UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PRO	OOF OF CLAIM		Bar Date Ref#
In re	Case N	lumber	1	
Fleming Companies, Inc	03-3	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 of an administrative expense may be filed pursuant to 11 U.S.C. § 503	payment	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		
Marie of Oreultor and Address				
Lakeside Foods Inc Ann Ustad Smith Michael Best & Friedrich LLP One South Pinckney St PO Box 1806 Madison WI 53701-1806  Creditor Telephone Number ( ) 608-257-3501  CREDITOR TAX I D #   ACCOUNT OR OTHER NUMBE	R BY WHIC	CH C		ady filed a proof of claim with the irt or BMC you do not need to file again
CREDITOR IDENTIFIES DEBTO	DR	of this claim.		ously filed claım dated
1 BASIS FOR CLAIM	USC§ 1114 ion (Fill out bel	low)		
				(date) (date)
if all or part of your claim is secured or entitled to priority, also co  Check this box if claim includes interest or other charges in addition to the secured Chaim * see attached  Check this box if your claim is secured by collateral (including a right of setoff)  Brief description of collateral  Real Estate  Motor Vehicle  Other PACA - all assets  Value of collateral \$ 199,265 03 +  Amount of arrearage and other charges at time case filed included in secured claim above, if any \$  7 CREDITS The amount of all payments on this claim has been credit	99, 265 (s mplete Ite e principal UNSECU Check 1 Specify Wag before busin Cont Up to for po Alimo child Taxe Othe *Amo with re ted and de	reference (uns sem 5 or 6 below	ecured priority)  e attache nized statement  ured priority cla  to \$4 650*) earn or cessation of ti  s C § 507(a)(3)  plan 11 U S C  to a spouse for nital units 11 U S of 11 U S C § 50  and every 3 year the date of adjusting this proof	of all interest or additional charges  aim  aid within 90 days the Debtor's  § 507(a)(4)  antal of property or services 07(a)(6)  mer spouse or  S C § 507(a)(8)  107(a)  Is thereafter Thent  F of claim
8 SUPPORTING DOCUMENTS Attach copies of supporting documents running accounts contracts court judgments mortgages security agree if the documents are not available, explain if the documents are voluming DATE-STAMPED COPY To receive an acknowledgment of you additional copy of this proof of claim	<u>nents.</u> su ements ar inous atta	uch as promissory notes pure nd evidence of perfection of li ich a summary	hase orders in en DO NOT S	nvoices itemized statements of SEND ORIGINAL DOCUMENTS
The original of this completed proof of claim form must be sent by so that it is received on or before 4 00 p m , September 15, 2003, Po	acıfic Day	and delivered (FAXES NOT vlight Time	·	THIS SPACE FOR COURT USE ONLY
BY MAIL TO  Bankruptcy Management Corporation  P O BOX 900  El Segundo, CA 90245-0900	FILED SEP 12 2003			
DATE SIGNED  SIGN and print the name and title if any of the confidence of the confi	SLF 1 2 2003 : BMC Fleming Companies Claim			

#### **EXPLANATION OF CLAIM**

Lakeside Foods, Inc ("Lakeside") provided various products to debtor. Lakeside contends that all of its claims are either or both claims under the Perishable Agricultural Commodities Act (7 U S C § 499e(c)) ("PACA") or reclamation claims pursuant to § 2-207 of the Uniform Commercial Code and § 546(c) of the Bankruptcy Code. However, if for some reason its claims or a portion thereof are not subject to a PACA trust or reclamation priority, Lakeside asserts this claim and a right to payment.

