

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



s161535

Scheduled Claim Ref # 12-F2-13850
YOUR CLAIM IS SCHEDULED AS

\$7 861 85 UNSECURED

In re
Fleming Foods of Texas, LP

Case Number
03-10955

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

PACER GLOBAL LOGISTICS
PO BOX 71-1805
COLUMBUS OH 43271

0354429421000

☒ 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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number (800) 837-7584

CREDITOR TAX ID #

31-1662970

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

217579

Check here ☐ replaces or amends a previously filed claim dated _____

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 10/11/02 - 3/25/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 12,092.78 (unsecured) \$ (secured) \$ (unsecured priority) \$ 12,092.78 (total)

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

- ☐ 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)
☐ 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 a 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.

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

DATE SIGNED

9-15-03

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).

Ronna Cunningham Ronna Cunningham

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.

See Other Side For Instructions

Fleming Companies Claim



14123

FILED
SEP 18 2003
BMC

REMIT TO

Pacer Global Logistics
(Rail Van)
P O Box 71-1805
COLUMBUS, OH 43271-1805

**PACER GLOBAL LOGISTICS**

6805 PERIMETER DRIVE, P O BOX 8104, DUBLIN, OHIO 43016
(614) 923 1400 1-800-837-7584
COLLECTOR BANKRUPTCY CREDIT
WWW.PACERGLOBAL.COM

PGL INVOICE NO.

1002139277

INVOICE DATE

12/19/2002

PGL REFERENCE NO

2880364 COL 396

Bill-to 217579
FLEMING COMPANIES
CENTRAL FREIGHT PAYABLES
P O BOX 268929
OKLAHOMA CITY, OK 73125

SHIPPER(S)

142366 - SENECA FOODS
330 SE 20TH STREET
ROCHESTER, MN 55903

CONSIGNEE(S)

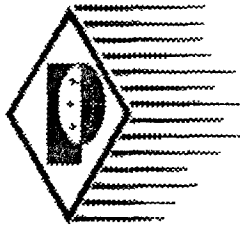
155896 FLEMING FOODS GARLAND
2600 MC CREE ROAD
GARLAND, TX 75041

PRICING QUOTE NO	EQUIPMENT NO	TRAILER LENGTH	PIECES	WEIGHT	PREPAID/COLLECT /THIRD PARTY	SHIP DATE
0540335-1	EMPU 280768	48	1275	17570	Prepaid	10/11/2002
DESCRIPTION						RATE
<p>Bill of Lading(s) 00000626020M</p> <p>Purchase Order #(s) 0751404-GA, 0751405-GA, 0751406-GA</p> <p>Pickup Invoice #(s) 0751404-GA, 0751405-GA, 0751406-GA</p> <p>Commodity FOOD PRODUCTS</p> <p>Service Door to Door</p> <p><u>BILLING COMMENTS</u> DOOR TO DOOR</p> <p>Total line-haul charge =</p> <p>Type of Charge Fuel surcharge flat charge CHARGE \$67 28</p> <p>Charge occurred at destination Type of Charge Driver detention per hour Vendor PATRIOT LOGISTICS</p> <p>Appointment Date 10/15/2002 22 00 Driver/Equipment Arrival Date 10/15/2002 22 00 Total Time 6 00 hour(s) Extra Charges Started Date 10/16/2002 2 00 Free Time 4 00 hour(s) Extra Charges Ended Date 10/16/2002 4 00 Chargeable Time 2 00 hour(s)</p> <p>Rate(s) 2 00 X \$35 0000 = \$70 0000 CHARGE \$70 00</p> <p>Continued on next page</p>						1,495 00
PREVIOUS PAYMENT INFORMATION					BALANCE DUE	
CHECK AMOUNT	1,562 28		\$ 70 00 PAST DUE			
CHECK DATE	3/20/2003					
CHECK NUMBER	23566065					
DUE DATE & TERMS	1/18/2003		NET30		Payable in US Funds	

