UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor
FLEMING TRANSPORTATION SERVICE, INC

Case Number
03 10957 (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 (the person or other entity to whom the debtor owes money or property)
Dean Specialty Foods Group, LLC

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

☐ 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 the address differs from the address on the envelope sent to you by the court

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor
See attached Summary Schedule

Check here
☐ replaces
if this claim a previously filed claim dated _____
☐ amends

1 Basis for Claim

■ Goods sold – **See Statement of Claim on page 2**
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other _____

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensation (fill out below)

Your Social Security # _____ _____ _____

Unpaid compensation for services performed

from _____ (date) to _____ (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 **$682,676 18**
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 if any $_____

6 Unsecured Priority Claim
☐ Check this box if you have an unsecured priority claim
Amount entitled to priority $_____

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 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

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

THIS SPACE IS FOR COURT USE ONLY

FILED

SEP 15 2003

BMC

Fleming Companies Claim
12367

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 G. D. Madrazo
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**

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 Specialty Foods Group, LLC

Fleming Outstanding Balance April 1, 2003

Inv Number	Invoice Date	Location	Purchase Order	Delivery Date	Inv Amount
775699	01/27/2003	King Of Prussa	783529-KG	01/29/2003	$96 48
775976	01/28/2003	West Sacramento	532735-SC	01/30/2003	$13,957 54
781732	02/21/2003	North East	601979	02/25/2003	$6,500 98
781921	02/24/2003	Miami	777637-MM	02/26/2003	$7,702 65
782433	02/25/2003	Hawaii	23221	02/25/2003	$6,517 94
783555	02/28/2003	Miami	808600-MM	03/03/2003	$6,361 44
784141	03/04/2003	Hawaii	030843-HW	03/04/2003	$4,512 86
784143	03/04/2003	Hawaii	030844-HW	03/04/2003	$793 30
786348	03/14/2003	La Crosse	706653	03/14/2003	$904 64
786349	03/14/2003	La Crosse	706654	03/14/2003	$13,592 98
786400	03/14/2003	Miami	118221	03/17/2003	$6,700 62
786456	03/14/2003	Waukesha	34256-WK	03/14/2003	$15,537 87
786506	03/14/2003	Tulsa	833248-TU	03/17/2003	$4,748 15
786553	03/14/2003	Fresno	322337-FS	03/17/2003	$24,130 56
786627	03/15/2003	Topeka	678064-TG	03/17/2003	$6,334 36
786727	03/14/2003	Massillon	377974-MA	03/17/2003	$12,030 89
786792	03/17/2003	Garland	401865-GA	03/20/2003	$9,473 65
786793	03/17/2003	Garland	401864-GA	03/20/2003	$1,682 80
786829	03/17/2003	Geneva	559425-GE	03/19/2003	$2,704 19
786830	03/17/2003	Geneva	559426-GE	03/19/2003	$9,789 87
786839	03/17/2003	Geneva	588639-GE	03/19/2003	$5,011 19
786868	03/17/2003	West Sacramento	898167-SC	03/20/2003	$13,752 22
786957	03/18/2003	La Crosse	707296	03/18/2003	$8,187 26
787084	03/18/2003	Massillon	385757-MA	03/20/2003	$23,404 80
787086	03/17/2003	Geneva	588638-GE	03/19/2003	$5,123 69
787131	03/18/2003	Miami	027852-MM	03/20/2003	$6,156 93
787275	03/19/2003	Massillon	393480-MA	03/21/2003	$3,605 36
787321	03/19/2003	Southaven	894937-ME	03/21/2003	$16,359 16
787322	03/19/2003	Southaven	894936-ME	03/21/2003	$4,109 04
787384	03/19/2003	Superior	706700	03/19/2003	$3,892 51
787395	03/19/2003	Superior	708391	03/19/2003	$3,997 88
787883	03/04/2003	Hawaii	077011-HW	03/20/2003	$925 70
787884	03/20/2003	Hawaii	077010-HW	03/20/2003	$4,383 00
787970	03/21/2003	Sacramento	419508-GS	03/25/2003	$4,523 92
787987	03/21/2003	Goodlettsville	513207-NA	03/24/2003	$4,481 96
787993	03/21/2003	Goodlettsville	513119-NA	03/24/2003	$8,281 20
787995	03/21/2003	Lubbock	532506-LU	03/24/2003	$3,387 92
787999	03/21/2003	Lubbock	532507-LU	03/24/2003	$5,662 72
788015	03/21/2003	Phoenix	508803-PX	03/24/2003	$8,476 32
788026	03/21/2003	Southaven	890132-ME	03/24/2003	$6,224 40
788038	03/21/2003	Broussard	785938-LF	03/25/2003	$2,876 40
788039	03/21/2003	Broussard	785939-LF	03/25/2003	$3,772 03
788041	03/21/2003	La Crosse	708390	03/21/2003	$15,513 45
788081	03/21/2003	Kansas City	800133-KC	03/24/2003	$9,543 34
788082	03/21/2003	Kansas City	800132-KC	03/24/2003	$789 12
788085	03/21/2003	Kansas City	809510-KC	03/24/2003	$11,061 00
788088	03/21/2003	Lincoln	674833-LI	03/25/2003	$6,164 12

