

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

PROOF OF CLAIM



s134213

Scheduled Claim Ref # 2-F2-21839
YOUR CLAIM IS SCHEDULED AS

In re
Fleming Companies, Inc

Case Number
03-10945

\$3 476 335 26 UNSECURED

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

0354429404592

INTER-AMERICAN FOODS INC
~~PO BOX 641274~~ c/o The Kroger Co Law Dept
~~CINCINNATI OH 45264~~ 101' Vine Street
Cincinnati, OH 45202

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 (513) 762-4240

CREDITOR TAX ID #

74-1491846

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

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 12/20/02 - 4/2/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 3,939,810.50 (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

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 11 2003

Fleming Companies Claim



10145

DATE SIGNED

9 10 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)

Bruce M Gack, Vice Pres & Secretary

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

ADDENDUM

The amounts contained in this claim include \$1,049,381 01 representing product supplied to the debtor for which a reclamation claim has been filed bearing Ref #415

Fleming
Chapter 11 Claim

<u>Invoice</u>	<u>P O #</u>	<u>Amount</u>	<u>Date</u>	<u>Due Date</u>
164211	689305-NE	\$8,463 69	3/5/2003	4/4/2003
164212	704034	\$6,989 14	3/5/2003	4/4/2003
164224	705076	\$4,512 02	3/5/2003	4/4/2003
164289	845261-MM	\$6 731 19	3/6/2003	4/5/2003
164290	704742	\$7,717 62	3/6/2003	4/5/2003
164291	292201-MA	\$5,325 60	3/6/2003	4/5/2003
164367	854747-SC	\$9 972 51	3/10/2003	4/9/2003
164368	313473-GA	\$9,052 81	3/10/2003	4/9/2003
164486	836777-ME	\$9,187 46	3/13/2003	4/12/2003
164489	331310-MA	\$7,478 23	3/13/2003	4/12/2003
164490	706703	\$7 874 11	3/13/2003	4/12/2003
164491	303745-FS	\$8 006 13	3/13/2003	4/12/2003
164604	495927-SL	\$8 743 92	3/17/2003	4/16/2003
164614	393499-MA	\$9 905 54	3/19/2003	4/18/2003
164615	089351-HW	\$8 938 05	3/19/2003	4/18/2003
164678	674825-LI	\$5 911 59	3/20/2003	4/19/2003
164679	892972-TU	\$8,860 57	3/20/2003	4/19/2003
164705	411655-GA	\$5 887 02	3/21/2003	4/20/2003
164727	553575-GE	\$11 751 08	3/21/2003	4/20/2003
164728	565301-GE	\$9,836 20	3/21/2003	4/20/2003
164729	885198-ME	\$8,590 71	3/21/2003	4/20/2003
164914	063953-MM	\$5 967 83	3/28/2003	4/27/2003
165008	529601-GA	\$7 385 68	4/2/2003	5/2/2003
165009	674855-LI	\$3 372 88	4/2/2003	5/2/2003
CHG-655	197934	\$644 40		
CHG-430	704742	\$1 004 20		
Div 40		\$188,110 18	Amount Submitted for Proof Of Claim	
164975				