Lakeside has received pursuant to the Court's PACA order payment of \$150,048 98 on Lakeside's PACA-eligible claims This reduces Lakeside's claim as follows

Total Claim	\$199,265 03
PACA post-petition payment	150,048 98

Remaining claim \$ 49,216 05

A summary of Lakeside's claim and supporting invoices are attached Further supporting documentation is available from Lakeside's counsel

Ann Ustad Smith
Michael Best & Friedrich LLP
One South Pinckney Street, Suite 700
P O Box 1806
Madison, WI 53701-1806
Phone 608-283-2251
Fax 608-283-2275
e-mail ausmith@mbf-law.com

#### Fleming Foods

Invoice #	<u>PO #</u>	Ship Date	Invoice Date	<u>Amount</u>
148789	632919-WW	3/11/2003	3/17/2003	\$12,975 42
146847	166536-MA	2/17/2003	2/24/2003	\$24,100 30
148909	377953-MA	3/14/2003	3/19/2003	\$13,152 23
149180	401251-MA	3/19/2003	3/25/2003	\$5,616 89
149459	424443-MA	3/24/2003	3/31/2003	\$10,256 03
146981	999893 DAYMON	2/17/2003	2/24/2003	\$9,493 29
148925	703832 DAYMON	3/17/2003	3/21/2003	\$6,012 24
149356	710492 DAYMON	3/24/2003	3/21/2003	\$2,473 60
149428	710648 DAYMON	3/24/2003	3/31/2003	\$10,058 40
148269	705058 DAYMON	3/12/2003	3/18/2003	\$10,441 57
148603	706811 DAYMON	3/19/2003	3/25/2003	\$7,000 49
148701	800107-KC	3/11/2003	3/18/2003	\$15,449 23
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149076	708881 DAYMOM	3/26/2003	4/1/2003	\$11,727 43
147820	703392 DAYMON	3/5/2003	3/11/2003	\$8,061 49
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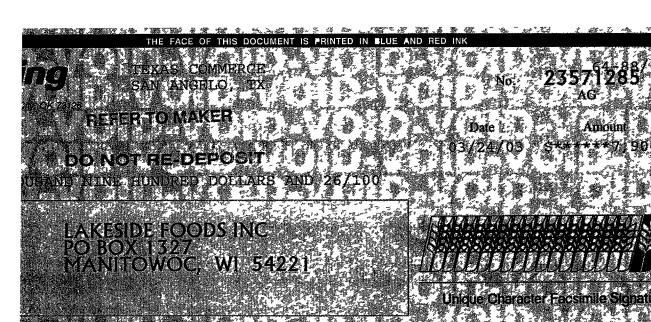
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ASSOCIATED BANK N A PO BOX 19006 GREEN BAY WI 54307-9006 1-800-236-8866





PO Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356

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#### LAKESIDE FOODS, INC. PO Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356

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P O Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356 INVOICE DATE INVOICE NO

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#### REMIT TO BOX 78203 MILWAUKEE, WISCONSIN 53278 0203

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## LAKESIDE FOODS

#### LAKESIDE FOODS, INC.

P O Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356

CUSTOMER ORDER NO

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	INVOICE NO
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	RECT TO BELOW ADDRESS
P 0 BOX 1327 • MANITO	OWOC WISCONSIN 54221 1327
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DATE SHIPPED TERMS

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#### REMIT TO BOX 78203 MILWAUKEE, WISCONSIN 53278 0203

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JUR ORDER NO



## LAKESIDE FOODS, INC. P O Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356

INVOICE DATE INVOICE NO GT 21/2003 UDD 49/17

PLEASE REFER TO THE ABOVE INVOICE NO IN ALL CORRESPONDENCE REGARDING THIS INVOICE AND DIRECT TO BELOW ADDRESS

P O BOX 1327 • MANITOWOC WISCONSIN 54221 1327

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#### REMIT TO BOX 78203 MILWAUKEE WISCONSIN 53278 0203

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P O Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356 PLEASE REFER TO THE ABOVE INVOICE NO
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PO BOX 1327 • MANITOWOC WISCONSIN 54221 1327

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P O Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356

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#### REMIT TO BOX 78203 MILWAUKEE, WISCONSIN 53278 0203

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#### LAKESIDE FOODS, INC. PO Box 1327, Manitowoc, WI 54221-1327 Phone 920/684-3356

