

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

ORIGINAL
PROOF OF CLAIM



443963

Bar Date Ref # r2916

In re **FLEMING COMPANIES, INC., et al.** Case Number **03-10945 (MFW)**

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

0354653443963

Paramount Export Co
Bart Botta
Rynn & Janowsky
4100 Newport Pl Dr Ste 700
NEWPORT BEACH, CA 92660

- 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 ()
CREDITOR TAX ID # **94-1424927** 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 Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Services performed Taxes Wages, salaries, and compensation (Fill out below)
 Money loaned Other (describe briefly) _____
 Your social security number _____
 Unpaid compensation for services performed from _____ to _____
PACA TRUST CLAIM [7 U.S.C. Sec. 499e, et seq.] (date) (date)

2 DATE DEBT WAS INCURRED **7/31/02-4/11/03** 3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **509,862.33** \$ _____ \$ _____ \$ _____
 (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

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

Fleming Companies Claim
12591

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 PARAMOUNT EXPORT COMPANY

CUSTOMER NAME	PO NO	INVOICE NO	DATE	INVOICE AMOUNT	DUE DATE	DAILY LATE CHARGES (10%)	DAYS	ACCRUED CHARGES	TOTAL
FLEMING (Hawaii)	756959	DI 61121	12/19/2002	\$ 33,210 00	12/29/2002	\$ 9 10	261	\$ 2,374 74	\$ 35,584 74
FLEMING (Hawaii)	492894	HA 61883	2/3/2003	\$ 2,733 50	2/13/2003	\$ 0 75	215	\$ 161 01	\$ 2,894 51
FLEMING (Hawaii)	486510	HB 62291	2/26/2003	\$ 17,663 70	3/8/2003	\$ 4 84	192	\$ 929 16	\$ 18,592 86
FLEMING (Hawaii)	486524	HA 62366	3/1/2003	\$ 2,347 00	3/11/2003	\$ 0 64	189	\$ 121 53	\$ 2,468 53
FLEMING (Hawaii)	486528	HA 62365	3/1/2003	\$ 5,170 00	3/11/2003	\$ 1 42	189	\$ 267 71	\$ 5,437 71
FLEMING (Hawaii)	486529	HA 62367	3/3/2003	\$ 5,170 00	3/13/2003	\$ 1 42	187	\$ 264 87	\$ 5,434 87
FLEMING (Hawaii)	486530	DI 62368	3/2/2003	\$ 2,046 00	3/12/2003	\$ 0 56	188	\$ 105 38	\$ 2,151 38
FLEMING (Hawaii)	614608	HB 62284	2/23/2003	\$ 17,729 00	3/5/2003	\$ 4 86	195	\$ 947 17	\$ 18,676 17
FLEMING (Hawaii)	614609	DOM 62286	3/3/2003	\$ 9,828 00	3/13/2003	\$ 2 69	187	\$ 503 52	\$ 10,331 52
FLEMING (Hawaii)	614610	HB 62289	2/26/2003	\$ 11,155 10	3/8/2003	\$ 3 06	192	\$ 586 79	\$ 11,741 89
FLEMING (Hawaii)	614611	HB 62290	2/26/2003	\$ 29,092 55	3/8/2003	\$ 1 28	192	\$ 246 62	\$ 29,339 17
FLEMING (Hawaii)	614612	HA 62370	3/3/2003	\$ 4,688 40	3/13/2003	\$ 0 47	187	\$ 87 92	\$ 4,776 32
FLEMING (Hawaii)	614614	DI 62371	3/4/2003	\$ 1,716 00	3/14/2003	\$ 0 52	186	\$ 95 80	\$ 1,811 80
FLEMING (Hawaii)	614616	FM 62425	3/3/2003	\$ 1,880 00	3/13/2003	\$ 0 52	187	\$ 96 32	\$ 1,976 32
FLEMING (Hawaii)	614617	FM 62427	3/4/2003	\$ 1,316 00	3/14/2003	\$ 0 36	186	\$ 67 06	\$ 1,383 06
FLEMING (Hawaii)	614618	FM 62428	3/5/2003	\$ 1,334 80	3/15/2003	\$ 0 37	185	\$ 67 65	\$ 1,402 45
FLEMING (Hawaii)	614608	HB 62285	2/23/2003	\$ 8,263 00	3/5/2003	\$ 2 26	195	\$ 441 45	\$ 8,704 45
FLEMING (Hawaii)	614619	HB 62293	3/4/2003	\$ 5,484 35	3/14/2003	\$ 1 50	186	\$ 279 48	\$ 5,763 83
FLEMING (Hawaii)	614620	DOM 62297	3/10/2003	\$ 1,148 00	3/20/2003	\$ 0 31	180	\$ 56 61	\$ 1,204 61
FLEMING (Hawaii)	614621	HB 62294	3/5/2003	\$ 37,131 20	3/15/2003	\$ 10 17	185	\$ 1,881 99	\$ 39,013 19
FLEMING (Hawaii)	614622	HB 62295	3/5/2003	\$ 25,069 50	3/15/2003	\$ 6 87	185	\$ 1,270 65	\$ 26,340 15
FLEMING (Hawaii)	614623	HB 62296	3/5/2003	\$ 21,138 90	3/15/2003	\$ 5 79	185	\$ 1,071 42	\$ 22,210 32
FLEMING (Hawaii)	621316	FM 62430	3/10/2003	\$ 2,068 00	3/20/2003	\$ 0 57	180	\$ 101 98	\$ 2,169 98
FLEMING (Hawaii)	621317	HA 62468	3/12/2003	\$ 2,805 50	3/22/2003	\$ 0 77	178	\$ 136 82	\$ 2,942 32
FLEMING (Hawaii)	632401	DI 62461	3/11/2003	\$ 1,732 50	3/21/2003	\$ 0 47	179	\$ 84 96	\$ 1,817 46
FLEMING (Hawaii)	632402	HA 62462	3/11/2003	\$ 3,800 25	3/21/2003	\$ 1 04	179	\$ 186 37	\$ 3,986 62
FLEMING (Hawaii)	632403	DI 62459	3/9/2003	\$ 2,062 50	3/19/2003	\$ 0 57	181	\$ 102 28	\$ 2,164 78
FLEMING (Hawaii)	632404	HA 62460	3/10/2003	\$ 5,810 00	3/20/2003	\$ 1 59	180	\$ 286 52	\$ 6,096 52
FLEMING (Hawaii)	644770	FM 62598	3/13/2003	\$ 1,316 00	3/23/2003	\$ 0 36	177	\$ 63 82	\$ 1,379 82
FLEMING (Hawaii)	644777	FM 62599	3/14/2003	\$ 1,278 40	3/24/2003	\$ 0 35	176	\$ 61 64	\$ 1,340 04
FLEMING (Hawaii)	398445	FM 62603	3/19/2003	\$ 1,015 20	3/29/2003	\$ 0 28	171	\$ 47 56	\$ 1,062 76
FLEMING (Hawaii)	398446	DOM 62782	3/21/2003	\$ 2 548 00	3/31/2003	\$ 0 70	169	\$ 117 98	\$ 2,665 98
FLEMING (Hawaii)	621310	DOM 62300	3/17/2003	\$ 1,204 00	3/27/2003	\$ 0 33	173	\$ 57 07	\$ 1,261 07