DESCRIPTION			RATE
<u>ACCESSORIAL COMMENTS</u> Driver detention at Fleming/Garland			
Total accessorial charge(s) =			137 28
Total invoice amount =			1,632 28
Total amount paid =			< 1,562 28 >
<div>PREVIOUS PAYMENT INFORMATION</div> <div> <div>CHECK AMOUNT</div> <div>1,562 28</div> </div> <div> <div>CHECK DATE</div> <div>3/20/2003</div> </div> <div> <div>CHECK NUMBER</div> <div>23566065</div> </div> <div> <div>DUE DATE & TERMS</div> <div>1/18/2003 NET30</div> </div>			<div>BALANCE DUE</div> <div>\$ 70 00</div> <div>PAST DUE</div> <div>Payable in US Funds</div>

REMIT TO

Pacer Global Logistics
(Rail Van)
P O Box 71-1805
COLUMBUS, OH 43271-1805

**PACER GLOBAL LOGISTICS**

6805 PERIMETER DRIVE P O BOX 8104, DUBLIN, OHIO 43016
(614) 923-1400, 1-800 837-7584
COLLECTOR BANKRUPTCY CREDIT
WWW.PACERGLOBAL.COM

PGL INVOICE NO

1002167267

INVOICE DATE

12/09/2002

PGL REFERENCE NO

2884758 COL 396

Bill-to 217579
FLEMING COMPANIES
CENTRAL FREIGHT PAYABLES
P O BOX 268929
OKLAHOMA CITY, OK 73125

SHIPPER(S)

142366 - SENECA FOODS
330 SE 20TH STREET
ROCHESTER MN 55903

CONSIGNEE(S)

155896 - FLEMING FOODS GARLAND
2600 MC CREE ROAD
GARLAND TX 75041

PRICING QUOTE NO	EQUIPMENT NO.	TRAILER LENGTH	PIECES	WEIGHT	PREPAID/COLLECT /THIRD PARTY	SHIP DATE
0540335-2	EMPU 294728	48	2681	42995	Prepaid	10/18/2002

DESCRIPTION**RATE**

Master Bill of Lading 00000623736M Bill of Lading(s) 00000623736S

Purchase Order #(s) 0720584-GA, 0720585-GA, 0720586-GA

Pickup #(s) 520059

Pickup Invoice #(s) 0720584-GA, 0720585-GA, 0720586-GA

Commodity FOOD PRODUCTS

Service Door to Door

BILLING COMMENTS

DOOR TO DOOR

Total line-haul charge =

1,495 00

Charge occurred at destination
Type of Charge Rail storage per day

Vendor REZ-1

Appointment Date 10/25/2002 0 00
Driver/Equipment Arrival Date 10/21/2002 0 00
Extra Charges Started Date 10/24/2002 0 00
Extra Charges Ended Date 10/25/2002 0 00

Total Time 5 day(s)

Free Time 3 day(s)

Chargeable Time 2 day(s)

Rate(s) 2 00 X \$60 0000 = \$120 0000
CHARGE \$120 00

ACCESSORIAL COMMENTS

2 days rail storage

Continued on next page

PREVIOUS PAYMENT INFORMATION**BALANCE DUE**

CHECK AMOUNT	1,562 28	1,562 28-
CHECK DATE	3/31/2003	3/31/2003
CHECK NUMBER	23573087	23573087
DUE DATE & TERMS	1/08/2003	NET30

