

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DEL. ARE ORIGINAL PROOF OF CLAIM**

In re FLEMING COMPANIES, INC., et al.	Case Number 03-10945 (MFW)
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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
Coliman Pacific Corporation
Bart Botta, Esq.
Rynn & Janowsky, LLP
4100 Newport Place, 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 (**949/ 752-2911**)

CREDITOR TAX ID # Will Furnish	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR Fleming	Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated _____
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1 BASIS FOR CLAIM

<input checked="" type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)
<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages salaries and compensation (Fill out below)
<input type="checkbox"/> Money loaned	<input checked="" type="checkbox"/> Other (describe briefly)	Your social security number _____

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

Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED **11/22/02 to 4/1/03** **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE	\$ 54,570.31		
	(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
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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 FOR CLAIMANT
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Fleming Companies Claim



12594

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 COLIMAN PACIFIC CORPORATION

CUSTOMER NAME	PO NO /FLEMING BUYER	INVOICE NO	INVOICE DATE	SHIP DATE	INVOICE AMOUNT	DUE DATE	DAILY LATE CHARGES (21%)	DAYS	ACCRUED CHARGES	TOTAL
Food 4 Less Store #1 Phoenix, AZ	*Benito	11742	3/6/2003	3/6/2003	\$ 507 50	3/13/2003	\$ 0 29	187	\$ 54 60	\$ 562 10
Food 4 Less Store #1 Phoenix, AZ	*Benito	11759	3/7/2003	3/7/2003	\$ 895 00	3/14/2003	\$ 0 51	186	\$ 95 78	\$ 990 78
Food 4 Less Store #1 Phoenix, AZ	*Benito	<u>11777</u>	3/8/2003	3/8/2003	\$ 1 110 00	3/15/2003	\$ 0 64	185	\$ 118 15	\$ 1,228 15
Food 4 Less Store #1 Phoenix, AZ	*Benito	<u>11778</u>	3/8/2003	3/8/2003	\$ 669 50	3/15/2003	\$ 0 39	185	\$ 71 26	\$ 740 76
Food 4 Less Store #1 Phoenix, AZ	*Benito	<u>11796</u>	3/10/2003	3/10/2003	\$ 799 00	3/17/2003	\$ 0 46	183	\$ 84 12	\$ 883 12
Food 4 Less Store #1 Phoenix, AZ	*Benito	<u>11809</u>	3/11/2003	3/11/2003	\$ 789 00	3/18/2003	\$ 0 45	182	\$ 82 62	\$ 871 62
Food 4 Less Store #1 Phoenix, AZ	*Benito	<u>11825</u>	3/12/2003	3/12/2003	\$ 877 00	3/19/2003	\$ 0 50	181	\$ 91 33	\$ 968 33
Food 4 Less Store #1 Phoenix AZ	*Benito	<u>11840</u>	3/13/2003	3/13/2003	\$ 614 50	3/20/2003	\$ 0 35	180	\$ 63 64	\$ 678 14

