


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

PROOF OF CLAIM

Name of Debtor FLEMING FOODS OF TEXAS L P		Case Number 03 10955 (MFW)	
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) Dean Specialty Foods Group, LLC		<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	
Name and address where notices should be sent Alex D Madrazo Esq Dean s Foods Inc 2515 McKinney Avenue Ste 1200 Dallas TX 75201-4659 PH (214) 303 3431		Mark H Ralston Esq Munsch Hardt Kopf & Harr P C 1445 Ross Avenue Ste 4000 Dallas TX 75202 2790 PH (214) 855 7513	
Account or other number by which creditor identifies debtor See attached Summary Schedule		Check here <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends	
1 Basis for Claim <input checked="" type="checkbox"/> Goods sold - See Statement of Claim on page 2 <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 Social Security # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2 Date debt was incurred See attached Summary Schedule		3 If court judgment date obtained	
4 Total Amount of Claim at Time Case Filed \$682,676.18 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			
5 Secured Claim <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 \$ _____		6 Unsecured Priority Claim <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 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	
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 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 <p align="center" style="font-size: 2em; font-weight: bold;">FILED</p> <p align="center" style="font-size: 1.5em;">SEP 15 2003</p> <p align="center" style="font-size: 2em; font-weight: bold;">BMC</p> <p align="center">Fleming Companies Claim</p>  <p align="center" style="font-size: 0.8em;">12316</p>	
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) By <u>Alex D. Madrazo</u> Alex D Madrazo Esq Authorized Signatory	
Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U			

STATEMENT OF CLAIM

The creditor indicated on this Proof of Claim ("Claimant") has submitted substantively identical proofs of claim for the debt evidenced in this Proof of Claim against the following Debtors (collectively, the "Fleming Debtors")

- Fleming Companies, Inc (Case No 03-10945 (MFW)),
- Fleming Foods Management Co L L C (Case No 03-10954 (MFW)),
- Fleming Foods of Texas, L P (Case No 03-10955 (MFW)),
- Fleming International, Ltd (Case No 03-10956) (MFW)),
- Fleming Supermarkets of Florida, Inc (Case No 03-10958 (MFW)), and
- Fleming Transportation Service, Inc (Case No 03-10957 (MFW))

On information and belief, at least one of the Fleming Debtors is indebted to Claimant in the amount indicated on this Proof of Claim

Claimant has attached hereto a summary of unpaid invoices evidencing goods provided for or on behalf of one or more of the Fleming Debtors and upon which this Proof of Claim is based. In consideration of volume, Claimant has not attached such supporting documentation hereto, but shall provide such supporting documentation upon request made to counsel for Claimant

The amount reflected in this Proof of Claim may include (i) debts which are secured by statutory liens upon property of the Debtors and/or debts entitled to administrative priority or other priority status under 11 U.S.C. § 546(c) and Section 2-702 of the Uniform Commercial Code and orders of the Bankruptcy Court, or (ii) sums which are recoverable under theories of actual or constructive trust or related legal theories in connection with "pass-through" sales programs maintained by the one or more of the Debtors. The filing of this Proof of Claim is not intended and should not be construed as a waiver or release of any legal claim for recovery of the debt evidenced by this Proof of Claim or any other debts owed by the Debtors to Claimant under any applicable theory of law or equity