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P O Box 1327, Mantowoc, WI 54221-1327 Phone 920/684-3356

# PLEASE REFER TO THE ABOVE INVOICE NO IN ALL CORRESPONDENCE REGARDING THIS INVOICE AND DIRECT TO BELOW ADDRESS PO BOX 1327 • MANITOWOC WISCONSIN 64221 1327

#### REMIT TO BOX 78203 MILWAUKEE, WISCONSIN 53278 0203

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SALES MAN	CUST#	CUSTOMER NAME	DATE PAID	INV#	INV DATE	C/F	DISCREP AMT	REASON	то	STATUS OF DISCREP	Reference Number	Check No
										Pat H pulled the PO It states that we should go with our prices. They show delivered. This was per Paula. Sent the discrepancy to Paula for direction to pursue or allow 7/26/02/Mike Schlasser has sent this to Ed Mayes for repay. If we don't get a repay in a few weeks call Mike again. Fleming is aware that this is FOB pricing. 7/30/02 / LVM for Mike Schlosser & Ed Maese for repay. 12/19/02/1/24/03 condensed copies given to Bob to meet with Fleming week of Feb. 1. / Pat JV/d DEDAC or		
BP	337	FLEMING LINCOLN	7/23/02	132191	7/9/02	F	\$629 17	PICK UP ALLOWANCE	A/R	4/02/03		
BP	49	FLEMING MINNEAPOLIS	9/1/00	2306	9/1/00	F	\$470 50	PRICING ON INV5164	DY	FAXED TO KAREN GRAMS 2/3/01 A/R GAVE TO DAVE Y 7/16/02//Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1 /	MIN00000005164P	23271341
BP		FLEMING MINNEAPOLIS	11/8/99	58738	10/20/99	F	\$563 05	PRICING		FAXED AGAIN TO KAREN GRAMS 2/3/01 SENT TO BOB 5/22/01 BOB CONFIRMED HE HAS COPIES ON 6/22/01/ Sent full documentation of our position to Misty for repay 10/01/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1 /	MIN00000058378P	
BP	337_	FLEMING SUPERIOR	3/13/00	64292	2/28/00	F	\$181 60	PRICING	DY	FAXED LETTER 5/2/00 PURSUE THEY OWE A/R GAVE TO DAVE Y 7/16/02//Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	SUP00000064434P	25307504
Bo	337	FLEMING MINNEAPOLIS	3/8/01	102444	2/22/01	F	\$415 80	SHORT SHIPMENT	ВР	FAXED POD TO KAREN GRAMS 3/22/01 A/R GAVE TO DAVE Y 7/18/02//Faxed for repay 7/19/02 / Sent full documentation of our position to Misty for repay 10/01/02/1/24/03 condensed copies given to Bob to meet with Fielding week of Feb 1 /	LIN506605	23214689
