

UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc , et al ,	Case Number 03-10945 (MFW) (Jointly administered)	CHAPTER 11
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" of payment of an administrative expense may be filed pursuant to 11 U S C §503		
Name of Creditor (The person or entity to whom the debtor owes money or property) Metro Beverage Co Name and address where notices should be sent Metro Beverage Co c/o Larry J McClatchey, Esq Kegler, Brown, Hill & Ritter 65 East State Street, Suite 1800 Columbus, Ohio 43215 Telephone Number 614/462-5400	<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	THIS SPACE IS FOR COURT USE ONLY
Account or other number by which creditor identifies debtor	Check here <input type="checkbox"/> replaces a previously filed claim if this claim <input type="checkbox"/> amends dated _____	
1 Basis For Claim <input checked="" 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 type="checkbox"/> Other	<input type="checkbox"/> Retiree benefits as defined in 11 U S C §1114(a) <input type="checkbox"/> Wages salaries and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____	
2 Date debt was incurred Beginning in 2001	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case filed \$810,831 36 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		
5 Secured Claim <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 _____ Valuation of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____ <input checked="" type="checkbox"/> Unsecured Non Priority Claim \$810,831 36 A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or the extent that the value of such property is less than the amount of the claim	6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 000) * 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 - 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"/> Taxes or penalties of governmental units - 11 U S C §507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U S C §507(a)(____) *Amounts are subject to adjustment on 4/1/98 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	
Date September 11, 2003	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) Larry J McClatchey, Attorney for the Creditor <i>[Signature]</i>	
Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both		



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

In re

Chapter 11

Fleming Companies, Inc , et al

Case No 03-10945 (MFW)
(Jointly Administered)

Debtors

**ATTACHMENT OF METRO BEVERAGE CO TO
IT'S PROOF OF CLAIM AGAINST FLEMING COMPANY ENTITIES**

Metro Beverage Co (“Metro Beverage”) provided private label bottling services to Fleming Companies, Inc (“Fleming”) ¹ Attached hereto is an itemization of the four components of the claim of Metro Beverage Because the underlying documents are voluminous and already in the possession of Fleming, Claimant is providing this summary in accordance with Rule

Accounts Receivable

Fleming is indebted to Metro Beverage on unpaid invoices for goods and services sold and delivered prior to the Petition Date in the amount of \$337,449 65 Invoices and other documentation substantiating the unpaid amount are available upon request

New York Deposits

In the ordinary course of dealing with Fleming, and for Fleming’s convenience, Metro Beverage reimbursed a recycling company for certain recycling costs incurred by Fleming with retailers in the State of New York on containers distributed there by Fleming These containers must be recycled under applicable state law Fleming thereafter reimbursed Metro Beverage from time to time based upon reports by Fleming of its actual beverage shipments into New York over a given time period Based upon

¹ Because of the manner in which Fleming required that it be invoiced, Metro Beverage is unable to state with certainty whether it has claims against Fleming Companies, Inc and/or any of its affiliates with cases that are being jointly administered under Case No 03-10945 Debtor and its affiliates are referred to collectively and severally herein as “Fleming” Metro Beverage reserves the right to amend, if necessary, its timely Proof of Claim to specify separate claims against one or more of the Fleming entities as subsequent developments in the case may mandate or permit

the expenses paid out by Metro Beverage to New York recycler for the periods for which Fleming did not reimburse Metro Beverage, Fleming is indebted to Metro Beverage in the amount of \$123,044.45. In the attached itemization, Claimant has specified the eleven different billing periods beginning in 2001 for which Fleming has not reimbursed it.

Missing Pallets

Metro Beverage provided shipping pallets with goods delivered to Fleming. By agreement and custom and practice, the pallets remained the property of Metro Beverage deemed to be 'on loan' to Fleming. Fleming has failed to return 17,128 pallets having a value of \$7.00 each. As of the Petition Date, Fleming is indebted to Metro Beverage for missing pallets in the amount of \$119,896.00.

