

**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

0354429379322

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 ID #

75-1782453

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
SGR002058

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 \$ 745 20 (unsecured) \$ _____ (secured) \$ 745 20 (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 12 2003

RMC

Fleming Companies Claim



12854

DATE SIGNED

9-11-03

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)

Earthen T. King, Esq. Collections Supervisor

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

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 SGR002058

DEBIT DATE 12/17/02

90030 0

DESCRIPTION

Location Name

Amount Due

Unsaleable Product Policy

GMD WEST

\$745.20

Charge to 2003 Fleming BDF. J Dallas 5/27/03

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

6/10/02. Per Datti - Include in bankruptcy recovery. Original deduction 7/23/02 - duplicate

5

MAY 06 2003

05/06/03 to check for approval

5

MAR 06 2003

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

FLEMING - NOR CAL - GMD DIVISION - PERIOD 13

INVOICE DATE 11/30/00
 CONTROL NUMBER # 13-1GVJ020240
 WILL DEDUCT 20 DAYS FROM INVOICE DATE
 =====
 PLEASE REFERENCE OUR INVOICE
 NUMBER WHEN CORRESPONDING

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

INVOICE NUMBER R130044

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
07538604858	00012 EMBASA CHIPOTL	7 OZ	0095623	3	83	2 49
07538604933	00012 EMBASA JALAPEN	26 OZ	0095624	2	1 43	2 86
07538604965	00006 EMBASA JALAPEN	92 OZ	0095650	2	2 71	5 42
07538604966	01200 PLT EMBASA WHL	26 OZ	0058412	9	99	8 91
07538604967	00012 EMBASA JALAPEN	12 OZ	0095649	9	61	5 49
07538604968	00012 EMBASA JALAPEN	7 OZ	0095648	3	40	1 20
07538604974	00012 EMBASA JALAPEN	12 OZ	0095646	2	73	1 46
07538604975	00012 EMBASA SLICED	7 OZ	0077134	1	45	45
07538604976	00012 EMBASA JALAPEN	26 OZ	0095645	1	1 43	1 43
07538604988	00012 EMBASA RED SAL	7 OZ	0095676	2	53	1 06
DIVISION TOTALS FOR FRESNO			QTY-	34	COST \$	30 77
05095900001	00024 GUACAMAYA SALS	6 OZ	0023825	1	54	54
05095900004	00012 GUACAMAYA SALS	33 8 OZ	0023857	1	1 08	1 08
07538604001	00012 EMBASA MOLE VE	8 5 OZ	0077098	3	1 28	3 84
07538604003	00012 EMBASA MOLE AD	8 5 OZ	0077101	23	1 28	29 44
07538604701	00012 EMBASA JALAPEN	11 OZ	0095626	1	1 01	1 01
07538604785	00012 EMBASA CRUSHED	16 OZ	0050404	2	1 08	2 16
07538604858	00012 EMBASA CHIPOTL	7 OZ	0095623	4	83	3 32
07538604868	00012 EMBASA CHIPOTL	12 OZ	0096090	18	1 20	21 60
07538604933	00012 EMBASA JALAPEN	26 OZ	0095624	1	1 43	1 43
07538604965	00006 EMBASA JALAPEN	92 OZ	0095650	16	2 71	43 36
07538604966	01200 PLT EMBASA WHL	26 OZ	0058412	264	99	261 36
07538604967	00012 EMBASA JALAPEN	12 OZ	0095649	21	61	12 81
07538604968	00012 EMBASA JALAPEN	7 OZ	0095648	9	40	3 60
07538604973	00006 EMBASA SLI JAL	98 OZ	0077133	5	3 43	17 15
07538604974	00012 EMBASA JALAPEN	12 OZ	0095646	21	73	15 33
07538604975	00012 EMBASA SLICED	7 OZ	0077134	8	45	3 60
07538604976	00012 EMBASA JALAPEN	26 OZ	0095645	6	1 43	8 58
07538604978	00006 EMBASA JALAPEN	98 OZ	0055510	1	3 43	3 43
07538604979	00012 EMBASA SERRANO	7 OZ	0095644	64	44	28 16
07538604986	00012 EMBASA WHOLE T	12 OZ	0095652	30	89	26 70
07538604987	00012 EMBASA GRN SAL	7 OZ	0095675	3	53	1 59
07538604988	00012 EMBASA RED SAL	7 OZ	0095676	4	53	2 12
07538605048	00012 EMBASA SALSA M	12 OZ	0055517	20	1 01	20 20
07538605124	00012 EMBASA WHL GRE	27 OZ	0033116	2	2 00	4 00
07538605643	00012 EMBASA CHILES	12 OZ	0095618	3	1 10	3 30
DIVISION TOTALS FOR SACRAMENTO			QTY-	531	COST \$	519 71
07538604001	00012 EMBASA MOLE VE	8 5 OZ	0077098	1	1 28	1 28
07538604002	00012 EMBASA MOLE PI	8 5 OZ	0077100	1	1 28	1 28
07538604003	00012 EMBASA MOLE AD	8 5 OZ	0077101	2	1 28	2 56
07538604017	00012 EMBASA MOLE RE	12 OZ	0043524	14	1 52	21 28
07538604701	00012 EMBASA JALAPEN	11 OZ	0095626	1	1 01	1 01
07538604933	00012 EMBASA JALAPEN	26 OZ	0095624	5	1 43	7 15
07538604978	00006 EMBASA JALAPEN	98 OZ	0055510	1	3 43	3 43