ВP	100	FLEMING-SUPERIOR	4/2/01	103824	4/2/01	F	\$1 521 88	PRICING	BP	FAXED TO MARGIE OTTO 4/19/01 letter being sent will not be repaid 10/3/01 REC D RESPONSE FROM FLEMING AND FORWARDED TO BOB P 10/8/01 / Sent full documentation of  our position to Misty for repay 10/01/02/1/24/03 condensed copies given to Bob to meet with  Fleming week of Feb 1	SUP00000104611P	25473829
BP	336	FLEMING SUPERIOR	8/27/01	111877	8/8/01	F	\$609 90	SHORT SHIPMENT	BP	will not be repaid. Margie is sending a letter 10/3/01. REC D LETTER AND FORWARDED TO BOB P 10/8/01/ Sent full documentation of our position to Misty for repay. 10/01/02/ 1/24/03 condensed copies given to. Bob to meet with Fleming week of Feb 1.	SUP00000112171Q	25541042
BP	129	FLEMING WARSAW	9/18/01	112715	9/18/01	F	\$485 04	SHORT SHIPMENT	DY	SENT TO NANCY FOR POD 9/20/01 SENT BACK TO JIM FERG 10/2/01 last page of POD missing Esther says they are missing the last page also 11/5/01 A/R GAVE TO DAVE Y 7/16/02//Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	WWU927641	25550611
BP	129	FLEMING INDIANA	9/18/01	112715	9/18/01	F	\$185 10	DAMAGE	BP	SENT INFO TO MARY @PLAINVIEW AND ESTHER 10/5/01 EMAILED ESTHER AGAIN 10/9/01 A/R GAVE TO DAVE Y 7/16/02/ Faxed for repay 7/19/02/Faxed again for repay per Misty s request 8/21/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	INU901713	25550611
<b>B</b> P	49	FLEMING LINCOLN	10/1/01	113860	9/14/01	F	\$892 14	PICKUP ALLOW	DY	THEY DO NOT GET A P/U ALLOW FAXED TO ESTHER 10/9/01 emailed Esther 10/12/01 ESTHER EMAILED BACK THAT THIS WILL BE REPAID 10/22/01 A/R GAVE TO DAVE Y 7/16/02/Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	LIU961052	25556273
ВР	100	FLEMING LINCOLN	11/13/01	114589	10/29/01	F	\$1 330 52	PICKUP ALLOW	DY	FAXED TO ESTHER FOR REPAY 11/28/01 A/R GAVE TO DAVE Y 7/16/02/Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Flemling week of Feb 1	LIU961924	25577822
ВР	337	FLEMING SUPERIOR	10/19/01	115422	10/4/01	F	\$314 80	PRICING	ВР	Faxed to Margie that this freight does need to be paid 10/25/01 recid denial letter from Margie 11/14/01 forward to Bob P / Sent full documentation of our position to Misty for repay 10/01/02 / 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	SUP00000114082P	23397644
₿P	336	FLEMING LINCOLN	11/20/01	117754	11/6/01	F	\$786 71	PICKUP ALLOW	DY	FAXED TO ESTHER FOR REPAY 11/28/01 A/R GAVE TO DAVE Y 7/16/02/Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	LIU962110	25556273