Fleming

Chapter 11 Claim

<u>Invoice</u>	<u>P O #</u>	<u>Amount</u>	<u>Date</u>	<u>Due Date</u>
530111	117555	\$2,520 00	1/17/2003	2/16/2003
532023	273911-GA	\$6,307 70	3/5/2003	4/4/2003
532024	424178-LU	\$5,917 80	3/5/2003	4/4/2003
532068	701154-LF	\$6 518 40	3/6/2003	4/5/2003
532151	783962-T	\$5,144 56	3/7/2003	4/6/2003
532209	427428-NA	\$6,819 06	3/8/2003	4/7/2003
532210	427452-NA	\$7 599 52	3/8/2003	4/7/2003
532211	512442-GE	\$7,665 00	3/8/2003	4/7/2003
532212	512443-GE	\$7,665 00	3/8/2003	4/7/2003
532213	444496-LU	\$7,306 60	3/8/2003	4/7/2003
532254	857262-MM	\$6 287 10	3/11/2003	4/10/2003
532272	524245-GE	\$7 287 12	3/11/2003	4/10/2003
532273	524246-GE	\$7 665 00	3/11/2003	4/10/2003
532274	524247-GE	\$7 665 00	3/11/2003	4/10/2003
532275	524248-GE	\$7 665 00	3/11/2003	4/10/2003
532276	524249-GE	\$7 526 50	3/11/2003	4/10/2003
532280	458123-LU	\$6 527 50	3/11/2003	4/10/2003
532349	333266-GA	\$6,604 50	3/12/2003	4/11/2003
532350	333267-GA	\$4,909 80	3/12/2003	4/11/2003
532361	833231-T	\$5 329 24	3/12/2003	4/11/2003
532426	343170-GA	\$7,126 00	3/13/2003	4/12/2003
532427	343171-GA	\$5 202 40	3/13/2003	4/12/2003
532616	547675-GE	\$7 562 04	3/15/2003	4/14/2003
532673	484736-NA	\$5 846 84	3/18/2003	4/17/2003
532724	588634-GE	\$6 141 50	3/19/2003	4/18/2003
532733	013156-T	\$4 943 00	3/19/2003	4/18/2003
532788	571134-GE	\$7 539 04	3/20/2003	4/19/2003
532790	401950-GA	\$6 755 00	3/20/2003	4/19/2003
532791	401952-GA	\$3 922 80	3/20/2003	4/19/2003
532792	401953-GA	\$5 593 70	3/20/2003	4/19/2003
532793	512280-LU	\$7 822 00	3/20/2003	4/19/2003
532794	512281-LU	\$7 497 00	3/20/2003	4/19/2003
532795	512282-LU	\$7 497 00	3/20/2003	4/19/2003
532796	512283-LU	\$7 490 00	3/20/2003	4/19/2003
532797	512284-LU	\$7 497 00	3/20/2003	4/19/2003
532798	791579-LF	\$6 859 30	3/20/2003	4/19/2003
532886	401951-GA	\$6,317 50	3/21/2003	4/20/2003
532887	791580-LF	\$6 713 00	3/21/2003	4/20/2003
532888	791581-LF	\$7,179 20	3/21/2003	4/20/2003
532961	582786-GE	\$7 665 00	3/22/2003	4/21/2003
532962	588633 GE	\$7 688 00	3/22/2003	4/21/2003
532963	588635-GE	\$4 983 00	3/22/2003	4/21/2003
532964	588636-GE	\$4,983 00	3/22/2003	4/21/2003
532965	588637-GE	\$4 983 00	3/22/2003	4/21/2003
532982	052522-TU	\$5 144 56	3/22/2003	4/21/2003
533025	534346-NA	\$7 417 50	3/25/2003	4/24/2003
533026	534347-NA	\$7 417 50	3/25/2003	4/24/2003
533031	582787-G	\$7 665 00	3/25/2003	4/24/2003
533037	532468-LU	\$7,490 00	3/25/2003	4/24/2003
533038	532469-LU	\$6 875 40	3/25/2003	4/24/2003
533108	534348-NA	\$7 584 00	3/25/2003	4/24/2003
533109	534349-NA	\$7 251 00	3/25/2003	4/24/2003
533115	532457-LU	\$7,547 00 ²	3/25/2003	4/24/2003
533196	534350-NA	\$6,611 78	3/27/2003	4/26/2003

