

**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) **Southern Foods Group, L P , d/b/a Meadow Gold (Orem, UT)**

Name and address where notices should be sent

Alex D Madrazo Esq Mark H Ralston Esq
Dean s Foods Inc Munsch Hardt Kopf & Harr P C
2515 McKinney Avenue Ste 1200 1445 Ross Avenue Ste 4000
Dallas TX 75201 4659 Dallas TX 75202 2790

PH (214) 303 3431 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 a previously filed claim dated _____ if this claim 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 _____ 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 **\$300,113.96**

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

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 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



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

Southern Foods Group, L P , d/b/a Meadow Gold (Orem, UT)

TOTAL A/R FOR
MG-SLC/OREM\$300,113 96

Plant - OREM

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
CTP/SALT LAKE DIVISION	4963000	1744	03/11/2003	\$5,383 90
		1763	03/31/2003	\$5,154 60
FLEMING FDS IC WHSE	4963332	549935	02/27/2003	\$17,818 20
		549954	03/06/2003	\$2,943 60
		549978	03/20/2003	\$3,595 80
		549996	03/27/2003	\$5,076 36
		549997	03/27/2003	\$2,355 60
		550008	04/01/2003	\$12,729 00

Plant - SLC

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
BEN'S FOODLINER	4962296	667201	02/21/2003	\$132 80
		667412	03/13/2003	\$51 86
		667472	03/20/2003	\$89 21
		667573	03/27/2003	\$132 94
		678067	03/30/2003	\$97 91
CRISP JUBILEE	548404	2878	02/28/2003	\$887 24
		3050	03/14/2003	\$855 58
		3081	03/17/2003	\$591 06
		3136	03/21/2003	\$483 27
		3161	03/24/2003	\$465 81
		3219	03/28/2003	\$613 47
		3220	03/28/2003	-\$3 75
3256	03/31/2003	\$533 41		
EVANSTON JUBILEE	4962395	287	02/28/2003	\$1,309 56
		331	03/14/2003	\$929 10
		342	03/17/2003	\$526 77
		352	03/19/2003	\$962 23
		357	03/21/2003	\$1,531 19
		363	03/24/2003	\$941 83
		368	03/26/2003	\$455 44
		379	03/28/2003	\$1,034 56
		385	03/31/2003	\$849 60
394	04/01/2003	\$1,025 62		

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
HONEY'S JUBILEE	4965468	8616	02/27/2003	\$1,239 66
		8646	03/13/2003	\$1,800 38
		8654	03/17/2003	\$1,658 47
		8659	03/20/2003	\$2,293 09
		42101	03/20/2003	\$20 77
		8665	03/24/2003	\$1,386 46
		8669	03/27/2003	\$1,539 30
		42144	03/27/2003	\$47 36
JUBILEE MORGAN	546976	343686	02/28/2003	\$520 38
		343726	02/28/2003	\$100 01
		343756	03/05/2003	\$303 64
		343776	03/08/2003	\$242 76
		343824	03/14/2003	\$37 35
		343827	03/15/2003	\$586 66
		343844	03/18/2003	\$26 74
		343851	03/19/2003	\$1,488 24
		343859	03/19/2003	\$40 19
		343880	03/22/2003	\$281 99
		343898	03/26/2003	\$220 90
		343916	03/27/2003	\$54 73
JUBILEE ROOSEVELT	4965677	343926	03/29/2003	\$265 19
		7830530	03/13/2003	\$1,908 49
		7830534	03/15/2003	\$2,688 65
		7830545	03/19/2003	\$2,256 69
		7830548	03/20/2003	\$3,202 49
		7830553	03/22/2003	\$3,079 41
		7830561	03/25/2003	\$3,069 76
		7830566	03/27/2003	\$2,466 13
		7830572	03/29/2003	\$2,561 73
7830579	04/01/2003	\$2,249 45		
JUBILEE SUPERCTR	4963359	14611	03/17/2003	\$1,424 86
		14662	03/20/2003	\$2,141 43
		14692	03/24/2003	\$1,698 71
		14734	03/27/2003	\$1,809 14
		14772	03/31/2003	\$1,428 09
JUBILEE VERNAL	4965679	7830535	03/15/2003	\$2,161 93
		7830546	03/19/2003	\$2,345 76
		7830549	03/20/2003	\$1,813 18
		7830554	03/22/2003	\$1,658 78
		7830560	03/25/2003	\$1,994 71
		7830567	03/27/2003	\$1,825 28
7830573	03/29/2003	\$2,356 20		