Dean Specialty Foods Group, LLC
Fleming Outstanding Balance April 1, 2003

Inv Number	Invoice Date	Location	Purchase Order	Delivery Date	Inv Amount
775699	01/27/2003	King Of Prussa	783529-KG	01/29/2003	\$96 48
775976	01/28/2003	West Sacramento	532735-SC	01/30/2003	\$13,957 54
781732	02/21/2003	North East	601979	02/25/2003	\$6,500 98
781921	02/24/2003	Miami	777637-MM	02/26/2003	\$7,702 65
782433	02/25/2003	Hawaii	23221	02/25/2003	\$6,517 94
783555	02/28/2003	Miami	808600-MM	03/03/2003	\$6,361 44
784141	03/04/2003	Hawaii	030843-HW	03/04/2003	\$4,512 86
784143	03/04/2003	Hawaii	030844-HW	03/04/2003	\$793 30
786348	03/14/2003	La Crosse	706653	03/14/2003	\$904 64
786349	03/14/2003	La Crosse	706654	03/14/2003	\$13,592 98
786400	03/14/2003	Miami	118221	03/17/2003	\$6,700 62
786456	03/14/2003	Waukesha	34256-WK	03/14/2003	\$15,537 87
786506	03/14/2003	Tulsa	833248-TU	03/17/2003	\$4,748 15
786553	03/14/2003	Fresno	322337-FS	03/17/2003	\$24,130 56
786627	03/15/2003	Topeka	678064-TG	03/17/2003	\$6,334 36
786727	03/14/2003	Massillon	377974-MA	03/17/2003	\$12 030 89
786792	03/17/2003	Garland	401865-GA	03/20/2003	\$9 473 65
786793	03/17/2003	Garland	401864-GA	03/20/2003	\$1,682 80
786829	03/17/2003	Geneva	559425-GE	03/19/2003	\$2,704 19
786830	03/17/2003	Geneva	559426-GE	03/19/2003	\$9,789 87
786839	03/17/2003	Geneva	588639-GE	03/19/2003	\$5,011 19
786868	03/17/2003	West Sacramento	898167-SC	03/20/2003	\$13,752 22
786957	03/18/2003	La Crosse	707296	03/18/2003	\$8 187 26
787084	03/18/2003	Massillon	385757-MA	03/20/2003	\$23,404 80
787086	03/17/2003	Geneva	588638-GE	03/19/2003	\$5,123 69
787131	03/18/2003	Miami	027852-MM	03/20/2003	\$6,156 93
787275	03/19/2003	Massillon	393480-MA	03/21/2003	\$3,605 36
787321	03/19/2003	Southaven	894937-ME	03/21/2003	\$16 359 16
787322	03/19/2003	Southaven	894936-ME	03/21/2003	\$4,109 04
787384	03/19/2003	Superior	706700	03/19/2003	\$3,892 51
787395	03/19/2003	Superior	708391	03/19/2003	\$3,997 88
787883	03/04/2003	Hawaii	077011-HW	03/20/2003	\$925 70
787884	03/20/2003	Hawaii	077010-HW	03/20/2003	\$4,383 00
787970	03/21/2003	Sacramento	419508-GS	03/25/2003	\$4,523 92
787987	03/21/2003	Goodlettsville	513207-NA	03/24/2003	\$4 481 96
787993	03/21/2003	Goodlettsville	513119-NA	03/24/2003	\$8,281 20
787995	03/21/2003	Lubbock	532506-LU	03/24/2003	\$3,387 92
787999	03/21/2003	Lubbock	532507-LU	03/24/2003	\$5,662 72
788015	03/21/2003	Phoenix	508803-PX	03/24/2003	\$8,476 32
788026	03/21/2003	Southaven	890132-ME	03/24/2003	\$6,224 40
788038	03/21/2003	Broussard	785938-LF	03/25/2003	\$2 876 40
788039	03/21/2003	Broussard	785939-LF	03/25/2003	\$3 772 03
788041	03/21/2003	La Crosse	708390	03/21/2003	\$15,513 45
788081	03/21/2003	Kansas City	800133-KC	03/24/2003	\$9,543 34
788082	03/21/2003	Kansas City	800132-KC	03/24/2003	\$789 12
788085	03/21/2003	Kansas City	809510-KC	03/24/2003	\$11,061 00
788088	03/21/2003	Lincoln	674833-LI	03/25/2003	\$6,164 12

Inv Number	Invoice Date	Location	Purchase Order	Delivery Date	Inv Amount
788096	03/21/2003	North East	819126-NE	03/25/2003	\$6,675 90
788100	03/21/2003	North East	831988-NE	03/25/2003	\$14,722 68
788126	03/21/2003	Fresno	328574-FS	03/24/2003	\$22,548 70
788130	03/21/2003	West Sacramento	060397-SC	03/25/2003	\$22 465 56
788164	03/21/2003	Goodlettsville	513120-NA	03/24/2003	\$17 140 59
788166	03/21/2003	Garland	401949-GA	03/24/2003	\$2,294 65
788167	03/21/2003	Tulsa	013102-TU	03/24/2003	\$2,029 93
788168	03/21/2003	Tulsa	013103-TU	03/24/2003	\$5,533 20
788169	03/21/2003	Tulsa	013101-TU	03/24/2003	\$11 361 63
788176	03/21/2003	Garland	431067-GA	03/24/2003	\$3 320 90
788177	03/21/2003	Garland	470403-GA	03/24/2003	\$3 414 98
788447	03/24/2003	Southaven	014176-ME	03/26/2003	\$18 556 32
788451	03/24/2003	Southaven	014175-ME	03/26/2003	\$4,622 28
788532	03/24/2003	Lubbock	552655-LU	03/25/2003	\$5,311 51
788533	03/24/2003	Tulsa	032919-TU	03/26/2003	\$7,146 04
788536	03/24/2003	Lubbock	552656-LU	03/25/2003	\$4,851 96
788548	03/24/2003	Fresno	371972-FS	03/27/2003	\$8,141 12
788560	03/24/2003	Geneva	582788-GE	03/26/2003	\$5,769 06
788570	03/24/2003	Geneva	600291-GE	03/26/2003	\$7 580 44
788571	03/24/2003	Geneva	600290-GE	03/26/2003	\$2 658 85
788606	03/24/2003	Lincoln	674827-LI	03/26/2003	\$11,311 83
788613	03/24/2003	Lincoln	711331-LI	03/26/2003	\$10 711 15
788705	03/25/2003	Phoenix	518511-PX	03/27/2003	\$11,969 44
788763	03/25/2003	Fresno	10038	03/28/2003	\$14,731 20 R N Market
788789	03/25/2003	Memphis	589552-MG	03/26/2003	\$4,297 23
788893	03/25/2003	Portland	44-1710140	03/25/2003	\$1,947 90
788896	03/25/2003	Lincoln	674818-LI	03/24/2003	\$1,896 84
789044	03/26/2003	La Crosse	709532	03/26/2003	\$6,911 27
789046	03/26/2003	La Crosse	710402	03/26/2003	\$10,163 83
789119	03/26/2003	Massillon	432211-MA	03/28/2003	\$13,978 90
789222	03/26/2003	Miami	057447-MM	03/28/2003	\$7,145 91
789233	03/26/2003	Miami	069897-MM	03/28/2003	\$5,889 64
789435	03/27/2003	West Sacramento	130788-NC	03/28/2003	\$2,758 96
789569	03/27/2003	Hawaii	074311-HW	03/27/2003	\$1,690 10
789571	03/27/2003	Hawaii	074310-HW	03/27/2003	\$3,478 88
789702	03/28/2003	Southaven	019036-ME	04/02/2003	\$8,185 24
789714	03/28/2003	Garland	480263-GA	03/31/2003	\$6 394 68
789715	03/28/2003	Garland	480262-GA	03/31/2003	\$951 70
789770	03/28/2003	Warsaw	698403-VW	03/28/2003	\$12,828 87
789826	03/28/2003	Leitchfield	175-0006010	03/31/2003	\$2 746 46 Core Mark
789907	03/28/2003	West Sacramento	122023-SC	03/31/2003	\$21,563 75
790157	03/31/2003	La Crosse	710708	03/31/2003	\$1,235 69