8/26/03 1 Discrepancy 2003 2004

SALES MAN	CUST#	CUSTOMER NAME	DATE PAID	INV#	INV DATE	C/F	DISCREP AMT	REASON	то	STATUS OF DISCREP	Reference Number	r Check No
BP	566	FLEMING LINCOLN	1/9/02	117929	11/16/01	F	\$962 63	PICK UP ALLOWANCE	DY	Sent a fax to Esther 1/28/02 A/R GAVE TO DAVE Y 7/16/02//Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	LIU962975	25604722
BP	566	FLEMING MASSILLON	11/26/01	118310	11/7/01	F	\$935 45	UNSALEABLES	A/R	FOUND BACK UP IN DRAWER 1/7/02/Faxed Esther for repayment 1/08/02 A/R GAVE TO DAVE Y 7/16/02/ Sent to Bob P to see if he wants to persue 7/19/02/Bob asked to send another repay request Sent tf 7/22/02/Resent for repay per Misty's request 8/15/02/Refaxed for repay 12/17/02/1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	MSL110432	31108956
ВР	336	FLEMING SUPERIOR	3/27/02	125595	3/12/02	F	\$1 855 42	SHORTAGES	DY	Sent to Pat H to have Bill of Lading pulled 4/01/02/Faxed Esther for repay 4/4/02/Misty Koestler requested more info the bill of lading and the invoice copy Maked it to her 6/18/02 A/R GAVE TO DAVE Y 7/16/02/Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1 /	SUP00000114082F	23397644
BP	566	FLEMING LINCOLN	3/29/02	126066	3/13/02	F	\$500 00	PENALTY FEE DEDUCTION	DY	LVM for Cameron for further BU 4/03/02/LVM FOR BU 4/26/02/LVM for further BU 5/13/02/Faxed for repay 6/6/02/Misty Koestler requested the Bill of Lading and another copy of the invoice mailed it to her This is Fleming Deduction# WWX109283 6/18/02 A/R GAVE TO DAVE Y 7/16/02//Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1		
8P	566	FLEMING LINCOLN	3/29/02	126066	3/13/02	F	\$500 00	PENALTY FEE DEDUCTION	DY	LVM for Cameron for further BU 4/03/02/LVM FOR BU 4/26/02/LVM for further BU 5/13/02/Faxed for repay 6/6/02/Misty Koestler requested the Bill of Lading and another copy of the invoice mailed it to her This is Fleming Deductron# WWX109337 6/18/02 AIR GAVE TO DAVE Y 7/16/02/i/Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1		
BP	528	FLEMING KANSAS	4/22/02	126746	3/29/02	F	\$192 50	FREIGHT DETENTION FEE	BP	Sent to Pat H to pull the order 4/23/02/The PO states that Chatfield will charge Fleming \$192 50 for detention. It also had an email to Paula notifying her of this. LVM for Paula to verify 5/16/02 A/R GAVE TO DAVE Y 7/16/02/Faxed for repay 7/19/02/Faxed again for repay per Misty's request 8/21/02/ 1/24/03 condensed copies given to. Bob to meet with Fleming week of Feb 1.	INU901713	25550611
BP	100	FLEMING WARSAW	4/23/02	127499	4/8/02	F	\$245 07	SHORTAGE	DY	Gave to Tracey to get the POD 4/25/02/Faxed Esther for repay 5/15/02 A/R GAVE TO DAVE Y 7/16/02//Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	MSL110432	31108956
₿P	566	FLEMING LINCOLN	7/19/02	132202	7/2/02	F	\$477 70	PICK UP ALLOWANCE	A/R	Sent to Paula Feest tp determine if we should persue or allow 7/22/02 PAULA ASKED THAT WE CONTACT MIKE SCHLOSSER 7/22/02 A/R CONTACTED MIKE AND HE ASKED FOR A FAXED COPY OF CHECK STUB A/R FAXED THE INFO OVER TO MIKE 7/24/02 / LVM for Mike Schlosser and Ed Maese for repay 12/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1		
BP.	336	FLEMING INDIANA	10/12/01	2075	10/12/01	F	\$246 60	PRICING OF SUBSTITUTED PRODUCT	DY	FAXED TO ESTHER WE DIDN'T SHIP PRODUCT DUE TO DISCONTINUED 10/19/01/Called Esther & she will check with the Indiana Division. We had substituted smaller product for discontinued item 1/14/02/ A/R GAVE TO DAVE Y 7/16/02/I looked through this and decided this is a pricing issue of the substituted product. Sent this to Joyce Zeman to see if she can find a price list for the substituted product 7/19/02/Faxed for repay 7/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb.		
BP		FLEMING KANSAS	7/26/02	132623	7/9/02		\$371.85	SHORTAGE		Sent to Nancy to pull the POD 7/29/02/Faxed to Misty for repay 8/06/02 /Faxed for repay 12/19/02/	INU902078	23395516
BP		FLEMING MASSILLON	8/12/02	132701	7/22/02	F	\$175 00	FREIGHT CHARGE		1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1  Sent to Pat to pull the PO 8/14/02/Faxed for repay 8/16/02 / Refaxed to Mike for reapy 12/19/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	INU901713 MSL110432	25550611 31108956

