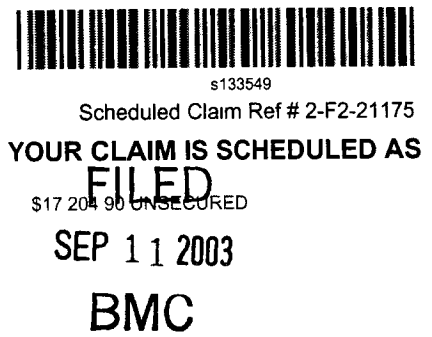


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re Fleming Companies, Inc	Case Number 03-10945



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.

Name of Creditor and Address

0354429396253

FRIENDSHIP DAIRIES INC
CHURCH ST STATION
P O BOX 6546
NEW YORK NY 10249
One Jericho Plaza
Jericho, NY 11783
Attn Douglas P
Gerbosi

☐ 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.

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
009691

Check here ☐ replaces
if this claim ☐ or
☐ amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- ☒ Goods sold ☐ Personal injury/wrongful death ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Services performed ☐ Taxes ☐ Wages, salaries and compensation (Fill out below)
☐ Money loaned ☐ Other (describe briefly)

Your social security number _____

Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED 2/18/03 - 4/1/03

3 IF COURT JUDGMENT, DATE OBTAINED

**4 TOTAL AMOUNT OF CLAIM
AS OF PETITION DATE**

\$ 35,620.80 (unsecured) \$ (secured) \$ 35,620.80 (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

☐ 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

DATE SIGNED

SIGN and print the name and title of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).

By Douglas P. Gerbosi, Vice President, Chief Financial Officer

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

**THIS SPACE FOR COURT
USE ONLY**
Fleming Companies Claim



FILED

SEP 11 2003

BMC

DATE 8/06/03
PROG TB001R

Friendship Dairies 6 0 04 *Production*
ALPHABETIC AGED A/R TRIAL BALANCE

PAGE 1

SELECTIONS		CUST	009691	009691	AS OF DATE	20030806					
Customer #	Customer Name/Address	Tran Type	Invoice Number	Invoice Date	Number of Days		0-30	31-60	61-90	91-120+	BALANCE
009691	FLEMING FOODS MASSILLON DIV	Telephone	405 951 7991		Last Pmt Date	03/10/2003	CR Limit				18 000 00
	PO BOX 207	Contact	NEED P O		Last Pmt Amt	14 979 94	CR Days				Terms N3
	MASSILLON OH 44648										
	PO#/Check#										
	197967 MA	INV	205012	02/18/2003			1 732 80				1 732 80
	283008 MA	INV	206074	03/04/2003			8 817 60				10 550 40
	339156 MA	INV	206706	03/11/2003			4 024 80				14 575 20
	385766 MA	INV	207135	03/18/2003			1 238 40				15 813 60
	432228 MA	INV	207707	03/25/2003			1 485 60				17 299 20
	478340 MA	INV	208169	04/01/2003			18 321 60				35 620 80
SUBTOTALS FOR		FLEMING FOODS	MASSILLON DIV				35 620 80				
=====											
R E P O R T				T O T A L							

Господство Давидовых. Господство - № 1/1 11700 17101070 0001



7 - 7 117

FRIENDSHIP DAIRIES, INC
COUNTY ROUTE 20
FRIENDSHIP, NY 14739
(716) 973-3031

ROUTE

SHIP DATE / 11

ORDER NO

SHIP TO

BILL TO

10/11/1951 14521
10/11/1951 14521

4/ 0 1 - 1 E
PHILLIP

2, 1, 3, 7, 3, 4, 5, 3

556 275 415

TOTAL

SPECIAL INSTRUCTIONS

DECEMBER DV



FRIENDSHIP DAIRIES, INC
COUNTY ROUTE 20
FRIENDSHIP, NY 14739
(716) 973-3031

ROUTE

SHIP DATE

ORDER NO

SHIP TO

BILL TO

TOTAL

SPECIAL INSTRUCTIONS

עם אמונתם

Erondobn Datas Inc. Erondobn, New York 11720 17161072 2021

RECEIVED BY

Erundeb n Deyee Inc. Erundeb n Mo. Verl. 14720 17161072 2021



FRIENDSHIP DAIRIES, INC
COUNTY ROUTE 20
FRIENDSHIP, NY 14739
(716) 973-3031

ROUTE

SHIP DATE

ORDER NO

SHIP TO

BILL TO

[illegible]

FLEMING COMPANIES, INC.
 CASES RECEIVED _____
 PACKAGES RECEIVED _____
 CASES SHORT _____
 CASES DAMAGED _____
 RECEIVED BY J. M. G. 11-17-05
 DRIVER 277
 DATE 11-17-05