\$ 1,927 28

PAST DUE

Payable in US Funds

DESCRIPTION			RATE
Type of Charge Fuel surcharge flat charge <i>CHARGE \$67 28</i> Charge occurred at destination Type of Charge Driver detention per hour Vendor PATRIOT LOGISTICS Appointment Date 10/25/2002 22 00 Driver/Equipment Arrival Date 10/25/2002 22 00 Total Time 7 00 hour(s) Extra Charges Started Date 10/26/2002 2 00 Free Time 4 00 hour(s) Extra Charges Ended Date 10/26/2002 5 00 Chargeable Time 3 00 hour(s) Rate(s) 3 00 X \$35 0000 = \$105 0000 <i>CHARGE \$105 00</i> <u>ACCESSORIAL COMMENTS</u> Driver detention at Fleming Charge occurred at destination Type of Charge Per diem per day Vendor REZ-1 Appointment Date 10/21/2002 0 00 Driver/Equipment Arrival Date 10/21/2002 0 00 Total Time 7 day(s) Extra Charges Started Date 10/24/2002 0 00 Free Time 3 day(s) Extra Charges Ended Date 10/27/2002 0 00 Chargeable Time 4 day(s) Rate(s) 4 00 X \$35 0000 = \$140 0000 <i>CHARGE \$140 00</i>			
Total accessorial charge(s) =			432 28
Total invoice amount =			1,927 28
PREVIOUS PAYMENT INFORMATION			BALANCE DUE
CHECK AMOUNT	1,562 28	1,562 28-	\$ 1,927 28 PAST DUE Payable in US Funds
CHECK DATE	3/31/2003	3/31/2003	
CHECK NUMBER	23573087	23573087	
DUE DATE & TERMS	1/08/2003	NET30	

REMIT TO

Pacer Global Logistics
(Rail Van)
P O Box 71-1805
COLUMBUS, OH 43271-1805

**PACER GLOBAL LOGISTICS**

6805 PERIMETER DRIVE, P O BOX 8104 DUBLIN, OHIO 43016
(614) 923-1400, 1-800-837-7584
COLLECTOR BANKRUPTCY CREDIT
WWW.PACERGLOBAL.COM

PGL INVOICE NO.

1002303658

INVOICE DATE

1/07/2003

PGL REFERENCE NO

2922018 COL 396

Bill-to 217579
FLEMING COMPANIES
CENTRAL FREIGHT PAYABLES
P O BOX 268929
OKLAHOMA CITY, OK 73125

SHIPPER(S)

38387 PACIFIC COAST
650 SOUTH GUILD AVE
LODI CA 95240

*See description for additional shipper(s)***CONSIGNEE(S)**

155896 - FLEMING FOODS GARLAND
2600 MC CREE ROAD
GARLAND, TX 75041

PRICING QUOTE NO	EQUIPMENT NO.	TRAILER LENGTH	PIECES	WEIGHT	PREPAID/COLLECT /THIRD PARTY	SHIP DATE
0552248-0	EMPU 283936	48	1525	39173	Prepaid	12/04/2002
DESCRIPTION						RATE
<div>Additional Shipper(s) 88630 - MAUI PINEAPPLE C/O BEST LOGISTICS STOCKTON, CA 95206</div> <div>Bill of Lading(s) 00000670077M</div> <div>Purchase Order #(s) 0322964-GA, 0322965-GA, 0322966-GA</div> <div>Pickup #(s) C44213, 80644, 80720</div> <div>Pickup Invoice #(s) 0322964-GA, 0322965-GA, 0322966-GA</div> <div>Commodity FOOD PRODUCTS</div> <div>Service Door to Door</div> <div>Total line-haul charge =1,515 00</div> <div>Type of Charge Fuel surcharge flat charge</div> <div>CHARGE \$68 18</div> <div>Total accessorial charge(s) =68 18</div> <div>Total invoice amount =1,583 18</div>						
PREVIOUS PAYMENT INFORMATION					BALANCE DUE	
CHECK AMOUNT	1,551 82		1,551 82-		\$ 1,583 18 PAST DUE Payable in US Funds	
CHECK DATE	3/31/2003		3/31/2003			
CHECK NUMBER	23573087		23573087			
DUE DATE & TERMS	2/06/2003		NET30			

REMIT TO

Pacer Global Logistics
(Rail Van)
P O Box 71-1805
COLUMBUS, OH 43271-1805

**PACER GLOBAL LOGISTICS**

6805 PERIMETER DRIVE, P O BOX 8104, DUBLIN OHIO 43016
(614) 923-1400 1 800-837 7584
COLLECTOR BANKRUPTCY CREDIT
WWW.PACERGLOBAL.COM

PGL INVOICE NO

1002323155

INVOICE DATE

2/10/2003

PGL REFERENCE NO

2932552

COL 396

Bill-to 217579
FLEMING COMPANIES
CENTRAL FREIGHT PAYABLES
P O BOX 268929
OKLAHOMA CITY, OK 73125

SHIPPER(S)