SALES	CUST#	CUSTOMER NAME	DATE PAID	IN//#	INV DATE	CIE	DISCREP AMT	REASON	то	STATUS OF DISCREP	Reference Number	Check No.
BP		FLEMING KANSAS	9/12/02	133610		F	\$900 00	PICK UP ALLOWANCE		Sent to Pat to pull the PO 9/13/02 A/R TALKED TO BUYER AND WAS TOLD HE WOULD LOOK INTO THIS 9/24/02/Sent full documentation of our position to Misty for repay 10/01/02 / faxed second request to Misty for repayment 12/23/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	INU901713	25550611
ВР	566	FLEMING LINCOLN	9/6/02	134337	8/19/02	F	\$685 07	PICK UP ALLOWANCE	A/R	Sent to Pat to pull the PO 9/06/02/Faxed for repay 9/11/02 / faxed second request for repayment to Misty 12/23/02 / 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1		
ВР	100	FLEMING LINCOLN	9/10/02	135522	8/27/02	F	\$730 25	PICK UP ALLOWANCE	A/R	Sent to Pat to pull the PO 9/06/02 A/R SENT LETTER TO BUYER REQUESTING REPAYMENT 9/24/02/ Sent full documentation of our position to Misty for repay 10/01/02 / faxed to letter and documentation to Mike Schlosser 12/23/02 / Mike called and is forwarding this to Mike Maese 12/26/02/ 1/24/03 condensed copies given to 8ob to meet with Fleming week of Feb 1		
ВР	129	FLEMING KANSAS	10/7/02	135803	9/18/02	F	\$250 00	BACK HAUL PICK UP ALLOWANCE	A/R	Sent to Pat to pull the PO 10/09/02/Faxed Brandon for repay 10/29/02 / faxed second request to Brandon for repay 12/23/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	INU901713	25550611
ВР	129	FLEMING LINCOLN	10/7/02	135803	9/18/02	F	\$4 432 27	LABEL FEES	вР	Called Sandy Beard and she will fax the BU 10/14/02/Gave to Margie to verify 10/15/02/Margie said that Bob said not to pay Sent this to Bob to pursue or for a contact. 11/05/02 / 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	LIU962110	25556273
ВР	49	FLEMING	11/21/02	139283	11/4/02	F	\$1 852 29	PRICING AUDIT # MAC212762	ВР	Audit was rec d 10/16/02 /Sent denial of claim letter to K. Letteer 11/01/02 Fleming deduct 11/22/01 Sent to Bob P for review 11/22/02 / Received a denial for repay from Kim Letteer and sent Bob Popple a copy 11/26/02/	LIU962110	25556273
ВР	49	FLEMING MICHIGAN	12/6/02	140640	11/14/02	F	\$525 15	SHORTAGE / GRN BEANS	SD	Sent to Nancy to pull the POD 12/10/02 / sent to Sue D to verify w/whs 12/23/02/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	MSL110432	31108956
BP	528	FLEMING KANSAS	1/13/03	142098	12/13/02	F	\$945 00	freight	A/R	Sent to Melissa to pull the PO 1/14/03 / Faxed Misty for repay 1/17/03/ 1/24/03 condensed copies given to Bob to meet with Fleming week of Feb 1	INU901713	25550611
BP	416	FLEMING	12/30/02	142235	12/12/02	F	\$94 50	AUDIT# KCC0213268 / PRICE CHNG NOTICE	BP	Fleming had been notified of our position prior to the deduction. Sne tot Bob Popple to see what he can do 12/31/02 / Sent the letter from PRG Schultz denying outriclaim to deny the audit. Asked Bob to help. 1/06/03/ 1/24/03 condensed copies given to. Bob to meet with Fleming week of Feb 1.	LIU962110	25556273
BP	416	FLEMING	3/24/03	148036	3/10/03	F	\$161 64	SHORTAGE/LIMA BNS	SD	E mailed visionet2 support and faxed to Vendor relations a request for backup 3/25/03 / Rec d B/U sent to Nancy to pull POD 3/27/03 / Sent to Sue D to check out this Eau Claire shipment 3/28/03	LIU962110	25556273
ВР	416	FLEMING WARSAW	12/30/02	142644	12/12/02	F	\$881 35	AUDIT #WWB000388 / CASH DISCOUNTS	ВР	Talked to Linda @ Mike Shelansky's phone before the deduction that the discounts that were not taken should not have been allowed. These were June invoices that were paid in August of 2000 12/17/02 / Faxed Mike Shelansky for repay 1/07/03 / Received a denial letter from Fleming today stating that it is probably OK for them to deduct because they want to. Sent the letter and discrepancy to Bob to pursue 1/15/03/1/24/03 condensed copies given to. Bob to meet with Fleming week of Feb 1.	LIU962110	25556273
BP	129	FLEMING MASSILLON	1/30/03	144815	1/14/03	F	\$123 90	FLOOR STOCK PROTECTION / MAF759639	A/R	Sent a copy of this unknown to Bob Popple to take with him to Fleming for help w/ BU Called Julie  © Central Trades for BU & LVM 1/30/03 / called Bobbie she transferred me to Natalle she said she would give to category mgr to pull BU 2/18/03 / Misty gave us the name Alicia Upshaw to contact Got a customer service rep who said according to visionet doc we had to contact Ed Mase Ed Mase is in Texas not Massilion left V mail for him 2/20/03 / Sent to Bob to treview to allow or pursue 3/11/03 / Faxed Mike Schlosser for repay 13/11/03	MSL110432	31108956

