

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.

Country Delite Farms, LLC

<u>Description</u>	<u>Amount</u>
Memphis and Nashville	\$750 451 05
Fleming Geneva Division	\$461 516 55
Fleming Nashville Division	\$40 195 80
Fleming Memphis Division	\$543 196 78
Total	<u>\$1,795,360 18</u>

Memphis and Nashville

<u>Gross Submitted</u>	<u>Fee</u>	<u>Net Due</u>	<u>Returned CK Number</u>
26,097 02	260 98	\$25 836 04	23570550
37,812 50	378 12	\$37,434 38	23570550
30,154 75	301 54	\$29 853 21	23573611
51,090 35	510 88	\$50 579 47	23573611
28 913 31	289 17	\$28 624 14	23573611
41,311 19	413 08	\$40 898 11	
27 683 60	276 84	\$27,406 76	
36,749 65	367 48	\$36,382 17	
29,750 90	297 50	\$29,453 40	
45,916 08	459 16	\$45,456 92	
36,092 24	360 93	\$35,731 31	
39,615 15	396 17	\$39 218 98	
28 219 85	282 20	\$27,937 65	
38,170 67	381 70	\$37 788 97	
313 00	6 26	\$306 74	23573611
1 556 04	31 12	\$1,524 92	23573611
302 63	6 05	\$296 58	23573611
27,414 95	190 04	\$27 224 91	23570550
32 967 09	659 34	\$32,307 75	23573611
9,502 63	548 30	\$8,954 33	23570550
31 777 06	635 53	\$31 141 53	23573611
18,061 03	361 23	\$17,699 80	23572835
408 67	8 17	\$400 50	23571976
25,335 79	506 72	\$24 829 07	
29 790 37	595 81	\$29 194 56	
(12 71)	(0 25)	(\$12 46)	
8 037 95	160 76	\$7,877 19	
32,041 57	640 83	\$31 400 74	
20,391 59	407 83	\$19,983 76	
14 986 13	299 72	\$14,686 41	
<u>750,451 05</u>	10 033 21	\$740 417 84	

Fleming Geneva Division

Geneva	CDF Inv #	PO #	Amount	Other Ref	CDF Inv F26 #	Amount	Returned CK Ref Number
03/13/2003	9814773	577089	11,547 00		9814601	\$227 36	23570550
03/14/2003	9814773A	577089	-154 80		9814670	\$877 65	23570550
03/13/2003	9814774	577090	10,040 40		9814717	\$900 24	23570550
03/14/2003	9814774A	577090	-20 08		9814716	\$2,634 46	23570550
03/14/2003	9814861	582993	12,938 40		9814704-1	\$3,631 04	23570550
03/17/2003	9814861A	582993	-36 72		9814602	\$5 150 98	23570550
03/14/2003	9814862	582994	11,520 45		9814599	\$5 985 90	23570550
03/17/2003	9814862A	582994	-464 40		9814600	\$7 440 03	23570550
03/14/2003	9814863	582995	12,028 86		9814668	\$7 555 86	23570550
03/14/2003	9814864	582996	1 439 46		9814669	\$9 177 30	23570550
03/14/2003	9814865	582997	1,243 78		9814667	\$10,781 88	23570550
03/17/2003	9814865A	582997	-25 08		9814537	\$10,830 60	23570550
03/14/2003	9814866	582998	4 204 84		9814714	\$10 882 41	23570550
03/14/2003	9814867	594647	11,090 25		9814715	\$13,761 90	23570550
03/14/2003	9814868	594648	12,074 40				
03/17/2003	9814868A	594648	-51 60			\$89 837 61	
03/17/2003	9814929	588825	11,729 79				
03/18/2003	9814929A	588825	-506 52				
03/17/2003	9814930	588826	11 240 56				
03/17/2003	9814931	588827	10 994 04				
03/18/2003	9814931A	588827	-130 52				
03/17/2003	9814932	588828	793 72				
03/17/2003	9814933	588829	2 520 00				
03/18/2003	9814933A	588829	-4 76				
03/17/2003	9814934	588830	1 902 70				
03/18/2003	9814988	594649	3 501 54				
03/18/2003	9814989	594650	7,030 35				
03/19/2003	9814989A	594650	-35 45				
03/18/2003	9814990	594651	425 14				
03/19/2003	9814990A	594651	-19 53				
03/18/2003	9814991	594652	8,923 59				
03/31/2003	9814991A	594652	-591 30				
03/18/2003	9814992	606313	601 20				
03/19/2003	9814992A	606313	-30 06				
03/18/2003	9814993	606314	2 254 50				
03/19/2003	9814993A	606314	-30 06				
03/18/2003	9814994	606315	137 28				
03/19/2003	9815041	600475	4,411 35				
03/19/2003	9815042	600476	2 568 60				
03/20/2003	9815042A	600476	-30 96				
03/19/2003	9815043	600477	5 784 75				
03/20/2003	9815043A	600477	-72 24				
03/20/2003	9815107	606316	1,881 45				
03/20/2003	9815108	606317	347 82				
03/20/2003	9815109	606318	8 827 68				
03/21/2003	9815194	606319	8 283 60				
			-30 96				
03/21/2003	9815195	606320	11 061 00				
			-185 04				

