UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

564972

Bar Date Ref # 2-NVM-23670

In re

Fuelserve, Inc

Case Number

03-10960(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

0354653564972

Land O Lakes Inc
1200 W County Rd F
Arden Hills MN 55112-2921

Creditor Telephone Number (651) 481-2666

☐ 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 TAX I D # 41-0365145

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

[X] 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 ______ (date) to ______ (date)

2 DATE DEBT WAS INCURRED 2/20/2002 to 3/31/2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE $ 484,536 17 (unsecured) $ 262,878 44 (secured) $ ______ (unsecured priority) $ 747,414 61 (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

[X] Check this box if your claim is secured by collateral (including a right of setoff)

Brief description of collateral

☐ Real Estate
☐ Motor Vehicle
[X] Other right of setoff

Value of collateral $ 262,878 44

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

BMC

DATE SIGNED 9/10/2003

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)

Keith E Wolf, Credit Manager

Fleming Companies Claim

10212

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

FLEMING PRE PETITION OPEN INVOICES

INVOICE DATE	INVOICE #	INVOICE PO#	AMOUNT	DUE DATE	SHIP TO
3/10/2003	2513746	050730-HW	$ 4,208 52	3/20/2003	HAWAII
3/13/2003	2514990	372658-GA	$ 21,155 68	3/23/2003	GARLAND
3/13/2003	2515076	788727-NE	$ 75,814 00	3/23/2003	NE MARYLAND
3/13/2003	2515102	862848-TU	$ 7,648 74	3/23/2003	TULSA
3/13/2003	2514928	34161-WK	$ 25,346 49	3/23/2003	WAUKESHA
3/14/2003	2515500	503759-LU	$ 10,556 42	3/24/2003	LUBBOCK
3/14/2003	2515526	806437-NE	$ 12,440 38	3/24/2003	NE MARYLAND
3/14/2003	2515586	806438-NE	$ 971 34	3/24/2003	NE MARYLAND
3/16/2003	2515947	752348-LF	$ 4,633 89	3/26/2003	LAFAYETTE
3/17/2003	2516244	068298-HW	$ 13,724 36	3/27/2003	HAWAII
3/17/2003	2516141	376576-MA	$ 28 850 27	3/27/2003	MASSILLON
3/18/2003	2516466	565279-GE	$ 2,611 88	3/28/2003	GENEVA
3/18/2003	2516481	027858-MM	$ 5,166 04	3/28/2003	MIAMI
3/19/2003	2517189	709209	$ 16,744 06	3/29/2003	LACROSSE
3/19/2003	2517248	812779-NE	$ 13,769 07	3/29/2003	NE MARYLAND
3/19/2003	2517304	812780-NE	$ 2,111 69	3/29/2003	NE MARYLAND
3/19/2003	2517186	490596-PX	$ 2,336 04	3/29/2003	PHOENIX
3/19/2003	2517187	490597-PX	$ 165 60	3/29/2003	PHOENIX
3/19/2003	2517188	490598-PX	$ 4,525 65	3/29/2003	PHOENIX
3/19/2003	2517251	32327	$ 3,749 80	3/29/2003	PLYMOUTH
3/19/2003	2517239	709072	$ 16,610 26	3/29/2003	SUPERIOR
3/20/2003	2517803	431043-GA	$ 51,429 58	3/30/2003	GARLAND
3/20/2003	2517664	818755-KC	$ 4,517 98	3/30/2003	KANSAS CITY
3/20/2003	2517762	528536-SL	$ 5,601 06	3/30/2003	SALT LAKE CITY
3/21/2003	2518250	564258-LU	$ 8,542 73	3/31/2003	LUBBOCK
3/21/2003	2518293	854066-NE	$ 6,691 76	3/31/2003	NE MARYLAND
3/21/2003	2518355	854067-NE	$ 3,256 58	3/31/2003	NE MARYLAND
3/23/2003	2518635	035390-MM	$ 6,811 64	4/2/2003	MIAMI
3/23/2003	2518636	063959-MM	$ 5,510 04	4/2/2003	MIAMI
3/24/2003	2518938	085828-HW	$ 5,729 49	4/3/2003	HAWAII
3/26/2003	2519690	617769-GE	$ 5,988 09	4/5/2003	GENEVA
3/26/2003	2519723	518503-PX	$ 1,976 80	4/5/2003	PHOENIX
3/26/2003	2519724	518504-PX	$ 662 40	4/5/2003	PHOENIX
3/26/2003	2519725	518505-PX	$ 3,296 70	4/5/2003	PHOENIX
3/26/2003	2519787	32688	$ 3,938 90	4/5/2003	PLYMOUTH
3/26/2003	2519774	709073	$ 11,103 96	4/5/2003	SUPERIOR
3/27/2003	2520248	104264-SC	$ 5,765 34	4/6/2003	NO CAL
3/30/2003	2521051	023817-ME	$ 9,888 24	4/9/2003	MEMPHIS
3/30/2003	2521046	065531-MM	$ 13,513 10	4/9/2003	MIAMI
	Total		$ 427,364 57		