38387 PACIFIC COAST
650 SOUTH GUILD AVE
LODI CA 95240

See description for additional shipper(s)

CONSIGNEE(S)

155896 FLEMING FOODS GARLAND
2600 MC CREE ROAD
GARLAND TX 75041

PRICING QUOTE NO	EQUIPMENT NO.	TRAILER LENGTH	PIECES	WEIGHT	PREPAID/COLLECT /THIRD PARTY	SHIP DATE
0551600-0	EMPU 281751	48	1689	42233	Prepaid	12/19/2002
DESCRIPTION						RATE
<div>Additional Shipper(s) 277996 - CARUTHERS RAISIN % BEST LOGISTICS STOCKTON, CA 95206 88630 - MAUI PINEAPPLE C/O BEST LOGISTICS STOCKTON, CA 95206 Master Bill of Lading 00000680839S Bill of Lading(s) 00000680838M Purchase Order #(s) 0322963-GA, 0492964-GA, 0492965-GA, 0492966-GA, 0492967-GA Pickup #(s) C45392, 0322963-GA, 0492964-GA, 82307, 82493 Pickup Invoice #(s) 0322963-GA, 0492964-GA, 0492965-GA, 0492966-GA, 0492967-GA Commodity FOOD PRODUCTS Service Door to Door <u>BILLING COMMENTS</u> DOOR TO DOOR <div>Total line-haul charge =</div> Charge occurred at destination Type of Charge Per diem per day Vendor REZ-1 Appointment Date 1/02/2003 0 00 <div>Continued on next page</div></div>						1,485 00
PREVIOUS PAYMENT INFORMATION					BALANCE DUE	
CHECK AMOUNT	1,551 83		1,551 83-		\$ 1,656 83 PAST DUE Payable in US Funds	
CHECK DATE	3/31/2003		3/31/2003			
CHECK NUMBER	23573087		23573087			
DUE DATE & TERMS	3/12/2003		NET30			

DESCRIPTION	RATE
<p>Driver/Equipment Arrival Date 12/28/2002 0 00 Total Time 6 day(s) Extra Charges Started Date 12/31/2002 0 00 Free Time 3 day(s) Extra Charges Ended Date 1/02/2003 0 00 Chargeable Time 3 day(s)</p> <p>Rate(s) 3 00 X \$35 0000 = \$105 0000 CHARGE \$105 00</p> <p>Type of Charge Fuel surcharge flat charge CHARGE \$66 83</p> <p style="text-align: right;">Total accessorial charge(s) = 171 83 Total invoice amount = 1,656 83</p>	

PREVIOUS PAYMENT INFORMATION			BALANCE DUE
CHECK AMOUNT	1,551 83	1,551 83-	
CHECK DATE	3/31/2003	3/31/2003	
CHECK NUMBER	23573087	23573087	
DUE DATE & TERMS	3/12/2003	NET30	
			Payable in US Funds

REMIT TO:

Pacer Global Logistics
(Rail Van)
P O Box 71-1805
COLUMBUS, OH 43271-1805

**PACER GLOBAL LOGISTICS**

6805 PERIMETER DRIVE, P O BOX 8104 DUBLIN, OHIO 43016
(614) 923-1400 1-800-837-7584
COLLECTOR BANKRUPTCY CREDIT
WWW.PACERGLOBAL.COM

PGL INVOICE NO.

1002353660

INVOICE DATE

2/21/2003

PGL REFERENCE NO

2951026 COL 396

Bill-to 217579
FLEMING COMPANIES
CENTRAL FREIGHT PAYABLES
P O BOX 268929
OKLAHOMA CITY, OK 73125

SHIPPER(S)

88630 - MAUI PINEAPPLE
C/O BEST LOGISTICS
STOCKTON CA 95206

See description for additional shipper(s)

CONSIGNEE(S)

