
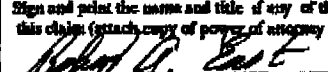


B16 (Official Form 10) (Rev. 04/01)

UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM
In re: Planting Foods of Texas, L.P.		Case Number: 03-16985 (MFV)
<p>NOTE, NOTE. This claim 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.</p>		
Creditor Name (Person or entity debtor owes) Shawnee Milling Company	<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.	
Address Line 1 P.O. Box 1667		
Address Line 2 Shawnee, OK 74801		
Address Line 3		
Phone (405) 272-7000		
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR		Check here if this claim: <input type="checkbox"/> replaces a previously filed claim <input type="checkbox"/> amends dated: _____
1 BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services Performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (Describe briefly) _____ Your Social Security No. _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		2 Date Debt Incurred (MMDDYY) 10/22 - 3/31/03 3 If Court Judgment Date Obtained _____
4 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.		
<input type="checkbox"/> SECURED CLAIM Attached evidence of perfection of security interest Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) Amount of average and other charges at time case filed included in secured claim above, if any \$ _____	<input type="checkbox"/> UNSECURED PRIORITY CLAIM - 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"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other: Specify applicable paragraph of 11 U.S.C. § 507(a) _____	
5 AMOUNT OF CLAIM AT TIME CASE FILED: _____ (Secured) \$130,115.18 (Unsecured Nonpriority) _____ (Unsecured Priority) <input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.		
6 CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold;">FILED</div> SEP 15 2003 <div style="font-size: 2em; font-weight: bold;">BMC</div> Fleming Companies Claim  12241
7 SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
8 TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.		
Date: 9/12/03	Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)  Robert Eas, Vice President Finance	

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SEP 15 2003

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SEP 15 2003

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Fleming Companies Claim



12241

**Reservation of Rights Regarding Previously Filed Reclamation Claim of Shawnee
Milling Company**

On April 17, 2003, Shawnee Milling Company (the "Claimant") issued a demand notice pursuant to 11 U.S.C. §546(c), section 2-702 of the Uniform Commercial Code, and all other statutory and common law rights available to the Claimant, for the return of goods shipped by the Claimant to the Debtors within the reclamation period. The Claimant reserves any and all rights with regard to the aforementioned reclamation claim it has made against the Debtors. The filing of this general unsecured claim shall not be deemed an admission of the Claimant or otherwise used against the Claimant in any manner.

FLEMING COMPANIES
 PROOF OF CLAIM SUMMARY

INVOICE
 OR REF

NUMBER	DATE	AMOUNT	
4356	04-12-02	500 00	Unauthorized Deduction
4148	09-01-01	1,000 00	Unauthorized Deduction
417201	09-27-01	500 00	Unauthorized Deduction
424801	12-17-01	272 00	Unauthorized Deduction
428102	01-24-02	362 80	Unauthorized Deduction
428901	02-01-02	1,199 52	Unauthorized Deduction
428902	02-01-02	708 18	Unauthorized Deduction
428903	02-01-02	528 35	Unauthorized Deduction
428905	02-01-02	204 00	Unauthorized Deduction
428906	02-01-02	156 00	Unauthorized Deduction
4334	03-21-02	368 20	Unauthorized Deduction
4334	03-21-02	1 187 52	Unauthorized Deduction
433403	03-21-02	303 00	Unauthorized Deduction
433404	03-21-02	190 40	Unauthorized Deduction
448501	08-23-02	2 373 60	Unauthorized Deduction
448502	08-23-02	2 292 00	Unauthorized Deduction
448503	08-23-02	2 292 00	Unauthorized Deduction
448504	08-23-02	2 255 04	Unauthorized Deduction
448505	08-23-02	2,005 50	Unauthorized Deduction
448506	08-23-02	1 929 64	Unauthorized Deduction
448507	08-23-02	1,358 40	Unauthorized Deduction
448508	08-23-02	1 064 00	Unauthorized Deduction
448509	08-23-02	425 60	Unauthorized Deduction
448510	08-23-02	31 30	Unauthorized Deduction
4565	11-24-02	727 68	Unauthorized Deduction
972784	03-17-03	9,747 76	
4694	03-31-03	224 45	Unauthorized Deduction
402801	04-23-01	625 92	Unauthorized Deduction
94143	12-02-02	(242 00)	Credit
94539	01-31-03	(11 00)	Credit
972264	03-12-03	7,194 60	
24263	04-18-03	(6 15)	Credit
307801	04-26-00	2,177 28	Unauthorized Deduction
3854010	10-12-00	1 985 76	Unauthorized Deduction
410305	07-13-01	989 17	Unauthorized Deduction
4140	08-23-01	1 751 24	Unauthorized Deduction
4186	10-15-01	1 820 52	Unauthorized Deduction
426102	01-03-01	856 80	Unauthorized Deduction
426103	01-03-02	824 67	Unauthorized Deduction
426104	01-03-02	629 09	Unauthorized Deduction
426105	01-03-02	624 62	Unauthorized Deduction
423107	01-03-02	482 83	Unauthorized Deduction
426110	01-03-02	382 50	Unauthorized Deduction
426112	01-03-02	68 40	Unauthorized Deduction

