	DROOF OF CLAIM			
FOR THE DISTRICT OF DELAWAR			Case Number	PROOF OF CLAIM
FLEMING COMPANIES, INC Note This form should not be used to make a claim for an administrative expense aris		03 10945 (MFW) sing after the commencement of the case. A	-	
request' for payment of an a	idministrative expe	ense 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	☐ Check box if you are aware that anyone]
property)			else has filed a proof of claim relating to your claim. Attach copy of statement giving	
Gandy's Dairies, Inc , di	/b/a Price's Cr	eameries	particulars	
Name and address where no			☐ Check box if you have never received any	
Alex D Madrazo Esq		Mark H Ralston Esq	notices from the bankruptcy court in this	
Dean's Foods Inc		Munsch Hardt Kopf & Harr P C	case	
2515 McKinney Avenue Ste Dallas TX 75201-4659	,	1445 Ross Avenue Ste 4000 Dallas TX 75202 2790	■ Check box if the address differs from the	
Dallas TX 70201-4003		pando IX 10202 2100	address on the envelope sent to you by the	THIS SPACE IS FOR COURT USF ONLY
PH (214) 303 3431		PH (214) 855 7513	court	
Account or other number by v	which creditor ider	ntifies debtor	Check here	
	See attache	ed Summary Schedule	☐ replaces If this claim a previously filed cl	aım dated
			☐ amends ☐ Retiree benefits as defined in 11 U S C §	1111(5)
1 Basis for Claim			☐ Wages salaries and compensation (fill out	
■ Goods sold – See Stater	ment of Claım on	page 2	Your Social Security #	
 ☐ Services performed ☐ Money loaned 			Your Social Security #	
☐ Personal injury/wrongful	death		Unpaid compensation for services performe	ed
☐ Taxes ☐ Other		_	fromto	
			from to date (date	9)
2 Date debt was incurred			3 If court judgment, date obtained	
	See attache	ed Summary Schedule		
		£40£ 070 42	· · · · · · · · · · · · · · · · · · ·	
4 Total Amount of Claim at	t Time Case Filed	ı \$195,078 <u>43</u>		
☐ Check this box if claim inc	s secured or entitle	ed to priority also complete Item 5 or 6 be	elow mount of the claim Attach itemized statement	of all interest or
If all or part of your claim is Check this box if claim incadditional charges 5 Secured Claim	s secured or entitle cludes interest or o	ed to priority also complete Item 5 or 6 be other charges in addition to the principal a	mount of the claim Attach itemized statement 6 Unsecured Priority Claim	
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STATEMENT OF CLAIM

The creditor indicated on this Proof of Claim ("<u>Claimant</u>") 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, LLC (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 USC § 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

