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

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

☐ 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

Name of Creditor and Address

General Produce Co , Ltd
c/o Nomellini, Grilli & McDaniel
Professional Law Corporations
P O Box 1461
Stockton, CA 95201

Creditor Telephone Number (209) 465-5883

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 #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim	☐ replaces or ☐ amends a previously filed claim dated
94-0501561			

1 BASIS FOR CLAIM

☒ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☒ Other (describe briefly) PACA Trust Claim 7 U S C § 499e See 5 below.
☐ 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 See attached

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$ 51,516.98 (unsecured)	$ 44,318.00 (secured)	$ (unsecured priority)	$ 51,516 98 (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 PACA Claim $44,318 00
Non PACA Claim $7,198.98

☐ Real Estate
☐ Motor Vehicle
☒ Other This is partly a PACA claim pursuant to 7 U S C § 499e All assets of the debtor are impressed with the PACA Trust

Value of collateral $Unknown

Amount of arrearage and other charges at time case filed included in secured claim above if any $ 44,318 00

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
AUG 27 2003
BMC
Fleming Companies Claim
10269

DATE SIGNED 8-22-03

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)

Daniel A McDaniel, Attorney

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

Acctng per 0304
Aging date 04/04/03
Cl FL

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16 30	31 60	Over 60
093801 LMU	392131	SO 944866 CM 155277/	123102	CM	011503	-21 00				21 00
BIG "G FOODS #5578	392137	SO 963877 CM 159998/	021303	CM	022803	13 25			-13 25	
SACRAMENTO DIVISION	392140	SO 976870 CM 161459/	022603	CM	031303	-27 00			27 00	
P O BOX 268963	983192		030803	IV	032303	229 15		229 15		
OKLAHOMA CITY OK 73126	984354		031003	IV	032503	69 90		69 90		
LAVETTA	382139	SO 985579 CM 162796/	031203	CM	032703	-21 00		-21 00		
Phone 405 782 8950	985579		031203	IV	032703	201 80		201 80		
Fx	985870		031203	IV	032703	21 00		21 00		
Terms T1 NET 15 DAYS 2	392141	SO 985579 CM 162997/	031403	CM	032903	26 80		26 80		
Salesman 1 LMU	986470		031403	IV	032903	259 75		259 75		
High credit 143088 45	987765		031503	IV	033003	134 80		134 80		
	988554		031703	IV	040103	103 70		103 70		
	989697		031903	IV	040303	113 10		113 10		
	991156		032103	IV	040503	160 05	160 05			
	991904		032203	IV	040603	186 45	186 45			
	992605		032403	IV	040803	110 75	110 75			
	993676		032603	IV	041003	121 55	121 55			
	995305		032803	IV	041203	75 30	75 30			
	995981		032903	IV	041303	106 70	106 70			
	392142	SO 995981 CM 164741/	033103	CM	041503	-12 10	12 10			
	996698		033103	IV	041503	150 35	150 35			
	997348		040103	IV	041603	228 00	228 00			
						2 151 20*	1 127 05*	1 085 40*	40 25*	21 00*
212150 REH	392330	SO 939133 CM 154633/	122602	CM	011003	1 83				1 83
COLLEGE MARKET #2053	942594		122702	IV	011103					1 036 48
SACRAMENTO DIVISION	942594	SO 942594 CM 155194/	123102	CM	011503					9 00
P O BOX 268963	942594	23541447	012103	PY						1 015 76
OKLAHOMA CITY OK 73126	942594	23541447	012103	DS		-9 00				-20 72
LAVETTA	400994	SO 955671 CM 158654/	013103	CM	021503					25 25
Phone 405 782 8950	400994	SO 956346 CM 158654/	013103	CM	021503					25 25
Fx 707 965 6698	400994	SO 957930 CM 158654/	013103	CM	021503	56 39				5 89
Terms T1 NET 15 DAYS 2	405944	SO 969946 CM 161135/	022403	CM	031103	24 75			-24 75	
Salesman 1 REH	383483	SO 982811 CM 162309/	030703	CM	032203	51 60		51 60		
High credit 94483 40	984173		031003	IV	032503	659 70		659 70		
	405730	SO 981396 CM 162743/	031103	CM	032603			21 00		

Customer	Inv	Reference	Date	Tp	Due	Balance	1-15	16 30	31 60	Over 60
212150 COLLEGE MARKET (cont)	405730	SO 984173 CM 162743/	031103	CM	032603	-49 50		-28 50		
	984909		031103	IV	032603	1 134 56		1 134 56		
	382867	SO 980755 CM 162854/	031203	CM	032703	3 90		3 90		
	985530		031203	IV	032703	874 24		874 24		
	404071	SO 986144 CM 162968/	031303	CM	032803	-13 25		13 25		
	986144		031303	IV	032803	691 78		691 78		
	382871	SO 986890 CM 163027/	031403	CM	032903	43 20		-43 20		
	986890		031403	IV	032903			2 005 28		
	986890	SO 986890 CM 163153/	031703	CM	040103	1 985 18		20 10		
	987375		031703	IV	040103			1 119 16		
	987375		031703	IV	040103			00		
	987375	SO 987375 CM 163422/	031803	CM	040203			00		
	987375	SO 987375 CM 163417/	031803	DM	040203	1 147 41		28 25		
	382079	SO 984173 CM 163500/	031803	CM	040203			28 00		
	382079	SO 987375 CM 163500/	031803	CM	040203	-28 70		70		
	988969		031803	IV	040203	671 70		671 70		
	384319	SO 980035 CM 163544/	031903	CM	040303			1 40		
	384319	SO 988969 CM 163544/	031903	CM	040303			23 05		
	384319	SO 989524 CM 163544/	031903	CM	040303	25 85		1 40		
	989524		031903	IV	040303	495 64		495 64		
	401901	SO 982811 CM 163695/	032003	CM	040403		-8 25			
	401901	SO 990237 CM 163695/	032003	CM	040403	37 98	29 73			
	990011		032003	IV	040403	460 00	460 00			
	990237		032003	IV	040403	2 414 45	2 414 45			
	990836		032103	IV	040503	517 50	517 50			
	991010		032103	IV	040503	1 373 57	1 373 57			
	384327	SO 992393 CM 164023/	032403	CM	040803	-52 16	-52 16			
	402051	SO 985530 CM 163922/	032403	CM	040803		14 50			
	402051	SO 986890 CM 163922/	032403	CM	040803		28 00			
	402051	SO 991010 CM 163922/	032403	CM	040803	-44 60	2 10			
	992393		032403	IV	040803	1 266 64	1 266 64			
	993067		032503	IV	040903		367 44			
	993067	SO 992393 CM 164158/	032503	CM	040903		-20 50			
	993067	SO 993067 CM 164158/	032503	CM	040903	326 44	20 50			
	993078		032503	IV	040903	183 00	183 00			
	993612		032603	IV	041003	910 60	910 60			

