


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor <b>FLEMING FOODS MANAGEMENT CO L L C</b>		Case Number <b>03-10954 (MFW)</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" 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) <b>NESTLE ICE CREAM COMPANY</b> Name and Addresses Where Notices Should be Sent NANCY REYNOSO NESTLÉ USA 800 N BRAND BLVD GLENDALE CA 91203 Telephone number (818) 549 5638		<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.
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR None		<input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____ Check here if this claim
<b>1 BASIS FOR CLAIM</b> <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 compensations (Fill out below) Your social security number _____ Unpaid Compensations for services performed from _____ to _____ (date) (date)		
<b>2 DATE DEBT WAS INCURRED</b>		<b>3 IF COURT JUDGMENT, DATE OBTAINED</b>
<b>4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 183,848.99</b> 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 checked="" 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 checked="" type="checkbox"/> Other <u>Setoff rights</u>  Value of Collateral \$ <u>Unknown at this time reconciliation/investigation continues</u>  Amount of arrearage and other charges at time case filed included in secured claim 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 \$ <b>15,250.56</b> Specify the priority of the claim  <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650) 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 \$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 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) (Reclamation claim) <i>Amounts are subject to adjustment on 04/01/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>
<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.  <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.  <b>9 DATE-STAMPED COPY</b> 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  <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; margin-bottom: 10px;">SEP 12 2003</div> <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">BMC</div> Fleming Companies Claim  11121
Date <b>9/10/03</b>	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)  By <u>Nancy Reynoso</u> Nancy Reynoso Its duly authorized agent	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C.		

Nestle USA

800 NORTH BRAND BLVD  
GLENDALE CA 91203  
TEL (618) 544 6000

www.nestleusa.com



September 9, 2003

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

RE FLEMING FOODS MANAGEMENT CO , L L C  
Case #03-10954 (MFW)

Dear Sirs

Enclosed is a proof of claim and two copies. Please acknowledge the filing of our claim, time stamp a copy for our records and return to my attention.

Enclosed, for your convenience, is a self-addressed stamped envelope.

Sincerely,

*Margot Johnson*

Margot Johnson  
Credit Assistant

/mj

Enclosures

Nestle Ice Cream Company

STATEMENT

Debtor Fleming Companies, Inc

<u>Invoice #</u>	<u>SAP Doc #</u>	<u>Date</u>	<u>Amount</u>
365226	1900177624	1/23/02	\$142 92
386936	1900244044	2/22/02	\$199 80
3008	1900259614	3/1/02	\$158 40
LF032602	1900316020	3/26/02	\$1,545 92
3005	1900357771	4/12/02	\$177 60
3224	1900404200	5/2/02	\$57 60
316722	1900431689	5/14/02	\$135 26
kc060602	1900491195	6/6/02	\$954 12
387923	1900559828	7/1/02	\$211 96
397732	1900566599	7/3/02	\$1,090 24
397790	1900587240	7/11/02	\$585 50
397792	1900587241	7/11/02	\$115 50
3431	1900592571	7/13/02	\$328 17
367039	1900622071	7/24/02	\$361 04
367115	1900642418	7/31/02	\$245 58
317516	1900718386	8/27/02	\$606 20
mt082902	1900724766	8/29/02	\$676 80
398654	1900934549	11/19/02	\$151 68
3047	1900973680	12/5/02	\$734 40
3632	1901021144	12/24/02	\$387 50
210496	1901034067	12/31/02	\$531 16
416548	1901057561	1/7/03	\$57 60
729827	1901059007	1/10/03	\$56 88
729952	1901092104	1/24/03	\$56 88
416638	1901097128	1/28/03	\$67 32
416668	1901111103	2/3/03	\$359 28
331324	1901132310	2/11/03	\$105 24
702456	1901158775	2/21/03	\$8,207 94
245172-MA	1901166742	2/25/03	\$9,578 70
331466	1901168761	2/26/03	\$539 00
409828	1901168757	2/26/03	\$107 16
399210	1901172018	2/27/03	\$550 96
3516	1901175856	2/28/03	\$1,029 00
3680	1901175857	2/28/03	\$1,450 56
197967	1901179453	3/3/03	\$604 80
292185-MA	1901180621	3/3/03	\$9,417 78
318857	1901179454	3/3/03	\$134 64
320102	1901179451	3/3/03	\$550 50
320103	1901179450	3/3/03	\$767 74
331524	1901179455	3/3/03	\$18 96
416852	1901179452	3/3/03	\$325 77
318880	1901182668	3/4/03	\$56 88
318881	1901182667	3/4/03	\$73 92
320113	1901182654	3/4/03	\$1,213 76

