


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING FOODS MANAGEMENT CO L L C		Case Number 03-10954 (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 USA, INC Name and Addresses Where Notices Should be Sent NANCY REYNOSO NESTLÉ USA 800 N BRAND BLVD GLENDALE CA 91203 Telephone number (818) 549 5638		<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
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)		
2 DATE DEBT WAS INCURRED		3 IF COURT JUDGMENT, DATE OBTAINED
4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 12,419,184.26 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 \$ 3,246,766.13 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) <i>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</i>
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  09702
Date 9/9/03	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 USA, Inc

DEBTOR Fleming Companies Inc

REASON Chapter # 11

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT
7/10/00	205083-001	158708-PX	\$ 2,343 60
11/7/00	D82540-001	496755-001	\$ 840 00
11/23/00	392190-001	451551-PX	\$ 334 60
12/27/00	430477-002	175839-SL	\$ 6,713 43
12/27/00	430477-001	175839-SL	\$ 408 21
2/5/01	474791-001	278107-GS	\$ 519 28
3/1/01	D94160-001	079483OK	\$ 1,917 30
7/26/01	683017-001	446315-IN	\$ 10,778 04
8/17/01	658689-001	052087-WW	\$ 352 08
10/29/01	703766-001	586932-OK	\$ 773 03
11/21/01	836090-001	226641	\$ 252 48
12/5/01	855953-001	502903-OK	\$ 318 60
12/26/01	874930-001	541717-LF	\$ 49,956 91
12/26/01	874930-002	541717-LF	\$ 4,772 04
2/14/02	228862-001	041848-LU	\$ 385 92
7/1/02	376807-001	784386	\$ 418 69
7/17/02	D39240-001	849114-NJ	\$ 3,801 60
7/25/02	2001357	290610-IN	\$ 78,617 59
11/28/02	D45759-002	19250-015	\$ 3,429 10
11/28/02	D45760-001	19250-009	\$ 2,721 24
11/28/02	D45759-001	19250-01	\$ 190 76
11/28/02	D45760-002	19250-009	\$ 50 64
11/28/02	D45759-003	19250-015	\$ 25 32
12/14/02	2035831	51-0012720	\$ 56,310 40
12/17/02	8000880	627352-SC	\$ 302 64
12/24/02	8000952	290610-IN	\$ 731 76
1/1/03	2040983	026722-IN	\$ 6,885 00
1/13/03	581418-001	797854-HW	\$ 291 60
2/3/03	602674-001	1106	\$ 90,354 01
2/5/03	605372-001	700444-MM	\$ 4,901 22
2/13/03	612541-002	160529-FS	\$ 27 20
2/14/03	2049673	739557-ME	\$ 5,166 00
2/14/03	2049697	999875	\$ 3,864 00
2/14/03	614091-001	768513-MM	\$ 2,381 40
2/14/03	2049874	999738	\$ 1,498 68
2/15/03	2050102	646390-TU	\$ 4,428 00