155896 - FLEMING FOODS GARLAND
2600 MC CREE ROAD
GARLAND, TX 75041

PRICING QUOTE NO	EQUIPMENT NO.	TRAILER LENGTH	PIECES	WEIGHT	PREPAID/COLLECT /THIRD PARTY	SHIP DATE
0558716-0	APLU 493802	48	1533	41857	Prepaid	1/15/2003
DESCRIPTION						RATE
<p>Additional Shipper(s) 277996 - CARUTHERS RAISIN % BEST LOGISTICS STOCKTON, CA 95206</p> <p>48600 - PACIFIC COAST PRODUCERS 650 S GUILD AVE LODI, CA 95241</p> <p>Bill of Lading(s) 00000701658M</p> <p>Purchase Order #(s) 0753830-GA, 0753831-GA, 0753832-GA, 0753833-GA</p> <p>Pickup #(s) 539085/753830-GA, 84931/84815</p> <p>Pickup Invoice #(s) 0753830-GA, 0753831-GA, 0753832-GA, 0753833-GA</p> <p>Commodity FOOD PRODUCTS</p> <p>Service Door to Door</p> <p>Charge occurred at destination Type of Charge Driver detention per hour</p> <p>Vendor PATRIOT LOGISTICS</p> <p>Appointment Date 1/21/2003 20 00 Driver/Equipment Arrival Date 1/21/2003 20 00 Extra Charges Started Date 1/22/2003 23 59 Extra Charges Ended Date 1/22/2003 2 30</p> <p>Total Time 6 50 hour(s) Free Time 1 day(s) 3 98 hour(s) Chargeable Time 21 48- hour(s)</p> <p>Total line-haul charge =</p>						1,535 00

Continued on next page

PREVIOUS PAYMENT INFORMATION

CHECK AMOUNT	1,632 96	1,632 96-
CHECK DATE	3/31/2003	3/31/2003
CHECK NUMBER	23573087	23573087
DUE DATE & TERMS	3/23/2003	NET30

BALANCE DUE

\$ 1,715 59

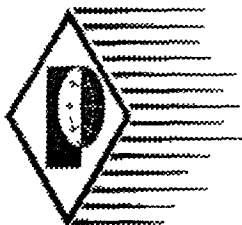
PAST DUE

Payable in US Funds

DESCRIPTION	RATE
<p>Rate(s) 2 50 X \$40 0000 = \$100 0000 CHARGE \$100 00</p> <p><u>ACCESSORIAL COMMENTS</u> DRIVER DETENTION</p> <p>Type of Charge Fuel surcharge flat charge CHARGE \$80 59</p> <p>Total accessorial charge(s) = 180 59 Total invoice amount = 1,715 59</p>	

PREVIOUS PAYMENT INFORMATION			BALANCE DUE
CHECK AMOUNT	1,632 96	1,632 96-	\$ 1,715 59 PAST DUE Payable in US Funds
CHECK DATE	3/31/2003	3/31/2003	
CHECK NUMBER	23573087	23573087	
DUE DATE & TERMS	3/23/2003	NET30	

Pacer Global Logistics
(Rail Van)
P O Box 71-1805
COLUMBUS, OH 43271-1805



6805 PERIMETER DRIVE, P O BOX 8104, DUBLIN OHIO 43016
(614) 923-1400, 1 800-837-7584
COLLECTOR BANKRUPTCY CREDIT
WWW.PACERGLOBAL.COM

Bill-to 217579
FLEMING COMPANIES
CENTRAL FREIGHT PAYABLES
P O BOX 268929
OKLAHOMA CITY, OK 73125

PGL INVOICE NO		
1002361631		
INVOICE DATE		
2/21/2003		
PGL REFERENCE NO		
2954440	COL	396

SHIPPER(S)
38387 PACIFIC COAST 650 SOUTH GUILD AVE LODI, CA 95240
<i>See description for additional shipper(s)</i>
CONSIGNEE(S)
155896 - FLEMING FOODS GARLAND 2600 MC CREE ROAD GARLAND TX 75041