<u>Invoice #</u>	<u>SAP Doc #</u>	<u>Date</u>	<u>Amount</u>
320114	1901182656	3/4/03	\$1,468 80
320125	1901182655	3/4/03	\$401 12
331526	1901182666	3/4/03	\$576 00
331538	1901182664	3/4/03	\$103 35
331540	1901182665	3/4/03	\$178 62
358931	1901182657	3/4/03	\$289 80
369050	1901182658	3/4/03	\$781 56
369051	1901182659	3/4/03	\$864 00
389649	1901182661	3/4/03	\$149 76
389656	1901182660	3/4/03	\$309 06
399231	1901182670	3/4/03	\$268 66
399233	1901182669	3/4/03	\$244 24
416853	1901182663	3/4/03	\$1,018 76
416854	1901182662	3/4/03	\$691 20
197989	1901186087	3/5/03	\$877 68
318883	1901186085	3/5/03	\$712 78
318890	1901186083	3/5/03	\$75 84
318895	1901186084	3/5/03	\$18 96
331556	1901186089	3/5/03	\$167 52
331557	1901186088	3/5/03	\$75 84
349328	1901186090	3/5/03	\$328 14
369068	1901186086	3/5/03	\$259 20
389658	1901186091	3/5/03	\$539 00
399234	1901186082	3/5/03	\$454 26
73633	1901186081	3/5/03	\$631 34
320149	1901189616	3/6/03	\$145 20
320150	1901189615	3/6/03	\$56 88
369090	1901189618	3/6/03	\$144 99
369093	1901189617	3/6/03	\$201 86
409887	1901189614	3/6/03	\$187 20
389690	1901193508	3/7/03	\$201 96
399263	1901193509	3/7/03	\$694 80
409891	1901193506	3/7/03	\$154 44
706441	1901194516	3/7/03	\$8,634 24
198020	1901197579	3/10/03	\$387 44
320165	1901197580	3/10/03	\$111 30
331601	1901197582	3/10/03	\$56 88
416905	1901197581	3/10/03	\$413 30
318935	1901201363	3/11/03	\$270 36
320185	1901201360	3/11/03	\$391 76
331614	1901201364	3/11/03	\$255 33
339090-MA	1901202599	3/11/03	\$7,394 70
389708	1901201361	3/11/03	\$212 70
389712	1901201362	3/11/03	\$512 16
399277	1901201365	3/11/03	\$328 32
416912	1901201366	3/11/03	\$270 42
416913	1901201367	3/11/03	\$48 36
73700	1901201359	3/11/03	\$858 36
318941	1901205079	3/12/03	\$75 84

