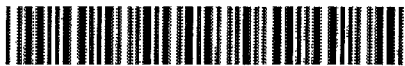


**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



619106

Bar Date Ref # 2-NVM-85574

In re
FLEMING COMPANIES, INC, et al.

Case Number
03-10945 (MFU)

FILED
SEP 08 2003
BMC

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.

Name of Creditor and Address

0354653619106

Amerfresh Transportaton Svcs
PO Box 34380
Seattle WA 98124

Creditor Telephone Number *(206) 933-4900*

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 #
91-1676295

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 *12/10/2001*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *2,500.00* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *2,500.00* (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
FILED
SEP 08 2003
BMC

DATE SIGNED
9/5/03

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)
Sally Roberts / SALLY ROBERTS VP FIN

Fleming Companies Claim
 08941

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

AMERIFRESH TRANSPORTATION SERVICES

A DIVISION OF AMERIFRESH INC MCH 309078

INVOICE

P O BOX 28780
 WASHINGTON DC 20013
 PHONE (202) 231-4900

BILL TO: AMERIFRESH INC
 11111 11TH ST
 WASHINGTON DC 20013
 (202) 231-4900

SHIP TO: AMERIFRESH INC
 11111 11TH ST
 WASHINGTON DC 20013

CARRIER

SHIP DATE: 11/17/96

CUST NO.	SHIPPING BRANCH	TERMS	CUSTOMER ORDER NO.	DATE	INVOICE NO.	PAGE
				11/17/96		
QUANTITY	DESCRIPTION	WEIGHT	UNIT PRICE	AMOUNT		
1	150 LBS					
			TOTAL QUANTITY	TOTAL WEIGHT	TOTAL AMOUNT	
			1			

LOG SHPT NO	1152853	RATE	\$ 2 500 00
SHIPMENT ID(S)	S142591	RATE TYPE	FLAT
PO NBRS	997945 997940	NUMBER OF PIECES	959
DESTINATION	KANSAS CITY DIVISION	PALLETS	19 4
DUE DATE	12/13/2001	WEIGHT	42567
COORDINATOR	FRANCES TESCH	TRUCK LINE	AMERIFRESH TRANS
COORDINATOR PHONE	972-906-8815	TRUCK CONTACT	CHRIS/JAKE
COORDINATOR CELL PHONE	214-448-5530	TRUCK PHONE	(800) 605-5313
		TRUCK FAX	(509) 577-8749

*** R E V I S E D ***

** PLEASE CALL ALL PICKS TO VERIFY LOCATION PICKUP # CASE COUNT AND AVAILABILITY OF **
** PRODUCT UPON RECEIPT OF LOAD SHEET **

** FLEMING LOADS REQUIRE A - SMARTCHECK - TEMPERATURE RECORDER AT FIRST STOP **

COMMENTS
HI CHRIS

LOAD REVISED TO FIT ON TRUCK

THANKS

** THIS RATE CONFIRMATION MUST BE SENT IN WITH YOUR FREIGHT BILL IN ORDER TO BE PAID **

1 of 2

05 48

12/10/01

[200539] 405-841-8234

01/11/02 FRI 13 52 FAX 5094538709

AMERIFRESH YAK

002

MOTOR CARRIER Straight Bill of Lading FOR EXEMPT COMMODITIES Original - Not Negotiable



SAGE MARKETING, LLC

1312 N. 16th Avenue - Yakima, WA 98902

(509) 248-5828 FAX (509) 457-2113

INVOICE NO.

022616

PURCHASE ORDER NO.

