

| UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE | | PROOF OF CLAIM |
|--|---|--|
| Name of Debtor FLEMING COMPANIES, INC | Case Number 03 10945 (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) Gandy's Dairies, Inc., d/b/a Price's Creameries | <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 <u>\$195,078.43</u> 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. 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 12394 |
| 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 Esq</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.S.C. § 1573 | | |

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.

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

| Entity | Customer Name | Invoice # | Invoice Date | Invoice Amount |
|---------|--------------------------|-----------|--------------|----------------|
| Price's | Rainbow # 8926 N Mesa | 2743807 | 03/03/2003 | \$2 130 12 |
| Price's | Rainbow # 8926 N Mesa | 2743808 | 03/06/2003 | \$125 62 |
| Price's | Rainbow # 8926 N Mesa | 2765693 | 03/08/2003 | \$835 20 |
| Price's | Rainbow # 8926 N Mesa | 2765692 | 03/08/2003 | \$3,295 41 |
| Price's | Rainbow # 8926 N Mesa | 2756307 | 03/11/2003 | \$3,342 02 |
| Price's | Rainbow # 8926 N Mesa | 2774529 | 03/11/2003 | \$150 00 |
| Price's | Rainbow # 8926 N Mesa | 2768157 | 03/11/2003 | \$213 20 |
| Price's | Rainbow # 8926 N Mesa | 2768156 | 03/12/2003 | \$366 82 |
| Price's | Rainbow # 8926 N Mesa | 2779060 | 03/13/2003 | \$163 38 |
| Price's | Rainbow # 8926 N Mesa | 2778331 | 03/14/2003 | \$297 37 |
| Price's | Rainbow # 8926 N Mesa | 2786735 | 03/15/2003 | \$1 388 73 |
| Price's | Rainbow # 8926 N Mesa | 2786356 | 03/15/2003 | \$765 66 |
| Price's | Rainbow # 8926 N Mesa | 2786355 | 03/18/2003 | \$1 041 92 |
| Price's | Rainbow # 8926 N Mesa | 2792096 | 03/18/2003 | \$396 99 |
| Price's | Rainbow # 8926 N Mesa | 2792094 | 03/18/2003 | \$626 57 |
| Price's | Rainbow # 8926 N Mesa | 2807223 | 03/20/2003 | \$457 66 |
| Price's | Rainbow # 8926 N Mesa | 2802689 | 03/20/2003 | \$245 80 |
| Price's | Rainbow # 8926 N Mesa | 2811386 | 03/21/2003 | \$58 80 |
| Price's | Rainbow # 8926 N Mesa | 2814235 | 03/22/2003 | \$138 16 |
| Price's | Rainbow # 8926 N Mesa | 2812949 | 03/22/2003 | \$1,401 36 |
| Price's | Rainbow # 8926 N Mesa | 2817336 | 03/25/2003 | \$869 28 |
| Price's | Rainbow # 8926 N Mesa | 2827975 | 03/26/2003 | \$796 00 |
| Price's | Rainbow # 8926 N Mesa | 2827082 | 03/27/2003 | \$131 74 |
| Price's | Rainbow # 8926 N Mesa | 2827081 | 03/27/2003 | \$246 09 |
| Price's | Rainbow # 8926 N Mesa | 2834928 | 03/29/2003 | \$232 00 |
| Price's | Rainbow # 8926 N Mesa | 2834927 | 03/29/2003 | \$1 558 10 |
| Price's | Rainbow # 8926 N Mesa | 2841003 | 04/01/2003 | \$141 85 |
| Price's | Rainbow # 8926 N Mesa | 2841002 | 04/01/2003 | \$1,411 84 |
| Price's | Rainbow # 8924 Fairbanks | 2502669 | 12/20/2002 | \$464 40 |
| Price's | Rainbow # 8924 Fairbanks | 2616471 | 01/25/2003 | \$691 44 |
| Price's | Rainbow # 8924 Fairbanks | 2743844 | 03/04/2003 | \$417 60 |
| Price's | Rainbow # 8924 Fairbanks | 2743843 | 03/04/2003 | \$1,362 50 |
| Price's | Rainbow # 8924 Fairbanks | 2756309 | 03/06/2003 | \$2 065 20 |
| Price's | Rainbow # 8924 Fairbanks | 2765696 | 03/08/2003 | \$3,914 66 |
| Price's | Rainbow # 8924 Fairbanks | 2774572 | 03/11/2003 | \$508 37 |
| Price's | Rainbow # 8924 Fairbanks | 2768953 | 03/11/2003 | \$1 263 44 |
| Price's | Rainbow # 8924 Fairbanks | 2778334 | 03/13/2003 | \$33 60 |
| Price's | Rainbow # 8924 Fairbanks | 2778333 | 03/13/2003 | \$1 859 86 |
| Price's | Rainbow # 8924 Fairbanks | 2786785 | 03/14/2003 | \$700 20 |
| Price's | Rainbow # 8924 Fairbanks | 2788169 | 03/15/2003 | \$4 384 67 |
| Price's | Rainbow # 8924 Fairbanks | 2792840 | 03/18/2003 | \$1 735 48 |
| Price's | Rainbow # 8924 Fairbanks | 2807260 | 03/20/2003 | \$435 46 |
| Price's | Rainbow # 8924 Fairbanks | 2802588 | 03/20/2003 | \$1,916 22 |
| Price's | Rainbow # 8924 Fairbanks | 2810799 | 03/22/2003 | \$4 623 86 |
| Price's | Rainbow # 8924 Fairbanks | 2823218 | 03/25/2003 | \$766 24 |
| Price's | Rainbow # 8924 Fairbanks | 2831701 | 03/27/2003 | \$92 24 |
| Price's | Rainbow # 8924 Fairbanks | 2827115 | 03/27/2003 | \$1 997 40 |
| Price's | Rainbow # 8924 Fairbanks | 2838584 | 03/29/2003 | \$1,670 40 |
| Price's | Rainbow # 8924 Fairbanks | 2834336 | 03/29/2003 | \$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 | 03/06/2003 | \$3,597 32 |
| Price's | Rainbow # 8923 Zaragosa | 2765718 | 03/08/2003 | \$3,841 43 |
| Price's | Rainbow # 8923 Zaragosa | 2768946 | 03/11/2003 | \$2,384 14 |
| Price's | Rainbow # 8923 Zaragosa | 2783068 | 03/13/2003 | \$490 14 |
| Price's | Rainbow # 8923 Zaragosa | 2783067 | 03/13/2003 | \$444 60 |
| Price's | 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 | Rainbow # 8923 Zaragosa | 2835832 | 03/28/2003 | \$2,467 60 |
| Price's | Rainbow # 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 |