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
		7830580	04/01/2003	\$1,194 29
JUBILEE WEST VALLEY	4962410	131431	03/13/2003	\$1,091 35
		131448	03/15/2003	\$1,109 96
		131449	03/15/2003	-\$18 94
		8576281	03/15/2003	\$23 25
		131464	03/18/2003	\$1,147 47
		131465	03/18/2003	-\$10 00
		131478	03/20/2003	\$938 85
		8595926	03/20/2003	\$300 06
		131495	03/22/2003	\$2,811 90
		131511	03/25/2003	\$663 34
		5586	03/26/2003	-\$118 94
		131527	03/27/2003	\$787 80
		131528	03/27/2003	-\$61 04
		131543	03/29/2003	\$1,054 03
KANOSH MARKET	549389	14610	03/17/2003	\$91 83
		14661	03/20/2003	\$145 03
		14691	03/24/2003	\$80 13
		14735	03/27/2003	\$85 00
		14771	03/31/2003	\$98 52
KEMMERER JUBILEE	4962400	8483356	02/24/2003	\$1,140 07
		8503033	02/27/2003	\$1,424 07
		8539117	03/10/2003	\$1,250 75
		8556289	03/13/2003	\$1,259 64
		8349967	03/17/2003	-\$5 26
		8566212	03/17/2003	\$1,034 70
		8349968	03/20/2003	-\$7 82
		8582641	03/20/2003	\$1,404 14
		8596096	03/24/2003	\$1,201 42
		8349970	03/27/2003	-\$9 10
		8612011	03/27/2003	\$1,190 24
		8622539	03/31/2003	\$890 30
MAIN STREET MARKET	548516	16853	02/28/2003	\$396 58
		16966	03/14/2003	\$256 98
		16997	03/18/2003	\$263 98
		17022	03/21/2003	\$292 27
		17051	03/25/2003	\$295 55
		17081	03/28/2003	\$244 58
		17082	03/28/2003	\$1 67
MANTI JUBILEE	549340	7272	02/28/2003	\$673 13

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
		7336	03/14/2003	\$291 03
		7337	03/14/2003	\$71 48
		7338	03/14/2003	-\$34 52
		7353	03/17/2003	\$526 46
		7362	03/19/2003	\$436 56
		7373	03/21/2003	\$779 00
		7386	03/24/2003	\$600 93
		7396	03/26/2003	\$437 58
		7406	03/28/2003	\$658 72
		7407	03/28/2003	-\$9 05
		7419	03/31/2003	\$518 67
RED D MARKET	4963588	3100	03/18/2003	\$429 20
		3177	03/25/2003	\$211 72
		3178	03/25/2003	\$10 50
SO CACHE JUBILEE	546500	291911	02/28/2003	\$64 83
		292064	03/14/2003	\$77 52
		292099	03/18/2003	\$51 19
		292133	03/21/2003	\$98 46
		292170	03/25/2003	\$72 01
		292207	03/28/2003	\$70 86
FOOD 4 LESS KEARNS	4962424	8493910	02/26/2003	\$1,880 00
		8508302	02/28/2003	\$1,681 22
		8561326	03/14/2003	\$1,171 83
		8566126	03/14/2003	\$1,740 15
		8566188	03/17/2003	\$3,517 51
		8571244	03/17/2003	\$559 91
		8576796	03/19/2003	\$2,004 81
		8581969	03/19/2003	-\$194 40
		8581970	03/21/2003	-\$194 09
		8591121	03/21/2003	\$2,047 96
		8581975	03/24/2003	-\$113 41
		8596081	03/24/2003	\$1,524 85
		8581971	03/26/2003	-\$45 73
		8606945	03/26/2003	\$2,182 92
		8581972	03/28/2003	-\$185 39
		8617145	03/28/2003	\$1,154 10
		8622018	03/28/2003	\$225 60
		8581973	03/31/2003	-\$234 72
		8622040	03/31/2003	\$1,963 15
		8637968	04/01/2003	\$178 80
		8639378	04/01/2003	\$1,417 37

