

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



668501

Bar Date Ref # 1 NV-53559

In re
Fleming Companies Inc

Case Number
03-10945 (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" 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

0354653668501

Home Market Foods Inc
11 Widett Cir
Boston MA 02118

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.

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 I.D.#
043263154

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 *2-28-2003*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *3707.28* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *3707.28* (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.

THIS SPACE FOR COURT USE ONLY

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

FILED
SEP 11 2003
BMC

DATE SIGNED

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)

[Signature]
WESLEY ATAMIAN, PRESIDENT

Fleming Companies Claim



09889

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



Foods

Exceptional Prepared Foods for
Food Service and Retail Since 1957

Home Market Foods, Inc.

11 Widett Circle
Boston, MA 02118-2804
(617) 269-2250
Fax (617) 269-8183



B
I
L
L
T
O
FLEMING LEITCHFIELD (M&H)
P O BOX 4609
LEITCHFIELD, KY 42755-4609
ROUTE 20X

S
H
I
P
T
O
FLEMING KENTUCKY DIV
1055 SALT RIVER ROAD
LEITCHFIELD, KY 42754

F30007	1	INVOICE	1294359	2/24/03	2/28/03	82732
ORDER NO 83820						

1	CKD SHAVED STEAK W/ ONIONS 01200-6020 6 2 LB POUCH	82 0	C12	984 00	3 020	2971 48
2	ITAL MEATBALLS W/ MARINAR 9 2# 01265-6181 9 9 2 LB POUCHES	20 0	C18	360 00	1 500	540 00
3	RBITE CHEESE BURGER 2 5 OZ 01200-2411 1 40 PC CASE	12 0	CS	74 40	16 300	195 60
TERMS NET 14 DAYS						

PLEASE REMIT TO P O BOX 12010 LEWISTON, ME 04243-9486				Total Weight 1418 40	Please Pay	3 707 28
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XX

Past due accounts are subject to an additional
service charge of 1.5% per month 18% annually

PREFERRED FREEZER SERVICES OF BOSTON, LLC

ONE COMMERCIAL STREET, SHARON, MA 02067 / PHONE (781) 784-8399 CUST. SERV FAX (781) 784-8699

JD

Page 1 of 1

FROM ACCOUNT OF HUNMAR
 HOME MARKET FOODS INC
 11 WIDETT CIRCLE
 BOSTON, MA
 02118-0000

CONSIGNED TO FLEMEN
 FLEMING KENTUCKY DIV
 1055 SALT RIVER ROAD
 LEITCHFIELD, KY 42754

4006412

Order Date : 02.27 03
 Cust. Ord. Num : 83620
 P O Number : 1294359

Shipped Date : 02.28 03
 Freight Term : COLLECT
 Carrier : H & M/BAY

LOT Code (ITEM Code)	Units	SKU	Description	Pallets in	Pallets out	Unit Wgt
044873 (Item 01200-6020)	11 CS		STEAK WITH ONIONS 35021			12 00
			1-LO26D	11 CS		
040539 (Item 01265-6181)	20 CS		MEATBALLS & SAUCE 7/2 33022			18 00
			1-LO40A	20 CS		
058258 (Item 01200-2411)	12 CS		ROLLERTBITES CHEESE 2.5 OZ. 5232			6.20
			1-I008F	12 CS		

Ryan Brayner
 02/28/03

2003 FEB 27 PM 5:38

Total Units: 43 CS Total Weight: 566.40 LBS



6412

MAINTAIN TEMPERATURE AT ZERO DEGREE FARENHEIT (MINUS 18°) OR LOWER

PREFERRED FREEZER SERVICES OF BOSTON, LLC

REC'D BY

SHIPPED BY

[Signature]

Htm

On Date* 2/24/03
On Time* 16:18:56

HOME MARKET FOODS, INC
SHIPPING ORDER

Route 70X
1055 SALT RIVER ROAD

DELIVERY DATE MON. 2/24/03
CUST PO NO. 1294357
REC ORDER NO 0582

BILL TO
11006 MITCHELFIELD (MCH)
PO BOX 460
MITCHELFIELD KY 40275-0460

3707.28

FROM SHIP TO
FLEMING KENTUCKY DIV
1055 SALT RIVER ROAD
MITCHELFIELD KY 40275

TO ARRIVE 3/2

Item	Stock No	Description	Unit	Price
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01200-1121	01200-1121	CHD SHAVED STEAK W ONIONS	734	
01200-1121	01200-1121	CHD 2 LE FOUCH	734	
Lot#	05731			35021 11cs Pref.
	71			3056 71cs HMF

01265-6181	01265-6181	ITAL MONTEBALLS W MARINAR	25	
01265-6181	01265-6181	018 9 9 2 LE FOUCH	25	
Lot#				33022
				Pref.

