

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



s137605

Scheduled Claim Ref # 2-F2-25231

YOUR CLAIM IS SCHEDULED AS

\$1 395 60 UNSECURED

In re
Fleming Companies, Inc

Case Number
03-10945

NOTE 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.

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.

Name of Creditor and Address

TRAIL S BEST SNACKS INC
22951 NETWORK PLACE
CHICAGO IL 60673

0354429436667

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number ()

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
 - Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Wages, salaries and compensation (Fill out below)
- Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED 03/24/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 2032.44 (unsecured) \$ (secured) \$ (unsecured priority) \$ 2032.44 (total)

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

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.
Specify the priority of the claim:
 Wages, salaries or commissions (up to \$4,650*) 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)
 Contributions to an employee benefit plan. 11 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 owed to governmental units. 11 U.S.C. § 507(a)(8)
 Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____
Amounts are subject to adjustment on 4/1/01 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 your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY

FILED

SEP 10 2003

BMC

Fleming Companies Claim



09763

DATE SIGNED
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).
Karla Colwell Karla Colwell

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

DUPLICATE INVOICE COPY

Trails Best Brands, Inc
Post Office Box 38
Chandler, MN 56122-0038

Reference # 242885
Date 03/24/03
SalesPerson

B 6464	S 6464
I FLEMING CSD - PLYMOUTH	H FLEMING CSD - PLYMOUTH
L 1035 NATHAN LANE NORTH	I 1035 NATHAN LANE NORTH
L PLYMOUTH, MN 55441	P PLYMOUTH, MN 55441

Cust PO	Terms	Shipped Via	B/L#
33123	2% 10 NET 15	YELLOW FREIGHT SYSTE	63253

Ordr	Ship	Prod	Description	UM	Lot	Price	Disc	Allow	Net	Total
2	2	79353	TB JRKY HOT TER 4OZ 2 CS	051304	74 40				74 40	148 80
2	2	73507	TB JUMBO STEAK PEPP 6 CS	030604	78 48				78 48	156 96
2	2	72015	TB KING STEAK ORIG 6- CS	021304	83 52				83 52	167 04
3	3	72025	TB KING STEAK TERI 6- CS	021204	83 52				83 52	250 56
2	2	71630	TB SPCY PICK SAUS 6-2 CS	071603	71 86				71 86	143 72
1	1	72657	TB GNT SPCY BF STICK CS	092303	79 20				79 20	79 20
1	1	71635	TB GNT PEPPERONI STIC CS	071803	79 20				79 20	79 20
1	1	71616	TB BEEF & CHEESE 6-24 CS	090903	79 20				79 20	79 20
5	5	79310	TB JERKY ORIG 4 OZ BA CS	072104	74 40				74 40	372 00
4	4	79312	TB JERKY PEPP 4 OZ BA CS	041404	74 40				74 40	297 60
2	2	79306	TB JRKY TERI 2 OZ 12- CS	081204	118 80				118 80	237 60
7	7	79311	TB JERKY TERI 4 OZ BA CS	090204	74 40				74 40	520 80
2	2	73502	TB JUMBO STEAK ORIG 6 CS	030904	78 48				78 48	156 96

THANK YOU FOR YOUR BUSINESS

A \$53 79 DISCOUNT WILL BE
ALLOWED IF PAYMENT IS
POSTMARKED BEFORE 04-08-03

Totl	34	Gross Wgt 380 12	Net Wgt 380 12	Total	2,689 64
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less cm 236046 = 5.00
Less balance on cm 231731 = 51.07
Less cm 245212 = 190.00
Less Cash on acct = 411.13
\$2032.44

DUPLICATE INVOICE COPY

Trails Best Brands, Inc
Post Office Box 38
Chandler, MN 56122-0038

Reference # CM236046
Date 10/17/02
SalesPerson

ERICKSON BROTHERS

B 6464	S 6464
I FLEMING CSD - PLYMOUTH	H FLEMING CSD - PLYMOUTH
L 1035 NATHAN LANE NORTH	I 1035 NATHAN LANE NORTH
L PLYMOUTH, MN 55441	P PLYMOUTH, MN 55441

Cust PO	Terms	Shipped Via	B/L#
	2% 10 NET 15		

Ordr	Ship	Prod	Description	UM	Lot	Price	Disc	Allw	Net	Total
-1	-1	78643	TB 20Z JRKY PWR PNL S CS			5 00			5 00	-5 00

WERE NOT SUPPOSE TO HAVE AN UPS CHARGE ON THE
SHIPPER

Totl	-1	Gross Wgt -15 30	Net Wgt -6 75	Total	-5 00
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DUPLICATE INVOICE COPY

Trails Best Brands, Inc
Post Office Box 38
Chandler, MN 56122-0038

Reference # CM245212
Date 05/09/03
SalesPerson

B 6464	S 6464
I FLEMING CSD - PLYMOUTH	H FLEMING CSD - PLYMOUTH
L 1035 NATHAN LANE NORTH	I 1035 NATHAN LANE NORTH
L PLYMOUTH, MN 55441	P PLYMOUTH, MN 55441

Cust PO	Terms	Shipped Via	B/L#
	2% 10 NET 21		64155

Ordr	Ship	Prod	Description	UM	Lot	Price	Disc	Allw	Net	Total
-19	-19	79405	TB 4OZ PWR WING SHIPP CS			10 00			10 00	-190 00

WAM PROMOTION FOR JANUARY 2003
WAM BILLBACK INVOICE # 106036

Totl	-19	Gross Wgt	-283 10	Net Wgt	-142 50	Total	-190 00
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DUPLICATE INVOICE COPY

Trails Best Brands, Inc
Post Office Box 38
Chandler, MN 56122-0038

Reference # CM231731
Date 07/31/02
SalesPerson SD4N SALES DISTRICT #4N
ERICKSON BROTHERS

B 6464	S 6464
I FLEMING CSD - PLYMOUTH	H FLEMING CSD - PLYMOUTH
L 1035 NATHAN LANE NORTH	I 1035 NATHAN LANE NORTH
L PLYMOUTH, MN 55441	P PLYMOUTH, MN 55441

Cust PO	Terms	Shipped Via	B/L#
	2% 10 NET 15		

Ordr	Ship	Prod	Description	UM	Lot	Price	Disc	Allw	Net	Total
-8	-8	79338	TB JRKY HOT TER 20Z C CS			12 00			12 00	-96 00
-20	-20	79352	TB JRKY HOT TER 40Z C CS			8 00			8 00	-160 00

WAM PROMO DID NOT RECEIVE OFF INVOICE
FLEMING INV # 617024 & 617023

Totl	28	Gross Wgt	-280 40	Net Wgt	-192 00	Total	-256 00
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Applied + 20493 on 8/30/02

Balance - 5107