

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



In re
FLEMING COMPANIES, INC., et al.

Case Number
03-10945 (MFW)

Bar Date Ref #

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 and Address

Jacobs Malcolm & Burt
Bart Botta
Rynn & Janowsky
4100 Newport Pl Dr Ste 700
Newport Beach, CA 92660

0354653000000

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.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number (**949/ 752-2911**)

CREDITOR TAX ID #
Will be furnished

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Fleming

Check here replaces or amends a previously filed claim dated _____ if this claim

1 BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
 - Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Wages, salaries, and compensation (Fill out below)
- Your social security number _____
Unpaid compensation for services performed from _____ to _____ (date) (date)

PACA Trust Claim [7 U.S.C. Sec 499(e), et seq.]

2 DATE DEBT WAS INCURRED **3/6/03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **4,554.93** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.
 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

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.

Specify the priority of the claim

- 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)
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4)
- 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)
- Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8)
- Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____

Amounts are subject to adjustment on 4/1/01 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 your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo CA 90245

THIS SPACE FOR COURT USE ONLY

FILED

SEP 15 2003

BMC

Fleming Companies Claim

12582

DATE SIGNED **9-12-03**

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).

Bart M. Botta, Attorney for Claimant

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

9/16/2003

In re Fleming Companies, Inc - U S Bankruptcy Court (Delaware), Case No 03-10945 (MFW)

PACA TRUST CLAIMANT JACOBS MALCOLM & BURTT

CUSTOMER NAME	PO NO	INVOICE NO	INVOICE DATE	SHIP DATE	INVOICE AMOUNT	DUE DATE	DAILY LATE CHARGES (18%)	DAYS	ACCRUED CHARGES	TOTAL
Oklahoma	190371	03-1096	3/6/2003	3/6/2003	\$ 4 176 00	3/16/2003	\$ 2 06	184	\$ 378 93	\$ 4,554 93

PRINCIPAL AMOUNT INVOICED	\$ 4,176 00
LATE CHARGES AT 18%	\$ 378 93
TOTAL CHARGES DUE	\$ 4,554 93
GRAND TOTAL CLAIM AMOUNT	\$ 4,554 93

Finance/Late charges calculated at the rate of 18% through September 16, 2003 Claimant reserves the right to supplement its claim with additional charges accrued after September 16, 2003

