

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>	<b>PROOF OF CLAIM</b>
In re <b>Fleming Companies, Inc</b>	Case Number <b>03-10945 (MFW)</b>

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 and Address**  
**Flav-O-Rich Dairies, LLC**  
**c/o Fred Fowler, Vice President**  
**3811 Turtle Creek Blvd, Suite 1300**  
**Dallas, Texas 75219**

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.  
 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.

Creditor Telephone Number (214) 526-6828

CREDITOR TAX ID #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES THE DEBTOR	Check here <input type="checkbox"/> replaces if this claim <input checked="" type="checkbox"/> or a previously filed claim dated <b>5/6/03</b> amends
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**1 BASIS FOR CLAIM**

Goods Sold       Personal Injury/Wrongful death       Retiree benefits as defined in 11 U.S.C. § 1114(a)  
 Services Performed       Taxes       Wages, salaries and compensation (Fill out below)  
 Money Loaned       Other (describe briefly)

Your social security number \_\_\_\_\_  
 Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_ date date

**2. DATE DEBT WAS INCURRED** See Exhibits A & B Attached Hereto      **3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE**

\$ <b>1,202.35</b>	\$ _____	\$ _____	\$ <b>1,202.35</b> ** See Exhibit A
<small>(unsecured)</small>	<small>(secured)</small>	<small>(unsecured priority)</small>	<small>(total)</small>

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:

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 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. See Exhibits A and B attached to this proof of claim.

**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
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**THIS SPACE FOR COURT  
USE ONLY**

FILED

SEP 15 2003

BMC

**DATE SIGNED** **9.9.03**      (attach copy of power of attorney if any)  
*Fred Fowler*  
**Fred Fowler, Vice President, Flav-O-Rich Dairies, LLC**

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.



**EXHIBIT A TO  
PROOF OF CLAIM OF FLAV-O-RICH DAIRIES, LLC  
IN RE FLEMING COMPANIES, INC (Case No 03-10945 (MFW))**

1 Flav-O-Rich Dairies, LLC (“Flav-O-Rich”) sells and distributes products such as milk, ice cream and other dairy products

2 This proof of claim amends that certain proof of claim dated May 6, 2003 previously filed by Flav-O-Rich with the United States Bankruptcy Court for the District of Delaware

3 Flav-O-Rich is a trade creditor of debtor Fleming Companies, Inc (“Debtor”) having supplied Debtor with goods and services during the pre-petition period. In total, Debtor is obligated to Flav-O-Rich in the amount of \$1,202.35 for unpaid goods and services provided by Flav-O-Rich to Debtor during the pre-petition period. A summary of invoices supporting this amount is attached to this proof of claim as Exhibit B. Due to volume, copies of the actual invoices are not attached hereto but will be provided upon request.

4 Of the \$1,202.35 due and owing pre-petition, \$682.84 is the subject of a previous reclamation demand made by Flav-O-Rich to Debtor on April 1, 2003 (the “Reclamation Claim”). Flav-O-Rich has previously submitted its Reclamation Claim to Debtor along with detailed information and documentation in support thereof. Accordingly, Flav-O-Rich is not attaching duplicate information supporting its Reclamation Claim to this proof of claim. Flav-O-Rich contends that the full amount of \$682.84 constitutes a valid reclamation and administrative expense claim. However, out of an abundance of caution, Flav-O-Rich hereby includes the amount of \$682.84 in this proof of claim. Nothing herein shall be deemed a waiver, release or withdrawal of Flav-O-Rich’s Reclamation Claim. In the event any portion of the Reclamation Claim is reclassified, Flav-O-Rich hereby reserves its right to amend, modify or supplement this proof of claim.

5 The total pre-petition amount due and owing to Flav-O-Rich is \$1,202.35 which is comprised of the following: (a) Reclamation Claim in the amount of \$682.84 and (b) a general unsecured claim in the amount of \$519.21, provided, however, that any portion of the Reclamation Claim that is reclassified by the Court as a general unsecured claim shall be and hereby is included in the amount of the general unsecured claim asserted in this proof of claim.

6 Flav-O-Rich hereby reserves its right to amend, supplement and/or modify this proof of claim.

**EXHIBIT B TO  
PROOF OF CLAIM OF FLAV-O-RICH DAIRIES, LLC  
IN RE FLEMING COMPANIES, INC (Case No 03-10945 (MFW))**

**SUMMARY AND DOCUMENTATION SUPPORTING UNSECURED  
PORTION OF FLAV-O-RICH DAIRIES, LLC PROOF OF CLAIM**

SEP-05-2003 11 01  
 DATE 09/05/03

VELDA FARMS CREDIT  
 FLAV-O RICH DAIRIES LLC

P 02  
 PAGE 1

TIME 12 38 31

A/R OPEN LIST BY CUSTOMER

PGM RAP524

CUST #	CUSTOMER NAME	ADDRESS-1	ADDRESS 2	CITY &	STATE	ZIP	CREDIT INFORMATION
312160	GREENE S SUPERMKT #2	1257 DOUBTFUL RECEIVAL	BES P O BOX 448	GOODLETTSVILLE TN		37070 044800	00
		DATE OF LAST PAYMENT	04/02/03	AMOUNT		545 04	

REFERENCE	LINE NO	PAYMENT/ADJUST* AMOUNT	SALES/CREDIT TICKET NUMBER DATE	TOTAL	* PAYMENTS # DATE	TOTAL	* ADJUSTMENTS # DATE	TOTAL	RS	REMAINING BALANCE	RUNNING BALANCE
021030001	1		152770 10/30/02	628 80	2 02/12/03	1231 95				603 15	603 15
030102001	2		333943 01/02/03	182 16						182 16	420 99
030212005*	3		781785 02/12/03	4400 02	2 03/11/03	4527 14				127 12	548 11
030305001	4		518197 03/05/03	289 68						289 68	258 43
030305002	5		519909 03/05/03	27 04						27 04	231 39
030305003*	6		113869 03/05/03	58 80						58 80	172 59
030312001	7		538645 03/12/03	263 58						263 58	90 99
030312002	8		540357 03/12/03	31 96						31 96	122 95
030319001	9		559119 03/19/03	396 56						396 56	519 51
030326001	10		581390 03/26/03	682 84						682 84	1202 35
TOTALS				6961 44		5759 09		0 00		1202 35	1202 35

\* DENOTES A PAYMENT OR ADJUSTMENT THAT WAS NOT APLIED TO ANY SPECIFIC OPEN ITEM

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September 12, 2003

## VIA FEDERAL EXPRESS

Bankruptcy Management Corporation

1330 East Franklin Avenue

El Segundo, California 90245

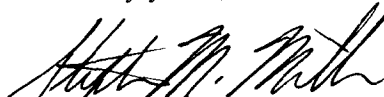
*Re In re Fleming Companies, Inc , et al, Case No 03-10945 (MFW)  
Flav-O-Rich Dairies, LLC*

Dear Sir or Madam

I have enclosed the original proof of claim of Flav-O-Rich Dairies, LLC for filing in the matter of Fleming Companies, Inc , Case No 03-10945 (MFW) I have also enclosed two (2) additional copies of the proof of claim for date-stamping Kindly date-stamp the copies and return to me in the enclosed self-addressed overnight courier envelope

If you have any questions, please do not hesitate to call

Sincerely yours,



Stephen M Miller

SMM cmm

Enclosures

cc Frederick J Fowler (via facsimile)