



860 W Evergreen Avenue
Chicago IL 60622
312 266 4000 • Fax 312 943 1930



475 Fifth Avenue 3rd Floor
New York NY 10017
212 686 6900 • Fax 212 685 5520

April 9, 2003

Clerk of the Court
United States Bankruptcy Court
824 Market Street, 5th Floor
Wilmington, DE 19801

Re Fleming Companies, Inc
Lewisville, TX
Case # 03-10945/MFW

Attached is Bay Travelgear's (dba Monarch Luggage, Arctic Zone, Outer Circle Products) timely filed proof of claim in the above referenced matter

Also enclosed is a duplicate copy of the proof of claim for your office to file time stamp and return to me using the enclosed stamped self-addressed envelope

Thank you for you assistance in this matter

Sincerely,

A handwritten signature in black ink, appearing to read "D. R. Lipski".

Douglas R Lipski
Credit Director

OUTER CIRCLE PRODUCTS, LTD
2580 PROSPECT COURT
AURORA IL
60504 USA

PAGE NO 1

INVOICE NO 193945

INVOICE DATE 03/14/2003

I N V O I C E

Territory HYD
Region S

CUSTOMER NO FLEM05
CUSTOMER PH 703/437-3395
BILL TO

YOUR ORDER NO 724154
OUR ORDER NO CO-121102-003-0000
SHIP TO

CTP/KING OF PRUSSIA GMD
FLEMING INC
PO BOX 1526
LING OF PRUSSIA PA
19406-1526

FLEMING CO/KOP GEN MERCH DIV
201 CHURCH ROAD
KING OF PRUSSIA PA
19406-1526

TERMS · CASH #1 DISC
CASH #2 DISC
NET DUE DATE 051303

SHIPPED 03/14/2003
SHIP VIA B& J
F O B DESTINATION
SHIPMENT NO 170235 REF
PRO NO

YOUR CUSTOMER REP IS TMB

QTY ORDERED	QTY SHIPPED	QTY B O	ITEM NUMBER	UNIT PRICE US DOLLARS	EXTD PRICE US DOLLARS
21	21	0	25899-6	32 40	680 40
AZ 1 LTR BOTTLE CLIP STRIP 12					
6	6	0	13967-5	26 80	160 80
AZ ULTIMATE 16 CAN COOLER					
18	18	0	14516-9	93 00	1,674 00
AZ CLASSIC 6 FLOORSTAND 30					
3	3	0	14206-7	53 80	161 40
AZ FUSION T-BOX COOLER					
24	24	0	14203-4	38 00	912 00
AZ CONSTRUCTION COOLER					
1	1	0	14242-2	132 00	132 00
AZ ULT 6/TRANS 9 FLOORSTAND					
27	27	0	00640-3	27 00	729 00
AZ 1/2 GALLON JUG					
22	22	0	69115-4	35 70	785 40
AZ 1 GALLON JUG					
19	19	0	69114-7	24 30	461 70
AZ 1 QUART JUG					

CONTINUED ON NEXT PAGE

OUTER CIRCLE PRODUCTS, LTD
2580 PROSPECT COURT
AURORA IL
60504 USA

PAGE NO 2

INVOICE NO. 193945

INVOICE DATE 03/14/2003

I N V O I C E

Territory HYD
Region S

CUSTOMER NO FLEM05
CUSTOMER PH 703/437-3395
BILL TO:

YOUR ORDER NO 724154
OUR ORDER NO CO-121102-003-0000
SHIP TO

CTP/KING OF PRUSSIA GMD
FLEMING INC
PO BOX 1526
LING OF PRUSSIA PA
19406-1526

FLEMING CO/KOP GEN MERCH DIV
201 CHURCH ROAD
KING OF PRUSSIA PA
19406-1526

TERMS CASH #1 DISC
CASH #2 DISC
NET DUE DATE 051303

SHIPPED 03/14/2003
SHIP VIA B& J
F O B DESTINATION
SHIPMENT NO 170235 REF
PRO NO

YOUR CUSTOMER REP IS TMB

QTY ORDERED	QTY SHIPPED	QTY B O	ITEM NUMBER	UNIT PRICE US DOLLARS	EXTD PRICE US DOLLARS
----------------	----------------	------------	----------------	--------------------------	--------------------------

***** PLEASE REMIT TO OCP ACQUISITION CORP
***** PO BOX 632860
***** CINCINNATI OH 45263-2860 GST REG 138594536

SALES TOTAL	5,696 70
SALES TAX	0 00
FREIGHT	0 00
LESS	0 00
OTHER CHARGES	0 00
INVOICE TOTAL	5,696 70
US DOLLARS	=====

DEDUCTION DOCUMENT



Customer Support Center
1945 Lakepointe Drive
Lewisville, Texas 75057 6424
(972) 906-8000

