


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor MINTER-WEISMAN CO		Case Number 03-10964 (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		
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR None		THIS SPACE IS FOR COURT USE ONLY
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)		
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>Setoff rights</u> Value of Collateral \$ <u>Unknown at this time reconciliation/investigation continues</u> Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____		6 UNSECURED PRIORITY CLAIM <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ <u>1,708,825 62</u> Specify the priority of the claim <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan — U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units — 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> 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  09144
Date 9/8/03	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) 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 reclamation

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

TOTAL INVOICES	\$	3,271,728 28
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Unauthorized Deduction	\$	317,973 78
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GRAND TOTAL **\$ 3,589,702 06**

Nestle USA

800 NORTH BRAND BLVD
GLENDALE, CA 91203
TEL (818) 549 6100

www.nestleusa.com



September 9, 2003

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

RE MINTER-WEISMAN CO
Case #03-10964 (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