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| UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE | PROOF OF CLAIM |
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| Name of Debtor C/M PRODUCTS, INC | Case Number 03-10952 (MFW) |
|--|--------------------------------------|

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503.

| | |
|--|---|
| Name of Creditor (The person or entity to whom the debtor owes money or property) NESTLE PURINA PETCARE COMPANY | <input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. |
| Name and Addresses Where Notices Should be Sent NANCY REYNOSO NESTLÉ USA 800 N BRAND BLVD GLENDALE CA 91203 Telephone number (818) 549-5638 | THIS SPACE IS FOR COURT USE ONLY |

| | |
|---|---|
| ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR None | Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____ |
|---|---|

1 BASIS FOR CLAIM

| | |
|---|---|
| <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ | <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid Compensations for services performed from _____ to _____ (date) (date) |
|---|---|

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|---------------------------------|---|
| 2 DATE DEBT WAS INCURRED | 3 IF COURT JUDGMENT, DATE OBTAINED |
|---------------------------------|---|

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 3,589,702.06
 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 Setoff rights

Value of Collateral: \$ Unknown at this time - reconciliation/investigation continues

Amount of arrearage and other charges at time case filed included in secured claim if any: \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.
 Amount entitled to priority: \$ 1,708,825.62
 Specify the priority of the claim:

Wages, salaries, or commissions (up to \$4,650) earned not more than 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 — 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 of governmental units — 11 U.S.C. § 507(a)(8)
 Other — Specify applicable paragraph of 11 U.S.C. § 507(a) (Reclamation claim).
Amounts are subject to adjustment on 04/01/04 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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

FILED

SEP 10 2003

BMC

Fleming Companies Claim
09135

| | |
|-----------------------|--|
| Date <u>9/8/03</u> | 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). By <u>Nancy Reynoso</u> Nancy Reynoso, Its duly authorized agent |
|-----------------------|--|

