

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

**ORIGINAL
PROOF OF CLAIM**



443928
Bar Date Ref # r2881

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.

- 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.

Name of Creditor and Address

Wm G Roe & Sons, Inc
3954653443928
~~Noble Florida Citrus Sales Worldwide~~
Bart Botta
Rynn & Janowsky
4100 Newport Pl Dr Ste 700
NEWPORT BEACH, CA 92660

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

CREDITOR TAX ID #
59-0881602

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
FLEMING

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

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 _____
 PACA Trust Claim Unpaid compensation for services performed from _____ to _____
 [7 U.S.C. Sec 499e, et seq] (date) (date)

2 DATE DEBT WAS INCURRED 8-29-02 to 3-31-03 **3 IF COURT JUDGMENT DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 305,011.52 \$ _____ \$ _____ \$ _____
 (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

RMC
Fleming Companies Claim



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)
[Signature]
BART BOTTA, Attorneys for C

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 WILLIAM ROE & SONS

| CUSTOMER NAME | PO NO | INVOICE NO | INVOICE DATE | SHIP DATE | INVOICE AMOUNT | DUE DATE | DAILY LATE CHARGES (10%) | DAYS | ACCRUED CHARGES | TOTAL |
|-----------------|---------|------------|--------------|------------|----------------|------------|--------------------------|------|-----------------|--------------|
| SALT LAKE | 998952 | 32073 | 3/26/2003 | 3/26/2003 | \$ 306 00 | 4/5/2003 | \$ 0 08 | 164 | \$ 13 75 | \$ 319 75 |
| LINCOLN, NE | 997263 | 31064 | 12/2/2002 | 12/2/2002 | \$ 57 13 | 12/12/2002 | \$ 0 02 | 278 | \$ 4 35 | \$ 61 48 |
| LINCOLN, NE | 999175 | 31906 | 3/13/2003 | 3/13/2003 | \$ 3,329 00 | 3/23/2003 | \$ 0 91 | 177 | \$ 161 43 | \$ 3 490 43 |
| LINCOLN, NE | 999184 | 31908 | 3/14/2003 | 3/14/2003 | \$ 2,461 86 | 3/24/2003 | \$ 0 67 | 176 | \$ 118 71 | \$ 2,580 57 |
| LINCOLN, NE | 999219 | 31953 | 3/18/2003 | 3/18/2003 | \$ 3,607 20 | 3/28/2003 | \$ 0 99 | 172 | \$ 169 98 | \$ 3,777 18 |
| LINCOLN, NE | 999175 | 31906T | 3/13/2003 | 3/13/2003 | \$ 972 85 | 3/23/2003 | \$ 0 27 | 177 | \$ 47 18 | \$ 1,020 03 |
| LAFAYETTE, LA | 995699 | 30358 | 8/30/2002 | 8/28/2002 | \$ 756 00 | 9/7/2002 | \$ 0 21 | 374 | \$ 77 46 | \$ 833 46 |
