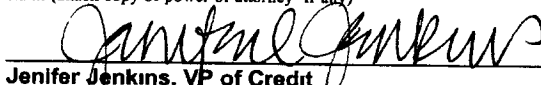


United States Bankruptcy Court - District of Delaware		FILED
Name of Debtor Rainbow Food Group, Inc		Case Number 03-10967 (MFW)
Name of Creditor (The person or other entity to whom the debtor owes money or property) McKesson Corporation	<input type="checkbox"/> Check box if you are aware that anyone 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 Mary DeNevi, Esq Bingham McCutchen LLP 150 Federal Street Boston, MA 02110-1726	THIS SPACE IS FOR COURT USE ONLY	
Telephone number (617) 951-8000		
Account or other number by which creditor identifies debtor	Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends	
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 checked="" type="checkbox"/> Other <u>See attached schedule</u>		
<input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div>		
2 Date debt was incurred <u>6/21/02 forward</u>	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ <u>1,380,046.92</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input checked="" 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. <u>See attached schedule</u>		
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 _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		
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 4650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier. 11 USC §507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan. 11 USC §507(a)(4) <input type="checkbox"/> Up to \$2100* of deposits toward purchase, lease, or rental of property or services for personal family or household use. 11 USC §507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 USC §507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 USC §507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 USC §507(a)(____). <small>*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.</small>		
7 Credits 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
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. <u>See attached schedule</u>		
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.		
Date <u>9/10/03</u>	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).  Jenifer Jenkins, VP of Credit	

FILED
SEP 12 2003
BMC

Fleming Companies Claim



**SCHEDULE TO PROOF OF CLAIM OF
MCKESSON CORPORATION**

McKesson Corporation ("McKesson") is filing proofs of claim in the Chapter 11 cases of Fleming Companies, Inc (03-10945), Rainbow Food Group, Inc (03-10967), and Food 4 Less Beverage Company, Inc (03-10959) These cases and others are being jointly administered under Case No 03-10945 MFW (In re Fleming Companies, Inc)

The documents in support of McKesson's claim are voluminous In lieu of attaching these documents to each proof of claim, McKesson has submitted a Schedule describing its claims against the Debtors (the "Schedule") and one set of exhibits (the "Exhibits") with the proof of claim filed in the case of Fleming Companies, Inc In support of its proof of claim herein, McKesson refers to and incorporates herein by reference (a) the Schedule and (b) the Exhibits Copies of these documents will be made available on request

Total Claim \$1,380,046 92

McKesson reserves the right to amend this proof of claim, the Schedule and/or the accompanying Exhibits, and to submit further evidence in support of its claim, if and as additional information becomes available to McKesson McKesson reserves all rights of recoupment and setoff to which it may be entitled under applicable law McKesson also reserves the right, if and as applicable, to file one or more requests for payment of administrative expense respecting any component of its claim, whether or not asserted herein

Direct Dial 617 951 8137
E-Mail mary.denevi@bingham.com

September 11, 2003

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02110 1726

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New York
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Singapore
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Washington

VIA FEDEX

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

Re Rainbow Food Group, Inc., Ch 11, Case No 03-10967 MFW

Dear Sir or Madam

Enclosed for filing in this case is the proof of claim of McKesson Corporation

I have enclosed a copy of the proof of claim, and ask that you date-stamp it to confirm filing and return it to me in the enclosed business-reply envelope

Thank you for your assistance

Very truly yours,



Mary DeNevi