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

STATEMENT OF ACCOUNT
As of March 31, 2003

CREDITOR Nestle Purina Petcare Company

DEBTOR Fleming Companies Inc

REASON Chapter # 11

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT |
|--------------|-----------|------------|----------------|
| 1/6/03 | 8953971 | 499784-KC | \$11 791 42 |
| 1/13/03 | 1561328 | 292036 | \$2 741 76 |
| 1/28/03 | 8990167 | 118098 | \$11 976 25 |
| 2/14/03 | 5712597 | 999314 | \$6,036 80 |
| 2/22/03 | 2910842 | 1430027000 | \$5,347 52 |
| 2/25/03 | 1155200 | 166270-NJ | \$4,104 00 |
| 2/27/03 | 2196132 | 166302-NJ | \$3,727 06 |
| 3/5/03 | 8257761 | 022770-HW | \$33,650 07 |
| 3/6/03 | 1147771 | 022776-HW | \$1 332 98 |
| 3/6/03 | 9023334 | 022775-HW | \$20 020 20 |
| 3/7/03 | 1151071 | 032234-HW | \$29,508 01 |
| 3/7/03 | 6423270 | 035062-HW | \$637 09 |
| 3/7/03 | 7073263 | 035061-HW | \$22,285 59 |
| 3/9/03 | 1633447 | 778564 | \$10 194 45 |
| 3/9/03 | 2200769 | 049780-HW | \$17,487 58 |
| 3/9/03 | 2213400 | 778585 | \$20,131 41 |
| 3/9/03 | 5730375 | 037823-HW | \$11,473 49 |
| 3/9/03 | 6424680 | 037824-HW | \$287 14 |
| 3/10/03 | 7074754 | 037822-HW | \$474 74 |
| 3/10/03 | 9030262 | 037821-HW | \$27 051 36 |
| 3/12/03 | 1620544 | 50-0057990 | \$7 046 36 |
| 3/12/03 | 7095034 | 323573 | \$19 226 38 |
| 3/14/03 | 2946531 | 865944 | \$20 552 00 |
| 3/14/03 | 5754047 | 264219 | \$20,381 68 |
| 3/14/03 | 5754047 | 264219 | \$20,836 62 |
| 3/14/03 | 5757439 | 814171-KC | \$7,067 32 |
| 3/14/03 | 7094239 | 34351-WK | \$22,266 55 |
| 3/14/03 | 7098387 | 264221 | \$16,538 86 |
| 3/14/03 | 8274391 | 055366-HW | \$5,249 93 |
| 3/15/03 | 1637566 | 707912 | \$1,770 73 |
| 3/15/03 | 2217529 | 707932 | \$2,821 02 |
| 3/15/03 | 2219938 | 882873-TU | \$25,471 27 |
| 3/15/03 | 2220370 | 708614 | \$19 249 66 |
| 3/15/03 | 2946638 | 811449 | \$21 789 15 |
| 3/15/03 | 2947530 | 707902 | \$28,636 53 |
| 3/15/03 | 2950365 | 708615 | \$3,125 78 |
| 3/15/03 | 4682576 | 430555 | \$18,398 26 |
| 3/15/03 | 5320264 | 865946 | \$106 40 |
| 3/15/03 | 5755910 | 865947 | \$14 139 98 |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT |
|--------------|-----------|-----------|----------------|
| 3/15/03 | 6451530 | 627418 | \$22,610 49 |
| 3/15/03 | 6451747 | 814174-KC | \$375 86 |
| 3/15/03 | 7101779 | 814173-KC | \$24,982 81 |
| 3/15/03 | 7917714 | 354830 | \$20 300 35 |
| 3/15/03 | 7918535 | 16988 | \$25 681 01 |
| 3/15/03 | 8287702 | 354831 | \$23,109 67 |
| 3/15/03 | 8290207 | 853345 | \$8,678 12 |
| 3/16/03 | 2222802 | 886210 | \$5 387 72 |
| 3/16/03 | 4688392 | 886211 | \$9 627 84 |
| 3/16/03 | 4688635 | 454196 | \$24 698 62 |
| 3/16/03 | 6452937 | 013134-TU | \$22 996 39 |
| 3/16/03 | 7100259 | 787753 | \$29,508 95 |
| 3/16/03 | 9055690 | 563103 | \$19,855 95 |
| 3/17/03 | 1180686 | 16989 | \$7,282 00 |
| 3/17/03 | 2939713 | 447842-SL | \$2,390 54 |
| 3/17/03 | 5319314 | 272662 | \$22 317 51 |
| 3/17/03 | 5323135 | 430556 | \$10 081 32 |
| 3/17/03 | 6447735 | 354832 | \$10 143 87 |