8/28/2003

Fleming
Chapter 11 Claim

<u>Invoice</u>	<u>P O #</u>	<u>Amount</u>	<u>Date</u>	<u>Due Date</u>
533197	534351-NA	\$7,577 00	3/27/2003	4/26/2003
533198	606115-GE	\$6 418 50	3/27/2003	4/26/2003
533259	470405-GA	\$7,490 00	3/28/2003	4/27/2003
533260	830501-LF	\$7,341 60	3/28/2003	4/27/2003
533323	470407-GA	\$4,434 50	3/29/2003	4/28/2003
533324	566083-LU	\$6 698 23	3/29/2003	4/28/2003
533325	830502-LF	\$6 710 90	3/29/2003	4/28/2003
533326	830505-LF	\$7 497 00	3/29/2003	4/28/2003
CHG-1057	764320	\$714 00		
CHG-1087	676042	\$685 58		
CHG-1088	689840	\$551 74		
Div 256		\$413,859 51	Amount Submitted for Proof Of Claim	
533341				

Fleming

Chapter 11 Claim

<u>Invoice</u>	<u>P O #</u>	<u>Amount</u>	<u>Date</u>	<u>Due Date</u>
653291	20999X	\$19 068 80	12/20/2002	1/19/2003
653893	854052	\$21 997 32	1/17/2003	2/16/2003
654941	181572	\$3,369 60	2/28/2003	3/30/2003
655019	214512	\$51,218 02	3/7/2003	4/6/2003
655020	241198	\$45,874 87	3/7/2003	4/6/2003
655021	815098	\$64,975 06	3/7/2003	4/6/2003
655022	676462	\$24,281 01	3/7/2003	4/6/2003
655023	237343	\$68,020 68	3/7/2003	4/6/2003
655024	845245	\$13,882 63	3/7/2003	4/6/2003
655025	857282	\$10 692 08	3/7/2003	4/6/2003
655026	802717	\$66,630 86	3/7/2003	4/6/2003
655027	579208	\$33 160 29	3/7/2003	4/6/2003
655028	743820	\$65 270 90	3/7/2003	4/6/2003
655029	518366	\$13,189 98	3/7/2003	4/6/2003
655030	33547	\$35,405 27	3/7/2003	4/6/2003
655041	702972	\$46,656 95	3/7/2003	4/6/2003
655042	702771	\$44,705 26	3/7/2003	4/6/2003
655043	703206	\$37,068 43	3/7/2003	4/6/2003
655044	565722	\$18,849 72	3/7/2003	4/6/2003
655046	724987	\$72,114 81	3/7/2003	4/6/2003
655083	850073	\$31,991 24	3/7/2003	4/6/2003
655084	436235	\$22,608 27	3/7/2003	4/6/2003
655085	050761	\$25,067 74	3/7/2003	4/6/2003
655086	427396	\$34,317 21	3/7/2003	4/6/2003
655087	718190	\$23 013 45	3/7/2003	4/6/2003
655174	273888	\$54 044 83	3/14/2003	4/13/2003
655175	497039	\$14,257 41	3/14/2003	4/13/2003
655176	450303	\$22,276 28	3/14/2003	4/13/2003
655177	867295	\$75,671 30	3/14/2003	4/13/2003
655178	463386	\$38,836 39	3/14/2003	4/13/2003
655179	723886	\$30,584 07	3/14/2003	4/13/2003
655180	284371	\$72,134 12	3/14/2003	4/13/2003
655181	893651	\$10 833 48	3/14/2003	4/13/2003
655182	846559	\$69 836 46	3/14/2003	4/13/2003
655183	615357	\$32,876 29	3/14/2003	4/13/2003
655184	615357	\$5,344 24	3/14/2003	4/13/2003
655185	767382	\$54 933 63	3/14/2003	4/13/2003
655186	772049	\$58,448 64	3/14/2003	4/13/2003
655187	553560	\$12,185 51	3/14/2003	4/13/2003
655188	33913	\$38,161 92	3/14/2003	4/13/2003
655203	704921	\$45,110 52	3/14/2003	4/13/2003
655204	704922	\$33,509 41	3/14/2003	4/13/2003
655205	704957	\$25 653 90	3/14/2003	4/13/2003
655206	705003	\$28,412 01	3/14/2003	4/13/2003
655207	784000	\$48,502 49	3/14/2003	4/13/2003
655249	278771	\$72,878 40	3/14/2003	4/13/2003
655250	068329	\$32,808 56	3/14/2003	4/13/2003
655251	470421	\$32,938 09	3/14/2003	4/13/2003
655252	752357	\$38,508 24	3/14/2003	4/13/2003
655354	333209	\$49,811 94	3/21/2003	4/20/2003
655355	316122	\$36,321 03	3/21/2003	4/20/2003
655356	489377	\$22,980 12	3/21/2003	4/20/2003
655357	029438	\$26,451 00 ⁴	3/21/2003	4/20/2003
655358	490589	\$39 063 08	3/21/2003	4/20/2003

