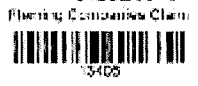


EXHIBIT A

FILE COPY

FORM 910 (Official Form 10) (4/03)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF <u>Delaware</u>	PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc. et al.		Case Number 03-10948 (MF0)	
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): B. Rosen & Sons, Inc.		<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. 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: Kevin J. Nash, Esq. Finkel Goldstein Berzow Rosenbloom Nash LLP 26 Broadway, Suite 711 New York, New York 10004 (212)344-2929		<small>THIS SPACE IS FOR COURT USE ONLY</small>	
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces a previously filed claim, dated: <u>9/9/03</u> <input checked="" type="checkbox"/> amends <u>9/11/03</u>	
1. Basis for Claim <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)	
2. Date debt was incurred: <u>3/25/03-3/31/03</u>		3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: \$ <u>74,076.66</u>		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 checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority: \$ <u>23,438.94</u> 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)(2). <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 checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(9): §546 Reclamation <small>*Amounts are subject to adjustment on 11/20/03 and every 1 year thereafter with respect to cases commenced on or after the date of adjustment.</small>	
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		<small>THIS SPACE IS FOR COURT USE ONLY</small>	
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.		FILED SEP 15 2003 BMC Fleming Companies Clerk 	
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.			
Date 9/12/03	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). Finkel Goldstein Berzow Rosenbloom & Nash, LLP By Kevin J. Nash, Esq.		
<small>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.</small>			

DEMAND FOR RECLAMATION

TO: FLEMING COMPANIES, INC. together with all affiliates (collectively, "Fleming")
1945 Lakepointe Drive
Lewisville, Texas 75057-6424

VIA FACSIMILE and FEDERAL EXPRESS

B. ROSEN & SONS, INC., by its attorneys, FINKEL GOLDSTEIN BERZOW ROSENBLOOM & NASH, LLP, (hereinafter referred to as the "Reclaiming Creditor") hereby exercises its rights under applicable law, including but not limited to, §2-702 of the Uniform Commercial Code and §546(c) of the United States Bankruptcy Code, and hereby demands reclamation of all goods and merchandise of whatever character and type sold and delivered to Fleming as itemized on the attached statement of outstanding invoices within ten (10) days of the filing of a petition in bankruptcy by Fleming on April 1, 2003.

The goods subject to this reclamation demand are not to be processed or sold and are to be immediately segregated and marked as property of the Reclaiming Creditor. Immediate access is hereby demanded to arrange for redelivery of the goods and to identify all of Reclaiming Creditor's goods if necessary.

Date: New York, New York
April 2, 2003

FINKEL GOLDSTEIN BERZOW
ROSENBLOOM & NASH, LLP,
Attorneys for B. ROSEN & SONS, INC.
26 Broadway, Suite 711
New York, New York 10004
(212) 344-2929

By: 

KEVIN J. NASH

TO: Laura Davis Jones, Esq.
Pachulski Stang Ziehl Young & Jones
919 N. Market Street, 16th Floor
Wilmington Delaware 19899-8705

James H.M. Sprayregen, P.C.
Kirkland & Ellis
777 South Figueroa Street
Los Angeles, California 90017

B. ROSEN
 1-800-USA LAMB
 WWW.ROSEN LAMB.COM



REMIT TO:
 Building C-16 Hunts Point Market
 Bronx, New York 10474
 (718) 842-4447 • Fax (718) 617-4096

INVOICE DATE	INVOICE NUMBER	PAGE
03/25/03	0077398	1

ORIGINAL INVOICE

S
O
L
D
T
O
 A/P/NE PERISHABLES
 MARYLAND DIV./FLEMING
 P.O. BOX 268858
 OKLOHOMA CITY OK 73126-8858

S
H
I
P
T
O
 A/P/NE PERISHABLES
 MARYLAND DIV./FLEMING
 P.O. BOX 268858
 OKLOHOMA CITY OK 73126-8858

SPECIAL INSTRUCTIONS

CUSTOMER NO.	ORDER NO.	CUSTOMER P.O.	WAREHOUSE	SALESPERSON	SHIPPED VIA	VENDOR	TERMS
10544	77166.00	754106	001	J	RT <i>Star</i>		NET 7 DAYS