997945

VEHICLE LICENSE

MOTOR CARRIER

43308

NE

JLS EXPRESS

LOADED AT

Olympic Fruit

FLEMING COMPANIES, INC. - K.C.
P O BOX 24650
OKLAHOMA CITY, OK 73124

SUPER TARGET
KANSAS CITY, MO

NO. OF PKGS.	SIZE	DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXEMPTIONS
--------------	------	---

- 49 Braeburns Tray Pack WAXF 72
- 14 Fujis Tray Pack WAXF 100
- 49 Fujis Tray Pack WAXF 72
- 14 Granny Smith 12/3 Bag WAXF 2 1/2
- 35 Granny Smith Tray Pack WAXF 72
- 49 Jonagolds Tray Pack WAXF 72
- 21 Red Delicious 12/3 Bag WAXF 2 1/2
- 21 Red Delicious Tray Pack WAXF 113

252

FLEMING - KANSAS CITY DIVISION

CS RECEIVED 252

DAMAGED / REFUSED 0

CO OVER 0

CO SHORT 0

DATE 12/10/01

TIME 0

SHIPPER'S SIGNATURE [Signature]

CARRIER'S SIGNATURE [Signature]

10 CHEP BLUE PALLETS
(Number Shipped)
Verify Pallets Received [Signature]

DEC 24 2001

CHEP PALLETS

PALLETS

DRIVER'S

NOTE Any variance note by receiver as to quantity conditions or price must be brought to our attention within 24 hrs. after receipt of goods No adjustments on the above items will be honored unless we are notified as herein stated

TEMPERATURE RECORDER
MAINTAIN TEMPERATURE @ Low: 33 High 34

RECORDER NO
FREIGHT TO BE PAID BY SHIPPER RECEIVER

HOUR & DAY OF DEPARTURE FROM SHIPPER'S WAREHOUSE

12/10/01

I HAVE PERSONALLY COUNTED AND ACKNOWLEDGE RECEIPT OF THE ABOVE DESCRIBED LOAD IN GOOD CONDITION

DRIVER'S SIGNATURE

DRIVER'S LIC #

DRIVER'S NAME

Signature of Consignor

Aleisha Mary Anne Jones

RECEIVED from the shipper named herein, the perishable property described above in good order and condition, except as noted above, marked, consigned and destined as indicated above, pursuant to an agreement arranged by truck broker, named herein, if any, whereby the motor carrier shown above, in consideration of the transportation charges to be paid, agrees to carry and deliver said property to the consignee subject only to the terms and conditions of this contract printed or written on the face and back hereof which are hereby agreed to by the motor carrier, the shipper and the truck broker, if any.

01/11/02 FRI 13 54 FAX 5094538709

AMERIFRESH YAK

003

MOTOR CARRIER Straight Bill of Lading FOR EXEMPT COMMODITIES Original -- Not Negotiable



SAGE MARKETING, LLC

1312 N. 16th Avenue • Yakima, WA 98902
(509) 248-5828 • FAX (509) 457-2113

INVOICE NO.

022616A

PURCHASE ORDER NO.

997945

VEHICLE LICENSE

MOTOR CARRIER

A3308 ME

JAS Express

LOADED AT

Valley Fruit

FLEMING COMPANIES, INC. - K.C.
P.O. BOX 24650
OKLAHOMA CITY, OK 73124

FLEMING COMPANIES, INC. - K.C.
KANSAS CITY, MO

NO. OF PKGS.	SIZE	DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXEMPTIONS
--------------	------	---

1		Braeburns Tray Pack WAXF 100
21		Golden Delicious 12/3 Bag WXF 2 1/2 Nature's F
21		Red Delicious 8/5 Bag WAXF 2 1/2

43

FLEMING - KANSAS CITY DIVISION

CS RECEIVED 43
 DAMAGED / REFUSED 0
 CS OVER 0
 CS SHORT 0
 PALLETS IN 0
 PALLETS OUT 0
 FLN/COCC SIGNATURE [Signature]
 CARRIER SIGNATURE [Signature]

DEC 24 2001

CHEP PALLETS

PALLETS

DRIVER'S

NOTE: Any variance note by receiver as to quantity conditions or price must be brought to our attention within 24 hrs after receipt of goods. No adjustments on the above items will be honored unless we are notified as herein stated.