Incorrect Deductions Taken

Prior to the Petition Date, Fleming failed to pay the invoices of Metro Beverage in full in accordance with the agreement of the parties. In many instances, Fleming applied improper setoffs or "deductions" on specific invoices. Metro Beverage did not authorize these deductions nor were they proper under the agreement or the course of dealing of the parties. As of the Petition Date, the amount due Metro Beverage on account of these incorrect and unauthorized deductions was \$230,441.26.

Total Amount Claimed

Fleming is indebted to Metro Beverage in the amount of \$810,831.36 for unpaid accounts receivable, unreimbursed New York bottle deposits, for missing pallets, and for incorrect and unauthorized deductions.

**Pre-Petition Accounts Receivable
Fleming Companies, Inc**

Warehouse	Invoice	Invoice Date	PO Number	Amount
Goodlettsville				
	113494	03/07/03	391482NA	5 682 64
	113495	03/07/03	391483NA	5 089 28
	113767	03/12/03	456132NA	4 091 44
	113768	03/12/03	456133NA	4 523 84
	113769	03/12/03	456134NA	4 844 92
	113770	03/14/03	456135NA	3 764 20
	114033	03/24/03	527276NA	4 836 92
	114034	03/28/03	527277NA	5,459 44
				38,292 68
Milwaukee				
	113794	03/14/03	34180-WK	4,995 57
	113826	03/18/03	34191-WK	4,949 04
	113997	03/19/03	34553-WK	6,577 00
	113998	03/21/03	34554-WK	8 365 40
	114111	03/21/03	34833-WK	5,537 00
	114112	03/28/03	34834-WK	7 553 50
	114262	03/28/03	35098-WK	6,046 50
				44,024 01
Lincoln				
	113825	03/18/03	639345LI	7,832 92
	114012	03/21/03	680842-LI	6 243 95
	114280	03/28/03	736283LI	7,717 00
				21,793 87
Warsaw				
	94742	10/15/01	644048	194 72
	94932	10/15/01	678256	1 164 00
	101386	04/16/02	869421	218 00
	114011	03/21/03	656743ww	5,719 60
				7,296 32
Lacrosse				
	113808	03/12/03	706484	8 019 90
	113809	03/12/03	706485	7 535 40
	113810	03/14/03	706486	7 780 50
	113994	03/19/03	708407	7 150 50
	113995	03/21/03	708408	6 345 60
	114056	03/24/03	710205	7,447 80
				44,279 70
Massillon				
	113570	02/26/03	345716B	1,380 00
	113572	03/01/03	345716A	2,900 00
	113729	03/12/03	307857MA	6 917 16
	113743	03/12/03	307858MA	7 197 00
	113765	03/12/03	315677MA	7,181 81
	113766	03/14/03	315678MA	6 274 32
	113855	03/18/03	339139MA	7 159 98
	113874	03/14/03	339140MA	6 966 60
	113879	03/14/03	346893MA	5,761 26
	113962	03/18/03	362498MA	5 857 72
	113992	03/19/03	377910MA	6,267 00
Massillon (cont)	114047	03/24/03	401260MA	5,740 47

	114136	03/28/03	424408MA	6,866 40
				76,469 72
Northeast				
*	96328	10/24/01	Detention	11,295 90
*	96328	12/10/01	pd on invoice	-7,621 70
*	96328	07/31/02	credit issued	-125 00
*			Total Due	3,549 20
Southaven				
	97634	12/17/01	106693-ME	76 60
	113629	03/07/03	826987-ME	6,724 00
	113718	03/07/03	836796ME	6 106 34
	113736	03/07/03	841710ME	3 671 90
	113937	03/14/03	870792ME	4 387 20
	113946	03/18/03	871281ME	4 203 64
	114013	03/19/03	890134ME	5,540 92
	114057	03/24/03	899788ME	4,373 20
	114236	03/28/03	023831ME	5,870 60
				40,954 40
Goodlettsville				
private label	113771	03/14/03	456136NA	250 78
	114035	03/28/03	527278NA	443 52
				694 30
Kansas City				
	113786	03/12/03	DSD3964	4 042 50
	113788	03/12/03	DSD3963	3 000 00
	113811	03/12/03	786209KC	6,759 34
	113981	03/21/03	809521KC	7,139 05
				20,940 89
Minneapolis				
	114036	03/21/03	709503	5,822 70
				5,822 70
Superior				
	113976	03/18/03	708351	6,840 00
	113977	03/19/03	708352	6 384 42
	113978	03/21/03	708353	6 667 86
	113979	03/25/03	708354	6 775 00
	114055	03/28/03	710202	6,664 58
				33,331 86
Total All Divisions				337,449 65

