

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

PROOF OF CLAIM



In re
Fleming International, LTD

Case Number
03-10956

Bar Date Ref #

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

0354653000000

J M SMUCKER LLC
135 S LASALLE
DEPT 4601
CHICAGO IL 60674

Creditor Telephone Number **312 684-3305**

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again.

CREDITOR TAX I D #
03-0434070

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
 - 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 **Jan March, 2003**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **798,864.48** (unsecured) \$ _____ (secured) \$ **1,186,785.08** (unsecured priority) \$ **1,985,649.56** (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) **Reclamation Claim (See attached)**

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.

THIS SPACE FOR COURT USE ONLY

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

SEP 08 2003

BMC

Fleming Companies Claim



DATE SIGNED
09-04-03

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)
Bruce Jones - Customer Service Manager

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 357.

See Other Side For Instructions

TRANSACTION REPORT							
Transaction							
Transaction(s) completed							
NO	TX	DATE/TIME	DESTINATION	DURATION	PGS	RESULT	MODE
674	APR	1 15 41	972 906 1495	0 00 49	004	OK	N ECM

The J.M. Smucker Company
Customer Service

Strawberry Lane
Orrville, Ohio 44667

TO: Mark Shapiro
(972) 906-1530
(972) 906-1398

FROM: Bence Jan
FAX: (330) 684-3069
PHONE: _____

PAGES: 4
(Including Cover Sheet)

DATE: 4-1-03

Reclamation Claims - please process immediately

The J.M. Smucker Company
Customer Service

Strawberry Lane
Orrville, Ohio 44667

TO Mark Shapiro FROM Burke Jones
(972) 906-1530 FAX. (330) 684-3069
(972) 906-1398 PHONE _____
PAGES: 4 DATE. 4-1-03
(Including Cover Sheet)

Reclamation Claims - please process immediately

This Transmission Contains Confidential Information Intended For Use Only By The Above
Named Recipient Reading, Discussion, Distribution, Or Copying Of This Message Is Strictly
Prohibited By Anyone Other Than The Named Recipient, Or His Or Her Employees Or Agents
If You Have Received This Fax In Error, Please Immediately Notify Me By Telephoning
(330) 682-3000, And Return The Original Message To The Sender At The Above Address Via
The Mail.



Since 1897

March 31, 2003

Mr Mark Shapiro
Fleming Companies
Lewisville, TX

Dear Mr Shapiro

Please consider this letter the formal demand for reclamation of products received by Fleming Companies on or after March 21, 2003

In addition, this document shall serve as a written demand for either the segregation and immediate return of product (or pick up of product by Smucker's) issued on various invoices dated from March 21st to March 31st, *or* payment in full in the amount of \$1,221,805 59

Please be aware that this claim is based on Section 2-702 of the Uniform Commercial Code Thus, we ask that primary consideration be directed toward resolving this matter using the above stated options

It has been indicated that the above-mentioned product, jellies, jams, oils, peanut butter and toppings were shipped from one of our several distribution centers

Sincerely,

THE J M SMUCKER COMPANY

Bruce Jones
Customer Service Manager

cc Rob Fox

Fleming Order Volume
 March 21 - 31, 2003

Custno	Whse	Name	City	ST	JMS	Purchase	Invoice		Qty	Amt
					Order No	Order #	Invoice #	Date		
2230402	2	FLEMING-CAMPBELL-IND PARK	KAPOLEI	HI	347925	050203	1361071	3/21	883	18,850 97
2108900	6	FLEMING	GOODLETTSVILLE	TN	346809	477629-NA	1364532	3/21	1856	40,677 06
6041809	6	FLEMING N CAROLINA DIV	WARSAW	NC	349990	662842-WW	1365204	3/21	979	19,004 63
6072936	420	FLEMING COMPANIES,INC	SOUTHAVEN	MS	350519	004565-ME	1364179	3/21	1407	34,141 15
6074900	1	GATEWAY FOODS OF MINN	MINNEAPOLIS	MN	348936	708491	1364870	3/24	974	16,900 59
0328700	2	FLEMING FOODS,INC	SALT LAKE CITY	UT	349883	502441-SL	1365932	3/24	593	12,970 98
2114002	6	FLEMING FOODS,INC	GARLAND	TX	350644	431094-GA	1364887	3/24	2202	44,934 59
6072936	6	FLEMING COMPANIES,INC	SOUTHAVEN	MS	350525	899783-ME	1365960	3/24	793	14,581 75
0316653	420	FLEMING FOODS-SACTO	WEST SACRAMENTO	CA	350483	077935-SC	1363189	3/24	1751	39,244 56
2542800	420	FLEMING NORTHEAST	NORTH EAST	MD	350068	831979-NE	1365212	3/24	1683	33,152 13
6041700	420	THE FLEMING CO OF NEB	LINCOLN	NE	351352	711365-LI	1365322	3/24	1901	41,233 83
6074900	420	GATEWAY FOODS OF MINN	MINNEAPOLIS	MN	348937	708498	1365148	3/24	1567	33,221 87
6074910	420	FLEMING FOODS,	LACROSSE	WI	350674	710432	1364662	3/24	1873	42,594 38
6071455	425	FLEMING FOODS	MASSILLON	OH	350752	409009-MA	1364669	3/24	2424	52,845 72
6058301	1	FLEMING COMPANIES,INC	MARSHFIELD	WI	349465	50-0061690	1364103	3/25	242	6,062 66
0316653	2	FLEMING FOODS-SACTO	WEST SACRAMENTO	CA	352613	122022-SC	1366066	3/25	1880	37,925 99
2108900	420	FLEMING	GOODLETTSVILLE	TN	351194	555601-NA	1365312	3/25	1440	28,300 05
2108900	420	FLEMING	GOODLETTSVILLE	TN	351195	555602-NA	1365313	3/25	1440	27,864 00
6074910	420	FLEMING FOODS,	LACROSSE	WI	348065	707767	1364865	3/25	774	31,913 51
2108900	420	FLEMING	GOODLETTSVILLE	TN	351196	555603-NA	1365996	3/26	1440	27,864 00
2108900	420	FLEMING	GOODLETTSVILLE	TN	351197	555604-NA	1365997	3/26	1440	27,864 00
6074900	420	GATEWAY FOODS OF MINN	MINNEAPOLIS	MN	350060	710017	1365211	3/26	44	16,985 32
6074900	420	GATEWAY FOODS OF MINN	MINNEAPOLIS	MN	350541	710353	1365250	3/26	1571	40,179 14
2108904	453	FLEMING	GOODLETTSVILLE	TN	349741	527299-NA	1364119	3/26	72	1,116 00
2114003	453	FLEMING / GARLAND	GARLAND	TX	350413	421319-GA	1364169	3/26	594	9,207 00
6057100	6	FLEMING	MIAMI	FL	350520	057432-MM	1366385	3/27	824	17,004 16
2108900	420	FLEMING	GOODLETTSVILLE	TN	351788	562647-NA	1366474	3/27	1617	31,831 95
2114002	420	FLEMING FOODS,INC	GARLAND	TX	352633	470334-GA	1365476	3/27	1060	31,862 53
6041809	420	FLEMING N CAROLINA DIV	WARSAW	NC	351789	698384-WW	1366475	3/27	1518	30,169 86
6041812	420	GATEWAY - TWIN PORTS	SUPERIOR	WI	350137	710058	1365951	3/27	1826	42,007 59
0302700	2	FLEMING COMPANIES,INC	PHOENIX	AZ	353453	533451-PX	1366677	3/28	1471	30,100 04
6041700	6	THE FLEMING CO OF NEB	LINCOLN	NE	350866	711330-LI	1366923	3/28	496	12,287 24
6041408	6	FLEMING FOODS / TULSA	TULSA	OK	353802	111667-TU	1367350	3/31	887	18,078 64
0316653	420	FLEMING FOODS-SACTO	WEST SACRAMENTO	CA	351910	113194-SC	1366036	3/31	1046	32,650 38
0316653	420	FLEMING FOODS-SACTO	WEST SACRAMENTO	CA	351911	113213-SC	1366037	3/31	1805	38,197 01

Custno	Whse	Name	City	ST	JMS Order No	Purchase Order #	Invoice #	Invoice Date	Qty	Amt
2108900	420	FLEMING	GOODLETTSVILLE	TN	353006	583903-NA	1367321	3/31	1763	38,925 46
2542800	420	FLEMING NORTHEAST	NORTH EAST	MD	352372	866694-NE	1367485	3/31	1721	36,717 34
6072936	420	FLEMING COMPANIES,INC	SOUTHAVEN	MS	354360	047658-ME	1367550	3/31	1501	34,718 76
6074900	1	GATEWAY FOODS OF MINN	MINNEAPOLIS	MN	352624	711540	1366976	4/1	1084	19,320 34
6041812	420	GATEWAY - TWIN PORTS	SUPERIOR	WI	351674	710990	1367458	4/1	1270	28,491 40
6041402	453	FLEMING-TULSA	TULSA	OK	353968	110432-TU	1367075	4/2	54	837 00
2230402	2	FLEMING-CAMPBELL-IND PARK	KAPOLEI	HI	351257	070595	1363713	4/4	963	20,309 19
2230402	2	FLEMING-CAMPBELL-IND PARK	KAPOLEI	HI	352246	102798	1366514	4/4	1034	21,384 10
0302700	420	FLEMING COMPANIES,INC	PHOENIX	AZ	354585	553841-PX	1367555	4/4	1835	37,276 72
Total										<u>1,221,805 59</u>

