

FORM B10 (Official Form 10) (4/01)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF Delaware	PROOF OF CLAIM
Name of Debtor Fleming Foods, 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.			
Name of Creditor (The person or other entity to whom the debtor owes money or property) Sunny Valley International, Inc.		<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: P.O. Box 952 Marlton, NJ 08053		THIS SPACE IS FOR COURT USE ONLY	
Telephone number 856-881-0200			
Account or other number by which creditor identifies debtor		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 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date)			
<b>2. Date debt was incurred:</b>		<b>3. If court judgment, date obtained:</b>	
<b>4. Total Amount of Claim at Time Case Filed:</b> \$ 4,103.50 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 at time case filed included in secured claim, if any: \$ _____		<b>6. Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ 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 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ) _____ <small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
<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	
Date 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) Connie Eiser, Treasurer		

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Fleming Companies Claim



13038

FILED  
SEP 15 2003  
BMC

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FILED  
SEP 15 2003

Claimant claims under the statutory trust contained in the Penshable Agricultural  
Commodities Act 7 U.S C 499 (e)



Invoice #: 44083  
 Invoice 03/11/03  
 Ship: 03/11/03  
 Pay Terms: 10 DAYS

Sold To: FLEMING COMPANY INC  
 P O BOX 26680  
 OKLAHOMA CITY OK 73126

Ship To: FLEMING COMPANY INC  
 1637 ST JAMES ST  
 LA CROSSE WI 54603

Page 1 of 1

Sale Terms: FOB	Salesperson GREGORY CAVENC	Carrier: BUYER'S TRUCK
Order: 03/07/03	Via: Truck	Trailer lic: st31542 St: WI
Cust PO: 701767	Currency: USD	Broker

Description	Quantity	UOM	Price	Amount
BLUEBERRY 12 4 4QZ	157	ctn	16 00	2,512 00
RYAN RECORDER	1		23 50	23 50
INVOICE TOTAL	157			2,535.50



**REMIT PAYMENT TO:**  
**P.O. BOX 952**  
**MARLTON, NJ 08053-0952**



*Please return a copy of this invoice with your remittance - Thank You*

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

800 Ellis Street Glassboro NJ 06028 Phone (856) 881-0200 Fax. (856) 881-7232

**INVOICE**

Invoice #: 44294  
 Invoice: 04/02/03  
 Ship. 03/25/03  
 Pay Terms: 10 DAYS

Sold To: FLEMING COMPANY INC  
 P O BOX 26680  
 OKLAHOMA CITY OK 73128

Ship To: FLEMING COMPANY INC  
 144 CUYAHOGA ST  
 AKRON OH 44304

Page 1 of 1

Sale Terms: FOB	Salesperson: GREGORY CAVENK	Carrier: BUYER'S TRUCK
Order: 03/20/03	Via: Truck	Trailer I/c: PUF6057 St: OH
Cust PO: 998009	Currency: USD	Broker

Description	Quantity	UOM	Price	Amount
BLUEBERRY 12 4 4OZ	112	ctn	14 00	1,568.00
INVOICE TOTAL	112			1,568 00



**REMIT PAYMENT TO:**  
**P.O.BOX 952**  
**MARLTON, NJ 08053-0952**

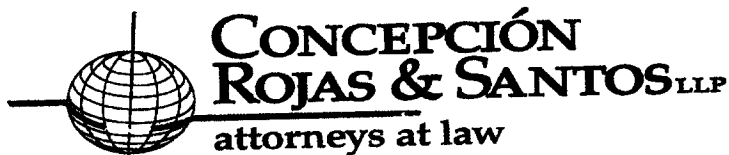


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800 Ellis Street Glassboro NJ 08028 Phone (856) 881-0200 Fax (856) 881-7232

TOTAL P.03



September 12, 2003

**Via Federal Express**

Bankruptcy Management Corporation  
1330 East Franklin Avenue  
El Segundo, CA 90245

RE *In Re Fleming Companies, Inc* , Case No 03-10945, In the United States Bankruptcy Court in the District of Delaware

Dear Sir or Madam

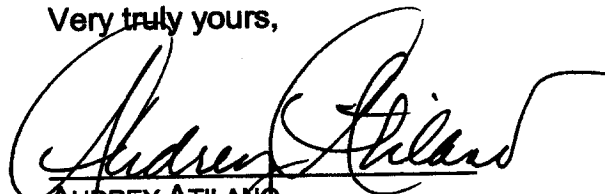
Enclosed please find Proofs of Claims for the following parties

- 1 Andes River Marketing,
- 2 Sunny Valley International, Inc ,
- 3 Healds Valley Farms, Ltd ,
- 4 Tanaka Produce, Inc ,
- 5 Columbia Marketing International, LLC,
- 6 David Ortiz d/b/a Ortiz Product,
- 7 Rouse & Teachey, and
- 8 Spur, Inc d/b/a Tony Shepherd Enterprises

Please file and return a conformed copy of each in the self-addressed, stamped envelope provided

If you have any questions, please do not hesitate to contact this office

Very truly yours,



AUDREY ATILANO  
ASSISTANT TO CRAIG A. STOKES