| LINCOLN, NE | 995582 | 30475 | 9/13/2002 | 9/13/2002 | \$ 972 00 | 9/23/2002 | \$ 0 27 | 358 | \$ 95 34 | \$ 1,067 34 |
| LAFAYETTE, LA | 995497 | 30310T | 8/29/2002 | 8/19/2002 | \$ 1,100 00 | 8/29/2002 | \$ 0 30 | 383 | \$ 115 42 | \$ 1,215 42 |
| SOUTH HAVEN, CT | 995158 | 31811 | 3/4/2003 | 3/1/2003 | \$ 648 00 | 3/11/2003 | \$ 0 18 | 189 | \$ 33 55 | \$ 681 55 |
| SOUTH HAVEN, CT | 995159 | 31812 | 3/4/2003 | 2/27/2003 | \$ 332 10 | 3/9/2003 | \$ 0 09 | 191 | \$ 17 38 | \$ 349 48 |
| NASHVILLE, TX | 996342 | 31280 | 12/24/2002 | 12/23/2002 | \$ 663 18 | 1/2/2003 | \$ 0 18 | 257 | \$ 46 70 | \$ 709 88 |
| NASHVILLE, TX | 997838 | 31956 | 3/20/2003 | 3/18/2003 | \$ 1,961 10 | 3/28/2003 | \$ 0 54 | 172 | \$ 92 41 | \$ 2,053 51 |
| CALIFORNIA | 994870 | 30760 | 10/28/2002 | 10/28/2002 | \$ 810 00 | 11/7/2002 | \$ 0 22 | 313 | \$ 69 46 | \$ 879 46 |
| CALIFORNIA | 999743 | 31740 | 2/26/2003 | 2/24/2003 | \$ 4,700 00 | 3/6/2003 | \$ 1 29 | 194 | \$ 249 81 | \$ 4,949 81 |
| CALIFORNIA | 999880 | 31748 | 2/24/2003 | 2/24/2003 | \$ 10,705 50 | 3/6/2003 | \$ 2 93 | 194 | \$ 569 00 | \$ 11,274 50 |
| CALIFORNIA | 999882 | 31749 | 2/26/2003 | 2/24/2003 | \$ 3,153 60 | 3/6/2003 | \$ 0 86 | 194 | \$ 167 62 | \$ 3,321 22 |
| CALIFORNIA | 330800 | 31766 | 2/28/2003 | 2/26/2003 | \$ 972 00 | 3/8/2003 | \$ 0 27 | 192 | \$ 51 13 | \$ 1,023 13 |
| CALIFORNIA | 990005 | 31768 | 3/4/2003 | 2/27/2003 | \$ 6,637 40 | 3/9/2003 | \$ 1 82 | 191 | \$ 347 33 | \$ 6,984 73 |
| CALIFORNIA | 990007 | 31769 | 2/28/2003 | 2/26/2003 | \$ 738 75 | 3/6/2003 | \$ 0 20 | 192 | \$ 38 86 | \$ 777 61 |
| CALIFORNIA | 990047 | 31770 | 3/4/2003 | 2/28/2003 | \$ 3,869 10 | 3/10/2003 | \$ 1 06 | 190 | \$ 201 41 | \$ 4,070 51 |
| CALIFORNIA | 990364 | 31790 | 3/6/2003 | 3/6/2003 | \$ 1,711 80 | 3/16/2003 | \$ 0 47 | 184 | \$ 86 29 | \$ 1,798 09 |
| CALIFORNIA | 990063 | 31813 | 3/3/2003 | 3/3/2003 | \$ 4 524 00 | 3/13/2003 | \$ 1 24 | 187 | \$ 231 78 | \$ 4,755 78 |
| CALIFORNIA | 990177 | 31818 | 3/4/2003 | 2/28/2003 | \$ 1,190 00 | 3/10/2003 | \$ 0 33 | 190 | \$ 61 95 | \$ 1,251 95 |
| CALIFORNIA | 9990178 | 31820 | 3/4/2003 | 3/4/2003 | \$ 6,461 90 | 3/14/2003 | \$ 1 77 | 186 | \$ 329 29 | \$ 6 791 19 |
| CALIFORNIA | 990247 | 31822 | 3/10/2003 | 3/10/2003 | \$ 6,318 00 | 3/20/2003 | \$ 1 73 | 180 | \$ 311 57 | \$ 6 629 57 |
| CALIFORNIA | 990245 | 31823 | 3/10/2003 | 3/6/2003 | \$ 6,811 50 | 3/16/2003 | \$ 1 87 | 184 | \$ 343 37 | \$ 7 154 87 |