Fleming Company
New York Deposit Calculations

Estimated monies due Metro for Pre-Petition claim

1 Using average of previous Fleming reimbursements
 $\$10,254.72$ (average/period) X 11 (periods unpaid) = $\$112,801.92$

or

2 Using Metro's expenses paid out to New York recycling centers for periods
unpaid by Fleming ** $\$123,044.45$ (see summary page)

**New York Deposits
Fleming Companies, Inc**

Reimbursements

Date	Amount	Period Covered
5/18/2000	5,826 30	4
5/30/2000	19 407 50	5
6/26/2000	11 430 20	6
7/27/2000	12,142 10	7
8/25/2000	36 539 20	8
9/22/2000	8 357 50	9
10/23/2000	8,916 50	10
11/13/2000	14 841 06	11
12/26/2000	<u>7,084 80</u>	12

124,545 16 9 periods

1/29/2001	6 446 10	13
2/5/2001	6 092 40	1
3/2/2001	5 382 40	2
3/5/2001	4,652 70	3
5/4/2001	12 002 20	4
6/25/2001	17 059 40	6
11/2/2001	<u>5,646 50</u>	10

57,281 70 7 periods

1/7/2002	5 379 00	13
3/11/2002	6 382 60	1
3/18/2002	8,012 80	2
5/13/2002	20,768 90	3 & 4
6/11/2002	10,795 60	5
8/5/2002	20 029 50	6 & 7
10/7/2002	9 754 80	8 & 9
12/2/2002	<u>24,182 20</u>	10 & 11

105,305 40 12 periods

Grand Total 287,132 26
28 Periods / \$287 132 26 = \$10 254 72

*** Missing Reimbursements**

2001 Periods 5 7 8 9 11 12
2002 Periods 12 13
2003 Periods 1 2,3

**Recycling Center Charges
Paid by Metro**

Period	Amount
May'00	17 54
Jun'00	5,455 92
Jul'00	2,621 14
Aug'00	48,280 49
Sep'00	30,095 87
Oct'00	11,528 46
Nov'00	19,017 14
Dec 0	<u>13,377 68</u>

130,394 24

Jan'01	10,740 99
Feb 01	8,553 06
Mar'01	6,653 29
Apr'01	11,863 06
May'01	17,530 81 *
Jun'01	9,900 63
Jul'01	17,904 08 *
Aug'01	20,428 45 *
Sep'01	10,351 39 *
Oct'01	18,254 58
Nov 01	8 881 01 *
Dec'01	<u>7,682 51 *</u>

148,743 86

Jan'02	12,134 15
Feb'02	8,924 44
Mar'02	7,000 38
Apr'02	11,912 32
May'02	13 266 42
Jun'02	10 286 80
Jul'02	22,700 64
Aug'02	13,141 91
Sep'02	12,795 59
Oct'02	22,117 74
Nov 02	10 063 60 *
Dec'02	<u>5,060 14 *</u>

149,404 13

Jan'03	12,196 03 *
Feb'03	6,743 65 *
Mar'03	<u>6,202 78 *</u>

25,142 46

Grand Total

453,684 69

**Fleming - Pallets Owed
at Time of Filing**

Customer No	Division	# pallets owed
2FLE10	Milwaukee	64
2FLE12	Lincoln	170
2FLE13	Warsaw	2572
2FLE14	Superior	-1350
	Apollo	-1328
	LaCrosse	406
	Minneapolis	-501
2FLE17	Massillon	-5369
2FLE18	Northeast MD	-6973
2FLE19	Southaven	-518
2FLE20	Philly-Direct Deliv	-3073
2FLE21	Goodlettsville	-5
2FFO12	Goodlettsville	-209
2FLE22	Kansas City	24
2FLE23	Fort Wayne	-2008
2FLE24	New Jersey	-219
2FLE26	Minneapolis	551
2FLE27	Superior	638
	Total	-17128