- CONTINUED ON NEXT PAGE -

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

FLEMING GMD WEST CONTROL NUMBER 13-1GVJ020240 INV # 130044 PAGE # 2

UPC	ITEM DESCRIPTION	QTY	COST	EXTENDED COST TOTAL
07538604986	00012 EMBASA WHOLE T 12 OZ 0095652	5	89	4 45
07538605111	00012 EMBASA DICED G 7 OZ 0033127	4	1 06	4 24
DIVISION TOTALS FOR PHOENIX		QTY-	34	COST \$ 46 68
05095900004	00012 GUACAMAYA SALS 33 8 OZ0023857	1	1 08	1 08
07210101525	00012 CS LV ENCHILAD 28 FZ 0028315	2	1 15	2 30
07538604701	00012 EMBASA JALAPEN 11 OZ 0095626	2	1 01	2 02
07538604858	00012 EMBASA CHIPOTL 7 OZ 0095623	1	83	83
07538604868	00012 EMBASA CHIPOTL 12 OZ 0096090	1	1 20	1 20
07538604965	00006 EMBASA JALAPEN 92 OZ 0095650	1	2 71	2 71
07538604967	00012 EMBASA JALAPEN 12 OZ 0095649	1	61	61
07538604974	00012 EMBASA JALAPEN 12 OZ 0095646	4	73	2 92
07538604975	00012 EMBASA SLICED 7 OZ 0077134	2	45	90
07538604976	00012 EMBASA JALAPEN 26 OZ 0095645	5	1 43	7 15
07538604988	00012 EMBASA RED SAL 7 OZ 0095676	4	53	2 12
DIVISION TOTALS FOR SALT LAKE CITY		QTY-	24	COST \$ 23 84
			623	621 00
DIVISION TOTALS FOR FRESNO		QTY-	34	COST \$ 30 77
DIVISION TOTALS FOR SACRAMENTO		QTY-	531	COST \$ 519 71
DIVISION TOTALS FOR PHOENIX		QTY-	34	COST \$ 46 68
DIVISION TOTALS FOR SALT LAKE CITY		QTY-	24	COST \$ 23 84
YOU HAVE AGREED TO PAY FLEMING GMD WEST				621 00
THE COST OF THE ABOVE TOTAL				
20 PERCENT SERVICE CHARGE FOR THE ABOVE UNSALEABLE PRODUCT				124 20
TOTAL AMOUNT DUE				745 20

THESE ARE THE PRODUCTS DEEMED UNSALEABLE FROM OUR STORES BETWEEN 10/20/00 & 11/23/00 THAT ARE AT OUT W SACRAMENTO, CA RECLAMATION CENTER IF YOU WISH TO REVIEW YOUR PRODUCT OR ARRANGE DISPOSITION DO SO NO LATER THAN 12/28/00 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

 *** 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



Line layout Additional field Additional field off Check information

FLE441 / ASF Selection Clearing document (Misc)
 FLEMING SACRAMENTO GMD 44 of 912
 73124 OKLAHOMA CITY