EXHIBIT A

| | | | | | | | | | | |
|------------|--------|-------|-----------|-----------|-------------|-----------|---------|-----|-----------|-------------|
| CALIFORNIA | 990287 | 31827 | 3/6/2003 | 3/6/2003 | \$ 4,271 01 | 3/16/2003 | \$ 1 17 | 184 | \$ 215 31 | \$ 4 486 32 |
| CALIFORNIA | 990284 | 31828 | 3/6/2003 | 3/6/2003 | \$ 531 90 | 3/16/2003 | \$ 0 15 | 184 | \$ 26 81 | \$ 558 71 |
| CALIFORNIA | 990352 | 31830 | 3/6/2003 | 3/6/2003 | \$ 2,082 50 | 3/16/2003 | \$ 0 57 | 184 | \$ 104 98 | \$ 2,187 48 |
| CALIFORNIA | 990366 | 31871 | 3/12/2003 | 3/10/2003 | \$ 6,852 60 | 3/20/2003 | \$ 1 88 | 180 | \$ 337 94 | \$ 7,190 54 |
| CALIFORNIA | 990366 | 31872 | 3/12/2003 | 3/10/2003 | \$ 8,810 00 | 3/20/2003 | \$ 2 41 | 180 | \$ 434 47 | \$ 9 244 47 |
| CALIFORNIA | 990414 | 31876 | 3/12/2003 | 3/10/2003 | \$ 1,664 65 | 3/20/2003 | \$ 0 46 | 180 | \$ 82 09 | \$ 1,746 74 |
| CALIFORNIA | 990415 | 31878 | 3/10/2003 | 3/10/2003 | \$ 6,355 85 | 3/20/2003 | \$ 1 74 | 180 | \$ 313 44 | \$ 6,669 29 |
| CALIFORNIA | 990489 | 31891 | 3/10/2003 | 3/10/2003 | \$ 3,272 50 | 3/20/2003 | \$ 0 90 | 180 | \$ 161 38 | \$ 3,433 88 |
| CALIFORNIA | 990494 | 31892 | 3/11/2003 | 3/11/2003 | \$ 7,938 00 | 3/21/2003 | \$ 2 17 | 179 | \$ 389 29 | \$ 8,327 29 |
| CALIFORNIA | 990495 | 31893 | 3/12/2003 | 3/10/2003 | \$ 4,951 80 | 3/20/2003 | \$ 1 36 | 180 | \$ 244 20 | \$ 5,196 00 |
| CALIFORNIA | 990684 | 31895 | 3/14/2003 | 3/14/2003 | \$ 1,711 81 | 3/24/2003 | \$ 0 47 | 176 | \$ 82 54 | \$ 1,794 35 |
| CALIFORNIA | 990662 | 31896 | 3/14/2003 | 3/14/2003 | \$ 1,595 70 | 3/24/2003 | \$ 0 44 | 176 | \$ 76 94 | \$ 1,672 64 |
| CALIFORNIA | 990678 | 31902 | 3/18/2003 | 3/14/2003 | \$ 6,755 40 | 3/24/2003 | \$ 1 85 | 176 | \$ 325 74 | \$ 7,081 14 |
| CALIFORNIA | 990679 | 31903 | 3/14/2003 | 3/14/2003 | \$ 2,114 10 | 3/24/2003 | \$ 0 58 | 176 | \$ 101 94 | \$ 2,216 04 |
| CALIFORNIA | 990677 | 31904 | 3/18/2003 | 3/14/2003 | \$ 3,272 50 | 3/24/2003 | \$ 0 90 | 176 | \$ 157 80 | \$ 3,430 30 |
| CALIFORNIA | 990576 | 31905 | 3/12/2003 | 3/12/2003 | \$ 3,272 50 | 3/22/2003 | \$ 0 90 | 178 | \$ 159 59 | \$ 3,432 09 |
| CALIFORNIA | 990668 | 31909 | 3/17/2003 | 3/17/2003 | \$ 6,237 00 | 3/27/2003 | \$ 1 71 | 173 | \$ 295 62 | \$ 6,532 62 |
| CALIFORNIA | 990669 | 31910 | 3/18/2003 | 3/18/2003 | \$ 502 35 | 3/28/2003 | \$ 0 14 | 172 | \$ 23 67 | \$ 526 02 |