<u>Invoice #</u>	<u>SAP Doc #</u>	<u>Date</u>	<u>Amount</u>	
358977	1901205080	3/12/03	\$126 72	
198045	1901208070	3/13/03	\$457 00	
320205	1901208068	3/13/03	\$197 88	
320206	1901208069	3/13/03	\$141 00	
369152	1901208067	3/13/03	\$181 16	
369159	1901208065	3/13/03	\$63 36	
369162	1901208066	3/13/03	\$23 10	
409929	1901208064	3/13/03	\$94 80	
331656	1901211793	3/14/03	\$151 68	
331657	1901211790	3/14/03	\$96 72	
331658	1901211791	3/14/03	\$18 96	
674798-LI	1901212907	3/14/03	\$7,508 82	
211640	1901502195	6/26/03	\$335 72	
198068	1901215649	3/17/03	\$368 24	
320223	1901215648	3/17/03	\$23 10	
385728-ma	1901216575	3/17/03	\$8,060 04	
416963	1901215646	3/17/03	\$147 79	
318990	1901218920	3/18/03	\$207 96	
318992	1901218921	3/18/03	\$81 96	
320242	1901218917	3/18/03	\$315 56	
331687	1901218918	3/18/03	\$196 60	
331689	1901218919	3/18/03	\$36 00	
359017	1901218916	3/18/03	\$18 96	
389761	1901218922	3/18/03	\$176 78	
389768	1901218923	3/18/03	\$219 78	
399321	1901218924	3/18/03	\$258 66	
399322	1901218925	3/18/03	\$267 18	
319006	1901222109	3/19/03	\$224 76	
349418	1901222108	3/19/03	\$37 92	
409978	1901222107	3/19/03	\$261 00	
198097	1901225500	3/20/03	\$566 34	
320274	1901225495	3/20/03	\$56 88	
369208	1901225496	3/20/03	\$128 88	
369213	1901225497	3/20/03	\$157 34	
369214	1901225498	3/20/03	\$27 26	
409985	1901225499	3/20/03	\$123 44	
73791	1901225501	3/20/03	\$976 98	
331742	1901229195	3/21/03	\$65 18	
331744	1901229196	3/21/03	\$187 02	
331747	1901229197	3/21/03	\$173 84	
399348	1901229199	3/21/03	\$179 04	
718196-LF	1901230643	3/21/03	\$9,064 20	
720392	1901231339	3/21/03	\$75 84	
875594-ME	1901230631	3/21/03	\$8,078 04	
319028	1901234511	3/24/03	\$37 92	R
320288	1901234510	3/24/03	\$107 02	R
331759	1901234514	3/24/03	\$86 28	R
417011	1901234512	3/24/03	\$442 03	R
711384-LI	1901235925	3/24/03	\$7,707 18	

<u>Invoice #</u>	<u>SAP Doc #</u>	<u>Date</u>	<u>Amount</u>	
319047	1901238816	3/25/03	\$67 32	R
319048	1901238817	3/25/03	\$29 40	R
320309	1901238815	3/25/03	\$267 36	R
331769	1901238821	3/25/03	\$185 38	R
389826	1901238823	3/25/03	\$329 16	R
389830	1901238822	3/25/03	\$275 48	R
399366	1901238825	3/25/03	\$216 98	R
399367	1901238824	3/25/03	\$248 41	R
417017	1901238819	3/25/03	\$248 48	R
417018	1901238820	3/25/03	\$77 76	R
319052	1901242122	3/26/03	\$224 82	R
400036	1901242121	3/26/03	\$446 28	R
432203-ma	1901243376	3/26/03	\$8,828 16	
320329	1901246038	3/27/03	\$124 20	R
320330	1901246039	3/27/03	\$61 02	R
369287	1901246041	3/27/03	\$44 86	R
369288	1901246042	3/27/03	\$144 32	R
73858	1901246043	3/27/03	\$644 94	R
150777	1901251350	3/28/03	\$2,366 78	R
400053	1901251349	3/28/03	\$159 96	R
748822-LI	1901253412	3/29/03	\$8,326 08	R
548716-PX	1901259345	4/1/03	\$8,616 30	
73903	1901262345	4/2/03	\$549 84	
73904	1901262344	4/2/03	\$1,815 32	
211640	1901502195	6/27/03	\$335 72	
896244	1901219877	3/18/03	\$19 84	
896257	1901219876	3/18/03	\$19 84	
905643	1901219875	3/18/03	\$105 60	
905660	1901227251	3/20/03	\$49 60	
896335	1901240297	3/25/03	\$59 52	R
896342	1901244149	3/26/03	\$28 80	R
896387	1901259113	4/1/03	\$95 52	
896390	1901259114	4/1/03	\$31 44	
870092	18049841	4/19/01	\$449 87	
870104	18049840	4/19/01	\$344 20	
870113	18049815	4/23/01	\$52 20	
890124	18049839	4/24/01	\$108 92	
880128	18049837	4/25/01	\$152 04	
318410	18049843	4/30/01	\$302 92	
890363	18049845	5/23/01	\$49 36	
902199	1900214687	2/8/02	\$185 32	
882699	1900402669	5/1/02	\$259 52	
882855	1900435976	5/15/02	\$87 24	
894151	1900639164	7/30/02	\$62 52	
894183	1900650992	8/2/02	\$51 28	
894373	1900699721	8/20/02	\$63 96	
904268	1900793105	9/24/02	\$24 00	