Gandy's Dairies, Inc , d/b/a Price's Creameries

Price's Rainbow # 8926 N Mesa 2743808 0 Price's Rainbow # 8926 N Mesa 2765693 0 Price's Rainbow # 8926 N Mesa 2765692 0 Price's Rainbow # 8926 N Mesa 2756307 0	Date 03/03/2003 03/06/2003 03/08/2003 03/08/2003 03/11/2003	\$2 130 12 \$125 62 \$835 20
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		\$3,295 41
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		\$150 00
Price's Rainbow # 8926 N Mesa 2768157 0	3/11/2003	\$213 20
Price's Rainbow # 8926 N Mesa 2768156 0	3/12/2003	\$366 82
Price's Rainbow # 8926 N Mesa 2779060 0	3/13/2003	\$163 38
Price's Rainbow # 8926 N Mesa 2778331 0	3/14/2003	\$297 37
Price's Rainbow # 8926 N Mesa 2786735 0	3/15/2003	\$1 388 73
Price's Rainbow # 8926 N Mesa 2786356 0	3/15/2003	\$765 66
Price's Rainbow # 8926 N Mesa 2786355 0	3/18/2003	\$1 041 92
Price's Rainbow # 8926 N Mesa 2792096 0	3/18/2003	\$396 99
Price's Rainbow # 8926 N Mesa 2792094 0	3/18/2003	\$626 57
Price's Rainbow # 8926 N Mesa 2807223 0	3/20/2003	\$457 66
Price's Rainbow # 8926 N Mesa 2802689 0	3/20/2003	\$245 80
Price's Rainbow # 8926 N Mesa 2811386 0	3/21/2003	\$58 80
Price's Rainbow # 8926 N Mesa 2814235 0	3/22/2003	\$138 16
Price's Rainbow # 8926 N Mesa 2812949 0	3/22/2003	\$1,401 36
	3/25/2003	\$869 28
Price's Rainbow # 8926 N Mesa 2827975 0	3/26/2003	\$796 00
	3/27/2003	\$131 74
	3/27/2003	\$246 09
	3/29/2003	\$232 00
Price's Rainbow # 8926 N Mesa 2834927 0	3/29/2003	\$1 558 10
Price's Rainbow # 8926 N Mesa 2841003 0	4/01/2003	\$141 85
	4/01/2003	\$1,411 84
	2/20/2002	\$464 40
	1/25/2003	\$691 44
	3/04/2003	\$417 60
	3/04/2003	\$1,362 50
	3/06/2003	\$2 065 20
	3/08/2003	\$3,914 66
	3/11/2003	\$508 37
	3/11/2003	\$1 263 44
	3/13/2003	\$33 60
	3/13/2003	\$1 859 86
	3/14/2003	\$700 20
	3/15/2003	\$4 384 67
	3/18/2003	\$1 735 48
	3/20/2003	\$435 46
	3/20/2003	\$1,916 22
	3/22/2003	\$4 623 86
	3/25/2003	\$766 24
	3/27/2003	\$92 24
	3/27/2003	\$1 997 40
	3/29/2003	\$1,670 40
	3/29/2003	\$4 390 66

