

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

PROOF OF CLAIM



s131572

Scheduled Claim Ref # 2-F2-19198

YOUR CLAIM IS SCHEDULED AS

\$141 270 16 UNSECURED

In re
Fleming Companies, Inc

Case Number
03-10945

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.

Name of Creditor and Address

30354429379322

AUTHENTIC SPECIALTY FOODS
PO BOX 30358
LOS ANGELES CA 90030

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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

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 () **909-631-2021**

CREDITOR TAX I D #
75-1782453

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
SGR000677

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (Fill out below)

Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 327 80 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 327 80 (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 12 2003

BMC

Fleming Companies Claim



12850

DATE SIGNED

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).

9/11/03

Edith...

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

File 441- Bill to



RETURNED GOODS INVOICE

FLEMING COMPANIES

MAIL INQUIRIES TO AUDIT CENTER 9555 JAMES AVE S , SUITE 255, BLOOMINGTON, MN 55431
PHONE 952 881 3322 XT251 E-MAIL dick.peacha@prgx.com

VENDOR NO 151640

BILL TO AUTHENTIC SPECIALTY FOODS
PO BOX 30358
LOS ANGELES, CA

DEBIT NO SGR000677

DEBIT DATE 12/17/02

90030 0

DESCRIPTION	Location Name	Amount Due
Unsaleable Product Policy	GMD WEST	\$327 80
<i>Charge to 2003 Fleming BDF. J Salas 5/27/03</i>		

SEE SCHEDULE OF DETAIL ATTACHED

This invoice is a result of an audit of FLEMING'S Unsaleable Product Policy. The scope of this audit was from February 25, 2001 to February 23, 2002 and included a review of all unit list costs in FLEMING'S system along with the charges to suppliers for the pre-damage Direct Product Cost (DPC's), Post Damage Costs (PDC's) and Reclamation Center Costs (RCC's). Our auditors have determined that some invoices, for the dates above, were never deducted by FLEMING through the normal process. The attached Returned Goods Schedule of invoices and the related copies attached represent the charges that were not deducted. These invoices may be for both retail and warehouse unsaleable product. For additional information please contact our auditors directly at Audit Center, 9555 James Ave South, Suite 255, Bloomington, MN 55431. Thank you

*6/10/03 - Per Datti - Include in bankruptcy recovery -
5 Original deduction & p3/00 - duplicate*