PROOF OF CLAIM AMOUNT

\$682,676 18

September 12, 2003

VIA OVERNIGHT FEDERAL EXPRESS

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

Re ***Fleming International, Ltd.,***
Case No 03-10956 (MFW) ("Debtor")

Dear Sir or Madam

Enclosed please find thirty-three (33) Proofs of Claim to be filed on behalf of the following entities in the above-referenced Debtor's case

1	Barber Milk, Inc	\$728 14
2	Berkeley Farms, Inc	\$319,584 84
3	Broughton Foods, LLC	\$59,776 40
4	Country Delite Farms, LLC	\$1,795,360 18
5	Dean Dairy Products Company (Sharpsville)	\$25,740 68
6	Dean Foods North Central, Inc	\$74,934 02
7	Dean Illinois Dairies, LLC	\$15,056 42
8	Dean Milk Company, Inc (Louisville, KY)	\$40,544 85
9	Dean Specialty Foods Group, LLC	\$682,676 18
10	Fairmont Dairy, LLC	\$7,285 52
11	Gandy's Dairies, Inc	\$67,784 71
12	Gandy's Dairies, Inc d/b/a Price's Creameries	\$195,078 43
13	Land-O-Sun Dairies, LLC d/b/a Pet Dairy	\$328,599 53
14	Mayfield Dairy Farms, Inc	\$4,740 81
15	Meadow Brook Dairy Company	\$228,639 95
16	Midwest Ice Cream Company	\$6,671 94
17	Morningstar Foods Inc	\$1,650,657 54
18	Reter Dairy of Akron, Inc	\$159,041 21
19	Reter Dairy of Springfield, LLC	\$109,823 93
20	Southern Foods Group, L P d/b/a Borden (Tulsa, OK)	\$21 800 87
21	Southern Foods Group, L P d/b/a Meadow Gold (Boise ID)	\$54,076 00
22	Southern Foods Group, L P d/b/a Meadow Gold (Englewood, CO)	\$49,941 46
23	Southern Foods Group, L P d/b/a Meadow Gold (Hawaii)	\$45,444 48

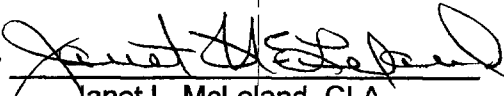
24	Southern Foods Group, L P d/b/a Meadow Gold (Lincoln, NE)	\$1,824 57
25	Southern Foods Group, L P d/b/a Meadow Gold (Orem, UT)	\$300,113 96
26	Southern Foods Group, L P d/b/a Schepps	\$98,378 73
27	Southern Foods Group, L P d/b/a Southwest Ice Cream	\$132,270 45
28	Southern Foods Group, L P Slotting Bill-back	\$864,399 38
29	Southern Foods Group L P d/b/a Oak Farms (Dallas, TX)	\$11,640 08
30	T G Lee Foods, Inc	\$24,111 49
31	Tuscan/Lehigh Valley Dairies, Inc d/b/a Lehigh Valley Dairies	\$286,156 03
32	Tuscan/Lehigh Valley Dairies, Inc d/b/a Tuscan Dairy	\$64,771 55
33	White Wave, Inc	\$323,640 84
	TOTAL	\$7,352,615 26

Please return file-marked copies of each of these Proofs of Claim to the undersigned in the enclosed postage-paid return envelope provided for same

Please contact me if you have any questions regarding these claims Thank you

Very truly yours,

MUNSCH HARDT KOPF & HARR, P C

By 
Janet L. McLeland, CLA
Paralegal

/j
cc Alex D. Madrazo, Esq (w/o encl)
Mark H. Ralston, Esq (w/o encl , of the Firm)