EXHIBIT A

Food 4 Less Store #1 Phoenix, AZ	*Benito	11849	3/14/2003	3/14/2003	3/14/2003	\$ 425 00	3/21/2003	\$ 0 24	179	\$ 43 77	\$ 468 77
Food 4 Less Store #1 Phoenix, AZ	*Benito	11858	3/14/2003	3/14/2003	3/14/2003	\$ 596 00	3/21/2003	\$ 0 34	179	\$ 61 38	\$ 657 38
Food 4 Less Store #1 Phoenix, AZ	*Benito	11879	3/15/2003	3/15/2003	3/15/2003	\$ 1,041 00	3/22/2003	\$ 0 60	178	\$ 106 61	\$ 1,147 61
Food 4 Less Store #1 Phoenix, AZ	*Benito	11891	3/17/2003	3/17/2003	3/17/2003	\$ 1,012 50	3/24/2003	\$ 0 58	176	\$ 102 53	\$ 1,115 03
Food 4 Less Store #1 Phoenix, AZ	*Benito	11909	3/18/2003	3/18/2003	3/18/2003	\$ 798 50	3/25/2003	\$ 0 46	175	\$ 80 40	\$ 878 90
Food 4 Less Store #1 Phoenix, AZ	*Benito	11924	3/19/2003	3/19/2003	3/19/2003	\$ 226 50	3/26/2003	\$ 0 13	174	\$ 22 67	\$ 249 17
Food 4 Less Store #1 Phoenix, AZ	*Benito	11938	3/20/2003	3/20/2003	3/20/2003	\$ 233 50	3/27/2003	\$ 0 13	173	\$ 23 24	\$ 256 74
Food 4 Less Store #1 Phoenix, AZ	*Benito	11954	3/21/2003	3/21/2003	3/21/2003	\$ 406 50	3/28/2003	\$ 0 23	172	\$ 40 23	\$ 446 73
Food 4 Less Store #1 Phoenix, AZ	*Benito	11969	3/22/2003	3/22/2003	3/22/2003	\$ 610 00	3/29/2003	\$ 0 35	171	\$ 60 01	\$ 670 01
Food 4 Less Store #1 Phoenix, AZ	*Benito	11972	3/22/2003	3/22/2003	3/22/2003	\$ 237 50	3/29/2003	\$ 0 14	171	\$ 23 37	\$ 260 87
Food 4 Less Store #1 Phoenix, AZ	*Benito	11968	3/22/2003	3/22/2003	3/22/2003	\$ 899 00	3/29/2003	\$ 0 52	171	\$ 88 45	\$ 987 45
Food 4 Less Store #1 Phoenix, AZ	*Benito	11987	3/24/2003	3/24/2003	3/24/2003	\$ 567 00	3/31/2003	\$ 0 33	169	\$ 55 13	\$ 622 13

Food 4 Less Store #1 Phoenix, AZ	*Benito	12007	3/25/2003	3/25/2003	3/25/2003	\$ 527 50	4/1/2003	\$ 0 30	168	\$ 50 99	\$ 578 49
Food 4 Less Store #1 Phoenix, AZ	*Benito	12026	3/26/2003	3/26/2003	3/26/2003	\$ 736 00	4/2/2003	\$ 0 42	167	\$ 70 72	\$ 806 72
Food 4 Less Store #1 Phoenix, AZ	*Benito	12040	3/27/2003	3/27/2003	3/27/2003	\$ 484 50	4/3/2003	\$ 0 28	166	\$ 46 27	\$ 530 77
Food 4 Less Store #1 Phoenix, AZ	*Benito	12059	3/28/2003	3/28/2003	3/28/2003	\$ 679 50	4/4/2003	\$ 0 39	165	\$ 64 51	\$ 744 01
Food 4 Less Store #1 Phoenix, AZ	*Benito	12083	3/29/2003	3/29/2003	3/29/2003	\$ 1,548 00	4/5/2003	\$ 0 89	164	\$ 146 06	\$ 1,694 06
Food 4 Less Store #1 Phoenix, AZ	*Benito	12096	3/31/2003	3/31/2003	3/31/2003	\$ 469 50	4/7/2003	\$ 0 27	162	\$ 43 76	\$ 513 26
Food 4 Less Store #1 Phoenix, AZ	*Benito	12114	4/1/2003	4/1/2003	4/1/2003	\$ 583 50	4/8/2003	\$ 0 34	161	\$ 54 05	\$ 637 55
Food 4 Less Store #2 Chandler, AZ	*Francisco	11797	3/10/2003	3/10/2003	3/10/2003	\$ 596 50	3/17/2003	\$ 0 34	183	\$ 62 80	\$ 659 30
Food 4 Less Store #2 Chandler, AZ	*Francisco	11857	3/14/2003	3/14/2003	3/14/2003	\$ 643 50	3/21/2003	\$ 0 37	179	\$ 66 27	\$ 709 77
Food 4 Less Store #2 Chandler, AZ	*Francisco	11890	3/17/2003	3/17/2003	3/17/2003	\$ 516 00	3/24/2003	\$ 0 30	176	\$ 52 25	\$ 568 25
Food 4 Less Store #2 Chandler, AZ	*Francisco	11911	3/18/2003	3/18/2003	3/18/2003	\$ 216 50	3/25/2003	\$ 0 12	175	\$ 21 80	\$ 238 30
Food 4 Less Store #2 Chandler, AZ	*Francisco	11925	3/19/2003	3/19/2003	3/19/2003	\$ 591 00	3/26/2003	\$ 0 34	174	\$ 59 16	\$ 650 16