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16-30	31-60	Over 60
212150 COLLEGE MARKET (cont)	994253		032703	IV	041103	532 64	532 64			
	400863	SO 994867 CM 164493/	032803	CM	041203	-21 50	21 50			
	994867		032803	IV	041203	2 345 28	2 345 28			
	996554		033103	IV	041503	623 59	623 59			
	997273		040103	IV	041603	914 33	914 33			
						19 064 04*	11 711 80*	7 444 21*	-24 75*	67 22*
212151 REH	952314		011403	IV	012903	48 00				48 00
COLLEGE MARKET ORGANIC #205	382871	SO 986899 CM 163028/	031403	CM	032903	-18 00		18 00		
SACRAMENTO DIVISION	986899		031403	IV	032903	42 00		42 00		
P O BOX 268963	987362		031703	IV	040103	32 50		32 50		
OKLAHOMA CITY OK 73126	382079	SO 987362 CM 163501/	031803	CM	040203	32 50		-32 50		
LAVETTA	988966		031803	IV	040203	32 50		32 50		
Phone 405-782-8950	989606		031903	IV	040303	25 00		25 00		
Fx	990260		032003	IV	040403	24 00	24 00			
Terms T1 NET 15 DAYS 2	990838		032103	IV	040503	9 50	9 50			
Salesman 1 REH	991722		032403	IV	040803	9 50	9 50			
High credit 1504 95	402052	SO 990838 CM 164130/	032503	CM	040903	-9 50	9 50			
	994874		032803	IV	041203	35 50	35 50			
	997276		040103	IV	041603	53 50	53 50			
						252 00*	122 50*	81 50*	00*	48 00*
212155 REH	985607		031203	IV	032703			66 97		
COLLEGE MARKET DAIRY	985607	SO 993115	032403	IV	040803	78 82		11 85		
SACRAMENTO DIVISION	990903		032103	IV	040503	55 41	55 41			
P O BOX 268963	993615		032603	IV	041003	27 00	27 00			
OKLAHOMA CITY OK 73126						161 23*	82 41*	78 82*	00*	00*
Phone 405 782-8950										
Fx										
Terms T1 NET 15 DAYS 2										
Salesman 1 REH										
High credit 332 03										

Customer	Inv	Reference	Date	Tp	Due	Balance	1-15	16 30	31 60	Over 60
212153 REH	985531		031203	IV	032703	12 20		12 20		
COLLEGE MKT BAKERY #2053	986143		031303	IV	032803	32 50		32 50		
SACRAMENTO DIVISION	988965		031803	IV	040203	21 45		21 45		
P O BOX 268963	989596		031903	IV	040303	11 00		11 00		
OKLAHOMA CITY OK 73126	991011		032103	IV	040503	9 50	9 50			
LAVATTA	992396		032403	IV	040803	43 00	43 00			
Phone 405 782 8950	993614		032603	IV	041003	19 70	19 70			
Fx 707 965 6698	994873		032803	IV	041203	10 95	10 95			
Terms T1 NET 15 DAYS 2	997277		040103	IV	041603	44 80	44 80			
Salesman 1 REH						205 10*	127 95*	77 15*	00*	00*
High credit 562 69										
212154 REH	979154		031103	IV	032603	40 80		40 80		
COLLEGE MKT FLORAL DEPT #2	979155		031203	IV	032703	44 50		44 50		
SACRAMENTO DIVISION	979156		031303	IV	032803	40 90		40 90		
P O BOX 268963	987391		031803	IV	040203	48 80		48 80		
OKLAHOMA CITY OK 73126	987392		032003	IV	040403	44 50	44 50			
LAVATTA	991520		032503	IV	040903	38 50	38 50			
Phone 405 782 8950	991521		032703	IV	041103	42 00	42 00			
Fx 707 965 6698	994146		040103	IV	041603	51 00	51 00			
Terms T1 NET 15 DAYS 2						351 00*	176 00*	175 00*	00*	00*
Salesman 1 REH										
High credit 1274 90										
674821 REH	983276		031103	IV	032603			647 52		
PAYLESS MKT #9730 ORGANIC	983276	SO 983276 CM 163340/	031703	CM	040103	635 77		11 75		
SACRAMENTO DIVISION	988304		031703	IV	040103	29 90		29 90		
P O BOX 268963	989013		031803	IV	040203	124 40		124 40		
OKLAHOMA CITY OK 73126	989746		031903	IV	040303	37 00		37 00		
HELP DESK	991633		032203	IV	040603	46 50	46 50			
Phone 405 951 7991	992436	P O ORGANICS	032403	IV	040803	60 26	60 26			
Fx	993619		032603	IV	041003	47 92	47 92			
Terms T1 NET 15 DAYS 2	995068		032803	IV	041203	73 82	73 82			
Salesman 1 REH	996172	SO 991633 CM 164667/	033103	CM	041503	11 75	11 75			
High credit 1200 86	996582		033103	IV	041503	157 04	157 04			
						1 200 86*	373 79*	827 07*	00*	00*