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
FOOD 4 LESS PROVO	4962427	8482913	02/24/2003	\$1,570 64
		8493911	02/26/2003	\$2,354 21
		8508370	02/28/2003	\$1,906 41
		8538962	03/10/2003	\$1,766 29
		8549653	03/12/2003	\$1,302 17
		8561316	03/14/2003	\$710 44
		8566087	03/14/2003	\$1,308 65
		8448031	03/17/2003	-\$62 00
		8566023	03/17/2003	\$1,304 75
		8576811	03/19/2003	\$1,816 81
		8448035	03/21/2003	-\$99 46
		8591115	03/21/2003	\$1,947 41
		8596015	03/24/2003	\$2,384 59
		8448039	03/26/2003	-\$121 64
		8606776	03/26/2003	\$1,586 84
		8448041	03/28/2003	-\$1 18
		8617035	03/28/2003	\$1,415 01
		8448043	03/31/2003	-\$9 14
		8621959	03/31/2003	\$1,318 85
		8448045	04/01/2003	-\$1 20
8632544	04/01/2003	\$2,116 93		
FOOD 4 LESS ROSE PARK	548018	8498071	02/26/2003	\$3,255 87
		8508393	02/28/2003	\$1,726 32
		8561380	03/14/2003	\$2,055 28
		8566123	03/14/2003	\$1,239 56
		8571240	03/14/2003	\$1,371 72
		8566098	03/17/2003	\$2,780 31
		8576895	03/19/2003	\$1,934 70
		8581967	03/19/2003	-\$237 46
FOOD 4 LESS SLC	8060854	8498075	02/26/2003	\$1,841 33
		8508411	02/28/2003	\$2,131 84
		8527985	03/05/2003	\$1,510 70
		8448098	03/14/2003	-\$53 02
		8561367	03/14/2003	\$2,394 82
		8566124	03/14/2003	\$783 74
		8448100	03/17/2003	-\$183 10
		8566165	03/17/2003	\$1,817 95
		8448103	03/19/2003	-\$6 01
		8576948	03/19/2003	\$2,968 37
FOOD 4 LESS SPANISH FORK	548439	8483358	02/24/2003	\$2,495 91
		8498052	02/26/2003	\$1,709 22
		8508371	02/28/2003	\$1,693 66

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
		8539144	03/10/2003	\$2,228 75
		8549691	03/12/2003	\$782 46
		8561313	03/14/2003	\$1,403 53
		8566088	03/14/2003	\$796 84
		8448030	03/17/2003	-\$97 93
		8566167	03/17/2003	\$1,689 64
		8448032	03/19/2003	-\$5 74
		8576877	03/19/2003	\$2,828 31
		8591187	03/21/2003	\$1,911 59
		8448037	03/24/2003	-\$15 10
		8596071	03/24/2003	\$1,386 63
		8448038	03/26/2003	-\$26 36
		8606918	03/26/2003	\$2,214 85
		8448040	03/28/2003	-\$44 79
		8617168	03/28/2003	\$1,306 16
		8622029	03/31/2003	\$1,414 30
		8632519	04/01/2003	\$2,040 86
FOOD 4 LESS WEST VALLEY	4962426	8498073	02/26/2003	\$2,056 63
		8508362	02/28/2003	\$2,327 50
		8561392	03/14/2003	\$2,670 24
		8566127	03/14/2003	\$965 22
		8448101	03/17/2003	-\$80 66
		8566100	03/17/2003	\$2,497 77
		8576841	03/19/2003	\$1,932 69
		8581968	03/19/2003	-\$1 80
FOOD 4 LESS IC KEARNS	4962419	8606866	03/24/2003	\$1,114 45
FOOD 4 LESS IC ROSE PARK	548420	8576949	03/17/2003	\$387 86
FOOD 4 LESS IC WEST VALLEY	4962420	8576836	03/17/2003	\$338 33
		8595975	03/20/2003	\$472 86
FLEMING CLAIM DEDUCTIONS	549740	213491	01/22/2002	\$50 04
		210315	10/24/2002	\$1,762 27
		212033	11/14/2002	\$281 14
		212034	11/14/2002	\$500 00
		212035	11/14/2002	\$500 00
		212036	11/14/2002	\$500 00
		212037	11/14/2002	\$500 00
		212038	11/14/2002	\$500 00
		212039	11/14/2002	\$500 00
		212040	11/14/2002	\$500 00
		2200164	12/18/2002	\$60 00