| 3/17/03 | 7096224 | 690618 | \$3,835 04 |
| 3/17/03 | 7916171 | 690617 | \$13,235 67 |
| 3/18/03 | 5755729 | 70587 | \$22,991 51 |
| 3/18/03 | 6449982 | 354833 | \$27,561 23 |
| 3/18/03 | 6453949 | 886212 | \$8,570 01 |
| 3/18/03 | 7100013 | 354834 | \$23,322 58 |
| 3/18/03 | 7919961 | 354835 | \$10,566 94 |
| 3/19/03 | 1184132 | 16991 | \$8,719 48 |
| 3/19/03 | 1185050 | 023148-TU | \$6,210 30 |
| 3/19/03 | 1633515 | 352998-GA | \$1,741 52 |
| 3/19/03 | 1634307 | 472471-PX | \$3,050 20 |
| 3/19/03 | 1639894 | 708497 | \$30,564 70 |
| 3/19/03 | 1642179 | 354836 | \$18,861 94 |
| 3/19/03 | 1644355 | 16990 | \$18 514 66 |
| 3/19/03 | 1646858 | 454197 | \$4,239 73 |
| 3/19/03 | 2226824 | 454198 | \$15 705 29 |
| 3/19/03 | 2954031 | 853346 | \$5 603 19 |
| 3/19/03 | 5320073 | 55767 | \$7,565 60 |
| 3/19/03 | 5323724 | 354837 | \$27,753 58 |
| 3/19/03 | 5759893 | 382535 | \$24 290 62 |
| 3/19/03 | 5761580 | 787754 | \$27,697 74 |
| 3/19/03 | 7101915 | 55768 | \$8 241 14 |
| 3/19/03 | 7104394 | 430557 | \$24,132 35 |
| 3/19/03 | 7925337 | 354839 | \$29,322 95 |
| 3/20/03 | 1185911 | 58637 | \$27,106 05 |
| 3/20/03 | 1645299 | 34783-WK | \$22,263 90 |
| 3/20/03 | 1646159 | 861257 | \$4,749 27 |
| 3/20/03 | 2227645 | 416769 | \$19 237 32 |
| 3/20/03 | 2956013 | 865948 | \$8 294 82 |
| 3/20/03 | 4689388 | 354838 | \$5,762 40 |
| 3/20/03 | 4691716 | 861258 | \$20,108 87 |
| 3/20/03 | 4692427 | 272878 | \$29,076 53 |
| 3/20/03 | 5322783 | 818765-KC | \$329 77 |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT | |
|--------------|-----------|------------|----------------|---|
| 3/20/03 | 5325926 | 853347 | \$22,207.79 | |
| 3/20/03 | 5326750 | 272877 | \$24,801.74 | |
| 3/20/03 | 5758438 | 818764-KC | \$22,047.08 | |
| 3/20/03 | 5761603 | 865959 | \$11,582.27 | |
| 3/20/03 | 6455905 | 686854 | \$13,804.64 | |
| 3/20/03 | 6455963 | 382536 | \$21,375.08 | |
| 3/20/03 | 7105937 | 627421 | \$15,058.90 | |
| 3/20/03 | 7106745 | 272879 | \$6,941.89 | |
| 3/20/03 | 7923258 | 539228-LU | \$19,553.63 | |
| 3/20/03 | 7926129 | 032946-TU | \$24,896.36 | |
| 3/21/03 | 1184491 | 823343-KC | \$416.45 | R |
| 3/21/03 | 2224680 | 823342-KC | \$22,397.43 | R |
| 3/21/03 | 2225265 | 34784-WK | \$25,588.38 | R |
| 3/21/03 | 2930770 | 049795-HW | \$2,223.65 | R |
| 3/21/03 | 4693235 | 416770 | \$23,923.88 | R |
| 3/21/03 | 5325942 | 627419 | \$8,299.84 | R |
| 3/21/03 | 5328570 | 627423 | \$25,454.50 | R |
| 3/21/03 | 5743391 | 060690-HW | \$101.77 | R |
| 3/21/03 | 5763630 | 272880 | \$3,631.70 | R |
| 3/21/03 | 6457929 | 272881 | \$19,779.60 | R |
| 3/21/03 | 7907685 | 060689-HW | \$29,797.40 | R |
| 3/21/03 | 8277589 | 060693-HW | \$12,766.29 | R |
| 3/21/03 | 9063381 | 786090 | \$19,997.51 | R |
| 3/22/03 | 1187838 | 16992 | \$24,502.37 | R |
| 3/22/03 | 1649619 | 382539 | \$21,388.02 | R |
| 3/22/03 | 2228424 | 58638 | \$24,651.75 | R |
| 3/22/03 | 4695673 | 853348 | \$24,334.77 | R |
| 3/22/03 | 5762107 | 886213 | \$2,070.40 | R |
| 3/22/03 | 7097760 | 1430035560 | \$7,628.51 | R |
| 3/22/03 | 7106431 | 886214 | \$17,153.01 | R |