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT
2/15/03	2050220	999739	\$ 1,845 00
2/18/03	2050535	732390-SC	\$ 7,307 28
2/18/03	2050534	732381-SC	\$ 1,996 20
2/18/03	615078-001	438023-GE	\$ 1,890 00
2/18/03	616009-001	998229	\$ 1,742 98
2/18/03	605726-001	333208-PX	\$ 393 03
2/19/03	604967-001	700393-MM	\$ 50,361 84
2/21/03	2051246	702189	\$ 2,952 00
2/21/03	2051222	702031	\$ 2,734 20
2/22/03	2051717	702007	\$ 2,881 98
2/22/03	2051679	405346-TU	\$ 2,214 00
2/22/03	2051721	702008	\$ 1,845 00
2/23/03	2052028	371046-SL	\$ 1,864 40
2/24/03	619718-001	23471	\$ 22,400 30
2/25/03	2052296	784860-SC	\$ 7,153 68
2/25/03	622182-001	702907	\$ 2,565 48
2/25/03	2052295	784863-SC	\$ 1,920 60
2/25/03	623257-001	978955	\$ 579 60
2/25/03	622261-002	500056270	\$ 138 24
2/27/03	627110-001	1430029650	\$ 256 32
2/28/03	2053050	704260	\$ 4,210 20
2/28/03	2052987	797808-ME	\$ 3,665 40
2/28/03	2053097	591250-LI	\$ 2,635 20
2/28/03	2053060	578107-WW	\$ 1,845 00
2/28/03	2053039	518350-GE	\$ 1,771 20
3/1/03	2053489	704043	\$ 17,240 94
3/1/03	2053512	764328-TU	\$ 5,686 20
3/1/03	2053406	410789-SL	\$ 2,804 88
3/1/03	2053488	704044	\$ 2,583 00
3/1/03	2053402	410787-SL	\$ 1,476 00
3/4/03	2053876	837272-SC	\$ 16,068 48
3/4/03	2053875	837299-SC	\$ 3,646 20
3/4/03	8001376	371046-SL	\$ 246 00
3/4/03	8001355	214456-GA	\$ 147 60
3/5/03	2054068	047598-HW	\$ 26,407 10
3/5/03	2054257	723907-NE	\$ 3,027 60
3/5/03	622550-002	203163	\$ 66 96
3/6/03	632385-001	888577	\$ 24,715 84
3/6/03	2054586	705957	\$ 4,210 20
3/6/03	2054608	627368-LI	\$ 3,840 60
3/6/03	2054599	705932	\$ 3,419 40
3/6/03	2054611	51-0022530	\$ 3,321 00
3/6/03	D59388-001	870957	\$ 1,119 36
3/6/03	D59402-001	715626-ME	\$ 688 80
3/6/03	D59418-001	715626-ME	\$ 402 00
3/7/03	630398-001	47609	\$ 83,860 80
3/7/03	2054669	25222-WK	\$ 9,225 00
3/7/03	634329-001	066981-HW	\$ 6,516 96

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3/7/03	2054818	614633-WW	\$ 1,551 60
3/7/03	633643-001	450326-SL	\$ 360 00
3/8/03	2055216	705953	\$ 9,151 20
3/8/03	2055215	705952	\$ 6,598 68
3/8/03	2055127	469992-LU	\$ 436 20
3/9/03	2055547	823405-TU	\$ 20,620 20
3/9/03	2055523	450300-SL	\$ 1,551 60
3/9/03	2055569	143-0031860	\$ 1,476 00
3/9/03	2055522	450302-SL	\$ 1,137 36
3/10/03	632930-001	058752-HW	\$ 30,232 00
3/10/03	631895-001	888579	\$ 27,133 17
3/10/03	641710-001	32645	\$ 21,932 58
3/10/03	632930-002	058752-HW	\$ 4,838 40
3/10/03	632085-001	058753-HW	\$ 2,762 28
3/10/03	621422-001	029408-HW	\$ 1,287 88
3/10/03	633527-001	32246	\$ 1,283 04
3/10/03	631962-002	590533-WW	\$ 405 12
3/11/03	2055766	889413-SC	\$ 8,581 80
3/11/03	2055763	889420-SC	\$ 3,987 00
3/11/03	2055820	291327-FS	\$ 1,845 00
3/13/03	638452-001	774962-LF	\$ 26,573 90
3/13/03	634870-001	566379-MG	\$ 3,446 64
3/13/03	2056237	1430032100	\$ 2,535 95
3/13/03	2056217	765157-NE	\$ 2,464 20
3/13/03	2056218	765187-NE	\$ 1,773 00
3/13/03	639747-001	489415-SL	\$ 1,108 80
3/14/03	2056465	708200	\$ 54,642 88
3/14/03	2057188	882817-TU	\$ 9,253 20
3/14/03	2056584	662975-LI	\$ 8,167 20
3/14/03	2056536	484804-NA	\$ 7,659 00
3/14/03	2056576	707616	\$ 4,797 00
3/14/03	2056552	861123-ME	\$ 2,952 00
3/14/03	2056521	34346-WK	\$ 2,529 00
3/14/03	2056541	354749-MA	\$ 2,365 20
3/14/03	641236-001	495168-PX	\$ 1,347 27
3/14/03	2056542	354731-MA	\$ 1,171 68
3/14/03	2056539	481446-PX	\$ 337 56
3/14/03	2056575	707615	\$ 287 10
3/15/03	2056858	708527	\$ 72,301 06
3/15/03	2056868	316162-FS	\$ 21,637 73
3/15/03	2057007	392037-GA	\$ 10,495 32
3/15/03	2056991	392044-GA	\$ 7,949 40
3/15/03	2056915	510565-LU	\$ 671 76
3/16/03	2057189	882816-TU	\$ 7,268 76
3/17/03	637353-001	707550	\$ 48,070 25
3/17/03	640751-001	082853-HW	\$ 41,703 20
3/17/03	642079-001	680955	\$ 35,379 77
3/17/03	639359-001	204236	\$ 32,887 27