TEMPERATURE RECORDER
MAINTAIN TEMPERATURE @ Low: 33

RECORDER NO. CHART NO.
FREIGHT TO BE PAID BY SHIPPER RECEIVER

HOUR & DAY OF DEPARTURE FROM SHIPPER'S WAREHOUSE

12/10/01

Valley Fruit
12 Hoffer Road
Wapato, WA 98951
509-877-4188

I HAVE PERSONALLY COUNTED AND ACKNOWLEDGE RECEIPT OF THE ABOVE DESCRIBED LOAD IN GOOD CONDITION.

Subject to Section 7 of conditions, if this shipment is delivered to the consignee without recourse on the consignor the consignor agrees to the following statement: Carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.

DRIVER'S SIGNATURE

DRIVER'S LIC #

DRIVER'S NAME

Received from the shipper named herein, the pensable property described above in good order and condition, except as noted above, marked, consigned and destined as indicated above, pursuant to an agreement whereby the motor carrier shown above, in consideration of the transportation charges to be paid, agrees to carry and deliver said property to the consignee, subject only to the terms and conditions of this contract printed or written on the face and back hereof, which are hereby agreed to by the motor carrier, the shipper, and the truck broker if any.

MOTOR CARRIER Straight Bill of Lading FOR EXEMPT COMMODITIES Original Not Negotiable



SAGE MARKETING, LLC
 1312 N 16th Avenue • Yakima WA 98902
 (509) 248-5828 • FAX (509) 457-2113

FLEMING COMPANIES, INC. - K.C.
 P.O. BOX 24450
 OKLAHOMA CITY, OK 73124

SUPER TARGET
 KANSAS CITY, MO

INVOICE NO.
 022616

PURCHASE ORDER NO.
 997945

VEHICLE LICENSE 4330810E	MOTOR CARRIER R0000 JAS exp
LOADED AT Columbia Reach / Olympic	

NO. OF PKGS. SIZE DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXEMPTIONS

24 Galas Tray Pack WAXF 72
 38 Pink Lady Tray Pack WAXF 72
 11 Pink Lady Tray Pack WAXF 88

63

FLEMING - KANSAS CITY DIVISION

CS RECEIVED 63
 DAMAGED / RETURNED 0
 CONTRACT 0
 COST 0
 DATE 12/10/01

SHIPPER'S SIGNATURE [Signature]
 CARRIER'S SIGNATURE _____

DEC 24 2001

CHEP PALLETS PALLETS DRIVER'S

NOTE: Any variance note by receiver as to quantity, conditions or price must be brought to our attention within 24 hrs after receipt of goods. No adjustments or the above items will be honored unless we are notified as herein stated

TEMPERATURE RECORDER MAINTAIN TEMPERATURE @ Low: 33 High: 34 RECORDER NO. FREIGHT TO BE PAID BY SHIPPER RECEIVER CHART NO. HOUR & DAY OF DEPARTURE FROM SHIPPER'S WAREHOUSE: 12/10/01

SHIPPER
 Columbia Reach
 3107 River Road
 Yakima, WA 98902
 509-457-0001

I HAVE PERSONALLY COUNTED AND ACKNOWLEDGE RECEIPT OF THE ABOVE DESCRIBED LOAD IN GOOD CONDITION.

Signature of Consignor [Signature] DRIVER'S SIGNATURE [Signature]
 DRIVER'S LIC # [Signature]
 DRIVER'S NAME [Signature]

Subject to the conditions of this shipment is delivered to the consignee without recourse on the consignor, the consignor shall sign the following statement: The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges. I agree to the terms and conditions, except as noted above, marked, furnished and described as indicated above, pursuant to an agreement made in writing and delivered said property to the consignee, subject

01/11/02 FRI 14 01 FAX 5094538709

AMERIFRESH YAK

005

MOTOR CARRIER Straight Bill of Lading FOR EXEMPT COMMODITIES Original -- Not Negotiable



SAGE MARKETING, LLC

1312 N 16th Avenue • Yakima, WA 98902
(509) 248-5528 • FAX (509) 457-2113

INVOICE NO.