QUANTITY ORDERED	PRODUCT CODE	DESCRIPTION	WEIGHT	UNIT PRICE	EXTENDED PRICE
BOXES	PIECES				
2	63303	SEASONED R/R LEGS OF LAMB HALVES	54.5	5.09	277.41
13	65225	SO CHUX OF LAMB (4)	503.5	1.79	901.27
SUB-TOTAL			558.0		1178.68
					1178.68

THIS BILL MADE PURSUANT TO AGREEMENT BETWEEN B. ROSEN & SONS AND PURCHASER. UNIT PURCHASER WILL PAY TO B. ROSEN & SONS, INC. ALL COSTS AND EXPENSES, INCLUDING ATTORNEY'S FEES, WHICH ARE INCURRED IN ATTEMPTING TO COLLECT FROM THE PURCHASER THE AMOUNT OF THE INVOICE BY REASON OF NON-PAYMENT WISE. SAID ATTORNEY'S FEE TO BE COMPUTED ON THE BASIS OF 20% OF THE AMOUNT DUE FOR AND RECEIVABLE WITH THE AMOUNT OF THE INVOICE.

OFFICE

P. 02

ALL CLAIMS FOR SHORT WEIGHT MUST BE MADE IMMEDIATELY ON RECEIPT OF GOODS.

FAX NO. 718-617-4098

MAY-13-2003 TUE 01:50 PM B. ROSEN & SONS

B. ROSEN

ROSEN & SONS, INC.

1-800-USA LAMB

WWW.ROSENLAMB.COM



REMIT TO:

Building C-16 Hunts Point Market
Bronx, New York 10474
(718) 842-4447 • Fax (718) 617-4096

INVOICE DATE	INVOICE NUMBER	PAGE
03/26/03	0077565	1

ORIGINAL INVOICE

S
O
L
D
T
O

A/P/NE PERISHABLES
MARYLAND DIV./FLEMING
P.O. BOX 269859
OKLAHOMA CITY OK 73126-8859

S
H
I
P
T
O

A/P/NE PERISHABLES
MARYLAND DIV./FLEMING
P.O. BOX 269859
OKLAHOMA CITY OK 73126-8859

SPECIAL INSTRUCTIONS

CUSTOMER NO.	ORDER NO.	CUSTOMER P.O.	WAREHOUSE	SALES PERSON	SHIPPED VIA	VENDOR	TERMS
10544	77334.00	754123	001	3	RT <i>Star</i>		NET 7 DAYS

QUANTITY ORDERED BOXES - PIECES	PRODUCT CODE	DESCRIPTION	WEIGHT	UNIT PRICE	EXTENDED PRICE
3	63330	R/R BRT LEGS OF LAMB 1/2's B	62.4	4.99	311.38
5	63261	2PC CASE READY LEGS LAMB (4) PACK	45.1	3.99	179.95
2	65700	LAMB B/R 8	103.9	2.43	254.66
10	65225	80 CHUX OF LAMB (4)	391.0	1.79	681.99
20	63202	LEGS T/O SPLIT LAMB (3)	640.1	2.70	1728.27
5	64115	RACKS OF LAMB (6)	186.0	7.39	1374.54
10	63609	TR LOINS OF LAMB (4) DRY BOXED LAMB (6)	390.3	4.09	1559.67
2	63390	TOP ROUNDS	23.2	4.65	107.88
SUB-TOTAL			1822.0		6498.24

This sale made pursuant to agreement between B. Rosen & Sons and purchaser, that purchaser will pay to B. Rosen & Sons, Inc. all costs and expenses, including attorney's fees, which are incurred in attempting to collect from the purchaser the amount of the invoice by reason of non payment when due. Said attorney's fee to be computed on the basis of 3% of the amount owed for and recoverable with the amount of the invoice.

OFFICE
P. 03

ALL CLAIMS FOR SHORT WEIGHT MUST BE MADE IMMEDIATELY ON RECEIPT OF GOODS.