Madison Dairy

3/17/2003	BU002991 34607	$ 27,630 00	
3/24/2003	BU003138 34999	$ 27,630 00	
11/29/2002	BU000482 12042	$ 53 55	Unjust Deduction
			$ 55,313 55

Dairyman's

3/31/2003	52037-001	192227-SC	$	374 40	Deduction
3/5/2003	60010-001	819924-SC	$	26,276 25	
3/10/2003	60146-001	050714-HW	$	14,382 50	
3/12/2003	60269-001	872101-SC	$	14 498 64	
3/17/2003	60422-001	316124-FS	$	17,574 41	
3/19/2003	60498-001	025562-SC	$	20,241 04	
3/24/2003	60653-001	365663-FS	$	20,163 04	
3/26/2003	60771-001	086693-SC	$	25,398 80	
3/31/2003	60900-001	103315-HW	$	15,289 28	
	Total				$ 154,198 36

Fleming Open Deductions due to Land O'Lakes

8/26/2003

Fleming Reference	Fleming Check #	Amount Due	Date Received	LOL ID #	Reason	Comments
Corporate Mktg						
CCM56847 DELI	25753193	$ 21,870 00	12/4/2002	432894	unjust promo	no deal offered
AD WK 1124	25753193	$ 1,325 00	12/4/2002	432900BBBA	unjust promo	ad did not run
AD WK 120102	25756411	$ 3,100 00	12/10/2002	434626BBBBA	unjust promo	overdeducted for offer
AD WK 122202	23535313	$ 200 00	12/31/2002	439573BBBBBAA	unjust promo	ad did not run
AD WK 122202	23535313	$ 150 00	12/31/2002	439573BBBBBBB	unjust promo	ad did not run
AD WK 1503	25774138	$ 750 00	1/24/2003	445757BBBBA	unjust promo	ad did not run
AD WK 1124	25753193	$ 150 00	12/4/2002	432900BBBB	unjust promo	ad did not run
AD WK 120102	25756411	$ 150 00	12/10/2002	434626BBBBB	unjust promo	ad did not run
AD WK 122202	23535313	$ 500 00	12/31/2002	439573BBBBBAB	unjust promo	ad did not run
AD WK 122202	23535313	$ 100 00	12/31/2002	439573BBBBBA	unjust promo	ad did not run
AD WK 1503	25774138	$ 800 00	1/24/2003	445757BBBBB	unjust promo	ad did not run
AD WK 030903	23565348	$ 4,750 00	3/24/2003	460042A	unjust promo	ads did not run
Total Corp Mktg		**$ 33,845 00**				
Geneva						
GEU915280	25739166	$ 1 007 61	11/5/2002	425964	unjust promo	no deal offered
Total Geneva		**$ 1,007 61**				
Hawaii						
HWT001213	23555959	$ 971 28	3/10/2003	456350	product return	no proof of return
Total Hawaii		**$ 971 28**				
K-Mart						
900249KM	23437087	$ 6,177 66	2/20/2002	358340	Linear rate	not offered to Fleming in 2001
9002299KM	23437087	$ 5 374 14	2/20/2002	358348	Linear rate	not offered to Fleming in 2001
Total K-Mart		**$ 11,551 80**				
Lafayette						
LFP921254	25763776	$ 500 00	1/3/2003	440396	unjust fee	VP Manual Admin fee
Total Lafayette		**$ 500 00**				
Lincoln						
LIC920953	25760035	$ 338 61	12/19/2002	436722	wrong vendor	need to deduct from Dean Foods
Total Lincoln		**$ 338 61**				