EXHIBIT 1

FLEMING (Hawaii)	621311	HB 62301	3/12/2003	\$	11,616.25	3/22/2003	\$	3.18	178	\$	566.49	\$	12,182.74
FLEMING (Hawaii)	621312	HB 62302	3/12/2003	\$	16,867.65	3/22/2003	\$	4.62	178	\$	822.59	\$	17,690.24
FLEMING (Hawaii)	621321	HA 62635	3/17/2003	\$	2,056.60	3/27/2003	\$	0.56	173	\$	97.48	\$	2,154.08
FLEMING (Hawaii)	632405	HB 62299	3/9/2003	\$	15,139.75	3/19/2003	\$	4.15	181	\$	750.77	\$	15,890.52
FLEMING (Hawaii)	632406	HA 62638	3/18/2003	\$	7,728.45	3/28/2003	\$	2.12	172	\$	364.19	\$	8,092.64
FLEMING (Hawaii)	644765	HA 62634	3/15/2003	\$	3,034.40	3/25/2003	\$	0.83	175	\$	145.48	\$	3,179.88
FLEMING (Hawaii)	644766	DI 62637	3/16/2003	\$	3,656.25	3/26/2003	\$	1.00	174	\$	174.30	\$	3,830.55
FLEMING (Hawaii)	644767	HA 62636	3/17/2003	\$	5,955.40	3/27/2003	\$	1.63	173	\$	282.27	\$	6,237.67
FLEMING (Hawaii)	644768	DI 62639	3/18/2003	\$	2,762.50	3/28/2003	\$	0.76	172	\$	130.18	\$	2,892.68
FLEMING (Hawaii)	644779	FM 62601	3/17/2003	\$	658.00	3/27/2003	\$	0.18	173	\$	31.19	\$	689.19
FLEMING (Hawaii)	398441	HB 62309	3/19/2003	\$	25,921.60	3/29/2003	\$	7.10	171	\$	1,214.41	\$	27,136.01
FLEMING (Hawaii)	398452	HB 62310	3/22/2003	\$	12,552.90	4/1/2003	\$	3.44	168	\$	577.78	\$	13,130.68
FLEMING (Hawaii)	486520	DI 62588	3/8/2003	\$	16,411.60	3/18/2003	\$	4.50	182	\$	818.33	\$	17,229.93
FLEMING (Hawaii)	486521	DI 62593	3/8/2003	\$	16,038.00	3/18/2003	\$	4.39	182	\$	799.70	\$	16,837.70
FLEMING (Hawaii)	632422	FM 62839	3/27/2003	\$	1,778.00	4/6/2003	\$	0.49	163	\$	79.40	\$	1,857.40
FLEMING (Hawaii)	644781	HB 62304	3/16/2003	\$	5,079.90	3/26/2003	\$	1.39	174	\$	242.17	\$	5,322.07
FLEMING (Hawaii)	644782	DOM 62305	3/23/2003	\$	6,888.00	4/2/2003	\$	1.89	167	\$	315.15	\$	7,203.15
FLEMING (Hawaii)	644783	HB 62308	3/19/2003	\$	26,248.90	3/29/2003	\$	7.19	171	\$	1,229.74	\$	27,478.64
FLEMING (Hawaii)	644787	HB 62306	3/21/2003	\$	2,356.20	3/31/2003	\$	0.65	169	\$	109.10	\$	2,465.30
FLEMING (Hawaii)	644788	HA 62649	3/22/2003	\$	2,411.90	4/1/2003	\$	0.66	168	\$	111.01	\$	2,522.91
FLEMING (Hawaii)	644789	DI 62653	3/25/2003	\$	1,732.50	4/4/2003	\$	0.47	165	\$	78.32	\$	1,810.82
