EXHIBIT C

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re: **Fleming Companies, Inc.**	Case Number: **03-10945 (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 and Address:

Velda Farms, LLC
c/o Fred Fowler, Vice President
3811 Turtle Creek Blvd., Suite 1300
Dallas, Texas 75219

Creditor Telephone Number (214) 526-6828

☐ 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 TAX I.D. #:	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES THE DEBTOR:	Check here ☐ if this claim ☐ replaces or amends a previously filed claim dated:

1. BASIS FOR CLAIM

X Goods Sold
☐ Services Performed
☐ Money Loaned
☐ Personal Injury/wrongful death
☐ Taxes
☐ Other (describe briefly)
☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Wages, salaries, and compensation (Fill out below)
Your social security number: _____
Unpaid compensation for services performed from _____ (date) to _____ (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: $ 203,985.13 (unsecured) $ _____ (secured) $ _____ (unsecured priority) $ 203,985.13 (total) ** See Exhibit A

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

THIS SPACE FOR COURT USE ONLY

FILED

SEP 15 2003

BMC

DATE SIGNED:	(attach copy of power of attorney, if any)
9/9/03	Fred Fowler, Vice President, Velda Farms, 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

Fleming Companies Claim

13322

EXHIBIT A TO
PROOF OF CLAIM OF VELDA FARMS, LLC
IN RE: FLEMING COMPANIES, INC. (Case No. 03-10945 (MFW)

1. Velda Farms, LLC ("Velda") manufactures and distributes fluid milk and creams, juices and drinks, cheese and butter, cultured product and national-branded ice cream products.

2. Velda 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 Velda in the amount of $203,985.13 for unpaid goods and services provided by Velda 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.

3. Of the $203,985.13 due and owing pre-petition, $79,991.32 is the subject of a previous reclamation demand made by Velda to Debtor on or about April 1, 2003 (the "Reclamation Claim"). Velda has previously submitted its Reclamation Claim to Debtor along with detailed information and documentation in support thereof. Accordingly, Velda is not attaching duplicate information supporting its Reclamation Claim to this proof of claim. Velda contends that the full amount of $79,991.32 constitutes a valid reclamation and administrative expense claim. However, out of an abundance of caution, Velda hereby includes the amount of $79,991.32 in this proof of claim. Nothing herein shall be deemed a waiver, release or withdrawal of Velda's Reclamation Claim. In the event any portion of the Reclamation Claim is reclassified, Velda hereby reserves its right to amend, modify or supplement this proof of claim.

4. The total pre-petition amount due and owing to Velda is $203,985.13 which is comprised of the following: (a) Reclamation Claim in the amount of $79,991.31 and (b) a general unsecured claim in the amount of $123,993.81; 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.

5. Velda hereby reserves its right to amend, supplement and/or modify this proof of claim.