Massillon							
MAO000628	25733407	$	1,000 00	10/22/2002	423054	unjust promo	no offer made
MAR010203	25779596	$	2,064 82	2/5/2003	448539	unjust reclaim charge	duplicate billing
MAR010165	25779596	$	1,427 98	2/5/2003	448543	unjust reclaim charge	duplicate billing
MAR0101230	25779596	$	1,257 36	2/5/2003	448547	unjust reclaim charge	duplicate billing
MAR010186	25779596	$	1,117 04	2/5/2003	448551	unjust reclaim charge	duplicate billing
MAR010164	25779596	$	976 61	2/5/2003	448553	unjust reclaim charge	duplicate billing
MAR010202	25779596	$	727 06	2/5/2003	448557	unjust reclaim charge	duplicate billing
MAR0101229	25779596	$	691 22	2/5/2003	448559	unjust reclaim charge	duplicate billing
MAR010258	25779596	$	458 32	2/5/2003	448565	unjust reclaim charge	duplicate billing
Total Massillon		**$**	**9,720 41**				
Memphis							
MEL132812	25774138	$	500 00	1/24/2003	445785	unjust fee	appt was on time
Total Memphis		**$**	**500 00**				
Miami							
MIU930582	23541647	$	407 60	1/28/2003	446484	need info	back up doesn't match deduction
MIP999134	23506965	$	349 29	10/8/2002	420008	unjust promo	no deal offered
Total Miami		**$**	**756 89**				
Minneapolis							
36573RRNB	25734890	$	5,000 00	10/22/2002	423739	unjust promo	no deal offered
Total Minneapolis		**$**	**5,000 00**				
Nashville							
NAH022433	23492996	$	472 50	8/16/2002	406939	unjust promo	no deal offered
CSC072037	23483252	$	500 00	7/31/2002	397944B	unjust promo	product not ordered
NAH006423	23550760	$	315 00	2/26/2003	453925	no back up	need to provide justification
Total Nashville		**$**	**1,287 50**				
NE Maryland							
NEL402129	25753193	$	500 00	12/4/2002	432922	unjust fee	appt was on time
NEU931195	23506739	$	481 68	9/27/2002	417292B	unjust promo	no deal offered
NEP920289	25727241	$	1,956 32	10/9/2002	420187B	unjust promo	over deducted based on volume
NEU930973	23499698	$	1,152 60	9/9/2002	412404	unjust promo	no deal offered
NEU931930DELI	25756411	$	3,351 60	12/10/2002	434628	unjust promo	no deal offered
NEO000072DELI	23544390	$	4,000 00	2/1/2003	447539	unjust promo	no deal offered
Total NE Maryland		**$**	**11,442 20**				

Northern Cal							
SRG010257	23541647	$	226 05	1/28/2003	446476	wrong vendor	deduct from Liberty Richter
Total Nor Cal		**$**	**226 05**				
Phoenix							
PXC14446	23506739	$	486 00	9/27/2002	417314	unjust promo	out of deal dates
PXX102121	25695114	$	797 50	7/30/2002	402685B	unjust promo	no promo offered
PXY101666	23492996	$	1,010 00	8/16/2002	406921	unjust promo	no promo offered
PXY103946	25737841	$	1,515 00	11/1/2002	425089	unjust promo	need copy of ad to justify
PXY104335	25753193	$	735 00	12/4/2002	432916	wrong vendor	need to deduct from West Farm
PXO104787	23536249	$	496 00	1/6/2003	440599	wrong vendor	need to deduct from West Farm
PXH105333	25775940	$	563 20	1/29/2003	446976	wrong vendor	need to deduct from West Farm
PXH105303	25775940	$	1,515 00	1/24/2003	445771	wrong vendor	need to deduct from West Farm
PXX809135	25774138	$	500 00	3/4/2003	455279	unjust fee	VP Manual Admin Fee
Total Phoenix	25791070	**$**	**7,617 70**				
Salt Lake City							
SLH527050	23526018	$	2,000 00	12/3/2002	432647	unjust promo	no ad ran
Total Salt Lake City		**$**	**2,000 00**				
Superior							
SUP00002505068Q	25787525	$	315 40	2/26/2003	453784	shortage	POD signed in full
Total Superior		**$**	**315 40**				
Coupon deductions	several	**$**	**23,457 68**	67 deductions (see attached spreadsheet & detail)			customers on suspense, foreigns
Total Unjustified Due		**$**	**110,538 13**				