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT
3/17/03	635055-001	068457-HW	\$ 31,612 56
3/17/03	641301-001	51725	\$ 30,356 64
3/17/03	635667-001	346907-MA	\$ 24,522 54
3/17/03	638202-001	707751	\$ 22,115 50
3/17/03	641298-001	51724	\$ 21,732 38
3/17/03	640353-001	378033	\$ 19,680 00
3/17/03	638699-001	36259-MA	\$ 18,264 96
3/17/03	637229-001	068458-HW	\$ 12,116 52
3/17/03	642171-001	179-0014060	\$ 6,390 33
3/17/03	640009-001	082854-HW	\$ 5,288 52
3/17/03	638344-001	476364-SL	\$ 1,232 28
3/17/03	641297-001	51723	\$ 1,072 71
3/17/03	2057233	899569-MM	\$ 1,049 22
3/17/03	635055-002	068457-HW	\$ 806 40
3/17/03	639359-002	204236	\$ 334 80
3/18/03	2057287	708538	\$ 74,394 36
3/18/03	641263-001	812794-NE	\$ 74,101 40
3/18/03	644251-001	347450	\$ 63,186 39
3/18/03	2057627	378025-MA	\$ 60,896 79
3/18/03	2057579	362480-MA	\$ 57,995 74
3/18/03	2057323	890126-ME	\$ 53,741 38
3/18/03	641692-001	033828-MM	\$ 51,368 20
3/18/03	637238-001	800129-KC	\$ 38,260 12
3/18/03	641000-001	890112-ME	\$ 27,976 08
3/18/03	641001-001	890114-ME	\$ 27,925 26
3/18/03	640693-001	1430035960	\$ 26,102 51
3/18/03	637681-001	888591	\$ 25,898 80
3/18/03	640942-001	892961-TU	\$ 21,364 48
3/18/03	640464-001	513355	\$ 21,360 00
3/18/03	643173-001	23959	\$ 21,082 57
3/18/03	641794-001	708901	\$ 20,892 16
3/18/03	2057431	179-0013270	\$ 19,870 18
3/18/03	640947-001	812773-NE	\$ 19,225 32
3/18/03	640943-001	812798-NE	\$ 17,635 21
3/18/03	640940-001	812774-NE	\$ 17,635 21
3/18/03	640949-001	812799-NE	\$ 17,184 50
3/18/03	638520-001	362510-MA	\$ 17,103 63
3/18/03	639577-001	809527-KC	\$ 16,900 80
3/18/03	640291-001	582804-GE	\$ 15,669 28
3/18/03	641457-001	708899	\$ 15,662 40
3/18/03	641739-001	708900	\$ 12,787 50
3/18/03	2057299	814161-KC	\$ 9,903 70
3/18/03	640946-001	890115-ME	\$ 9,490 80
3/18/03	585739-001	589564-KC	\$ 7,214 40
3/18/03	2057280	495140-PX	\$ 3,962 40
3/18/03	2057317	051612-SC	\$ 3,915 36
3/18/03	638674-001	1430035500	\$ 3,443 52
3/18/03	638925-001	1430035530	\$ 2,740 32