Entity	Customer Name	Invoice #	Invoice Date	Invoice Amount
Price's	Rainbow # 8924 Fairbanks	2967663	04/01/2003	\$736 50
Price's	Rainbow # 8923 Zaragosa	2744805	03/04/2003	\$217 36
Price's	Rainbow # 8923 Zaragosa	2744804	03/04/2003	\$3,495 36
Price's	Rainbow # 8923 Zaragosa	2758868	03/06/2003	\$296 40
Price's	Rainbow # 8923 Zaragosa	2754525		
Price's	Rainbow # 6923 Zaragosa	2765718	03/06/2003	\$3,597 32
Price's	Rainbow # 6923 Zaragosa	2768946	03/08/2003	\$3,841 43
Price's	Rainbow # 8923 Zaragosa		03/11/2003	\$2,384 14
Price's	Rainbow # 6923 Zaragosa	2783068	03/13/2003	\$490 14
Price's	_	2783067	03/13/2003	\$444 60
	Rainbow # 8923 Zaragosa	2778343	03/13/2003	\$2,156 69
Price's	Rainbow # 8923 Zaragosa	2789962	03/15/2003	\$166 42
Price's	Rainbow # 8923 Zaragosa	2789961	03/15/2003	\$513 48
Price's	Rainbow # 8923 Zaragosa	2786365	03/15/2003	\$4,792 32
Price's	Rainbow # 8923 Zaragosa	2798823	03/18/2003	\$456 00
Price's	Rainbow # 8923 Zaragosa	2792827	03/18/2003	\$3 380 37
Price's	Rainbow # 8923 Zaragosa	2807320	03/20/2003	\$417 22
Price's	Rainbow # 8923 Zaragosa	2802682	03/20/2003	\$65 52
Price's	Rainbow # 8923 Zaragosa	2802681	03/20/2003	\$2 329 16
Price's	Rainbow # 8923 Zaragosa	2811491	03/21/2003	\$284 90
Price's	Rainbow # 8923 Zaragosa	2814295	03/22/2003	\$294 00
Price's	Rainbow # 8923 Zaragosa	2813563	03/22/2003	\$3,941 51
Price's	Rainbow # 8923 Zaragosa	2817559	03/24/2003	\$75 36
Price's	Rainbow # 8923 Zaragosa	2817359	03/25/2003	\$403 94
Price's	Rainbow # 8923 Zaragosa	2828079	03/26/2003	\$358 20
Price's	Rainbow # 8923 Zaragosa	2827143	03/27/2003	\$2 527 46
Price's	Raınbow # 8923 Zaragosa	2835832	03/28/2003	\$2,467 60
Price's	Raınbow # 8923 Zaragosa	2835616	03/29/2003	\$3,438 74
Price's	Rainbow # 8923 Zaragosa	2967736	04/01/2003	\$226 08
Price's	Rainbow # 8925 Las Cruces	2748928	03/05/2003	\$769 10
Price's	Rainbow # 8925 Las Cruces	2758976	03/06/2003	\$326 64
Price's	Rainbow # 8925 Las Cruces	2761515	03/07/2003	\$2,011 84
Price's	Rainbow # 8925 Las Cruces	2765910	03/10/2003	\$1,280 87
Price's	Rainbow # 8925 Las Cruces	2772842	03/12/2003	\$732 58
Price's	Rainbow # 8925 Las Cruces	2787012	03/14/2003	\$437 76
Price's	Rainbow # 8925 Las Cruces	2786035	03/14/2003	\$2,038 80
Price's	Rainbow # 8925 Las Cruces	2789700	03/17/2003	\$1,615 99
Price's	Rainbow # 8925 Las Cruces	2796823	03/19/2003	\$1 221 64
Price's	Rainbow # 8925 Las Cruces	2811609	03/21/2003	\$960 62
Price's	Rainbow # 8925 Las Cruces	2809893	03/21/2003	\$1,668 40
Price's	Rainbow # 8925 Las Cruces	2817705	03/24/2003	\$100 56
Price's	Rainbow # 8925 Las Cruces	2814408	03/24/2003	\$1,355 57
Price's	Rainbow # 8925 Las Cruces	2821447	03/26/2003	\$819 14
Price's	Rainbow # 8925 Las Cruces	2842159	03/28/2003	\$799 10
Price's	Rainbow # 8925 Las Cruces	2834211	03/28/2003	\$2,005 25
Price's	Rainbow # 8925 Las Cruces	2839263	03/31/2003	\$945 12
Price's	Rainbow # 8921 Montana	2527616	12/31/2002	\$154 32
Price's	Rainbow # 8921 Montana	2737636	03/01/2003	\$3,367 30
Price's	Rainbow # 8921 Montana	2757359	03/06/2003	\$4 575 97
Price's	Rainbow # 8921 Montana	2762708	03/08/2003	\$4,064 24
Price's	Rainbow # 8921 Montana	2743846	03/04/2003	\$1 028 36
Price's	Rainbow # 8921 Montana	2743845	03/04/2003	\$3,445 92
Price's	Rainbow # 8921 Montana	2753336	03/05/2003	\$835 20
Price's	Rainbow # 8921 Montana	2758888	03/06/2003	\$720 00

