


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF _____		PROOF OF CLAIM
Name of Debtor RAINBOW FOODS (FLEMING)		Case Number 03-10945
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 USC § 503		
Name of Creditor (The person or other entity to whom the debtor owes money or property) BEHRIG INTERNATIONAL	<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 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 1301 Battery Brooke Parkway Richmond, VA 23237	Telephone number 804-743-9600	
Account or other number by which creditor identifies debtor 10003079	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 <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 USC § 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 Dec 02 - March 03	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ 94,315.82 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 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan. 11 USC § 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 USC § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 USC § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 USC § 507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 USC § 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 FILED MAY 20 2003 BMC Fleming Companies Claim  00466
Date 5/15/03	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) CHARLES H. LISK VPK&W	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both 18 _____		

Reporting Currency USD
Exchange Rate USD 1 0 = USD 1 0

Ref	T	Eff Date	Due Date	Inv Date	Cr	Terms	Lv	Dn	Less Than 30 Days Old	Over 30 Days Old	Over 60 Days Old	Over 90 Days Old	Total Amount

10003079		RAINBOW FOODS			State	MN		Last Payment	05/18/03	Attn	BECKY KRUGERUD		Tel 952-945-2951
268776	I	12/20/02	01/19/03	12/20/02		30			0 00	0 00	0 00	32,705 94	32,705 94
269554	I	01/10/03	02/09/03	01/10/03		30			0 00	0 00	0 00	33,036 30	33,036 30
269770	I	01/15/03	02/14/03	01/15/03		30			0 00	0 00	27,530 25	0 00	27,530 25
271189	I	02/06/03	03/08/03	02/06/03		30			0 00	0 00	294 75	0 00	294 75
272570	I	03/04/03	04/03/03	03/04/03		30			0 00	380 14	0 00	0 00	380 14
273096	I	03/18/03	04/17/03	03/18/03		30			368 44	0 00	0 00	0 00	368 44

USD	Customer				Totals				368 44	380 14	27,825 00	65,742 24	94,315 82

USD	Report				Totals				368 44	380 14	27,825 00	65,742 24	94,315 82

Invoices	94,315 82
Dr/Cr Memos	0 00
Finance Charges	0 00
Unapplied Payments	0 00
Drafts	0 00
Total USD Aging	94,315 82
Aging at 05/15/03 Exchange Rate	94,315 82
Variance of 05/15/03 to Base	0 00

End of Report



INVOICE

INVOICE NO 268776
 INVOICE DATE 12/20/02
 PAGE 1

Remit To P O Box 80165
 Baltimore, MD 21280-0165

BILL TO: No 10003079

SOLD TO: No 10003079

SHIP TO: No 10003079

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention BECKY KRUGERUD
 Phone 952-945-2951

Credit Terms 30	Sales Order S66785	Ship Via LAND/TRL# 395410
PO# 11190244	Order Date 11/22/02	FOB Point RICHMOND, VA
		Freight Terms PPD

Line#	QTY	U/M	Part#	Description	Unit Price	Total Price
1	50	EA	4418800049	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-22M-M	103 40	5,170 00
2	50	EA	4418800048	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-42M-M	103 40	5,170 00
3	50	EA	4418800047	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-45M-M	103 40	5,170 00
4	48	EA	4418800046	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-62M-M	103 40	4,963 20
5	50	EA	4418800045	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-69M-M	103 40	5,170 00
6	49	EA	4418800044	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-85M-M	103 40	5,066 60

DUE DATE JANUARY 19 2003

*** D U P L I C A T E ***

Non taxable 0 00
 Taxable 30 '09 80
 Tax Date 12/20/02

Currency USD

Line Total 30 709 80
 Discount 0 00
 Freight 0 00
 Total Tax 1 996 14
 Total 32 705 94

ACCOUNTING COPY



INVOICE

INVOICE NO 269554
 INVOICE DATE 01/10/03
 PAGE 1

Remit To P O Box 80165
 Baltimore, MD 21280-0165

BILL TO: No 10003079

SOLD TO: No 10003079

SHIP TO: No 10053270

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS STORE # 72
 3340 124TH AVE NW
 ATTN STORE MANAGER
 COON RAPIDS, MN 55433
 UNITED STATES OF AMERICA

