

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

ORIGINAL
PROOF OF CLAIM



444187

Bar Date Ref # r3308

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

0354653444187

Capurro Marketing LLC
Patricia J Rynn
Rynn & Janowsky LLP
4100 Newport Place 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 Telephone Number (**949/ 752-2911**)
CREDITOR TAX ID #
Will furnish

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. 499e, et seq.]

2 DATE DEBT WAS INCURRED **9/5/02 TO 3/31/03**

3 IF COURT JUDGMENT, DATE OBTAINED _____

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **85,374.09** (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.

THIS SPACE FOR COURT USE ONLY

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

FILED
SEP 15 2003

BMC

Fleming Companies Claim



12616

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 CAPURRO MARKETING, LLC

| CUSTOMER NAME | PO NO | INVOICE NO | INVOICE DATE | SHIP DATE | INVOICE AMOUNT | DUE DATE | DAILY LATE CHARGES (10%) | DAYS | ACCRUED CHARGES | TOTAL |
|-----------------|--------|------------|--------------|------------|----------------|------------|--------------------------|------|-----------------|-------------|
| TRACY, CA | 991097 | 146900 | 3/22/2003 | 3/22/2003 | \$ 1,560 00 | 4/1/2003 | \$ 0 43 | 168 | \$ 71 80 | \$ 1 631 80 |
| TRACY CA | 991081 | 146885 | 3/24/2003 | 3/24/2003 | \$ 936 00 | 4/3/2003 | \$ 0 26 | 166 | \$ 42 57 | \$ 978 57 |
| MINNEAPOLIS MN | 999015 | 145671 | 3/18/2003 | 3/18/2003 | \$ 1 301 75 | 3/28/2003 | \$ 0 36 | 172 | \$ 61 34 | \$ 1,363 09 |
| MINNEAPOLIS MN | 110757 | 146844 | 3/20/2003 | 3/20/2003 | \$ 141 75 | 3/30/2003 | \$ 0 04 | 170 | \$ 6 60 | \$ 148 35 |
| MINNEAPOLIS MN | 999153 | 146194 | 3/21/2003 | 3/21/2003 | \$ 892 50 | 3/31/2003 | \$ 0 24 | 169 | \$ 41 32 | \$ 933 82 |
| MINNEAPOLIS MN | 999154 | 146197 | 3/22/2003 | 3/22/2003 | \$ 589 00 | 4/1/2003 | \$ 0 16 | 168 | \$ 27 11 | \$ 616 11 |
| MINNEAPOLIS MN | 110952 | 146935 | 3/24/2003 | 3/24/2003 | \$ 1,474 00 | 4/3/2003 | \$ 0 40 | 166 | \$ 67 04 | \$ 1,541 04 |
| MINNEAPOLIS MN | 999155 | 146199 | 3/25/2003 | 3/25/2003 | \$ 1 674 25 | 4/4/2003 | \$ 0 46 | 165 | \$ 75 69 | \$ 1,749 94 |