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03/21/2003	9815196	606321	9,990 00
			-40 16
03/21/2003	9815197	606322	6 441 57
			-30 06
03/21/2003	9815198	606333	747 33
03/21/2003	9815199	606334	747 92
03/21/2003	9815200	629720	2 203 20
			-12 24
03/21/2003	9815201	629721	2,284 20
03/21/2003	9815202	629722	1,872 72
03/24/2003	9815257	623826	9,993 15
03/24/2003	9815258	623827	4 016 88
03/31/2003	9815258A	623827	-95 94
03/24/2003	9815259	623828	822 06
03/31/2003	9815259A	623828	-57 26
03/24/2003	9815260	623829	574 60
03/24/2003	9815261	623830	1 029 60
03/24/2003	9815262	629726	412 20
			-451 80
03/24/2003	9815263	635621	451 80
03/25/2003	9815335	629723	7 130 70
			-72 24
03/25/2003	9815336	629724	6 950 25
			-41 28
03/25/2003	9815337	629725	4 118 22
03/31/2003	9815337A	629725	-50 10
03/25/2003	9815338	635622	2 920 05
03/25/2003	9815339	635623	934 20
03/26/2003	9815378	635624	10,395 00
03/26/2003	9815379	635625	6 893 55
03/27/2003	9815379A	635625	-125 42
03/26/2003	9815380	635626	6 934 95
03/27/2003	9815380A	635626	-41 28
03/26/2003	9815381	635627	582 46
03/27/2003	9815381A	635627	-12 33
03/26/2003	9815382	635628	3 644 02
03/26/2003	9815383	653359	916 20
03/27/2003	9815440	647409	10,184 40
03/28/2003	9815440A	647409	-61 92
03/27/2003	9815441	647410	10 882 17
03/28/2003	9815441A	647410	-113 52
03/27/2003	9815442	647411	3 607 20
03/28/2003	9815442A	647411	-13 36
03/27/2003	9815443	647412	4,662 45
03/28/2003	9815443A	647412	-26 72
03/27/2003	9815444	647413	125 99
03/28/2003	9815444A	647413	-7 80
03/28/2003	9815529	653360	11,145 60
03/31/2003	9815529A	653360	-123 84
03/28/2003	9815530	653361	10,084 05
03/28/2003	9815531	653362	11,082 60
03/31/2003	9815531A	653362	-587 40
03/28/2003	9815532	653363	8,381 97
03/31/2003	9815532A	653363	-16 40

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03/28/2003	9815533	653364	952 20
03/28/2003	9815534	653365	948 56
03/28/2003	9815535	653367	514 80
03/28/2003	9815536	656366	928 80
03/31/2003	9815590	659277	6 760 98
03/31/2003	9815591	659278	7 346 34
03/31/2003	9815592	659279	894 99
			-8 10
03/31/2003	9815593	659280	300 96
03/31/2003	9815594	659280	928 80
			371 678 94

Returned
89 837 61 CK+E134

Total 461,516 55

Fleming Nashville

Date	Invoice #	PO #	Amount
03/10/2003	9814595	477630-NA	6,872 85
03/12/2003	9814710	484781-NA	3,168 00
03/14/2003	9814858	513109-NA	7,423 65
03/17/2003	9814926	513110-NA	7,164 90
03/20/2003	9815103	541377-NA	6 572 25
03/27/2003	9815437	576870-NA	3,024 00
03/31/2003	9815587	597873-NA	5,970 15

Total
Nashville 40,195 80

Fleming Memphis Division

Class	Memphis	Invoice #	PO #	Amount	Invoice #	Amount	Returned Check Ref Number
MLK	09/20/2002	9806373	154917	8,733 78	9814526	\$9 734 40	23570550
MLK	09/20/2002	9806528	168678	9,358 65	9814589	\$9,734 40	23570550
DRK	11/12/2002	9809013	368693	-5 938 98	9814591	\$9,655 20	23570550
DRK	03/28/2003	9809013A	368693	-37 48	9814662	\$9,419 76	23570550
DRK	11/12/2002	9809014	368694	8,985 60	9814528	\$9,378 00	23570550
DRK	12/17/2002	9810674	517711	-40 50	9814527	\$9,079 20	23570550
MLK	01/02/2003	9811422	583856	297 54	9814590	\$9,079 20	23570550
DRK	01/17/2003	9812209	658180	120 24	9814661	\$7 695 36	23570550
MLK	01/31/2003	9812887	711097	-46 89	9814592	\$7,413 30	23570550
DRK	02/03/2003	9812954	682143	2,016 00	9814529	\$6 386 19	23570550
MLK	02/06/2003	9813138	739848	520 20	9814660	\$6 377 70	23570550
MLK	02/21/2003	9813878	798127	9 734 40	9814593	\$5 013 42	23570550
DRK	03/13/2003	9814770	866181	6,775 14	9814594	\$2 637 00	23570550
DRK	03/14/2003	9814770A	866181	-2,746 80	9814531	\$2 016 00	23570550
MLK	03/14/2003	9814855	885514	9 681 75	9814530	\$1 597 05	23570550
MLK	03/17/2003	9814855A	885514	-8 32	MER994687PB	\$597 15	23570550
MLK	03/14/2003	9814856	885516	6 912 55	MER994686PB	\$616 33	23570550