| CALIFORNIA | 990834 | 31957 | 3/18/2003 | 3/18/2003 | \$ 4,279 50 | 3/28/2003 | \$ 1 17 | 172 | \$ 201 66 | \$ 4,481 16 |
| CALIFORNIA | 990884 | 31965 | 3/18/2003 | 3/18/2003 | \$ 791 10 | 3/28/2003 | \$ 0 22 | 172 | \$ 37 28 | \$ 828 38 |
| CALIFORNIA | 990866 | 31966 | 3/21/2003 | 3/21/2003 | \$ 6,804 00 | 3/31/2003 | \$ 1 86 | 169 | \$ 315 03 | \$ 7,119 03 |
| CALIFORNIA | 990891 | 31967 | 3/20/2003 | 3/20/2003 | \$ 1,582 20 | 3/30/2003 | \$ 0 43 | 170 | \$ 73 69 | \$ 1,655 89 |
| CALIFORNIA | 990886 | 31968 | 3/24/2003 | 3/20/2003 | \$ 2,466 80 | 3/30/2003 | \$ 0 68 | 170 | \$ 114 89 | \$ 2,581 69 |
| CALIFORNIA | 990889 | 31969 | 3/21/2003 | 3/21/2003 | \$ 6,804 00 | 3/31/2003 | \$ 1 86 | 169 | \$ 315 03 | \$ 7,119 03 |
| CALIFORNIA | 990973 | 32005 | 3/21/2003 | 3/21/2003 | \$ 6,471 70 | 3/31/2003 | \$ 1 77 | 169 | \$ 299 65 | \$ 6,771 35 |
| CALIFORNIA | 991007 | 32006 | 3/21/2003 | 3/21/2003 | \$ 2,637 60 | 3/31/2003 | \$ 0 72 | 169 | \$ 122 12 | \$ 2,759 72 |
| CALIFORNIA | 991026 | 32007 | 3/25/2003 | 3/25/2003 | \$ 3,780 00 | 4/4/2003 | \$ 1 04 | 165 | \$ 170 88 | \$ 3,950 88 |
| CALIFORNIA | 991101 | 32071 | 3/21/2003 | 3/21/2003 | \$ 1,436 40 | 3/31/2003 | \$ 0 39 | 169 | \$ 66 51 | \$ 1,502 91 |
| CALIFORNIA | 991102 | 32072 | 3/26/2003 | 3/26/2003 | \$ 1,323 00 | 4/5/2003 | \$ 0 36 | 164 | \$ 59 44 | \$ 1,382 44 |
| CALIFORNIA | 991177 | 32076 | 3/27/2003 | 3/27/2003 | \$ 4,419 80 | 4/6/2003 | \$ 1 21 | 163 | \$ 197 38 | \$ 4,617 18 |
| CALIFORNIA | 991178 | 32077 | 3/28/2003 | 3/28/2003 | \$ 4,494 00 | 4/7/2003 | \$ 1 23 | 162 | \$ 199 46 | \$ 4,693 46 |
| CALIFORNIA | 991179 | 32078 | 3/27/2003 | 3/27/2003 | \$ 2,969 40 | 4/6/2003 | \$ 0 81 | 163 | \$ 132 61 | \$ 3,102 01 |
| CALIFORNIA | 991194 | 32079 | 3/27/2003 | 3/27/2003 | \$ 531 90 | 4/6/2003 | \$ 0 15 | 163 | \$ 23 75 | \$ 555 65 |
| CALIFORNIA | 991308 | 32081 | 3/27/2003 | 3/27/2003 | \$ 1 387 40 | 4/6/2003 | \$ 0 38 | 163 | \$ 61 96 | \$ 1,449 36 |
| CALIFORNIA | 991328 | 32082 | 3/28/2003 | 3/28/2003 | \$ 6,066 90 | 4/7/2003 | \$ 1 66 | 162 | \$ 269 27 | \$ 6,336 17 |
| CALIFORNIA | 991329 | 32083 | 3/31/2003 | 3/31/2003 | \$ 6,804 00 | 4/10/2003 | \$ 1 86 | 159 | \$ 296 39 | \$ 7,100 39 |
| CALIFORNIA | 991330 | 32084 | 3/28/2003 | 3/28/2003 | \$ 1,526 75 | 4/7/2003 | \$ 0 42 | 162 | \$ 67 76 | \$ 1,594 51 |

