FORM B10 (Official Form 10) (4/01)

United States Bankruptcy Court - District of Delaware

PROOF OF CLAIM

Name of Debtor	Case Number
Fleming Companies Inc	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

Name of Creditor (The person or other entity to whom the debtor owes money or property)
Lettieri s Inc

Name and address where notices should be sent
Lettieri s Inc
C/o Fredrikson & Byron PA
Attn Heather B Thayer Esq
200 S Sixth St - Ste 4000
Minneapolis MN 55402

Telephone number (612) 492-7000

☐ 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 the address differs from the address on the envelope sent to you by the court

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor

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

1 Basis for Claim

■ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
■ Other See Attached

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries, and compensation (fill out below)
Your SS # _____

Unpaid compensation for services performed
from _____ (date) to _____ (date)

2 Date debt was incurred

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed $ 53 184 48

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 if any $_____

6 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim
Amount entitled to priority $_____
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 4/1/04 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 the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY

FILED
SEP 12 2003
BMC

Fleming Companies Claim
10540

Date	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)
September 11 2003	Heather B. Thay Heather B Thayer Esq (MN#222549)

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571

Fleming Company Inc – Chapter 11
United States Bankruptcy Court – District of Delaware
Case No 03-10945 (Jointly Administered)

ATTACHMENT TO LETTIERIS, INC 'S PROOF OF CLAIM

Reclamation Claim	$ 20,642 16
Unsecured Claim	$ 32,542 32
Total	**$ 53,184 48**

2848248\1

FLEMING ANALYSIS
AS OF JULY 17, 2003

Customer	Invoice No	AMOUNT OF INVOICE	Invoice Date	Date Due
FLEMING COMPANIES	17329	3 379 20	12-Mar-03	23-Mar-03
FLEMING ALTOONA	17250	6,844 80	28-Feb-03	11-Mar-03
FLEMING ALTOONA	17311	13,766 40	14-Mar-03	25-Mar-03
FLEMING ALTOONA	17312	6 292 80	14-Mar-03	25-Mar-03
FLEMING ALTOONA	17388	6 072 00	31-Mar-03	11-Apr-03
FLEMING ADEL GA	17310	10 482 72	14-Mar-03	25-Mar-03
FLEMING ROMEOVILLE	17387	10 274 16	31-Mar-03	11-Apr-03
FLEMING ROMEOVILLE	17725	-8 223 60	31-May-03	11-Jun 03
FLEMING KY	17355	4 296 00	21-Mar-03	1-Apr-03
COREMARK GARLAND TX	17308	1,673 75	14-Mar-03	25-Mar-03
ARTIC CASCADE	17344	12,611 52	14-Mar-03	25-Mar-03
HEAD DISTRIBUTING	17358	9 379 20	21-Mar-03	1-Apr-03
HEAD DISTRIBUTING	17239	8,832 00	21-Feb-03	3-Mar-03
		85 680 95		

Invoice

Lettieri's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice Number
17329

Invoice Date
Mar 12, 200

Page
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Sold To
FLEMING COMPANIES
P O BOX 26680
OKLAHOMA CITY, OK 73126

Ship to
FLEMING CSD PLYMOUTH
1035 NATHAN LANE
PLYMOUTH, MN 55441

Customer ID	Customer PO	Payment Terms	
FLE003	32132	2% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3269 PICKUP	3/12/03	3/23/03

Quantity	Item	Description	Unit Price	Extension
8 00	00171	PEPPERONI PIZZA 7" 24CT	21 12	168 96
72 00	00171	PEPPERONI PIZZA 7" 24CT	21 12	1,520 64
80 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	21 12	1,689 60

TOTAL 3,379 20

DISCOUNT ALLOWED 67 58

Invoice

Lettieri's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice Number
17250

Invoice Date
Feb 28, 2003

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Sold To
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Ship to
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Customer ID	Customer PO	Payment Terms	
FLE010	143-0029750	1% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3227	2/28/03	3/11/03

Quantity	Item	Description	Unit Price	Extension
63 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	1,391 04
137 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	3,024 96
27 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	22 08	596 16
83 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	22 08	1,832 64

TOTAL 6,844 80

DISCOUNT ALLOWED 68 45

Invoice

Lettieri's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice Number
17311

Invoice Date
Mar 14, 2003

Page
1

Sold To
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Ship to
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Customer ID	Customer PO	Payment Terms	
FLE010	143-0035150	1% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3311	3/14/03	3/25/03

Quantity	Item	Description	Unit Price	Extension
4 00	11843	TARGET BEEF FRANK 24 CT	20 88	83 52
576 00	11843	TARGET BEEF FRANK 24 CT	20 88	12,026 88
24 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	529 92
1 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	22 08
50 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	22 08	1,104 00