*MAY 06 2003
65/06/03 Stacey for approval*

5
MAR 06 2003

** INVOICE ** INVOICE ** INVOICE ** INVOICE ** INVOICE ** INVOICE ** INVOICE ** INVOICE **

FLEMING - NOR CAL - GMD DIVISION - PERIOD 09

INVOICE DATE 08/04/00
 CONTROL NUMBER # 09-1GVJ020240
 WILL DEDUCT 20 DAYS FROM INVOICE DATE

CORRESPONDENCE TO
 FLEMING GMD WEST
 8301 FRUIT RIDGE ROAD
 SACRAMENTO, CA 95826

=====

PLEASE REFERENCE OUR INVOICE
 NUMBER WHEN CORRESPONDING

INVOICE NUMBER R090039

BILL TO

AUTHENTIC SPECIALTY FOODS UA151640
 ACOSTA SALES & MARKETING
 6870 KOLL CENTER PARKWAY
 PLEASANTON, CA 94566

-----* UNSALEABLES *-----

UPC	ITEM DESCRIPTION	QTY	COST	EXTENDED COST TOTAL
05095900004	00012 GUACAMAYA SALS 33 8 OZ0023857	1	1 08	1 08
07538604933	00012 EMBASA JALAPEN 26 OZ 0095624	2	1 36	2 72
07538604965	00006 EMBASA JALAPEN 92 OZ 0095650	2	2 71	5 42
07538604966	01200 PLT EMBASA WHL 26 OZ 0058412	80	99	79 20
07538604967	00012 EMBASA JALAPEN 12 OZ 0095649	6	59	3 54
07538604974	00012 EMBASA JALAPEN 12 OZ 0095646	2	73	1 46
07538604975	00012 EMBASA SLICED 7 OZ 0077134	3	45	1 35
07538604976	00012 EMBASA JALAPEN 26 OZ 0095645	3	1 43	4 29
07538604986	00012 EMBASA WHOLE T 12 OZ 0095652	2	89	1 78
07538604987	00012 EMBASA GRN SAL 7 OZ 0095675	2	53	1 06
07538604988	00012 EMBASA RED SAL 7 OZ 0095676	2	53	1 06
07538605001	00012 PUEBLITO JALAP 26 OZ 0055515	1	79	79
DIVISION TOTALS FOR FRESNO		QTY-	106	COST \$ 103 75
07538604701	00012 EMBASA JALAPEN 11 OZ 0095626	39	1 01	39 39
07538604785	00012 EMBASA CRUSHED 16 OZ 0050404	6	1 08	6 48
07538604854	00012 EMBASA NOPALIT 32 OZ 0095133	4	1 71	6 84
07538604859	00012 EMBASA NOPALIT 16 OZ 0055503	14	1 00	14 00
07538604933	00012 EMBASA JALAPEN 26 OZ 0095624	1	1 36	1 36
07538604965	00006 EMBASA JALAPEN 92 OZ 0095650	5	2 71	13 55
07538604966	01200 PLT EMBASA WHL 26 OZ 0058412	16	99	15 84
07538604967	00012 EMBASA JALAPEN 12 OZ 0095649	5	59	2 95
07538604968	00012 EMBASA JALAPEN 7 OZ 0095648	3	40	1 20
07538604973	00006 EMBASA SLI JAL 98 OZ 0077133	5	3 38	16 90
07538604974	00012 EMBASA JALAPEN 12 OZ 0095646	2	73	1 46
07538604975	00012 EMBASA SLICED 7 OZ 0077134	5	45	2 25
07538604976	00012 EMBASA JALAPEN 26 OZ 0095645	4	1 43	5 72
07538604978	00006 EMBASA JALAPEN 98 OZ 0055510	1	3 38	3 38
07538604986	00012 EMBASA WHOLE T 12 OZ 0095652	6	89	5 34
07538604987	00012 EMBASA GRN SAL 7 OZ 0095675	2	53	1 06
07538604988	00012 EMBASA RED SAL 7 OZ 0095676	7	53	3 71
07538605001	00012 PUEBLITO JALAP 26 OZ 0055515	1	79	79
07538605048	00012 EMBASA SALSAS M 12 OZ 0055517	2	1 01	2 02
DIVISION TOTALS FOR SACRAMENTO		QTY-	128	COST \$ 144 24
07538604003	00012 EMBASA MOLE AD 8 5 OZ 0077101	7	1 28	8 96
07538604925	01200 PLT LA GLRA WH 26 OZ 0098449	1	68	68
07538604933	00012 EMBASA JALAPEN 26 OZ 0095624	3	1 36	4 08
07538604980	00012 EMBASA SERRANO 12 OZ 0050465	2	67	1 34
07538604986	00012 EMBASA WHOLE T 12 OZ 0095652	4	89	3 56
07538605111	00012 EMBASA DICED G 7 OZ 0033127	2	1 06	2 12
DIVISION TOTALS FOR PHOENIX		QTY-	19	COST \$ 20 74
07538604701	00012 EMBASA JALAPEN 11 OZ 0095626	1	1 01	1 01
07538604859	00012 EMBASA NOPALIT 16 OZ 0055503	1	1 00	1 00