| | | | | | | | | | | |
|------------------|--------|-------|-----------|-----------|--------------|------------|---------|-----|-----------|--------------|
| CALIFORNIA | 991331 | 32085 | 3/31/2003 | 3/31/2003 | \$ 1,603.80 | 4/10/2003 | \$ 0.44 | 159 | \$ 69.86 | \$ 1,673.66 |
| GARLAND TX | 998901 | 21232 | 3/8/2003 | 3/8/2003 | \$ 2,677.50 | 3/18/2003 | \$ 0.73 | 182 | \$ 133.51 | \$ 2,811.01 |
| KANSAS CITY, KS | 990428 | 31608 | 2/18/2003 | 2/14/2003 | \$ 5,346.00 | 2/24/2003 | \$ 1.46 | 204 | \$ 298.79 | \$ 5,644.79 |
| KANSAS CITY, KS | 990629 | 31761 | 3/4/2003 | 2/27/2003 | \$ 7,362.90 | 3/9/2003 | \$ 2.02 | 191 | \$ 385.29 | \$ 7,748.19 |
| KANSAS CITY, KS | 990869 | 32000 | 3/19/2003 | 3/19/2003 | \$ 2,795.70 | 3/29/2003 | \$ 0.77 | 171 | \$ 130.98 | \$ 2,926.68 |
| LAFAYETTE, LA | 998441 | 31746 | 2/26/2003 | 2/24/2003 | \$ 1,792.80 | 3/6/2003 | \$ 0.49 | 194 | \$ 95.29 | \$ 1,888.09 |
| LAFAYETTE, LA | 998496 | 31767 | 3/4/2003 | 2/28/2003 | \$ 1,649.70 | 3/10/2003 | \$ 0.45 | 190 | \$ 85.87 | \$ 1,735.57 |
| LAFAYETTE, LA | 998585 | 31826 | 3/6/2003 | 3/6/2003 | \$ 2,331.45 | 3/16/2003 | \$ 0.64 | 184 | \$ 117.53 | \$ 2,448.98 |
| LUBBOCK, TX | 993480 | 32002 | 3/24/2003 | 3/20/2003 | \$ 351.00 | 3/30/2003 | \$ 0.10 | 170 | \$ 16.35 | \$ 367.35 |
| MASSILLON, OH | 994103 | 31007 | 12/4/2002 | 12/2/2002 | \$ 357.70 | 12/12/2002 | \$ 0.10 | 278 | \$ 27.24 | \$ 384.94 |
| MASSILLON, OH | 995996 | 31970 | 3/19/2003 | 3/19/2003 | \$ 597.30 | 3/29/2003 | \$ 0.16 | 171 | \$ 27.98 | \$ 625.28 |
| MASSILLON, OH | 996020 | 32008 | 3/21/2003 | 3/21/2003 | \$ 1,460.85 | 3/31/2003 | \$ 0.40 | 169 | \$ 67.64 | \$ 1,528.49 |
| MASSILLON, OH | 96078 | 32116 | 3/31/2003 | 3/31/2003 | \$ 407.75 | 4/10/2003 | \$ 0.11 | 159 | \$ 17.76 | \$ 425.51 |
| TULSA, OK | 996253 | 31742 | 2/26/2003 | 2/24/2003 | \$ 6,713.85 | 3/6/2003 | \$ 1.84 | 194 | \$ 356.85 | \$ 7,070.70 |
| TULSA, OK | 996488 | 31816 | 3/4/2003 | 3/1/2003 | \$ 3,337.20 | 3/11/2003 | \$ 0.91 | 189 | \$ 172.80 | \$ 3,510.00 |
| TULSA, OK | 996500 | 31817 | 3/4/2003 | 3/1/2003 | \$ 2,232.45 | 3/11/2003 | \$ 0.61 | 189 | \$ 115.60 | \$ 2,348.05 |
| TULSA, OK | 996516 | 31819 | 3/3/2003 | 3/3/2003 | \$ 1,297.74 | 3/13/2003 | \$ 0.36 | 187 | \$ 66.49 | \$ 1,364.23 |
| TULSA, OK | 996487 | 31821 | 3/4/2003 | 3/1/2003 | \$ 772.20 | 3/11/2003 | \$ 0.21 | 189 | \$ 39.99 | \$ 812.19 |
| TULSA, OK | 996896 | 31954 | 3/18/2003 | 3/18/2003 | \$ 1,158.30 | 3/28/2003 | \$ 0.32 | 172 | \$ 54.58 | \$ 1,212.88 |
