

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

PROOF OF CLAIM



616538

Bar Date Ref # 2-NVM-82810

In re Fleming Companies, Inc. Case Number 03-10945

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

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

Snapple Beverage Corp.
P.O. Box 19397-A
Newark, NJ 07195-0397

0354653616538

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again.

Creditor Telephone Number ()

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

1 BASIS FOR CLAIM

- 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 _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 28,445.87 (unsecured) \$ _____ (secured) \$ 28,445.87 (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.

THIS SPACE FOR COURT USE ONLY

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

FILED

SEP 12 2003

DATE SIGNED

9/11/03

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)

Kenneth B. Martin, Kenneth B. Martin, Director of Credit

BMC

Fleming Companies Claim



10511

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

Aging Date 09/11/03

Ref	T Date	Cr Terms	Less Than 30 Days Old	Over 30 Days Old	Over 60 Days Old	Over 90 Days Old	Total Amount
10373	FLEMING CTP		State OK	Last Payment	06/19/03 Attn	KEVIN CONNELLY	Tel (405) 670 7200
23367623	U 07/17/01		0 00	0 00	0 00	99 79	99 79
23408424	U 11/21/01		0 00	0 00	0 00	1,422 92	1,422 92
23476923	U 06/21/02		0 00	0 00	0 00	1,006 26	1,006 26
25216021	U 08/23/99		0 00	0 00	0 00	1,137 23	1,137 23
25241014	U 11/04/99		0 00	0 00	0 00	1,285 08	1,285 08
25376057	U 08/16/00		0 00	0 00	0 00	3,136 12	3,136 12
25405654	U 10/26/00		0 00	0 00	0 00	1,500 00	1,500 00
25478648	U 04/09/01		0 00	0 00	0 00	403 52	403 52
25547628	U 10/26/01		0 00	0 00	0 00	210 22	210 22
25613926	U 01/25/02		0 00	0 00	0 00	2,112 88	2,112 88
25640705	U 03/25/02		0 00	0 00	0 00	509 97	509 97
25685412	U 07/01/02		0 00	0 00	0 00	3,942 00	3,942 00
25692767	U 07/18/02		0 00	0 00	0 00	2,091 88	2,091 88
25699440	U 08/01/02		0 00	0 00	0 00	500 00	500 00
25723391	U 09/26/02		0 00	0 00	0 00	1,039 19	1,039 19
25729355	U 10/08/90		0 00	0 00	0 00	412 95	412 95
WIRE6/10	U 06/10/03		0 00	0 00	0 00	290 76	-290 76
160090	I 12/30/99 2/10 N30		0 00	0 00	0 00	2,750 00	2,750 00
302001	I 04/15/02 2/10 N30		0 00	0 00	0 00	269 30	269 30
311191	I 05/29/02 2/10 N30		0 00	0 00	0 00	151 05	151 05
312975	I 06/06/02 2/10 N30		0 00	0 00	0 00	6,300 00	6,300 00
359860	I 03/12/03 2/10 N30		0 00	0 00	0 00	5,704 56	5,704 56
NA05161	M 06/11/01 NET 0		0 00	0 00	0 00	542 77	-542 77
NA05748	M 02/21/02 NET 0		0 00	0 00	0 00	-1,770 16	1,770 16
Na06662	M 06/17/02 Net 30		0 00	0 00	0 00	-855 36	855 36
Na12370	M 09/09/02 Net 30		0 00	0 00	0 00	1,080 00	1,080 00
Na12371	M 09/09/02 Net 30		0 00	0 00	0 00	-3,000 00	3,000 00
Base Customer Totals			0 00	0 00	0 00	28,445 87	28,445 87
Base Report Totals			0 00	0 00	0 00	28,445 87	28,445 87

Invoices 15,174 91
Dr/Cr Memos 7,248 29
Finance Charges 0 00
Unapplied Payments 20,519 25
Drafts 0 00 Total Ba

28,445 87

Aging at 09/11/03 Exchange Rate 28,445 87
Variance of 09/11/03 to Base 0 00