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INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT
3/18/03	640941-001	890113-ME	\$ 1,946 56
3/18/03	2057318	051615-SC	\$ 1,845 00
3/18/03	640945-001	892970-TU	\$ 948 72
3/18/03	2057275	495139-PX	\$ 644 94
3/18/03	641474-001	1430033440	\$ 173 00
3/18/03	640944-001	892969-TU	\$ 134 40
3/19/03	642734-001	039780-MM	\$ 81,256 32
3/19/03	2057784	698974-LI	\$ 72,997 73
3/19/03	644278-001	709546	\$ 65,978 02
3/19/03	2057849	362479-MA	\$ 63,678 18
3/19/03	2057853	378026-MA	\$ 51,468 84
3/19/03	639275-001	34519-WK	\$ 40,184 79
3/19/03	2057971	495951-SL	\$ 37,005 34
3/19/03	2057668	491931-NA	\$ 34,850 20
3/19/03	2057599	082733-HW	\$ 29,610 68
3/19/03	642087-001	539214-LU	\$ 25,886 18
3/19/03	640293-001	906477-NE	\$ 25,467 60
3/19/03	644252-001	77943	\$ 23,883 93
3/19/03	2057618	495159-PX	\$ 23,455 57
3/19/03	641459-001	708905	\$ 19,532 40
3/19/03	636412-001	559460-GE	\$ 18,526 47
3/19/03	644116-001	77944	\$ 15,722 67
3/19/03	641458-001	708904	\$ 15,230 40
3/19/03	641456-001	708903	\$ 13,345 44
3/19/03	D60794-001	725541/716177	\$ 9,676 80
3/19/03	644115-001	77942	\$ 6,334 68
3/19/03	640718-001	525722-LU	\$ 5,482 20
3/19/03	640292-001	806478-NE	\$ 4,826 48
3/19/03	641455-001	708902	\$ 4,615 20
3/19/03	643708-001	204507	\$ 3,441 60
3/19/03	642165-001	539216-LU	\$ 2,721 72
3/19/03	641461-001	532515-LU	\$ 2,210 16
3/19/03	642899-001	421320-GA	\$ 1,620 00
3/19/03	2057747	812800-NE	\$ 1,551 60
3/19/03	2057748	812797-NE	\$ 999 30
3/20/03	2057855	421328-GA	\$ 78,783 96
3/20/03	647025-001	518594	\$ 54,693 77
3/20/03	640461-002	392474	\$ 54,094 82
3/20/03	2058209	378027-MA	\$ 42,544 32
3/20/03	647069-001	366061	\$ 39,980 87
3/20/03	641343-001	495005	\$ 24,897 23
3/20/03	643472-001	504075	\$ 24,879 27
3/20/03	2057919	011653-TU	\$ 22,720 60
3/20/03	640995-001	34520-WK	\$ 21,345 98
3/20/03	2058136	656791-WW	\$ 20,854 80
3/20/03	640463-001	513354	\$ 20,562 56
3/20/03	632956-001	881727-MM	\$ 18,416 88
3/20/03	640462-001	392475	\$ 17,241 72