COUNTRY DELITE FARMS LLC

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MLK	03/14/2003	9814857	895178	1,382 40	MER994600PB	\$2,102 35	23570550
DRK	03/17/2003	9814923	880608	3 128 40	9814709	\$2 471 40	23571976
DRK	03/17/2003	9814925	880610	2,016 00	9814708	\$5 904 52	23571976
MLK	03/17/2003	9814918	890359	9 734 40	9814705	\$9,079 20	23574976
MLK	03/17/2003	9814919	890360	9 079 20	9814706	\$9 626 40	23571976
MLK	03/17/2003	9814920	890361	9,524 66	9814704	\$9,734 40	23571976
MLK	03/17/2003	9814921	890362	8 753 31	9814707	\$10,306 80	23571976
MLK	03/17/2003	9814922	890363	4,833 50			
DRK	03/18/2003	9814985	885513	8,731 80	Total Rtd Ck	\$155,654 73	
MLK	03/18/2003	9814984	009573	3,694 50			
DRK	03/19/2003	9815037	890364	3,412 80			
DRK	03/19/2003	9815038	890365	2,016 00			
MLK	03/19/2003	9815030	000021	9 734 40			
				-8 32			
MLK	03/19/2003	9815031	000022	7,488 00			
				-8 32			
MLK	03/19/2003	9815032	000023	9 079 20			
MLK	03/19/2003	9815033	000024	7,822 80			
MLK	03/19/2003	9815034	000025	8 896 96			
MLK	03/19/2003	9815035	000026	5,567 46			
MLK	03/19/2003	9815036	014405	874 80			
				-9 72			
DRK	03/20/2003	9815102	895179	6,894 42			
MLK	03/20/2003	9815101	019299	5 389 20			
DRK	03/21/2003	9815190	000027	2 986 20			
DRK	03/21/2003	9815191	000028	1 512 00			
MLK	03/21/2003	9815184	014415	9 734 40			
MLK	03/21/2003	9815185	014416	9,079 20			
				-23 28			
MLK	03/21/2003	9815186	014417	8,445 60			
				-31 60			
MLK	03/21/2003	9815187	014418	10,811 49			
MLK	03/21/2003	9815188	019300	911 25			
MLK	03/21/2003	9815189	019307	734 40			
MLK	03/24/2003	9815246	019301	9 734 40			
MLK	03/24/2003	9815247	019302	9,079 20			
MLK	03/24/2003	9815248	019303	9 770 40			
MLK	03/24/2003	9815249	019304	9,887 85			
MLK	03/24/2003	9815250	019305	4,254 30			
				-327 52			
MLK	03/24/2003	9815251	019308	676 80			
MLK	03/24/2003	9815252	028853	473 85			
DRK	03/25/2003	9815328	014411	9,022 98			
MLK	03/26/2003	9815371	028849	9,734 40			
				-8 32			
MLK	03/26/2003	9815372	028850	5 587 20			
				-23 28			
MLK	03/26/2003	9815373	028851	3 402 00			
MLK	03/26/2003	9815374	028852	10 703 95			
MLK	03/27/2003	9815374A	028852	-815 88			
MLK	03/26/2003	9815375	028854	815 88			
MLK	03/26/2003	9815376	043135	961 20			
DRK	03/27/2003	9815436	019289	7,336 20			
				-26 36			

COUNTRY DELITE FARMS, LLC

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MLK	03/28/2003	9815521	043136	9,734 40
MLK	03/28/2003	9815522	043137	9,079 20
MLK	03/28/2003	9815523	043138	9 183 60
MLK	03/28/2003	9815524	043139	8 820 15
MLK	03/28/2003	9815525	043140	1,490 40
				-8 72
MLK	03/28/2003	9815526	043141	780 78
MLK	03/31/2003	9815582	047962	9,734 40
				-33 28
MLK	03/31/2003	9815583	047963	9 079 20
				-7 76
MLK	03/31/2003	9815584	047964	8 043 75
				-8 32
MLK	03/31/2003	9815585	047965	4 051 65
				-213 84
MLK	03/31/2003	9851186	047966	1,072 80

387 542 05

Returned Checks 155,654 73

543,196 78

Total Memphis

-11/11/03 10:00 AM

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

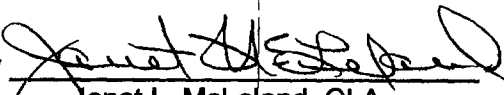
24	Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE)	\$1,824 57
25	Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT)	\$300,113 96
26	Southern Foods Group, L P d/b/a Schepps	\$98,378 73
27	Southern Foods Group, L P d/b/a Southwest Ice Cream	\$132,270 45
28	Southern Foods Group, L P Slotting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