Mılıtary Credıts

INVOICE DATE	INVOICE #	INVOICE PO#	AMOUNT	SHIP TO
6/1/2001	2287335	01C7420094	$ (2,819 74)	Garland
12/10/2002	2482373	01B0036748	$ (0 10)	Garland
12/20/2002	2486824	01B0036748	$ (1,151 90)	Garland
3/19/2003	2517331	MAC00G20253022	$ (355 46)	Lubbock
3/19/2003	2517332	MCN00G20253022	$ (4,885 08)	Lubbock
3/19/2003	2517333	MDG00G20253022	$ (1,335 79)	Lubbock
3/19/2003	2517334	MCW00G20253022	$ (3,411 42)	Lubbock
3/19/2003	2517335	MDH00G20253022	$ (557 75)	Lubbock
4/4/2003	2523636	MAC00G20253024	$ (125 79)	Lubbock
4/4/2003	2523637	MCN00G20253024	$ (5 654 72)	Lubbock
4/4/2003	2523638	MDG00G20253024	$ (1,857 04)	Lubbock
4/4/2003	2523639	MCW00G20253024	$ (5,946 57)	Lubbock
4/4/2003	2523640	MDH00G20253024	$ (1,046 55)	Lubbock
3/7/2003	2513292	MCZ00G20253020	$ (677 78)	Garland
3/7/2003	2513293	MC100G20253020	$ (505 05)	Garland
3/7/2003	2513294	MDC00G20253020	$ (1,138 07)	Garland
3/7/2003	2513295	MCP00G20253020	$ (720 38)	Garland
3/7/2003	2513296	MCR00G20253020	$ (3,804 10)	Garland
3/7/2003	2513297	MCQ00G20253020	$ (1,863 30)	Garland
3/7/2003	2513298	MCS00G20253020	$ (993 95)	Garland
3/7/2003	2513299	MCH00G20253020	$ (944 86)	Garland
3/7/2003	2513395	01C0430228	$ (579 62)	Garland
3/7/2003	2513396	01C0430228	$ (150 24)	Garland
3/7/2003	2513397	01C0430228	$ (171 36)	Garland
3/7/2003	2513398	01C0430228	$ (56 88)	Garland
3/7/2003	2513399	01C0430228	$ (142 42)	Garland
3/7/2003	2513400	01C0430228	$ (776 05)	Garland
3/20/2003	2517894	MCZ00G20253022	$ (764 44)	Garland
3/20/2003	2517895	MC100G20253022	$ (769 75)	Garland
3/20/2003	2517896	MCP00G20253022	$ (996 10)	Garland
3/20/2003	2517897	MDC00G20253022	$ (1,749 63)	Garland
3/20/2003	2517898	MCR00G20253022	$ (4,649 00)	Garland
3/20/2003	2517899	MCS00G20253022	$ (119 56)	Garland
3/20/2003	2517900	MCQ00G20253022	$ (3,489 89)	Garland
3/20/2003	2517902	MCH00G20253022	$ (1,530 02)	Garland
3/20/2003	2517996	01C0430315	$ (362 80)	Garland
3/20/2003	2517997	01C0430315	$ (225 36)	Garland
3/20/2003	2517998	01C0430315	$ (99 96)	Garland
3/20/2003	2517999	01C0430315	$ (1,459 50)	Garland
3/20/2003	2518000	01C0430315	$ (958 30)	Garland
3/20/2003	2518001	01C0430315	$ (1,583 21)	Garland
4/4/2003	2523757	MCZ00G20253024	$ (1,016 80)	Garland
4/4/2003	2523758	MC100G20253024	$ (678 78)	Garland
4/4/2003	2523759	MCP00G20253024	$ (259 50)	Garland
4/4/2003	2523760	MCQ00G20253024	$ (2 073 51)	Garland
4/4/2003	2523761	MDC00G20253024	$ (2,012 58)	Garland
4/4/2003	2523762	MCR00G20253024	$ (4,930 36)	Garland
4/4/2003	2523763	MCS00G20253024	$ (245 96)	Garland
4/4/2003	2523764	MCH00G20253024	$ (2,006 71)	Garland

4/18/2003	2529024	01C0430331	$	(397 36)	Garland	
4/18/2003	2529026	01C0430331	$	(1,128 80)	Garland	
4/18/2003	2529027	01C0430331	$	(2,421 60)	Garland	
1/17/2003	2495852	80F0252380	$	(113 76)	Hawaii	
1/21/2003	2496899	1107869	$	(79 19)	Hawaii	
1/21/2003	2496900	1162837	$	(119 79)	Hawaii	
1/21/2003	2496901	80F0253849	$	(117 93)	Hawaii	
1/21/2003	2496902	1156138	$	(79 19)	Hawaii	
1/21/2003	2496903	80F0253750	$	(275 11)	Hawaii	
1/21/2003	2496904	80F0254144	$	(119 90)	Hawaii	
1/21/2003	2496905	80F0254509	$	(71 16)	Hawaii	
1/21/2003	2496906	80F0254254	$	(189 60)	Hawaii	
1/21/2003	2496907	80F0254084	$	(170 13)	Hawaii	
1/31/2003	2500761	80F0255403	$	(104 40)	Hawaii	
2/11/2003	2504240	1107869	$	(79 19)	Hawaii	
2/27/2003	2510004	80F0255751	$	(235 86)	Hawaii	
2/27/2003	2510005	80F0056230	$	(212 73)	Hawaii	
3/17/2003	2516315	1156138	$	(40 60)	Hawaii	
3/17/2003	2516316	1165159	$	(171 95)	Hawaii	
3/17/2003	2516317	1162837	$	(79 19)	Hawaii	
3/17/2003	2516318	80F0257731	$	(269 10)	Hawaii	
3/19/2003	2517347	WHR00G20253022	$	(361 10)	Hawaii	
3/19/2003	2517348	WHV00G20253022	$	(1,189 96)	Hawaii	
3/19/2003	2517349	WHX00G20253022	$	(2,870 09)	Hawaii	
3/19/2003	2517350	WHU00G20253022	$	(2 464 80)	Hawaii	
3/19/2003	2517351	WHW00G20253022	$	(3,682 08)	Hawaii	
3/19/2003	2517494	72C3130315	$	(331 56)	Hawaii	
3/31/2003	2521391	1107869	$	(79 19)	Hawaii	
3/31/2003	2521392	1162834	$	(40 60)	Hawaii	
3/31/2003	2521393	80F0259859	$	(28 45)	Hawaii	
3/31/2003	2521394	80F0258076	$	(14 28)	Hawaii	
3/31/2003	2521395	80F0258164	$	(473 48)	Hawaii	
3/31/2003	2521396	80F0258117	$	(85 44)	Hawaii	
4/3/2003	2522933	WHV00G20253024	$	(2,303 53)	Hawaii	
4/3/2003	2522934	WHX00G20253024	$	(2 675 40)	Hawaii	
4/3/2003	2522935	WHW00G20253024	$	(4,615 83)	Hawaii	
4/3/2003	2522916	WHR00G20253024	$	(334 37)	Hawaii	
4/3/2003	2522937	WHU00G20253024	$	(4,294 45)	Hawaii	
4/4/2003	2523765	72C3130331	$	(306 92)	Hawaii	
4/18/2003	2529025	1107869	$	(158 38)	Hawaii	
4/18/2003	2529117	1156138	$	(40 60)	Hawaii	
4/18/2003	2529118	1162837	$	(40 60)	Hawaii	
4/18/2003	2529119	1238876	$	(119 79)	Hawaii	
4/18/2003	2529120	80F0259786	$	(117 82)	Hawaii	
4/18/2003	2529121	80F0259776	$	(216 90)	Hawaii	
4/18/2003	2529122	80F0258981	$	(171 72)	Hawaii	
4/18/2003	2529123	80F0258387	$	(75 84)	Hawaii	
4/18/2003	2529124	80F0259104	$	(80 01)	Hawaii	
4/18/2003	2529125	80F0259297	$	(43 46)	Hawaii	
4/18/2003	2529126	1243868	$	(40 60)	Hawaii	
4/18/2003	2529127	1156138	$	(40 60)	Hawaii	OAC # 480584
			$	(107,428 08)		