| LACROSS, WI | 701642 | 31815 | 3/3/2003 | 3/3/2003 | \$ 600.00 | 3/13/2003 | \$ 0.16 | 187 | \$ 30.74 | \$ 630.74 |
| GARLAND TX RC | 998614 | 21131 | 2/24/2003 | 2/24/2003 | \$ 2,205.00 | 3/6/2003 | \$ 0.60 | 194 | \$ 117.20 | \$ 2,322.20 |
| CALIFORNIA RC | 999699 | 31644 | 2/24/2003 | 2/20/2003 | \$ 5,671.20 | 3/2/2003 | \$ 1.55 | 198 | \$ 307.64 | \$ 5,978.84 |
| LAFAYETTE, LA RC | 998388 | 31649 | 2/24/2003 | 2/20/2003 | \$ 5,642.00 | 3/2/2003 | \$ 1.55 | 198 | \$ 306.06 | \$ 5,948.06 |
| CALIFORNIA RC | 999744 | 31741 | 2/25/2003 | 2/21/2003 | \$ 10,530.00 | 3/3/2003 | \$ 2.88 | 197 | \$ 568.33 | \$ 11,098.33 |
| CALIFORNIA RC | 990046 | 31795 | 3/3/2003 | 3/3/2003 | \$ 6,596.00 | 3/13/2003 | \$ 1.81 | 187 | \$ 337.93 | \$ 6,933.93 |
| CALIFORNIA RC | 31907 | | 3/29/2003 | 3/29/2003 | \$405.30 | 4/8/2003 | \$ 0.11 | 161 | \$ 17.88 | \$ 423.18 |

| | |
|---------------------------|---------------|
| PRINCIPAL AMOUNT INVOICED | \$ 290,434.28 |
| LATE CHARGES AT 10% | \$ 14,577.24 |
| TOTAL CHARGES DUE | \$ 305,011.52 |

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 | \$ 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 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 |
| Honzon 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 | \$ 54 001 30 | \$ 3 074 82 | N/A | N/A | \$ 57 076 12 | \$ (29 921 98) | \$ (24 596 82) | \$ | \$ | \$ 2 557 32 |
| Lawrence Distributir | \$ 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) | \$ | \$ | \$ (2 907 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) | \$ (1 468 20) | \$ | \$ (8 535 50) | \$ (1 468 20) | \$ 11 426 58 |
| Newstar/Ceres Free | \$ 131 508 80 | \$ 8 700 09 | \$ 2 246 98 | \$ 368 82 | \$ 142 824 69 | \$ (64 055 12) | \$ | \$ (56 793 48) | \$ | \$ (1 489 50) | \$ (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) | \$ (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 & Sell | \$ 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) | \$ | \$ (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) | \$ 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 |
| 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 |
| Tanmura & 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) | \$ | \$ (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 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) | \$ 319 74 |
| Wrm 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