Acctng per 0304
Aging date 04/04/03
Cl FL

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16-30	31-60	Over 60
674825 REH	968933		021303	IV	022803				727 23	
PAYLESS MKT #2 #9731	968933	SO 968933 CM 160152/	021403	DM	030103				90 00	
SACRAMENTO DIVISION	968933	23554419	030403	PY					-712 69	
P O BOX 268963	968933	23554419	030403	DS		90 00			14 54	
OKLAHOMA CITY OK 73126	982592		030803	IV	032303	300 00		300 00		
LAVETTA	983473		030803	IV	032303	1 174 57		1 174 57		
Phone 405 782-8950	357202	SO 982105 CM 162625/	031003	CM	032503			6 90		
Fx	357202	SO 983473 CM 162625/	031003	CM	032503	-9 20		2 30		
Terms T1 NET 15 DAYS 2	383320	SO 983473 CM 162332/	031003	CM	032503	44 75		44 75		
Salesman 1 REH	984576		031103	IV	032603	1 008 60		1 008 60		
High credit 40822 02	984830		031103	IV	032603	26 85		26 85		
	383333	SO 984576 CM 162936/	031303	CM	032803	19 25		19 25		
	985933		031303	IV	032803	879 75		879 75		
	986299		031303	IV	032803	50 00		50 00		
	987625		031503	IV	033003	1 108 36		1 108 36		
	384065	SO 985933 CM 163111/	031703	CM	040103			41 60		
	384065	SO 987625 CM 163111/	031703	CM	040103	-56 85		15 25		
	402451	SO 988861 CM 163492/	031803	CM	040203	9 50		9 50		
	988861		031803	IV	040203			1 105 48		
	988861	SO 988861 CM 163434/	031803	CM	040203			8 65		
	988861	SO 988861 CM 163419/	031803	DM	040203	1 153 23		56 40		
	990241		032003	IV	040403	719 05	719 05			
	990299		032003	IV	040403	16 00	16 00			
	991387		032203	IV	040603	1 614 77	1 614 77			
	402468	SO 991387 CM 163876/	032403	CM	040803	12 75	-12 75			
	992819		032503	IV	040903	24 00	24 00			
	993003		032503	IV	040903	1 434 82	1 434 82			
	402475	SO 991387 CM 164180/	032603	CM	041003		43 80			
	402475	SO 993003 CM 164180/	032603	CM	041003	-77 05	-33 25			
	402481	SO 994259 CM 164364/	032703	CM	041103	-18 50	18 50			
	994259		032703	IV	041103	616 71	616 71			
	995744		032903	IV	041303	917 81	917 81			
	384293	SO 995744 CM 164591/	033103	CM	041503	28 00	28 00			
	402906	SO 997089 CM 164908/	040103	CM	041603	17 04	17 04			
	997089		040103	IV	041603	1 459 69	1 459 69			
						12 301 32*	6 649 51*	5 561 81*	90 00*	00*

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16-30	31-60	Over 60
674820 REH	362757	SO 917573 CM 150412/	111402	CM	112902	10 82				10 82
PAYLESS MARKET #9730 I G A	918083		111402	IV	112902					394 00
SACRAMENTO DIVISION	918083	SO 918083 CM 150452/	111402	CM	112902					-16 50
P O BOX 268963	918083	23529596	120902	PY						-386 12
OKLAHOMA CITY OK 73126	918083	23529596	120902	DS		16 50				7 88
HELP DESK	937861		121802	IV	010203					21 45
Phone 405 951 7991	937861	25769074	011003	PY						21 03
Fx	937861	25769074	011003	DS		42 42				42 00
Terms T1 NET 15 DAYS 2	944918		123102	IV	011503					1 434 14
Salesman 1 REH	944918	2577397	012403	PY						1 405 46
High credit 45021 10	944918	2577397	012403	DS		2 00				26 68
	949585		010903	IV	012403					1 027 79
	949585	25777170	013003	PY						1 007 23
	949585	25777170	013003	DS		41 12				20 56
	949906		011003	IV	012503					22 95
	949906	25777170	013003	PY						22 49
	949906	25777170	013003	DS		92				46
	410556	SO 977405 CM 162168/	030603	CM	032103			1 95		
	410556	SO 981589 CM 162168/	030603	CM	032103	7 43		-5 48		
	982244		030603	IV	032103			970 70		
	982244	SO 982244 CM 162634/	031003	DM	032503			31 50		
	982244	23570158	032703	PY				-951 28		
	982244	23570158	032703	DS		31 50		19 42		
	382729	SO 977405 CM 162199/	030703	CM	032203			25 15		
	382729	SO 978194 CM 162199/	030703	CM	032203			2 65		
	382729	SO 978849 CM 162199/	030703	CM	032203			-1 40		
	382729	SO 979508 CM 162199/	030703	CM	032203			19 00		
	382729	SO 981748 CM 162199/	030703	CM	032203	70 25		-22 05		
	401555	SO 976393 CM 162189/	030703	CM	032203			-13 00		
	401555	SO 977405 CM 162189/	030703	CM	032203			3 44		
	401555	SO 979508 CM 162189/	030703	CM	032203			26 08		
	401555	SO 980404 CM 162189/	030703	CM	032203			3 55		
	401555	SO 981589 CM 162189/	030703	CM	032203	-65 07		-19 00		
	983074		030703	IV	032203			1 037 11		
	983074	SO 983074 CM 162633/	031003	DM	032503			42 00		
	983074	23570158	032703	PY				1 016 37		

