OVER 30 DAYS
 EVENT LEGAL ACTION IS TAKEN TO COLLECT A PAST DUE ACCOUNT THE BUYER
 TO PAY ALL COLLECTIONS AND / OR ATTORNEYS FEES

Thank You!

Bakker PRODUCE INC.

WHOLESALE FRUITS & VEGETABLES



INVOICE



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 GRIFFITH, INDIANA 46319-0249
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DATE	NUMBER	PAGE
04/01/03	080150	1

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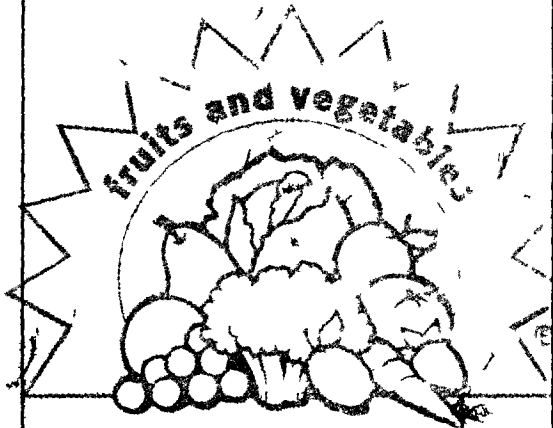
SOLD TO 1041WF
 FLEMING
 SSC RETAIL-THOMPSON FOOD
 BASKET
 PO BOX 268877
 OKLAHOMA CITY, OK

815-952-0600

SHIP TO 1041WF
 FESTIVAL FOODS
 185 N KENNEDY DR
 BOURBONNAIS IL-60915

DATE	QUANTITY	UNIT	TERMS
03/31/03	05	DUR TRUCK	NET 7

QUANTITY	UNIT	ITEM DESCRIPTION	SUG. RETAIL %	UNIT PRICE	EXTENDED PRICE
		BI-COLOR SWEET CORN/MANGOES/ASPARAGUS FRESH EXPRESS SALAD "KITS"/CAULIFLOWER 40# SWEET ONIONS/GREEN & RED SEEDLESS			
1	BY	GREENS COLLARD, CS		11 95	11 95
3	CS	16/3# YELLOW ONIONS MED		11 95	35 85
4	CS	10/5# MESH ID/WA POTATO		11 95	47 80
2	BX	RADISHES, BUNCHED 24 CT		14 95	29 90



EAT 5 A DAY
 for better health

IS FOR SHORTAGES AND / OR DAMAGES
 BE NOTED BY OUR TRUCKER ON DELIVERY

[Signature]
 Received by

SALE AMOUNT	125 50
MISC. CHARGES	00
SALES TAX	00
FREIGHT	00
TOTAL	125 50

YOUR MERCHANDISE IS CHECKED ABSOLUTELY NO CREDITS FOR SHORTAGES
 UNLESS NOTED ON INVOICE
 T OF 18% PER ANNUM ASSESSED ON ALL PAST DUE ACCOUNTS OVER 30 DAYS
 LEGAL ACTION IS TAKEN TO COLLECT A PAST DUE ACCOUNT THE BUYER
 TO PAY ALL COLLECTIONS AND / OR ATTORNEYS FEES

Thank You!