- CONTINUED ON NEXT PAGE -

** INVOICE ** INVOICE ** INVOICE ** INVOICE ** INVOICE ** INVOICE ** INVOICE **

FLEMING GMD WEST CONTROL NUMBER 09-1GVJ020240 INV # 090039 PAGE # 2

UPC	ITEM DESCRIPTION	QTY	COST	EXTENDED COST TOTAL
07538604967	00012 EMBASA JALAPEN 12 OZ 0095649	2	59	1 18
07538604968	00012 EMBASA JALAPEN 7 OZ 0095648	2	40	80
07538604975	00012 EMBASA SLICED 7 OZ 0077134	1	45	45
DIVISION TOTALS FOR SALT LAKE CITY		QTY-	7 COST \$	4 44
		-----		-----
		260		273 17
DIVISION TOTALS FOR FRESNO		QTY-	106 COST \$	103 75
DIVISION TOTALS FOR SACRAMENTO		QTY-	128 COST \$	144 24
DIVISION TOTALS FOR PHOENIX		QTY-	19 COST \$	20 74
DIVISION TOTALS FOR SALT LAKE CITY		QTY-	7 COST \$	4 44
YOU HAVE AGREED TO PAY FLEMING GMD WEST THE COST OF THE ABOVE TOTAL				273 17
20 PERCENT SERVICE CHARGE FOR THE ABOVE UNSALEABLE PRODUCT				54 63
TOTAL AMOUNT DUE				327 80

THESE ARE THE PRODUCTS DEEMED UNSALEABLE FORM OUR STORES BETWEEN 07/03/00 & 07/28/00 THAT ARE AT OUT W SACRAMENTO CA RECLAMATION CENTER IF YOU WISH TO REVIEW YOUR PRODUCT OR ARRANGE DISPOSITION DO SO NO LATER THAN 08/25/00, WHICH IS THE FINAL DISPOSITION DATE FOR A REVIEW APPOINTMENT, CALL REGGIE ZERTUCHE AT 916-373-9039 DEDUCTION FROM INVOICE WILL BE MADE 20 DAYS FROM INVOICE DATE

***ANY QUESTIONS TO BE MADE CONCERNING INVOICE WILL TAKE 20 DAYS TO TAKE AFFECT



Line layout Additional field Additional field off Check information

FLE441 / ASF Selection Clearing document 100013394
 FLEMING SACRAMENTO GMD 42 of 912
 73124 OKLAHOMA CITY

Doc. No.	Date	Invoice	DT	Amount	Curr	Net due dt	Reference	Claim No.	Clng doc	Check No.
01/07/2003	1400030933	DZ		209 95	USD	01/07/2003	25766993	SGR002395	FLE440 POST	SEARCH 25766993
01/07/2003	1400030933	DZ		83 11	USD	01/07/2003	25766993	SGR002514	FLE440 POST	SEARCH 25766993
01/07/2003	1400030933	DZ		295 93	USD	01/07/2003	25766993	SGR002665	FLE440 POST	SEARCH 25766993
01/07/2003	1400030933	DZ		416 50	USD	01/07/2003	25766993	SGR002935	FLE440 POST	SEARCH 25766993
01/07/2003	1400030933	DZ		342 32	USD	01/07/2003	25766993	SGR003243	FLE440 POST	SEARCH 25766993
01/07/2003	1400030933	DZ		402 44	USD	01/07/2003	25766993	SGR003541	FLE440 POST	SEARCH 25766993
01/07/2003	1400030933	DZ		83 25	USD	01/07/2003	25766993	SGR003713	FLE440 POST	SEARCH 25766993
01/24/2003	1400031316	DZ		307 95	USD	01/24/2003	23541843	SGR010024	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		234 91	USD	01/24/2003	23541843	SGR010304	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		256 94	USD	01/24/2003	23541843	SGR010540	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		134 86	USD	01/24/2003	23541843	SGR010805	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		169 09	USD	01/24/2003	23541843	SGR011046	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		271 86	USD	01/24/2003	23541843	SGR011284	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		223 92	USD	01/24/2003	23541843	SGR011562	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		238 32	USD	01/24/2003	23541843	SGR011823	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		129 08	USD	01/24/2003	23541843	SGR012022	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		175 77	USD	01/24/2003	23541843	SGR012219	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		183 21	USD	01/24/2003	23541843	SGR012436	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		340 47	USD	01/24/2003	23541843	SGR012585	FLE440 POST	SEARCH 23541843
01/24/2003	1400031316	DZ		280 53	USD	01/24/2003	23541843	SGR012758	FLE440 POST	SEARCH 23541843
03/18/2003	1400032758	DZ		58 27	USD	03/18/2003	23561539	SGW300329	FLE440 03/2	LAIM R 23561539
08/16/2002	1400027422	DZ		59 99	USD	08/16/2002	23492860	SGX866509	FLE440 04/2	MAIL R 23492860