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3/20/03	639986-001	582791-GE	\$ 16,383 63	
3/20/03	639278-001	392030-GA	\$ 6,924 00	R
3/20/03	641069-001	473909	\$ 6,186 23	
3/20/03	636971-001	453508-GS	\$ 5,973 84	R
3/20/03	646979-001	518595	\$ 4,941 27	
3/20/03	636759-001	571000-MG	\$ 4,445 43	R
3/20/03	646980-001	518596	\$ 4,268 25	
3/20/03	640717-001	525815-LU	\$ 3,410 40	R
3/20/03	644098-001	1790014340	\$ 2,890 32	R
3/20/03	646974-001	366062	\$ 2,227 02	
3/20/03	642362-001	594180-MG	\$ 1,624 43	
3/20/03	D60981-001	420030-MA	\$ 1,008 00	
3/20/03	640461-001	343520	\$ 988 38	
3/20/03	642381-001	1750005250	\$ 916 56	R
3/21/03	NSF Check	ck # 23569064	\$ 84,633 02	
3/21/03	2058517	104328-SC	\$ 53,400 00	R
3/21/03	2058191	710274	\$ 48,351 12	R
3/21/03	643252-001	710114	\$ 39,708 78	R
3/21/03	642729-001	013109-TU	\$ 36,841 02	R
3/21/03	2058564	143-0035550	\$ 29,824 07	R
3/21/03	2058132	525728-LU	\$ 22,448 88	R
3/21/03	2058222	710612	\$ 22,203 96	R
3/21/03	2058509	365736-FS	\$ 21,122 00	P
3/21/03	2058323	710315	\$ 15,442 32	R
3/21/03	643746-001	32743	\$ 8,527 65	R
3/21/03	2058298	401253-MA	\$ 6,531 24	R
3/21/03	645730-001	204622	\$ 5,476 80	R
3/21/03	643184-001	019827-TU	\$ 3,057 60	R
3/21/03	2058265	710225	\$ 2,681 40	R
3/21/03	641182-001	190219-KG	\$ 2,613 64	R
3/21/03	2058321	710228	\$ 2,571 12	R
3/21/03	2058311	34711-WK	\$ 2,529 00	R
3/21/03	2058325	698983-LI	\$ 2,476 80	R
3/21/03	2058299	401254-MA	\$ 2,214 00	R
3/21/03	645004-001	1430037050	\$ 2,077 92	R
3/21/03	647464-001	523454-PX	\$ 1,665 39	R
3/21/03	2058334	832665-KC	\$ 1,476 00	R
3/21/03	2058322	710316	\$ 1,476 00	R
3/21/03	2058309	508772-PX	\$ 1,182 60	R
3/21/03	643815-001	710081	\$ 854 80	R
3/21/03	2058308	508771-PX	\$ 292 80	R
3/22/03	2058586	51-0024670	\$ 33,440 28	R
3/22/03	2058621	808329-LF	\$ 19,410 84	R
3/22/03	2058742	450537-GA	\$ 8,292 00	R
3/22/03	2058743	450536-GA	\$ 6,133 98	R
3/22/03	2058773	537498-LU	\$ 1,476 00	R
3/22/03	2058777	528545-SL	\$ 1,386 18	R
3/22/03	2058774	537497-LU	\$ 506 28	R

