
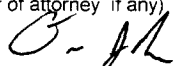


<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>	THIS SPACE IS FOR COURT USE ONLY
In Re (Name of Debtor) <b>Fleming Companies, Inc et al</b>		Case Number <b>03 10945 MFW</b> Chapter <b>11</b>	
NOTE This form should not be used to make a claim for an administrative expense 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) <b>Superior Dairy Inc</b>		<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 the address differs from the address on the envelope sent to you by the court.	
Name and Address Where Notices Should Be Sent  Krugliak Wilkins Griffiths & Dougherty Co L P A c/o Sam O Simmerman 4775 Munson Street N W P O Box 36963 Canton OH 44735 6963 Telephone No (330) 497 0700			
Account or Other Number By Which Creditor Identifies Debtor		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____	
<b>1 BASIS FOR CLAIM</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>Central Billing Program</u> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Your Social Security Number _____ Unpaid compensation for services performed from _____ (date) to _____ (date)			
<b>2 DATE DEBT WAS INCURRED</b> <u>Various Dates</u>		<b>3 IF COURT JUDGMENT DATE OBTAINED</b>	
<b>4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED</b> \$ <u>95,410.28</u> SEE ATTACHED EXHIBIT A If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input type="checkbox"/> 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"/> Motor Vehicle <input type="checkbox"/> Real Estate <input type="checkbox"/> Other _____  Value of Collateral _____  Vehicle _____  Mfr Serial No _____  Amount of arrearages 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. Amount entitled to priority \$ <u>95,410.28</u>  Specify the priority of the claim <input type="checkbox"/> Wages salaries or commission (up to \$4000)* earned not more than 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 \$1 800 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 of governmental units 11 U.S.C. § 507(a)(8)  <input checked="" type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a) <u>1</u>  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.	
<b>7 CREDITS</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this Proof of Claim.		THIS SPACE IS FOR COURT USE ONLY  <b>FILED</b> <b>SEP 12 2003</b>  <b>BMC</b>  Fleming Companies Claim  10707	
<b>8 SUPPORTING DOCUMENTS</b> 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.			
Date September 11 2003	Sign and Print the name of the creditor or other person authorized to file this claim (attach copy of power of attorney if any).    <b>Owen J Rarric (0075367)</b> Attorney for Superior Dairy Inc		

**EXHIBIT A**

Superior Dairy, Inc (“Superior”) is entitled to \$95,410.28, which is owed to it by the Debtor. This amount results from a Central Billing Program, in which the Debtor collected monies owed to Superior from retailers doing business with Superior.

See Adversary Proceeding Number 03-53034

KRUGLIAK  
WILKINS  
GRIFFITHS &  
DOUGHERTY  
C O L P A



THE FUTURE OF LAW

Mary Helmick Papadopoulos  
Direct Line (330) 244 2893  
mhelmick@kwgd.com

September 10, 2003

VIA OVERNIGHT MAIL

Bankruptcy Management Corporation  
1330 East Franklin Avenue  
El Segundo CA 90245

RE *Fleming Companies, Inc , et al*  
*Case No 03-10945*

Dear Sir or Madam

Enclosed please find (two) 2 Proof of Claims to be filed in regard to the Creditor,  
Superior Dairy, Inc , regarding the Fleming Companies, Inc , bankruptcy

Please time-stamp the extra copy of the Claim and return it to me in the self-  
addressed, stamped envelope which is provided

If you should have any questions, please feel free to contact me

Very truly yours,

KRUGLIAK, WILKINS, GRIFFITHS  
& DOUGHERTY CO , L P A

Mary Helmick Papadopoulos  
Paralegal

MHP/jm

Enc

Samuel Krugliak  
F Stuart Wilkins  
Raymond E Griffiths  
Ronald W Dougherty  
David L Simele  
Fred J Haupt  
John Bogniard  
Michael A Thompson  
Richard E Davis  
Randall C Hunt  
Sam O Simmerman  
Terry A Moore  
Paul H Malesick II  
Karen Soehnlen McQueen  
Jacqueline Bollas Caldwell  
David E Butz  
Leslie Iams Kuntz  
Susan Carson Rodgers  
Edward D Murray  
James F Contini II  
John M Tucker  
Scott R Miller  
John D Clark  
Michael A Warkall  
Matthew P Mullen  
Todd M Kolarik  
Stephanie Morgan Greene  
Gregory D Swope  
Scott M Zurakowski  
Benjamin B de Forest  
Jason F Haupt  
Owen J Rarric

Retired

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