| 3/22/03 | 7927908 | 861259 | \$19,004.50 | R |
| 3/22/03 | 7927911 | 272882 | \$6,638.49 | R |
| 3/23/03 | 5746259 | 067372-HW | \$27,401.04 | R |
| 3/23/03 | 6461041 | 062457-TU | \$23,092.20 | R |
| 3/23/03 | 7902457 | 052608-HW | \$24,687.03 | R |
| 3/23/03 | 9063831 | 052570-TU | \$25,672.97 | R |
| 3/24/03 | 1177343 | 707878 | \$499.68 | R |
| 3/24/03 | 1647323 | 70588 | \$27,164.21 | R |
| 3/24/03 | 1647682 | 416768 | \$33,930.29 | R |
| 3/24/03 | 1648063 | 17067 | \$5,868.20 | R |
| 3/24/03 | 2212786 | 2 | \$4,864.62 | R |
| 3/24/03 | 2957630 | 416771 | \$9,220.24 | R |
| 3/24/03 | 2958419 | 58639 | \$6,066.92 | R |
| 3/24/03 | 2958642 | 627422 | \$6,586.20 | R |
| 3/24/03 | 2960106 | 711147 | \$9,096.46 | R |
| 3/24/03 | 4695709 | 711146 | \$20,039.31 | R |
| 3/24/03 | 5329236 | 711018 | \$7,989.04 | R |
| 3/24/03 | 5761661 | 382537 | \$8,044.09 | R |
| 3/24/03 | 5764901 | 711022 | \$1,604.69 | R |
| 3/24/03 | 6443975 | 072946-HW | \$31,647.58 | R |
| 3/24/03 | 6459192 | 711024 | \$10,914.82 | R |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT | |
|--------------|-----------|-----------|----------------|---|
| 3/24/03 | 7109221 | 711023 | \$7,869.32 | R |
| 3/24/03 | 7111060 | 837227-KC | \$8,595.98 | R |
| 3/24/03 | 7926080 | 690619 | \$12,031.38 | R |
| 3/24/03 | 7927144 | 55769 | \$7,318.20 | R |
| 3/24/03 | 7929883 | 508928 | \$28,064.81 | R |
| 3/24/03 | 7930487 | 454199 | \$12,253.24 | R |
| 3/24/03 | 8296065 | 690620 | \$17,648.11 | R |
| 3/24/03 | 8296816 | 34848-WK | \$8,953.70 | R |
| 3/24/03 | 9064937 | 382540 | \$7,661.21 | R |
| 3/25/03 | 1172607 | 1 | \$6,270.32 | R |
| 3/25/03 | 1191028 | 272883 | \$11,831.83 | R |
| 3/25/03 | 1650666 | 17069 | \$17,747.53 | R |
| 3/25/03 | 1651254 | 272884 | \$20,656.51 | R |
| 3/25/03 | 1651487 | 416774 | \$22,576.08 | R |
| 3/25/03 | 1651649 | 853349 | \$4,548.39 | R |
| 3/25/03 | 2942797 | 3 | \$3,847.92 | R |
| 3/25/03 | 4699475 | 454200 | \$24,453.43 | R |
| 3/25/03 | 5768392 | 072292-TU | \$6,609.90 | R |
| 3/25/03 | 6459448 | 416773 | \$11,914.59 | R |
| 3/25/03 | 6462422 | 835374 | \$33,163.05 | R |
| 3/25/03 | 7109470 | 416772 | \$21,729.86 | R |
| 3/25/03 | 7930173 | 835373 | \$5,629.92 | R |
| 3/25/03 | 8299415 | 382538 | \$28,883.90 | R |
| 3/25/03 | 9065981 | 17068 | \$18,278.79 | R |
| 3/26/03 | 1193877 | 853351 | \$17,021.31 | R |
| 3/26/03 | 1195354 | 627545 | \$15,923.63 | R |
| 3/26/03 | 1655580 | 627544 | \$10,658.86 | R |
| 3/26/03 | 2233354 | 382541 | \$20,045.75 | R |
| 3/26/03 | 5766187 | 861260 | \$18,563.47 | R |
| 3/26/03 | 6459859 | 690621 | \$3,904.11 | R |
| 3/26/03 | 6460479 | 861261 | \$13,217.68 | R |
| 3/26/03 | 6461805 | 886215 | \$3,789.74 | R |
| 3/26/03 | 7109881 | 690622 | \$14,206.65 | R |
| 3/26/03 | 7931619 | 861262 | \$5,582.25 | R |
| 3/26/03 | 8301772 | 886216 | \$12,093.34 | R |
| 3/26/03 | 8304410 | 35179-WK | \$26,507.76 | R |
| 3/26/03 | 9069424 | 853350 | \$8,350.77 | R |
| 3/27/03 | 1655315 | 17071 | \$11,698.02 | R |
