

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>IN RE FLEMING COMPANIES, INC</b>		Case Number <b>03-10945 (MFW)</b>
<p><b>Note</b> 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.</p>		
Name of Creditor (The person or other entity to whom the debtor owes money or property) <b>H J Heinz Company, L P</b> Name and Address where notices should be sent <b>Mary E Gardner, Esq</b> <b>Keaton &amp; Associates, P C</b> <b>1278 W Northwest Highway, Suite 903</b> <b>Palatine, Illinois 60067</b> Telephone number <b>847/934-6500</b>		<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 checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Account or other number by which creditor identifies debtor <b>Fleming - 4300</b>		Check here if <input type="checkbox"/> replaces this claim <input checked="" type="checkbox"/> amends a previously filed claim, dated _____
<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 _____ to _____ (date) (date)
<b>2 Date debt was incurred</b> See attached chart		<b>3 If court judgment, date obtained</b>
<b>4 Total Amount of Claim at Time Case Filed</b>		<b><u>\$420,603.17 (PACA SECURED PORTION ONLY)</u></b>
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input checked="" 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 checked="" 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 checked="" type="checkbox"/> Other <b>PACA Trust Assets pursuant to 7 USC §499e</b> Value of Collateral <b><u>\$420,603.17</u></b> 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 type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ) *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.
<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; text-align: center;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">SEP 15 2003</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">BMC</div>
Date Sept 11, 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)  Mary E Gardner, Attorney	
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.		