			Invoice	Invoice
Entity	Customer Name	Invoice #	Date	Amount
Price's	Rainbow # 8921 Montana	2768139	03/11/2003	\$3,400 36
Price's	Rainbow # 8921 Montana	2778337	03/13/2003	\$2,228 90
Price's	Rainbow # 8921 Montana	2778336	03/13/2003	\$350 76
Price's	Rainbow # 8921 Montana	2786881	03/14/2003	\$641 85
Price's	Rainbow # 8921 Montana	2786314	03/15/2003	\$99 60
Price's	Rainbow # 8921 Montana	2786313	03/15/2003	\$2 831 38
Price's	Rainbow # 8921 Montana	2791958	03/18/2003	\$2,517 85
Price's	Rainbow # 8921 Montana	2802590	03/20/2003	\$1,706 55
Price's	Rainbow # 8922 Montwood	2709278	02/21/2003	\$3 201 76
Price's	Rainbow # 8922 Montwood	2754629	03/04/2003	\$477 60
Price's	Rainbow # 8922 Montwood	2748524	03/05/2003	\$2,015 00
Price's	Rainbow # 8922 Montwood	2758023	03/07/2003	\$3 771 89
Price's	Rainbow # 8922 Montwood	2758024	03/07/2003	\$323 24
Price's	Rainbow # 8922 Montwood	34109	03/07/2003	\$100 00
Price's	Rainbow # 8922 Montwood	2765913	03/10/2003	\$2,834 03
Price's	Rainbow # 8922 Montwood	2774507	03/11/2003	\$666 40
Price's	Rainbow # 8922 Montwood	2772851	03/12/2003	\$1 525 55
Price's	Rainbow # 8922 Montwood	2789907	03/14/2003	\$350 10
Price's	Rainbow # 8922 Montwood	2782130	03/14/2003	\$3 306 17
Price's	Rainbow # 8922 Montwood	2786376	03/15/2003	\$567 60
Price's	Rainbow # 8922 Montwood	2790579	03/17/2003	\$3,201 78
Price's	Rainbow # 8922 Montwood	2803291	03/19/2003	\$171 00
Price's	Rainbow # 8922 Montwood	2796806	03/19/2003	\$1 102 14
Price's	Food Basket # 30283	2512460	12/24/2002	\$1,847 44
Price's	Food Basket # 30283	2521062	12/28/2002	\$1 923 96
Price's	Food Basket # 30284	2512630	12/24/2002	\$960 75
Price's	Food Basket # 30284	2513202	12/26/2002	\$640 17
Price's	Food Basket # 30284	2520463	12/28/2002	\$1 897 66
Price's	Food Basket #30285	2518087	12/23/2002	\$2 352 57
Price's	Food Basket #30285	2524788	12/27/2002	\$321 60
Price's	Food Basket #30285	2524786	12/27/2002	\$1,579 19
Price's	Flem Phoenix - Invoices	2748386	03/05/2003	\$3 272 88
Price's	Flem Phoenix - Invoices	2791713	03/18/2003	\$1,820 04
Price's	Flem Phoenix - Invoices	2820470	03/27/2003	\$1 870 56
			Total Prices	\$195,078 43





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
·	\$728 14
Berkeley Farms, Inc	\$319,584 84
Broughton Foods, LLC	\$59,776 40
Country Delite Farms, LLC	\$1,795,360 18
Dean Dairy Products Company (Sharpsville)	\$25,740 68
Dean Foods North Central, Inc	\$74,934 02
Dean Illinois Dairies, LLC	\$15,056 42
Dean Milk Company, Inc (Louisville, KY)	\$40,544 85
Dean Specialty Foods Group, LLC	\$682,676 18
Fairmont Dairy, LLC	\$7,285 52
Gandy's Dairies, Inc	\$67,784 71
Gandy's Dairies, Inc. d/b/a Price's Creameries	\$195,078 43
Land-O-Sun Dairies, LLC d/b/a Pet Dairy	\$328,599 53
Mayfield Dairy Farms, Inc	\$4,740 81
Meadow Brook Dairy Company	\$228,639 95
Midwest Ice Cream Company	\$6,671 94
Morningstar Foods Inc	\$1,650,657 54
Reiter Dairy of Akron, Inc	\$159,041 21
Reiter Dairy of Springfield, LLC	\$109,823 93
Southern Foods Group, L P d/b/a Borden (Tulsa, OK)	\$21,800 87
Southern Foods Group, L P d/b/a Meadow Gold (Boise, ID)	\$54,076 00
Southern Foods Group, L P d/b/a Meadow Gold (Englewood, CO	
Southern Foods Group, L P d/b/a Meadow Gold (Hawaii)	\$45,444 48
	Country Delite Farms, LLC Dean Dairy Products Company (Sharpsville) Dean Foods North Central, Inc Dean Illinois Dairies, LLC Dean Milk Company, Inc (Louisville, KY) Dean Specialty Foods Group, LLC Fairmont Dairy, LLC Gandy's Dairies, Inc Gandy's Dairies, Inc d/b/a Price's Creameries Land-O-Sun Dairies, LLC d/b/a Pet Dairy Mayfield Dairy Farms, Inc Meadow Brook Dairy Company Midwest Ice Cream Company Morningstar Foods Inc Reiter Dairy of Akron, Inc Reiter Dairy of Springfield, LLC Southern Foods Group, L P d/b/a Borden (Tulsa, OK) Southern Foods Group, L P d/b/a Meadow Gold (Boise, ID) Southern Foods Group, L P d/b/a Meadow Gold (Englewood, CO

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 LP 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 Daines, 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

