

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

**PROOF OF CLAIM**

<b>Name of Debtor</b> <b>FLEMING FOODS OF TEXAS L P</b>		<b>Case Number</b> <b>03 10955 (MFW)</b>	THIS SPACE IS FOR COURT USE ONLY	
<p><small>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.</small></p>				
<p><b>Name of Creditor (the person or other entity to whom the debtor owes money or property)</b> <b>Midwest Ice Cream Company</b></p>		<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.		
<p><b>Name and address where notices should be sent</b></p> <table style="width:100%; border:none;"> <tr> <td style="width:50%; border:none;">                 Alex D. Madraza Esq                  Dean's Foods Inc                  2515 McKinney Avenue Ste 1200                  Dallas TX 75201-4659                  PH (214) 303 3431             </td> <td style="width:50%; border:none;">                 Mark H. Ralston Esq                  Munsch Hardt Kopf &amp; Harr P.C.                  1445 Ross Avenue Ste 4000                  Dallas TX 75202 2790                  PH (214) 855 7513             </td> </tr> </table>		Alex D. Madraza Esq Dean's Foods Inc 2515 McKinney Avenue Ste 1200 Dallas TX 75201-4659 PH (214) 303 3431	Mark H. Ralston Esq Munsch Hardt Kopf & Harr P.C. 1445 Ross Avenue Ste 4000 Dallas TX 75202 2790 PH (214) 855 7513	<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Alex D. Madraza Esq Dean's Foods Inc 2515 McKinney Avenue Ste 1200 Dallas TX 75201-4659 PH (214) 303 3431	Mark H. Ralston Esq Munsch Hardt Kopf & Harr P.C. 1445 Ross Avenue Ste 4000 Dallas TX 75202 2790 PH (214) 855 7513			
<p><b>Account or other number by which creditor identifies debtor</b> See attached Summary Schedule</p>		<p>Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends _____</p>		
<p><b>1 Basis for Claim</b></p> <p><input checked="" type="checkbox"/> Goods sold – See Statement of Claim on page 2</p> <p><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 _____</p>		<p><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)  <input type="checkbox"/> Wages, salaries and compensation (fill out below)</p> <p>Your Social Security # _____</p> <p>Unpaid compensation for services performed from _____ to _____ (date) (date)</p>		
<p><b>2 Date debt was incurred</b> See attached Summary Schedule</p>		<p><b>3 If court judgment date obtained</b></p>		
<p><b>4 Total Amount of Claim at Time Case Filed</b>      <b>\$6,671.94</b></p> <p><small>If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.</small></p> <p><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.</p>				
<p><b>5 Secured Claim</b></p> <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).</p> <p>Brief description of collateral:  <input type="checkbox"/> Real Estate      <input type="checkbox"/> Motor Vehicle  <input type="checkbox"/> Other _____</p> <p>Value of Collateral \$ _____</p> <p>Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____</p>		<p><b>6 Unsecured Priority Claim</b></p> <p><input type="checkbox"/> Check this box if you have an unsecured priority claim.                  Amount entitled to priority \$ _____</p> <p><b>Specify the priority of the claim</b></p> <p><input type="checkbox"/> 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)  <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 owed to governmental units – 11 U.S.C. § 507(a)(8)  <input type="checkbox"/> Other – Specify applicable paragraph 11 U.S.C. § 507(a)(____)</p> <p><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></p>		
<p><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.</p> <p><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.</p> <p><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.</p>			THIS SPACE IS FOR COURT USE ONLY	
<p>Date</p> <p>September 12, 2003</p>	<p>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)</p> <p>By <u>Alex D. Madraza</u>                  Alex D. Madraza Esq. Authorized Signatory</p>		<p><b>FILED</b></p> <p><b>SEP 15 2003</b></p> <p><b>BMC</b></p> <p>Fleming Companies Claim                    12323</p>	
<p><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. § 1573</b></p>				

## STATEMENT OF CLAIM

The creditor indicated on this Proof of Claim ("Claimant") has submitted substantively identical proofs of claim for the debt evidenced in this Proof of Claim against the following Debtors (collectively, the "Fleming Debtors")

- Fleming Companies, Inc (Case No 03-10945 (MFW)),
- Fleming Foods Management Co , L L C (Case No 03-10954 (MFW)),
- Fleming Foods of Texas, L P (Case No 03-10955 (MFW)),
- Fleming International, Ltd (Case No 03-10956 (MFW)),
- Fleming Supermarkets of Florida, Inc (Case No 03-10958 (MFW)), and
- Fleming Transportation Service, Inc (Case No 03-10957 (MFW))

On information and belief, at least one of the Fleming Debtors is indebted to Claimant in the amount indicated on this Proof of Claim

Claimant has attached hereto a summary of unpaid invoices evidencing goods provided for or on behalf of one or more of the Fleming Debtors and upon which this Proof of Claim is based. In consideration of volume, Claimant has not attached such supporting documentation hereto, but shall provide such supporting documentation upon request made to counsel for Claimant

The amount reflected in this Proof of Claim may include (i) debts which are secured by statutory liens upon property of the Debtors and/or debts entitled to administrative priority or other priority status under 11 U.S.C. § 546(c) and Section 2-702 of the Uniform Commercial Code and orders of the Bankruptcy Court, or (ii) sums which are recoverable under theories of actual or constructive trust or related legal theories in connection with "pass-through" sales programs maintained by the one or more of the Debtors. The filing of this Proof of Claim is not intended and should not be construed as a waiver or release of any legal claim for recovery of the debt evidenced by this Proof of Claim or any other debts owed by the Debtors to Claimant under any applicable theory of law or equity