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16-30	31 60	Over 60
674820 PAYLESS MARKET (cont)	983074	23570158	032703	DS		42 00		20 74		
	982509		030803	IV	032303	62 10		62 10		
	983600		030803	IV	032303	1 994 60		1 994 60		
	983796		030803	IV	032303	188 05		188 05		
	983849		030803	IV	032303	223 06		223 06		
	983923		030803	IV	032303	171 75		171 75		
	357203	SO 980404 CM 162624/	031003	CM	032503			6 90		
	357203	SO 981589 CM 162624/	031003	CM	032503			-6 90		
	357203	SO 983074 CM 162624/	031003	CM	032503			-6 90		
	357203	SO 983600 CM 162624/	031003	CM	032503			9 20		
	357203	SO 984318 CM 162624/	031003	CM	032503	-34 70		-4 80		
	382748	SO 980083 CM 162400/	031003	CM	032503			28 50		
	382748	SO 981589 CM 162400/	031003	CM	032503			-9 60		
	382748	SO 982244 CM 162400/	031003	CM	032503	-83 73		45 63		
	401558	SO 977405 CM 162394/	031003	CM	032503			2 15		
	401558	SO 978849 CM 162394/	031003	CM	032503	-42 65		-40 50		
	984318		031003	IV	032503	420 81		420 81		
	984405		031003	IV	032503	82 92		82 92		
	984532		031003	IV	032503	71 40		71 40		
	383023	SO 975434 CM 162708/	031103	CM	032603			1 83		
	383023	SO 978849 CM 162708/	031103	CM	032603			-5 60		
	383023	SO 979508 CM 162708/	031103	CM	032603			-29 15		
	383023	SO 981589 CM 162708/	031103	CM	032603	65 38		28 80		
	383024	SO 968779 CM 162707/	031103	CM	032603			7 69		
	383024	SO 979508 CM 162707/	031103	CM	032603			46 77		
	383024	SO 979715 CM 162707/	031103	CM	032603			15 00		
	383024	SO 984318 CM 162707/	031103	CM	032603	-93 46		-24 00		
	401563	SO 979767 CM 162767/	031103	CM	032603			-38 00		
	401563	SO 980083 CM 162767/	031103	CM	032603			-1 95		
	401563	SO 980404 CM 162767/	031103	CM	032603			-5 00		
	401563	SO 982244 CM 162767/	031103	CM	032603			19 20		
	401563	SO 983154 CM 162767/	031103	CM	032603	140 15		-76 00		
	984534		031103	IV	032603	12 75		12 75		
	985074		031103	IV	032603	1 416 59		1 416 59		
	985168		031103	IV	032603	165 00		165 00		
	401567	SO 980083 CM 162848/	031203	CM	032703			3 27		

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16 30	31-60	Over 60
674820 PAYLESS MARKET (cont)	401567	SO 982244 CM 162848/	031203	CM	032703	43 22		39 95		
	985547		031203	IV	032703	1 019 89		1 019 89		
	984324		031303	IV	032803	123 25		123 25		
	986194		031303	IV	032803	41 50		41 50		
	986291		031303	IV	032803	1 043 20		1 043 20		
	401572	SO 978194 CM 162989/	031403	CM	032903			1 77		
	401572	SO 981589 CM 162989/	031403	CM	032903			59		
	401572	SO 982244 CM 162989/	031403	CM	032903			2 10		
	401572	SO 985547 CM 162989/	031403	CM	032903	124 05		119 59		
	986940		031403	IV	032903	550 72		550 72		
	987827		031403	IV	032903	62 25		62 25		
	986292		031503	IV	033003	25 50		25 50		
	987781		031503	IV	033003	2 468 97		2 468 97		
	402760	SO 982244 CM 163254/	031703	CM	040103			65 25		
	402760	SO 983600 CM 163254/	031703	CM	040103			40 70		
	402760	SO 985074 CM 163254/	031703	CM	040103			48 15		
	402760	SO 985547 CM 163254/	031703	CM	040103			45 00		
	402760	SO 986291 CM 163254/	031703	CM	040103	216 35		17 25		
	402761	SO 983600 CM 163253/	031703	CM	040103			21 94		
	402761	SO 984318 CM 163253/	031703	CM	040103	24 87		2 93		
	988244		031703	IV	040103	13 60		13 60		
	988260	P O organics	031703	IV	040103	21 95		21 95		
	988263		031703	IV	040103	531 57		531 57		
	988556		031703	IV	040103	44 35		44 35		
	988661		031703	IV	040103	79 50		79 50		
	402764	SO 987781 CM 163502/	031803	CM	040203	33 15		-33 15		
	989179		031803	IV	040203	1 212 26		1 212 26		
	402768	SO 982244 CM 163579/	031903	CM	040303			-25 50		
	402768	SO 983600 CM 163579/	031903	CM	040303			-7 67		
	402768	SO 984318 CM 163579/	031903	CM	040303			-2 35		
	402768	SO 985074 CM 163579/	031903	CM	040303			2 94		
	402768	SO 986940 CM 163579/	031903	CM	040303	-57 86		19 40		
	402769	SO 983600 CM 163580/	031903	CM	040303	-10 93		10 93		
	989664		031903	IV	040303	564 01		564 01		
	989821		031903	IV	040303	161 30		161 30		
	990318		031903	IV	040303	62 50		62 50		