Cleared items

09/11/2000	100013394	AB		327 80	USD	09/11/2000	98021384/5/7/459		100013394	CLEARING D
09/11/2000	100013394	AB		173 09	USD	09/11/2000	90021384/5/7/459		100013394	CLEARING D
09/07/2000	98021385	ZC		173 09	USD	09/07/2000	090039	2000 SPOIL	100013394	
08/23/2000	1400009316	DZ		327 80	USD	08/23/2000	90019266/052	SGR090039	FLE440 8/28 100013394 C	31078500

**AUTHENTIC
SPECIALTY
FOODS, INC.**



4340 EUCALYPTUS AVE TEL (909) 631-2000
CHINO, CA 91710 FAX (909) 631-2100

SOLD TO FLE440
FLEM SACRAMENTO CA
GMD Division
8371/200 ROVANA
SACRAMENTO CA 95826

SHIP TO FLE440
FLEM SACRAMENTO CA
GMD Division
8371/200 ROVANA
SACRAMENTO CA 95826

CREDIT MEMO
CR MEMO # 90021385
DATE 09/07/2000

BROKER RE06 DeCredito & Assoc
REGION RE0002 RE Northwest

REMIT TO:
P O BOX 30358
LOS ANGELES,
CA 90030-0358,USA

CUSTOMER P O #	090039
SALES ORDER #	60008299
SALES ORDER DATE	09/07/2000
SHIPPING DATE	
PRICING DATE	09/07/2000
ADDITIONAL	2000 SPOILS

Repeat printout

WAREHOUSE	
B/L NUMBER	
FREIGHT	PICK UP(BRACKET PRICE) RETAIL
SHIP VIA	

BILL TO FLE441
FLEMING SACRAMENTO GMD
P O BOX 268864
OKLAHOMA CITY OK 73124
USA

QTY	ORD	QTY SHIP	CODE#	PK SIZE	DESCRIPTION	UNITS	GR WT	GR PRICE	NET PRICE	TOTAL NET
1			SPOIL		SPOILS MATIAL		0 0	173 09	173 09	173 09

TTL ORD	TTL SHIP	TTL WEIGHT SHIPPED	TTL INVOICE AMOUNT NET OF ALLOWANCES(USD)
1 000		0	173 09
TTL GROSS AMOUNT	173 09		

 *** TX REPORT ***

TRANSMISSION OK

TX/RX NO 1887
 CONNECTION TEL 919163819287
 SUBADDRESS
 CONNECTION ID
 ST TIME 02/28 11 28
 USAGE T 11'56
 PGS SENT 8
 RESULT OK