	Fleming Duplicate Repayments for Deductions made to Land O'Lakes									
	9/3/2003									
LOL Rebill Deduction #	Deduction Reference on First Check	First Fleming Check #	Amount of First Check	Date of First Ck	Deduction Reference on Second Check	Second Fleming Check #	Amount of Second Check	Date of Second Ck	Amount of Repayment	LOL Open Payment #
216158	PXT401585	Wire	$728,051 90	10/24/01	PXT401585R	25594990	$37,056 96	12/14/01	1,111 95	341302
173956	2132151	Wire	$728,051 90	10/24/01	PXU971611R	25594990	$37,056 96	12/14/01	1 281 62	341304
220008	976938	Wire	$728,051 90	10/24/01	PXU976938R	25594990	$37 056 96	12/14/01	2,498 76	341308
212507	PXU976201	Wire	$728,051 90	10/24/01	PXU976201R	25594990	$37,056 96	12/14/01	2,709 41	341310
209637	WWX100535	Wire	$84,817 55	09/24/02	WWX100535PB	25594990	$37,056 96	12/14/01	9,872 90	341312
174849A	167518PB	23420811	$66,646 47	12/20/01	167518PB	23420811	$66,646 47	12/20/01	1,000 00	344216B
305254	MIU921496	Wire	$728,051 90	10/24/01	MIU921496R	23437087	$6,006 02	02/11/02	411 72	359802
282800	SUP064893BB	Wire	$728,051 90	10/24/01	64893Repay	23437087	$6,006 02	02/11/02	1,800 00	359816
282798	SUP064892BB	Wire	$728,051 90	10/24/01	64892Repay	23437087	$6,006 02	02/11/02	1,800 00	359818
213252	CCM47370	Wire	$728,051 90	10/24/01	CCM47370-RP	23437087	$6,006 02	02/11/02	4,713 00	359828
92164	GAU931406	Wire	$728,051 90	10/24/01	GAU931406PB	25628391	$84,430 01	02/27/02	378 00	363079
211344	OKB090582	Wire	$728,051 90	10/24/01	OKB090582PB	25628391	$84,430 01	02/27/02	386 44	363081
94571	GAU931647	Wire	$728,051 90	10/24/01	GAU931647PB	25628391	$84,430 01	02/27/02	486 00	363098
162481	GAC410566	Wire	$728,051 90	10/24/01	GAC410566PB	25628391	$84,430 01	02/27/02	741 66	363108
162479	GAC410556	Wire	$728,051 90	10/24/01	GAC410556PB	25628391	$84,430 01	02/27/02	747 00	363110
230723RS	FSB095736	Wire	$728,051 90	10/24/01	FSB095736PR	25628391	$84,430 01	02/27/02	1,944 00	363124
285539	NAX001865	Wire	$728,051 90	10/24/01	NAZ001865PB	25628391	$84,430 01	02/27/02	3,000 00	363126
219667	PXB96515	Wire	$728,051 90	10/24/01	PXB096515PB	25628391	$84,430 01	02/27/02	3,198 30	363128
219659	PXB096514	Wire	$728,051 90	10/24/01	PXB096514PB	25628391	$84,430 01	02/27/02	4,693 20	363130
305246	NAX441033PB	25586099	$83,667 34	11/26/01	NAX441033PR	25628391	$84,430 01	02/27/02	7,000 00	363476
391927	MIU927414	Wire	$84,817 55	09/24/02	MIU927414R	25723834	$24,016 45	09/27/02	207 36	418447
359196	LFC200665PB	25719416	$130,672 86	09/18/02	LFC000665PB	23507295	$119,014 33	09/30/02	281 16	419083
367497	PXC20363PB	25719416	$130,672 86	09/18/02	PXC00363PB	23507295	$119,014 33	09/30/02	324 60	419083
359112	NCC200074PB	25719416	$130,672 86	09/18/02	NCC000074PB	23507295	$119,014 33	09/30/02	328 68	419083
362382	LIC201195PB	25719416	$130,672 86	09/18/02	LIC001195PB	23507295	$119,014 33	09/30/02	345 90	419083
400318	NAC210246PB	25719416	$130,672 86	09/18/02	NAC210246PB	23507295	$119,014 33	09/30/02	378 00	419083
393988	OKC0112006PB	1107052381	$50,041 02	09/24/02	OKC212006PB	23507295	$119,014 33	09/30/02	380 16	419083
394026	OKC0112007PB	1107052381	$50,041 02	09/24/02	OKC212007PB	23507295	$119,014 33	09/30/02	380 16	419083
359020	MIC200889PB	25719416	$130,672 86	09/18/02	MIC000889PB	23507295	$119,014 33	09/30/02	393 12	419083
406949	NAC210789PB	25719416	$130,672 86	09/18/02	NAC210789PB	23507295	$119,014 33	09/30/02	405 00	419083
402689	LUC210191PB	25719416	$130,672 86	09/18/02	LUC210191PB	23507295	$119,014 33	09/30/02	431 10	419083
358950	PXC000585PB	25719416	$130,672 86	09/18/02	PXC000585PB	23507295	$119,014 33	09/30/02	462 00	419083
358940	LUC200483PB	25719416	$130,672 86	09/18/02	LUC000483PB	23507295	$119,014 33	09/30/02	480 00	419083
408843	MIC210107PB	25719416	$130,672 86	09/18/02	MIC210107PB	23507295	$119,014 33	09/30/02	486 20	419083