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16 30	31-60	Over 60
674820 PAYLESS MARKET (cont)	402773	SO 983600 CM 163684/	032003	CM	040403		-60 00			
	402773	SO 985547 CM 163684/	032003	CM	040403		-12 45			
	402773	SO 987781 CM 163684/	032003	CM	040403		28 90			
	402773	SO 990473 CM 163684/	032003	CM	040403	-114 95	13 60			
	990473		032003	IV	040403	1 297 37	1 297 37			
	990652		032003	IV	040403	229 19	229 19			
	990850		032103	IV	040503	56 00	56 00			
	991051		032103	IV	040503	1 149 21	1 149 21			
	991390		032203	IV	040603	12 75	12 75			
	992009		032203	IV	040603		2 387 39			
	992009	SO 992009 CM 163903/	032403	CM	040803		5 80			
	992009	SO 992009 CM 163916/	032403	CM	040803	2 355 34	-26 25			
	992021		032203	IV	040603	50 00	50 00			
	401579	SO 987781 CM 163971/	032403	CM	040803	91 25	-91 25			
	992431		032403	IV	040803	847 30	847 30			
	402782	SO 985074 CM 164070/	032503	CM	040903		1 47			
	402782	SO 986940 CM 164070/	032503	CM	040903		1 19			
	402782	SO 987781 CM 164070/	032503	CM	040903		80 88			
	402782	SO 988263 CM 164070/	032503	CM	040903	114 04	30 50			
	992760		032503	IV	040903	10 50	10 50			
	993227		032503	IV	040903	1 603 68	1 603 68			
	993297		032503	IV	040903		147 78			
	993297	23564940	032503	DS		144 82	2 96			
	402784	SO 990473 CM 164210/	032603	CM	041003		3 81			
	402784	SO 992009 CM 164210/	032603	CM	041003		92 41			
	402784	SO 992431 CM 164210/	032603	CM	041003	99 63	3 41			
	402790	SO 990473 CM 164277/	032603	CM	041003		9 33			
	402790	SO 993227 CM 164277/	032603	CM	041003	-74 03	64 70			
	993717		032603	IV	041003	636 79	636 79			
	993889		032603	IV	041003	15 50	15 50			
	402796	SO 994453 CM 164396/	032703	CM	041103	87 00	87 00			
	994160		032703	IV	041103	26 00	26 00			
	994453		032703	IV	041103	981 89	981 89			
	994622		032703	IV	041103	87 00	87 00			
	994641		032703	IV	041103	52 20	52 20			
	402618	SO 993227 CM 164455/	032803	CM	041203	-19 65	-19 65			

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16 30	31-60	Over 60
674820 PAYLESS MARKET (cont)	994639		032803	IV	041203	91 60	91 60			
	995070		032803	IV	041203	680 16	680 16			
	995419		032803	IV	041203	29 00	29 00			
	996018		032903	IV	041303	1 428 96	1 428 96			
	996172		032903	IV	041303	124 45	124 45			
	996173		032903	IV	041303	68 15	68 15			
	996299		032903	IV	041303	173 60	173 60			
	401588	SO 993227 CM 164666/	033103	CM	041503		13 85			
	401588	SO 994453 CM 164666/	033103	CM	041503		14 45			
	401588	SO 994639 CM 164666/	033103	CM	041503		-13 60			
	401588	SO 995070 CM 164666/	033103	CM	041503		15 00			
	401588	SO 996172 CM 164666/	033103	CM	041503	83 65	-26 75			
	401597	SO 990473 CM 164745/	033103	CM	041503		5 61			
	401597	SO 994453 CM 164745/	033103	CM	041503		19 40			
	401597	SO 995070 CM 164745/	033103	CM	041503		9 99			
	401597	SO 996018 CM 164745/	033103	CM	041503		-1 46			
	401597	SO 996299 CM 164745/	033103	CM	041503		34 25			
	401597	SO 996571 CM 164745/	033103	CM	041503	83 96	13 25			
	402800	SO 984318 CM 164693/	033103	CM	041503		1 29			
	402800	SO 990473 CM 164693/	033103	CM	041503		9 33			
	402800	SO 990652 CM 164693/	033103	CM	041503		12 55			
	402800	SO 992431 CM 164693/	033103	CM	041503		23 50			
	402800	SO 993227 CM 164693/	033103	CM	041503		-34 55			
	402800	SO 994453 CM 164693/	033103	CM	041503	-111 97	30 75			
	996571		033103	IV	041503	574 71	574 71			
	997005		040103	IV	041603	31 00	31 00			
	997385		040103	IV	041603	1 285 81	1 285 81			
	401599	SO 996018 CM 164934/	040203	CM	041703		31 90			
	401599	SO 996571 CM 164934/	040203	CM	041703		32 35			
	401599	SO 997385 CM 164934/	040203	CM	041703	66 19	1 94			
						24 951 40*	13 096 66*	11 795 60*	00*	59 14*