Janet L McLeland. C

∠Paralegal

/j cc

Alex D Madrazo, Esq (w/o encl)
Mark H Ralston, Esq (w/o encl, of the Firm)

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: Fleming Companies, Inc. et al. Case No. 03-10945-(MFW)-11

DOCUMENTS APPENDED TO CLAIM

On May 31, 2006, document(s) were appended to Claim Numbers 12408, 12408-A, 12409, 12409-A, 12410, 12410-A, 12411, 12411-A, 12412, 12412-A, 12413, 12415, 12415-A, 12416, 12416-A, 12417, 12394, 12394-A, 12396, 12396-A, 12398, 12398-A, 12398, 12399-A, 12400, 12400-A, 12402, 12402-A, 12403, 12404, 12404-A, 12405, 12405-A, 12431, 12431-A, 12432, 12432-A, 12433, 12435, 12435-A, 12437, 12437-A and 12438 for the following reason(s)

	Stipulation and Omni Withdrawal
	Proof of Payment
	Change of Address request
\boxtimes	Notice of Split Transfers Re Docket Number 12909, served 5/10/06
	Other Docket Number ###

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

)	
In re)	Chapter 11
)	Case No 03-10945(MFW)
Fleming Companies, Inc, et al, 1)	
•)	Jointly Administered
Debtors)	•
)	

NOTICE OF TRANSFER RE DOCKET 12909

TO 3V CAPITAL MASTER FUND LTD
ATTN JASON ALPER
1 GREENWICH OFFICE PARK NORTH
GREENWICH, CT 06731

Pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure, you are advised that there has been filed with the United States Bankruptcy Court for the District of Delaware, a Transfer to QUADRANGLE GROUP LLC of your Claim Nos 12408-A, 12409-A, 12410-A, 12411-A, 12412-A, 12413, 12415-A, 12416-A, 12417, 12394-A, 12396-A, 12398-A, 12399-A, 12400-A, 12402-A, 12403, 12404-A, 12405-A, 12431-A, 12432-A, 12433, 12435-A, 12437-A and 12438 in the amount of \$3,977,300.05 Claim Numbers 12395, 12395-A and 12430 are previously expunged claims and are not applicable to this transfer request

If you do not object to this Transfer on or before twenty (20) days from the date of the mailing of this Notice (1e, May 30, 2006), by filing a written objection with the Office of the Clerk, United States Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, and serving a copy of the objection on the Official Claims and Noticing Agent listed below, QUADRANGLE GROUP LLC will be substituted in your place as the original claimant

_

The Debtors are the following entities Core-Mark International Inc, Fleming Companies, Inc ABCO Food Group, Inc, ABCO Markets, Inc, ABCO Realty Corp, ASI Office Automation, Inc, C/M Products Inc, Core-Mark Interrelated Companies Inc Core-Mark Mid-Continent Inc, Dunigan Fuels Inc, Favar Concepts Ltd, Fleming Foods Management Co L L C Fleming Foods of Texas L P, Fleming International, Ltd, Fleming Supermarkets of Florida Inc Fleming Transportation Service Inc, Food 4 Less Beverage Company Inc, Fuelserv Inc, General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc, Minter-Weisman Co, Piggly Wiggly Company Progressive Realty Inc Rainbow Food Group Inc, Retail Investments Inc, Retail Supermarkets Inc RFS Marketing Services Inc and Richmar Foods, Inc