Food 4 Less Store #2 Chandler, AZ	*Francisco	11952	3/21/2003	3/21/2003	\$ 626 50	3/28/2003	\$ 0 36	172	\$ 62 00	\$ 688 50
Food 4 Less Store #2 Chandler, AZ	*Francisco	11971	3/22/2003	3/22/2003	\$ 783 00	3/29/2003	\$ 0 45	171	\$ 77 03	\$ 860 03
Food 4 Less Store #2 Chandler, AZ	*Francisco	11986	3/24/2003	3/24/2003	\$ 623 00	3/31/2003	\$ 0 36	169	\$ 60 58	\$ 683 58
Food 4 Less Store #2 Chandler, AZ	*Francisco	12006	3/25/2003	3/25/2003	\$ 170 50	4/1/2003	\$ 0 10	168	\$ 16 48	\$ 186 98
Food 4 Less Store #2 Chandler, AZ	*Francisco	12023	3/26/2003	3/26/2003	\$ 452 00	4/2/2003	\$ 0 26	167	\$ 43 43	\$ 495 43
Food 4 Less Store #2 Chandler, AZ	*Francisco	12046	3/27/2003	3/27/2003	\$ 328 00	4/3/2003	\$ 0 19	166	\$ 31 33	\$ 359 33
Food 4 Less Store #2 Chandler, AZ	*Francisco	12060	3/28/2003	3/28/2003	\$ 549 50	4/4/2003	\$ 0 32	165	\$ 52 16	\$ 601 66
Food 4 Less Store #2 Chandler, AZ	*Francisco	12081	3/29/2003	3/29/2003	\$ 840 50	4/5/2003	\$ 0 48	164	\$ 79 31	\$ 919 81
Food 4 Less Store #2 Chandler, AZ	*Francisco	12094	3/31/2003	3/31/2003	\$ 603 50	4/7/2003	\$ 0 35	162	\$ 56 25	\$ 605 50
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	10957	1/2/2003	1/2/2003	\$ 340 00	1/9/2003	\$ 0 20	250	\$ 48 90	\$ 388 90
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11744	3/6/2003	3/6/2003	\$ 486 00	3/13/2003	\$ 0 28	187	\$ 52 29	\$ 538 29
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11771	3/8/2003	3/8/2003	\$ 590 00	3/14/2003	\$ 0 34	186	\$ 63 14	\$ 653 14

Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11790	3/10/2003	3/10/2003	\$ 1,198 00	3/17/2003	\$ 0 69	183	\$ 126 13	\$ 1,324 13
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11823	3/12/2003	3/12/2003	\$ 1,055 00	3/19/2003	\$ 0 61	181	\$ 109 86	\$ 1,164 86
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11838	3/13/2003	3/13/2003	\$ 845 00	3/20/2003	\$ 0 49	180	\$ 87 51	\$ 932 51
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11854	3/14/2003	3/14/2003	\$ 1,867 00	3/21/2003	\$ 1 07	179	\$ 192 28	\$ 2,059 28
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11888	3/17/2003	3/17/2003	\$ 1,045 00	3/24/2003	\$ 0 60	176	\$ 105 82	\$ 1,150 82
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11901	3/18/2003	3/18/2003	\$ 424 00	3/25/2003	\$ 0 24	175	\$ 42 69	\$ 466 69
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11923	3/19/2003	3/19/2003	\$ 1 529 75	3/26/2003	\$ 0 88	174	\$ 153 14	\$ 1,682 89
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11950	3/21/2003	3/21/2003	\$ 1,344 00	3/28/2003	\$ 0 77	172	\$ 133 00	\$ 1,477 00
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11966	3/22/2003	3/22/2003	\$ 918 50	3/29/2003	\$ 0 53	171	\$ 90 37	\$ 1,008 87
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11985	3/24/2003	3/24/2003	\$ 1,866 00	3/31/2003	\$ 1 07	169	\$ 181 44	\$ 2,047 44
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11999	3/25/2003	3/25/2003	\$ 1 085 00	4/7/2003	\$ 0 62	162	\$ 101 13	\$ 1,186 13
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	12024	3/26/2003	3/26/2003	\$ 666 50	4/8/2003	\$ 0 22	161	\$ 35 28	\$ 701 78

Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	12037	3/27/2003	3/27/2003		\$ 1 094 50	4/9/2003	\$ 0 63	160	\$ 100 75	\$	1,195 25
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	12056	3/28/2003	3/28/2003		\$ 880 75	4/10/2003	\$ 0 51	159	\$ 80 57	\$	961 32
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	12080	3/29/2003	3/29/2003		\$ 2,114 75	4/11/2003	\$ 1 22	158	\$ 192 24	\$	2,306 99
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	12093	3/31/2003	3/31/2003		\$ 1,238 50	4/7/2003	\$ 0 71	162	\$ 115 43	\$	1,353 93
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	12109	4/1/2003	4/1/2003		\$ 728 25	4/8/2003	\$ 0 42	161	\$ 67 46	\$	795 71
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	10500	11/22/2002	11/22/2003		\$ 180 80	11/29/2003	\$ 0 10	-74	\$ (7 70)	\$	173 10
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	10910	12/30/2003	12/30/2003		\$ 1,060 00	1/6/2003	\$ 0 61	253	\$ 154 30	\$	1,214 30
Food 4 Less Store #3 Glendale, AZ	*Acacio Acosta	11004	1/6/2003	1/6/2003		\$ 330 00	1/13/2003	\$ 0 19	246	\$ 46 71	\$	376 71
Food 4 Less Store #5 Oklahoma City, OK	425893	11892	3/17/2003	3/17/2003		\$ 660 00	3/24/2003	\$ 0 38	176	\$ 66 83	\$	726 83
Food 4 Less Store #3 Oklahoma, OK	425668	11930	3/19/2003	3/19/2003		\$ 195 00	3/31/2003	\$ 0 11	169	\$ 18 96	\$	213 96

PRINCIPAL AMOUNT INVOICED	\$	49,625 30
LATE CHARGES AT 21%	\$	4,945 01
ATTORNEY FEES/COSTS	\$	92 67
LOCAL COUNSEL FEES	\$	97 13

TOTAL CHARGES DUE \$ 54,760 11

*Fleming representatives authorized purchases but did not provide claimant with purchase order numbers

Underlined invoices were paid by Fleming with NSF Check No 8747126137 in the amount of \$13,716 00.

Interest calculated at the rate of 2.1% 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

Attorneys' Fees/Costs are calculated through August 31 2003 Claimant reserves the right to supplement its claim

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
Altair 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
Colman 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 Her	\$ 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 Arrigo Brothers C	\$ 85,476.65	\$ 8,195.77	\$ 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
Discoll 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 & 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
Marlon 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)	\$	\$	\$	\$
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)	\$ (8,535.50)	\$ (56,793.48)	\$ 1,465.39
Newstar/Ceres Fres	\$ 131,508.80	\$ 8,700.09	\$ 2,246.98	\$ 368.82	\$ 142,824.69	\$ (64,055.12)	\$	\$ (8,535.50)	\$ (2,641.25)	\$ (1,489.50)	\$ (2,641.25)	\$ 13,440.59
The Nunes Compat	\$ 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 & Sail	\$ 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)	\$	\$	\$	\$	\$ 6,578.23
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 Pctt 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
Wisnatzski 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