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT	
3/22/03	2058776	528538-SL	\$ 369 00	R
3/23/03	2058787	791555-LF	\$ 4,285 80	R
3/23/03	2058793	052605-TU	\$ 4,134 60	R
3/23/03	2058792	052595-TU	\$ 3,610 32	R
3/23/03	2058809	045728-MM	\$ 1,251 24	R
3/24/03	644556-001	510023530	\$ 115,663 42	R
3/24/03	644952-001	1430037020	\$ 108,833 76	R
3/24/03	NSF Check	ck # 904083162	\$ 103,650 74	
3/24/03	647092-001	555745	\$ 87,631 60	R
3/24/03	646657-001	510024820	\$ 77,481 36	R
3/24/03	647315-001	100343-HW	\$ 65,041 28	R
3/24/03	645659-001	710490	\$ 48,921 32	R
3/24/03	647094-001	711494	\$ 45,064 10	R
3/24/03	647024-001	450985	\$ 43,028 12	R
3/24/03	643883-001	508750	\$ 29,281 57	R
3/24/03	641344-001	495121	\$ 24,897 23	R
3/24/03	643475-001	504192	\$ 24,879 27	R
3/24/03	643471-001	504074	\$ 24,879 27	R
3/24/03	641347-001	495127	\$ 22,872 10	R
3/24/03	641346-001	495123	\$ 22,036 33	R
3/24/03	646390-001	100348-HW	\$ 20,440 80	R
3/24/03	647043-001	555756	\$ 20,220 80	R
3/24/03	643841-001	534501	\$ 19,347 84	P
3/24/03	644225-001	606122-GE	\$ 18,373 82	R
3/24/03	645713-001	450522-GA	\$ 14,995 55	R
3/24/03	641348-001	495128	\$ 12,150 80	R
3/24/03	647146-001	100344-HW	\$ 8,525 76	R
3/24/03	645005-001	500062540	\$ 7,949 28	R
3/24/03	647779-001	105007-HW	\$ 7,284 24	R
3/24/03	643917-001	32756	\$ 6,427 20	R
3/24/03	643984-001	508632	\$ 4,431 23	R
3/24/03	646977-001	450986	\$ 3,902 67	R
3/24/03	645059-001	1750005200	\$ 3,211 92	R
3/24/03	645716-001	566038-LU	\$ 3,009 84	R
3/24/03	643882-001	508634	\$ 2,915 03	R
3/24/03	646978-001	450987	\$ 2,667 67	R
3/24/03	633064-001	058303-HW	\$ 2,527 38	R
3/24/03	NSF Check	ck # 904083549	\$ 2,384 88	
3/24/03	637241-001	476977-PX	\$ 1,767 84	R
3/24/03	646683-001	500062960	\$ 1,117 80	R
3/24/03	645714-001	450521-GA	\$ 1,045 05	R
3/24/03	643881-001	508633	\$ 783 17	R
3/24/03	647042-001	555755	\$ 560 04	R
3/24/03	647283-001	572808-LU	\$ 366 66	R
3/24/03	643884-001	508751	\$ 334 03	R
3/24/03	644556-002	510023530	\$ 138 24	R
3/24/03	616861-001	643005-TU	\$ 92 40	R
3/25/03	647444-001	50	\$ 72,218 16	R