| MINNEAPOLIS MN | 110951 | 146936 | 3/25/2003 | 3/25/2003 | \$ 1 220 00 | 4/4/2003 | \$ 0 33 | 165 | \$ 55 15 | \$ 1,275 15 |
| MINNEAPOLIS MN | 111085 | 147496 | 3/27/2003 | 3/27/2003 | \$ 1,913 00 | 4/6/2003 | \$ 0 52 | 163 | \$ 85 43 | \$ 1,998 43 |
| MINNEAPOLIS MN | 111079 | 147495 | 3/27/2003 | 3/27/2003 | \$ 971 25 | 4/6/2003 | \$ 0 27 | 163 | \$ 43 37 | \$ 1 014 62 |
| MINNEAPOLIS MN | 999345 | 147567 | 3/28/2003 | 3/28/2003 | \$ 1,069 00 | 4/7/2003 | \$ 0 29 | 162 | \$ 47 45 | \$ 1,116 45 |
| MINNEAPOLIS MN | 999346 | 147568 | 3/29/2003 | 3/29/2003 | \$ 371 00 | 4/8/2003 | \$ 0 10 | 161 | \$ 16 36 | \$ 387 36 |
| LINCOLN, NE | 997649 | 142999 | 2/18/2003 | 2/18/2003 | \$ 173 50 | 2/28/2003 | \$ 0 05 | 200 | \$ 9 51 | \$ 183 01 |
| LINCOLN, NE | 999043 | 144813 | 3/7/2003 | 3/7/2003 | \$ 1 787 50 | 3/17/2003 | \$ 0 49 | 183 | \$ 89 62 | \$ 1,877 12 |
| LINCOLN, NE | 999044 | 144818 | 3/11/2003 | 3/11/2003 | \$ 1,832 00 | 3/21/2003 | \$ 0 50 | 179 | \$ 89 84 | \$ 1,921 84 |
| LINCOLN, NE | 999129 | 145619 | 3/13/2003 | 3/13/2003 | \$ 2 390 58 | 3/23/2003 | \$ 0 65 | 177 | \$ 115 93 | \$ 2,506 51 |
| LINCOLN, NE | 999181 | 145670 | 3/17/2003 | 3/17/2003 | \$ 1,960 00 | 3/27/2003 | \$ 0 54 | 173 | \$ 92 90 | \$ 2,052 90 |
| LINCOLN, NE | 999244 | 146182 | 3/20/2003 | 3/20/2003 | \$ 2,272 50 | 3/30/2003 | \$ 0 62 | 170 | \$ 105 84 | \$ 2,378 34 |
| LINCOLN, NE | 999372 | 146871 | 3/21/2003 | 3/21/2003 | \$ 1,120 00 | 3/31/2003 | \$ 0 31 | 169 | \$ 51 86 | \$ 1,171 86 |
| LINCOLN NE | 999296 | 146806 | 3/24/2003 | 3/24/2003 | \$ 1,181 00 | 4/3/2003 | \$ 0 32 | 166 | \$ 53 71 | \$ 1,234 71 |
| LINCOLN, NE | 999393 | 147444 | 3/28/2003 | 3/28/2003 | \$ 924 50 | 4/7/2003 | \$ 0 25 | 162 | \$ 41 03 | \$ 965 53 |
| LINCOLN, NE | 999495 | 147718 | 3/28/2003 | 3/28/2003 | \$ 640 00 | 4/7/2003 | \$ 0 18 | 162 | \$ 28 41 | \$ 668 41 |
| MASSILLON, OHIO | 992276 | 124556 | 9/7/2002 | 9/7/2002 | \$ 302 50 | 9/17/2002 | \$ 0 08 | 364 | \$ 30 17 | \$ 332 67 |
| MASSILLON, OHIO | 996466 | 132503 | 11/19/2002 | 11/19/2002 | \$ 751 55 | 11/29/2002 | \$ 0 21 | 291 | \$ 59 92 | \$ 811 47 |
| MASSILLON, OHIO | 997083 | 135661 | 12/18/2002 | 12/18/2002 | \$ 2 188 50 | 12/28/2002 | \$ 0 60 | 262 | \$ 157 09 | \$ 2 345 59 |