8/28/2003

Fleming
Chapter 11 Claim

<u>Invoice</u>	<u>P O #</u>	<u>Amount</u>	<u>Date</u>	<u>Due Date</u>
655359	771486	\$24,466 95	3/21/2003	4/20/2003
655360	346919	\$74 330 44	3/21/2003	4/20/2003
655361	354763	\$46,426 79	3/21/2003	4/20/2003
655362	085859	\$27,218 42	3/21/2003	4/20/2003
655363	027824	\$9 204 65	3/21/2003	4/20/2003
655364	033826	\$9,498 71	3/21/2003	4/20/2003
655365	651211	\$56,815 84	3/21/2003	4/20/2003
655366	790848	\$52,165 66	3/21/2003	4/20/2003
655367	588603	\$14,301 12	3/21/2003	4/20/2003
655368	34290	\$23,796 33	3/21/2003	4/20/2003
655381	706875	\$24,876 50	3/21/2003	4/20/2003
655382	706992	\$19,316 84	3/21/2003	4/20/2003
655383	706891	\$29 013 17	3/21/2003	4/20/2003
655385	843106	\$51 703 42	3/21/2003	4/20/2003
655386	887674	\$13 368 47	3/21/2003	4/20/2003
655415	029437	\$70,256 49	3/21/2003	4/20/2003
655416	513112	\$25,554 32	3/21/2003	4/20/2003
655496	392063	\$53 847 35	3/26/2003	4/25/2003
655497	819094	\$22 934 36	3/26/2003	4/25/2003
655498	34604	\$30 021 29	3/26/2003	4/25/2003
655508	708540	\$26,627 43	3/26/2003	4/25/2003
655561	537469	\$22 288 51	3/28/2003	4/27/2003
655562	316122	\$1,526 72	3/28/2003	4/27/2003
655564	081895	\$63 927 09	3/28/2003	4/27/2003
655565	518508	\$39,787 74	3/28/2003	4/27/2003
655566	385781	\$76 194 75	3/28/2003	4/27/2003
655567	103362	\$21,446 18	3/28/2003	4/27/2003
655568	555551	\$38,704 56	3/28/2003	4/27/2003
655569	819294	\$24,216 60	3/28/2003	4/27/2003
655570	057451	\$14,105 36	3/28/2003	4/27/2003
655571	885206	\$64 675 27	3/28/2003	4/27/2003
655572	692822	\$71 885 54	3/28/2003	4/27/2003
655573	692823	\$25 156 70	3/28/2003	4/27/2003
655574	814152	\$23 620 05	3/28/2003	4/27/2003
655575	617772	\$19,190 28	3/28/2003	4/27/2003
655586	708551	\$12 809 16	3/28/2003	4/27/2003
655587	708507	\$22 364 90	3/28/2003	4/27/2003
655588	692370	\$21 335 87	3/28/2003	4/27/2003
655589	013126	\$46 270 98	3/28/2003	4/27/2003
655447	Unknown	(\$245 70)	3/25/2003	
CHG-1060	218101	\$6,031 98		
Div 57		<u>\$3,337,840 90</u>	Amount Submitted for Proof Of Claim	
655614				