**AUTHENTIC
 SPECIALTY
 FOODS, INC.**



Date: 02/28/03

To: RENE
 FLEMING SACRAMENTO GMD

Phone: 916-381-9244
 Fax: 916-381-9287

RE CLAIM REQUESTS

NO OF PAGES 8

DATE	DOCUMENT NUMBER	CHECK NUMBER	CLAIM NUMBER	DEDUCTION AMOUNT	FIRST REQUEST	SECOND REQUEST	THIRD REQUEST	COMMENTS
FLE441/FLE440								
12/27/03	1400030685	23534257	SGR000021	\$283 10	01/17/03	02/28/03		BACK-UP NEEDED
12/27/03	1400030685	23534257	SGR002058	\$745 20	01/17/03	02/28/03		BACK-UP NEEDED
12/27/03	1400030685	23534257	SGR000677	\$327 80	01/17/03	02/28/03		BACK-UP NEEDED
12/27/03	1400030685	23534257	SGR001005	\$282 93	01/17/03	02/28/03		BACK-UP NEEDED
12/27/02	1400030685	23534257	SGR001951	\$59 70	01/17/03	02/28/03		BACK-UP NEEDED
12/27/02	1400030685	23534257	SGR000363	\$331 17	01/17/03	02/28/03		BACK-UP NEEDED
09/12/02	1400028082	23501076	SGW021127	\$71 02	10/01/02	12/19/02	02/28/03	BACK-UP NEEDED
07/25/02	1400026959	23486616	SGW020843	\$68 68	08/23/02	12/19/02	02/28/03	BACK-UP NEEDED
12/02/02	1400030036	25752225	SGW021372	\$76 37	08/23/02	12/19/02	02/28/03	BACK-UP NEEDED
11/04/02	1400029339	25739057	SGW021291	\$61 91	12/06/02	12/19/02	02/28/03	BACK-UP NEEDED

TOTAL \$2,307.88

We are unable to adjust your account accordingly for deduction taken on the above-mentioned claim
 Please forward a copy of your claim to

AUTHENTIC SPECIALTY FOODS, INC.
 Accounts Receivable Department
 4340 Eucalyptus
 Chino, CA 91710-9705

*** TX REPORT ***

TRANSMISSION OK

TX/RX NO 1175
CONNECTION TEL 919163819287
SUBADDRESS
CONNECTION ID
ST TIME 01/17 13 51
USAGE T 00'40
PGS SENT 1
RESULT OK

**AUTHENTIC
SPECIALTY
FOODS, INC.**



Date 01/17/03

To: FLEMING-SACRAMENTO

Phone: 916-381-9200
Fax: 916-381-9287

RE CLAIM REQUESTS

Pages

DATE	DOCUMENT NUMBER	CHECK NUMBER	CLAIM NUMBER	DEDUCTION AMOUNT	FIRST REQUEST	SECOND REQUEST	THIRD REQUEST	COMMENTS
12/27/03	1400030685	23534257	SGR000021	\$283 10	01/17/03			BACKUP NEEDED
12/27/02	1400030685	23534257	SGR002058	\$745 20	01/17/03			BACKUP NEEDED
12/27/02	1400030685	23534257	SGR000677	\$327 80	01/17/03			BACKUP NEEDED
12/27/02	1400030685	23534257	SGR001005	\$282 93	01/17/03			BACKUP NEEDED
12/27/02	1400030685	23534257	SGR001951	\$59 70	01/17/03			BACKUP NEEDED
12/27/02	1400030685	23534257	SGR000363	\$331 17	01/17/03			BACKUP NEEDED

TOTAL \$2,029 90

We are unable to adjust your account accordingly for deduction taken on the above-mentioned claim
Please forward a copy of your claim to

AUTHENTIC SPECIALTY FOODS, INC.
Accounts Receivable Department
4340 Eucalyptus
Chino, CA 91710-9705

or you may fax the information to (909) 590-0968
If you need further information I can be reached at (909) 631-2025, Monday thru Friday, 9 00 – 3 30 (PST)
Please return this memo along with your response

REF INV R090039 INV DATE 08/04/2000 DEPT
REF PO DED DATE 12/17/2002 BROKER
M-VEND ORD DATE 08/04/2000 MDSR

RC	UPC	ITEM	DESCRIPTION/COMMENT	WEIGHT	QTY	AMOUNT	EXT AMOUNT
L1			RECLAMATION-BACKUP TO BE MAILED OUT		1	327 800	327 80
		CONTACT DICK PEACHA				** TOTAL AMOUNT DEDUCTED ** \$	327 80
			DO NOT PAY - TOTAL AMOUNT WILL BE DEDUCTED ON A REMITTANCE REFER TO DEDUCTION NUMBER ON ALL CORRESPONDENCE				