EXHIBIT A

| | | | | | | | | | | | | | |
|--------------------|--------|-----------|------------|------------|-------------|------------|----|------|-----|----|--------|----|----------|
| MASSILLON, OHIO | 997256 | 136456 | 12/20/2002 | 12/20/2002 | \$ 1 088 00 | 12/30/2002 | \$ | 0 30 | 260 | \$ | 77 50 | \$ | 1,165 50 |
| MASSILLON, OHIO | 997285 | 136358 | 12/20/2002 | 12/20/2002 | \$ 518 25 | 12/30/2002 | \$ | 0 14 | 260 | \$ | 36 92 | \$ | 555 17 |
| MASSILLON, OHIO | 997256 | DUPLICATE | 12/20/2002 | 12/20/2002 | \$ 1 088 00 | 12/30/2002 | \$ | 0 30 | 260 | \$ | 77 50 | \$ | 1,165 50 |
| MASSILLON, OHIO | 997286 | 136360 | 12/23/2002 | 12/23/2002 | \$ 937 00 | 1/2/2003 | \$ | 0 26 | 257 | \$ | 65 98 | \$ | 1,002 98 |
| MASSILLON, OHIO | 997258 | 136458 | 12/23/2002 | 12/23/2002 | \$ 1,210 00 | 1/2/2003 | \$ | 0 33 | 257 | \$ | 85 20 | \$ | 1,295 20 |
| MASSILLON, OHIO | 998235 | 141476 | 2/6/2003 | 2/6/2003 | \$ 567 50 | 2/16/2003 | \$ | 0 16 | 212 | \$ | 32 96 | \$ | 600 46 |
| MASSILLON, OHIO | 998372 | 142337 | 2/15/2003 | 2/15/2003 | \$ 454 50 | 2/25/2003 | \$ | 0 12 | 203 | \$ | 25 28 | \$ | 479 78 |
| MASSILLON, OHIO | 998556 | 143039 | 2/25/2003 | 2/25/2003 | \$ 277 11 | 3/7/2003 | \$ | 0 08 | 193 | \$ | 14 65 | \$ | 291 76 |
| MASSILLON, OHIO | 998800 | 144815 | 3/7/2003 | 3/7/2003 | \$ 1,061 50 | 3/17/2003 | \$ | 0 29 | 183 | \$ | 53 22 | \$ | 1,114 72 |
| MASSILLON, OHIO | 998801 | 144817 | 3/8/2003 | 3/8/2003 | \$ 380 50 | 3/18/2003 | \$ | 0 10 | 182 | \$ | 18 97 | \$ | 399 47 |
| MASSILLON, OHIO | 995864 | 144827T | 3/8/2003 | 3/8/2003 | \$ 584 00 | 3/18/2003 | \$ | 0 16 | 182 | \$ | 29 12 | \$ | 613 12 |
| MASSILLON, OHIO | 998822 | 144839 | 3/10/2003 | 3/10/2003 | \$ 1,144 50 | 3/20/2003 | \$ | 0 31 | 180 | \$ | 56 44 | \$ | 1,200 94 |
| MASSILLON, OHIO | 999014 | 145668 | 3/12/2003 | 3/12/2003 | \$ 475 00 | 3/22/2003 | \$ | 0 13 | 178 | \$ | 23 16 | \$ | 498 16 |
| MASSILLON, OHIO | 998971 | 145803 | 3/12/2003 | 3/12/2003 | \$ 899 50 | 3/22/2003 | \$ | 0 25 | 178 | \$ | 43 87 | \$ | 943 37 |
| TULSA, OK | 992904 | 129270 | 10/16/2002 | 10/16/2002 | \$ 3,247 79 | 10/26/2002 | \$ | 0 89 | 325 | \$ | 289 19 | \$ | 3,536 98 |
| TULSA, OK | 995427 | 139702 | 1/28/2003 | 1/28/2003 | \$ 2,510 00 | 2/7/2003 | \$ | 0 69 | 221 | \$ | 151 98 | \$ | 2,661 98 |
| TULSA, OK | 995760 | 140934 | 2/6/2003 | 2/6/2003 | \$ 1,121 50 | 2/16/2003 | \$ | 0 31 | 212 | \$ | 65 14 | \$ | 1,186 64 |
| TULSA, OK | 995783 | 140950 | 2/6/2003 | 2/6/2003 | \$ 130 00 | 2/16/2003 | \$ | 0 04 | 212 | \$ | 7 55 | \$ | 137 55 |
