

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

PROOF OF CLAIM



610485

Bar Date Ref # 2-NVM-76314

In re
FLEMING COMPANIES ET AL

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.

Name of Creditor and Address

0354653610485

Leahy Orchards Inc
PO Box PO Box 67
Churubusco NY 12923

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

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 (450) **827-2544**

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim 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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE
\$ 11,935.00 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (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

6 UNSECURED PRIORITY 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 \$ _____

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
FILED
SEP 11 2003
BMC

DATE SIGNED
September 5, 2003

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).

Michael Leahy, President/General Manager

Fleming Companies Claim
 09977

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

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

In re)	Chapter 11
)	
Fleming Companies Inc , et al , ¹)	Case No 03-10945 (MFW)
Debtors)	(Jointly Administered)

**NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

TO ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the 'Debtors ') filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court") The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including, without limitation, individuals, partnerships, corporations, estates trusts governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party) and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a 'Creditor and collectively, 'Creditors'), holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the 'Claims') or interest in any of the Debtors (collectively, the "Interests") arising on or before April 1, 2003 (the 'Petition Date'), are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the "Proof of Claim") on account of any Claims such Creditors hold or wish to assert against the Debtors, so that the Proof of Claim is actually received on or before 4 00 p m Pacific Daylight Time on September 15, 2003 (the 'General Bar Date ') or in the case of governmental units, by October 1, 2003, the "Governmental Unit Bar Date," by the Debtors' Official Notice and Claims Agent at the following address

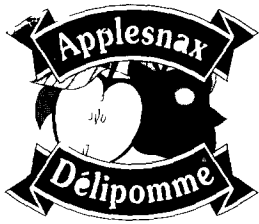
Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue, El Segundo, CA 90245 *(for overnight mail or hand delivery)*
P O Box 900 El Segundo, CA 90245-0900 *(for regular mail)*
Telephone 1-888-909-0100

Notwithstanding the foregoing **AT THIS TIME** Proofs of Claim **ARE NOT REQUIRED** to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively, the "Excluded Claims")

- (a) Claims listed in the Debtors Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007 or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or 'disputed,' and which are not disputed by the creditor holding such claim as to nature, amount, or classification,
- (b) Claims on account of which a Proof of Claim has already been properly filed with the Court,
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court, including, without limitation, any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order ²
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases,
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors,
- (f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively, the "Notes") or any indenture in respect of each issue of the Notes (the 'Indentures' and each such Indenture collectively with the Notes issued thereunder, the "Debt Instruments'), provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

¹ The Debtors are the following entities Core-Mark International Inc , Fleming Companies Inc , ABCO Food Group, Inc , ABCO Markets Inc ABCO Realty Corp ASI Office Automation, Inc , C/M Products Inc Core-Mark Interrelated Companies Inc Core-Mark Mid-Continent Inc Dunigan Fuels Inc Favar Concepts Ltd Fleming Foods Management Co , L L C Fleming Foods of Texas L P Fleming International Ltd Fleming Supermarkets of Florida, Inc Fleming Transportation Service, Inc , Food 4 Less Beverage Company Inc Fuelserv Inc General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc Minter-Weisman Co Piggly Wiggly Company Progressive Realty Inc Rainbow Food Group, Inc Retail Investments, Inc , Retail Supermarkets Inc , RFS Marketing Services Inc and Richmar Foods Inc

² The term "Final DIP Order" refers to the Final Order Authorizing (I) Post-Petition Financing Pursuant to 11 U S C § 364 and Bankruptcy Rule 4001(c), (II) Use of Cash Collateral Pursuant to 11 U S C § 363 and Bankruptcy Rules 4001(b) and (d) (III) Grant of Adequate Protection Pursuant to 11 U S C §§ 361 and 363 and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U S C §§ 105 and 364(c)(3) and Rule 4001(c)



Leahy Orchards Inc
Les Vergers Leahy Inc

1772 Route 209, Franklin Centre Quebec J0S 1E0
Tel (450) 827 2544 • Fax (450) 827 2470

www.applesnax.com

Please remit payment to Leahy Orchards Inc
P O Box 67, Churubusco, New York, 12923

