

**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) Reiter Dairy of Springfield, LLC		<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 <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	
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	
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 \$109,823 93 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 <u>at time case filed</u> 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		FILED SEP 15 2003 BMC	
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			



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.

Reiter Dairy of Springfield, LLC

Acct #	Inv Date	Inv #	Trans Type	Amount	Days Open	Original Amt	Disc to Fleming
312	03/11/03	963683	INV	\$841 40	62	\$867 42	3%
	03/13/03	964921	INV	\$938 73	60	\$967 76	3%
	03/15/03	966001	INV	\$799 30	58	\$824 02	3%
	03/18/03	967466	INV	\$565 03	55	\$582 50	3%
	03/20/03	968469	INV	\$784 79	53	\$809 06	3%
	03/22/03	969486	INV	\$703 92	51	\$725 69	3%
	03/25/03	970901	INV	\$551 73	48	\$568 79	3%
	03/27/03	971907	INV	\$592 07	46	\$610 38	3%
	03/29/03	973168	INV	\$935 54	44	\$964 47	3%
313	03/10/03	963214	INV	\$835 06	63	\$860 89	3%
	03/12/03	964677	INV	\$683 97	61	\$705 12	3%
	03/14/03	965903	INV	\$690 76	59	\$712 12	3%
	03/17/03	63078	INV	-\$80 03	56	-\$82 50	3%
	03/17/03	967017	INV	\$722 58	56	\$744 93	3%
	03/19/03	968512	INV	\$547 72	54	\$564 66	3%
	03/21/03	969125	INV	\$536 43	52	\$553 02	3%
	03/24/03	970489	INV	\$597 19	47	\$615 66	3%
	03/26/03	971720	INV	\$24 25	45	\$25 00	3%
	03/28/03	972963	INV	\$232 41	43	\$239 60	3%
	03/31/03	63079	INV	-\$135 49	40	-\$139 68	3%
	03/31/03	973957	INV	\$570 03	40	\$587 66	3%
314	03/10/03	963631	INV	\$772 73	63	\$796 63	3%
	03/12/03	63077	INV	-\$50 50	61	-\$52 06	3%
	03/12/03	964387	INV	\$823 00	61	\$848 45	3%
	03/14/03	965860	INV	\$987 62	59	\$1,018 16	3%
	03/15/03	63076	INV	-\$9 21	58	-\$9 49	3%
	03/17/03	967114	INV	\$441 22	56	\$454 87	3%
	03/19/03	734414	INV	-\$13 93	54	-\$14 36	3%
	03/19/03	968417	INV	\$640 24	54	\$660 04	3%
	03/21/03	969382	INV	\$483 92	52	\$498 89	3%
	03/21/03	969384	INV	\$65 47	52	\$67 49	3%
	03/22/03	965860	INV	-\$1 35	51	-\$1 39	3%
	03/24/03	970712	INV	\$717 81	47	\$740 01	3%
	03/26/03	971590	INV	\$666 99	45	\$687 62	3%
	03/28/03	972970	INV	\$972 77	43	\$1,002 86	3%
	03/31/03	734415	INV	-\$51 14	40	-\$52 72	3%
	03/31/03	974270	INV	\$754 90	40	\$778 25	3%
1105	03/10/03	963612	INV	\$1,807 75	63	\$1,863 66	3%
	03/12/03	964651	INV	\$882 93	61	\$910 24	3%
	03/14/03	965837	INV	\$3,491 68	59	\$3,599 67	3%
	03/15/03	966845	INV	\$1,256 27	58	\$1,295 12	3%
	03/17/03	967297	INV	\$3,684 89	56	\$3,798 86	3%
	03/19/03	968337	INV	\$2,094 86	54	\$2,159 65	3%
	03/21/03	969333	INV	\$3,921 81	52	\$4,043 10	3%
	03/22/03	970685	INV	\$1,206 31	51	\$1,243 62	3%
1106	03/10/03	963613	INV	\$63 97	63	\$65 95	3%
	03/14/03	965840	INV	\$481 18	59	\$496 06	3%
	03/17/03	967298	INV	\$176 93	56	\$182 40	3%
	03/19/03	968338	INV	\$256 91	54	\$264 86	3%