	Fleming Duplicate Repayments for Deductions made to Land O'Lakes									
	9/3/2003									
LOL Rebill Deduction #	Deduction Reference on First Check	First Fleming Check #	Amount of First Check	Date of First Ck	Deduction Reference on Second Check	Second Fleming Check #	Amount of Second Check	Date of Second Ck	Amount of Repayment	LOL Open Payment #
382448	OKC011871PB	1107052381	$50,041 02	09/24/02	OKC211871PB	23507295	$119,014 33	09/30/02	487 34	419083
406935	NAC210788PB	25719416	$130,672 86	09/18/02	NAC210788PB	23507295	$119,014 33	09/30/02	525 00	419083
358730	PXC000584PB	25719416	$130,672 86	09/18/02	PXC000584PB	23507295	$119,014 33	09/30/02	529 20	419083
404468	MEC210114PB	25719416	$130,672 86	09/18/02	MEC210114PB	23507295	$119,014 33	09/30/02	563 04	419083
362378	OKC001987PB	25719416	$130,672 86	09/18/02	OKC001987PB	23507295	$119,014 33	09/30/02	590 50	419083
358683	PXC000894PB	25719416	$130,672 86	09/18/02	PXC000894PB	23507295	$119,014 33	09/30/02	622 40	419083
358688	OKC200144PB	25719416	$130,672 86	09/18/02	OKC000144PB	23507295	$119,014 33	09/30/02	659 00	419083
406933	WWC210034PB	25719416	$130,672 86	09/18/02	WWC210034PB	23507295	$119,014 33	09/30/02	688 50	419083
367493	WWC200860PB	25719416	$130,672 86	09/18/02	WWC000860PB	23507295	$119,014 33	09/30/02	696 74	419083
371005	NCC202138PB	25719416	$130,672 86	09/18/02	NCC002138PB	23507295	$119,014 33	09/30/02	696 96	419083
358675	NAC0002130PB	25719416	$130,672 86	09/18/02	NAC002130PB	23507295	$119,014 33	09/30/02	698 40	419083
362374	OKC202039PB	25719416	$130,672 86	09/18/02	OKC002039PB	23507295	$119,014 33	09/30/02	702 24	419083
371003	MAC202190PB	25719416	$130,672 86	09/18/02	MAC002190PB	23507295	$119,014 33	09/30/02	712 80	419083
367491	SLC201624PB	25719416	$130,672 86	09/18/02	SLC001624PB	23507295	$119,014 33	09/30/02	763 20	419083
358639	OKC201417PB	25719416	$130,672 86	09/18/02	OKC001417PB	23507295	$119,014 33	09/30/02	772 80	419083
358617	PXC202443PB	25719416	$130,672 86	09/18/02	PXC002443PB	23507295	$119,014 33	09/30/02	810 00	419083
358619	PXC202535PB	25719416	$130,672 86	09/18/02	PXC002535PB	23507295	$119,014 33	09/30/02	810 00	419083
400314	NAC210071PB	25719416	$130,672 86	09/18/02	NAC210071PB	23507295	$119,014 33	09/30/02	816 00	419083
400312	NAX445964PB	25718700	$202,186 83	09/16/02	NAC210070PB	23507295	$119,014 33	09/30/02	840 00	419083
393982	OKC0112005PB	1107052381	$50,041 02	09/24/02	OKC212005PB	23507295	$119,014 33	09/30/02	897 60	419083
382440	OKC010829PB	1107052381	$50,041 02	09/24/02	OKC210829PB	23507295	$119,014 33	09/30/02	911 26	419083
362370	PXC203052PB	25719416	$130,672 86	09/18/02	PXC003052PB	23507295	$119,014 33	09/30/02	928 20	419083
404456	KCC210044PB	25719416	$130,672 86	09/18/02	KCC210044PB	23507295	$119,014 33	09/30/02	1,038 00	419083
404454	MEC210300PB	25719416	$130,672 86	09/18/02	MEC210300PB	23507295	$119,014 33	09/30/02	1,051 80	419083
406919	NAC210786PB	25719416	$130,672 86	09/18/02	NAC210786PB	23507295	$119,014 33	09/30/02	1,065 60	419083
358544	PXC000978PB	25719416	$130,672 86	09/18/02	PXC000978PB	23507295	$119,014 33	09/30/02	1,097 40	419083
393980	PXC010429PB	1107052381	$50,041 02	09/24/02	PXC210249PB	23507295	$119,014 33	09/30/02	1,134 00	419083
362330	PXC202991PB	25719416	$130,672 86	09/18/02	PXC002991PB	23507295	$119,014 33	09/30/02	1,558 80	419083
367483	PXC203638PB	25719416	$130,672 86	09/18/02	PXC003638PB	23507295	$119,014 33	09/30/02	1,833 30	419083
400310	NAC210247PB	25719416	$130,672 86	09/18/02	NAC210247PB	23507295	$119,014 33	09/30/02	1,903 50	419083
362328	NEC200678PB	25719416	$130,672 86	09/18/02	NEC000678PB	23507295	$119,014 33	09/30/02	1,916 00	419083
362326	NEC200714PB	25719416	$130,672 86	09/18/02	NEC000714PB	23507295	$119,014 33	09/30/02	1,933 20	419083
358426	LUC201091PB	25719416	$130,672 86	09/18/02	LUC001091PB	23507295	$119,014 33	09/30/02	2,160 00	419083
367479	PXC203639PB	25719416	$130,672 86	09/18/02	PXC003639PB	23507295	$119,014 33	09/30/02	2,286 00	419083