**Pre-Petition Incorrect Deductions
Fleming Companies, Inc**

Warehouse	Invoice	Date Deduct Recd	P O No	Amount
Goodlettsville	90608	05/08/01	026661NA	500 00
	87761	04/16/01		26 25
	87851	04/06/01		60 13
	90065	10/01/01		591 90
	90792	06/25/01		831 36
	91297	07/13/01		57 00
	92636	08/20/01		500 00
	92645	08/20/01		28 50
	92991	08/20/01		500 00
	93292	09/04/01		85 50
	NAO20231	02/23/01		510 56
	NAO21849	05/11/01		388 08
	NAO25004	06/25/01		60 89
	NA030286	03/29/01		635 39
	NA060254	06/21/01		807 76
	NA090191	09/11/01		1,048 22
	NA14441	01/29/01		38 81
	NA265911	05/04/01		600 00
	NA401403	01/29/01		201 12
	NA938662	01/16/01		91 25
	NA938881	01/29/01		591 25
	NA939769	02/23/01		583 00
	NA940529	03/16/01		558 38
	NA945231	08/02/01		974 24
	90630	05/01/01	042993NA	500 00
	106277	06/19/01	55450NA	500 00
	108772	08/30/02	117131NA	95 00
	110619	11/15/02	576238NA	500 00
	NA000276	07/18/02		213 60
	NA001537	11/15/02		1,500 00
	NA214132	11/18/02		500 00
	NA447373	08/05/02		500 00
	NA447374	08/05/02		500 00
	NA447375	08/05/02		500 00
	NA900436	11/07/02		358 50
	NA901444	03/25/03		35 85
	NA920140	10/02/02		234 64
	NA920292	10/04/02		198 00
		12/16/02	639269	46 08
		12/16/02	702916	92 16
	NA220148	12/30/02		470 36
	NA220149	12/30/02		395 66
	NA220150	12/30/02		364 47
	NA220210	12/30/02		313 05
	NA220211	12/30/02		345 54
NA220212	12/30/02		500 00	
NA220213	12/30/02		265 44	
NA220214	12/30/02		500 00	
NA220215	12/30/02		500 00	

Goolettsville con	113496	02/26/03	391481-NA	500 00
	NAU958890	03/13/03	341036	625 00
	NAL447718	02/26/03		500 00
	NAC215492	02/08/03		1 250 00
	NAX901150	01/26/03		250 95
	NAL447296	06/23/02	554501	500 00
	NAL447570	11/10/02		500 00
	CSC1219-00815	12/22/02		615 00
	CCM210186	12/26/02		2 259 85
				27,198 74
Goodlettsville	112220	01/29/03	110305	625 00
(private label)				625 00
Milwaukee	105439	06/01/02	18027-WK	240 00
	GOD00095	10/16/02		1 008 00
	GOD034180	03/27/03		46 53
	113997	03/24/03	34553	48 57
	114111	03/28/03	GOD026269	336 00
				1,679 10
Lincoln	85326-1	12/10/01	152223	1,345 40
	LIU404394	10/15/01		12 60
	LIU846455	07/11/02		284 88
	LIU846456	07/11/02		157 83
	LIU846457	07/11/02		57 30
	LIU960480	09/04/01		667 67
	LIU961706	11/09/01		25 30
	LIU962886	01/07/02		36 64
	LIU970098	03/27/03		11 49
	91532	07/09/01		403 31
	111337	12/11/02	LIU968728	185 65
	1112094	01/08/03	LIU969139	23 22
	112283	01/27/03	LIU969407	444 15
	LIU969726	02/19/03	536797	38 70
	LIU970098	03/24/03	639345	11 49
	LIU970104	03/24/03	680842	375 00
				4,080 63
Warsaw	76464	07/01/00		1,805 00
	90332	06/07/01		722 00
	90914	06/25/01		1,672 50
	94912	10/24/01	Detention	1 494 30
	101386	03/05/02	827851	300 00
	403293	10/15/01		1,186 00
	WW102899	03/16/01		315 22
	WW105157	07/12/01		1,495 80
	WL107350	12/24/01		556 50
	WL107480	11/22/02		1,034 90
	WL108668	02/04/02		500 00
	WW924976	06/11/01		57 76
	WW926083	07/23/01		1,444 00
	WW926154	07/26/01		404 32
	WW926921	08/20/01		66 90
	WW926971	08/24/01		459 90
	WW930552	02/22/02		26 25
	WL109358	03/28/02		500 00
	WW932359	05/31/02		13 08
	WW932456	06/11/02		18 60