EXHIBIT A

Claimant	Principal Amt Due	Finance/Late Charges	Attorney Fees (if applicable)	Local Counsel Fees (if applicable)	Total Claim Amount	1st Distributions Per Letter Agreements	2nd Distribution per July 16 2003 Report	Reported Payments	Proposed Distribution per Aug 16 Report	Total Remaining Balance
Altar Produce LLC	\$ 2 715 00	\$ 156 41	\$ 54 96	\$ 8 42	\$ 2 934 79	\$	\$	\$	\$ (1 545 00)	\$ 1 389 79
Aprio Inc	\$ 33 132 75	\$ 2 773 29	\$ 567 23	\$ 92 63	\$ 36 565 90	\$ (15 981 40)	\$ (3 995 35)	\$ (1 610 00)	\$ (11 546 00)	\$ 3 433 15
AV Thomas	\$ 65 460 00	\$ 2 649 61	N/A	N/A	\$ 68 109 61	\$ (47 097 60)	\$ (11 774 40)	\$	\$ (6 588 00)	\$ 2 649 61
Bay Area Produce	\$ 163 112 70	\$ 7 928 51	\$ 2 789 63	\$ 458 07	\$ 174 288 91	\$ (124 686 28)	\$ (29 733 37)	\$	\$ (6 050 80)	\$ 13 818 46
Borg Produce Sales	\$ 574 119 84	\$ 50 961 82	\$ 9 816 37	\$ 1 613 36	\$ 636 511 39	\$ (398 215 06)	\$ (94 885 76)	\$ (2 102 40)	\$ (43 595 60)	\$ 97 712 57
CALFO Produce	\$ 19 375 48	\$ 1 829 84	N/A	N/A	\$ 21 205 32	\$ (13 351 33)	\$	\$	\$ (5 008 87)	\$ 2 845 12
Capurro Marketing	\$ 80 935 03	\$ 4 439 06	N/A	N/A	\$ 85 374 09	NEW	NEW	\$ (1 229 75)	\$ (71 188 90)	\$ 12 955 44
Christopher Ranch	\$ 65 453 40	\$ 3 058 28	N/A	N/A	\$ 68 511 68	\$ (43 793 34)	\$	\$ (421 40)	\$ (17 986 96)	\$ 6 309 98
Coliman Pacific	\$ 49 625 30	\$ 4 945 01	NEW		\$ 54 570 31	NEW	NEW	\$	\$	\$ 54 570 31
Condies Foods	\$ 34 738 30	\$ 2 949 30	NEW		\$ 37 886 67	NEW	NEW	\$	\$	\$ 37 886 67
Corona College Hel	\$ 46 282 10	\$ 3 872 70	\$ 789 65	\$ 129 68	\$ 50 511 29	\$ (36 361 64)	\$ (9 137 46)	\$	\$ (783 00)	\$ 4 229 19
Custom Produce Sa	\$ 13 386 06	\$ 1 243 42	\$ 226 81	\$ 37 05	\$ 14 893 34	\$ (10 353 74)	\$ (2 585 74)	\$	\$ (446 58)	\$ 1 507 28
D Arrigo Brothers C	\$ 85 476 65	\$ 8 185 77	\$ 1 456 55	\$ 239 14	\$ 95 358 11	\$ (63 983 32)	\$ (13 518 33)	\$	\$ (3 145 00)	\$ 14 711 46
DFI Gold Rush	\$ 8 941 46	\$ 1 474 09	N/A	N/A	\$ 10 415 55	\$ (7 153 17)	\$ (1 788 29)	\$	\$	\$ 1 474 09
Del Rey Avocado C	\$ 134 492 50	\$ 6 509 32	N/A	N/A	\$ 141 001 82	\$ (100 706 00)	\$ (33 786 50)	\$	\$	\$ 6 509 32
DiazTeca Co	\$ 25 338 43	\$ 1 333 16	\$ 388 34	\$ 64 00	\$ 25 790 77	\$ (11 998 20)	\$ (2 999 55)	\$ (7 854 00)	\$	\$ 2 939 02
Direct Ethnic Marke	\$ 7 474 29	\$ 333 76	N/A	N/A	\$ 7 808 05	\$ (6 022 00)	\$	\$ (28 25)	\$	\$ 1 757 80
Driscoll Strawberry	\$ 119 002 11	\$ 5 598 87	\$ 2 028 00	\$ 333 45	\$ 126 962 43	\$ (81 153 50)	\$ (14 031 40)	\$	\$ (23 817 21)	\$ 7 960 32
Everkrisp Veg Inc	\$ 290 255 17	\$ 14 573 03	N/A	N/A	\$ 304 828 20	\$ (224 714 80)	\$ (25 787 92)	\$	\$ (33 087 01)	\$ 21 238 47
Frozsun Foods	\$ 349 171 47	\$ 26 838 71	\$ 5 965 63	\$ 980 14	\$ 382 955 95	\$ (219 694 22)	\$	\$ (27 306 13)	\$ (75 413 90)	\$ 60 541 70
Great Earth Product	\$ 25 691 20	\$ 1 294 29	N/A	N/A	\$ 26 985 49	\$ (16 123 70)	\$ (7 911 00)	\$	\$ (1 568 50)	\$ 1 362 29
Growers Express	\$ 298 410 35	\$ 14 972 25	\$ 5 094 24	\$ 836 99	\$ 319 313 83	\$ (225 509 64)	\$ (10 756 35)	\$ (8 926 00)	\$ (53 218 36)	\$ 20 903 48
The HMC Marketing	\$ 39 837 04	\$ 2 300 85	\$ 676 88	\$ 111 15	\$ 42 925 92	\$ (25 376 00)	\$ (4 695 64)	\$	\$ (9 315 40)	\$ 3 538 88
Horizon Marketing	\$ 30 625 30	\$ 1 472 57	N/A	N/A	\$ 32 097 87	\$	\$ (4 279 50)	\$	\$	\$ 27 818 37
Jacobs Malcolm & B	\$ 4 176 00	\$ 378 93	N/A	N/A	\$ 4 554 93	\$ (3 340 80)	\$	\$	\$ (835 20)	\$ 378 93
Keber Distributing	\$ 54 001 30	\$ 3 074 82	N/A	N/A	\$ 57 076 12	\$ (29 921 98)	\$ (24 596 82)	\$	\$	\$ 2 557 32
Lawrence Distributi	\$ 125 307 35	\$ 7 545 69	N/A	N/A	\$ 132 853 04	\$ (96 930 39)	\$ (27 285 96)	\$	\$ (1 091 00)	\$ 7 545 69
Mann Packing Co	\$ 221 112 07	\$ 10 504 58	N/A	N/A	\$ 231 616 65	\$ (97 283 42)	\$	\$ (15 720 44)	\$ (104 802 76)	\$ 13 810 03
Mario Macias Co I	\$ 31 015 00	\$ 1 449 21	N/A	N/A	\$ 32 464 21	\$ (20 456 03)	\$ (10 552 97)	\$	\$ (6 00)	\$ 1 449 21
Martoni Farms	\$ 19 714 00	\$ 1 917 21	\$ 339 84	\$ 55 58	\$ 22 026 63	\$ (13 688 80)	\$	\$	\$ (3 422 90)	\$ 4 914 93