022616A

PURCHASE ORDER NO.

997945

VEHICLE LICENSE

MOTOR CARRIER

43308

NE

JES EXPRESS

LOADED AT

Olympic Fruit

SOLD TO

FLEMING COMPANIES, INC - K.C.
P O BOX 24650
OKLAHOMA CITY, OK 73124

SHIP TO

FLEMING COMPANIES, INC. - K.C.
KANSAS CITY, MO

NO. OF PKGS.	SIZE	DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXEMPTIONS
--------------	------	---

13 Braeburns Tray Pack WAXE 100
98 Red Delicious Tray Pack WAXF 88

111

2B/100

30

CHEP BLUE PALLETS
(Number Shipped) 101

Verify Pallets Received
DEC 24 2001

FLEMING - KANSAS CITY DIVISION

CS RECEIVED 111
 DATE AGED / PER USED 0
 CO. AGEN 0
 CO. CONT 0
 F. 811 364
 PALLETS CUT 0
 FL / CONC SIGNATURE Ch
 CARRIER SIGNATURE _____

127301

CHEP PALLETS PALLETS DRIVER'S

NOTE: Any variance note by receiver as to quantity conditions or price must be brought to our attention within 24 hrs after receipt of goods. No adjustments on the above items will be honored unless we are notified as herein stated.

TEMPERATURE RECORDER

MAINTAIN TEMPERATURE @ Low 33 High 34

RECORDER NO.

CHART NO.

FREIGHT TO BE PAID BY

SHIPPER

RECEIVER

HOUR & DAY OF DEPARTURE FROM SHIPPER'S WAREHOUSE

12/10/01

I HAVE PERSONALLY COUNTED AND ACKNOWLEDGE RECEIPT OF THE ABOVE DESCRIBED LOAD IN GOOD CONDITION.

DRIVER'S SIGNATURE

DRIVER'S LIC. #

DRIVER'S NAME

Subject to the following conditions, if this shipment is delivered to the consignee without recourse on the consignor, the consignor shall not be liable for any claims.

The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.

Signature of Consignor

Christa Maryanne Jones

RECEIVED from the shipper named herein. The perishable property described above in good order and condition, except as noted above, marked, consigned and destined as indicated above, pursuant to an agreement (arranged by truck broker named herein, if any) whereby the motor carrier, shown above, in consideration of the transportation charges to be paid, agrees to carry and deliver said property to the consignee, subject only

01/11/02 FRI 14 04 FAX 5094538709

AMERIFRESH YAK

006



MOTOR CARRIER STRAIGHT BILL OF LADING FOR EXEMPT COMMODITIES NON-NEGOTIABLE

Phone (541) 354-2435 Diamond Fruit Growers, In P.O. Box 180 Hood River, OR 97031

RECEIVED from the shipper named herein the perishable property described below in good order and condition except as noted below, marked, consigned and destined as indicated below, pursuant to an agreement (arranged by the truck broker named herein if any) whereby the motor carrier shown below, in consideration of the transportation charges to be paid, agrees to carry and deliver said property to the consignee, subject only to the terms and conditions of this contract printed or written on the face and back hereof which are hereby agreed to by the motor carrier the shipper and the truck broker if any

Subject to Section 7 of conditions if this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the following statements

The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

Signature of Consignor: DFG [Signature]

Motor Carrier Arranged for by CONSIGNEE [X] SHIPPER []

Table with columns: TIMES, ARRIVAL (07 05), LOADING STARTED (07 05), LOADING COMPLETED (07 31)

Table with columns: LICENSE, State, Number, 43308 NE

Shipper's Order # 12141A Purchase Order # 997940 Freight Charges FREIGHT COLLECT UNLESS BOX AT RIGHT IS CHECKED CHECK BOX IF CHARGES ARE PREPAID

