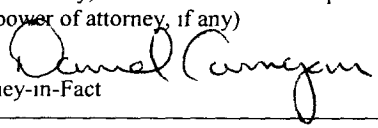


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES, INC	Case Number 03-10945-MFW	<p style="text-align: center;"><b>FILED</b> SEP 15 2003 <b>BMC</b></p> <p style="text-align: center;">THIS SPACE IS FOR COURT USE ONLY</p>
<p><b>Note</b> This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>		
Name of Creditor (The person or other entity to whom the debtor owes money or property) ZATARAINS, INC	<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 checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent * Regina Temple Zatarains, Inc P O Box 6190 New Orleans LA 70114 Telephone number (504) 367-2950	Account or other number by which creditor identifies debtor *	Check here <input type="checkbox"/> replaces if this claim a previously filed claim, dated <u>9/10/03</u> <input checked="" type="checkbox"/> amends
<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 compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
<b>2 Date debt was incurred</b> Various to Petition Date *	<b>3 If court judgment, date obtained</b> N/A	
<b>4 Total Amount of Claim at Time Case Filed</b> \$ 370,177.54 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>right of setoff/reclamation*</u>  Value of Collateral \$ _____ *  To the extent (i) Debtor asserts that any pre-petition debt is due from Claimant/ (ii) lien, if any under 11 U.S.C. § 546  Amount of arrearage and other charges at time case filed including in secured claim, if any \$ _____		<b>6 Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries or commissions (up to \$4,300) 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) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,950 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 owed to governmental units - U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____)
<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 *		<p style="text-align: center;">THIS SPACE IS FOR COURT USE ONLY</p> <p style="text-align: center;"><b>FILED</b> SEP 15 2003 <b>BMC</b></p> <p style="text-align: center;">Fleming Companies Claim 0953b</p>
<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 9/11/03	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) PIPER RUDNICK LLP By Daniel J Carrigan Attorney-in-Fact 	
<i>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 1571.</i>		

\* Please see Exhibit 1 attached hereto and incorporated herein.

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

FLEMING COMPANIES, INC et al

Debtors

Chapter 11  
Case Nos 03-10945 (MFW)  
(Jointly Administered)

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EXHIBIT 1 TO PROOF OF CLAIM

A The consideration for this claim (ground of liability) includes, but is not limited to, claims arising from sales of goods on open account by Zatarains, Inc (“Claimant”) to one or more of the Debtors

Claimant has previously sent a reclamation demand to the Debtors for the return of certain products pursuant to 11 U S C §546(C) and Section 2-702 of the Uniform Commercial Code (the “Reclamation Demand”) The initial Reclamation Demand involved approximately \$155,915 00, Further reconciliations have reduced this amount to \$55,679 00 Claimant has previously submitted the documentation which supports its Reclamation Demand to the Debtors in accordance with the Court’s Order entered at Docket No 510 Reconciliation of the matters set forth in the Reclamation Demand and the supporting documentation submitted is ongoing

B No judgment has been rendered on this claim to date The amount of all confirmed payments on this claim has been credited and deducted for the purpose of making this Proof of Claim The amount of all payments, if any, received or confirmed after the date this Proof of Claim is filed will be deducted from the amount claimed This claim is subject to

setoff/offset and/or recoupment in favor of Claimant. This claim is a secured claim to the extent, if any, that Claimant has rights to secured status under Sections 506 (setoff/offset), 546 (reclamation), and/or 553 (setoff/offset) of the Bankruptcy Code, as to which the Claimant reserves all rights. This claim is otherwise a general unsecured claim. This claim does not include amounts, if any, to which the Claimant may be entitled as an administrative expense under Sections 503, 507 and/or 546 of the Bankruptcy Code, as to which the Claimant reserves all rights.

C. The amount of this claim, as well as the extent to which it is secured and/or entitled to priority may change depending upon, inter alia, further proceedings in the Debtors' Chapter 11 Cases, including, but not limited to, proceedings to assume, reject, or otherwise dispose of executory contracts under Section 365 of the Bankruptcy Code, or otherwise, proceedings with respect to the Reclamation Demand under Section 546 of the Bankruptcy Code and the Court's Orders entered at Docket Nos. 510 and 743, proceedings under Sections 361, 362, 363, 506(a) and/or 553 of the Bankruptcy Code, and proceedings with respect to allowance of administrative expenses under Sections 503, 507 and/or 546 of the Bankruptcy Code, action by governmental, quasi-governmental or regulatory authorities, or further investigation with respect to the operation and maintenance of the Debtors' business and property, or the reallocation of the claim among the Debtors. In this regard, Claimant has been identified as a creditor or other party-in-interest in the Schedules of Assets and Liabilities ("Schedules") filed by more than one of the Debtors. Because Claimant has not yet been able to reconcile its records with each of the references to it in these Schedules, it has filed substantially identical proofs of

claim against several of the Debtors. Of course, Claimant seeks only to recover the appropriate amount from each Debtor actually responsible.

D Neither the filing of this Proof of Claim nor any action taken pursuant thereto by or on behalf of Claimant shall affect or impair, or be deemed to affect or impair, the provisions of any documents, certificates or agreements executed and/or delivered to Claimant in connection with any liability or obligation of Debtors or any other party to Claimant, including, without limitation (1) any covenant, warranty or other provision contained in any such agreement, document or certificate, and (2) any right, remedy, lien or security interest (including, without limitation, the priority of the lien and security interest), and Claimant's rights against any other person or entity created or granted to claimant pursuant to any other agreement, certificate, document or applicable law.