Fleming Duplicate Repayments for Deductions made to Land O'Lakes

9/3/2003

LOL Rebill Deduction #	Deduction Reference on First Check	First Fleming Check #	Amount of First Check	Date of First Ck	Deduction Reference on Second Check	Second Fleming Check #	Amount of Second Check	Date of Second Ck	Amount of Repayment	LOL Open Payment #
370991	GEC201367PB	25719416	$130,672 86	09/18/02	GEC001367PB	23507295	$119,014 33	09/30/02	3,412 80	419083
377217B	LUC201244PB	25719416	$130,672 86	09/18/02	LUC001244PB	23507295	$119,014 33	09/30/02	3,794 40	419083
377215	MAC201468PB	25719416	$130,672 86	09/18/02	MAC001468PB	23507295	$119,014 33	09/30/02	3,810 42	419083
377213	NEC200698PB	25719416	$130,672 86	09/18/02	NEC000698PB	23507295	$119,014 33	09/30/02	4,558 03	419083
377247	PXC202792PB	25719416	$130,672 86	09/18/02	PXC002792PB	23507295	$119,014 33	09/30/02	4,822 80	419083
382428	OKC010896PB	1107052381	$50,041 02	09/24/02	OKC210896PB	23507295	$119,014 33	09/30/02	5,254 68	419083
404444	LUC210168PB	25719416	$130,672 86	09/18/02	LUC210168PB	23507295	$119,014 33	09/30/02	5,452 59	419083
358315	GAC202017PB	25719416	$130,672 86	09/18/02	GAC002017PB	23507295	$119,014 33	09/30/02	8,438 40	419083
359290	LAC0002274PRPB	1107052381	$50,041 02	09/24/02	002274PRREPAY	23508340	$44,626 54	10/01/02	240 57	419312
352161	MIC200688PB	25719416	$130,672 86	09/18/02	MIC000688PB	23506965	$5,903 41	09/30/02	613 80	420016
352157B	MIC200831PB	25719416	$130,672 86	09/18/02	MIC000831PB	23506965	$5,903 41	09/30/02	809 64	420018
353209	MIC0000273PB	25719416	$130,672 86	09/18/02	MIC000273PB	23506965	$5,903 41	09/30/02	2,410 10	420020
439659	GEC0212997PB	23555959	$2,452 84	03/04/03	GEC212997PB	23557510	$109,978 50	03/06/03	621 00	457279
439611	GEC0212998PB	23555959	$2,452 84	03/04/03	GEC212998PB	23557510	$109,978 50	03/06/03	1,600 00	457409
								TOTAL	**$135,595 41**	