FROM DIAMOND FRUIT GROWERS, INC. TO FLEMING CO., INC. KANSAS CITY 1100 ATLANTIC AVE. P. O. BOX 24650 NORTH KANSAS CITY MO 64141

REFRIGERATION INSTRUCTIONS: TEMP RECDR CHART, LOW 33, HIGH 35, DATE 12/11/01, NAME OF MOTOR CARRIER JTS

Main table with columns: NUMBER OF PACKAGES, DESCRIPTION & SPECIAL MARKS, WEIGHT. Includes items like ANJOU US1, BOSC US1, BART US1, and HTRL PALLET CHEP.

Comments: DEC 24 2001, SEE ATTACHED Total boxes and pounds ALLOW INSPECTION, D.F.G. BY [Signature], Truck Company, Driver's Name

MOTOR CARRIER Straight Bill of Lading FOREXEMPT COMMODITIES Original -- Not Negotiable



SAGE MARKETING, LLC
 1312 N. 16th Avenue - Yakima, WA 98902
 (509) 248-6828 • FAX (509) 457-2113

INVOICE NO.
 022616

PURCHASE ORDER NO.
 997945

VEHICLE LICENSE	MOTOR CARRIER
43308NBE	J&S Express

LOADED AT
 Valley Fruit / *[Signature]*

FLEMING COMPANIES, INC. - K.C.
 P.O. BOX 24650
 OKLAHOMA CITY, OK 73124

SUPER TARGET
 KANSAS CITY, MO

NO. OF PKGS. SIZE DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXEMPTIONS

- 21 Galas Tray Pack WAXF 72
- 21 Golden Delicious 12/3 Bag WXF 2 1/2
- 35 Golden Delicious Cell Pack WXF SUPER 80
- 49 Red Delicious 5/8 Bag WAXF 2 1/2
- 35 Red Delicious 8/5 Bag WAXF 2 1/2

=====
 161

FLEMING - KANSAS CITY DIVISION

CS RECEIVED _____

DAMAGED / REFUSED _____

CO COVER _____

CO SHORT _____

REMARKS _____

WEIGHTS OUT _____

FLTR/COOC SIGNATURE *[Signature]*

CARRIER SIGNATURE _____

1273-01

DEC 24 2001

CHEP PALLETS PALLETS DRIVER'S

NOTE: Any variance note by receiver as to quantity conditions or price must be brought to our attention within 24 hrs after receipt of goods. No adjustments on the above items will be honored unless we are notified as herein stated.

TEMPERATURE RECORDER MAINTAIN TEMPERATURE @ Low: 33 High: 34

RECORDER NO _____ CHART NO _____

FREIGHT TO BE PAID BY SHIPPER RECEIVER

HOUR & DAY OF DEPARTURE FROM SHIPPER'S WAREHOUSE
 12/10/01

Valley Fruit
 12 Hoffer Road
 Wapato, WA 98951
 509-877-4188

I HAVE PERSONALLY COUNTED AND ACKNOWLEDGE RECEIPT OF THE ABOVE DESCRIBED LOAD IN GOOD CONDITION

subject to Section 7 of conditions, if this shipment is delivered to the consignee without recourse on the consignor the consignor shall sign the following statement:
 The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

Signature of Consignor *[Signature]*

DRIVER'S SIGNATURE _____
 DRIVER'S LIC # _____
 DRIVER'S NAME _____

RECEIVED from the shipper named herein, the perishable property described above in good order and condition, except as noted above, marked, consigned and destined as indicated above pursuant to an agreement arranged by truck broker named herein, if any, whereby the motor carrier shown above in consideration of the transportation charges to be paid agrees to carry and deliver said property to the consignee, subject only to the terms and conditions of this contract printed or written on the face and back hereof which are hereby agreed to by the motor carrier, the shipper, and the truck broker if any.