


<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>FLEMING SUPERMARKETS OF FLORIDA, INC</b>		Case Number <b>03-10958 (MFW)</b>
<p><b>NOTE</b> 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</p>		
Name of Creditor (The person or entity to whom the debtor owes money or property) <b>NESTLÉ PREPARED FOODS CO - HAND HELD FOODS GROUP FKA CHEF AMERICA, INC</b>		<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		<small>THIS SPACE IS FOR COURT USE ONLY</small>
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 _____	
<b>1 BASIS FOR CLAIM</b> <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)		
<b>2 DATE DEBT WAS INCURRED</b>		<b>3 IF COURT JUDGMENT, DATE OBTAINED</b>
<b>4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 1,511,260.92</b> 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.		
<b>5 SECURED CLAIM</b> <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 \$ _____		<b>6 UNSECURED PRIORITY CLAIM</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ <u>538,376.50</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). <small>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.</small>
<b>7 CREDITS</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY  <h1>FILED</h1>  SEP 10 2003  <h1>BMC</h1>  <small>Fleming Companies Claim</small>  <small>09382</small>
<b>8 SUPPORTING DOCUMENTS</b> 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.		
<b>9 DATE-STAMPED COPY</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
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		

Nestle USA

NESTLE U.S.A.  
GENERAL  
CREDIT



September 9, 2003

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

RE FLEMING SUPERMARKETS OF FLORIDA, INC  
Case #03-10958 (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

Nestle Prepared Foods Company  
 Hand-Held Foods Group  
 FKA Chef America, Inc

**STATEMENT**

Fleming Companies, Inc

<u>Inv Date</u>	<u>Invoice No</u>	<u>P/O No</u>	<u>Ship Date</u>	<u>Del Date</u>	<u>Amount Due</u>
03/03/03	i417955	047391-HW	3/3/03	3/3/03	\$7,378 16
03/04/03	i418226	260833-MA	3/3/03	3/4/03	\$36,303 12
03/04/03	i418227	812478-ME	3/3/03	3/4/03	\$66,529 48
03/05/03	i418698	273871-GA	3/4/03	3/5/03	\$57,464 88
03/05/03	i418736	451299-LU	3/5/03	3/6/03	\$14,609 40
03/05/03	i418843	405904-NA	3/5/03	3/6/03	\$54,705 24
03/06/03	i419057	436185-PX	3/5/03	3/7/03	\$12,042 60
03/10/03	i419564	729657-LF	3/7/03	3/10/03	\$12,207 00
03/10/03	i419634	291350-FS	3/10/03	3/10/03	\$12,332 40
03/10/03	i419635	786220-KC	3/7/03	3/10/03	\$12 050 40
03/10/03	i419688	645300-LI	3/8/03	3/11/03	\$14,779 80
03/11/03	i419903	841682-ME	3/10/03	3/12/03	\$38,843 72
03/11/03	i419904	307847-MA	3/10/03	3/11/03	\$37,167 48
3/11/03	i419945	706032	3/10/03	3/11/03	\$17,967 60
3/11/03	i419972	889519-SC	3/11/03	3/11/03	\$34,907 04
3/11/03	i419980	333316-GA	3/11/03	3/11/03	\$42,889 08
3/12/03	i420180	417444-LU	3/11/03	3/12/03	\$51,861 60
3/12/03	i420181	417555-LU	3/11/03	3/12/03	\$51,861 60
3/12/03	i420231	590539-WW	3/11/03	3/12/03	\$13,119 00
3/12/03	i420248	821835-TU	3/11/03	3/13/03	\$30,299 52
3/12/03	i420279	861096-ME	3/11/03	3/12/03	\$81,012 96
3/13/03	i420415	1790011720	3/12/03	3/12/03	\$2,327 86
3/13/03	i420440	706033	3/12/03	3/12/03	\$12,127 80
3/17/03	i420884	789156-SC	3/13/03	3/14/03	\$17,388 00
3/19/03	i421384	881236-TU	3/18/03	3/20/03	\$24,535 80
3/19/03	i421393	082533-HW	3/19/03	3/19/03	\$29,953 48
3/19/03	i421416	656783-WW	3/18/03	3/19/03	\$3,785 10
3/20/03	i421554	500061190	3/20/03	3/20/03	\$3,621 12
3/20/00	i421558	490649-PX	3/19/03	3/20/03	\$12,367 80
3/20/02	i421562	401845-GA	3/19/03	3/19/03	\$45,800 76
3/21/03	i421659	821836-TU	3/20/03	3/21/03	\$70,877 52 R
3/21/03	i422035	316164-FS	3/20/03	3/20/03	\$12,318 60 R
3/24/03	i422450	1430034510	3/24/03	3/24/03	\$4,833 36 R
3/24/03	i422464	377989-MA	3/21/03	3/21/03	\$77,893 92 R
3/24/03	i422465	377990-MA	3/21/03	3/24/03	\$39,760 56 R
3/24/03	i422521	698972-LI	3/23/03	3/25/03	\$11,338 20 R
3/24/03	i422522	515386-SL	3/21/03	3/24/03	\$16,660 40 R
3/24/03	i422563	100023-HW	3/24/03	3/24/03	\$5,175 30 R
3/24/03	i422571	711395-LI	3/23/03	3/25/03	\$22,314 60 R
3/25/03	i422795	865926-ME	3/24/03	3/25/03	\$34,776 00 R

3/25/03	1422844	710395	3/24/03	3/25/03	\$20,035 20	R
3/25/03	1422869	104295-SC	3/25/03	3/25/03	\$34,697 88	R
3/26/03	1423047	707815	3/25/03	3/26/03	\$12,582 00	R
3/26/03	1423059	594459-GE	3/25/03	3/26/03	\$31,298 40	R
3/26/03	1423074	710254	3/25/03	3/26/03	\$38,691 84	R
3/26/03	1423131	051064-TU	3/26/03	3/27/03	\$32,038 80	R
3/27/03	1423308	710400	3/26/03	3/26/03	\$12,243 60	R
3/27/03	1423326	566051-LU	3/26/03	3/27/03	\$10,566 00	R
3/28/03	1423492	450672-GA	3/27/03	3/27/03	\$50,274 32	R

Total Non Reclamation invoices	\$852,239 80
Total Reclamation Invoices	\$538,376 50
<b>Total A/R Invoice Amount</b>	<b><u>\$1,390,616 30</u></b>

Unauthorized Deductions	\$120,644 62
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<b>TOTAL AMOUNT DUE</b>	<b><u><u>\$1,511,260 92</u></u></b>
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