**PROOF OF CLAIM EXHIBIT 1**

Claimant H J Heinz Co Heinz Frozen  
Date 09/02/03

Fleming Companies  
Net 10 + 1.5% per month interest + collection costs

P O NUMBER	INVOICE NUMBER	DATE OF TRANSACTION	PAYMENT DUE	INVOICE AMOUNT	NON PACA PRODUCTS	DEDUCT HAUL ALLOWANCE	TOTAL PACA	ACCRUED INTEREST*	PACA TRUST SECURED TOTAL
675800 TU	1018686	03/03/03	03/13/03	\$ 5 940 80	\$ 5 940 80		\$	\$	\$0 00
706265	1021193	03/10/03	03/20/03	\$ 6 261 90	\$ 6 261 90		\$	\$	\$0 00
333268 GA	1021194	03/10/03	03/20/03	\$ 3 935 78	\$ 3 935 78		\$	\$	\$0 00
706517	1023489	03/17/03	03/27/03	\$ 329 70	\$		\$ 329 70	\$ 25 48	\$355 18
030604 GE	1023492	03/17/03	03/27/03	\$ 1 204 32	\$		\$ 1 204 32	\$ 93 07	\$1 297 39
505540 LU	1023493	03/17/03	03/27/03	\$ 10 518 02	\$ 10 518 02		\$	\$	\$0 00
392020 GA	1023496	03/17/03	03/27/03	\$ 8 168 60	\$ 8 168 60		\$	\$	\$0 00
582754 GE	1023497	03/17/03	03/27/03	\$ 37 688 52	\$ 7 876 16		\$ 29 812 36	\$ 2 304 02	\$32 116 38
680821 LI	1023500	03/17/03	03/27/03	\$ 2 582 99	\$ 2 582 99		\$	\$	\$0 00
082545 HW	1023504	03/17/03	03/27/03	\$ 5 688 73	\$ 535 05		\$ 5 153 68	\$ 398 30	\$5 551 98
082548 HW	1023647	03/17/03	03/27/03	\$ 26 995 14	\$ 20 540 99		\$ 6 454 15	\$ 498 80	\$6 952 95
138303 IN	1023719	03/18/03	03/28/03	\$ 390 96	\$		\$ 390 96	\$ 30 21	\$421 17
51 0023750	1024024	03/18/03	03/28/03	\$ 5 527 50	\$ 5 527 50		\$	\$	\$0 00
54190	1024568	03/19/03	03/29/03	\$ 2 339 52	\$		\$ 2 339 52	\$ 180 81	\$2 520 33
650648 WW	1024569	03/19/03	03/29/03	\$ 5 729 00	\$ 3 648 36		\$ 2 080 64	\$ 160 80	\$2 241 44
378003 MA	1024570	03/19/03	03/29/03	\$ 45 211 30	\$ 13 109 26		\$ 32 102 04	\$ 2 480 97	\$34 583 01
378005 MA	1024571	03/19/03	03/29/03	\$ 43 511 42	\$ 10 013 92		\$ 33 497 50	\$ 2 588 82	\$36 086 32
378006 MA	1024572	03/19/03	03/29/03	\$ 884 11	\$ 884 11		\$	\$	\$0 00
378004 MA	1024573	03/19/03	03/29/03	\$ 663 09	\$ 663 09		\$	\$	\$0 00
495946 SL	1024574	03/19/03	03/29/03	\$ 12 889 85	\$ 6 893 36		\$ 5 996 49	\$ 463 43	\$6 459 92
495947 SL	1024575	03/19/03	03/29/03	\$ 10 334 78	\$ 4 953 78		\$ 5 381 00	\$ 415 87	\$5 796 87
401245-MA	1024576	03/19/03	03/29/03	\$ 54 602 56	\$ 35 282 61	\$ 639 59	\$ 19 959 54	\$ 1 542 55	\$21 502 09
077908 SC	1024577	03/19/03	03/29/03	\$ 36 087 65	\$ 12 023 77		\$ 24 063 88	\$ 1 859 75	\$25 923 63
077909 SC	1024578	03/19/03	03/29/03	\$ 13 204 64	\$ 8 343 84		\$ 4 860 80	\$ 375 66	\$5 236 46
378007 MA	1025007	03/20/03	03/30/03	\$ 42 787 87	\$ 8 921 84		\$ 33 866 03	\$ 2 617 30	\$36 483 33
378008 MA	1025008	03/20/03	03/30/03	\$ 663 09	\$ 663 09		\$	\$	\$0 00
710220	1025010	03/20/03	03/30/03	\$ 69 525 59	\$ 63 962 38		\$ 5 563 21	\$ 429 95	\$5 993 16
408954 PX	1025122	03/21/03	03/31/03	\$ 350 40	\$ 350 40		\$	\$	\$0 00
710627	1025316	03/21/03	03/31/03	\$ 31 448 96	\$ 16 907 26	\$ 240 26	\$ 14 781 96	\$ 1 142 41	\$15 924 37
711004	1025317	03/21/03	03/31/03	\$ 1 889 34	\$ 1 319 10		\$ 570 24	\$ 44 07	\$614 31
710301	1025842	03/24/03	04/03/03	\$ 6 118 40	\$ 6 118 40		\$	\$	\$0 00
450622 GA	1025843	03/24/03	04/03/03	\$ 10 482 71	\$ 7 818 32		\$ 2 664 39	\$ 205 91	\$2 870 30
051067 TU	1025844	03/24/03	04/03/03	\$ 29 461 83	\$ 24 812 89		\$ 4 648 94	\$ 359 29	\$5 008 23
68 0117520	1026256	03/25/03	04/04/03	\$ 37 058 70	\$ 32 999 40		\$ 4 059 30	\$ 313 72	\$4 373 02
FZN053791	1026347	03/25/03	04/04/03	\$ 531 47	\$ 377 96		\$ 153 51	\$ 11 86	\$165 37
1430034650	1026376	03/25/03	04/04/03	\$ 7 334 27	\$ 7 334 27		\$	\$	\$0 00
378009 MA	1026389	03/25/03	04/04/03	\$ 48 384 48	\$ 17 908 98	\$ 658 02	\$ 31 133 52	\$ 2 406 12	\$33 539 64
378010 MA	1026390	03/25/03	04/04/03	\$ 4 641 60	\$ 4 641 60		\$	\$	\$0 00
708785	1026391	03/25/03	04/04/03	\$ 24 037 35	\$ 15 945 93		\$ 8 091 42	\$ 625 34	\$8 716 76
525727 LU	1026392	03/25/03	04/04/03	\$ 7 786 80	\$ 7 786 80		\$	\$	\$0 00
545920 LU	1026393	03/25/03	04/04/03	\$ 9 095 24	\$ 9 095 24		\$	\$	\$0 00
710628	1026394	03/25/03	04/04/03	\$ 15 925 38	\$ 6 551 50		\$ 9 373 88	\$ 724 45	\$10 098 33
450541 GA	1026395	03/25/03	04/04/03	\$ 7 797 30	\$ 7 797 30		\$	\$	\$0 00
450621 GA	1026396	03/25/03	04/04/03	\$ 52 503 86	\$ 33 663 06		\$ 18 840 80	\$ 1 456 09	\$20 296 89