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention
 Phone

Credit Terms 30	Sales Order S68204	Ship Via LAND/TRL# 5329
PO# 91902	Order Date 12/17/02	FOB Point RICHMOND, VA
		Freight Terms PPD

Line#	QTY	U/M	Part#	Description	Unit Price	Total Price
1	50	EA	4418800049	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-22M-M	103 40	5,170 00
2	50	EA	4418800048	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-42M-M	103 40	5,170 00
3	50	EA	4418800047	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-45M-M	103 40	5,170 00
4	50	EA	4418800046	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-62M-M	103 40	5,170 00
5	50	EA	4418800045	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-69M-M	103 40	5,170 00
6	50	EA	4418800044	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-85M-M	103 40	5,170 00

DUE DATE FEBRUARY 9 2003
 * * * D U P L I C A T E * * *

Non taxable 0 00
 Taxable 31 020 00
 Tax Date 01/10/03

Currency USD

Line Total 31 020 00
 Discount 0 00
 Freight 0 00
 0 00
 0 00
 Total Tax 2 016 30
 Total 33 036 30

ACCOUNTING COPY



INVOICE

INVOICE NO 269770
 INVOICE DATE 01/15/03
 PAGE 1

Remit To P O Box 80165
 Baltimore, MD 21280-0165

BILL TO: No 10003079

SOLD TO: No 10003079

SHIP TO: No 10053271

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS STORE # 66
 441 HWY 96
 ATTN STORE MANAGER
 SHOREVIEW, MN 55126
 UNITED STATES OF AMERICA

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention
 Phone

Credit Terms 30	Sales Order S68206	Ship Via LAND/TRL# 307983
PO# 91903	Order Date 12/17/02	FOB Point RICHMOND, VA
		Freight Terms PPD

Line#	QTY	U/M	Part#	Description	Unit Price	Total Price
1	42	EA	4418800049	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-22M-M	103 40	4,342 80
2	42	EA	4418800048	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-42M-M	103 40	4,342 80
3	41	EA	4418800047	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-45M-M	103 40	4,239 40
4	42	EA	4418800046	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-62M-M	103 40	4,342 80
5	42	EA	4418800045	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-69M-M	103 40	4,342 80
6	41	EA	4418800044	RAINBOW FOODS#-SHOP-CART SC1048-4D-5N-85M-M	103 40	4,239 40

DUE DATE FEBRUARY 14 2003

*** D U P L I C A T E ***

Non taxable 0 00
 Taxable 25 850 00
 Tax Date 01/15/03

Currency USD

Line Total 25 850 00
 Discount 0 00
 Freight 0 00
 0 00
 0 00
 Total Tax 1 680 25
 Total 27 530 25

ACCOUNTING COPY



INVOICE

Remit To P O Box 80165
Baltimore, MD 21280-0165

INVOICE NO 271189
INVOICE DATE 02/06/03
PAGE 1

BILL TO: No 10003079

SOLD TO: No 10003079

SHIP TO: No 10016524

RAINBOW FOODS
8000 EXCELSIOR BLVD
HOPKINS, MN 55343
UNITED STATES OF AMERICA

RAINBOW FOODS
8000 EXCELSIOR BLVD
HOPKINS, MN 55343
UNITED STATES OF AMERICA

RAINBOW FOODS # 67
7280 E PT DOUGLAS RD
COTTAGE GROVE, MN 55016
UNITED STATES OF AMERICA

Attention BECKY KRUGERUD
Phone 952-945-2951

Attention BECKY KRUGERUD
Phone 952-945-2951

Attention
Phone

Credit Terms 30	Sales Order S69730	Ship Via UPS/41550443
PO# 92445	Order Date 01/28/03	FOB Point RICHMOND, VA
		Freight Terms PPA

Line#	QTY	U/M	Part#	Description	Unit Price	Total Price
1	48	EA	4400100427	RAINBOW FOODS#-HAND-BSKT RH1400-69-01	4 85	232 80

DUE DATE MARCH 8 2003
* * * D U P L I C A T E * * *

Non taxable 0 00
Taxable 276 76
Tax Date 02/06/03

Currency USD

Line Total 232 80
Discount 0 00
Freight 43 96
0 00
0 00
Total Tax 17 99
Total 294 75