ORIGINAL



INVOICE

PAGE 1 FINAL

REMIT TO **Friendship Dairies**
Church Street Station
P O Box 6546
New York, NY 10249-6546

ORDER DATE **3/25/03**
ORDER NO **319509**
CUSTOMER NO **9691**
CUSTOMER P O NO **432228-MA**
TERMS **NET 21**

INVOICE DATE **3/25/03**
INVOICE NO **207707**
SHIPMENT DATE **3/25/03**
DUE DATE **4/15/03**

BILL TO **9691**
FLEMING FOODS MASSILLON DIV

SHIP TO **9691**
FLEMING FOODS

PO BOX 207
MASSILLON
OH 44648

4676 ERIE STREET
MASSILLON
OH US 44648

QUANTITY ORDERED	QUANTITY SHIPPED	ITEM NO	UPC NO	DESCRIPTION	U/M	UNIT PRICE	PROMO ALLOWED	NET PRICE	AMOUNT
20	20	170	60071481 017	FRSHP COT CH 4% 12/16OZ	CS	15 4800		15 4800	309 60
20	20	220	60071481 022	FRSHP COT CH NF PA 12/16OZ	CS	15 4800		15 4800	309 60
20	20	240	60071481 024	FRSHP COT CH 1% 12/16OZ	CS	15 4800		15 4800	309 60
20	20	420	60071481 042	FRSHP SR CRM 12/16OZ	CS	13 9200		13 9200	278 40
20	20	451	60071481 045	FRSHP SR CRM LITE 12/16OZ	CS	13 9200		13 9200	278 40

TOTAL UNITS SHIPPED **100 00** TOTAL INVOICE AMOUNT \$ **1,485 60**
TOTAL WEIGHT **1200 00**

PLEASE NOTE THIS INVOICE IS TO BE PAID IN FULL BY THE ABOVE DATE PLEASE SUPPORT ANY DEDUCTIONS WITH A FULL EXPLANATION AN ANNOTATED FREIGHT BILL OR DELIVERY TICKET MUST ACCOMPANY ANY DEDUCTIONS FOR SHORT OR DAMAGED PRODUCTS

ANY CLAIMS FOR PRICE TRADE ALLOWANCES CASH DISCOUNTS OR OTHER BENEFITS PERTAINING TO THIS CONTRACT MUSTBE MADE 90 DAYS FROM THE INVOICE DATE

ORIGINAL

Fleming Foods, Inc. 14720 7161072 2001



FRIENDSHIP DAIRIES, INC
COUNTY ROUTE 20
FRIENDSHIP, NY 14739
(716) 973-3031

ROUTE

SHIP DATE

ORDER NO

SHIP TO

BILL TO

[illegible]

FLEMING COMPANIES, INC
 CASES RECEIVED _____
 CASES REFUSED _____
 CASES SHORT _____
 CASES OVER _____
 RECEIVED BY _____
 DRIVER _____
 DATE _____

ORIGINAL



FRIENDSHIP DAIRIES, INC
COUNTY ROUTE 20
FRIENDSHIP, NY 14739
(716) 973-3031

ROUTE

SHIP DATE

ORDER NO

SHIP TO

BILL TO

[illegible]

ELEMEING COMPANIES, INC
CASES RECEIVED 1240
CASES REFUSED 0
CASES SHORT 0
CASES OVER 0
RECEIVED BY J. M. C.
DRIVER [Signature]
DATE 4 2 03

ORIGINAL

PHILLIPS, LYTLE HITCHCOCK, BLAINE & HUBER LLP

ATTORNEYS AT LAW

3400 HSBC CENTER BUFFALO NEW YORK 14203-2887

(716) 847 8400 Fax (716) 852 6100

www.phillipslytle.com

BUFFALO FREDONIA JAMESTOWN NEW YORK ROCHESTER

ANGELA Z. MILLER

(716) 847 7060
amiller@phillipslytle.com

September 10, 2003

Via UPS Overnight Courier

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

Re Fleming Companies, Inc ("Debtor")
United States Bankruptcy Court
District of Delaware
Case No 03-10945

Dear Sir/Madam

Please file the enclosed Proof of Claim of Friendship Dairies Inc in the above-referenced case ("Claim")

I am also enclosing a copy of the Claim to be stamped received and returned by UPS overnight courier in the enclosed envelope

If you have any questions, please call me at (716) 847-7060 Thank you

Very truly yours,

PHILLIPS, LYTLE, HITCHCOCK, BLAINE & HUBER LLP

By

Angela Z. Miller

AZMhj

Enclosures

BFLO Doc # 1319981 1

cc Douglas P Gerbosi
Morgan G Graham, Esq (without enclosures)
William M Hawkins, Esq (without enclosures)