| 3/27/03 | 2965266 | 17072 | \$14,649.47 | R |
| 3/27/03 | 4702126 | 853402 | \$17,202.46 | R |
| 3/27/03 | 5768143 | 627424 | \$10,761.44 | R |
| 3/27/03 | 5768525 | 841802-KC | \$38,517.80 | R |
| 3/27/03 | 5771305 | 835375 | \$28,533.34 | R |
| 3/27/03 | 6459891 | 508929 | \$7,194.40 | R |
| 3/27/03 | 7112467 | 627425 | \$21,392.49 | R |
| 3/27/03 | 7112713 | 072275-TU | \$26,406.10 | R |
| 3/27/03 | 7113136 | 416775 | \$29,858.66 | R |
| 3/27/03 | 7114601 | 382542 | \$7,620.20 | R |
| 3/27/03 | 7932964 | 55770 | \$7,881.64 | R |
| 3/27/03 | 8303071 | 416776 | \$11,900.06 | R |
| 3/27/03 | 9068357 | 35120-WK | \$26,933.98 | R |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT | |
|--------------|-----------|-----------|----------------|---|
| 3/27/03 | 9068593 | 416777 | \$19,682 42 | R |
| 3/28/03 | 2234544 | 447308-MA | \$8,864 07 | R |
| 3/28/03 | 2236270 | 463005 | \$22,668 22 | R |
| 3/28/03 | 2236814 | 273014 | \$15,401 08 | R |
| 3/28/03 | 2237033 | 508930 | \$22 341 51 | R |
| 3/28/03 | 2966265 | 463006 | \$22,836 27 | R |
| 3/28/03 | 2966809 | 273013 | \$7,304 95 | R |
| 3/28/03 | 5336410 | 853403 | \$5,821 78 | R |
| 3/28/03 | 5337231 | 431286 | \$17 775 15 | R |
| 3/28/03 | 5753019 | 078265-HW | \$33 656 48 | R |
| 3/28/03 | 5772906 | 431287 | \$20 558 97 | R |
| 3/28/03 | 7935411 | 861263 | \$21 534 33 | R |
| 3/28/03 | 8302946 | 70589 | \$32,085 02 | R |
| 3/29/03 | 2237842 | 58640 | \$26,074 21 | R |
| 3/29/03 | 5334920 | 272885 | \$6,337 29 | R |
| 3/29/03 | 5770597 | 272886 | \$16,826 47 | R |
| 3/29/03 | 7924587 | 29632 | \$3 964 24 | R |
| 3/31/03 | 2955247 | 093011-HW | \$141 57 | |
| 3/31/03 | 4701402 | 690785 | \$5 240 37 | |
| 3/31/03 | 5321849 | 087722-HW | \$111 14 | |
| 3/31/03 | 6451802 | 087721-HW | \$29 039 35 | |
| 3/31/03 | 8298157 | 450569-GA | \$1,862 56 | |
| 4/3/03 | 2964063 | 548283-SL | \$3 611 70 | |
| 4/4/03 | 1194371 | 514580-GS | \$1 689 96 | |
| 4/4/03 | 2953375 | 090462-HW | \$12 466 40 | |
| 4/5/03 | 8302836 | 378140-FS | \$7,163 32 | |
| 4/7/03 | 2965460 | 4040304 | \$893 28 | |
| 4/7/03 | 5771059 | 4040301 | \$1,070 13 | |
| 4/7/03 | 6465445 | 4040310 | \$849 09 | |
| 4/11/03 | 7929249 | 102403-HW | \$2 305 09 | |

TOTAL INVOICES \$3 271,728 28

R = invoice was included on reclamatio

| | | |
|----------------------------|----|--------------|
| Reclamation Invoices | \$ | 1,708,825 62 |
| Non - Reclamation Invoices | \$ | 1,562,902 66 |

TOTAL INVOICES \$ 3,271 728 28

Unauthorized Deduction \$ 317,973 78

GRAND TOTAL \$ 3,589,702 06

Nestle USA

800 NORTH BRAND BLVD
GLENDALE, CA 91203
TEL (818) 244-6000

www.nestleusa.com



September 9, 2003

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

RE C/M PRODUCTS, INC
Case #03-10952 (MFW)

Dear Sirs

Enclosed is a proof of claim and two copies. Please acknowledge the filing of our claim, time stamp a copy for our records and return to my attention.

Enclosed, for your convenience, is a self-addressed stamped envelope.

Sincerely,

Margot Johnson

Margot Johnson
Credit Assistant

/mj

Enclosures