Customer #	Fleming Division	Invoice/Credit #	Invoice/Credit Date	Invoice/Credit Amount	Division Total
60729	Fleming Memphis	1360033	March 15, 2003	\$ 1,674 00	
		1361018	March 14, 2003	\$ 38,010 92	
		1364179	March 22, 2003	\$ 34,141 15	
		1365960	March 25, 2003	\$ 14,581 75	
		1367550	March 31, 2003	\$ 34,718 76	
					\$ 123,126 58
01149	Fleming Lubbock	1362039	March 18, 2003	\$ 34,777 06	
		1363887	March 21, 2003	\$ (5,155 69)	
					\$ 29,621 37
21089	Fleming Nashville	1363597	March 20, 2003	\$ 39,275 23	
		1364119	March 20, 2003	\$ 1,116 00	
		1364532	March 21, 2003	\$ 40,677 06	
		1365312	March 25, 2003	\$ 28,300 05	
		1365313	March 25, 2003	\$ 27,864 00	
		1365996	March 26, 2003	\$ 27,864 00	
		1365997	March 26, 2003	\$ 27,864 00	
		1366474	March 27, 2003	\$ 31,831 95	
		1367321	March 31, 2003	\$ 38,925 46	
		1373107	March 17, 2003	\$ (460 80)	

21140	Fleming Garland	1361453	March 14, 2003	\$	38,713 22
		1361965	March 17, 2003	\$	41,564 57
		1362269	March 19, 2003	\$	41,271 50
		1364169	March 23, 2003	\$	9,207 00
		1364887	March 24, 2003	\$	44,934 59
		1365476	March 27, 2003	\$	31,862 53
		1363935	March 21, 2003	\$	(16,166 73)
		1363932	March 21, 2003	\$	(12,310 49)
		1356253	February 28, 2003	\$	(12,305 15)
		1356245	February 28, 2003	\$	(11,557 43)
		1363933	March 21, 2003	\$	(11,051 83)
		1356248	February 28, 2003	\$	(10,992 98)
		1356250	February 28, 2003	\$	(10,266 67)
		1364422	March 22, 2003	\$	(10,189 61)
		1363934	March 21, 2003	\$	(9,758 05)
		1370661	April 9, 2003	\$	(9,738 83)
		1370658	April 9, 2003	\$	(9,417 51)
		1363955	March 21, 2003	\$	(9,225 44)
		1370656	April 9, 2003	\$	(8,569 03)
		1370657	April 9, 2003	\$	(8,557 70)
		1355736	February 27, 2003	\$	(8,261 99)
		1356249	February 28, 2003	\$	(8,092 37)
		1370673	April 9, 2003	\$	(7,777 05)
		1361675	March 15, 2003	\$	(7,179 85)
		1356243	February 28, 2003	\$	(7,147 64)
		1363930	March 21, 2003	\$	(7,028 70)
		1361307	March 14, 2003	\$	(6,792 78)
		1370654	April 9, 2003	\$	(6,532 05)
		1356246	February 28, 2003	\$	(6,435 61)
		1363929	March 21, 2003	\$	(5,891 88)
		1361678	March 15, 2003	\$	(5,746 22)
		1363931	March 21, 2003	\$	(5,619 09)
		1364419	March 22, 2003	\$	(5,483 84)
		1356244	February 28, 2003	\$	(5,437 87)
		1361304	March 14, 2003	\$	(5,108 18)
		1361673	March 15, 2003	\$	(5,078 20)

		1370651	April 9, 2003	\$	(4,791 63)	
		1361672	March 15, 2003	\$	(4,586 69)	
		1356252	February 28, 2003	\$	(4,365 65)	
		1361302	March 14, 2003	\$	(4,178 39)	
		1355717	February 27, 2003	\$	(4,164 48)	
		1370663	April 9, 2003	\$	(3,784 21)	
		1370660	April 9, 2003	\$	(3,715 74)	
		1356255	February 28, 2003	\$	(3,540 52)	
		1363927	March 21, 2003	\$	(3,360 47)	
		1370653	April 9, 2003	\$	(3,313 10)	
		1370655	April 9, 2003	\$	(3,310 05)	
		1368230	April 2, 2003	\$	(3,173 05)	
		1361303	March 14, 2003	\$	(3,165 68)	
		1363926	March 21, 2003	\$	(2,734 64)	
		1361677	March 15, 2003	\$	(2,718 89)	
		1361305	March 14, 2003	\$	(2,588 45)	
		1364421	March 22, 2003	\$	(2,575 37)	
		1370649	April 9, 2003	\$	(2,544 26)	
		1355719	February 27, 2003	\$	(2,437 50)	
		1361674	March 15, 2003	\$	(2,089 28)	
		1355718	February 27, 2003	\$	(2,016 49)	
		1361299	March 14, 2003	\$	(1,952 57)	
		1361300	March 14, 2003	\$	(1,925 75)	
		1363928	March 21, 2003	\$	(1,913 65)	
		1370650	April 9, 2003	\$	(1,837 02)	
		1354530	February 25, 2003	\$	(1,699 95)	
		1356247	February 28, 2003	\$	(1,686 07)	
		1370648	April 9, 2003	\$	(1,332 83)	
		1361306	March 14, 2003	\$	(1,324 10)	
		1356251	February 28, 2003	\$	(1,219 48)	
		1370652	April 9, 2003	\$	(1,195 92)	
		1361301	March 14, 2003	\$	(1,016 43)	
		1364418	March 22, 2003	\$	(846 55)	
		1370659	April 9, 2003	\$	(817 40)	
		1364423	March 22, 2003	\$	(669 60)	
		1370662	April 9, 2003	\$	(508 81)	
		1364420	March 22, 2003	\$	(479 34)	

		1361680	March 15, 2003	\$	(474 18)
		1361676	March 15, 2003	\$	(467 88)
		1356257	February 28, 2003	\$	(334 80)
		1358814	March 7, 2003	\$	(319 68)
		1370664	April 9, 2003	\$	(318 08)
		1356254	February 28, 2003	\$	(279 33)
		1356305	February 28, 2003	\$	(234 36)
		1356260	February 28, 2003	\$	(200 88)
		1361683	March 15, 2003	\$	(167 40)
		1363956	March 21, 2003	\$	(154 00)
		1361685	March 15, 2003	\$	(148 43)
		1356258	February 28, 2003	\$	(133 92)
		1370668	April 9, 2003	\$	(133 92)
		1370675	April 9, 2003	\$	(133 92)
		1356259	February 28, 2003	\$	(100 44)
		1361682	March 15, 2003	\$	(100 44)
		1364425	March 22, 2003	\$	(100 44)
		1364430	March 22, 2003	\$	(100 44)
		1364426	March 22, 2003	\$	(100 44)
		1370666	April 9, 2003	\$	(100 44)
		1370669	April 9, 2003	\$	(100 44)
		1361681	March 15, 2003	\$	(83 70)
		1356262	February 28, 2003	\$	(66 96)
		1364427	March 22, 2003	\$	(66 96)
		1361684	March 15, 2003	\$	(50 22)
		1364428	March 22, 2003	\$	(50 22)
		1370665	April 9, 2003	\$	(50 22)
		1370670	April 9, 2003	\$	(50 22)
		1356304	February 28, 2003	\$	(46 39)
		1370674	April 9, 2003	\$	(38 19)
		1361686	March 15, 2003	\$	(33 48)
		1356256	February 28, 2003	\$	(16 74)
		1356261	February 28, 2003	\$	(16 74)
		1361679	March 15, 2003	\$	(16 74)
		1364424	March 22, 2003	\$	(16 74)
		1364429	March 22, 2003	\$	(16 74)
		1370667	April 9, 2003	\$	(16 74)