12/10/2002 0 44 PAGE 07/01 12/18/2002 06 30

Allocation number	Pstg date	Do ty	Document number	Doc date	BusA Lin	PK D P K K	Cash disc base	PPBD date	Dsc Dsc dyl perc	Net 1 due	G Curr- L ency	Amount document curr
Sort	CC Acct no	Allocation no	Posting date	Currency	Business area							
SGR000677		122702	DZ 1400030685	122702		005 06 0	327 80	122702		122702	USD	327 80
		Ref no	23534257			FLE440						
SGR001005		122702	DZ 1400030685	122702		007 06 0	282 93	122702		122702	USD	282 93
		Ref no	23534257			FLE440						
SGR001362		122702	DZ 1400030685	122702		008 06 0	221 90	122702		122702	USD	221 90
		Ref no	23534257			FLE440						
SGR001691		122702	DZ 1400030685	122702		009 06 0	185 76	122702		122702	USD	185 76
		Ref no	23534257			FLE440						
SGR001951		122702	DZ 1400030685	122702		010 06 0	59 70	122702		122702	USD	59 70
		Ref no	23534257			FLE440						
SGR002058		122702	DZ 1400030685	122702		003 06 0	745 20	122702		122702	USD	745 20
		Ref no	23534257			FLE440						
ASF	FLE441	**					USD		2 437 56	D		
									0 00	C		
							Total receivables		2,437 56			
							Per currency:		2 437 56			
ASF	FLE458		CTP/FRESNO DIVISION								Key date	12/27/02
			FLEMING INC									
			P O BOX 24730									
			US 73124 OKLAHOMA CITY OK									
FSB000236		122702	DZ 1400030685	122702		015 06 0	750 00	122702		122702	USD	750 00
		Ref no	23534257			FLE459						
FSB000246		122702	DZ 1400030685	122702		023 06 0	219 36	122702		122702	USD	219 36
		Ref no	23534257			FLE459						
FSB000247		122702	DZ 1400030685	122702		024 06 0	215 28	122702		122702	USD	215 28
		Ref no	23534257			FLE459						
FSB000248		122702	DZ 1400030685	122702		027 06 0	141 36	122702		122702	USD	141 36
		Ref no	23534257			FLE459						
FSB000249		122702	DZ 1400030685	122702		026 06 0	166 56	122702		122702	USD	166 56
		Ref no	23534257			FLE459						
FSB000250		122702	DZ 1400030685	122702		016 06 0	518 42	122702		122702	USD	518 42
		Ref no	23534257			FLE459						
FSC212925		122702	DZ 1400030685	122702		025 06 0	200 00	122702		122702	USD	200 00
		Ref no	23534257			FLE459						
FSC213102		122702	DZ 1400030685	122702		014 06 0	889 20	122702		122702	USD	889 20
		Ref no	23534257			FLE459						
FSC213103		122702	DZ 1400030685	122702		020 06 0	285 92	122702		122702	USD	285 92
		Ref no	23534257			FLE459						
ASF	FLE458	**					USD		3,386 10	D		
									0 00	C		
							Total receivables		3,386 10			
							Per currency		3 386 10			
ASF	FLE500		CTP/SALT LAKE CITY DIV								Key date	12/27/02
			FLEMING COMPANIES INC									
			P O BOX 24930									
			US 73124 OKLAHOMA CITY OK									
COUPONS		122702	DZ 1400030685	122702		012 06 0	524 57	122702		122702	USD	524 57
		Ref no	23534257			FLE501						
SLC213098		122702	DZ 1400030685	122702		033 06 0	81 60	122702		122702	USD	81 60