| Entity | Customer Name | Invoice # | Invoice Date | Invoice 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 | | | | <u>\$195,078 43</u> |

4000 Fountain Place
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Dallas Texas 75202 2790
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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 | 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 |

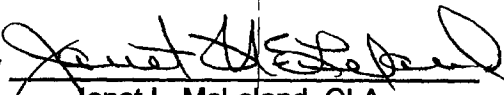
| | | |
|--------------|---|-----------------------|
| 24 | Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE) | \$1,824 57 |
| 25 | Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT) | \$300,113 96 |
| 26 | Southern Foods Group, L P d/b/a Schepps | \$98,378 73 |
| 27 | Southern Foods Group, 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)

**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, 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
- ☒ Notice of Split Transfers Re Docket Number 12909, served 5/10/06
- ☐ Other Docket Number ###

| Creditor Name | Claim Number | Full Claim Value | Amount Transferred from 3V Capital Master Fund to Quadrangle Group |
|--|---------------------|-------------------------|---|
| BERKELEY FARMS INC | 12408-A | \$319,584 84 | \$141,150 48 |
| BROUGHTON FOODS LLC | 12409-A | \$59,776 40 | \$897 28 |
| COUNTRY DELITE FARMS LLC | 12410-A | \$1,795,360 18 | \$719,216 28 |
| DEAN DAIRY PRODUCTS CO SHARPSVILLE | 12411-A | \$25,740 68 | \$2,220 13 |
| DEAN FOODS NORTH CENTRAL INC | 12412-A | \$74,934 02 | \$31,140 56 |
| DEAN ILLINOIS DAIRIES LLC | 12413 | \$15,056 42 | \$15,056 42 |
| DEAN SPECIALTY FOODS GROUP LLC | 12415-A | \$682,676 18 | \$280,624 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, DBA PRICES CREAMERIES | 12394-A | \$195,078 43 | \$143,147 18 |
| LAND O SUN DAIRIES LLC | 12395/12395-A | \$0 00 | \$0 00 Expunged per Docket 9045 |
| MAYFIELD DAIRY FARMS INC | 12396-A | \$4,740 81 | \$82 50 |
| 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 INC | 12400-A | \$159,041 21 | \$2,265 16 |
| SOUTHERN FOODS GROUP LP, DBA BORDEN TULSA OK | 12402-A | \$21,800 87 | \$5,705 14 |
| SOUTHERN FOODS GROUP LP | 12403 | \$54,076 00 | \$14,434 70 |
| SOUTHERN FOODS GROUP DBA MEADOW GOLD | 12404-A | \$49,941 46 | \$38,617 90 |
| SOUTHERN FOODS GROUP, DBA MEADOW GOLD HAWAII | 12405-A | \$45,444 48 | \$34,714 22 |
| SOUTHERN FOODS GROUP LP, DBA MEADOW GOLD OREM UT | 12430 | \$0 00 | \$0 00 Claim Expunged per Docket 10037 |
| SOUTHERN FOODS GROUP LP, DBA SCHEPPS | 12431-A | \$98,378 73 | \$98,305 51 |
| SOUTHERN FOODS GROUP LP DBA SOUTHWEST ICE CREAM | 12432-A | \$132,270 45 | \$96,085 95 |
| SOUTHERN FOODS GROUP LP SLOTTING BILL BACK | 12433 | \$864,399 38 | \$864,399 38 |
| T G LEE FOODS INC | 12435-A | \$24,111 49 | \$3,502 55 |
| TUSCAN LEHIGH VALLEY DAIRIES INC | 12437-A | \$64,771 55 | \$6,620 13 |
| WHITE WAVE INC | 12438 | \$323,640 84 | \$323,640 84 |
| TOTAL VALUE OF TRANSFERS | | | \$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