UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

ORIGINAL

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

0354653000000

The Nunes Co Inc
Bart Botta
Rynn & Janowsky
4100 Newport Pl Dr Ste 700
Newport Beach, CA 92660

Creditor Telephone Number ( )

☐ 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 TAX I D #
94-2366816

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
FLEMING

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

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 _____ (date) to _____ (date)

PACA TRUST CLAIM [7 U.S.C. Cec. 499e, et seq.]

2 DATE DEBT WAS INCURRED 3/6/03-3/31/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$ 35,427.36	$	$	$
(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
12590

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, Attorneys

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 THE NUNES COMPANY, INC

CUSTOMER NAME	P O NO	INVOICE NO	INVOICE DATE	INVOICE AMOUNT	DUE DATE	DAILY LATE CHARGES AT 10%	DAYS	CHARGES ACCRUED	TOTAL
GARLAND DIV	998786	*1301510	3/6/2003	$1,065 00	3/16/2003	$0 29	184	$53 69	$1,118 69
GARLAND DIV	998787	*1301520	3/10/2003	$1,493 00	3/20/2003	$0 41	180	$73 63	$1,566 63
GARLAND DIV	998906	*1303960	3/7/2003	$110 00	3/17/2003	$0 03	183	$5 52	$115 52
GARLAND DIV	998975	1310090	3/13/2003	$1,873 00	3/23/2003	$0 51	177	$90 83	$1,963 83
GARLAND DIV	999001	1310210	3/18/2003	$1,691 25	3/28/2003	$0 46	172	$79 70	$1,770 95
GARLAND DIV	999286	1327360	3/31/2003	$1 489 50	3/30/2003	$0 41	170	$69 37	$2 710 62
GARLAND DIV	999285	1327370	3/27/2003	$1 677 50	3/31/2003	$0 46	169	$77 67	$192 67
GARLAND DIV	999163	1319480	3/24/2003	$1 304 75	4/3/2003	$0 36	166	$59 34	$1 364 09
GARLAND DIV	999157	1319490	3/24/2003	$1,977 25	4/3/2003	$0 54	166	$89 92	$2,067 17
MASSILLON DIV	996014	1321840	3/21/2003	$1 610 00	3/31/2003	$0 44	169	$74 55	$1,684 55
MEMPHIS DIV	995636	1323090	3/22/2003	$4 830 00	4/1/2003	$1 32	168	$222 31	$5,052 31
MEMPHIS DIV	995649	1323820	3/22/2003	$1 150 00	4/1/2003	$0 32	168	$52 93	$1 202 93
MEMPHIS DIV	995446	1314830	3/20/2003	$2 641 25	3/30/2003	$0 72	170	$123 02	$2 764 27
MEMPHIS DIV	995446	1314831	3/21/2003	$115 00	3/31/2003	$0 03	169	$5 32	$120 32
MEMPHIS DIV	995481	1314840	3/24/2003	$5,545 00	4/3/2003	$1 52	166	$252 18	$5,797 18
MEMPHIS DIV	995482	1314850	3/25/2003	$3 220 00	4/4/2003	$0 88	165	$145 56	$3 365 56
NORCAL DIV	990439	*1304680	3/7/2003	$1 523 20	3/17/2003	$0 42	183	$76 37	$1,599 57
NASHVILLE DIV	998038	1328890	3/27/2003	$657 70	4/6/2003	$0 18	163	$29 37	$687 07

PRINCIPAL AMOUNT INVOICED	$33 973 40
LATE CHARGES AT 10%	$1 453 96
TOTAL CHARGES DUE	$35,427 36

***NSF CHECKS**
Check Nos 23573326, 23571519, 23573326, 23573963

Interest calculated at the rate of 10% through September 16 2003 Interest is subject to modification at the applicable legal rate Claimant reserves the right to supplement its claim with additional interest accrued after September 16, 2003

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
Apio 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
CALFLO Produce I	$ 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 Hei	$ 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 Produc	$ 25 691 20	$ 1 294 29	N/A	N/A	$ 26 985 49	$ (16 123 70)	$ (7 911 00)	$	$ (1 568 50)	$ 1 382 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 & E	$ 4 176 00	$ 378 93	N/A	N/A	$ 4 554 93	$ (3 340 80)	$	$	$ (835 20)	$ 378 93
Keber Distributing I	$ 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
Martori 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)	$ (49 711 05)	$ (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)	$ 13 440 59
The Nunes Compar	$ 33 973 40	$ 1 453 96	N/A	N/A	$ 35 427 36	$ (25 987 12)	$ (3 855 53)	$ (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)	$ 5 500 07
Paramount Export C	$ 485 097 81	$ 24 764 52	N/A	N/A	$ 509 862 33	$	$ (456 006 29)	requests info	$ (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)	$ (69 234 88)	$ 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)	$	$	$ 1 170 00
River Ranch	$ 107 085 80	$ 5 148 21	$ 1 823 42	$ 299 77	$ 114 357 20	$ (76 894 31)	$ (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)	$ (26 638 49)	$ (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)	$ (2 652 00)	$ (532 50)	$	$ 1 462 27
Schoenmann Produ	$ 4 091 00	$ 386 38	N/A	N/A	$ 4 477 38	$ (3 172 80)	$	$	$ (918 20)	$ 386 38
Sierra Produce	$ 446 067 27	$ 23 462 12	$ 7 625 16	$ 1 252 96	$ 478 407 51	$ (324 354 94)	$ (87 862 39)	$ (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)	$ (12 698 10)	$ (1 555 55)	$ 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)	$ 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)	$ 231 31
Trinity Fruit Sales C	$ 68 050 00	$ 3 286 35	$ 1 159 70	$ 190 30	$ 72 686 35	$ (40 198 24)	$ (7 907 76)	$ (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
Well Pict Berries In	$ 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)	$ 319 74
Wm Roe & Sons	$ 290 434 28	$ 14 577 24	N/A	N/A	$ 305 011 52	$ -	$ (283 529 22)	$	$ (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)	$ (1 424 480 61)	$ (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