FLEMING (Hawaii)	644790	HA 62650	3/24/2003	\$	3,905.50	4/3/2003	\$	1.07	166	\$	177.62	\$	4,083.12
FLEMING (Hawaii)	644796	HA 62651	3/24/2003	\$	4,691.20	4/3/2003	\$	1.29	166	\$	213.35	\$	4,904.55
FLEMING (Hawaii)	644797	DI 62652	3/23/2003	\$	1,863.00	4/2/2003	\$	0.51	167	\$	85.24	\$	1,948.24
FLEMING (Hawaii)	644806	DOM 62787	3/24/2003	\$	2,502.50	4/3/2003	\$	0.69	166	\$	113.81	\$	2,616.31
FLEMING (Hawaii)	644808	FM 62836	3/24/2003	\$	3,276.60	4/3/2003	\$	0.90	166	\$	149.02	\$	3,425.62
FLEMING (Hawaii)	644810	FM 62835	3/22/2003	\$	2,540.00	4/1/2003	\$	0.70	168	\$	116.91	\$	2,656.91
FLEMING (Hawaii)	644812	HA 62658	3/26/2003	\$	2,774.40	4/5/2003	\$	0.76	164	\$	124.66	\$	2,899.06
FLEMING (Hawaii)	644830	FM 62838	3/26/2003	\$	1,231.90	4/5/2003	\$	0.34	164	\$	55.35	\$	1,287.25
FLEMING (Hawaii)	398442	DI 62788	3/8/2003	\$	15,552.32	3/18/2003	\$	4.26	182	\$	775.49	\$	16,327.81
FLEMING (Hawaii)	632419	DI 62855	3/30/2003	\$	48.75	4/9/2003	\$	0.01	160	\$	2.14	\$	50.89
FLEMING (Hawaii)	644778	DI 62591	3/8/2003	\$	3,276.75	3/18/2003	\$	0.90	182	\$	163.39	\$	3,440.14
FLEMING (Hawaii)	644787	HB 62307	3/21/2003	\$	8,467.20	3/31/2003	\$	2.32	169	\$	392.04	\$	8,859.24
FLEMING (Hawaii)	644814	HB 62784	3/26/2003	\$	211.80	4/5/2003	\$	0.06	164	\$	9.52	\$	221.32
FLEMING (Hawaii)	644815	HB 62783	3/26/2003	\$	194.70	4/5/2003	\$	0.05	164	\$	8.75	\$	203.45
FLEMING (Hawaii)	644816	HB 67785	3/26/2003	\$	153.00	4/5/2003	\$	0.04	164	\$	6.87	\$	159.87
FLEMING (Hawaii)	644831	HA 62853	3/29/2003	\$	1,894.20	4/8/2003	\$	0.52	161	\$	83.55	\$	1,977.75
FLEMING (Hawaii)	Credit	HB 61137	12/21/2002	\$	(5,659.00)								
FLEMING (Hawaii)	288747	HA 55279 DB	7/31/2002	\$	90.00	8/10/2002	\$	0.02	402	\$	9.91	\$	99.91
FLEMING (Hawaii)	509578	HA 60197 DB	10/24/2002	\$	127.50	11/3/2002	\$	0.03	317	\$	11.07	\$	138.57
FLEMING (Hawaii)	733709	HA 61124 DB	1/9/2003	\$	113.10	1/19/2003	\$	0.03	240	\$	7.44	\$	120.54
FLEMING (Hawaii)	532912	HB 57252 DB	2/6/2003	\$	108.00	2/16/2003	\$	0.03	212	\$	6.27	\$	114.27
FLEMING (Hawaii)	509589	HB 60085 DB	2/6/2003	\$	2,414.40	2/16/2003	\$	0.66	212	\$	140.23	\$	2,554.63