Creditor Name	Claim Number	F B Cl + V	
Cicultor Ivanie	Claim Number	Full Claim Value	Amount Transferred from 3V Capital
BERKELEY FARMS INC	12408-A	\$210.504.04	Master Fund to Quadrangle Group
BROUGHTON FOODS LLC	12409-A	\$319,584 84 \$59,776 40	\$141,150 48
COUNTRY DELITE FARMS	12410-A	\$1,795,360 18	\$897.28
LLC	12410-A	\$1,795,560 18	\$719,216 28
DEAN DAIRY PRODUCTS	12411-A	\$25,740 68	#2 220 12
CO SHARPSVILLE	12411-7	\$23,740.08	\$2,220 13
DEAN FOODS NORTH	12412-A	\$74,934 02	\$21.140.50
CENTRAL INC	12-112-71	\$74,934 02	\$31,140 56
DEAN ILLINOIS DAIRIES	12413	\$15,056 42	\$15,056 42
LLC	12.13	\$15,050 42	\$13,036 42
DEAN SPECIALTY FOODS	12415-A	\$682,676 18	\$280,624 18
GROUP LLC	12.12	\$002,070 10	\$280,024 18
FAIRMINT DAIRY LLC	12416-A	\$7,285 52	\$6,062 21
GANDY S DAIRIES INC	12417	\$67,784 71	\$67,784 71
GANDY S DAIRIES INC,	12394-A	\$195,078 43	\$143,147.18
DBA PRICES CREAMERIES		\$175,076 45	\$143,147.18
LAND O SUN DAIRIES LLC	12395/12395-A	\$0 00	\$0 00 Expunged per Docket 9045
MAYFIELD DAIRY FARMS	12396-A	\$4,740 81	\$82 50
INC		4 .,, 1	402 30
MIDWEST ICE CREAM CO	12398-A	\$6,671 94	\$3,131 10
MORNINGSTAR FOODS INC	12399-A	\$1,650,657 54	\$1,078,495 54
REITER DAIRY OF AKRON	12400-A	\$159,041 21	\$2,265 16
INC		,	42,203 10
SOUTHERN FOODS GROUP	12402-A	\$21,800 87	\$5,705 14
LP, DBA BORDEN TULSA		,	
OK			
SOUTHERN FOODS GROUP	12403	\$54,076 00	\$14,434 70
LP			
SOUTHERN FOODS GROUP	12404-A	\$49,941 46	\$38,617 90
DBA MEADOW GOLD			
SOUTHERN FOODS GROUP,	12405-A	\$45,444 48	\$34,714 22
DBA MEADOW GOLD HAWAII			
SOUTHERN FOODS	12420		
GROUP LP, DBA MEADOW	12430	\$0 00	\$0 00 Claim Expunged per Docket 10037
GOLD OREM UT			
SOUTHERN FOODS GROUP	12431-A	\$98,378 73	
LP, DBA SCHEPPS	12451-A	\$98,37873	\$98,305 51
SOUTHERN FOODS GROUP	12432-A	£122 270 45	004000000
LP	12432°A	\$132,270 45	\$96,085 95
DBA SOUTHWEST ICE			
CREAM			
SOUTHERN FOODS GROUP	12433	\$864,399 38	\$864,399 38
LP SLOTTING BILL BACK		400 1,000 00	סכ ללנ,דייטט מ
T G LEE FOODS INC	12435-A	\$24,111 49	\$3,502 55
TUSCAN LEHIGH VALLEY	12437-A	\$64,771 55	\$6,620 13
DAIRIES INC		,,	40,020 13
WHITE WAVE INC	12438	\$323,640 84	\$323,640 84
TOTAL VALUE OF TRANSFI	ERS		\$3,977,300 05

+ -- +

DATED May 10, 2006

THE BMC GROUP, INC F/K/A BANKRUPTCY MANAGEMENT CORPORATION

1330 East Franklin Avenue El Segundo, California 90245-4306

Official Claims and Noticing Agent for the Clerk of the Court in the Fleming Companies, Inc, et al Cases

PROOF OF SERVICE

I, Lisa Ruppaner, am over the age of eighteen years and not a party to the within action. I am employed by The BMC Group, Inc. f/k/a Bankruptcy Management Corporation, the Official Claims and Noticing Agent for the Clerk of the Court, whose business address is 1330 East Franklin Avenue, El Segundo, California 90245-4306. On May 10, 2006, I served a copy of the "Notice of Transfer re Docket 12909" upon the following parties

3V CAPITAL MASTER FUND LTD ATTN JASON ALPER 1 GREENWICH OFFICE PARK NORTH GREENWICH, CT 06731

QUADRANGLE GROUP LLC ATTN MICHAEL GILLIN 375 PARK AVENUE 14TH FLOOR NEW YORK, NY 10152

by placing a true copy thereof enclosed in a sealed envelope, with postage thereon fully pre-paid, and deposited in the mail in El Segundo, California

I declare under penalty of perjury that the foregoing is true and correct

DATED May 10, 2006

/s/Lisa Ruppaner LISA RUPPANER