

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING FOODS MANAGEMENT CO, L L C	Case Number 03 10954 (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.	THIS SPACE IS FOR COURT USE ONLY
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 \$195,078.43 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.		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.		
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>A. 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.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

Entry	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>

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

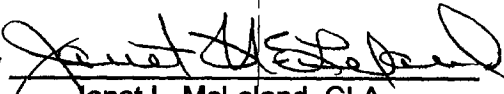
24	Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE)	\$1,824 57
25	Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT)	\$300,113 96
26	Southern Foods Group, L P d/b/a Schepps	\$98,378 73
27	Southern Foods Group, L P d/b/a Southwest Ice Cream	\$132,270 45
28	Southern Foods Group, L P Slotting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