		1345815	January 29, 2003	\$	(965 58)	
		1348373	February 5, 2003	\$	(423 36)	
		1346762	January 31, 2003	\$	(381 02)	
						\$ (142,358 19)
02140	Fleming Geneva	1361079	March 14, 2003	\$	37,078 33	
		1362517	March 19, 2003	\$	7,002 39	
						\$ 44,080 72
60416	Fleming Kansas City	1362028	March 17, 2003	\$	41,860 23	
		1362270	March 18, 2003	\$	36,720 17	
		1364963	March 25, 2003	\$	(7,501 26)	
		1365739	March 26, 2003	\$	(7,077 02)	
		1369012	April 4, 2003	\$	(5,828 57)	
		1365738	March 26, 2003	\$	(5,715 09)	
		1361235	March 14, 2003	\$	(5,227 83)	
		1364964	March 25, 2003	\$	(5,027 26)	
		1369010	April 4, 2003	\$	(4,670 31)	
		1369008	April 4, 2003	\$	(4,269 78)	
		1361241	March 14, 2003	\$	(4,187 49)	
		1361234	March 14, 2003	\$	(3,783 02)	
		1369007	April 4, 2003	\$	(3,658 55)	
		1361237	March 14, 2003	\$	(3,636 33)	
		1364962	March 25, 2003	\$	(3,246 32)	
		1369009	April 4, 2003	\$	(2,186 61)	
		1361236	March 14, 2003	\$	(1,905 59)	
		1367641	March 31, 2003	\$	(40 14)	
		1369014	April 4, 2003	\$	(468 72)	
		1369013	April 4, 2003	\$	(184 14)	
		1365737	March 26, 2003	\$	(133 92)	
		1365741	March 26, 2003	\$	(117 18)	
		1361238	March 14, 2003	\$	(83 70)	
		1361240	March 14, 2003	\$	(83 70)	
		1365740	March 26, 2003	\$	(83 70)	
		1369011	April 4, 2003	\$	(83 70)	
		1361239	March 14, 2003	\$	(66 96)	
		1346143	January 30, 2003	\$	(180 13)	

		1294622	September 4, 2002	\$	(141 77)	
						\$ 8,991 61
60107	Fleming Lafayette	1320419	November 11, 2002	\$	542 52	
						\$ 542 52
60417	Fleming Lincoln	1363071	March 20, 2003	\$	19,182 33	
		1365322	March 26, 2003	\$	41,233 83	
		1366923	March 29, 2003	\$	12,287 24	
						\$ 72,703 40
60714	Fleming Massillon	1361038	March 14, 2003	\$	52,338 24	
		1362974	March 19, 2003	\$	35,840 64	
		1363029	March 18, 2003	\$	39,072 22	
		1364669	March 24, 2003	\$	52,845 72	
		23545982	January 31, 2003	\$	(1,376 66)	
						\$ 178,720 16
03166	Fleming Nor Cal	1361033	March 12, 2003	\$	39,664 68	
		1362054	March 18, 2003	\$	20,073 56	
		1362055	March 18, 2003	\$	20,073 56	
		1362056	March 19, 2003	\$	20,073 56	
		1363078	March 18, 2003	\$	40,850 84	
		1363189	March 24, 2003	\$	39,244 56	
		1366036	March 31, 2003	\$	32,650 38	
		1366037	March 31, 2003	\$	38,197 01	
		1366066	March 25, 2003	\$	37,925 99	
		1365742	March 26, 2003	\$	(1,560 96)	
		1365746	March 26, 2003	\$	(1,560 96)	
		1368998	April 4, 2003	\$	(351 54)	
		1368999	April 4, 2003	\$	(334 80)	
		1366220	March 27, 2003	\$	(100 44)	
		1366219	March 27, 2003	\$	(50 22)	
		1356233	February 28, 2003	\$	(33 48)	
		1366221	March 27, 2003	\$	(16 74)	
		1368997	April 4, 2003	\$	(16 74)	
		1340917	January 15, 2003	\$	(133 92)	

		1320541	November 12, 2002	\$	(33 48)	
		1339369	January 10, 2003	\$	(16 74)	
		1340918	January 15, 2003	\$	(16 74)	
						\$ 284,527 38
60414	Fleming Oklahoma	1360626	March 12, 2003	\$	1,958 00	
		1360894	March 17, 2003	\$	16,572 26	
		1361481	March 16, 2003	\$	1,116 00	
		1363118	March 23, 2003	\$	41,207 59	
		1363628	March 24, 2003	\$	17,954 78	
		1367075	March 29, 2003	\$	837 00	
		1367350	March 31, 2003	\$	18,078 64	
		1361309	March 14, 2003	\$	(6,563 70)	
						\$ 91,160 57
01096	Fleming Philadelphia	1361008	March 15, 2003	\$	18,603 40	
		1363138	March 21, 2003	\$	14,024 78	
		1365212	March 26, 2003	\$	33,152 13	
		1367485	April 2, 2003	\$	36,717 34	
						\$ 102,497 65
03027	Fleming Phoenix	1362007	March 19, 2003	\$	44,130 39	
		1366677	March 28, 2003	\$	30,100 04	
		1364433	March 22, 2003	\$	(9,628 22)	
		1371132	April 10, 2003	\$	(9,416 91)	
		1364432	March 22, 2003	\$	(8,290 63)	
		1359230	March 8, 2003	\$	(8,187 55)	
		1371131	April 10, 2003	\$	(8,027 25)	
		1359229	March 8, 2003	\$	(6,914 76)	
		1364972	March 25, 2003	\$	(4,234 38)	
		1371133	April 10, 2003	\$	(3,978 03)	
		1359234	March 8, 2003	\$	(3,164 64)	
		1364970	March 25, 2003	\$	(2,001 52)	
		1371135	April 10, 2003	\$	(1,729 77)	
		1359232	March 8, 2003	\$	(1,594 30)	
		1359228	March 8, 2003	\$	(385 02)	
		1364971	March 25, 2003	\$	(337 19)	

		1359233		March 8, 2003	\$	(222 12)	
		1371134		April 10, 2003	\$	(145 78)	
		1371130		April 10, 2003	\$	(117 18)	
		1364967		March 25, 2003	\$	(99 92)	
		1359227		March 8, 2003	\$	(66 96)	
		1364968		March 25, 2003	\$	(50 22)	
		1371129		April 10, 2003	\$	(50 22)	
		1359231		March 8, 2003	\$	(16 74)	
		1364969		March 25, 2003	\$	(16 74)	
		1340323		January 14, 2003	\$	(5,358 60)	
							\$ 195 78
60583	Fleming Marshfield	1361447		March 13, 2003	\$	457 93	
		1364103		March 26, 2003	\$	6,062 66	
							\$ 6,520 59
							\$ [REDACTED]
22304	Fleming West Kapolei	1355893		March 12, 2003	\$	19,438 44	
		1358469		March 19, 2003	\$	20,872 94	
		1361071		March 26, 2003	\$	18,850 97	
			25787497	February 19, 2003	\$	(81 00)	
							\$ 59,081 35
03287	Fleming Salt Lake	1363133		March 18, 2003	\$	11,243 78	
		1365932		March 25, 2003	\$	12,970 98	
		1364952		March 25, 2003	\$	(7,378 59)	
		1361215		March 14, 2003	\$	(5,674 20)	
		1368995		April 4, 2003	\$	(5,377 33)	
		1364951		March 25, 2003	\$	(2,421 23)	
		1368996		April 4, 2003	\$	(2,346 03)	
		1361216		March 14, 2003	\$	(1,698 03)	
		1368994		April 4, 2003	\$	(467 20)	
		1364950		March 25, 2003	\$	(337 73)	
		1361214		March 14, 2003	\$	(239 70)	