## Midwest Ice Cream Company

<u>Store #</u>	<u>Order #</u>	<u>Document #</u>	<u>Delivery Date</u>	<u>Amount</u>
50	3783072	2796609	03/19/2003	\$497 68
50	3807487	2821274	03/26/2003	\$631 52
50	3821751	2834821	03/29/2003	\$538 54
55	3783073	2802530	03/20/2003	\$299 22
55	3807489	2827165	03/27/2003	\$357 52
95	3634910	2653332	02/06/2003	\$464 16
95	3772394	2790912	03/17/2003	\$443 28
95	3821752	2839814	03/31/2003	\$385 08
182	3777901	2791574	03/18/2003	\$326 20
182	3817565	2830949	03/28/2003	\$298 66
182	3828433	2840809	04/01/2003	\$267 46
192	3640845	2656961	02/07/2003	\$367 04
192	3792719	2806121	03/21/2003	\$419 70
428	3640761	2653335	02/06/2003	\$1 227 20
428	3772408	2790915	03/17/2003	\$358 44
428	3813629	2827189	03/27/2003	\$329 98
8060	3772421	2790925	03/17/2003	\$272 82
8060	3783102	2802538	03/20/2003	\$554 86
8060	3807518	2827166	03/27/2003	\$334 12
8060	3821775	2839845	03/31/2003	\$265 42
			<b>TOTAL</b>	<b><u><u>\$6,671 94</u></u></b>

4000 Fountain Place  
1445 Ross Avenue  
Dallas Texas 75202 2790  
Main 214 855 7500  
Fax 214 855 7584  
Web munsch.com

Writer s Direct Dial 214 855 7563  
E-Mail jmcleland@munsch.com  
Direct Fax 214 978 4380

September 12, 2003

**VIA OVERNIGHT FEDERAL EXPRESS**

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

Re ***Fleming International, Ltd.,***  
**Case No 03-10956 (MFW) ("Debtor")**

Dear Sir or Madam

Enclosed please find thirty-three (33) Proofs of Claim to be filed on behalf of the following entities in the above-referenced Debtor's case

1	Barber Milk, Inc	\$728 14
2	Berkeley Farms, Inc	\$319,584 84
3	Broughton Foods, LLC	\$59,776 40
4	Country Delite Farms, LLC	\$1,795,360 18
5	Dean Dairy Products Company (Sharpsville)	\$25,740 68
6	Dean Foods North Central, Inc	\$74,934 02
7	Dean Illinois Dairies, LLC	\$15,056 42
8	Dean Milk Company, Inc (Louisville, KY)	\$40,544 85
9	Dean Specialty Foods Group, LLC	\$682,676 18
10	Fairmont Dairy, LLC	\$7,285 52
11	Gandy's Dairies, Inc	\$67,784 71
12	Gandy's Dairies, Inc d/b/a Price's Creameries	\$195,078 43
13	Land-O-Sun Dairies, LLC d/b/a Pet Dairy	\$328,599 53
14	Mayfield Dairy Farms, Inc	\$4,740 81
15	Meadow Brook Dairy Company	\$228,639 95
16	Midwest Ice Cream Company	\$6,671 94
17	Morningstar Foods Inc	\$1,650,657 54
18	Reiter Dairy of Akron, Inc	\$159,041 21
19	Reiter Dairy of Springfield, LLC	\$109,823 93
20	Southern Foods Group, L P d/b/a Borden (Tulsa, OK)	\$21 800 87
21	Southern Foods Group, L P d/b/a Meadow Gold (Boise ID)	\$54,076 00
22	Southern Foods Group, L P d/b/a Meadow Gold (Englewood, CO)	\$49,941 46
23	Southern Foods Group, L P d/b/a Meadow Gold (Hawaii)	\$45,444 48

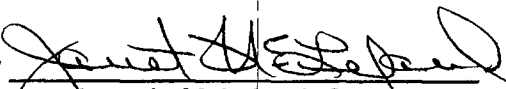
24	Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE)	\$1,824 57
25	Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT)	\$300,113 96
26	Southern Foods Group, L P d/b/a Schepps	\$98,378 73
27	Southern Foods Group, L P d/b/a Southwest Ice Cream	\$132,270 45
28	Southern Foods Group, L P Slotting Bill-back	\$864,399 38
29	Southern Foods Group L P d/b/a Oak Farms (Dallas, TX)	\$11,640 08
30	T G Lee Foods, Inc	\$24,111 49
31	Tuscan/Lehigh Valley Dairies, Inc d/b/a Lehigh Valley Dairies	\$286,156 03
32	Tuscan/Lehigh Valley Dairies, Inc d/b/a Tuscan Dairy	\$64,771 55
33	White Wave, Inc	\$323,640 84
<b>TOTAL</b>		<b>\$7,352,615 26</b>

Please return file-marked copies of each of these Proofs of Claim to the undersigned in the enclosed postage-paid return envelope provided for same

Please contact me if you have any questions regarding these claims Thank you

Very truly yours,

MUNSCH HARDT KOPF & HARR, P C

By   
Janet L. McLeland, CLA  
Paralegal

/j  
cc Alex D Madrazo, Esq (w/o encl )  
Mark H Ralston, Esq (w/o encl , of the Firm)