426113	01-03-02	36 00	Unauthorized Deduction
431501	03-01-02	1,547 82	Unauthorized Deduction
431503	03-01-02	608 00	Unauthorized Deduction
4356	04-12-02	7 513 80	Unauthorized Deduction
435601	04-12-02	6 000 00	Unauthorized Deduction
435602	04-12-02	2 831 87	Unauthorized Deduction
436904	04-25-02	201 43	Unauthorized Deduction
437101	04-29-02	181 08	Unauthorized Deduction
437103	04-29-02	144 53	Unauthorized Deduction
437104	04-29-02	31 68	Unauthorized Deduction
4376	05-02-02	72 00	Unauthorized Deduction
4383	05-09-02	108 00	Unauthorized Deduction
441608	06-13-02	1,930 68	Unauthorized Deduction
441620	06-13-02	1,100 54	Unauthorized Deduction
4450	07-18-02	(2 168 37)	Credit
4458	07-26-02	289 14	Unauthorized Deduction
446501	08-05-02	396 00	Unauthorized Deduction
446502	08-05-02	369 60	Unauthorized Deduction
446504	08-05-02	158 40	Unauthorized Deduction
446506	08-05-02	95 04	Unauthorized Deduction
446507	08-05-02	79 20	Unauthorized Deduction
446508	08-05-02	79 20	Unauthorized Deduction
446509	08-05-02	39 60	Unauthorized Deduction
4523	10-03-02	3,738 00	Unauthorized Deduction
452301	10-03-02	2,096 34	Unauthorized Deduction
452302	10-03-02	1,153 46	Unauthorized Deduction
452304	10-03-02	504 60	Unauthorized Deduction
457301	11-21-02	500 00	Unauthorized Deduction
457302	11-21-02	500 00	Unauthorized Deduction
457303	11-21-02	500 00	Unauthorized Deduction
457304	11-21-02	500 00	Unauthorized Deduction
457305	11-21-02	500 00	Unauthorized Deduction
457306	11-21-02	500 00	Unauthorized Deduction
457307	11-21-02	500 00	Unauthorized Deduction
460801	12-27-02	3,218 64	Unauthorized Deduction
460803	12-27-02	500 00	Unauthorized Deduction
460804	12-27-02	450 00	Unauthorized Deduction
460805	12-27-02	150 00	Unauthorized Deduction
347404	08-06-99	422 40	Unauthorized Deduction
353300	10-12-99	302 40	Unauthorized Deduction
4619	01-13-03	342 64	Unauthorized Deduction
461901	01-13-03	13 12	Unauthorized Deduction
461902	01-13-03	65 10	Unauthorized Deduction
973131	03-26-03	3 421 68	
973136	03-26-03	13 252 00	
5402	03-31-03	815 49	Unauthorized Deduction
445802	07-26-02	115 50	Unauthorized Deduction
445802	07-26-02	148 50	Unauthorized Deduction
449301	09-03-02	137 50	Unauthorized Deduction
4547	10-28-02	115 50	Unauthorized Deduction
4659	02-21-03	282 19	Unauthorized Deduction
465902	02-21-03	75 09	Unauthorized Deduction

466602 03-03-03	60 50	Unauthorized Deduction
972678 03-20-03	18,482 10	
973318 03-26-03	504 00	
953057 12-12-01	121 00	Unauthorized Deduction
962088 07-11-02	121 00	Unauthorized Deduction
Total	<u>130 115 18</u>	

RICHARDS, LAYTON & FINGER

A PROFESSIONAL ASSOCIATION

ONE RODNEY SQUARE

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WILMINGTON, DELAWARE 19899

(302) 651-7700

FAX (302) 651-7701

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DIRECT DIAL NUMBER
302-651 7689

E-MAIL
NEWMARCH@RLF.COM

KIMBERLY D NEWMARCH

September 12, 2003

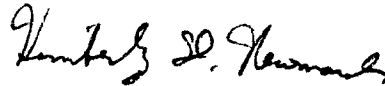
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo California 90245

Re Fleming Foods of Texas, L P , Bankruptcy Case Number 03-10955 (MFW)

Dear Sirs

Attached is a proof of claim for filing in the above captioned case and a copy to be date stamped and returned in the enclosed self addressed stamped envelope

Very truly yours,



Kimberly D Newmarch