September 20, 2001

Rod McKenzie
Outer Circle Products, Ltd
1737 Blakefield Terrace
St Louis, MO 63021-6820

Dear Rod,

Attached please find a copy of our deduction document # 80175 dated 09/20/01, which is for the agreed amount of \$9,100 00 This is for participation in our **2002 Spring & Summer Catalog** Please do not pay from this document, as the amount noted will be deducted from a future invoice

Thank you,

Gene Wochner
Gene Wochner
Seasonal Category Manager
(972) 906-8956

*OK
Arl
10/3/01*

DEDUCTION DOCUMENT



1945 Lakepointe Drive Lewisville, TX 75057

A/P PAYEE NO 140079		DEDUCTION NO GMD 80175			
VENDOR NAME Outer Circle Products, Ltd 1737 Blakefield Terrace St Louis, MO 63021-6820		PREPARED DATE 9/20/01			
ATTENTION Rod McKenzie		MERCHANDISER Gene Wochner			
REFERENCE INVOICE NO 20365		INVOICE DATE 7/25/01			
PURCHASE ORDER NO		REC DATE			
PURCHASE ORDER DATE		DUE DATE			
DESCRIPTION		ITEM CODE	\$ EACH	WGT	AMOUNT
Spring & Summer 2002 Catalog Participation			\$650 00		\$9,100 00
COMMENTS	REASON CODE (R/C) D = Damaged L = List Price S = Shortage Q = Quoted Price O = Past Due Invoice Account No P = Promotion Allow R = Refused Product A = Advertising Allow F = Freight Amount	TOTAL AMOUNT DEDUCTED			\$9,100 00
		ACCOUNT NUMBER			AMOUNT
		900-2030630-8024			(\$9 100 00)
ORIGINATED BY Victoria Reiter	DEPARTMENT GM PHONE # 972-906-8951	Total			(\$9 100 00)
DO NOT PAY - Total amount will be deducted on a remittance Refer to DEDUCTION and INVOICE numbers on all correspondence					

Fleming

140079

0031

When corresponding refer to ==> 23559174

Division	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount	
CORPORATE CATEGORY MARKETING	09/03/02	09/10/02	GND83272 memo 3	-5,850.00	0.00	
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	KGC210177	-477.41	0.00	
GMD - KING OF PRUSSIA	09/09/02	09/09/02	KGX803024	-203.12	0.00	
CORPORATE CATEGORY MARKETING	11/20/02	11/25/02	GND83854	-168.74	0.00	
GMD - LACROSSE	09/17/02	09/18/02	LAG034806BB	-150.00	0.00	
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	SGC210030	-132.02	0.00	
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	TGC210017	-130.07	0.00	
GMD MEMPHIS	10/11/02	10/23/02	MGZ012879	-100.00	0.00	
GMD MEMPHIS	11/07/02	11/13/02	MGZ013189	-81.25	0.00	
GMD MEMPHIS	12/08/02	12/12/02	MGZ013498	-75.00	0.00	
GMD MEMPHIS	02/05/03	02/13/03	MGZ014061	-75.00	0.00	
GMD - TOPEKA	11/15/02	12/17/02	TGZ013349	-62.50	0.00	
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	MGZ010159	-58.89	0.00	
GMD MEMPHIS	01/06/03	01/14/03	MGZ013776	-50.00	0.00	
GMD - TOPEKA	10/16/02	10/31/02	TGZ013030	-37.50	0.00	
GMD MEMPHIS	09/25/02	10/01/02	MGZ012586	-30.75	0.00	
GMD - TOPEKA	10/16/02	10/31/02	TGZ012733	-25.00	0.00	
GMD - TOPEKA	12/10/02	01/20/03	TGZ013638	-18.75	0.00	
GMD - TOPEKA	01/14/03	02/13/03	TGZ013913	-12.50	0.00	
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203904	-6.39	0.00	
GMD - KING OF PRUSSIA	01/15/03	02/20/03	KGR305350	-3.32	0.00	
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203903	-3.21	0.00	
GMD WEST	CTP	01/24/03	01/31/03	191490 memo 1	5,732.70	0.00
GMD - TOPEKA	CTP	01/24/03	01/31/03	191491 memo 3	6,818.30	0.00

DATE OF CHECK 03/10/03

AMOUNT OF CHECK \$4,799.58

03 = 968.30
01 = 2831.28

Fleming

Box 26647, Oklahoma City OK 73126

TEXAS COMMERCE
SAN ANGELO, TX23559174 ^{64-88/ 1113}

No.