Acctng per 0304
Aging date 04/04/03
C1 FL

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16 30	31 60	Over 60
674828 REH	983045		030703	IV	032203			565 14		
PAYLESS MARKET #3 - #9733	983045	SO 983045 CM 162623/	031003	CM	032503			4 60		
SACRAMENTO DIVISION	983045	SO 984187 CM 162623/	031003	CM	032503			-4 80		
P O BOX 268963	983045	23571747	032803	PY				553 84		
OKLAHOMA CITY OK 73126	983045	23571747	032803	DS		9 40		-11 30		
HELP DESK	405324	SO 978666 CM 162401/	031003	CM	032503			16 66		
Phone 1 405 951 7991	405324	SO 980024 CM 162401/	031003	CM	032503			25 25		
Fx	405324	SO 983045 CM 162401/	031003	CM	032503	43 11		-1 20		
Terms T1 NET 15 DAYS 2	984187		031003	IV	032503	760 53		760 53		
Salesman 1 REH	405327	SO 974826 CM 162692/	031103	CM	032603			-13 25		
High credit 14893 06	405327	SO 980024 CM 162692/	031103	CM	032603	43 25		-30 00		
	984743		031203	IV	032703	9 50		9 50		
	985676		031203	IV	032703	462 87		462 87		
	985793		031203	IV	032703	37 35		37 35		
	987144		031403	IV	032903	727 26		727 26		
	987180		031403	IV	032903	20 00		20 00		
	988453		031703	IV	040103	296 51		296 51		
	402601	SO 983045 CM 163461/	031803	CM	040203	-13 15		13 15		
	989768		031903	IV	040303	690 75		690 75		
	989912		031903	IV	040303	22 94		22 94		
	991217		032103	IV	040503	881 96	881 96			
	992545		032403	IV	040803	350 41	350 41			
	993970		032603	IV	041003	438 83	438 83			
	402613	SO 991217 CM 164463/	032803	CM	041203	1 26	1 26			
	402618	SO 993970 CM 164454/	032803	CM	041203	3 48	3 48			
	402620	SO 989768 CM 164502/	032803	CM	041203		-11 60			
	402620	SO 995382 CM 164502/	032803	CM	041203	-21 60	10 00			
	995382		032803	IV	041203	694 11	694 11			
	998143		040203	IV	041703	515 91	515 91			
	998168		040203	IV	041703	43 59	43 59			
						5 817 27*	2 898 47*	2 918 80*	00*	00*

Accting per 0304
Aging date 04/04/03
C1 FL

Customer	Inv	Reference	Date	Tp	Due	Balance	1-15	16 30	31-60	Over 60
693081 LMU	802790	P O Ready Pac	050402	IV	051902					4 610 92
PODESTO'S #67201	802790	23525435	112502	PY						4 518 70
SACRAMENTO DIVISION	802790	23525435	112502	DS						92 22
P O BOX 268963	802790	23531192	121602	PY		4 518 70				4 518 70
OKLAHOMA CITY OK 73126	981808	P O Ready Pac	030803	IV	032303	4 323 72		4 323 72		
LAVETTA	984230		031003	IV	032503	3 037 62		3 037 62		
Phone 405 782 8950	373565	SO 981316 CM 162721/	031103	CM	032603			-29 75		
Fx	373565	SO 981808 CM 162721/	031103	CM	032603	142 10		112 35		
Terms T1 NET 15 DAYS 2	373566	SO 981808 CM 162711/	031103	CM	032603	45 50		-45 50		
Salesman 1 LMU	373568	SO 981808 CM 162718/	031103	CM	032603			36 38		
High credit 129709 93	373568	SO 984230 CM 162718/	031103	CM	032603	63 88		27 50		
	383707	SO 980557 CM 162720/	031103	CM	032603			13 50		
	383707	SO 981316 CM 162720/	031103	CM	032603			35 10		
	383707	SO 981880 CM 162720/	031103	CM	032603	-105 90		57 30		
	383708	SO 981880 CM 162712/	031103	CM	032603	36 00		36 00		
	383710	SO 981316 CM 162719/	031103	CM	032603			-21 25		
	383710	SO 981807 CM 162719/	031103	CM	032603			-85 61		
	383710	SO 981880 CM 162719/	031103	CM	032603	119 16		-12 30		
	383711	SO 981807 CM 162713/	031103	CM	032603	57 50		-57 50		
	984831		031103	IV	032603	1 715 69		1 715 69		
	985170		031103	IV	032603	483 15		483 15		
	985485		031203	IV	032703	1 905 87		1 905 87		
	373574	SO 984230 CM 162959/	031303	CM	032803			-85 25		
	373574	SO 985498 CM 162959/	031303	CM	032803	-102 75		17 50		
	373575	SO 984230 CM 162958/	031303	CM	032803	28 74		28 74		
	373576	SO 984230 CM 162960/	031303	CM	032803			21 90		
	373576	SO 984831 CM 162960/	031303	CM	032803			90 15		
	373576	SO 985485 CM 162960/	031303	CM	032803	158 35		46 30		
	383026	SO 985170 CM 162963/	031303	CM	032803	106 50		106 50		
	985498		031303	IV	032803	2 424 82		2 424 82		
	985894		031403	IV	032903	3 421 89		3 421 89		
	985896	P O Ready Pac	031503	IV	033003	3 886 40		3 886 40		
	987998		031503	IV	033003	508 25		508 25		
	373580	SO 984831 CM 163192/	031703	CM	040103			28 50		
	373580	SO 985498 CM 163192/	031703	CM	040103	179 88		-151 38		
	373581	SO 984831 CM 163140/	031703	CM	040103			-21 35		

