


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

PROOF OF CLAIM

Name of Debtor FLEMING INTERNATIONAL, LTD		Case Number 03 10956 (MFW)	THIS SPACE IS FOR COURT USE ONLY
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) Morningstar Foods, 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. Mark H Ralston Esq Munsch Hardt Kopf & Harr P C 1445 Ross Avenue Ste 4000 Dallas TX 75202 2790 PH (214) 855 7513	
Account or other number by which creditor identifies debtor See attached Summary Schedule		Check here <input type="checkbox"/> replaces if this claim 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 \$1,650,657.54 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)(____) *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.	
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	
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		
<p align="center">FILED</p> <p align="center">SEP 15 2003</p> <p align="center">BMC</p> <p align="center">Fleming Companies Claim</p>  <p align="center">12344</p>			
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. § 152 and 3571			

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.

Morningstar Foods, Inc

Class	Mstar Description	Amount
General	Pre-Petition General	\$ 635,869 17
Administrative	Reclamation	\$ 572,162 31
General	Invalid Deductions	\$ 350,299 97
General	Deduction not Supported	\$ 92,326 09
		<u>\$ 1,650,657 54</u>

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)