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
		2200191	12/19/2002	\$500 00
		2200192	12/19/2002	\$500 00
		2200193	12/19/2002	\$500 00
		2200199	12/19/2002	\$500 00
		2200200	12/19/2002	\$500 00
		2200275	12/19/2002	\$319 54
		2200276	12/19/2002	\$217 00
		2200277	12/19/2002	\$500 00
		2200278	12/19/2002	\$500 00
		2200279	12/19/2002	\$500 00
		2200280	12/19/2002	\$500 00
		2200281	12/19/2002	\$500 00
		2200282	12/19/2002	\$500 00
		2200614	12/19/2002	\$803 22
		212255	12/20/2002	\$1,200 00
		2200163	12/21/2002	\$240 90
		213492	12/25/2002	\$32 90
		213450	12/27/2002	\$405 26
		213451	12/27/2002	\$291 06
		213452	12/27/2002	\$48 24
		213453	12/27/2002	\$200 40
		213454	12/27/2002	\$53 07
		213455	12/27/2002	\$246 48
		213456	12/27/2002	\$98 21
		213457	12/27/2002	\$72 09
		213458	12/27/2002	\$139 43
		213459	12/27/2002	\$185 39
		213460	12/27/2002	\$132 34
		213461	12/27/2002	\$115 20
		213462	12/27/2002	\$627 07
		213463	12/27/2002	\$99 85
		213464	12/27/2002	\$126 63
		213465	12/27/2002	\$107 55
		213466	12/27/2002	\$97 69
		213467	12/27/2002	\$202 57
		213468	12/27/2002	\$208 62
		213469	12/27/2002	\$175 50
		213470	12/27/2002	\$491 40
		213471	12/27/2002	\$208 63
		213472	12/27/2002	\$239 62
		213473	12/27/2002	\$399 31
		213474	12/27/2002	\$68 68
		213475	12/27/2002	\$39 53
		213476	12/27/2002	\$193 39
		213477	12/27/2002	\$118 82

Customer Name	Account #	Invoice #	Invoice Date	Invoice Amount
		213478	12/27/2002	\$40 46
		213479	12/27/2002	\$346 39
		213480	12/27/2002	\$81 36
		213481	12/27/2002	\$190 61
		213482	12/27/2002	\$57 74
		213483	12/27/2002	\$47 94
		213484	12/27/2002	\$40 50
		213485	12/27/2002	\$251 20
		213486	12/27/2002	\$310 88
		213487	12/27/2002	\$371 92
		213488	12/27/2002	\$64 08
		213489	12/27/2002	\$520 29
		213490	12/27/2002	\$79 20
FLEMING FDS TRANS	4962434	434907	03/24/2003	\$1,429 69
		434908	03/24/2003	\$2,574 20

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

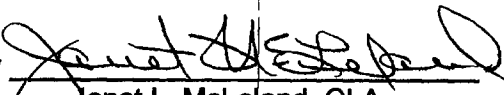
24	Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE)	\$1,824 57
25	Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT)	\$300,113 96
26	Southern Foods Group, L P d/b/a Schepps	\$98,378 73
27	Southern Foods Group, L P d/b/a Southwest Ice Cream	\$132,270 45
28	Southern Foods Group, L P Slotting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