INVOICE .2003-61703

Customer FLEMING - GARLAND 2600 MCCREE ROAD GARLAND TX 73126	Shipped to FLEMING - GARLAND 2600 MCCREE ROAD GARLAND, TX 73126
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P O # 519835-GA	Date ordered 25 March 2003	Cust # 06052	Delivery date 7 April 2003	Invoice date 7 April 2003	# Invoice 2003-61703
Conditions # Bill	NET 30 DAYS 2003-44755		FOB By	GARLAND TX SUTTON	

UPC #	Quantity	Description	Size	Weight	Unit price	Amount
20382	300	ARCHER FARMS APPLE UNSWEETENED USA	12X 6 X 4OZ PC*	6 120 00	10 85	3 255 00
20383	150	ARCHER FARMS APPLE PEACH USA	12X 6 X 4OZ PC*	3 060 00	10 85	1 627 50
20384	250	ARCHER FARMS APPLE STRAWBERRY USA	12X 6 X 4OZ PC*	5 100 00	10 85	2 712 50
20385	200	ARCHER FARMS APPLE HOMESTYLE USA	12X 6 X 4OZ PC*	4 080 00	10 85	2 170 00
20386	200	ARCHER FARMS APPLE CINNAMON USA	12X 6 X 4OZ PC*	4 080 00	10 85	2 170 00
0000C	22	NON RETURNABLE PALLET		1 100 00		

GST 0 00
PST 0 00

GST REGISTRATION NUMBER R-103307906

1 122			23 540 00	11 935 00
TOTAL	From	LES VERGERS LEAHY Inc	TOTAL	TOTAL
				US funds



Leahy Orchards Inc
Les Vergers Leahy Inc

1772 Route 209 Franklin Centre Quebec J0S 1E0
Tel (450) 827-2544 Fax (450) 827-2470
www.applesnax.com

BILL OF LADING

7 April 2003

2003-44755

Sold to

FLEMING - GARLAND
2600 MCCREE ROAD
GARLAND, TX
73126

Ship to

FLEMING - GARLAND
2600 MCCREE ROAD
GARLAND, TX
73126

order # 519835-GA Date ordered 2003/03/25 Customer 06052 Delivery date 2003/04/07 00 00 F.O B GARLAND, TX
Via

UPC	Quantity	Description	Size	Net Weight	Gross Weight
20382	300	ARCHER FARMS APPLE UNSWEETENED USA	12X 6 X 4OZ PC*	5 349	6 120
20383	150	ARCHER FARMS APPLE PEACH USA	12X 6 X 4OZ PC*	2,722	3 060
20384	250	ARCHER FARMS APPLE STRAWBERRY USA	12X 6 X 4OZ PC*	4,537	5 100
20385	200	ARCHER FARMS APPLE HOMESTYLE USA	12X 6 X 4OZ PC*	3 630	4 080
20386	200	ARCHER FARMS APPLE CINNAMON USA	12X 6 X 4OZ PC*	3 630	4,080
0000C	22	NON RETURNABLE PALLET			1,100

Received By:
PRINT NAME IN BLOCK LETTERS PLEASE

Signature:

Date:

Piece Count:

Handwritten:
TZ 1100
Wayne B...
4/7/03

1,122 Total of LES VERGERS LEAHY Inc

Gross weight 22 440
Gross total 23 540

TRUCK LICENCE # _____
TRAILER LICENCE # _____
DRIVER NAME _____

Exchange not required []
Send _____ CHEP _____ Received

Client / Customer

Signature _____

Leahy Orchards Inc
RECEIVABLE ACCOUNTS AGE (DETAIL)
 On the 05/09/2003

05/09/2003 14 17

Invoice				Initial Amount	Balance	Current	30 days	60 days	90 days and +
Date	Number	Ordered	Currency						
06052 FLEMING - GARLAND						(405) 840-7200			
07/04/2003	2003 61703	519835 GA	US	11 935 00	11 935 00	0 00	0 00	0 00	11 935 00
FLEMING - GARLAND				11,935 00	11,935 00	0 00	0 00	0 00	11,935 00
Grand total				11,935 00	11,935 00	0 00	0 00	0 00	11,935 00
						0 00 %	0 00 %	0 00 %	100 00 %