Fleming

Box 20847 Oklahoma City OK 73126

TEXAS COMMERCE
SAN ANGELO TX

No 23534257
64-88/ 1113
HI

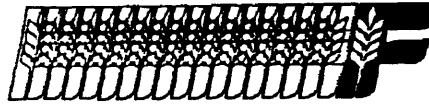
UNION
BANK OF
CALIFORNIA

Date 12/23/02 Amount \$*****22,922.20*

Pay TWENTY TWO THOUSAND NINE HUNDRED TWENTY TWO DOLLARS AND 20/100

Pay To The Order Of

AUTHENTIC SPECIALTY FOODS
PO BOX 30358
LOS ANGELES, CA 90030



Unique Character Facsimile Signature

⑆ 23534257 ⑆ ⑆ 111300880⑆ 06300036160 ⑆

Handwritten: 14-30685
30

LOCKBOX 30358 BATCH 1 ITEM 15 IMAGE 15 DATE December 27, 2002 AMOUNT \$ 22,922.20

Fleming

151640

0100

When corresponding refer to ==> 23534257

Division	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
SALT LAKE CITY	12/17/02	12/17/02	SLP998312	-981 17	0 00
GMD WEST - <i>File 441-440</i>	11/30/00	12/17/02	SGR002058	-745 20	0 00
GMD WEST	07/07/00	12/17/02	SGR000363	-331.17	0.00
GMD WEST	08/04/00	12/17/02	SGR000677	-327.00	0.00
GMD WEST	06/09/00	12/17/02	SGR000021	-283.16	0.00
GMD WEST	09/01/00	12/17/02	SGR001005	282 93	0 00
GMD WEST	09/28/00	12/17/02	SGR001362	-221 90	0 00
GMD WEST	10/27/00	12/17/02	SGR001691	-185 76	0 00
GMD WEST	10/27/00	12/17/02	SGR001951	-59 70	0.00
GMD WEST	09/01/00	12/17/02	SGR001234	-25.89	0.00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC210883PB	243.36	0.00
GMD MEMPHIS CTP	10/31/02	12/18/02	MGU909211	-3,681 60	0 00
CORPORATE CATEGORY MARKETING - <i>FK455-45</i>	12/19/02	12/19/02	FSC213102	-889 20	0 00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	FSB000236	-750 00	0 00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	FSB000250	-518.42	0.00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	NCB000311	-461.28	0.00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	NCB000309	-446.72	0.00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213104	-287 04	0 00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	FSC213103	-285 92	0 00
RETAIL SERVICE (COUPONS)	11/25/02	12/18/02	CP0706666	-273 51	0 00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	NCB000310	-243.84	0.00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213100	-234.00	0.00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	FSB000246	-219.36	0.00
RETAIL SERVICE (COUPONS)	11/25/02	12/18/02	CP0706554	-216 86	0 00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	FSB000247	-215 28	0 00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	FSC212925	-200 00	0 00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	FSB000249	-166.56	0.00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	FSB000248	-141.36	0.00
CORPORATE CATEGORY MARKETING	12/16/02	12/16/02	KGX804635	-135.20	0.00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213103	-97 92	0 00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213099	-95 76	0 00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213105	-92.79	0 00
CORPORATE CATEGORY MARKETING	12/18/02	12/18/02	NCB000308	-84.00	0.00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213098	-81.60	0.00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213101	-55.44	0.00
CORPORATE CATEGORY MARKETING	12/19/02	12/19/02	SLC213102	-40 56	0 00
RETAIL SERVICE (COUPONS)	11/19/02	12/17/02	CP0702649	-31 43	0 00

Handwritten: Coupons 52457

Division		Invoice Date	Receipt Date	Inv No./Credit Request	Amount	Discount
GMD MEMPHIS	CTP	12/03/02	12/08/02	MGU909206	-6 30	0 00
RETAIL SERVICE (COUPONS)		11/25/02	12/18/02	CP0706764	-1 93	0 00
RETAIL SERVICE (COUPONS)		11/25/02	12/18/02	CP0706917	-0 79	0.00
RETAIL SERVICE (COUPONS)		11/26/02	12/18/02	CP0707952	-0.05	0 00
GMD - KING OF PRUSSIA	CTP	11/26/02	11/27/02	0090077128	1,657.96	-37 14
SALT LAKE CITY		11/27/02	12/04/02	0090077380	12,723 28	-255 78
GMD MEMPHIS	CTP	10/31/02	12/18/02	90075086	22,328 80	-372 94

DATE OF CHECK 12/23/02

AMOUNT OF CHECK \$22,922 20