450623 GA	1026397	03/25/03	04/04/03	\$ 5 955 74	\$ 5 955 74		\$	\$	\$0 00
052508 TU	1026398	03/25/03	04/04/03	\$ 4 982 04	\$ 4 982 04		\$ -	\$	\$0 00
424484 MA	1026399	03/25/03	04/04/03	\$ 62 841 63	\$ 57 495 25	\$ 674 00	\$ 6 020 38	\$ 465 28	\$6 485 66
100035 HW	1026400	03/25/03	04/04/03	\$ 3 053 08	\$ 356 70		\$ 2 696 38	\$ 208 39	\$2 904 77
100038 HW	1026515	03/25/03	04/04/03	\$ 17 259 58	\$ 11 629 92		\$ 5 629 66	\$ 435 08	\$6 064 74
348322 NA	1026594	03/26/03	04/05/03	\$ 9 020 16	\$		\$ 9 020 16	\$ 697 11	\$9 717 27
555611 NA	1026832	03/26/03	04/05/03	\$ 21 405 80	\$ 12 018 10		\$ 9 387 70	\$ 725 52	\$10 113 22
712090	1026833	03/26/03	04/05/03	\$ 40 438 17	\$ 33 170 60	\$ 235 92	\$ 7 503 49	\$ 579 90	\$8 083 39
54849	1026834	03/26/03	04/05/03	\$ 1 753 68	\$ -		\$ 1 753 68	\$ 135 53	\$1 889 21
365728 FS	1027150	03/27/03	04/06/03	\$ 15 837 14	\$ 4 146 92		\$ 11 690 22	\$ 903 47	\$12 593 69
819318 LF	1027151	03/27/03	04/06/03	\$ 13 001 09	\$ 1 308 68		\$ 11 692 41	\$ 903 64	\$12 596 05
3318576	1027152	03/27/03	04/06/03	\$ 6 628 80	\$ 6 628 80		\$	\$	\$0 00
712095	1027153	03/27/03	04/06/03	\$ 78 953 20	\$ 75 317 56		\$ 3 635 64	\$ 280 98	\$3 916 62
297045 PX	1027370	03/28/03	04/07/03	\$ 83 52	\$ -		\$ 83 52	\$ 6 45	\$89 97
579517 LU	1027576	03/28/03	04/07/03	\$ 11 949 38	\$ 9 338 74		\$ 2 610 64	\$ 201 76	\$2 812 40
579518 LU	1027577	03/28/03	04/07/03	\$ 5 728 21	\$ 2 803 12		\$ 2 925 09	\$ 226 06	\$3 151 15
122005 SC	1027578	03/28/03	04/07/03	\$ 5 424 30	\$ 5 424 30		\$	\$	\$0 00
12006 SC	1027579	03/28/03	04/07/03	\$ 1 112 40	\$ 1 112 40		\$	\$	\$0 00
586215 LU	1027917	03/31/03	04/10/03	\$ 8 864 03	\$ 8 864 03		\$	\$	\$0 00
711766	1027918	03/31/03	04/10/03	\$ 329 70	\$		\$ 329 70	\$ 25 48	\$355 18
712120	1027919	03/31/03	04/10/03	\$ 25 147 05	\$ 17 696 66		\$ 7 450 39	\$ 575 80	\$8 026 19
592916 LU	1027921	03/31/03	04/10/03	\$ 2 966 40	\$ 2 966 40		\$ -	\$	\$0 00
609710 SC	1028093	04/01/03	04/11/03	\$ 626 40	\$		\$ 626 40	\$ 48 41	\$674 81
227028 PX	1028496	04/02/03	04/12/03	\$ 11 84	\$ 11 84		\$	\$	\$0 00
548006 HW	1029417	04/04/03	04/14/03	\$ 1 112 40	\$ 1 112 40		\$	\$	\$0 00
Collection Costs**							\$	\$	\$0 00
<b>TOTALS</b>				<b>\$ 1,093,001 26</b>	<b>\$ 705 019 81</b>	<b>\$ 2 447 79</b>	<b>\$ 390 429 24</b>	<b>\$ 30,173 93</b>	<b>\$ 420 603 17</b>

\* Interest calculated through the date set forth above only on PACA secured debt

\*\* Collection costs calculated through the date set forth above