Acct #	Inv Date	Inv #	Trans Type	Amount	Days Open	Original Amt	Disc to Fleming
	03/22/03	969337	INV	\$218 83	52	\$225 60	3%
1107	03/10/03	963573	INV	\$2,905 56	63	\$2,995 42	3%
	03/12/03	733591	INV	-\$16 35	61	-\$16 86	3%
	03/12/03	964406	INV	\$197 49	61	\$203 60	3%
	03/14/03	965783	INV	\$2,847 09	59	\$2,935 14	3%
	03/15/03	966441	INV	\$5,206 74	58	\$5,367 77	3%
	03/17/03	967370	INV	\$5,204 46	56	\$5,365 42	3%
	03/17/03	5313	INV	-\$157 81	56	-\$162 69	3%
	03/19/03	729242	INV	-\$48 41	54	-\$49 91	3%
	03/19/03	968203	INV	\$1 067 75	54	\$1,100 77	3%
	03/20/03	969312	INV	\$1,838 54	53	\$1,895 40	3%
	03/21/03	5865	INV	-\$22 36	52	-\$23 05	3%
	03/21/03	969285	INV	\$3 239 96	52	\$3,340 17	3%
	03/22/03	7469	INV	-\$2 57	51	-\$2 65	3%
	03/22/03	969965	INV	\$4,614 61	51	\$4,757 33	3%
1108	03/10/03	963576	INV	\$273 69	63	\$282 15	3%
	03/12/03	964607	INV	\$507 94	61	\$523 65	3%
	03/14/03	965786	INV	\$76 41	59	\$78 77	3%
	03/15/03	966443	INV	\$361 96	58	\$373 15	3%
	03/17/03	967371	INV	\$151 26	56	\$155 94	3%
	03/19/03	968204	INV	\$252 68	54	\$260 49	3%
	03/21/03	969297	INV	\$256 30	52	\$264 23	3%
	03/22/03	969967	INV	\$224 00	51	\$230 93	3%
1489	03/10/03	962201	INV	\$473 52	63	\$488 17	3%
	03/12/03	964479	INV	\$400 24	61	\$412 62	3%
	03/14/03	965802	INV	\$1,054 55	59	\$1,087 16	3%
	03/14/03	966225	INV	\$19 13	59	\$19 72	3%
	03/17/03	965803	INV	\$425 99	56	\$439 17	3%
	03/19/03	968001	INV	\$783 43	54	\$807 66	3%
	03/21/03	969338	INV	\$1,229 82	52	\$1,267 86	3%
	03/24/03	969339	INV	\$467 07	49	\$481 52	3%
	03/25/03	971446	INV	\$29 75	48	\$30 67	3%
	03/26/03	971327	INV	\$653 39	47	\$673 60	3%
	03/28/03	972964	INV	\$1,270 74	45	\$1,310 04	3%
	03/31/03	972967	INV	\$888 10	40	\$915 57	3%
1490	03/11/03	964123	INV	\$1,650 52	62	\$1,701 57	3%
	03/13/03	965361	INV	\$565 84	60	\$583 34	3%
	03/15/03	966620	INV	\$1,079 24	58	\$1,112 62	3%
	03/18/03	967806	INV	\$1,134 76	55	\$1,169 86	3%
	03/20/03	968943	INV	\$426 68	53	\$439 88	3%
	03/20/03	969613	INV	\$311 85	53	\$321 49	3%
	03/22/03	970181	INV	\$1,082 78	51	\$1,116 27	3%
	03/25/03	971275	INV	\$1,958 40	48	\$2,018 97	3%
	03/27/03	972377	INV	\$406 54	46	\$419 11	3%
	03/29/03	973734	INV	\$1,670 72	44	\$1,722 39	3%
1491	03/11/03	964151	INV	\$1,306 17	62	\$1,346 57	3%
	03/13/03	965471	INV	\$1,593 69	60	\$1,642 98	3%
	03/15/03	966571	INV	\$1,044 75	58	\$1,077 06	3%
	03/18/03	967684	INV	\$1,427 78	55	\$1,471 94	3%
	03/20/03	968990	INV	\$1,308 75	53	\$1,349 23	3%
	03/22/03	970127	INV	\$1,355 89	51	\$1,397 82	3%

Acct #	Inv Date	Inv #	Trans Type	Amount	Days Open	Original Amt	Disc to Fleming
	03/25/03	971220	INV	\$1,855 29	48	\$1,912 67	3%
	03/27/03	972561	INV	\$1,630 86	46	\$1,681 30	3%
	03/29/03	973623	INV	\$1,596 88	44	\$1,646 27	3%
1492	03/11/03	964173	INV	\$580 06	62	\$598 00	3%
	03/13/03	965349	INV	\$835 22	60	\$861 05	3%
	03/15/03	966662	INV	\$931 85	58	\$960 67	3%
	03/18/03	967804	INV	\$704 01	55	\$725 78	3%
	03/20/03	968880	INV	\$742 48	53	\$765 44	3%
	03/22/03	970147	INV	\$756 75	51	\$780 15	3%
	03/25/03	971240	INV	\$648 71	48	\$668 77	3%
	03/27/03	972375	INV	\$747 77	46	\$770 90	3%
	03/29/03	973769	INV	\$983 97	44	\$1,014 40	3%
	03/29/03	973781	INV	\$21 97	44	\$22 65	3%
	03/31/03	974291	INV	\$438 32	40	\$451 88	3%
1812	03/11/03	963464	INV	\$356 15	62	\$367 16	3%
	03/13/03	965157	INV	\$379 69	60	\$391 43	3%
	03/15/03	966303	INV	\$442 78	58	\$456 47	3%
	03/18/03	967089	INV	\$519 17	55	\$535 23	3%
	03/20/03	968727	INV	\$431 52	53	\$444 87	3%
	03/22/03	969888	INV	\$522 72	51	\$538 89	3%
	03/25/03	970530	INV	\$485 08	48	\$500 08	3%
	03/27/03	971819	INV	\$197 11	46	\$203 21	3%
	03/29/03	973325	INV	\$334 30	44	\$344 64	3%

Amount due net of 3% = \$109,823 93 \$113,220 55

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

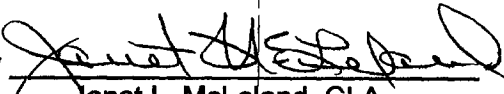
24	Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE)	\$1,824 57
25	Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT)	\$300,113 96
26	Southern Foods Group, L P d/b/a Schepps	\$98,378 73
27	Southern Foods Group, L P d/b/a Southwest Ice Cream	\$132,270 45
28	Southern Foods Group, L P Slotting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