

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

PROOF OF CLAIM



s137797

Scheduled Claim Ref # 2-F2-25423

YOUR CLAIM IS SCHEDULED AS

\$35 694 50 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

0354429437590

UNO FOODS INC
100 CHARLES PARK ROAD
WEST ROXBURY MA 02132

Creditor Telephone Number ()

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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 2/13/03-3/17/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 30,058.50 (unsecured) \$ (secured) \$ 30,058.50 (unsecured priority) \$ 30,058.50 (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

DATE SIGNED

9/4/03

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)

[Handwritten Signature]

THIS SPACE FOR COURT FILED

SEP 08 2003

BMC

Fleming Companies Claim



08938

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

UNO FOODS, I

100 CHARLES PARK ROAD
WEST ROXBURY, MA 02132
(617) 323-9200

INVOICE
NO

44977

SOLD
TO

FLEMING COMPANIES, INC.
FLEMING CENTRAL TRADE PAYABLES
P.O. BOX 268959
OKLAHOMA CITY, OK 73126
ACCOUNTS PAYABLE

INVOICE
DATE 02/27/03
SHIP DATE
DATE SHIPPED 03/04/03
TO

FLEMING COMPANIES, INC.
TULSA DIVISION
430 S. 145TH EAST AVENUE
TULSA, OK 74109

NOTE PLEASE SIGN WHITE SHEET AND RETURN TO DRIVER

CALL FOR APPT (918) 439-4700

OUR ORDER NO	YOUR ORDER NO	SALESMAN	TERMS	SHIPPED VIA	RPD OR COLL
	708734	VG	NET 30	C/O <i>AS</i>	
QUANTITY	DESCRIPTION			PRICE	AMOUNT
640	PTC06 HAND TOSSED PEPPERONI, 12" 6/25 OZ.			21.30	14,058.00
480	PTC06 HAND TOSSED CHEESE, 12" 6/25 OZ. FROZEN PRODUCT..... - PALLET EXCHANGE			18.30	8,784.00
1140	TOTAL				
13564	LBS				
TIME & DATE RECEIVED				TOTAL DUE	22,842.00

L. Parra

CUSTOMER COPY

UNO FOODS, INC
 100 CHARLES PARK ROAD
 WEST ROXBURY, MA 02132
 (617) 323-9200

INVOICE
 NO

1-861

SOLD
 TO

FLEMING COMPANIES, INC.
 FLEMING CENTRAL TRADE COMPANY
 P.O. BOX 2600
 OKLAHOMA CITY OK 73101
 ACCOUNTS PAYABLE

INVOICE
 DATE 11-13-09
 SHIP
 DATE 02/17/02
 SHIPPED
 TO

FLEMING COMPANIES, INC.
 TULSA DIVISION
 420 S. 145TH EAST AVENUE
 TULSA, OK 74108

NOTE PLEASE SIGN WHITE SHEET AND RETURN TO DRIVER
 CALL FOR APT (617) 323-6700

UR ORDER NO	YOUR ORDER NO	SALESMAN	TERMS	SHIPPED VIA	PPD OR COLL
	587802		#10	CC	

QUANTITY	DESCRIPTION	PRICE	AMOUNT
50	FLCS Large Cheese Pizza Frozen (6 PK) 13 D	17.30	865.00
50	FLCS Large Pepperoni Pizza Frozen (6PK) 125 OZ	20.30	1,015.00
50	FLCS Small Pepperoni Pizza Frozen (6PK) 125 OZ ... FROZEN PRODUCT ... FULL EXCHANGE	12.99	649.50
150	TOTAL		
058	LBS.		
TIME & DATE RECEIVED		<i>[Signature]</i> 3/10/02	

SECOND FILE COPY

UNO FOODS, INC

100 CHARLES PARK ROAD
WEST ROXBURY, MA 02132
(617) 323 9200

INVOICE
NO

70091

SOLD
TO

FLEMING COMPANIES, INC
FLEMING CENTRAL TRADE PAYABLES
P.O. BOX 27800
OKLAHOMA CITY, OK 73108
ACCOUNTS PAYABLE

INVOICE
DATE 03/17/03
SHIP
DATE
SHIPPED 03/17/03
TO

FLEMING COMPANIES, INC
TULSA DIVISION
420 S. 15TH EAST AVENUE
TULSA, OK 74106

NOTE PLEASE SIGN WHITE SHEET AND RETURN TO DRIVER

UR ORDER NO	YOUR ORDER NO	SALESMAN	TERMS	SHIPPED VIA	PPD OR COLL
	827020	UN	NET 30		
QUANTITY	DESCRIPTION			PRICE	AMOUNT
20	1 Large Pepperoni Pizza Frozen 16 1/2" 12 OZ			20.30	1,015.00
50	Small Cheese Pizza/Frozen 13 1/2" 12 OZ			11.71	585.50
40	HAND TOSSED PEPPERONI, 12" 25 OZ.			21.30	1,278.00
60	HAND TOSSED CHEESE, 12" 22 OZ			18.30	1,098.00
70	FROZEN PIZZA SPIN 10 PK 13 OZ			15.21	711.50
	FROZEN PIZZA F... 3 Even				
	TABLET EXCHANGE				
270	TOTAL				
3174	TIME & DATE RECEIVED <i>X</i> <i>James Luna</i>			TOTAL DUE	4,608.00

SECOND FILE COPY

MURTHA CULLINA LLP

A T T O R N E Y S A T L A W

CITYPLACE I
185 ASYLUM STREET
HARTFORD CONNECTICUT 06103 3469

TELEPHONE (860) 240 6000
FACSIMILE (860) 240-6150
www.murthalaw.com

ROBERT E KAELIN
(860) 240 6036
RKAELIN@MURTHALAW.COM

September 5, 2003

VIA UPS

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

Re In re Fleming Companies, Inc
 (Case No 03-10945)

Dear Madam or Sir

Enclosed for filing with respect to the above-referenced matter is an original Proof of Claim. Also enclosed is a copy of the aforementioned which I would ask be time-stamped and returned to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Robert E Kaelin

Enclosures