FLEMING - UNAUTHORIZED DEDUCTIONS

District	Broker	Customer Name	Check #	Reason Code	Claim #	Deduct Date	Deduct #	Comments	Amount
2082	90142	CTP/FRESNO DIVISION/O	23483215	Damaged	FSU938882	15-Jul-02	4163450	RETURN #9078627	\$1,647 35
2082	90142	CTP/FRESNO DIVISION/O	23492492	Post Audi	FSC210438	13-Aug-02	4167993	AUDIT 2 LB GRAPE 8/2001	\$176 00
2082	90142	CTP/FRESNO DIVISION/O	23492942	Traffic-T	FSG898576	19-Aug-02	4168882	124 cases LAURA SCUDDER UNSALTED	\$2,899 12
2082	90142	CTP/FRESNO DIVISION/O	25708838	Short	FSU939401	27-Aug-02	4170730	RA#9082982 CLAIMING SHORTAGE	\$708 44
2082	90142	CTP/FRESNO DIVISION/O	23502475	Unexplain	FSB000017	17-Sep-02	4173834	REQ BACK-UP - STILL NOT REC'D	\$338 00
2082	90142	CTP/FRESNO DIVISION/O	23507235	Unexplain	FSB000062	3-Oct-02	4176363	REQUESTED BACK-UP NO RESPONSE	\$216 50
2082	90142	CTP/FRESNO DIVISION/O	25737143	Unexplain	FSX813039	30-Oct-02	4180905	UPC#75872 - REQ FURTHER INFO	\$1,165 00
2082	90142	CTP/FRESNO DIVISION/O	23516551	Unexplain	FSX813065	31-Oct-02	4181056	UPC#75819 - REQ FURTHER INFO	\$680 00
2082	90142	CTP/FRESNO DIVISION/O	25747055	Post Audi	FSC212555	20-Nov-02	4185033	UNACCEPTABLE FILL RATES ON INVOIC	\$500 00
2082	90142	CTP/FRESNO DIVISION/O	25748969	BB CDF8 E	FSU940402	25-Nov-02	4185699	PER CASE \$ NOT AS OFFERED ON DEAL S	\$1,040 98
2082	90142	CTP/FRESNO DIVISION/O	25748969	Damaged	FSU940392	25-Nov-02	4185701	CLAIMING DAMAGED PRODUCT	\$383 67
2082	90142	CTP/FRESNO DIVISION/O	23537181	Cust Pen	FSL135500	6-Jan-03	4191188	CUSTOMER PENALTY FEE	\$500 00
2082	90142	CTP/FRESNO DIVISION/O	23536197	Unexplain	FSC2200024	6-Jan-03	4191113	UNEXPLAINED	\$165 12
2082	90142	CTP/FRESNO DIVISION/O	23537181	Cust Pen	FSC2200151	8-Jan-03	4191109	LATE FEES/UNAUTH	\$500 00
2082	90142	CTP/FRESNO DIVISION/O	23537181	Cust Pen	FSC2200150	8-Jan-03	4191110	LATE FEES/UNAUTH	\$500 00
2082	90142	CTP/FRESNO DIVISION/O	25781383	Short	FSU941154	10-Feb-03	4196632B	SHORTAGE CLAIM	\$563 76
2082	90142	CTP/FRESNO DIVISION/O	25785624	Unexplain	FSP998764	18-Feb-03	4197491	UNEXPLAINED	\$103 56
2082	90142	CTP/FRESNO DIVISION/O	25788698	Unexplain	FSP998914	26-Feb-03	4198882	UNEXPLAINED	\$402 89
2082	90142	CTP/FRESNO DIVISION/O	23554451	Unexplain	FSP999006	4-Mar-03	4199469	UNEXPLAINED	\$1,247 44
2082	90142	CTP/FRESNO DIVISION/O						FRESNO LOCATION	\$13,737 83
2082	90142	CTP/NOR CAL DIVISION/	23492492	Short	NCT600197	13-Aug-02	4167942	SHORTAGE ON PO#752468	\$376 80
2082	90142	CTP/NOR CAL DIVISION/	25711180	Damaged	NCU948910	3-Sep-02	4171655	PER DAN @ CINCY - PROD DAMAGED	\$486 00
2082	90142	CTP/NOR CAL DIVISION/	25715181	Unexplain	NCP782131	10-Sep-02	4172789	UNEXPLAINED	\$841 10
2082	90142	CTP/NOR CAL DIVISION/	23518498	Short	NCU949869	5-Nov-02	4182146	CLAIMING SHORTAGE - MILITARY PURC	\$279 00
2082	90142	CTP/NOR CAL DIVISION/	25748969	Unexplain	NCL460901	25-Nov-02	4185700	LATE FEES	\$500 00
2082	90142	CTP/NOR CAL DIVISION/	23525460	Short	NCU950164	26-Nov-02	4185917	RA#9087977	\$416 98
2082	90142	CTP/NOR CAL DIVISION/	23528272	Cust Pen	NCL406901	5-Dec-02	4187136	LATE FEES	\$500 00
2082	90142	CTP/NOR CAL DIVISION/	25768087	Unexplain	NCU950769	7-Jan-03	4191489	UNEXPLAINED	\$267 74
2082	90142	CTP/NOR CAL DIVISION/	25782043	Unexplain	NCP463942	10-Feb-03	4196555	UNEXPLAINED	\$ 918 72
2082	90142	CTP/NOR CAL DIVISION/	25790457	Unexplain	NCR206280	3-Mar-03	4199205	UNEXPLAINED	\$ 620 54
2082	90142	CTP/NOR CAL DIVISION/	23569283	Cust Pen	NCL407402	25-Mar-03	4202471	NO BACK-UP FOR DETAILS	\$ 500 00
								NOR CAL	\$11,224 11
									\$24 961 94

FLEMING- UNAUTHORIZED DEDUCTIONS

District	Broker	Customer Name	Check #	Reason Code	Claim #	Deduct Date	Deduct #	Comments	Amount
2082	90142	CTP/FRESNO DIVISION/O	25748969	BB CDF8 E	FSU940402	25-Nov-02	4185699	PER CASE \$ NOT AS OFFERED ON DEAL SHEET	\$1 040 98
2082	90142	CTP/FRESNO DIVISION/O	23502475	Unexplain	FSB000017	17-Sep-02	4173834	REQ BACK-UP - STILL NOT REC D	\$338 00
2082	90142	CTP/FRESNO DIVISION/O	23507235	Unexplain	FSB000062	3-Oct-02	4176363	REQUESTED BACK-UP NO RESPONSE	\$216 50
2082	90142	CTP/FRESNO DIVISION/O	25737143	Unexplain	FSX813039	30-Oct-02	4180905	UPC#75872 - REQ FURTHER INFO	\$1 165 00
2082	90142	CTP/FRESNO DIVISION/O	23516551	Unexplain	FSX813065	31-Oct-02	4181056	UPC#75819 - REQ FURTHER INFO	\$680 00
2082	90142	CTP/NOR CAL DIVISION/	25715181	Unexplain	NCP782131	10-Sep-02	4172789		\$841 10
2082	90142	CTP/NOR CAL DIVISION/	25748969	Unexplain	NCL460901	25-Nov-02	4185700	LATE FEES	\$500 00
	90178	FLEMING WARSAW	25745694	Unauth Intro	CSC122018	8-Nov-02	4189602	DID NOT ORDER ITEM 4502	\$250 00
	90031	FLEMING PHOENIX	23528272		PXX808715	5-Dec-02	4187134	UNAUTHORIZED FEE	\$1 000 00
	90154	FLEMING MASSILLON	23539742	Unauth	CCM58718	14-Jan-03	4195512G	MARCO DID NOT AUTHORIZE FOR MASSILLON	\$4 910 40
	90154	FLEMING MASSILLON	25775925	Unauth	CCM58802	29-Jan-03	4195514D	MARCO DID NOT AUTHORIZE FOR MASSILLON	\$1 227 60
	90154	FLEMING MASSILLON	25778276	Unauth	CCM58896	3-Feb-03	4195739C	MARCO DID NOT AUTHORIZE FOR MASSILLON	\$1 473 12
	90154	FLEMING MASSILLON	25746441	Unauth	MAP941123	1-Nov-02	4198012	INVALID CRISCO DEAL	\$9 680 00
	90154	FLEMING MASSILLON	25742406	Unauth	MAP940864	12-Nov-02	4183170B	UNAUTHORIZED BAL 18 OZ PRESERVES	\$785 62
	90154	FLEMING MASSILLON	25788698	Unauth	MAP943313	26-Feb-03	4198870B	BAL JIF NOT VALID	\$402 40
	90031	FLEMING PHOENIX	23490512	Unauth	PXZ175856		4166592	INVALID RESET	\$583 00
	90031	FLEMING PHOENIX	23536197	Unauth	PXC2200323	6-Jan-03	4191132	POST AUDIT - 10% PER MARCO	\$199 08
	90031	FLEMING PHOENIX	23536197	Unauth	PXC2200103	6-Jan-03	4191129	POST AUDIT - (REPAY) MARCO	\$1 544 40
	90031	FLEMING PHOENIX	257728589	Unauth	PXZ201452	21-Jan-03	4193545	STORE RESET	\$209 50
	90031	FLEMING PHOENIX	23511626	Unauth	PXZ177205	16-Oct-02	4178486	STORE RESET	\$373 75
	90031	FLEMING PHOENIX	25757956	Unauth	PXZ177371	16-Dec-02	4188318	STORE RESET	\$400 75
	90031	FLEMING PHOENIX	25764081	Unauth	PXC216423	30-Dec-02	4190381	INTRO UPC 163	\$250 00
	90031	FLEMING PHOENIX	23490512	Unauth	PXZ176077	6-Aug-02	4166588	STORE RESET	\$113 00
	90031	FLEMING PHOENIX	23504727	Unauth	PXZ176360	20-Sep-02	4175296	STORE RESET	\$313 50
	90083	FLEMING GENEVA	23554913	Unauth (P&G)	GEX852600	7-Mar-03	4199875	P&G DEDUCTION PROGRAM FOR 06/30 SHIPMENT	\$2 567 00
	90083	FLEMING GENEVA	23564175	Unauth (Intro)	CSC03313-SL	14-Mar-03	4201518D	ITEM 4429 NOT ORDERED YET	\$500 00
	90062	FLEMING MEMPHIS	25743676	Unauth	MEL132770		4183021	LATE TRUCK FEE	\$500 00
	90062	FLEMING MEMPHIS	23564175	Unauth (Intro)	CSC03313-SL	14-Mar-03	4201518L	ITEM 4429 NOT ORDERED YET	\$2 500 00
	90062	FLEMING LAFAYETTE	23564175	Unauth (Intro)	CSC03313-SL	14-Mar-03	4201518L	ITEM 4429 NOT ORDERED YET	\$1 000 00
Total									\$35 564 70

