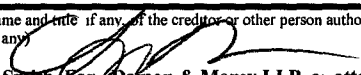



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES, et al		Case No 03-10945
This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503		
Name of Creditor <i>(The person or entity to whom the debtor owes money or property)</i> Merj Foods, Inc. d/b/a Hamburg Jubilee		THIS SPACE IS FOR COURT USE ONLY
Name and Addresses Where Notices Should be Sent DAMON & MOREY LLP William F Savino Esq 1000 Cathedral Place 298 Main Street Buffalo New York 14202		
Telephone No (716) 856-5500		
Account or Other Number By Which Creditor Identifies Debtor		Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated _____
1 BASIS FOR CLAIM <input type="checkbox"/> Goods Sold <input checked="" type="checkbox"/> Services Performed <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury/Wrongful Death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>breach of contract</u>		<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 social security number _____ Unpaid compensation for services performed from _____ to _____
2 DATE DEBT WAS INCURRED Various		3 IF COURT JUDGMENT, DATE OBTAINED
4 Total Amount of Claim at Time Case Filed \$3,000,000.00 If all or part of your claim is secured or entitled to priority also complete Item 5 and 6 below <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to principal amount of the claim Attach itemized statement of all interest or additional charges		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including 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 (lien) and other charges at time case filed included in secured claim if any		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ <input type="checkbox"/> Wages, salaries or commissions (up to \$4 650 00*) earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier 11 U.S.C. Section 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1 950* 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 of governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 USC § 507(a) _____ <i>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</i>
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 or evidence of security interest 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 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 September 12, 2003	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)  Christopher D Smith, Esq., Damon & Morey LLP, as attorneys for creditor Merj Foods, Inc d/b/a Hamburg Jubilee	
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		

FILED
SEP 15 2003
BMC
 Fleming Companies Claim

 13202

UNITED STATES BANKRUPTCY COURT FOR
THE DISTRICT OF DELAWARE

In re

Fleming Companies, Inc., et al.,

Debtors

Chapter 11
Case No 03-10945-MIFW
(Jointly Administered)

GENERAL POWER OF ATTORNEY

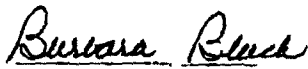
To the Clerk of the Court, Fleming Group of Companies Inc and any and all other Interested Parties

The undersigned claimant hereby authorizes Damon & Morey LLP as attorney in fact for the undersigned and with full power of substitution to vote on any question that may be lawfully submitted to creditors of the debtor in the above entitled case, to vote for a trustee of the estate of the debtor and for a committee of creditors, to file proofs of claim, to receive dividends to negotiate and handle all claims on the undersigned's behalf and in general to perform any act for the undersigned in all matters arising in this case

Dated September 11, 2003

Signed 
Michael Fabiniak, President of Merj Foods, Inc d/b/a Hamburg Jubilee

Acknowledged before me on September 12, 2003, by Michael Fabiniak, who says that he is the President of the corporation named above and is authorized to execute this power of attorney on its behalf



Notary Public

745627-1

BARBARA BLACK
Notary Public State of New York
Qualified in Erie County
Reg No 01BL508816
My Commission Expires Nov 10, 20 05