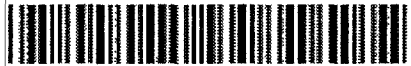


**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



443870

Bar Date Ref # r2787

In re
Fleming Companies, et al.

Case Number
03-10945 (MFW)

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 payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor and Address

0354653443870

Frieda s Inc
Gail M Cordes
Meuers Law Firm
5395 Park Central Ct
NAPLES, FL 34109-5932

- 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.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

CREDITOR TAX ID #
95-2217492

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)

Services performed Taxes Wages, salaries, and compensation (Fill out below)

Money loaned Other (describe briefly)

Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 7,539.91 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 7,539.91 (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

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

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

Real Estate
 Motor Vehicle
 Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.

Specify the priority of the claim

Wages, salaries, or commissions (up to \$4,650*) 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)

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4)

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)

Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7)

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8)

Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____

Amounts are subject to adjustment on 4/1/01 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 your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY

FILED

SEP 15 2003

BMC

Fleming Companies Claim

DATE SIGNED
9/12/03

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)

[Signature] attorney

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 3571



12258

See Other Side For Instructions



The Specialty Produce People

FRIEDA'S, INC
4465 Corporate Center Drive
Los Alamitos, CA 90720

Fleming Inc
Meuers Law Firm

DIVISION	INVOICE	AMOUNT
Kansas	411595	\$415 00
	412650	\$567 25
	413796	\$370 50
	417109	\$406 75
	422363	\$586 25
	423536	\$207 25
	423688	\$118 00
Lafayette	402050	\$290 50
Lincoln	408291	\$184 25
	408297	\$170 75
	408535	\$133 00
	408569	\$316 00
	424931	\$411 50
	422341	\$232 25
Memphis	422341	\$364 75
	423359	\$279 75
	421731	\$515 50
	42312	\$824 00
	422746	\$528 50
	423046	\$66 00
Nashville	399176	\$1,158 00
	415405	\$353 00
	422648	\$266 25
Phoenix	404978	\$132 55
	405270	\$12 50
	415664	\$175 50
	415668	\$145 50
	415711	\$282 25
	422972	\$610 00
	423044	\$163 00
Salt Lake	376213	\$818 40
Tracy	408045	\$88 50
No Carolina	418272	\$591 50
Total A/R		\$11,784 70
6/23 Fleming Pymt	Ck#9107005473	-\$4,245 19
Balance		\$7,539 51



5395 Park Central Court
Naples, Florida 34109
Telephone (239) 513-9191
Facsimile (239) 513-9677

mail@meuerslawfirm.com
www.meuerslawfirm.com

* Lawrence H Meuers
Priscilla W Grannis
† Katy L Koestner

* Also admitted in CA & MN
† Also admitted in IL

Via Federal Express

September 12, 2003

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

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

Dear Claims Agent

Please find enclosed for filing the following Proofs of Claims

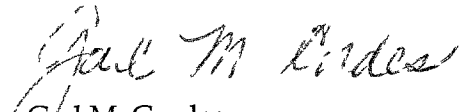
Frieda's, Inc

Merex Food Corp

I have also included a copy to be conformed and returned to me in the stamped, self-addressed envelope enclosed

Thank you for your assistance

Sincerely,


Gail M Cordes
Firm Administrator/Paralegal

GMC/jep

Enclosures (2)