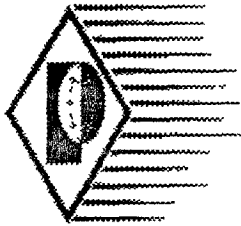
PRICING QUOTE NO	EQUIPMENT NO.	TRAILER LENGTH	PIECES	WEIGHT	PREPAID/COLLECT /THIRD PARTY	SHIP DATE
0551600-0	EMPU 181901	48	1213	34833	Prepaid	1/22/2003
DESCRIPTION						RATE
<u>Additional Shipper(s)</u> 277996 - CARUTHERS RAISIN % BEST LOGISTICS STOCKTON, CA 95206 88630 - MAUI PINEAPPLE C/O BEST LOGISTICS STOCKTON, CA 95206 Master Bill of Lading 00000704645S Bill of Lading(s) 00000704644M Purchase Order #(s) 0785128-GA, 0785129-GA, 0785130-GA, 0785131-GA Pickup #(s) 53549SW, 785128-GA, 85249 Pickup Invoice #(s) 0785128-GA, 0785129-GA, 0785130-GA, 0785131-GA Commodity FOOD PRODUCTS Service Door to Door <u>BILLING COMMENTS</u> DOOR TO DOOR <div style="text-align: right;">Total line-haul charge =</div>						1,485 00
Charge occurred at destination Type of Charge Per diem per day Vendor REZ-1 Appointment Date 1/27/2003 0 00 <div style="text-align: right;">Continued on next page</div>						
PREVIOUS PAYMENT INFORMATION					BALANCE DUE	
CHECK AMOUNT	1,562 96		1,562 96-		\$ 1,597 96 PAST DUE Payable in US Funds	
CHECK DATE	3/31/2003		3/31/2003			
CHECK NUMBER	23573087		23573087			
DUE DATE & TERMS	3/23/2003		NET30			

DESCRIPTION	RATE
<p>Driver/Equipment Arrival Date 1/27/2003 0 00 Total Time 4 day(s)</p> <p>Extra Charges Started Date 1/30/2003 0 00 Free Time 3 day(s)</p> <p>Extra Charges Ended Date 1/30/2003 0 00 Chargeable Time 1 day(s)</p> <p>Rate(s) 1 00 X \$35 0000 = \$35 0000 CHARGE \$35 00</p> <p>Type of Charge Fuel surcharge flat charge CHARGE \$77 96</p> <p style="text-align: right;">Total accessorial charge(s) = 112 96</p> <p style="text-align: right;">Total invoice amount = 1,597 96</p>	

PREVIOUS PAYMENT INFORMATION			BALANCE DUE \$ 1,597 96 PAST DUE Payable in US Funds
CHECK AMOUNT	1,562 96	1,562 96-	
CHECK DATE	3/31/2003	3/31/2003	
CHECK NUMBER	23573087	23573087	
DUE DATE & TERMS	3/23/2003	NET30	

REMIT TO

Pacer Global Logistics
(Rail Van)
P O Box 71-1805
COLUMBUS, OH 43271-1805

**PACER GLOBAL LOGISTICS**

6805 PERIMETER DRIVE, P O BOX 8104, DUBLIN, OHIO 43016
(614) 923-1400 1-800-837-7584
COLLECTOR BANKRUPTCY CREDIT
WWW.PACERGLOBAL.COM

PGL INVOICE NO.

1002418026

INVOICE DATE

4/01/2003

PGL REFERENCE NO

2972158 COL 396

Bill-to 217579
FLEMING COMPANIES
CENTRAL FREIGHT PAYABLES
P O BOX 268929
OKLAHOMA CITY, OK 73125

SHIPPER(S)

38387 - PACIFIC COAST
650 SOUTH GUILD AVE
LODI, CA 95240

*See description for additional shipper(s)***CONSIGNEE(S)**

155896 - FLEMING FOODS GARLAND
2600 MC CREE ROAD
GARLAND TX 75041

PRICING QUOTE NO	EQUIPMENT NO.	TRAILER LENGTH	PIECES	WEIGHT	PREPAID/COLLECT /THIRD PARTY	SHIP DATE
0551600-0	EMPU 282654	48	1500	37470	Collect	2/18/2003

DESCRIPTION**RATE**

Additional Shipper(s)
88630 - MAUI PINEAPPLE
C/O BEST LOGISTICS
STOCKTON, CA 95206