FLEMING - UNAUTHORIZED DEDUCTIONS

2/28/2003		=Smuc =Doug Domine	=Gail McCalla	PROG Auditors	Red Lettering	=Fleming will Repay		
Division Name	Deduction Number	Date Coded	Date Received	Sale Rep Name	Deduction Balance	Back Up Yes/No	Status	Comments
Fresno	FSS267084		8/5/02	Kristina Crystal	\$2 016 00			Audit requesting \$9 60 not rec d on 2lb ME was given OI (#1267084)
Fresno	FSC210130		8/13/02	Kristina Crystal	\$1 239 75			Audit floorstock on spoonables from 4/22/2001 4/28/2001
Fresno	FSC210173		8/13/02	Kristina Crystal	\$716 12			Audit floorstock on spoonables from 8/2001 11/2001
Fresno	FSC210778		9/20/02	Kristina Crystal	\$618 22			Audit admin fees calculated incorrectly
Fresno	FSC211096		10/8/02	Kristina Crystal	\$3 054 48			Audit Intro on Giftbox (UPC#17231)
Fresno	FSC211095		10/8/02	Kristina Crystal	\$2 145 20			Audit Intro on Giftbox (UPC#17233)
Fresno	FSC210933		10/8/02	Kristina Crystal	\$954 52			Audit Intro on Giftbox (UPC#17231)
Fresno	FSC210932		10/8/02	Kristina Crystal	\$640 34			Audit Intro on Giftbox (UPC#17233)
Fresno	FSC211099		10/8/02	Kristina Crystal	\$166 32			Audit Intro on Giftbox (UPC#17005)
Fresno	FSC210931		10/8/02	Kristina Crystal	\$166 23			Audit Intro on Giftbox (UPC#17005 17025 17104 & 17236)
Fresno	FSC211098		10/8/02	Kristina Crystal	\$131 88			Audit Intro on Giftbox (UPC#17025)
Fresno	FSC213680		12/31/02	Kristina Crystal	\$1 851 04			Audit price protection on Low Sug & Sug Free
Fresno	FSC213679		12/31/02	Kristina Crystal	\$774 40			Audit floorstock on Low Sug & Sug Free & 18oz
Fresno	FSC0213226		12/31/02	Kristina Crystal	\$250 00			Audit Intro on 2lb Straw (UPC#163)
Fresno	FSC0213227		12/31/02	Kristina Crystal	\$250 00			Audit Intro on Giftbox (UPC#17233)
Fresno	FSC0213229		12/31/02	Kristina Crystal	\$250 00			Audit Intro on Giftbox (UPC#17231)
Fresno	FSC0213225		12/31/02	Kristina Crystal	\$250 00			Audit Intro on Fruitspread Mod (UPC#4286)
Fresno	FSC0212555		12/31/02	Kristina Crystal	\$500 00			Audit Unacceptable fill rate fine PO#819790
Fresno	FSG898576		8/19/02	Kristina Crystal	\$2 899 12			Invalid return Proof of return requested and never received
Fresno				Total	\$18 873 62			
Ft Wayne	INC210265		11/20/02	David Trammell	\$244 73			Lesa @ Crossmark following up
Ft Wayne	INC210263		11/20/02	David Trammell	\$209 76			Invalid Audit old vs new pricing from 01 45 days o/s policy
Ft Wayne	INC210697		12/30/02	David Trammell	\$450 00			Lesa @ Crossmark following up
Ft Wayne	INC210267		11/20/02	David Trammell	\$162 00			Lesa @ Crossmark following up
Ft Wayne				Total	\$1 066 49			Invalid Audit old vs new price on an 11/01 invoice
Garland	GAC213556		12/30/02	Dave Blosser	\$250 00			In and Out fees on Gift Box
Garland	GAC213554		12/30/02	Dave Blosser	\$250 00			In and Out fees on Gift Box
Garland	GAC213557		12/30/02	Dave Blosser	\$250 00			In and Out fees on Gift Box
Garland	GAC213901		1/2/03	Dave Blosser	\$250 00			In and Out fees on Gift Box
Garland	GAC211068		10/7/02	Dave Blosser	\$263 42			Post Audit Unauthorized
Garland	GAL750303		11/5/02	Dave Blosser	\$500 00			Duplicate deductions of 4182115 Collection letter sent 01/09/03
Garland	GAC213555		12/30/02	Dave Blosser	\$250 00			Post Audit in and out fees on 2lb straw #163
Garland				Total	\$2 013 42			
Geneva	GEC0212878		20 Nov 02	Tim Malone	\$ 250 00			Claiming they had 5 invoices that had pricing errors @ \$50 00 per invoice One invoice number was a unilever order Repay letter sent 12/4/02
Geneva	CSC122018		18 Nov 02	Tim Malone	\$ 250 00			Claiming they have 5 invoices with pricing errors repay request sent 12/2/02
Geneva	CSC122044		2 Dec 02	Tim Malone	\$ 250 00			Claiming 5 invoices with pricing errors @ \$50 00 per invoice repay letter sent 12/28/02
Geneva	GEC211104		26 Sep 02	Tim Malone	\$ 1 484 90	Repay		Kmart Xmas trees jars? Don t know if this is a repay cant find anything on this post audit
Geneva	GEC211103		26 Sep 02	Tim Malone	\$ 1 114 28	Repay		Kmart Xmas trees jars? Don t know if this is a repay cant find anything on this post audit
Geneva	GEC213132		12/27/03	Tim Malone	\$250 00			Kmart Xmas item #17233 Put on spreadsheet to Mark Chism
Geneva	GEC212071		11/5/02	Tim Malone	\$389 04			Kmart Xmas Giftbox Put on spreadsheet to Mark Chism /Fleming
Geneva	GEC212072		11/5/02	Tim Malone	\$396 05			Kmart Xmas Giftbox Put on spreadsheet to Mark Chism /Fleming
Geneva	GEC213131		12/27/02	Tim Malone	\$250 00			Kmart Xmas Giftbox Put on spreadsheet to Mark Chism /Fleming
Geneva	CSC092026 SL		9/3/02	Tim Malone	\$500 00			Repaid on check #23573578 Check returned to bank
Geneva	GEL105009		1/29/03	Tim Malone	\$500 00			Unauthorized Late Truck Fee
Geneva				Total	\$5 634 27			
Kansas City	KCC214339		11/20/02	Dave Blosser	\$500 00			Post Audit Unauthorized broker to collect
Kansas City	KCC214783		12/30/02	Dave Blosser	\$250 00			Post Audit on in and out fees for 2lb straw #163
Kansas City				Total	\$750 00			
LaCrosse	LAC00001320878P		11/22/02	Nate Springer	\$408 67			2nd Request for repay Advantage/Minn 3/21/03
LaCrosse				Total	\$408 67			Invalid Crisco pallet pricing & surcharge
LaFayette	Ck# 25679012		6/18/02	Tim Malone	\$858 00			Fleming Deduction# LFX890330 dated 6/13/02 Deducting for product code 04588 Smucker's Grape Plastic Pallet 5 pallets @ 171 60 per pallet I do not find that Fleming every purchased this pallet through Smuckers and I do not find a deal for this amount We sale the glass product in our division
LaFayette	Ck# 23482298		7/8/02	Tim Malone	\$170 00			Fleming Deduction# LFX 890632 dated 7/03/02 Deduction for sold below cost wk ending 6/30/02 on 2 pallets of P&G code 32264 @ 85 00 We started doing Jif on 7/1/02 Prior to us owning JIF
LaFayette	Ck# 25693364		7/19/02	Tim Malone	\$6 500 00			Will Repay w/in 30days per Gail McCalla 12oz Milky Way ICT x4479 Twix ICT x4477 18oz Red Raspberry x683 10oz SF BlkBry x2327 12oz Choc Fdge ICT x22 18oz Sdls Straw Jam x1229 SS Caramel x2512 18oz Sdls Blacbry x684 18oz Grape Jelly x693 LS Grape x1667 12oz Strawberry ICT x 26 10oz Straw x2325 18oz Peach x680
LaFayette	Ck# 25695077		7/24/02	Tim Malone	\$168 00			Fleming Deduction# LKX 890905 dated 7/10/02 Deduction is for 13 items @ 500 00 each Fleming deducting for Slow Moving Items Eddy Nenn informed Fleming that this deduction is not allowed and needs repaid
LaFayette								Fleming Deduction# LFX891113 dated 7/17/02 Deduction states that deduction is for deal comparison