ACCOUNTING COPY



INVOICE

Remit To P O Box 80165
Baltimore, MD 21280-0165

INVOICE NO 272570
INVOICE DATE 03/04/03
PAGE 1

BILL TO: No 10003079

SOLD TO: No 10003079

SHIP TO: No 10016753

RAINBOW FOODS
8000 EXCELSIOR BLVD
HOPKINS, MN 55343
UNITED STATES OF AMERICA

RAINBOW FOODS
8000 EXCELSIOR BLVD
HOPKINS, MN 55343
UNITED STATES OF AMERICA

RAINBOW FOODS # 52
7053 10TH STREET N
OAKDALE, MN 55128
UNITED STATES OF AMERICA

Attention BECKY KRUGERUD
Phone 952-945-2951

Attention BECKY KRUGERUD
Phone 952-945-2951

Attention
Phone

Credit Terms 30	Sales Order S70810	Ship Via UPS/42429252
PO# 92695	Order Date 02/19/03	FOB Point RICHMOND, VA
		Freight Terms PPA

Line#	QTY	U/M	Part#	Description	Unit Price	Total Price
1	10	EA	4400100423	RAINBOW FOODS#-HAND-BSKT RH1400-22-01	4 85	48 50
2	10	EA	4400100424	RAINBOW FOODS#-HAND-BSKT RH1400-42-01	4 85	48 50
3	10	EA	4400100425	RAINBOW FOODS#-HAND-BSKT RH1400-45-01	4 85	48 50
4	10	EA	4400100426	RAINBOW FOODS#-HAND-BSKT RH1400-62-01	4 85	48 50
5	10	EA	4400100427	RAINBOW FOODS#-HAND-BSKT RH1400-69-01	4 85	48 50
6	10	EA	4400100428	RAINBOW FOODS#-HAND-BSKT RH1400-85-01	4 85	48 50

DUE DATE APRIL 3 2003

* * * D U P L I C A T E * * *

Non taxable 0 00
Taxable 356 94
Tax Date 03/04/03

Currency USD

Line Total 291 00
Discount 0 00
Freight 65 94
0 00
0 00
Total Tax 23 20
Total 380 14

ACCOUNTING COPY



INVOICE

INVOICE NO 273096
 INVOICE DATE 03/18/03
 PAGE 1

Remit To P O Box 80165
 Baltimore, MD 21280-0165

BILL TO: No 10003079

SOLD TO: No 10003079

SHIP TO: No 10016528

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS
 8000 EXCELSIOR BLVD
 HOPKINS, MN 55343
 UNITED STATES OF AMERICA

RAINBOW FOODS # 70
 200 PIONEER TRAIL
 CHASKA, MN 55318
 UNITED STATES OF AMERICA

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention BECKY KRUGERUD
 Phone 952-945-2951

Attention
 Phone

Credit Terms 30		Sales Order S71332		Ship Via UPS/40329524		
PO# 92934		Order Date 03/04/03		FOB Point RICHMOND, VA		
				Freight Terms PPA		
Line#	QTY	U/M	Part#	Description	Unit Price	Total Price
1	10	EA	4400100423	RAINBOW FOODS#-HAND-BSKT RH1400-22-01	4 85	48 50
2	10	EA	4400100424	RAINBOW FOODS#-HAND-BSKT RH1400-47-01	4 85	48 50
3	10	EA	4400100425	RAINBOW FOODS#-HAND-BSKT RH1400-45-01	4 85	48 50
4	10	EA	4400100426	RAINBOW FOODS#-HAND-BSKT RH1400-62-01	4 85	48 50
5	10	EA	4400100427	RAINBOW FOODS#-HAND-BSKT RH1400-69-01	4 85	48 50
6	10	EA	4400100428	RAINBOW FOODS#-HAND-BSKT RH1400-85-01	4 85	48 50

DUE DATE APRIL 17 2003

*** D U P L I C A T E ***

Non taxable 0 00
 Taxable 345 95
 Tax Date 03/18/03

Currency USD

Line Total 291 00
 Discount 0 00
 Freight 54 95
 0 00
 0 00
 Total Tax 22 49
 Total 368 44

ACCOUNTING COPY