01270-2431	01270-2431	RBITE CHEESE BURGER 5 OZ	744	
01270-2431	01270-2431	LE 1 40 FC CHEE	744	
Lot#				05232
				Pref

TOTAL 114 71 411852

HOME MARKET FOODS, INC.
VERIFICATION OF GOODS SHIPPED & RECEIVED

DATE 2-28-03

HMF SHIPPER G. STENTI

Signature: G. Stenti
CASE COUNT: 71

P/U DRIVER/RECEIVER

Signature: [Signature]
CASE COUNT: 71

Preferred

PHONE
800-344-9069
410-754-0765
WEB SITE
www.hmbayinc.com

BAY

Inc.
TRANSPORTATION SPECIALISTS

FAX
410-883-2101

PAGE 1

*** P O D REQUIRED ***
SHIPPER

BILL TO
WAL101
HOMEMARKET FOODS
11 WIDETT CIRCLE
BOSTON, MA 02118

HOMEMARKET FOODS (WALTHAM BF)
BOSTON, MA

CONSIGNEE
FLEMING KENTUCKY DIV
1055 SALT RIVER RD
LEITCHFIELD, KY

LOAD # M224373 / INV# # 01244348

INVOICE NO.	SHIPPED W/E	INVOICE DATE	TERMS
01244348	02/28/2003	02/28/2003	7 DAYS FROM PRESENTATION

CASES	DESCRIPTION	WEIGHT	RATE	AMOUNT
114	PO#1294359 RLS#83820 ORD#044399 FROZEN GENERAL	1413 00	P/U PREFERRED FREEZER MA SHARON, MA	
	TOTAL FREIGHT	1413 00		165 00
	MISCELLANEOUS CHARGES			
	FUEL SURCHARGE PERCENTAGE	0450	165 00	7 43
	GRAND TOTAL FREIGHT	1413 00		

5.500
(Signature)

REMIT TO: H & M BAY, INC P O BOX 631935 BALTIMORE, MD 21263-1935	TOTAL DUE	172 43
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I C C REGULATIONS THIS FREIGHT BILL MUST BE PAID WITHIN SEVEN DAYS AFTER PRESENTATION

ANY BALANCES UNPAID OVER 30 DAYS SUBJECT TO 1 5% (18% Per Annum) FINANCE CHARGE

REMITTANCE ADVICE
PLEASE DETACH AT PERFORATION ABOVE AND RETURN WITH YOUR PAYMENT

LOAD # M224373

AMOUNT DUE	172 43	ACCOUNT NO.	WAL101	INVOICE NO.	1244348
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Stephen D Shankman & Assoc
 34050 Solon Rd #100
 Solon OH 44139

Phone (440) 349-8194
 Fax (440) 349-8197

SOLD TO

SHIP TO

6255000
 FLEMING-LEITCHFIELD (M & H)
 PO BOX 218
 LEITCHFIELD KY 42755-0218
 (866) 233-7118

6255001
 FLEMING-LEITCHFIELD (M & H)
 HIGHWAY 920 EAST SALT RIVER RD
 LEITCHFIELD KY 42754
 (270) 259-9341

SHIP DATE	ARRIVAL DATE	CUSTOMER P.O. NO.	ORDER DATE	ORDER NO.	F.O.B.	TERMS
3/27/03	3/3/03	1294359	2/24/03	87964	Prepaid	
SALESREP	SPECIAL INSTRUCTIONS	SHIP VIA (ROUTING)	SHIPPING COMMENTS			
EBRA HARRIS		Motor (Common Carrier)	Multiple comments See Below			