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT	
3/25/03	644182-001	508948	\$ 46,154 71	R
3/25/03	649559-001	533280	\$ 44,140 02	R
3/25/03	648201-001	0510024820-1	\$ 42,735 84	R
3/25/03	643253-001	710141	\$ 36,605 62	R
3/25/03	647796-001	019063-ME	\$ 32,071 92	R
3/25/03	645731-001	1790014770	\$ 31,577 29	R
3/25/03	647609-001	572807-LU	\$ 29,254 24	R
3/25/03	648017-001	019065-ME	\$ 27,087 96	R
3/25/03	648233-001	1430038160	\$ 26,379 22	R
3/25/03	643476-001	504193	\$ 25,016 35	R
3/25/03	643473-001	504076	\$ 24,879 27	R
3/25/03	641345-001	495122	\$ 23,544 23	R
3/25/03	644629-001	004576-ME	\$ 20,080 60	R
3/25/03	2059068	104246-SC	\$ 18,941 76	R
3/25/03	2059062	100223-HW	\$ 18,738 28	R
3/25/03	649527-001	533281	\$ 13,053 40	R
3/25/03	647795-001	019066-ME	\$ 9,988 60	R
3/25/03	648611-001	204971	\$ 6,928 32	R
3/25/03	NSF Check	ck # 904084314	\$ 5,670 66	R
3/25/03	2058950	841796-KC	\$ 4,643 94	R
3/25/03	2059069	104262-SC	\$ 3,619 80	R
3/25/03	2059071	523443-PX	\$ 3,055 80	R
3/25/03	647284-001	572809-LU	\$ 2,858 04	P
3/25/03	648794-001	075832-MM	\$ 2,840 40	R
3/25/03	2059001	365665-FS	\$ 2,214 00	R
3/25/03	NSF Check	ck # 170-020355	\$ 2,188 39	R
3/25/03	646899-001	424492	\$ 2,109 90	R
3/25/03	647794-001	019064-ME	\$ 1,946 56	R
3/25/03	648533-001	824895-LF	\$ 1,658 88	R
3/25/03	647029-001	217604-KG	\$ 1,638 56	R
3/25/03	NSF Check	ck # 23571830	\$ 1,436 95	R
3/25/03	2059070	523441-PX	\$ 862 08	R
3/25/03	644182-002	508948	\$ 840 06	R
3/25/03	NSF Check	ck # 904083663	\$ 250 00	R
3/26/03	2059358	711500	\$ 70,222 94	R
3/26/03	2059464	432218-MA	\$ 63,381 06	R
3/26/03	646973-001	424491	\$ 59,196 24	R
3/26/03	2059189	122017-SC	\$ 58,788 91	R
3/26/03	2059129	122016-SC	\$ 53,400 68	R
3/26/03	647316-001	1750006780	\$ 47,237 02	R
3/26/03	NSF Check	ck # 23572590	\$ 45,772 13	R
3/26/03	2059157	523453-PX	\$ 31,365 16	R
3/26/03	650580-001	122051	\$ 25,337 31	R
3/26/03	648066-001	623659-GE	\$ 23,794 84	R
3/26/03	651106-001	889249-NE	\$ 22,100 85	R
3/26/03	2059541	535162-SL	\$ 21,315 92	R
3/26/03	650579-001	122049	\$ 20,536 11	R
3/26/03	640938-001	383772-MA	\$ 15,766 20	R

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT	
3/26/03	647148-001	34932-WK	\$ 11,527 40	R
3/26/03	NSF Check	ck # 23572704	\$ 9,363 56	
3/26/03	649358-001	1750004710	\$ 9,073 68	R
3/26/03	643493-001	045721-MM	\$ 7,707 28	R
3/26/03	2059366	866703-NE	\$ 6,499 80	R
3/26/03	642568-001	478985-GS	\$ 5,815 92	R
3/26/03	649445-001	175-0007700	\$ 5,480 49	R
3/26/03	650159-001	122048	\$ 4,821 36	R
3/26/03	651042-001	889250-NE	\$ 3,856 36	R
3/26/03	2059365	860391-NE	\$ 3,472 20	R
3/26/03	2059364	860390-NE	\$ 1,672 44	R
3/26/03	651106-002	889249-NE	\$ 405 12	R
3/26/03	650160-001	122050	\$ 281 29	R
3/27/03	NSF Check	ck # 23573522	\$ 281,056 35	
3/27/03	NSF Check	ck # 23573441	\$ 210,174 74	
3/27/03	NSF Check	ck # 23573523	\$ 186,037 91	
3/27/03	NSF Check	ck # 904084239	\$ 177,889 09	
3/27/03	NSF Check	ck # 904083679	\$ 122,834 75	
3/27/03	2059514	480280-GA	\$ 73,987 31	R
3/27/03	2060135	122015-SC	\$ 72,348 24	R
3/27/03	641636-001	888610	\$ 67,267 20	R
3/27/03	641633-001	888609	\$ 67,267 20	R
3/27/03	2059727	018991-ME	\$ 31,345 21	R
3/27/03	2059555	586219-LU	\$ 27,335 00	R
3/27/03	637811-001	888602	\$ 25,775 97	R
3/27/03	644630-001	004596-ME	\$ 19,335 99	R
3/27/03	644631-001	004598-ME	\$ 17,035 97	R
3/27/03	644267-001	004597-ME	\$ 12,490 56	R
3/27/03	NSF Check	ck # 23573708	\$ 8,972 04	
3/27/03	650858-001	51-0025100	\$ 3,201 12	R
3/27/03	651378-001	204930	\$ 851 40	R
3/28/03	648357-001	32953-1	\$ 68,275 20	R
3/28/03	647533-001	32953	\$ 55,522 11	R
3/28/03	2059769	070901-TU	\$ 25,320 52	R
3/28/03	NSF Check	ck # 904085246	\$ 23,202 89	
3/28/03	650582-001	577050	\$ 18,941 60	R
3/28/03	646900-001	32869	\$ 13,547 52	R
3/28/03	646655-001	175-0006480	\$ 8,080 20	R
3/28/03	2059928	023819-ME	\$ 4,428 00	R
3/28/03	2059901	576865-NA	\$ 4,249 92	R
3/28/03	645428-001	500064360	\$ 4,212 72	R
3/28/03	652598-001	175-0008330	\$ 3,905 16	R
3/28/03	652432-001	175-0008540	\$ 3,758 40	R
3/28/03	648204-001	32960	\$ 3,342 60	R
3/28/03	647137-001	710699	\$ 2,846 46	R
3/28/03	2059966	712141	\$ 2,681 40	R
3/28/03	2059932	736314-LI	\$ 2,575 20	R
3/28/03	2059925	35105-WK	\$ 2,547 00	R