Doc. Date	Invoice	DI	Amount	Curr.	Net due dt	Reference	Claim No	Claim desc	CRS#
01/07/2003	1400030933	DZ	83 11	USD	01/07/2003	25766993	SGR002514	FLE44 TO RESEARCH	25766993
01/07/2003	1400030933	DZ	295 93	USD	01/07/2003	25766993	SGR002665	FLE44 TO RESEARCH	25766993
01/07/2003	1400030933	DZ	416 50	USD	01/07/2003	25766993	SGR002935	FLE44 TO RESEARCH	25766993
01/07/2003	1400030933	DZ	342 32	USD	01/07/2003	25766993	SGR003243	FLE44 TO RESEARCH	25766993
01/07/2003	1400030933	DZ	402 44	USD	01/07/2003	25766993	SGR003541	FLE44 TO RESEARCH	25766993
01/07/2003	1400030933	DZ	83 25	USD	01/07/2003	25766993	SGR003713	FLE44 TO RESEARCH	25766993
01/24/2003	1400031316	DZ	307 95	USD	01/24/2003	23541843	SGR010024	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	234 91	USD	01/24/2003	23541843	SGR010304	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	256 94	USD	01/24/2003	23541843	SGR010540	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	134 86	USD	01/24/2003	23541843	SGR010805	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	169 09	USD	01/24/2003	23541843	SGR011046	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	271 86	USD	01/24/2003	23541843	SGR011284	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	223 92	USD	01/24/2003	23541843	SGR011562	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	238 32	USD	01/24/2003	23541843	SGR011823	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	129 08	USD	01/24/2003	23541843	SGR012022	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	175 77	USD	01/24/2003	23541843	SGR012219	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	183 21	USD	01/24/2003	23541843	SGR012436	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	340 47	USD	01/24/2003	23541843	SGR012585	FLE44 TO RESEARCH	23541843
01/24/2003	1400031316	DZ	280 53	USD	01/24/2003	23541843	SGR012758	FLE44 TO RESEARCH	23541843
03/18/2003	1400032758	DZ	58 27	USD	03/18/2003	23561539	SGW300329	FLE44 AXED CLAIM R	23561539
08/16/2002	1400027422	DZ	59 99	USD	08/16/2002	23492860	SGX866509	FLE44 ENT E/MAIL R	23492860

Cleared items

01/11/2001	100016908	AB	745 20	USD	01/11/2001			100016908	
01/11/2001	100016908	AB	745 20	USD	01/11/2001			100016908	
01/10/2001	90029077	ZC	745 20	USD	01/10/2001	SGR130044	2000 SPOIL	100016908	
12/14/2000	1400012121	DZ	745 20	USD	12/14/2000	23299128	SGR130044	FLE44 100016908	AX 2ND CLAIM 23299128
07/23/2002	90066867	ZC	745 20	USD	07/23/2002	90062897	2002/1 BDF	100034146	
06/14/2002	1400025894	DZ	745 20	USD	06/14/2002	23474623	SGU912101	FLE44 100034146	XD APPR REQU 23474623

**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 # 90029077
DATE 01/10/2001

BROKER RE06 DeCredico & Assoc

REGION RE0002 RE Northwest

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

CUSTOMER P O #	SGR130044
SALES ORDER #	60011813
SALES ORDER DATE	01/10/2001
SHIPPING DATE	
PRICING DATE	01/10/2001
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		745 20	745 20	745 20

TTL ORD 1 000
TTL GROSS AMOUNT 745 20

TTL SHIP
TTL WEIGHT SHIPPED 0

TTL INVOICE AMOUNT NET OF ALLOWANCES(USD) 745 20

**AUTHENTIC
SPECIALTY
FOODS, INC.**



CREDIT MEMO
CR MEMO # 90066867
DATE 07/23/2002

BROKER RE06 DeCredito & Assoc
 REGION RE0007 Not used (Distributr

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

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

CUSTOMER P O #	90062897/SGU912101
SALES ORDER #	60030106
SALES ORDER DATE	07/23/2002
SHIPPING DATE	
PRICING DATE	07/23/2002
ADDITIONAL	2002/1 BDF

Repeat printout

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

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

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
130				04976	12/26oz		EMB SLC Jalapenos Escab UPC 10075386049766		3	250	0			702 00
8				04933	12/26oz		EMB Nacho Sliced Jalapeno UPC 10075386049339		200	0				43 20

TTL ORD	TTL SHIP	TTL WEIGHT SHIPPED	TTL INVOICE AMOUNT NET OF ALLOWANCES(USD)	745 20
138 000		3 450		
TTL GROSS AMOUNT	0 00			

Allocation number	Pstg date	Do ty	Document number	Doc date	BusA Lin	PK D P	Cash disc base	PPBD date	Disc Dyl	Disc 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 26647 Oklahoma City OK 73126

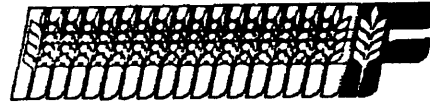
TEXAS COMMERCE
SAN ANGELO TX

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



Unique Character Facsimile Signature

Pay
To
The
Order
Of

AUTHENTIC SPECIALTY FOODS
PO BOX 30358
LOS ANGELES, CA 90030

⑆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	-327.80	0.00
GMD WEST	06/09/00	12/17/02	SGR000021	-283.10	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	-44.02	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 57457

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