


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

  
s136682  
Scheduled Claim Ref # 2 F2-24308  
**YOUR CLAIM IS SCHEDULED AS**  
\$7 035 52 UNSECURED

**FILED**  
**SEP 11 2003**  
**BMC**

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.

<b>Name of Creditor and Address</b>  ROYAL FOODS INC PO BOX 39 5500 WAYZATA BLVD GOLDEN VALLEY MN 55416  Creditor Telephone Number (952) 936-0336	0354429427858  <input type="checkbox"/> 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.  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input type="checkbox"/> 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 TAX ID # 41-1513509	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR Fleming Foods	Check here <input type="checkbox"/> replaces or amends a previously filed claim dated _____ if this claim
---------------------------------	--	---

**1 BASIS FOR CLAIM**

<input checked="" type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)
<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages, salaries and compensation (Fill out below)
<input type="checkbox"/> Money loaned	<input type="checkbox"/> Other (describe briefly)	Your social security number _____

Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_  
(date) (date)

**2 DATE DEBT WAS INCURRED** 12/30/02 - 3/31/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

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

\$ 5,467.13 (unsecured)	\$ (secured)	\$ 1,359.75 (unsecured priority)	\$ 6,826.88 (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.

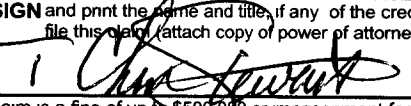
<b>5 SECURED CLAIM</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).  Brief description of collateral:  <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of collateral \$ _____  Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____	<b>6 UNSECURED PRIORITY CLAIM</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim.  Specify the priority of the claim:  <input type="checkbox"/> 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). <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4). <input type="checkbox"/> 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). <input type="checkbox"/> Alimony, maintenance or support owed to a spouse, former spouse or child. 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a) (1). <small>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.</small>
---	--

**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.

<b>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.</b>  <b>BY MAIL TO</b> Bankruptcy Management Corporation P.O. BOX 900 El Segundo, CA 90245-0900	<b>THIS SPACE FOR COURT USE ONLY</b>  <b>FILED</b> <b>SEP 11 2003</b> <b>BMC</b> Fleming Companies Claim  10370
--	---

<b>DATE SIGNED</b> 9/10/03	<b>SIGN</b> 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).  i  <b>CORPORATE COUNSEL</b>
-------------------------------	---

Penalty for presenting fraudulent claim is a fine of up to \$50,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 3571.

See Other Side For Instructions

Royal Foods, Inc  
325 Blake Road North  
Hopkins, MN 55343

P (952) 936-0336  
F (952) 936-0498  
royalfoods@usfamily.net

## Fleming Foods

INVOICE DATE	INVOICE #	AMOUNT
12/30/02	948315	\$ 37 20
12/30/02	948316	\$ 158 66
12/30/02	948317	\$ 190 24
12/30/02	948318	\$ 229 02
12/30/02	948319	\$ 203 64
12/30/02	948320	\$ 53 28
2/3/03	953551	\$ 30 64
2/3/03	953552	\$ 75 84
2/3/03	953553	\$ 175 96
2/3/03	953554	\$ 103 86
2/3/03	953555	\$ 26 16
2/3/03	953556	\$ 278 80
2/3/03	953557	\$ 25 08
2/10/03	954676	\$ 611 04
2/10/03	954677	\$ 30 64
2/10/03	954678	\$ 159 96
2/10/03	954679	\$ 115 32
2/10/03	954680	\$ 324 37
2/10/03	954681	\$ 38 89
2/10/03	954682	\$ 224 88
3/10/03	959195	\$ 311 64
3/10/03	959196	\$ 119 40
3/10/03	959197	\$ 382 84
3/10/03	959198	\$ 11 76
3/10/03	959199	\$ 10 68
3/10/03	959200	\$ 63 08
3/10/03	959201	\$ 11 76
3/10/03	959202	\$ 10 68
3/10/03	959203	\$ 177 70
3/10/03	959204	\$ 11 76
3/10/03	959205	\$ 10 68
3/10/03	959206	\$ 11 76
3/10/03	959207	\$ 10 68
3/10/03	959208	\$ 204 86
3/10/03	959209	\$ 11 76
3/10/03	959210	\$ 10 68
3/10/03	959211	\$ 25 32
3/17/03	960340	\$ 81 68
3/17/03	960341	\$ 271 50
3/17/03	960342	\$ 329 43
3/17/03	960343	\$ 254 64
3/17/03	960344	\$ 39 36
3/24/03	961457	\$ 163 32
3/24/03	961458	\$ 169 52
3/24/03	961459	\$ 134 76
3/24/03	961463	\$ 193 16
3/24/03	961464	\$ 56 16