FLEMING (Hawaii)	Credit	HB 60574 CR	12/13/2003	\$	(17 50)				
FLEMING (Hawaii)	Credit	HB 60118 CR2	12/13/2003	\$	(19 00)				
FLEMING (Hawaii)	Credit	HB 60098 CR2	12/13/2003	\$	17 80				
FLEMING (Hawaii)	Credit	HB 60096 DB	12/13/2003	\$	(12 90)				
FLEMING (Hawaii)	Credit	HA 60359 DB	12/13/2003	\$	2 50				
FLEMING (Hawaii)	Credit	HA 60359 CR	12/13/2003	\$	(17 75)				
FLEMING (Hawaii)	Credit	HB 60346 CR	1/9/2003	\$	(22 25)				
FLEMING (Hawaii)	Credit	HB 60346 DB	1/9/2003	\$	21 40				
FLEMING (Hawaii)	Credit	HB 61154 CR	1/22/2003	\$	(18 15)				
FLEMING (Hawaii)	Credit	HB 62065-82868	3/6/2003	\$	(15 15)				
FLEMING (Hawaii)	Credit	HB 62064-82867	3/6/2003	\$	(14 05)				
FLEMING (Hawaii)	Credit	HB 62056-82866	3/6/2003	\$	(12 40)				
FLEMING (Hawaii)	Credit	HB 61951-82865	3/6/2003	\$	(43 80)				
FLEMING (Hawaii)	Credit	DOM 61949-828	3/6/2003	\$	(40 00)				
FLEMING (Hawaii)	Credit	HB 61945-82862	3/6/2003	\$	(70 00)				
FLEMING (Hawaii)	Credit	HA 61883-82860	3/6/2003	\$	(60 00)				
FLEMING (Hawaii)	Credit	HB 61940-82844	3/6/2003	\$	(98 00)				
FLEMING (Hawaii)	Credit	HA 62221-82843	3/6/2003	\$	(41 50)				
FLEMING (Hawaii)	Credit	HA 62143-82842	3/6/032	\$	(176 00)				
FLEMING (Hawaii)	Credit	HA 62144-82855	3/6/2003	\$	112 00				
FLEMING (Hawaii)	Credit	HA 62145-82858	3/6/2003	\$	(90 00)				
FLEMING (Hawaii)	Credit	HB 62063-82848	3/6/2003	\$	(21 00)				
FLEMING (Hawaii)	Credit	HA 62348-82840	3/11/2003	\$	5 00				
FLEMING (Hawaii)	Credit	HA 62290-82985	3/11/2003	\$	(58 50)				
FLEMING (Hawaii)	Credit	HA 62291-8298	3/11/2003	\$	(314 96)				
FLEMING (Hawaii)	Credit	HA 62289-82980	3/11/2003	\$	(53 75)				
FLEMING (Hawaii)	Credit	HA 62279-82975	3/11/2003	\$	(119 00)				
FLEMING (Hawaii)	Credit	HA 62280-82978	3/11/2003	\$	(401 92)				
FLEMING (Hawaii)	Credit	HA 62284-82979	3/11/2003	\$	(15 00)				
FLEMING (Hawaii)	Credit	HA 62278-82999	3/12/2003	\$	(17 17)				
FLEMING (Hawaii)	Credit	HA 62370-83000	3/12/2003	\$	(21 22)				
FLEMING (Hawaii)	Credit	HA 62145-83072	3/14/2003	\$	(22 50)				
FLEMING (Hawaii)	Credit	HA 62290-83159	3/19/2003	\$	(16,070 40)				
FLEMING (Hawaii)	Credit	HA 62638-83293	3/25/2003	\$	(21 50)				
FLEMING (Hawaii)	Credit	HA 62635-83292	3/25/2003	\$	(105 60)				
FLEMING (Hawaii)	Credit	HA 62302-83290	3/25/2003	\$	(40 00)				
FLEMING (Hawaii)	Credit	HA 62302-83289	3/25/2003	\$	(19 76)				
FLEMING (Hawaii)	Credit	HB 62301-83288	3/25/2003	\$	(23 64)				
FLEMING (Hawaii)	Credit	HB 62301-83287	3/25/2003	\$	59 25				
FLEMING (Hawaii)	Credit	HB 62301-83286	3/25/2003	\$	(62 00)				
FLEMING (Hawaii)	Credit	HB 62296-83285	3/25/2003	\$	(146 00)				
FLEMING (Hawaii)	Credit	HB 62296-83284	3/25/2003	\$	(26 20)				
FLEMING (Hawaii)	Credit	HB 62296-83283	3/25/2003	\$	(433 65)				