Warsaw cont	WW932546	06/11/02		26 25
	WW C0212252	12/30/02		50 00
				14,149 28
Lacrosse	85501	02/09/01		449 40
	86609	03/05/01		100 00
	88372	04/23/01		358 00
	90135	05/29/01		25 00
	91576	07/10/01		500 00
	92592	07/26/01		500 00
	92933	08/03/01		622 50
	93493	08/31/01		353 00
	103852	06/20/02		100 00
	103874	05/31/02	907632	100 00
	103877	06/06/02	907635	100 00
	103877	06/11/02	907635	100 00
	103880	05/24/02	907638	100 00
	103881	05/10/02	907649	100 00
	103890	05/17/02	907662	100 00
	103891	06/02/02	907663	100 00
	103910	05/31/02	904701	100 00
	104111	05/17/02	909082	25 00
	104112	05/20/02	909083	100 00
	104115	05/21/02	909086	100 00
	104115	05/24/02	909086	43 00
	104379	05/21/02	910781	100 00
	104379	06/04/02	910781	100 00
	104379	06/11/02	910781	100 00
	104380	05/20/02	910782	100 00
	104462	05/20/02	911112	100 00
	104462	05/24/02	911112	100 00
	104463	05/24/02	911189	100 00
	104901	06/04/02		133 33
	104908	06/04/02	913980	133 33
	104908	06/11/02	913980	100 00
	104948	06/04/02	914664	133 34
	104948	06/11/02	914664	100 00
	104981	06/11/02	914873	100 00
	105122	06/04/02	915975	100 00
	105122	06/11/02	915975	133 33
	105124	06/04/02	915980	100 00
	105124	06/11/02	915980	133 34
	105125	06/11/02	915981	100 00
	105126	06/04/02	916882	100 00
	105126	06/11/02	916882	133 33
	105145	06/11/02	917080	100 00
	105145	06/11/02	917080	100 00
	105146	06/11/02	917082	100 00
	105146	06/11/02	917082	100 00
	105147	06/11/02	917088	100 00
	105148	06/24/02	917099	100 00
	105149	06/11/02	917102	100 00
	105150	06/11/02	917103	200 00
	105413	06/11/02	918742	100 00
	105413	06/20/02	918742	100 00
	105415	06/20/02	918744	100 00