Division Name	Deduction Number	Date Coded	Date Received	Sold Rep's Name	Deduction Balance	Back Up Yes/No	Status	Comments
LaFayette	CK# 23490512		8/2/02	Tim Malone	\$126 16			Fleming Deduction# LFX891271 dated 7/29/02 Deduction states that deduction is for deal companion
LaFayette	LFC212883		12/30/02	Tim Malone	\$250 00	Denied		Deducting for in and out fees on #163 pallet Broker sent repay 3/4/03 This item is open stock item not pallet
LaFayette	LFC212882		12/30/02	Tim Malone	\$250 00	Denied		Deducting for in and out fees for #4502 Broker sent repay 3/4/03 This item has not been purchased by this division
LaFayette	LFC212885		12/30/02	Tim Malone	\$250 00			Deducting for in and out fees for #17231 Put on spreadsheet sent to Mark Chism/Fleming
LaFayette	LFC212884		12/30/02	Tim Malone	\$250 00			Deducting for in and out fees for #17233 Put on spreadsheet sent to Mark Chism/Fleming
LaFayette	LFX893235		3/24/03	Tim Malone	\$328 98			Prad Contract 2/28-3/6
LaFayette	LFC2200321		12/30/02	Tim Malone	\$247 10			
LaFayette	CCM58718 58733		1/14/03	Tim Malone	\$52 30			Repaid on ck #23573578 Check returned to bank
LaFayette	CCM58291 NFS		12/24/02	Tim Malone	\$9 876 69			Repaid on check #23573578 Check returned to bank
LaFayette	CCM57871 NFS		11/26/02	Tim Malone	\$10 047 69			Repaid on check #23573578 Check returned to bank
LaFayette	CSC122044		12/2/02	Tim Malone	\$250 00			Repaid on check #23573578 Check returned to bank
LaFayette	CSC122018		11/18/02	Tim Malone	\$250 00			Repaid on check #23573578 Check returned to bank
LaFayette	LFX893202		3/18/03	Tim Malone	\$176 10			Deducting for prad allow for item #4588 This division has not purchased this item
LaFayette				Total	\$30 051 02			
Lincoln	LIU967328		9/26/02	Nate Springer	\$2 457 00			Reclamation Center Jellies dated 8/30
Lincoln				Total	\$2 457 00			
Lubbock	LUC212781				\$250 00			call to Barbara Schuller and no answer
Lubbock				Total	\$250 00			slotting for 192/128 oz oil pallet No purchases of this item for Lubbock
Maryland	PHC200477		4/29/02	Don Ilg	\$2 612 48			Audit Ordered LTL deducted Full Truckload Pricing REPAY Need pricing Letter
Maryland	NEH026305		7/9/02	Don Ilg	\$2 200 00			Need to send RMC a repay letter on Smuckers Letterhead. If no success I will send it to Gail McCalla. NEED REPAY LETTER THAT WAS SENT TO RMG
Maryland	NEP920499		10/21/2002	Don Ilg	\$2 752 00			Unauthorized \$4 00 Billback on 2# Grape 9/1/02 Ad NO OFFER
Maryland	NEP899977		9/16/2002	Don Ilg	\$967 88			Duplicate already taken on Fleming invoice NEP899975 both invoices taken on Fleming check # 25715181REPAY
Maryland	NEC210079		9/6/2002	Don Ilg	\$207 12			Audit Ordered LTL deducted Full Truckload Pricing REPAY Need pricing Letter
Maryland				Total	\$8 739 48			Repay letter to Auditor Kim Letteer at Post Audit Group cc John Curtis 11/13/02
Massillon	MAF044949		9/3/2002	David Trammell	\$450 00			Advantage/Cleveland collecting 11/7
Massillon	MAC201543		3/18/2002	David Trammell	\$460 80			Advantage/Cleveland following up
Massillon	MAC0211813		11/4/2002	David Trammell	\$1 178 85			Advantage/Cleveland collecting 11/7
Massillon	MAC0210911		11/4/2002	David Trammell	\$1 848 00			ICT 12 OZ Billed correctly rec'd prad deducted a disallowed \$1 45 or not on contract
Massillon	MAC212836		11/20/2002	David Trammell	\$450 00			Prev deducted for Floor stock on inv #MAF531148 32 oz Grape 7/28-8/25/01
Massillon	MAC213198		11/20/2002	David Trammell	\$500 00			Audit cost of processing billings
Massillon	MAC213199		11/20/2002	David Trammell	\$500 00			Audit Penalty fee for late notification of cuts
Massillon	ad wk 12/1/02		12/9/2002	David Trammell	\$3 195 00			Audit Penalty fee for late notification of cuts
Massillon	1331530		12/23/2002	David Trammell	\$500 00			Unauthorized Ad \$\$\$ taken vs what contract states
Massillon	MAL415517		12/23/2002	David Trammell	\$500 00			Traffic Issues
Massillon	ccm58291 nfs		1/23/2003	David Trammell	\$1 921 32			Invalid Penalty Fee-Denied by warehouse
Massillon				Total	\$11 503 97			Overbilled 18 Mods item#16788 42 cs Crisco Mod
Memphis	MEB000380		10/1/02	Tim Malone	\$5 143 92			Repay letter to be written
Memphis								Deduction is for product cut from PO during promo deal date Tim Malone stated that it is against Smuckers policy to clear deductions due to product being cut during promo dates Tim Malone stated that Fleming has ample time to reorder prior to promotion ending
Memphis	CCM57458 NFS		10/25/2002	Tim Malone	\$5 337 00			Deduction is for PRAD contracts Deduction Reference Contract 7916 UPC 16801Crisco half DRP Local PSC deducts for the PRAD at the local division Per Smuckers sales analyzer report a total of 152 1/2 DRP pallets was sold in October and November A total of 152 1/2 DRP was deducted for by the local PSC on MEP218032 and has been cleared Deduction is for PRAD contracts Deduction Ref Contract# 79416 UPC 16801 Crisco 46 oz Half DRP / Contract# 79418 UPC 25362 48 oz Crisco Veg Oil Contract# 79419 UPC
Memphis	CCM58291 NFS		12/16/2002	Tim Malone	\$3 617 63			Repay
Memphis	MEC213850		12/30/2002	Tim Malone	\$250 00	Denied		Repay
Memphis	MEU954413		11/18/2002	Tim Malone	\$296 94			In and out Fees
Memphis	MEU954824		2/18/2003	Tim Malone	\$835 50			Deducting for slotting on item #4502 This division has not purchased this item
Memphis	CCM58896 NFS		2/3/2003	Tim Malone	\$304 80			Deducting for shortage Clear POD
Memphis	CCM58718 58733		1/14/2003	Tim Malone	\$2 106 60			Repaid on check #23573578 Check returned to bank
Memphis	CCM58628 58614		1/9/2003	Tim Malone	\$2 307 39			Repaid on check #23573578 Check returned to bank
Memphis	CCM58189 NFS		12/16/2002	Tim Malone	\$1 067 40			Repaid on check #23573578 Check returned to bank
Memphis	CCM58072 NFS		12/9/2002	Tim Malone	\$1 832 33			Repaid on check #23573578 Check returned to bank
Memphis	CCM57898 NFS		11/26/2002	Tim Malone	\$6 388 05			Repaid on check #23573578 Check returned to bank