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT	
3/28/03	2059904	710226	\$ 2,365 20	R
3/28/03	645733-001	50-0062840	\$ 1,473 09	R
3/28/03	650000-001	805477-NE	\$ 880 11	R
3/29/03	NSF Check	ck # 904085445	\$ 32,395 64	
3/29/03	NSF Check	ck # 904085750	\$ 659 56	
3/31/03	650597-001	3510	\$ 46,771 49	
3/31/03	649836-001	204906	\$ 35,026 01	
3/31/03	648610-001	204879	\$ 29,669 98	
3/31/03	651048-001	712078	\$ 9,453 60	
3/31/03	654783-001	179-0016180	\$ 8,544 21	
3/31/03	654782-001	178-0003380	\$ 1,371 60	
3/31/03	648610-002	204879	\$ 267 84	
4/3/03	D61906-001	872694-TU	\$ 425 79	R
4/7/03	653496-001	100045-MM	\$ 61,065 66	R
4/7/03	654995-001	103146-MM	\$ 32,091 42	R
4/7/03	653496-002	100045-MM	\$ 285 12	R

TOTAL INVOICES \$ 8,187,744 63

R = invoice was included in reclamation

Reclamation Invoices \$ 3,246,766 13

Non-Reclamation Invoices \$ 4,940,978 50

TOTAL INVOICES \$ 8,187,744 63

1/1/01 - 4/1/03 Unauthorized Deductions (Fleming) \$ 3,958,896 26

TOTAL \$ 3,958,896 26

1/1/03 - 3/31/03 Unearned Cash Discounts

GRAND TOTAL \$272,543 37

GRAND TOTAL \$ 12,419,184 26

Nestle USA

800 NORTH BRAND BL /D
GLENDALE, CA 91203
TEL (818) 549 6000

www.nestleusa.com



September 9, 2003

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

RE FLEMING FOODS MANAGEMENT CO , L L C
Case #03-10954 (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

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING FOODS MANAGEMENT CO L L C		Case Number 03 10954 (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 USA, INC Name and Addresses Where Notices Should be Sent NANCY REYNOSO NESTLÉ USA 800 N BRAND BLVD GLENDALE CA 91203 Telephone number (818) 549 5638		<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.
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR None		<input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
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 \$ 12,419,184.26 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 Setoff rights 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 \$ 3,246,766.13 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). <i>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.</i>
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 <div style="font-size: 2em; font-weight: bold; text-align: center;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">SEP 10 2003</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">BMC</div>
Date 9/9/03	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.		