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16 30	31 60	Over 60
693081 PODESTO'S #6720 (cont)	373581	SO 985498 CM 163140/	031703	CM	040103	53 24		31 89		
	373582	SO 985485 CM 163226/	031703	CM	040103			26 75		
	373582	SO 985498 CM 163226/	031703	CM	040103			23 50		
	373582	SO 985894 CM 163226/	031703	CM	040103	180 25		130 00		
	373583	SO 985498 CM 163227/	031703	CM	040103	34 55		34 55		
	987353		031703	IV	040103	3 526 81		3 526 81		
	357061	SO 987998 CM 163484/	031803	CM	040203	46 25		-46 25		
	373586	SO 985896 CM 163479/	031803	CM	040203			65 57		
	373586	SO 987353 CM 163479/	031803	CM	040203	-103 57		-38 00		
	373587	SO 985896 CM 163478/	031803	CM	040203	20 15		20 15		
	383492	SO 985498 CM 163482/	031803	CM	040203			15 50		
	383492	SO 985894 CM 163482/	031803	CM	040203	-124 65		109 15		
	383493	SO 985894 CM 163481/	031803	CM	040203			2 18		
	383493	SO 985896 CM 163481/	031803	CM	040203	-89 38		87 20		
	988917		031803	IV	040203	1 920 29		1 920 29		
	989292		031803	IV	040203			84 40		
	989292	SO 989820	031803	IV	040203	102 15		17 75		
	989304		031903	IV	040303	1 745 69		1 745 69		
	990036		031903	IV	040303	188 70		188 70		
	261711	SO 990545 P O 261	032003	IV	040403	71 00	71 00			
	989534		032003	IV	040403		2 197 24			
	989534	SO 993156	032403	IV	040803	2 337 24	140 00			
	373588	SO 985896 CM 163724/	032103	CM	040503		25 50			
	373588	SO 987353 CM 163724/	032103	CM	040503		-24 00			
	373588	SO 988917 CM 163724/	032103	CM	040503	224 00	-174 50			
	373589	SO 987353 CM 163701/	032103	CM	040503	-10 85	10 85			
	373593	SO 989304 CM 163700/	032103	CM	040503	-22 95	22 95			
	373596	SO 988917 CM 163706/	032103	CM	040503		-10 70			
	373596	SO 989534 CM 163706/	032103	CM	040503	-28 21	-17 51			
	990027	P O Club Fresh	032103	IV	040503	2 953 71	2 953 71			
	991411		032103	IV	040503	221 75	221 75			
	986593		032203	IV	040603	4 258 36	4 258 36			
	373592	SO 989292 CM 163931/	032403	CM	040803		40 30			
	373592	SO 989304 CM 163931/	032403	CM	040803		55 75			
	373592	SO 989534 CM 163931/	032403	CM	040803	117 95	21 90			
	991460	P O Ready Pac	032403	IV	040803	3 850 39	3 850 39			

Customer	Inv	Reference	Date	Tp	Due	Balance	1-15	16 30	31 60	Over 60
693081 PODESTO S #6720 (cont)	992726		032403	IV	040803	106 50	106 50			
	357374	SO 989534 CM 164098/	032503	CM	040903		8 00			
	357374	SO 990027 CM 164098/	032503	CM	040903	35 75	27 75			
	373595	SO 985896 CM 164095/	032503	CM	040903		16 35			
	373595	SO 989304 CM 164095/	032503	CM	040903		5 15			
	373595	SO 989534 CM 164095/	032503	CM	040903	-109 95	88 45			
	373598	SO 990027 CM 164093/	032503	CM	040903	-204 63	204 63			
	373599	SO 988917 CM 164097/	032503	CM	040903		18 00			
	373599	SO 989534 CM 164097/	032503	CM	040903		94 50			
	373599	SO 990027 CM 164097/	032503	CM	040903	-232 12	119 62			
	373600	SO 986593 CM 164094/	032503	CM	040903		11 50			
	373600	SO 990027 CM 164094/	032503	CM	040903	47 85	36 35			
	405014	SO 991411 CM 164096/	032503	CM	040903	17 75	-17 75			
	992851		032503	IV	040903	1 626 90	1 626 90			
	403001	SO 986593 CM 164238/	032603	CM	041003		68 00			
	403001	SO 991460 CM 164238/	032603	CM	041003	-101 35	-33 35			
	993372		032603	IV	041003	2 110 45	2 110 45			
	403007	SO 986593 CM 164347/	032703	CM	041103		13 79			
	403007	SO 990027 CM 164347/	032703	CM	041103		13 05			
	403007	SO 991460 CM 164347/	032703	CM	041103		74 62			
	403007	SO 992851 CM 164347/	032703	CM	041103	228 06	126 60			
	403008	SO 991460 CM 164346/	032703	CM	041103	105 61	-105 61			
	403011	SO 986593 CM 164331/	032703	CM	041103		-57 00			
	403011	SO 991460 CM 164331/	032703	CM	041103		11 50			
	403011	SO 993372 CM 164331/	032703	CM	041103	126 53	58 03			
	403013	SO 991460 CM 164332/	032703	CM	041103		24 52			
	403013	SO 992851 CM 164332/	032703	CM	041103		10 45			
	403013	SO 993372 CM 164332/	032703	CM	041103	68 37	33 40			
	403014	SO 993372 CM 164308/	032703	CM	041103	16 75	16 75			
	992795	P O Ready Pac	032703	IV	041103	2 736 08	2 736 08			
	994115	P O Club Fresh	032803	IV	041203	2 728 99	2 728 99			
	994119	P O Ready Pac	032903	IV	041303	4 259 62	4 259 62			
	403018	SO 992795 CM 164654/	033103	CM	041503	107 93	107 93			
	403019	SO 991460 CM 164655/	033103	CM	041503		11 25			
	403019	SO 992851 CM 164655/	033103	CM	041503	13 50	-2 25			
	996530		033103	IV	041503	3 447 79	3 447 79			