Division Name	Deduction Number	Date Coded	Date Received	Sale Rep's Name	Deduction Balance	Back Up Yes/No	Status	Comments
Memphis	CSC122044		12/2/2002	Tim Malone	\$250 00			Repaid on check #23573578 Check returned to bank
Memphis	CCM56692 NSE3		8/19/2002	Tim Malone	\$12 707 20			Repaid on check #23573578 Check returned to bank
Memphis	CSC122018		1/14/2003	Tim Malone	\$250 00			Declaring short on pickup order did not note at time of p/u
Memphis				Total	\$42 694 76			
Miami	MIC200488		1/2/02	Darren Silverman	\$96 80			Duplicate Post Audit Deduction
Miami	MIC212111		12/31/02	Darren Silverman	\$500 00			In and Out Fees on Gift Box
Miami	MIG080538		4/15/02	Darren Silverman	\$2 089 45			Customer never returned product to Memphis warehouse Broker sent repay
Miami	MIC211590		11/20/02	Darren Silverman	\$500 00			Post Audit Unauthorized Broker sent repay 12/17/02
Miami	MIC211591		11/20/02	Darren Silverman	\$500 00			Post Audit Unauthorized Broker sent repay 12/17/02
Miami	MIC211592		11/20/02	Darren Silverman	\$500 00			Post Audit Unauthorized Broker sent repay 12/17/02
Miami	MIC211589		11/20/02	Darren Silverman	\$458 23			Post Audit Unauthorized Broker sent repay 12/17/02
Miami	MIC212163		12/31/02	Darren Silverman	\$250 00			Post Audit on in and out fees for 2lb straw #163
Miami				Total	\$4 894 48			
Minneapolis				Total	\$0 00			
Nashville	NAC0001992		1/28/02	Tim Malone	\$145 20			Audit - Shorted deal product on 2 items from 2 purchase orders in June 2000 The items were shorted on the purchase orders Repay letter will go out week of 2/15/02 According to Fleming Audit dept on 9/23/02 this is in the process of being repaid
Nashville	CCM56427 SL		8/5/02	Tim Malone	\$3 000 00			Who did the person talk to at the audit dept? Will Repay within 30 days per Gail McCalla Unauthorized Into on Crisco items per Stephanie this is being handled by Marco
Nashville	NAC202689		4/1/02	Tim Malone	\$1 002 00			Audit Not given 12 week notice on contract Repay went out to 5/6/02 Fleming said this is their policy Entered contract 3/20/00 first order 10/20/00
Nashville	NAC202685		4/1/02	Tim Malone	\$820 00			Audit Not given 12 week notice on contract Repay went out to 5/6/02 Fleming said this is their policy Entered contract 12/7/99 first order 2/14/00
Nashville	NAC202688		4/1/02	Tim Malone	\$336 00			Audit Not given 12 week notice on contract Repay went out to 5/6/02 Fleming said this is their policy Entered contract 3/5/00 first order 8/17/00
Nashville	NAC202687		4/1/02	Tim Malone	\$262 50			Audit Not given 12 week notice on contract Repay went out to 5/6/02 Fleming said this is their policy Entered contract 3/3/00 first order 7/2/00
Nashville	NAC0001988		1/2/02	Tim Malone	\$700 00			Audit - This is a duplicate deduction of 4136014 This will be a repay See above Repay letter will go out week of 2/15/02 According to Fleming Audit dept on 9/23/02 this is in the process of being repaid
Nashville	NAB000152		7/23/02	Tim Malone	\$408 00			Will Repay within 30 days per Doug Domine Broker sent repay
Nashville	NAC215007		12/30/02	Tim Malone	\$1 000 00			
Nashville	NAU957991		1/21/03	Tim Malone	\$460 80			In and out fees for giftbox items Put on spreadsheet sent to Mark Chism/Fleming
Nashville	NAU956449		10/30/02	Tim Malone	\$1 088 64			Deducting for shortage on pickup order Clear POD
Nashville	NAU956449		10/30/02	Tim Malone	\$2 010 24			Balance left on shortage deduction for pickup order
Nashville	NAU956449		10/30/02	Tim Malone	\$2 010 24			Short on p/u order paid back portion balance left
Nashville	NAL447426		9/3/02	Tim Malone	\$500 00			Unauthorized Late Truck Fee
Nashville				Total	\$11 733 38			
Oklahoma	OKX160873		10/30/01	Currie Covington	\$209 37			ded for slow movers/visionet ASAP the difference between what the product cost and what Fleming sold it for Invalid repay 12/18/01 2/11/02 5/13/02
Oklahoma	OKX160910		11/6/01	Currie Covington	\$150 00			10/31/01 Independent Retail ad 18 oz Preserves Invalid no offer made for this ad repay 12/18/01 2/11/02 5/13/02
Oklahoma	OKX160983		11/6/01	Currie Covington	\$146 85			ded for slow movers/visionet ASAP the difference between what the product cost and what Fleming sold it for Invalid repay 12/18/01 2/11/02 5/13/02
Oklahoma	OKX160977		11/9/01	Currie Covington	\$128 80			ded for slow movers/visionet ASAP the difference between what the product cost and what Fleming sold it for Invalid repay 12/18/01 2/11/02 5/13/02
Oklahoma	OKX158847		10/22/01	Dave Blosser	\$4 592 97			deducted difference of product cost and what sold for to move items out of warehouse Repay letters 12/18/01 2/11/02 7/21/02
Tulsa	TUP992010		9/30/02	Dave Blosser	\$552 53			invalid sale of slow moving items Fleming took \$1 56 on 322 cases of Jif 18 oz from 9/15-9/21/02 There was no promotional offer to Fleming for \$1 56 for this time period

Division Name	Deduction Number	Date Coded	Date Received	Sale Rep's Name	Deduction Balance	Back Up Yes/No	Status	Comments
Oklahoma	OKL158103		12/18/01	Currie Covington	\$500 00			Charge for no show of Smucker truck on 10 3 01 PO 065820 repay 2/11/02 5/13/02 9/5/02
Tulsa	TUU901894		10/31/02	Dave Blosser	\$1 792 80			Unauthorized traffic deduction collection letter sent 03/21/03
Tulsa	CCM56952 TULSA		9/3/02	Dave Blosser	\$5 000 00			Unauthorized Intro Marco to collect
Oklahoma	CCM56723		9/23/02	Dave Blosser	\$3 000 00			Unauthorized Intro Marco to collect
Oklahoma	OKC214656		12/31/02	Dave Blosser	\$250 00			Post Audit on in and out fees on 2lb Straw #163
Oklahoma Tulsa				Total	\$16 323 32			
Phoenix	PXC203206		18 Mar 02	Kristie Kabance	\$ 115 20		REPAY	Auditor claiming that order was priced incorrectly Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was going to research 4/24/02 Ali refaxed repay letter to Kim on 6/28/02 and Ali left vmx for Kim on 7/08/02
Phoenix	PXC203212		18 Mar 02	Kristie Kabance	\$ 115 20		REPAY	Auditor claiming that order was priced incorrectly Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was going to research 4/24/02 Ali refaxed repay letter to Kim on 6/28/02 and Ali left vmx for Kim on 7/08/02
Phoenix	PXT405492		22 Oct 01	Kristie Kabance	\$ 201 96		Will Repay within 30days per Doug Domine	buyer submitted wrong pricing Ali notified Randy Hagar of incorrect pricing on 10/5/01 before order shipped Fleming paid on submitted pricing Ali spoke to Supervisor Aaron Pope on 4/24/02 he was going to research Ali left vmx for Aaron on 6/28/02 and 7/8/02
Phoenix	PXC0212421		25 Jun 02	Kristie Kabance	\$ 225 28		Smuckers to Repay	Auditor claiming ALLOWANCES ON SHORTED PRODUCT ALI SENT REPAY LETTER 9/27/02
Phoenix	PXC203799		18 Mar 02	Kristie Kabance	\$ 232 05		REPAY	Auditor claiming price protection on promotions that were given ample time to order Ali sent repay letter to Kim @ PRG on 6/28/02 Ali left vmx for Kim on 7/8/02
Phoenix	PXC203211		18 Mar 02	Kristie Kabance	\$ 240 00		REPAY	Auditor claiming that order was priced incorrectly Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was going to research 4/24/02 Ali refaxed repay letter to Kim on 6/28/02 and Ali left vmx for Kim on 7/08/02
Phoenix	PXC203205		18 Mar 02	Kristie Kabance	\$ 460 80		REPAY	Auditor claiming that order was priced incorrectly Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was going to research 4/24/02 Ali refaxed repay letter to Kim on 6/28/02 and Ali left vmx for Kim on 7/08/02
Phoenix	PXC203203		18 Mar 02	Kristie Kabance	\$ 518 40		REPAY	Auditor claiming that order was priced incorrectly Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was going to research 4/24/02 Ali refaxed repay letter to Kim on 6/28/02 and Ali left vmx for Kim on 7/08/02
Phoenix	PXC203209		18 Mar 02	Kristie Kabance	\$ 720 00		REPAY	Auditor claiming that order was priced incorrectly Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was going to research 4/24/02 Ali refaxed repay letter to Kim on 6/28/02 and Ali left vmx for Kim on 7/08/02
Phoenix	PXC203213		18 Mar 02	Kristie Kabance	\$ 729 12		Will Repay within 30days per Doug Domine	Auditor claiming \$4 80 on LSPB allow offered was \$2 40 Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was to research on 4/24/02 Ali refaxed repay letter on 6/28/02 Ali left vmx on 7/8/02
Phoenix	PXC203208		18 Mar 02	Kristie Kabance	\$ 880 00		REPAY	Auditor claiming that order was priced incorrectly Ali sent repay letter to Kim @ PRG on 4/9/02 Kim was going to research 4/24/02 Ali refaxed repay letter to Kim on 6/28/02 and Ali left vmx for Kim on 7/08/02
Phoenix	PXC0210133		07 May 02	Kristie Kabance	\$ 1 060 48		REPAY	Auditor claiming case cost differences Ali reasearched and orders were priced accordingly Ali sent repay letter to PRG on 7/30/02
Phoenix	PXC203210		18 Mar 02	Kristie Kabance	\$ 1 280 00		REPAY	Auditor claiming cheaper price on order that was priced correctly Ali sent repay letter to Kim @ PRG on 4/9/02 Ali spoke to Kim on 4/24/02 he was going to research Ali refaxed repay letter to Kim on 6/28/02 Ali left Kim a vmx on 7/8/02
Phoenix	PXX044097		21 Feb 02	Kristie Kabance	\$ 1 670 40		Doug Domine to research	Phoenix division claiming for forward buy on prads ending 2/23/02 Ali sent repay letter to Phoenix Division on 4/9/02 Ali refaxed repay letter to Brian Miller on 6/28/02 Ali left Brian a vmx on 7/8/02
Phoenix	PXC0211653		25 Jun 02	Kristie Kabance	\$ 255 20		Date submitted 6/7/01 first ship 9/30/01 Smuckers will	Claiming late notification of deal these promotions were offered by Christian Albitz Kristie was working with Marco via email on this claim
Phoenix	PXP961199		19 Nov 02	Kristie Kabance	\$ 1 716 16		Doug Domine to research contract	Fleming is claiming allowances on 18oz preserves for 11/2/02 11/09/02 according to the planner and Marco there were no open stock allowances offered for this time frame
Phoenix	PXC216421		30 Dec 02	Kristie Kabance	\$ 250 00			
Phoenix	PXC216422		30 Dec 02	Kristie Kabance	\$ 250 00			
Phoenix				Total	\$10 920 25			
Sacramento	NCC211855		11/5/02	Kristina Crystal	\$817 39			Audit storage fees for late deal on 18oz items
Sacramento	NCC211891		11/5/02	Kristina Crystal	\$545 49			Audit late deal notice on spoonables 3/2001
Sacramento	NCC211890		11/5/02	Kristina Crystal	\$191 40			Audit Late deal on ICT 3/18/01 6/23/01
Sacramento	NCC213456		11/20/02	Kristina Crystal	\$500 00			Audit unacceptable fill rates on PO#892602
Sacramento	NCC2200238		12/30/02	Kristina Crystal	\$500 00			Audit unacceptable fill rate on PO#781573