EXHIBIT B

M&R Company	\$ 14,040.00	\$ 1,189.59	\$ 237.07	\$ 38.73	\$ 15,505.39	\$	\$	\$ (14,040.00)	\$	\$	\$	\$ 1,465.39
Nashville Tomato L	\$ 252,530.45	\$ 11,426.58	N/A	N/A	\$ 263,957.03	\$ (198,444.20)	\$ (2,907.00)	\$ (49,711.05)	\$ (1,468.20)	\$ (2,907.00)	\$ (1,468.20)	\$ 11,426.58
Newstar/Ceres Fres	\$ 131,508.80	\$ 8,700.09	\$ 2,246.98	\$ 368.82	\$ 142,824.69	\$ (64,055.12)	\$ (8,535.50)	\$	\$ (56,793.48)	\$ (8,535.50)	\$ (56,793.48)	\$ 13,440.59
The Nunes Compar	\$ 33,973.40	\$ 1,453.96	N/A	N/A	\$ 35,427.36	\$ (25,987.12)	\$ (1,489.50)	\$ (3,855.53)	\$ (2,641.25)	\$ (1,489.50)	\$ (2,641.25)	\$ 1,453.96
Ocean Mist Farms	\$ 113,700.68	\$ 5,436.19	N/A	N/A	\$ 119,136.87	\$ (87,649.10)	\$	\$ (24,344.08)	\$	\$	\$	\$ 7,143.69
Oneonta Trading Co	\$ 13,339.60	\$ 2,856.98	N/A	N/A	\$ 16,196.58	\$	\$	\$	\$	\$	\$	\$ 16,196.58
Pandol Bros Inc	\$ 117,498.50	\$ 5,500.07	N/A	N/A	\$ 122,998.57	\$ (82,767.20)	\$	\$ (10,539.30)	\$ (24,192.00)	\$	\$ (24,192.00)	\$ 5,500.07
Paramount Export C	\$ 485,097.81	\$ 24,764.52	N/A	N/A	\$ 509,862.33	\$	requests info	\$ (456,006.29)	\$ (7,484.20)	\$	\$ (7,484.20)	\$ 46,371.84
Pero Packing & Sal	\$ 32,617.24	\$ 1,719.03	N/A	N/A	\$ 34,336.27	\$ (19,737.18)	\$	\$	\$	\$ (10,878.85)	\$	\$ 3,720.24
Peter Rabbit Farms	\$ 4,470.18	\$ 531.52	N/A	N/A	\$ 5,001.70	\$	\$	\$	\$	\$	\$	\$
Pictsweet Frozen F	\$ 601,404.41	\$ 45,155.93	N/A	N/A	\$ 646,560.34	\$ (432,940.86)	\$	\$	\$ (8,569.91)	\$ (8,569.91)	\$ (8,569.91)	\$ 135,814.69
Ratto Bros Inc	\$ 86,181.25	\$ 4,859.33	\$ 1,476.39	\$ 242.51	\$ 92,759.48	\$ (30,673.40)	\$	\$ (55,507.85)	\$	\$	\$	\$ 6,578.23
River Ranch	\$ 107,085.80	\$ 5,148.21	\$ 1,823.42	\$ 299.77	\$ 114,357.20	\$ (76,894.31)	\$ (7,851.00)	\$ (19,293.49)	\$	\$ (7,851.00)	\$	\$ 10,318.40
R J Distributing Co	\$ 245,600.85	\$ 9,425.43	\$ 4,193.66	\$ 688.79	\$ 259,908.73	\$ (145,585.96)	\$ (28,967.80)	\$ (26,638.49)	\$ (5,460.20)	\$ (28,967.80)	\$ (5,460.20)	\$ 53,256.28
Rock Garden	\$ 13,500.50	\$ 1,198.41	\$ 226.81	\$ 37.05	\$ 14,962.77	\$ (10,316.00)	\$ (532.50)	\$ (2,652.00)	\$	\$ (532.50)	\$	\$ 1,462.27
Schoeremann Produ	\$ 4,091.00	\$ 386.38	N/A	N/A	\$ 4,477.38	\$ (3,172.80)	\$	\$	\$ (918.20)	\$	\$ (918.20)	\$ 386.38
