

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor <u>Fleming Companies, Inc.</u>		Case Number <u>03-10944</u>
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) <u>Leading Edge Brands</u>		<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 <u>Leading Edge Brands</u> <u>P.O. Box 10089</u> <u>Temple, TX 76503</u> Telephone number <u>254-770-6110</u>		
Account or other number by which creditor identifies debtor <u>Core-Mark - Albuquerque /</u> <u>CDR131</u>		Check here if this claim <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 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>3/20/03</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>6,765.00</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 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 of 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
Date <u>5-19-03</u>	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. <u>[Signature]</u> <u>WILBERT LEUNG</u>	

FILED

MAY 22 2003

BMC

Fleming Companies Claim

00472



INVOICE

P O BOX 1089
 TEMPLE TX 76503

INVOICE NUMBER 0014366-1N
 INVOICE DATE 03/20/2003
 ORDER NUMBER J016471
 ORDER DATE 03/13/2003
 SALESPERSON 0013
 CUSTOMER NO COR131

SOLD TO
 CORE-MARK - ALBUQUERQUE
 P O BOX 91178
 Albuquerque NM 87199

SHIP TO
 CORE-MARK - ALBUQUERQUE
 3600 2ND STREET NW
 Albuquerque NM 87167

CONFIRM TO
 TIM RODGERS

\$ (600)

ITEM NO	UNIT	ORDERED	SHIPPED	BACK ORD	PRICE	AMOUNT
CUSTOMER P O 48-0501210 SHIP VIA FOB TERMS 2% 10 NET 20 DAYS						
00FR12-BLC-24	CASE	180	180	0	10.25	1 845.00
FROSTIE 12 OZ GLASS BLUE CREAM		WHSE 028				
00FR12-CHL-24	CASE	240	240	0	10.25	2 460.00
FROSTIE 12 OZ GLASS CHERRY LIM		WHSE 028				
00FR12-PLF-24	CASE	120	120	0	10.25	1 230.00
FROSTIF 12 OZ GLASS PINK LEMON		WHSE 028				
00FR12-RTB-24	CASE	120	120	0	0.25	1 230.00
FROSTIE 12 OZ GLASS ROOT BEER		WHSE 028				
08ZZZZ-ZZZ-ZZ	EACH	11	11	0	0.00	0.00
PALLETS		WHSE 028				
PALLET EXCHANGE POLICY OR PALLETS WILL BE INVO						
MKT	CASE	660	660	0	0.00	0.00
MARKETING ACCRUAL						
FRF		1	1	0	0.00	0.00
FREIGHT ACCRUAL						

PLEASE REMIT TO P O BOX 1089
 TEMPLE TX 76503

Net Invoice	6 765.00
Less Discount	0.00
Freight	0.00
Sales Tax	0.00
Invoice Total	6,765.00

BILL OF LADING

NOT NEGOTIABLE

BOL # 0006471

Page 1

From LEADING EDGE BRANDS
 3510 Parkway
 P O Box 1089
 Temple, Texas 76503-1089

Ship To CORE-MARK - ALBUQUERQUE
 5600 2ND STREET NW
 Albuquerque, NM 87107

CUST # COR131

0013

Ship Via

Goods Received By

BOL Date 03/11/03

P O No 48-0501210

Requested Shipping Date 03/17/03

Freight To Be Prepaid? x YES NO

NO OF PALLETS	FLAVOR	20 OZ 24PK	20 OZ 12PK	1 LITER	2 LITER	3 LITER	4 X 6 CANS	BOTTLES 4PK GL	GLASS	BAG IN BOX	DATE CODE
30	FROST-BLC 24GL								✓ 180		3089
40	FROST-CHL 24GL								✓ 240		2330 3041
20	FROST-PLE 24GL								✓ 120		2273
20	FROST-RTB 24GL								✓ 120		3070
00	PALLE-PALL										
TOTAL			DESCRIPTION					WEIGHT		CLASS OR RATE	SHIPPED
110			Beverages, Carbonated Flavored or Phospated Item					23,265			

Et 75
Evenson Trucking

	SHIPPED	RETURNED	NET	
PALLETS	11			SHIPPER TBC AL
WEIGHT	23,265			RECEIVER <i>Jim [Signature]</i> Date 3-20-3

Bill To CORE-MARK - ALBUQUERQUE (1)
 P O BOX 91178
 Albuquerque, NM 87199

Date Loaded _____
Time Loaded _____
Date Shipped _____
Time Shipped _____

Order Received From TIM RODGERS
Special Instructions ALL GLASS MUST BE DOUBLE WRAPPED
 LOAD LOCKS MUST BE IN PLACE

Et

No 1182 March 21 2003
 Received from EvenSON
 fifty Dollars ¹⁰⁰ For unloading a Frosty pop board
 at Coremark in Alb, MN
 \$50 Frankie Zamora
 508-58-4117

35901
 1182

Texas Unloaders, LLC
 PO Box 1076 • Segun, Texas 78155
 (210) 661-8801 FIN # 74-3008134

LOCATION <i>Abnafillo</i>	SUPERVISOR <i>DANNY</i>	DATE <i>3-21-3</i>
CUSTOMER <i>EVENSON</i>	PO#, PROD, LOAD#, ETC <i>304 239</i>	
TRACTOR NO. <i>585</i>	TRAILER NO. <i>ET-75</i>	
DRIVER NAME (PRINTED)		DRIVER NAME (SIGNED)
TYPE OF LOAD RUN OFF <input type="checkbox"/> FLOORLOAD <input type="checkbox"/> BREAKDOWN <input type="checkbox"/> SLIPS <input type="checkbox"/>		
DOOR NO <i>4</i>	TYPE OF PAY CASH <input type="checkbox"/> CHECK <input checked="" type="checkbox"/> CHARGE <input type="checkbox"/>	
C/S WEIGHT	PRODUCT/SERVICE PERFORMED	UNLOADING RATE
<i>600</i>	<i>Leading Edge 4</i>	
LUMPERS 1) _____ 2) _____		PAY TOTAL <i>30.00</i>



NT Logistics
 P O Box 793679
 Dallas, TX 75379
 Phone (800) 780-1628

INVOICE 0014184

DATE 03/31/2003

SHIPPER
 TEMPLE BOTTLING COMPANY
 3510 PARKWAY DRIVE
 TEMPLE, TX 76504

CONSIGNEE
 CORE MARK
 5600 2ND STREET
 ALBUQUERQUE, NM 87107

BILL TO
 LEADING EDGE BRANDS
 P O BOX 1089
 TEMPLE, TX 76501

SHIP DATE 03/24/2003
 BILL OF LADING
 CONSIGNEE REF NO
 DRIVER NAME
 TRACTOR NO
 TRAILER NO

DESCRIPTION	WEIGHT	UNITS	RATE	CHARGES
Flat rate	0 0	1 0000	1100 0000	1100 00
Unloading Charges (Lumper)			80 0000	80 00
SO AFFILIATED FOOD	AMARILLO	TX		

CA

THIS BILL IS PAST DUE ON 04/30/2003 PLEASE PAY THIS AMOUNT 1180 00

Thank you for your business!