277996 - CARUTHERS RAISIN
% BEST LOGISTICS
STOCKTON, CA 95206

Bill of Lading(s) 00000719667M

Purchase Order #(s) 0092357-GA, 0092358-GA, 0092359-GA, 0092360-GA

Pickup #(s) 092357, 55798SW, 87485, CONF 20

Pickup Invoice #(s) 0092357-GA, 0092358-GA, 0092359-GA, 0092360-GA

Commodity FOOD PRODUCTS

Service Door to Door

BILLING COMMENTS

door to door

Charge occurred at origin
Type of Charge Per diem per day

Vendor REZ-1

Appointment Date 2/18/2003 0 00

Total line-haul charge =

1,485 00

Continued on next page

PREVIOUS PAYMENT INFORMATION**TOTAL AMOUNT DUE****CHECK AMOUNT****CHECK DATE****CHECK NUMBER****DUE DATE & TERMS**

5/01/2003

NET30

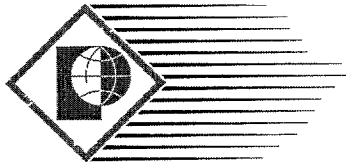
\$ 1,655 24

PAST DUE

Payable in US Funds

DESCRIPTION			RATE
Driver/Equipment Arrival Date 2/14/2003 0 00 Total Time 5 day(s) Extra Charges Started Date 2/17/2003 0 00 Free Time 3 day(s) Extra Charges Ended Date 2/18/2003 0 00 Chargeable Time 2 day(s) Rate(s) 2 00 X \$35 0000 = \$70 0000 CHARGE \$70 00 Type of Charge Fuel surcharge flat charge CHARGE \$100 24			
Total accessorial charge(s) =			170 24
Total invoice amount =			1,655 24
PREVIOUS PAYMENT INFORMATION			TOTAL AMOUNT DUE
CHECK AMOUNT			\$ 1,655 24 PAST DUE
CHECK DATE			
CHECK NUMBER			
DUE DATE & TERMS	5/01/2003	NET30	Payable in US Funds

DESCRIPTION			RATE
<p><i>CHARGE \$40 00</i></p> <p>ACCESSORIAL COMMENTS Load canceled after driver pulled unit</p> <p>Charge occurred at destination Type of Charge Per diem per day</p> <p>Vendor REZ-1</p> <p>Appointment Date 4/02/2003 0 00 Driver/Equipment Arrival Date 3/29/2003 0 00 Total Time 5 day(s) Extra Charges Started Date 4/01/2003 0 00 Free Time 3 day(s) Extra Charges Ended Date 4/02/2003 0 00 Chargeable Time 2 day(s)</p> <p>Rate(s) 2 00 X \$35 0000 = \$70 0000 <i>CHARGE \$70 00</i></p> <p>Type of Charge Fuel surcharge flat charge <i>CHARGE \$146 70</i></p>			
<p>Total accessorial charge(s) =</p> <p>Total invoice amount =</p>			<p>371 70</p> <p>1,886 70</p>
PREVIOUS PAYMENT INFORMATION			TOTAL AMOUNT DUE
CHECK AMOUNT			<p>\$ 1,886 70</p> <p>PAST DUE</p> <p>Payable in US Funds</p>
CHECK DATE			
CHECK NUMBER			
DUE DATE & TERMS	6/12/2003	NET30	



PACER GLOBAL LOGISTICS
Logistics Division

6805 Perimeter Drive • Dublin, OH 43016
800-837-7584 • 614-923-1400

September 15, 2003

Fleming Foods of Texas, LP Proof of Claim
Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

The invoices totaling \$12,092.78 for the Fleming Foods of Texas proof of claim were also included in the Proof of Claim submitted for Fleming Companies, Inc., case # 03-10945(MFW). The invoices submitted with the Fleming Foods of Texas proof of claim are for shipments that delivered into Fleming Foods of Garland, Texas.

I can be reached at 800-837-7584 extension 2254 with any questions.

Sincerely,

Ronna Cunningham