E Claimant reserves the right to further amend and supplement this Proof of Claim and/or to file additional proofs of claim for additional claims and/or to file Applications for Allowance of Administrative Expenses. Claimant further reserves all rights accruing to it and the filing of this Proof of Claim is not intended to be and shall not be construed as (1) an election of remedy, (2) a waiver of any past, present or future defaults or events of default, (3) a waiver or limitation of any rights of claimant, (4) consent to the determination of the Debtors' liability to Claimant by any particular court, including, but not limited to, the Bankruptcy Court, or (5) consent to the jurisdiction or venue of any particular court, including but not limited to, the Bankruptcy Court.

Claimant asserts the following additional claims, to the extent that any such claims exist, as to all of which Claimant expressly reserves and preserves all rights, notwithstanding anything

contained in this Proof of Claim (1) interest, losses, fees, costs, taxes and charges which, where applicable, have accrued as of the petition date and which continue to accrue, (2) attorneys' fees and costs which have been incurred as of petition date, and which continue to be incurred, (3) claims for administrative expenses in amounts not fully ascertainable but to be later provided by amendments, (4) claims arising out of non-performance and/or breaches of the agreements and documents referenced in this Proof of Claim, (5) claims arising out of mismanagement, fraud, negligence, intentional misconduct or any other action of any officer, director, employee, agent, present or former professional or representative of the Debtors, (6) rights of reclamation, setoff or recoupment, (7) rights to reimbursement or indemnification for any loss, liability, damage, expense or cost, (8) rights to estimate contingent claims, and (9) claims which may be presently in amounts not fully ascertainable but to be later provided if such claims are estimated and/or liquidated

F Claimant expressly includes a claim, to the extent that any such claim is determined to exist, against each and every one of the Debtor's divisions, subsidiaries, and affiliates, and those purporting to act on their behalf, for imposition of a continuing security interest in proceeds, constructive trusts, equitable liens, subrogation, or any and all of the legal or equitable remedies, rights, and interests to which the Claimant may be entitled. Claimant expressly reserves its rights and claims against the Debtor, its divisions, subsidiaries, affiliates, those purporting to act on their behalf, and their respective creditors under Section 510 of the Bankruptcy Code, 11 U.S.C. §510, including claims of equitable subordination and the right and benefit at law or in equity to all other applicable rights and interests. Claimant expressly reserves its rights to supplement the claims against the Debtors and their divisions, subsidiaries, and

affiliates and those purporting to act on their behalf after full disclosure of all relevant facts in these bankruptcy proceedings, whether pursuant to Section 1104 or Section 1106 of the Bankruptcy Code, 11 U S C §§1104 and 1106, or pursuant to such adversary actions as may be necessary and appropriate. Moreover, this Proof of Claim does expressly include a claim, to the extent that any such claim is determined to exist after a full investigation, against the Debtors, their divisions, subsidiaries and affiliates, whether as debtors or as debtors-in-possession, and all those purporting to act on their behalf for

- 1 failure to fulfill their contractual and fiduciary obligations to the Claimant,
- 2 allowing certain persons to exert undue influence and control over the business operations, affairs and decisions of the Debtors and its divisions, subsidiaries, and affiliates to the detriment of the Claimant,
- 3 negligently undertaking, authorizing or permitting the Debtors to engage or to continue to engage in businesses known to be unprofitable or not capable of becoming profitable,
- 4 making, causing or permitting to be made misleading statements regarding the businesses of the Debtors,
- 5 failure to take prudent and appropriate action regarding adverse business conditions affecting the business operations of the Debtors,
- 6 negligently undertaking, authorizing or permitting excessive borrowings by the Debtors,

- 7 the failure to require adequate financial and accounting controls for the Debtors and permitting misleading or inadequate internal financial and accounting procedures,
- 8 the failure to properly disclose all material and relevant facts relating to the financial condition of the Debtors,
- 9 the failure to disclose the relationship between the Debtors, and certain of its creditors and/or equity interest holders, which would operate to the detriment of the rights and interests of the Claimant,
- 10 the improper and fraudulent acts of the Debtors by certain persons, contrary to the rights and interests and the representations made to the Claimant,
- 11 the failure of the independent accountants for the Debtors to disclose the true financial condition of the Debtors and certain improper accounting practices and procedures used by the Debtors and certain improper accounting practices and procedures used by the Debtors and such independent accounting firms,
- 12 the self-dealing and conflict of interest that certain persons may have had in connection with the Debtors to the detriment of the Claimant, and
- 13 the improper use, transfer and diversion of the assets of the Debtors to the detriment of the Claimant

Further details concerning these rights, claimants and causes of action cannot be given at this time due to the need for a full investigation into the acts, conduct, assets, liabilities, and financial

condition of the Debtors and each of its divisions, subsidiaries and affiliates, and those purporting to act on their behalf

G The supporting documentation for this Proof of Claim including, but not limited to, the documents referenced in paragraphs A and B , above, is voluminous, has previously been supplied to the Debtor and is incorporated herein by reference

In addition, Claimant incorporates, by reference, its Proofs of Claim in Case Number 03-10945 and Case Number 03-10955, including supporting documents attached thereto, dated September 10, 2003 (the cover pages of which is attached are attached hereto)