Division Name	Deduction Number	Date Coded	Date Received	Sale Rep's Name	Deduction Balance	Back Up Yes/No	Status	Comments
Sacramento	NCC2200237		12/30/02	Kristina Crystal	\$500 00			Audit unacceptable fill rate on PO#700652
Sacramento	NCC2200236		12/30/02	Kristina Crystal	\$339 16			Audit unacceptable fill rate on PO#752468
Sacramento	NCC214185		1/8/03	Kristina Crystal	\$2 369 30			Audit late deal notice on spoonables on invoices 4/2001 6/2001
Sacramento	NCC213809		1/2/03	Kristina Crystal	\$250 00			Audit In & Out handling fees on UPC#163
Sacramento	NCC214191		1/8/03	Kristina Crystal	\$1 602 72			Audit Price protection on Low Sug & Sug Free
Sacramento				Total	\$7,615 46			
Salt Lake City	SLC210360		10/24/02	Kristie Kabance	\$334 63		Policy to Policy Doug to research	Claim is to recover administrative fees on ASAP claims for 2001 Auditor claiming that administrative fee is 10 / or \$50 00 per claim which ever is higher Administrative fees have always been 4 / on ASAP claims That's what they've been on past Smucker's claims and is still being added on current claims to date
Salt Lake City	SLC0210721		10/24/02	Kristie Kabance	\$330 28		Doug to pull contract	Claiming O I allowance of \$1 44 was not received on ice cream toppings from 5/3/01 to 10/29/01 To our knowledge Fleming did not offer O I allowances last year Allowances were ASAP allowances POs are 494029 SL 532852 SL and 270912 SL
Salt Lake City	SLC0210767		10/24/02	Kristie Kabance	\$987 45		Doug to pull contract	Claiming O I allowance of \$1 45 was not received on ice cream toppings from 4/29/01 to 6/26/01 To our knowledge Fleming did not offer O I allowances last year Allowances were ASAP allowances POs are 643692 SL 794781 SL and 082950 SL
Salt Lake City	SLC0211024		10/30/02	Kristie Kabance	\$241 42		Policy to Policy Doug to research	Claiming that Fleming has standard introductory terms of 2 / 90 on new items Auditor is claiming for interest due for early payment of PO This was on P O 459424 SL
Salt Lake City	SLC0211051		10/30/02	Kristie Kabance	\$511 85		Late deal notification-Smucker will repay	Floorstock Protection on topping promotion buy date 3/18/01 Claiming that promotion was not given with the 12 weeks lead time required by Fleming Our records show that all promotions were ASAP not BB
Salt Lake City	SLC0211324		10/30/02	Kristie Kabance	\$330 33		Policy to Policy Doug to research	Claiming that Fleming has a standard introductory allowance of 10 / on new items Auditors have deducted because no allowance was offered This was on P O 459424 SL and 532852 SL for UPC 51500-04007
Salt Lake City	SLC0211325		10/30/02	Kristie Kabance	\$135 94		Repay	Claiming that Fleming has a standard introductory allowance of 10 / on new items Auditors have deducted because no allowance was offered This was on P O 459424 SL and 532852 SL for UPC 51500 01700 This item was also for the Military
Salt Lake City	SLC0211327		10/30/02	Kristie Kabance	\$259 34		Policy to Policy Doug to research	Claiming that Fleming has a standard introductory allowance of 10 / on new items Auditors have deducted because no allowance was offered This was on P O 459424 SL 532852 SL and 651324 SL for UPC 51500 00090
Salt Lake City	SLC2200556		12/27/2002	Kristie Kabance	\$276 83			This is an audit Smucker's did not receive backup Backup was requested 1/27/03
Salt Lake City	SLC0213574		1/6/2003	Kristie Kabance	\$858 68			This is an audit Smucker's did not receive backup Backup was requested 1/27/03
Salt Lake City	SLC0213576		1/6/2003	Kristie Kabance	\$332 64			This is an audit Smucker's did not receive backup Backup was requested 1/27/03
Salt Lake City	SLC0213577		1/6/2003	Kristie Kabance	\$332 64			This is an audit Smucker's did not receive backup Backup was requested 1/27/03
Salt Lake City	SLC0213573		1/6/2003	Kristie Kabance	\$146 75		Repay	Auditor deducted for additional administrative fees for 2001 claims As per Dennis Rasmussen at the SL division this is not valid and will be repaid Repay letter send 1/29/03
Salt Lake City	SLC0213575		1/6/2003	Kristie Kabance	\$142 74		Repays	Auditor deducted for additional administrative fees for 2001 claims As per Dennis Rasmussen at the SL division this is not valid and will be repaid Repay letter send 1/29/03
Salt Lake City	SLC0212676		12/30/2002	Kristie Kabance	\$250 00			
Salt Lake City	SLC0212673		12/30/2002	Kristie Kabance	\$250 00			
Salt Lake City	SLC0212674		12/30/2002	Kristie Kabance	\$250 00			
Salt Lake City	SLC0212675		12/30/2002	Kristie Kabance	\$250 00			
Salt Lake City				Total	\$6 221 52			
Superior	SUP077196BB		11/5/02	Nate Springer	\$500 00		Late Truck Penalty Fee	
				Total	\$500 00			
Warsaw	WWO366961		1/2/02	Jessica Fording	\$195 00			Unauthorized Post Audit RECEIVED A REPAY FOR THIS DEDUCTION PER HEATHER GRAY
Warsaw	WWC213039		12/30/02	Jessica Fording	\$250 00			In and Our fees on Gift Box
Warsaw	WWC213040		12/30/02	Jessica Fording	\$250 00			In and Our fees on Gift Box
Warsaw	1307745		11/13/02	Jessica Fording	\$117 00			
Warsaw	WWC210666		9/17/02	Jessica Fording	\$687 26			
Warsaw	WWC213038		12/30/02	Jessica Fording	\$250 00			Post Audit on in and out fees for 2lb straw #163
Warsaw				Total	\$1 749 26			Duplicate Deduction on P O #21888
Waukesha	GOD0476460		10/11/02	Christian Albitz	\$894 30	YES	Repay	
Waukesha				Total	\$894 30			
Marshfield	J27894		10/2/02	Christian Albitz	\$1 075 00	YES	Repay	Unauthorized deduction for Sell Thru Tags on Jif & Crisco
Marshfield	J27897		10/2/02	Christian Albitz	\$1 081 00	YES	Repay	Unauthorized deduction for Sell Thru Tags on Jif & Crisco
Marshfield	53613		1/29/03	Christian Albitz	\$1 050 00	NO		
Marshfield	3150		3/11/03	Christian Albitz	\$1 050 00	NO		
Marshfield				Total	\$4 256 00			
Corporated Deductions								
Fleming Corporate	FG1750F4LN		9/11/02	Marco Manocchio	\$ 27 956 58			Unauthorized Per Marco Marco sent collection letter Breaks out between Garland Milwaukee El Paso Phoenix

Division Name	Deduction Number	Date Coded	Date Received	Sale Rep's Name	Deduction Balance	Back Up Yes/No	Status	Comments
					Total Deductions	\$217,507.25		

TOTAL UNAUTHORIZED DEDUCTIONS = \$ 278,033.89