<u>Invoice #</u>	<u>SAP Doc #</u>	<u>Date</u>	<u>Amount</u>
894876	1900845427	10/15/02	\$97 92
905257	1901097285	1/28/03	\$184 52
896127	1901183664	3/4/03	\$48 64
896129	1901183663	3/4/03	\$19 20
905549	1901183662	3/4/03	\$39 68
874589	1901190549	3/6/03	\$412 72
905571	1901190547	3/6/03	\$219 44
905573	1901190548	3/6/03	\$76 80
896159	1901195129	3/7/03	\$28 80
896184	1901202357	3/11/03	\$106 24
896190	1901202358	3/11/03	\$39 68
905599	1901202356	3/11/03	\$77 44
905607	1901205965	3/12/03	\$233 04
832681	1900259189	2/28/02	\$244 41
823123	1900432770	5/14/02	\$620 64
823141	1900440581	5/16/02	\$360 52
801831	1900538014	6/24/02	\$613 83
802237	1900699898	8/20/02	\$638 94
802251	1900707246	8/22/02	\$415 73
802281	1900720379	8/27/02	\$459 63
802293	1900727408	8/29/02	\$640 66
802412	1900777752	9/18/02	\$582 91
337692	1900128687	1/2/02	\$147 42
338195	1900254473	2/27/02	\$212 92
328553	1900757749	9/11/02	\$1,017 30
328567	1900757753	9/11/02	\$124 20
329075	1900902659	11/6/02	\$56 88
329093	1900910680	11/8/02	\$877 60
329427	1900988877	12/11/02	\$105 24
320015	1901154986	2/20/03	\$56 88
320057	1901168706	2/26/03	\$960 30
320070	1901168707	2/26/03	\$105 24
320261	1901222042	3/19/03	\$143 16
NSF Check #23572027		3/25/03	\$5,936 26
NSF Check #00219510		3/21/03	\$3,943 53
	Total Reclamation Invoices		\$15,250 56
	Total Non-Reclamation Invoices		<u>\$168,598 43</u>
	<b>Total A/R Invoices</b>		<b>\$183,848 99</b>

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>FLEMING FOODS MANAGEMENT CO L L C</b>		Case Number <b>03-10954 (MFW)</b>
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Name of Creditor (The person or entity to whom the debtor owes money or property)  <b>NESTLE ICE CREAM COMPANY</b>  Name and Addresses Where Notices Should be Sent NANCY REYNOSO NESTLÉ USA 800 N BRAND BLVD GLENDALE CA 91203 Telephone number (818) 549 5638		<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.
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR None		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____
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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).  By <u>Nancy Reynoso</u> Nancy Reynoso, Its duly authorized agent		<b>FILED</b>  <b>SEP 12 2003</b>  <b>BMC</b>
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.		