QUAN.	ITEM NO.	PACK	DESCRIPTION	WEIGHT	PRICE	AMOUNT
82	CA 06020	6/2#	SHAVED STEAK W/ONIONS	26.24	368400	30208
20	CA 06181	6/3#	CHEF'S CHOICE ITALIAN STYLO W/MARIN		271800	5436
12	CA 02411	40/2 5 OZ	CHEESEBURGER ROLLERBITES	75	164900	1978
Shpg Comment			CFD 270-259-9341 72HRS IN ADV			
Shpg Comment			RECV BETWEEN 5am-12pm			

83820

\$3,707.28

TOTAL UNITS	114	TOTAL WEIGHT	75 0000	CUBES	93 36	TOTAL AMOUNT	3,762.36
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THIS IS AN ORDER NOT AN INVOICE

FOR THE ACCOUNT OF

HOME MARKET FOODS
 11 WIDETT CIRCLE
 BOSTON MA 02118

840

Broker #

Page 1 of 1

INVOICE NO _____
 INVOICE DATE _____
 TOTAL DOLLARS _____

H+M

Date: 2-24-03
Time: 12:18:52

HOME MARKET FOODS, INC.
SHIPPING ORDER
DELIVER DATE: MON 2-24-03
CUST # 40 127452
WBO ORDER NO. 9332

Route: 20
Stop No: 1-00

BILL TO
EMING LEITCHFIELD
1. RD 4511
LEITCHFIELD PA 15475-4511

ROUTE 20
EMING LEITCHFIELD
1. RD 4511
LEITCHFIELD PA 15475-4511

TO ARRIVE 3-3

Item	Order	Ship	EC	Sum	Fac	Description	Total	Unit	Total
Order	Order	Order	Order	Order	Order		Lbs	Price	Price
1	127452-21	127452-21	127452-21	127452-21	127452-21	ONE 5/8 LB STEAK	254.1		
2	127452-21	127452-21	127452-21	127452-21	127452-21	ONE 2 LB POUCH	361		
3	127452-21	127452-21	127452-21	127452-21	127452-21	ITAL MEATBALLS W MARINARA	361		
4	127452-21	127452-21	127452-21	127452-21	127452-21	WHITE CHEESE BURGER	361		

11cs Pref
71cs HMF

Pref

Pref

71

2-28-3

ROSTEN

Young

Yostent

71

3-04-03

Handwritten signature

Preferred

PREFERRED FREEZER SERVICES OF BOSTON, LLC.

ONE COMMERCIAL STREET, SHARON, MA 02067 / PHONE (781) 784-8399 CUST SERV. FAX: (781) 784-86

Page 1 of 1

FROM ACCOUNT OF: **HOMMAP**
HOME MARKET FOODS INC
1 WIDETT CIRCLE
BOSTON, MA
02115-0000

CONSIGNEE TO: **FLEKEN**
FLEMING KENTUCKY DIV
1055 SALT RIVER ROAD
LEITCHFIELD, KY 42754

224373

4006412

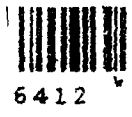
Order Date : 02.27.03
Cust. Ord. Num : 83820
P.O. Number : 1294359

Shipped Date : 02.28.03
Freight Term : COLLECT
Carrier : H & M/BAY

LD1 Code (ITEM Code)	Units	SKU	Description	Pallets in	Pallets out	Unit Price
044972	11	25	STEAK WITH ONIONS 35021			12.00
(Item : 01200-6020)						
			1-L026D 11 CS			
03053B	20	28	MEATBALLS & SAUCE 7/2 33022			18.00
(Item : 01205-0181)						
			1 LQ-0A 20 CS			
05825B	12	28	ROLLERTPITES CHEESE 2.5 OZ. 5232			6.20
(Item : 01200-2411)						
			1-I008F 12 CS			

Danny Young
3-04-03

Total Units: 43 CS Total Weight: 330.40 LBS



John S. Mac

REC'D BY _____
SHIPPED BY _____

MAINTAIN TEMPERATURE AT ZERO DEGREES FAHRENHEIT (MINUS 10°C) OR LOWER

PREFERRED FREEZER SERVICES OF BOSTON, LLC.