Royal Foods, Inc  
325 Blake Road North  
Hopkins, MN 55343

P (952) 936-0336  
F (952) 936-0498  
royalfoods@usfamily.net

## Fleming Foods

INVOICE DATE	INVOICE #	AMOUNT
3/31/03	962562	\$ 291 14
3/31/03	962565	\$ 195 36
3/31/03	962566	\$ 156 33
		\$ 6,826 88

DUNKLEY BENNETT, CHRISTENSEN & MADIGAN, P A  
ATTORNEYS AT LAW

JAY BENNETT  
WILLIAM M DUNKLEY  
ROBERT P CHRISTENSEN PA \* +  
MICHAEL D MADIGAN+  
THOMAS J HUNZIKER+  
DANIEL W HERGOTT PA  
RICHARD M DAHL  
T CHRIS STEWART  
MICHELLE T CULLIGAN  
ANTHONY M MARICK+  
THOMAS P HARLAN  
JOANNE DAUDT  
MARCIA S SELIGMAN  
DAVID G PARRY++  
MICHAEL P HAAG  
JILL J GILBERTSON  
KATHERINE E BECKER  
MELISSA J B COLEMAN  
CARL S WOSMEK

SUITE 700  
701 FOURTH AVENUE SOUTH  
MINNEAPOLIS MINNESOTA 55415  
TELEPHONE (612) 339 1290  
FAX (612) 339 9545

Email tcstewart@dbcm-law.com

T CHRIS STEWART  
(612) 288-2251

+ADMITTED IN  
WISCONSIN

++ADMITTED IN  
ALASKA  
WASHINGTON D C

\*CERTIFIED TRIAL SPECIALIST

September 10, 2003

Bankruptcy Management Corporation  
P O Box 900  
El Segundo, California 90245-0900

Re Fleming Companies, Inc  
Case No 03-10945

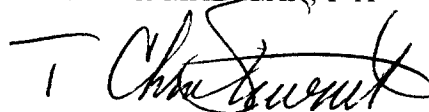
Dear Sir/Madam

Relative to the above, enclosed please find an original and one copy of Proof of Claim on behalf of Royal Foods, Inc with supporting documents (original only) Please file in your usual manner returning a time-stamped copy to the undersigned in the enclosed, self-addressed stamped envelope

Thank you

Very truly yours,

DUNKLEY, BENNETT,  
CHRISTENSEN & MADIGAN, P A



T Chris Stewart

TCS/cdmk  
Enclosures

DUNKLEY, BENNETT, CHRISTENSEN & MADIGAN, P A  
ATTORNEYS AT LAW

JAY BENNETT  
WILLIAM M DUNKLEY  
ROBERT P CHRISTENSEN P A \*\*  
MICHAEL D MADIGAN+  
THOMAS J HUNZIKER+  
DANIEL W HERGOTT P A  
RICHARD M DAHL  
T CHRIS STEWART  
MICHELLE T CULLIGAN  
ANTHONY M MARICK+  
THOMAS P HARLAN  
JOANNE DAUDT  
MARCIA S SELIGMAN  
DAVID G PARRY++  
MICHAEL P HAAG  
JILL J GILBERTSON  
KATHERINE E BECKER  
MELISSA J B COLEMAN  
CARL S WOSMEK

SUITE 700  
701 FOURTH AVENUE SOUTH  
MINNEAPOLIS MINNESOTA 55415  
TELEPHONE (612) 339 1290  
FAX (612) 339-9545

Email tcstewart@dbcm-law.com

T CHRIS STEWART  
(612) 288-2251

+ADMITTED IN  
WISCONSIN

++ADMITTED IN  
ALASKA  
WASHINGTON D C

\*\*CERTIFIED TRIAL SPECIALIST

September 10, 2003

Bankruptcy Management Corporation  
P O Box 900  
El Segundo, California 90245-0900

Re Rainbow Food Group, Inc , Inc  
Case No 03-10967


Dear Sir/Madam

Relative to the above, enclosed please find an original and one copy of Proof of Claim on behalf of Royal Foods, Inc with supporting documents (original only) Please file in your usual manner returning a time-stamped copy to the undersigned in the enclosed, self-addressed stamped envelope

Thank you

Very truly yours,

DUNKLEY, BENNETT,  
CHRISTENSEN & MADIGAN, P A

  
T Chris Stewart

TCS/cdmk  
Enclosures