Credits Issued by Land O'Lakes Not Taken by Fleming

	Fleming PO	LOL Invoice	Invoice Date	LOL Reference #	Amount of Credit
1	1181818F	2068951	02/11/00	295557	374 18
2	774842-WW	2333488	10/12/01	329289B	$ 4,077 50
3	431043-GA	2522084	03/24/05	495270	$ 321 45
				Subtotal	**$ 4,398 95**

Unknown Payments Made by Fleming to Land O'Lakes

	Fleming Check #	Amount of Check	Date of Check	Reference on Check	Payment Amount on Check	LOL Reference	Amount of Over Payment
1	23391951	$ 5,980 92	09/28/01	1276494	$ 7,076 69	330326	$ 718 20
2	23565348	$ 15,076 96	03/17/03	329400	$ 423 04	495266	$ 423 04
3	25754165	$ 253,370 69	12/02/02	2441726	$ 855 99	495268	$ 885 99
						Subtotal	**$ 2,027 23**
				Total Credits & Overpayments			**$ 6,426 18**

Land O'Lakes Accounts Payable due Fleming (AR Claims unable to deduct)

8/28/2003

Fleming Invoice	Invoice Date	Invoice Amount		Claim Type
GOD8540221	3/11/2003	$	1 18	Unsaleable
GOD8540340	3/12/2003	$	33 10	Unsaleable
GOD8540156	3/6/2003	$	132 48	Unsaleable
MIR994097	2/28/2003	$	1,359 28	Unsaleable
LFR922469	2/28/2003	$	30 23	Unsaleable
GOD8540395	3/19/2003	$	115 22	Unsaleable
GOD8540436	3/19/2003	$	107 46	Unsaleable
GOD8540538	3/19/2003	$	48 24	Unsaleable
GOD8540531	3/19/2003	$	35 44	Unsaleable
GOD8540446	3/19/2003	$	27 04	Unsaleable
GOD8540461	3/19/2003	$	13 42	Unsaleable
GOD8540416	3/19/2003	$	5 90	Unsaleable
GOD8540653	3/24/2003	$	156 80	Unsaleable
MIR206320	12/12/2002	$	1,798 04	Unsaleable
MIR306662	1/14/2003	$	658 58	Unsaleable
LFR303571	1/14/2003	$	147 17	Unsaleable
WWR987513	3/13/2003	$	51 12	Unsaleable
GER972030	3/28/2003	$	313 53	Unsaleable
MER995240	3/28/2003	$	440 52	Unsaleable
WWR987512	3/28/2003	$	684 97	Unsaleable
NAR924248	3/28/2003	$	900 25	Unsaleable
NER935913	3/28/2003	$	973 74	Unsaleable
LFR922576	3/28/2003	$	33 04	Unsaleable
MIR994448	3/28/2003	$	406 50	Unsaleable
MIR994449	3/28/2003	$	698 33	Unsaleable
30203	3/28/2003	$	222 35	Unsaleable
30307	3/28/2003	$	179 86	Unsaleable
30169	3/28/2003	$	74 63	Unsaleable
	Subtotal	**$**	**9,648 42**	
MAP944305	3/25/2003	$	384 79	Promotion
NAX901425	3/21/2003	$	81 60	Promotion
NEP923435	3/25/2003	$	32 20	Promotion
SUP080470BB	3/21/2003	$	252 01	Promotion
LAC042163BB	3/20/2003	$	130 35	Promotion
NCP984984	4/8/2003	$	2 37	Promotion
LIP922242	4/8/2003	$	15 04	Promotion
LIP922159	4/1/2003	$	30 07	Promotion
WWP925278	4/8/2003	$	33 25	Promotion
SLP093505	4/8/2003	$	39 62	Promotion
TUP995618	4/8/2003	$	52 25	Promotion
GEP971945	4/8/2003	$	53 82	Promotion
PXP963299	4/8/2003	$	53 83	Promotion
LUP975273	4/8/2003	$	57 00	Promotion
NAP924207	4/8/2003	$	91 13	Promotion
GAP998958	4/8/2003	$	105 31	Promotion

KCP982804	4/8/2003	$	125 90	Promotion			
MAP944635	4/8/2003	$	1,349 53	Promotion			
GEX854212	4/2/2003	$	234 00	Promotion			
MIP921920	4/17/2003	$	19 80	Promotion			
LFP922599	4/8/2003	$	30 85	Promotion			
MIP993756	4/8/2003	$	168 59	Promotion			
MIX830808	3/20/2003	$	15 84	Promotion			
NEP923714	4/22/2003	$	421 20	Promotion			
	Subtotal	**$**	**3,780 35**				
Amount Due Fleming		**$**	**13,428 77**				