TOTAL 13,766 40

DISCOUNT ALLOWED 137 66

Bellieri s Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice

Invoice Number
17312

Invoice Date
Mar 14, 2003

Sold To
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Ship to
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Customer ID	Customer PO	Payment Terms	
FLE010	143-0033650	1% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
EMMA	3285	3/14/03	3/25/03

Quantity	Item	Description	Unit Price	Extension
8 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	176 64
152 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	3,356 16
125 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	22 08	2,760 00

TOTAL 6,292 80

DISCOUNT ALLOWED 62 93

Invoice

Lettieri's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice Number
17388

Invoice Date
Mar 31, 2003

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Sold To
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Ship to
FLEMING ALTOONA
3010 SEVENTH AVENUE
PO BOX 470
ALTOONA, PA 16602-1906

Customer ID	Customer PO	Payment Terms	
FLE010	143-0037460	1% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3366	3/31/03	4/11/03

Quantity	Item	Description	Unit Price	Extension
76 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	1,678 08
39 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	861 12
3 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	22 08	66 24
157 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	22 08	3,466 56

TOTAL 6,072 00

DISCOUNT ALLOWED 60 72

Invoice

Lattarelli's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice Number
17310

Invoice Date
Mar 14, 2003

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1

Sold To
FLEMING ADEL GA
PO BOX 510
ADEL, GA 31620

Ship to
FLEMING/COREMARK ADEL GA
115 MAPLE STREET
ADEL, GA 31620

Customer ID	Customer PO	Payment Terms	
FLE011	179-0013230	1% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3310	3/14/03	3/25/03

Quantity	Item	Description	Unit Price	Extension
46 00	11843	TARGET BEEF FRANK 24 CT	20 88	960 48
308 00	11843	TARGET BEEF FRANK 24 CT	20 88	6,431 04
140 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	3,091 20

TOTAL 10,482 72

DISCOUNT ALLOWED 104 83

Lettieri's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice

Invoice Number
17387

Invoice Date
Mar 31, 200[illegible]

Page
1

Sold To
FLEMING ROMEOVILLE
1251 NORTH SCHMIDT ROAD
ROMEOVILLE, IL 60446

Ship to
COREMARK/FLEMING ROMEOVILLE
1251 NORTH SCHMIDT ROAD
ROMEOVILLE, IL 60446

Customer ID	Customer PO	Payment Terms	
FLE012	51-0024760	2% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3349	3/31/03	4/11/03

Quantity	Item	Description	Unit Price	Extension
301 00	F10841	SAUSAGE BAGEL DOG	21 36	6,429 36
180 00	F10841	SAUSAGE BAGEL DOG	21 36	3,844 80

TOTAL 10,274 16

DISCOUNT ALLOWED 205 48

Lettieri's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax. 952-707-8688

Invoice

Invoice Number
1735

Invoice Date
Mar 21, 200

Page
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Sold To
FLEMING KY
1055 SALT RIVER ROAD
LEITCHFIELD, KY 42754

Ship to
FLEMING KY
1055 SALT RIVER ROAD
LEITCHFIELD, KY 42754

Customer ID	Customer PO	Payment Terms	
FLE013	175-0005910	1% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3345	3/21/03	4/1/03

Quantity	Item	Description	Unit Price	Extension
100 00	11843	TARGET BEEF FRANK 24 CT	20 88	2,088 00
28 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	618 24
52 00	00171	PEPPERONI PIZZA 7" 24CT	22 08	1,148 16
20 00	00173	5-BLEND CHEESE PIZZA 7" 24CT	22 08	441 60

TOTAL 4,296 00

DISCOUNT ALLOWED 42 96

Lettieri's Authentic Italian, Inc
11351 Rupp Drive
Suite D&E
Burnsville, MN 55337

Voice 952-707-8466
Fax 952-707-8688

Invoice

Invoice Number
17725

Invoice Date
May 31, 2003

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1

Sold To
FLEMING ROMEOVILLE
1251 NORTH SCHMIDT ROAD
ROMEOVILLE, IL 60446

Ship to
COREMARK/FLEMING ROMEOVILLE
1251 NORTH SCHMIDT ROAD
ROMEOVILLE, IL 60446

Customer ID	Customer PO	Payment Terms	
FLE012	51-0024760	2% 10, Net 11 Days	
Sales Rep ID	**Shipping Method**	**Ship Date**	**Due Date**
FMMA	3349	3/31/03	6/11/03

Quantity	Item	Description	Unit Price	Extension
-301 00	F10841	SAUSAGE BAGEL DOG	21 36	-6,429 36
-84 00	F10841	SAUSAGE BAGEL DOG	21 36	-1,794 24

TOTAL -8,223 60

DISCOUNT ALLOWED -164 47