FAX NO. 718-617-4096

MAY-13-2003 TUE 01:50 PM B. ROSEN & SONS

B. ROSEN

1-800-USA LAMB
WWW.ROSENLAMB.COM



REMIT TO:

Building C-16 Hunts Point Market
Bronx, New York 10474
(718) 842-4447 • Fax (718) 617-4096

INVOICE DATE	INVOICE NUMBER	PAGE
03/31/03	0078003	1

ORIGINAL INVOICE

S
O
L
D
T
O

A/P/NE PERISHABLES
MARYLAND DIV./FLEMING
P.O. BOX 268858
OKLAHOMA CITY OK 73126-8858

S
H
I
P
T
O

A/P/NE PERISHABLES
MARYLAND DIV./FLEMING
P.O. BOX 268858
OKLAHOMA CITY OK 73126-8858

SPECIAL INSTRUCTIONS

CUSTOMER NO.	ORDER NO.	CUSTOMER P.O.	WAREHOUSE	SALES PERSON	SHIPPED VIA	VENDOR	TERMS
10544	77722.00	861878	001	3	RT Star		NET 7 DAYS

QUANTITY ORDERED		PRODUCT CODE	DESCRIPTION	WEIGHT	UNIT PRICE	EXTENDED PRICE
BOXES	PIECES					
2		65712	LOINS B/R 1X1 LAMB	58.7	6.99	410.31
2		63303	SEASONED R/R LEGS (LAMB HALVES	43.1	5.09	219.38
3		63261	3PC CASE READY LEGS LAMB (4) PACK	48.7	3.99	194.31
4		65700	LAMB B/R	217.5	2.43	529.88
5		65225	SR CHUX OF LAMB (4)	169.6	1.79	303.58
2		64115	RACKS OF LAMB (6)	72.7	7.39	537.25
SUB-TOTAL				610.3		2197.71
						2197.71

This sale made pursuant to agreement between B. Rosen & Sons and purchaser, that purchaser will pay to B. Rosen & Sons, Inc. all costs and expenses, including attorney's fees, which are incurred in attempting to collect from the purchaser the amount of the invoice by reason of non-payment when due. Said attorney's fees to be computed on the basis of 30% of the invoice, added for and recoverable with the amount of the invoice.

OFFICE

P. 04

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED DATE 03-11-2003 BY 60322 UCBAW

FAX NO. 718-617-4096

MAY-13-2003 TUE 01:50 PM B. ROSEN & SONS

B. ROSEN

ESTABLISHED 1954
1-800-USA LAMB
WWW.ROSENLAMB.COM

**REMIT TO:**

Building C-16 Hunts Point Market
Bronx, New York 10474
(718) 642-4442 • Fax (718) 617-4096

INVOICE DATE	INVOICE NUMBER	PAGE
03/25/03	0077415	1

ORIGINAL INVOICE

S
O
L
D

T
O

FLEMING CO.-TULSA
P.O. BOX 24670
OKLAHOMA CITY OK 73124-4670

S
H
I
P

T
O

FLEMING CO.-TULSA
P.O. BOX 24670
OKLAHOMA CITY OK 73124-4670

SPECIAL INSTRUCTIONS

CUSTOMER NO.	ORDER NO.	CUSTOMER P.O.	WAREHOUSE	SALESPERSON	SHIPPED VIA	VENDOR	TERMS
062500	77183.00	045403	001	B	RT		NET 7 DAYS

QUANTITY ORDERED	PRODUCT CODE	DESCRIPTION	WEIGHT	UNIT PRICE	EXTENDED PRICE
BOXES	PIECES				
15	65730	CHICKS OF LAMB B/R (4)	499.9	1.94	969.81
25	65712	LOINS B/R 1X1 LAMB	785.3	6.98	5481.39
29	65700	LAMB B/R S	1426.0	3.99	5689.74
10	63261	2PC CASE READY LBS LAMB (4) PACK	381.6	3.75	1423.37
SUB-TOTAL			3092.8		13564.31

This sale made pursuant to agreement between B. Rosen & Sons and purchaser, that purchaser will pay to B. Rosen & Sons, Inc. all costs and expenses, including attorney's fees, which are incurred in attempting to collect from the purchaser the amount of the invoice by reason of non-payment when due. Said attorney's fee to be computed on the basis of 20% of the amount sued for and recoverable with the amount of the invoice.

OFFICE

P. 05

ALL CLAIMS FOR SHORT WEIGHT MUST BE MADE IMMEDIATELY ON RECEIPT OF GOODS.

FAX NO. 718-617-4096

MAY-13-2003 TUE 01:51 PM B. ROSEN & SONS