

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		<b>PROOF OF CLAIM</b>
Name of Debtor <p style="text-align: center;">Fleming Companies, Inc</p>	Case Number <p style="text-align: center;">03-10945</p>	THIS SPACE IS FOR COURT USE ONLY
Name of Creditor (The person or other entity to whom the debtor owes money or property) <p style="text-align: center;">Jones Dairy Farm</p>	<input type="checkbox"/> 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  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	
Name and address where notices should be sent KOHNER, MANN & KAILAS, S C 1572 EAST CAPITOL DRIVE PO BOX 11982 MILWAUKEE, WI 53211-0982 Telephone number 414-962-5110		
Account or other number by which creditor identifies debtor <p style="text-align: center;">490-7</p>	Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends	
<b>1 Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		
<input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
<b>2 Date debt was incurred</b> <u>pre-petition</u>	<b>3 If court judgment, date obtained</b>	
<b>4 Total Amount of Claim at Time Case Filed</b> \$ <u>\$40,138.50</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input type="checkbox"/> 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		
<b>5 Secured Claim</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of Collateral \$ _____  Amount of arrearage and other charges <u>at time case filed</u> included in secured claim, if any \$ _____		<b>6 Unsecured Priority Claim</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ <u>17,685.57</u> Specify the priority of the claim <input type="checkbox"/> 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 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 USC § 507(a)(4) <input type="checkbox"/> Up to \$2 100 of deposits toward purchase lease or rental property or services for personal family or household use - 11 USC § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child - 11 USC § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 USC § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 USC § 507(a)(_____)
<b>7 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim  <b>8 Supporting Documents</b> 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  <b>9 Date-Stamped Copy</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold; margin: 5px;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; margin: 5px;">SEP 15 2003</div> <div style="font-size: 2em; font-weight: bold; margin: 5px;">BMC</div> <div style="font-size: 0.8em; margin: 5px;">Fleming Companies Claim</div> <div style="font-size: 0.8em; margin: 5px;">12981</div>
Date 9-8-03	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) BY <u>Kohner, Mann &amp; Kailas, S C</u> PER <u>Matthew J Stickel, Attorney and Agent</u>	
Penalty for presenting fraudulent claim Fine of up to \$500,000 or imprisonment for up to five years or both 18 USC § § 152 and 3571		

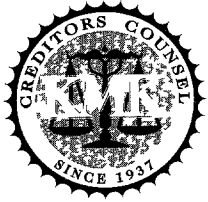
EXHIBIT A

Proof of claim of Jones Dairy Farm in the Fleming Companies, Inc bankruptcy case, Case 03-10945 Jones Dairy Farm attaches this summary to its proof of claim, as the supporting documents are voluminous Jones Dairy Farm reserves the right to amend, supplement or change the amount or type of priority, with respect to its proof of claim, based upon additional information provided to it

Jones Dairy Farm has filed a \$17,685 57 reclamation claim, which is pending before the Bankruptcy Court for allowance. The reclamation demand was made in writing on April 9, 2003 to the debtor Based upon its reclamation/recoupment claim, Jones Dairy Farm asserts a priority claim pursuant to Section 546, 503, and 507 of the Bankruptcy Code

Jones Dairy Farm has a total claim of \$40,138 50, which includes its \$17,685 57 reclamation claim

4907E/MJS



September 9, 2003

**KOHNER  
MANN &  
KAILAS, S.C.**  
ATTORNEYS AT LAW



1572 E Capitol Drive  
PO Box 11982  
Milwaukee WI 53211 0982  
Telephone (414) 962 5110  
Facsimile (414) 962 8725  
Email kmksc@execpc.com

VIA FEDERAL EXPRESS

Bankruptcy Management  
Corporation ("BMC")  
1330 East Franklin Avenue  
El Segundo, CA 90245

RE Fleming Companies, Inc , et  
al , Debtors, Chapter 11  
Cases, Case No 03-10945  
(mwf), Proof of Claim of Jones  
Dairy Farm

Our File No 23-490-7

Dear Sir or Madam

On behalf of the above-named creditor, we enclose herewith an original and two (2) copies of a proof of claim with regard to this bankruptcy case

Please file the original with your court and return one of the copies, along with your usual stamp, confirming the date on which the claim has been filed

Also, please indicate the assigned claim number on the return copy

A self-addressed, postage prepaid envelope is enclosed for your convenience in replying

**PLEASE PLACE THE LAW FIRM OF KOHNER, MANN & KAILAS, S.C. ON THE MAILING LIST FOR ALL NOTICES IN THIS MATTER.**

Thank you!

Very truly yours,

KOHNER, MANN & KAILAS, S C

Matthew J Stickel

MJS rsr Enc