

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

**PROOF OF CLAIM**

Name of Debtor <b>FLEMING INTERNATIONAL LTD</b>	Case Number <b>03 10956 (MFW)</b>
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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 (the person or other entity to whom the debtor owes money or property) <b>Dean Milk Company, Inc (Louisville, KY)</b>	<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.
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Name and address where notices should be sent  Alex D Madrazo 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.
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THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor  See attached Summary Schedule	Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
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<b>1 Basis for Claim</b>  <input checked="" type="checkbox"/> Goods sold – See Statement of Claim on page 2 <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 _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries and compensation (fill out below)  Your Social Security # _____  Unpaid compensation for services performed  from _____ to _____ (date) (date)
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<b>2 Date debt was incurred</b>  See attached Summary Schedule	<b>3 If court judgment date obtained</b>
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<b>4 Total Amount of Claim at Time Case Filed</b> <b>\$40,544.85</b> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <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.
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<b>5 Secured Claim</b> <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 \$ _____
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<b>6 Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____  <b>Specify the priority of the claim</b> <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)(____) <i>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.</i>
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<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.
<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.
<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.

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FILED

SEP 15 2003

BMC

Date  September 12 2003	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)  By <u>Alex D Madrazo</u> Alex D Madrazo Esq Authorized Signatory
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**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**

Fleming Companies Claim



12335

## **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.

Dean Milk Company, Inc (Louisville, KY)

Re-Cap of Fleming

Ship-To	Invoice #	Invoice Date	Invoice Amt	Ship-To	Invoice #	Invoice Date	Invoice Amt	
PicPac 179	2741472	03/03/2003	865 64	PicPac 105	2750233	03/03/2003	-76 36	
	2748401	03/05/2003	782 25		2741522	03/03/2003	962 07	
	2757869	03/07/2003	816 39		2750240	03/04/2003	-4 90	
	2778805	03/10/2003	-48 96		2762592	03/05/2003	-3 55	
	2765844	03/10/2003	734 04		2762589	03/05/2003	-1 00	
	2772507	03/12/2003	983 57		2748984	03/05/2003	1 114 62	
	2781774	03/14/2003	824 81		2760128	03/07/2003	1 535 60	
	Total Due	\$ 4 957 74	2767122		03/10/2003	1 088 46		
PicPac 123	2748090	03/04/2003	1 305 58		2772814	03/12/2003	706 03	
	2757370	03/06/2003	1 454 77		2798304	03/14/2003	-7 30	
	2765701	03/08/2003	1 409 02		2782894	03/14/2003	1 384 80	
	2771973	03/11/2003	1 257 40			Total Due	\$ 6 698 47	
	2778321	03/13/2003	1 291 76		PicPac 126	2750239	03/03/2003	-1 99
	2789557	03/15/2003	1 525 02			2750232	03/03/2003	-112 84
		Total Due	\$ 8 243 55	2742443		03/03/2003	570 33	
PicPac 129	2750238	03/03/2003	-4 18	2749013		03/05/2003	413 48	
	2750231	03/03/2003	-335 98	2761499		03/07/2003	504 71	
	2742446	03/03/2003	2 192 56	2766934		03/10/2003	443 94	
	2750552	03/05/2003	1 566 61	2792651		03/12/2003	-18 80	
	2751507	03/07/2003	1 704 40	2772923	03/12/2003	447 45		
	2766930	03/10/2003	22 05	2784742	03/14/2003	450 56		
	2766931	03/10/2003	1 590 13		Total Due	\$ 2 696 84		
	2772922	03/12/2003	1 096 00	Rider s Bestway	2744818	03/04/2003	683 33	
	2781627	03/13/2003	34 36		2758103	03/07/2003	726 99	
	2783408	03/14/2003	1 293 89		2768132	03/11/2003	568 16	
		Total Due	\$ 9 159 84		2782072	03/14/2003	557 30	
					Total Due	\$ 2 535 78		
				<b>Total Due From Fleming</b>			<b>\$ 40,544 85</b>	
PicPac 135	2754382	03/04/2003	-7 58	The above accounts have been cleared for a 3% billing allowance at time of payment There are no outstanding net fees payable to Fleming				
	2744821	03/04/2003	1 052 76					
	2768768	03/06/2003	-5 45					
	2754533	03/06/2003	958 44					
	2768762	03/08/2003	-1 71					
	2768759	03/08/2003	-8 00					
	2764522	03/08/2003	1 200 74					
	2778803	03/11/2003	-15 29					
	2768970	03/11/2003	1 239 14					
	2792648	03/13/2003	-4 89					
	2778982	03/13/2002	783 23					
	2798300	03/15/2003	-13 73					
	2798296	03/15/2003	-79 65					
	2787287	03/15/2003	1 063 78					
	2789585	03/15/2003	90 84					
		Total Due	\$ 6 252 63					

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)