Sierra Produce	\$ 446,067.27	\$ 23,462.12	\$ 7,625.16	\$ 1,252.96	\$ 478,407.51	\$ (324,354.94)	\$ (1,976.85)	\$ (87,862.39)	\$ (13,825.09)	\$ (1,976.85)	\$ (13,825.09)	\$ 50,388.24
Spice World Inc	\$ 54,571.90	\$ 2,617.05	N/A	N/A	\$ 57,188.95	\$ (31,966.60)	\$ (8,351.65)	\$ (8,351.65)	\$ (12,698.10)	\$ (12,698.10)	\$ (12,698.10)	\$ 2,617.05
Steinbeck Country F	\$ 164,932.25	\$ 8,411.13	N/A	N/A	\$ 173,343.38	\$ (123,709.54)	\$	\$ (13,438.66)	\$ (23,283.35)	\$	\$ (23,283.35)	\$ 12,911.83
Tanimura & Antle I	\$ 4,832.00	\$ 231.31	N/A	N/A	\$ 5,063.31	\$ (3,905.55)	\$	\$ (432.45)	\$ (494.00)	\$	\$ (494.00)	\$ 231.31
Trinity Fruit Sales C	\$ 68,050.00	\$ 3,286.35	\$ 1,159.70	\$ 190.30	\$ 72,686.35	\$ (40,198.24)	\$ (4,176.00)	\$ (7,907.76)	\$ (4,600.00)	\$ (4,176.00)	\$ (4,600.00)	\$ 15,804.35
Walden Sparkman	\$ 6,304.00	\$ 320.47	N/A	N/A	\$ 6,624.47	\$	\$	\$ (6,304.00)	\$	\$	\$	\$ 320.47
Weil Pct Berries Ir	\$ 64,654.50	\$ 3,200.25	N/A	N/A	\$ 67,854.75	\$ (52,342.39)	\$	\$ (12,312.11)	\$	\$	\$	\$ 3,200.25
West Pak Avocado	\$ 61,280.00	\$ 5,763.66	N/A	N/A	\$ 67,043.66	\$ (30,528.02)	\$	\$ (7,651.98)	\$	\$	\$	\$ 28,863.66
Wishnatzski Farms	\$ 6,348.00	\$ 319.74	N/A	N/A	\$ 6,667.74	\$ (3,592.90)	\$	\$	\$ (2,755.10)	\$	\$ (2,755.10)	\$ 319.74
Wm Roe & Sons	\$ 290,434.28	\$ 14,577.24	N/A	N/A	\$ 305,011.52	\$ (283,529.22)	\$	\$ (283,529.22)	\$ (3,002.75)	\$	\$ (3,002.75)	\$ 18,479.55
TOTALS	\$ 6,442,492.32	\$ 388,505.90	\$ 49,183.32	\$ 8,078.59	\$ 6,886,563.20	\$ (3,722,717.79)	\$ (153,781.38)	\$ (1,424,480.61)	\$ (692,171.20)	\$ (153,781.38)	\$ (692,171.20)	\$ 1,739,364.80

SUPPORTING DOCUMENTS

The invoices supporting this claim have already been provided by Claimant to Fleming Companies, Inc and are within Debtors' possession and/or control Bills of lading and other related sales documentation have also been previously provided by our firm to Fleming Companies, Inc 's designated agent for PACA claim reconciliation, AlixPartners Nothing herein shall prejudice the right of this Claimant to amend this Proof of Claim and submit additional support if necessary

EXHIBIT C