8/26/03 3 Discrepancy 2003 2004

SALES MAN	CUST#	CUSTOMER NAME	DATE PAID	INV#	INV DATE	C/F	DISCREP AMT	REASON	то	STATUS OF DISCREP	Reference Number	Check No
ВР	129	FLEMING MASSILLON	1/30/03	144815	1/14/03	F	\$125 16	FLOOR STOCK PROTECTION / MAF759638		Sent a copy of this unknown to Bob Popple to take with him to Fleming for help w/ BU Called Julie @ Central Trades for BU & LVM 1/30/03 / called Bobbie she transferred me to Natalie she said she would give to category mgr to pul BU 2/18/03 / Misty gave us the name Alicia Upshaw to contact Got a customer service rep who said according to visionet doc we had to contact Ed Mase Ed Mase is in Texas not Massifion left V mail for him 2/20/03 / Sent to Bob to treview to allow or pursue 3/11/03 / Faxed Mike Schlosser for repay 13/11/03		31108956
₿₽	129	FLEMING MASSILLON	1/30/03	144815	1/14/03	F	\$240 40	FLOOR STOCK PROTECTION / MAF759640		Sent a copy of this unknown to Bob Popple to take with him to Fleming for help w/ BU Called Julie  @ Central Trades for BU & LVM 1/30/03 / called Bobbie she transferred me to Natalie she said she would give to category mgr to pull BU 2/18/03 / Misty gave us the name Alicia Upshaw to contact Got a customer service rep who said according to visionet doc we had to contact Ed Mase Ed Mase is in Texas not Massillon left V mail for him 2/20/03 / Sent to Bob to treview to allow or pursue 3/11/03 / Faxed Mike Schlosser for repay 13/11/03	MSL110432	31108956
ВР	129	FLEMING MASSILLON	2/14/03	145464	1/27/03	F	\$2 725 82 \$29.521 23	PROMO ALLOWANCE/#MAU959536 TOTAL TO BE RECOVERED		LVM for Misty for the BU 2/17/03 / called Bobbie she transferred me to Natalie who said try vendor relations had to leave a message for vendor relations. They said to try visionette if unable to get there fax to vendor relations. Faxed info 2/18/03 / Sent to Paula to review to Allow or Pursue 3/07/03 / FAXED MIKE SCHLOSSER FOR REAPY 3/11/03	MSL110432	31108956



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September 11, 2003

#### FEDERAL EXPRESS

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

Re

Fleming Companies, Inc Case No 03-10945

Dear Sir or Madam

Enclosed are the original and two copies of a Proof of Claim on behalf of Lakeside Foods, Inc Please return a file-stamped copy of the Proof of Claim to me in the envelope provided Thank you for your attention to this matter

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

WILLIAM WITH

Ann Ustad Smith

AUS smb Enclosures

cc Lakeside Foods, Inc