Inv Number	Invoice Date	Location	Purchase Order	Delivery Date	Inv Amount	
788096	03/21/2003	North East	819126-NE	03/25/2003	$6,675 90	
788100	03/21/2003	North East	831988-NE	03/25/2003	$14,722 68	
788126	03/21/2003	Fresno	328574-FS	03/24/2003	$22,548 70	
788130	03/21/2003	West Sacramento	060397-SC	03/25/2003	$22,465 56	
788164	03/21/2003	Goodlettsville	513120-NA	03/24/2003	$17,140 59	
788166	03/21/2003	Garland	401949-GA	03/24/2003	$2,294 65	
788167	03/21/2003	Tulsa	013102-TU	03/24/2003	$2,029 93	
788168	03/21/2003	Tulsa	013103-TU	03/24/2003	$5,533 20	
788169	03/21/2003	Tulsa	013101-TU	03/24/2003	$11,361 63	
788176	03/21/2003	Garland	431067-GA	03/24/2003	$3,320 90	
788177	03/21/2003	Garland	470403-GA	03/24/2003	$3,414 98	
788447	03/24/2003	Southaven	014176-ME	03/26/2003	$18,556 32	
788451	03/24/2003	Southaven	014175-ME	03/26/2003	$4,622 28	
788532	03/24/2003	Lubbock	552655-LU	03/25/2003	$5,311 51	
788533	03/24/2003	Tulsa	032919-TU	03/26/2003	$7,146 04	
788536	03/24/2003	Lubbock	552656-LU	03/25/2003	$4,851 96	
788548	03/24/2003	Fresno	371972-FS	03/27/2003	$8,141 12	
788560	03/24/2003	Geneva	582788-GE	03/26/2003	$5,769 06	
788570	03/24/2003	Geneva	600291-GE	03/26/2003	$7,580 44	
788571	03/24/2003	Geneva	600290-GE	03/26/2003	$2,658 85	
788606	03/24/2003	Lincoln	674827-LI	03/26/2003	$11,311 83	
788613	03/24/2003	Lincoln	711331-LI	03/26/2003	$10,711 15	
788705	03/25/2003	Phoenix	518511-PX	03/27/2003	$11,969 44	
788763	03/25/2003	Fresno	10038	03/28/2003	$14,731 20	R N Market
788789	03/25/2003	Memphis	589552-MG	03/26/2003	$4,297 23	
788893	03/25/2003	Portland	44-1710140	03/25/2003	$1,947 90	
788896	03/25/2003	Lincoln	674818-LI	03/24/2003	$1,896 84	
789044	03/26/2003	La Crosse	709532	03/26/2003	$6,911 27	
789046	03/26/2003	La Crosse	710402	03/26/2003	$10,163 83	
789119	03/26/2003	Massillon	432211-MA	03/28/2003	$13,978 90	
789222	03/26/2003	Miami	057447-MM	03/28/2003	$7,145 91	
789233	03/26/2003	Miami	069897-MM	03/28/2003	$5,889 64	
789435	03/27/2003	West Sacramento	130788-NC	03/28/2003	$2,758 96	
789569	03/27/2003	Hawaii	074311-HW	03/27/2003	$1,690 10	
789571	03/27/2003	Hawaii	074310-HW	03/27/2003	$3,478 88	
789702	03/28/2003	Southaven	019036-ME	04/02/2003	$8,185 24	
789714	03/28/2003	Garland	480263-GA	03/31/2003	$6,394 68	
789715	03/28/2003	Garland	480262-GA	03/31/2003	$951 70	
789770	03/28/2003	Warsaw	698403-WW	03/28/2003	$12,828 87	
789826	03/28/2003	Leitchfield	175-0006010	03/31/2003	$2,746 46	Core Mark
789907	03/28/2003	West Sacramento	122023-SC	03/31/2003	$21,563 75	
790157	03/31/2003	La Crosse	710708	03/31/2003	$1,235 69	

PROOF OF CLAIM AMOUNT **$682,676 18**

MUNSCH HARDT KOPF & HARR PC
ATTORNEYS & COUNSELORS

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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)