FLEMING (Hawaii)	Credit	HB 62294-83283	3/25/2003	\$	(19 31)			
FLEMING (Hawaii)	Credit	HB 62293-83282	3/25/2003	\$	(14 00)			
FLEMING (Hawaii)	Credit	HA 61883-83287	3/25/2003	\$	(38 00)			
FLEMING (Hawaii)	Credit	HA 62658-83438	3/28/2003	\$	(232 50)			
FLEMING (Hawaii)	Credit	DI 62588-83868	4/11/2003	\$	(2 872 03)			
FLEMING (Hawaii)	Credit	DI 62593-83869	4/11/2003	\$	(810 00)			

PRINCIPAL AMOUNT INVOICED	\$ 485,097 81
LATE CHARGES ACCRUED AT 10%	\$ 24,764 52
TOTAL CHARGES	\$ 509,862 33

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 this figure for charges accruing after September 16, 2003, but prior to payment.

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	\$ (124 886 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	\$ 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
Collman 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 S	\$ 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 Aringo 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)	\$ 1 382 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 & 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 Distributh	\$ 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

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)	\$ (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)	\$ (56 793 48)	\$ 13 440 59
The Nunes Compan	\$ 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)	\$ (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	\$ -	\$ (456 006 29)	requests info	\$ (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)	\$ -	\$ (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)	\$ (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)	\$ (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)	\$ (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)	\$ (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)	\$ (1 555 55)	\$ 2 617 05
Stembeck 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)	\$ (7 907 76)	\$ (4 176 00)	\$ (4 600 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)	\$ (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)	\$ (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)	\$ (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