Acctng per 0304
Aging date 04/04/03
C1 FL

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16-30	31 60	Over 60
693081 PODESTO S #6720 (cont)	996931		040103	IV	041603	1 907 09	1 907 09			
	401857	SO 986593 CM 164960/	040203	CM	041703		108 75			
	401857	SO 989534 CM 164960/	040203	CM	041703		-12 25			
	401857	SO 990027 CM 164960/	040203	CM	041703		20 25			
	401857	SO 991411 CM 164960/	040203	CM	041703	-150 13	8 88			
	403024	SO 994119 CM 164955/	040203	CM	041703		142 35			
	403024	SO 996530 CM 164955/	040203	CM	041703	153 60	11 25			
						62 403 48*	30 492 03*	27 392 75*	00*	4 518 70*
693083 LMU	357747	SO 955012 CM 157672/	012203	CM	020603	11 50				11 50
PODESTO S MARKET #67201 OR	983604		030803	IV	032303	90 50		90 50		
SACRAMENTO DIVISION	984924		031103	IV	032603	65 65		65 65		
P O BOX 268963	986164		031303	IV	032803	83 80		83 80		
OKLAHOMA CITY OK 73126	987277		031503	IV	033003	84 60		84 60		
LAVETTA	988916		031803	IV	040203	54 20		54 20		
Phone 405-782 8950	989595		031903	IV	040303	21 25		21 25		
Fx	989892		031903	IV	040303	24 00		24 00		
Terms T1 NET 15 DAYS 2	990167		032003	IV	040403	56 50	56 50			
Salesman 1 LMU	990868		032103	IV	040503	46 00	46 00			
High credit 5669 92	991896		032203	IV	040603	78 50	78 50			
	373592	SO 989892 CM 163932/	032403	CM	040803	-24 00	24 00			
	992433		032403	IV	040803	75 00	75 00			
	357374	SO 991896 CM 164099/	032503	CM	040903	12 50	-12 50			
	993051		032503	IV	040903	19 00	19 00			
	993398		032603	IV	041003	24 00	24 00			
	403017	SO 991896 CM 164330/	032703	CM	041103		23 00			
	403017	SO 993051 CM 164330/	032703	CM	041103	42 00	19 00			
	994414		032703	IV	041103	171 70	171 70			
	995916		032903	IV	041303	40 50	40 50			
	996536		033103	IV	041503	103 50	103 50			
						948 70*	536 20*	424 00*	00*	11 50*

Accting per 0304
Aging date 04/04/03
C1 FL

Customer	Inv	Reference	Date	Tp	Due	Balance	1 15	16 30	31 60	Over 60
Final total						129 807 60	67 394 37	57 862 11	25 00	4 526 12
						100 0%	51 9%	44 6%	0%	3 5%

Summary by transaction type

IV	144 102 99
DM	248 15
CM	7 297 83
PY	7 092 27
UA	00
DS	-153 44
WO	00
TR	00
AJ	00
SC	00

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Fleming

Box 26647, Oklahoma City, OK 73126

TEXAS COMMERCE
SAN ANGELO, TX

64-88/1113

23571747

No

MI

Date 03/25/03

Amount $******5,278.37*

DO NOT RE-DEPOSIT

Pay
FIVE THOUSAND TWO HUNDRED SEVENTY EIGHT DOLLARS AND 37/100

REFER TO MAKER

Pay To The Order Of

GENERAL PRODUCE CO., LTD.
PO BOX 308
SACRAMENTO, CA 95812

Unique Character Facsimile Signature

⑈23571747⑈ ⑆111300880⑆06300036160⑈ ⑈00005278 37⑈

Fleming Companies, Inc.

3771 Channel Drive, Sacramento CA 95691
P O Box 15127 Sacramento CA 95851
916/373 4200

SACRAMENTO DIVISION

THE PRODUCE AGREEMENT

Fleming Companies, Inc. & General Produce Company
May 13, 1991

SALES:

--General Produce Company and Fleming Companies will enter into a working relationship and effort in providing retail stores with a truly "value-added" produce company to tie in with the sales efforts of both Fleming Companies and General Produce

--Sales departments from Fleming Companies and General Produce shall support each other in education, information and in-the-field sales efforts and cooperation

--Fleming Companies and General Produce shall jointly call on customers and shall support each other's efforts. General Produce will have direct contact with retailers for produce sales

--General Produce may be involved in Fleming Companies sales training

--Fleming Companies will encourage major retail ad groups to involve General Produce

ADMINISTRATIVE HANDLING FEE:

--General Produce will offer a 1% administrative handling fee to Fleming Companies, to be deducted from payments to General Produce and will be based on invoice totals, minus credits due the store

--The Administrative Handling Fee will be compensation for Fleming's guarantee of bill-through invoices for those stores approved in writing by Fleming Foods/Sacramento Division Fleming reserves the right to add or delete any participating retailers from the program by notifying General Produce by phone, followed by written notice Any deletion will become effective on the date of the first notice given to General Produce

--General Produce will also allow a 1% reduction in the cost of goods to each retailer, handled by a discount taken by Fleming at the time each invoice is handled, and passed along to the retail customer

TERMS

--Ceneral Produce will offer 15-day credit terms Payments to General Produce will be no later than 15 days from statement dates, according to Fleming's time-line, and if approved by both Controllers

--Ceneral Produce will provide weekly statements

--The Controllers from both companies will work out logistics and specifics for invoicing, billing and payments

RETAIL ASSISTANCE.

--Fleming Companies and General Produce shall jointly work on retail training, research and development of information to help project and track produce sales, all in cooperation to increase the level of retail assistance

Signed

Jim Calvert, Credit Manager date
General Produce Company
6/4/91

Mike Beckwith, Controller date
Fleming Companies, Inc
6/21/91