

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

PROOF OF CLAIM

Name of Debtor FLEMING INTERNATIONAL LTD		Case Number 03 10956 (MFW)	
<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>			
Name of Creditor (the person or other entity to whom the debtor owes money or property) Gandy's Dairies, Inc		<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.	
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		<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.	
Account or other number by which creditor identifies debtor See attached Summary Schedule		Check here <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends	
1 Basis for Claim <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)	
2 Date debt was incurred See attached Summary Schedule		3 If court judgment date obtained	
4 Total Amount of Claim at Time Case Filed \$67,784.71 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.			
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 \$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)(____) <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 <div style="font-size: 2em; font-weight: bold; text-align: center;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">SEP 15 2003</div> <div style="font-size: 2em; font-weight: bold; text-align: center;">BMC</div>	
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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
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		
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			

Filing Companies Claim



12338

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.



Fleming Food Basket

611630	02/12/2003	\$	426 00
80638	02/14/2003	\$	676 20
80639	02/14/2003	\$	525 89
80640	02/14/2003	\$	511 86
80649	02/17/2003	\$	724 65
80650	02/17/2003	\$	475 49
80651	02/17/2003	\$	76 50
611666	02/17/2003	\$	382 08
611665	02/17/2003	\$	1,126 20
202383	02/17/2003	\$	284 55
42306	02/17/2003	\$	234 45
42308	02/17/2003	\$	107 18
42309	02/17/2003	\$	54 15
202387	02/17/2003	\$	67 43
202384	02/17/2003	\$	84 15
55781	02/17/2003	\$	259 28
55782	02/17/2003	\$	382 50
202386	02/17/2003	\$	(49 20)
42310	02/17/2003	\$	(16 14)
42307	02/17/2003	\$	(29 79)
202385	02/17/2003	\$	(29 21)
2691054	02/17/2003	\$	1,177 95
2691055	02/17/2003	\$	484 48
2691056	02/17/2003	\$	1,225 50
2691053	02/17/2003	\$	461 89
217919	02/17/2003	\$	(47 25)
206416	02/17/2003	\$	(103 82)
206417	02/17/2003	\$	(62 70)
55834	02/18/2003	\$	281 55
80722	02/19/2003	\$	723 00
80723	02/19/2003	\$	336 17
80724	02/19/2003	\$	95 22
611701	02/19/2003	\$	504 90
611700	02/19/2003	\$	474 49
611699	02/19/2003	\$	771 30
202422	02/19/2003	\$	234 00
42370	02/19/2003	\$	243 45
42369	02/19/2003	\$	119 70
202423	02/19/2003	\$	54 44
2699974	02/19/2003	\$	1 396 35
2699972	02/19/2003	\$	346 09
2699975	02/19/2003	\$	1,328 55
2699973	02/19/2003	\$	276 86

Rainbow Foods

Store #8824	6,742 68 *
Store #8839	9,717 80 *
Total Rainbow Foods	<u>16,460 48</u>

* Detail information is available on fax received 8/14/03

POC RECAP

Fleming Food Basket	\$51,324 23
Rainbow Foods	\$16,460 48
POC TOTAL	<u>\$67,784 71</u>

GANDY S DAIRIES INC

#881821v1 Dal

206418	02/19/2003	\$	(59 08)
217944	02/19/2003	\$	(16 92)
202445	02/20/2003	\$	618 30
55913	02/20/2003	\$	337 61
55912	02/20/2003	\$	(2 55)
80771	02/20/2003	\$	702 45
80772	02/20/2003	\$	354 23
80773	02/21/2003	\$	57 00
611728	02/21/2003	\$	134 70
611725	02/21/2003	\$	420 31
611724	02/21/2003	\$	1,359 75
611727	02/21/2003	\$	193 05
42417	02/21/2003	\$	385 65
42419	02/21/2003	\$	64 79
42420	02/21/2003	\$	305 45
202450	02/21/2003	\$	124 56
55934	02/21/2003	\$	309 37
611726	02/21/2003	\$	(221 13)
42418	02/21/2003	\$	(11 46)
202451	02/21/2003	\$	(13 95)
2709057	02/21/2003	\$	2,326 20
2709058	02/21/2003	\$	455 16
2709059	02/21/2003	\$	1,663 95
2709056	02/21/2003	\$	590 40
2713376	02/22/2003	\$	312 00
80785	02/24/2003	\$	723 00
80786	02/24/2003	\$	306 17
611735	02/24/2003	\$	376 39
611734	02/24/2003	\$	810 45
202464	02/24/2003	\$	522 60
42439	02/24/2003	\$	232 80
42440	02/24/2003	\$	130 43
42441	02/24/2003	\$	10 36
202466	02/24/2003	\$	119 32
55956	02/24/2003	\$	325 95
202465	02/24/2003	\$	(31 72)
2718366	02/24/2003	\$	1,539 15
2718367	02/24/2003	\$	485 50
2718368	02/24/2003	\$	1,404 90
2718365	02/24/2003	\$	453 78
206420	02/24/2003	\$	(153 89)
206419	02/24/2003	\$	(37 19)
2719306	02/25/2003	\$	842 40
56003	02/25/2003	\$	479 22
80857	02/26/2003	\$	94 05
80858	02/26/2003	\$	481 45
80859	02/26/2003	\$	176 37
611768	02/26/2003	\$	159 21
611766	02/26/2003	\$	595 44
611765	02/26/2003	\$	228 30
42489	02/26/2003	\$	128 25
42500	02/26/2003	\$	257 49

202491	02/26/2003	\$	119 68
2724477	02/26/2003	\$	1,779 00
2724478	02/26/2003	\$	456 27
2724480	02/26/2003	\$	1,918 50
2724476	02/26/2003	\$	562 62
56074	02/27/2003	\$	799 01
611792	02/27/2003	\$	352 66
611790	02/28/2003	\$	758 23
611789	02/28/2003	\$	649 95
42543	02/28/2003	\$	315 75
42558	02/28/2003	\$	209 31
42556	02/28/2003	\$	138 08
56105	02/28/2003	\$	884 18
611791	02/28/2003	\$	(33 82)
42557	02/28/2003	\$	(26 93)
2733446	02/28/2003	\$	1,744 95
2733447	02/28/2003	\$	719 22
2733448	02/28/2003	\$	1,039 20
2733445	02/28/2003	\$	758 11
202521	02/28/2003	\$	28 35
202534	02/28/2003	\$	37 80
202524	02/28/2003	\$	372 80
202522	02/28/2003	\$	109 50
206422	02/28/2003	\$	(33 44)
206422	02/28/2003	\$	(98 32)
202523	02/28/2003	\$	(25 04)
206421	03/13/2003	\$	(16 92)
206573	03/13/2003	\$	104 06
206577	03/13/2003	\$	55 11

Total Food Basket Stores**\$ 51,324 23**

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

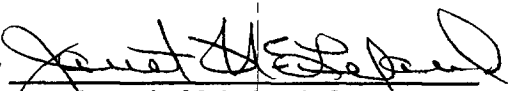
24	Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE)	\$1,824 57
25	Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT)	\$300,113 96
26	Southern Foods Group, L P d/b/a Schepps	\$98,378 73
27	Southern Foods Group, L P d/b/a Southwest Ice Cream	\$132,270 45
28	Southern Foods Group, L P Slotting 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
	TOTAL	\$7,352,615 26

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)