Lacrosse cont	105577	06/11/02	919850	100 00
	105630	06/24/02	920018	100 00
	105822	06/20/02	921813	100 00
	105823	06/20/02	921814	100 00
	105853	06/24/02	921879	100 00
	105854	06/24/02	921881	100 00
	105858	06/28/02	921889	100 00
	105859	06/24/02	921891	100 00
	106171	07/02/02	924692	100 00
	106172	07/02/02	924694	100 00
	107499	07/30/02	936561	100 00
	104114	06/02/02	990890	100 00
		06/11/02	917099	100 00
	LA32404-5	08/26/02		1,626 84
	LA953752	07/11/02		162 90
	LAC32950	08/05/02		100 00
	LAC33079	08/16/02		877 49
	113810	03/28/03	706486	100 00
				11,643 13
Massillon	86525	03/16/01		201 60
	93090	07/10/01		500 00
	93142	08/13/01		150 00
	93146	08/16/01		500 00
	93149	08/16/01		150 00
	93151	08/13/01		150 00
	93152	08/16/01		475 00
	93284	08/16/01		60 00
	93284	08/16/01		1,000 00
	93285	08/16/01		150 00
	93290	08/16/01		500 00
	93343	08/16/01		500 00
	93421	08/16/01		500 00
	93479	08/16/01		150 00
	93480	08/16/01		150 00
	93481	08/16/01		500 00
	93481	08/20/01		500 00
	93484	08/16/01		150 00
	93547	08/20/01		500 00
	93784	09/11/01		70 80
	93800	09/17/01		692 00
	93801	12/11/01		500 00
	93802	09/04/01		500 00
	93886	09/04/01		500 00
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	102002	09/23/02	502031	50 00
	102426	10/10/02	601232A	407 00
	103819	05/07/02	857456-MA	44 00
	104083	06/04/02	888138-MA	424 83
	104257	11/07/02	590216-A	50 00
	104308	09/23/02	590216-B	50 00
	104309	11/07/02	590217-A	50 00
	104310	11/07/02	590217-B	50 00
	104313	01/02/03	590219-A	832 00
	104574	09/23/02	125013A	25 00
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Massillon cont	104824	09/23/02	125016-A	25 00
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	105016	07/16/02	125018A	537 82
	105627	07/08/02	213631-MA	500 00
	106391	09/23/02	125025	579 04
	107204	11/07/02	125026C	133 67
	107205	11/07/02	125026A	16 67
	107206	11/07/02	125026B	16 66
	107796	08/22/02	579006-MA	149 82
	108674	09/16/02	767272-MA	45 00
	108732	09/23/02	783412-MA	105 00
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	109139	09/28/02	895228-MA	155 00
	110945	12/05/02	456308-MA	250 00
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	MAC0210157	06/25/02		11 00
	MAC0210761	10/14/02		61 00
	MA103468	07/23/01		5 000 00
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Massillon cont	MA414926	06/11/02		500 00
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	MA414931	06/11/02		500 00
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Minneapolis	104753	06/03/02	912555	250 00
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Northeast	89681	06/04/01		200 00
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	105515	06/18/02	589926-NE	184 52
	105912	06/24/02	637947-NE	460 80
	105913	06/28/02	637948-NE	326 88
	105914	06/28/02	637949-NE	437 76
	105915	06/24/02	637950-NE	425 76
	105916	06/24/02	637951-NE	345 60
	105919	06/24/02	637954-NE	437 76
	105922	06/24/02	637957-NE	460 80
	105923	06/24/02	637958-NE	437 76
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	105924	07/16/02	637959-NE	230 40
	106112	08/02/02	665219	888 00
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		12/16/02	220585	230 40
		12/16/02	220591	230 40
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		12/16/02	220601	460 80

Northeast cont	EDI 10075	09/08/00		2 750 00
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			74156	7 434 00
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	NEAO13518	*	665215	191 60
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	NEAO13523	*	106076	259 30
	NEAO13522	*	19531	236 60
	NEAO13521	*	882722	331 50
	NEAO13539	*	62301	264 20
	NEAO13545	*	106075	288 96
	NEAO13546	*	62300	236 60
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	NEAO13584	*	206262	340 08
	NEAO13592	*	427622	155 00
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	NEAO13595	*	427625	69 00
	NEAO13594	*	335084	66 60
	NEAO13597	*	427621	119 00
	NEAO13601	*	637962	450 50
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Southaven	6784	09/11/01		500 00
	79296	07/13/01		500 00
	87026	04/19/01		95 20
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	88905	05/21/01		36 04
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	ME000285	06/21/01		719 28
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	ME001144	02/04/02		102 50
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	ME006286	07/23/01		671 91
	ME006613	07/30/01		500 00
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	ME87249	03/29/01		204 50
	ME940337	03/12/01		21 99
	ME940608	03/22/01		343 00
	ME941536	04/23/01		19 54
	ME944521	08/06/01		177 25
	ME945101	08/31/01		117 60
	MEC00600	02/04/02		5 393 25
	105754	11/29/02	654574-ME	1 101 38
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	110943	12/12/02	397065-ME	94 08
	ME131645	03/28/02		250 00
	ME203075	10/22/02		54 00
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	ME203078	10/22/02		162 00
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	ME212057	08/16/02		92 40
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	ME212198	08/16/02		451 61
	ME212199	08/16/02		349 57
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	ME217013	08/16/02	BAL DUE	17 271 05
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	MEB00480	12/26/02		455 00
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	ME212817	12/30/02		121 80
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	ME213629	12/30/02		14 40