| TULSA, OK | 996594 | 144814 | 3/7/2003 | 3/7/2003 | \$ 2,132 50 | 3/17/2003 | \$ | 0 58 | 183 | \$ | 106 92 | \$ | 2,239 42 |
| TULSA, OK | 996595 | 144816 | 3/7/2003 | 3/7/2003 | \$ 465 50 | 3/17/2003 | \$ | 0 13 | 183 | \$ | 23 34 | \$ | 488 84 |
| TULSA, OK | 996853 | 145667 | 3/14/2003 | 3/14/2003 | \$ 559 00 | 3/24/2003 | \$ | 0 15 | 176 | \$ | 26 95 | \$ | 585 95 |
| TULSA, OK | 997010 | 146196 | 3/20/2003 | 3/20/2003 | \$ 475 00 | 3/24/2003 | \$ | 0 13 | 176 | \$ | 22 90 | \$ | 497 90 |
| TULSA, OK | 997012 | 146198 | 3/24/2003 | 3/24/2003 | \$ 1,827 75 | 4/3/2003 | \$ | 0 50 | 166 | \$ | 83 13 | \$ | 1,910 88 |
| TULSA, OK | 997228 | 147457 | 3/27/2003 | 3/27/2003 | \$ 230 00 | 4/8/2003 | \$ | 0 06 | 102 | \$ | 6 43 | \$ | 236 43 |
| TULSA, OK | 997192 | 147447 | 3/27/2003 | 3/27/2003 | \$ 468 00 | 4/8/2003 | \$ | 0 13 | 161 | \$ | 20 64 | \$ | 488 64 |
| TULSA, OK | 997191 | 147445 | 3/27/2003 | 3/27/2003 | \$ 2,007 25 | 4/8/2003 | \$ | 0 55 | 161 | \$ | 88 54 | \$ | 2,095 79 |
| MEMPHIS, TN | 991637 | 124552 | 9/5/2002 | 9/5/2002 | \$ 103 50 | 9/15/2002 | \$ | 0 03 | 366 | \$ | 10 38 | \$ | 113 88 |
| MEMPHIS, TN | 991717 | 125208 | 9/10/2002 | 9/10/2002 | \$ 605 25 | 9/20/2002 | \$ | 0 17 | 361 | \$ | 59 86 | \$ | 665 11 |
| SALT LAKE CITY, UT | 996876 | 134148 | 12/17/2002 | 12/17/2002 | \$ 165 00 | 12/17/2002 | \$ | 0 05 | 273 | \$ | 12 34 | \$ | 177 34 |
| SALT LAKE CITY, UT | 996840 | 135114 | 12/17/2002 | 12/17/2002 | \$ 366 25 | 12/17/2002 | \$ | 0 10 | 273 | \$ | 27 39 | \$ | 393 64 |
| SALT LAKE CITY, UT | 997840 | 139642 | 1/23/2003 | 1/23/2003 | \$ 1,330 75 | 2/2/2003 | \$ | 0 36 | 226 | \$ | 82 40 | \$ | 1,413 15 |
| SALT LAKE CITY, UT | 998143 | 141638 | 2/7/2003 | 2/7/2003 | \$ 1,098 00 | 2/17/2003 | \$ | 0 30 | 211 | \$ | 63 47 | \$ | 1 161 47 |
| SALT LAKE CITY, UT | 998610 | 144803 | 3/5/2003 | 3/5/2003 | \$ 471 00 | 3/15/2003 | \$ | 0 13 | 185 | \$ | 23 87 | \$ | 494 87 |
| SALT LAKE CITY, UT | 998642 | 145028 | 3/6/2003 | 3/6/2003 | \$ 350 00 | 3/16/2003 | \$ | 0 10 | 184 | \$ | 17 64 | \$ | 367 64 |
| SALT LAKE CITY, UT | 998747 | 145618 | 3/12/2003 | 3/12/2003 | \$ 524 50 | 3/22/2003 | \$ | 0 14 | 178 | \$ | 25 58 | \$ | 550 08 |
| SALT LAKE CITY, UT | 998777 | 145666 | 3/14/2003 | 3/14/2003 | \$ 861 50 | 3/24/2003 | \$ | 0 24 | 176 | \$ | 41 54 | \$ | 903 04 |
| LA CROSSE WI | 701743 | 145127 | 3/11/2003 | 3/11/2003 | \$ 602 50 | 3/21/2003 | \$ | 0 17 | 179 | \$ | 29 55 | \$ | 632 05 |