Southaven cont	ME213630	12/30/02		14 40
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	ME220019	12/30/02		501 84
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	ME000291	08/16/02		73 20
	MEU954041	12/06/03	397065	94 08
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Superior	SUP113976Q	03/27/03		7 72
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	SUP77162	03/16/01		3 971 55
				3,986 87
Kansas City	KC936966	12/30/02		208 33
	KC936998	12/30/02		119 70
	88952	05/29/01		55 00
	89128	05/29/01		77 50
	93011	09/04/01		25 00
	KA780465	02/16/01		22 55
	KC945878	01/29/01		325 00
	88952	05/29/01		55 00
	89237	05/05/01	DSD3130	510 00
	85001	11/20/01	619335	73 00
	KCO60034	05/03/02		60 00
	KC104740	08/16/02	BAL DUE	304 00
	KC104741	08/16/02		344 00
	KC104745	08/16/02	BAL DUE	273 60
	KCC0210444	07/29/02		100 00
	KCC0212163	09/04/01		256 00
	KC214067	11/18/02		212 00
	KC60126	05/24/02		100 00
	KC946341	02/23/01		125 00
	KC946537	02/26/01		290 00
	KC950977	08/24/01		210 00
	KC951524	09/17/01		22 38
	KC951975	10/01/01		375 00
	KC952052	10/01/01		1 143 00
	KC953208	11/19/01	820674	38 00
	KC953747	12/10/01		1 162 86
	KCU962275	03/27/03	809521	3 75
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Fort Wayne	400537	10/29/01		154 00
	902278	10/19/01		36 00
	IN902420	11/09/01	120056	14 40
	IN902453	11/09/01		203 50
	IN000370	11/23/01		150 00
	IN00435	11/19/01		150 00

Fort Wayne cont	IN001671	01/17/02		150 00
	IN400527	08/09/02		2 50
	FWC0210337	12/30/02		227 00
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New Jersey	NJ210050	10/01/02		35 00
	94009	10/01/01	37394- NJ	92 00
	94002	10/01/01	07391-NJ	96 00
	NJ900185	09/24/01		122 00
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				460 04
Philadelphia	105955	06/10/02	370182	696 00
	PE800454	02/02/01		175 00
				871 00
TOTAL ALL DIVISIONS				230,441 26

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LAWRENCE F FEHELEY
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ERIKA L HAUPT
EDWARD C HERTENSTEIN
PAUL R HESS
THOMAS W HILL
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R KEVIN KERNS
HELEN MAC MURRAY
DAVID M McCARTY

LARRY J McCLATCHEY
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RICHARD W SCHUERMANN JR
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Resident in Marion Office

September 11, 2003

Bankruptcy Management Corporation (BMC)
1330 East Franklin Avenue
El Segundo, CA 90245

Re Fleming Companies, Inc , et al ,
Case No 03-10945 (MFW)

Dear Sir/Madam

Please find enclosed herewith an original and (2) copies of a Proof of Claim in the above-referenced matter to be filed with the Court I would appreciate it if you would file the original and return the time-stamped copies of the Proof of Claim the enclosed self-addressed, stamped envelope Thank you for your assistance

Very truly yours,



Sally A Jeffrey
Paralegal

Enclosures