| | | | | | | | | | | | | | |
|---------------|--------|--------|-----------|-----------|-------------|-----------|----|------|-----|----|--------|----|----------|
| LA CROSSE, WI | 701748 | 145131 | 3/11/2003 | 3/11/2003 | \$ 1 167 50 | 3/21/2003 | \$ | 0 32 | 179 | \$ | 57 26 | \$ | 1,224 76 |
| LA CROSSE, WI | 999138 | 145621 | 3/13/2003 | 3/13/2003 | \$ 568 00 | 3/23/2003 | \$ | 0 16 | 177 | \$ | 27 54 | \$ | 595 54 |
| LA CROSSE, WI | 701796 | 145617 | 3/14/2003 | 3/14/2003 | \$ 1,450 00 | 3/24/2003 | \$ | 0 40 | 176 | \$ | 69 92 | \$ | 1,519 92 |
| LA CROSSE, WI | 701806 | 145620 | 3/14/2003 | 3/14/2003 | \$ 991 50 | 3/24/2003 | \$ | 0 27 | 176 | \$ | 47 81 | \$ | 1,039 31 |
| LA CROSSE, WI | 701814 | 145622 | 3/14/2003 | 3/14/2003 | \$ 235 00 | 3/24/2003 | \$ | 0 06 | 176 | \$ | 11 33 | \$ | 246 33 |
| LA CROSSE, WI | 701833 | 146074 | 3/18/2003 | 3/18/2003 | \$ 2,486 50 | 3/28/2003 | \$ | 0 68 | 172 | \$ | 117 17 | \$ | 2,603 67 |
| LA CROSSE, WI | 701891 | 146163 | 3/20/2003 | 3/20/2003 | \$ 932 00 | 3/30/2003 | \$ | 0 26 | 170 | \$ | 43 41 | \$ | 975 41 |
| LA CROSSE, WI | 709562 | 146869 | 3/24/2003 | 3/24/2003 | \$ 1,597 00 | 4/3/2003 | \$ | 0 44 | 166 | \$ | 72 63 | \$ | 1,669 63 |
| LA CROSSE, WI | 709609 | 147142 | 3/26/2003 | 3/26/2003 | \$ 300 00 | 4/5/2003 | \$ | 0 08 | 164 | \$ | 13 48 | \$ | 313 48 |
| LA CROSSE, WI | 709617 | 147446 | 3/27/2003 | 3/27/2003 | \$ 1,838 00 | 4/6/2003 | \$ | 0 50 | 163 | \$ | 82 08 | \$ | 1,920 08 |
| MILWAUKEE, WI | 995886 | 137227 | 1/3/2003 | 1/3/2003 | \$ 865 00 | 1/13/2003 | \$ | 0 24 | 246 | \$ | 58 30 | \$ | 923 30 |
| MILWAUKEE, WI | 996754 | 145126 | 3/10/2003 | 3/10/2003 | \$ 1,017 00 | 3/20/2003 | \$ | 0 28 | 180 | \$ | 50 15 | \$ | 1,067 15 |
| MILWAUKEE, WI | 996803 | 145804 | 3/13/2003 | 3/13/2003 | \$ 1,657 00 | 3/23/2003 | \$ | 0 45 | 177 | \$ | 80 35 | \$ | 1,737 35 |
| MILWAUKEE, WI | 996839 | 146075 | 3/18/2003 | 3/18/2003 | \$ 1,633 50 | 3/26/2003 | \$ | 0 45 | 174 | \$ | 77 87 | \$ | 1,711 37 |
| MILWAUKEE, WI | 996902 | 146195 | 3/20/2003 | 3/20/2003 | \$ 1 196 00 | 4/2/2003 | \$ | 0 33 | 167 | \$ | 54 72 | \$ | 1,250 72 |
| MILWAUKEE, WI | 996910 | 146805 | 3/20/2003 | 3/20/2003 | \$ 172 50 | 3/30/2003 | \$ | 0 05 | 170 | \$ | 8 03 | \$ | 180 53 |
| MILWAUKEE, WI | 996926 | 146870 | 3/25/2003 | 3/25/2003 | \$ 1,349 00 | 3/4/2003 | \$ | 0 37 | 196 | \$ | 72 44 | \$ | 1,421 44 |

| | | |
|---------------------------|----|-----------|
| PRINCIPAL AMOUNT INVOICED | \$ | 80,935 03 |
| LATE CHARGES AT 10% | \$ | 4 439 06 |
| TOTAL CHARGES DUE | \$ | 85,374 09 |

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 |
| Collinian 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 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 |
| DArrigo 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 | \$ 388.94 | \$ 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 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 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 | \$ 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 Compat | \$ 33,973.40 | \$ 1,453.96 | N/A | N/A | \$ 35,427.36 | \$ (25,997.12) | \$ (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) | \$ | \$ | \$ | \$ | \$ 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 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 |
| Wishnatzki 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