Date

03/10/03

LC

Amount

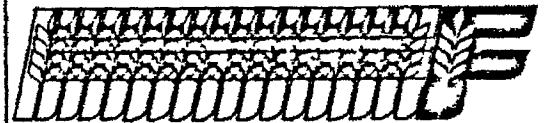
\$*****4,799.58*

Pay

FOUR THOUSAND SEVEN HUNDRED NINETY NINE DOLLARS AND 58/100

Pay
To
The
Order
Of

OUTER CIRCLE PRODUCTS LTD
PO BOX 632860
CINCINNATI, OH 45263



Unique Character Facsimile Signature

23559174 11130088006300036160

OUTER CIRCLE PRODUCTS, LTD
2580 PROSPECT COURT
AURORA IL
60504 USA

PAGE NO 1

INVOICE NO 192041

INVOICE DATE 02/06/2003

I N V O I C E

Territory TAL
Region D

CUSTOMER NO FLEM04
CUSTOMER PH 952-920-3150
BILL TO

YOUR ORDER NO 962232
OUR ORDER NO CO-121102-002-0000
SHIP TO

FLEMING COMPANIES INC
GATEWAY LACROSSE
PO BOX 26680
OKLAHOMA CITY OK
73126

FLEMING COMPANIES INC
322 CAUSEWAY BLVD
LA CROSSE WI
54603

TERMS CASH #1 DISC
CASH #2 DISC
NET DUE DATE 040703

SHIPPED 02/06/2003
SHIP VIA FLO 112648
F O B DESTINATION
SHIPMENT NO 168189 REF
PRO NO

YOUR CUSTOMER REP IS TMB

QTY ORDERED	QTY SHIPPED	QTY B O	ITEM NUMBER	UNIT PRICE US DOLLARS	EXTD PRICE US DOLLARS
6	6	0	993823	93 00	558 00
AZ FLOORSTAND CLASSIC 6 COOLER					
1	1	0	993825	38 00	38 00
AZ CONSTRUCTION 16 CAN COOLER					
1	1	0	993826	53 80	53 80
AZ FUSTON T-BOX COOLER					
4	4	0	993841	32 40	129 60
AZ 1 LITER BOTTLE CLIPSTRIP 12					
2	2	0	993836	30 00	60 00
AZ 1/2 GALLON JUG					

***** PLEASE REMIT TO OCP ACQUISITION CORP
***** PO BOX 632860
***** CINCINNATI OH 45263-2860 GST REG 138594536

SALES TOTAL	839 40
SALES TAX	0 00
FREIGHT	0 00
LESS	0 00
OTHER CHARGES	0 00

INVOICE TOTAL	839 40
US DOLLARS	=====

Fleming

140079

0031

When corresponding refer to ==> 23559174

Division	Invoice Date	Receipt Date	Inv No./Credit Request	Amount	Discount
CORPORATE CATEGORY MARKETING	09/03/02	09/10/02	GMD83272 <i>memo 3</i>	-5,850.00	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	KGC210177	-477.41	0.00
GMD - KING OF PRUSSIA	09/09/02	09/09/02	KGR803024	-203.12	0.00
CORPORATE CATEGORY MARKETING	11/20/02	11/25/02	GMD83854	-188.74	0.00
GMD - LACROSSE	09/17/02	09/18/02	LAG03480688	-150.00	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	SGC210030	-132.02	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	TGC210017	-130.07	0.00
GMD MEMPHIS	10/11/02	10/23/02	MGZ012879	-100.00	0.00
GMD MEMPHIS	11/07/02	11/13/02	MGZ013189	-81.25	0.00
GMD MEMPHIS	12/08/02	12/12/02	MGZ013498	-75.00	0.00
GMD MEMPHIS	02/05/03	02/13/03	MGZ014061	-75.00	0.00
GMD - TOPEKA	11/15/02	12/17/02	TGZ013349	-62.50	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	MGZ010159	-58.89	0.00
GMD MEMPHIS	01/06/03	01/14/03	MGZ013776	-50.00	0.00
GMD - TOPEKA	10/16/02	10/31/02	TGZ013030	-37.50	0.00
GMD MEMPHIS	09/25/02	10/01/02	MGZ012586	-30.75	0.00
GMD - TOPEKA	10/16/02	10/31/02	TGZ012733	-25.00	0.00
GMD - TOPEKA	12/10/02	01/20/03	TGZ013638	-18.75	0.00
GMD - TOPEKA	01/14/03	02/13/03	TGZ013913	-12.50	0.00
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203904	-6.39	0.00
GMD - KING OF PRUSSIA	01/15/03	02/20/03	KGR305350	-3.32	0.00
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203903	-3.21	0.00
GMD WEST	CTP	01/24/03	191490	5,732.70	0.00
GMD - TOPEKA	CTP	01/24/03	191491	6,818.30	0.00

DATE OF CHECK 03/10/03

AMOUNT OF CHECK \$4,799.58

03 = 96830
01 = 2831.28

FlemingTEXAS COMMERCE
SAN ANGELO, TX23559174 ^{64-88/ 1113}

Box 26647, Oklahoma City OK 73126

No

LC

Date

Amount

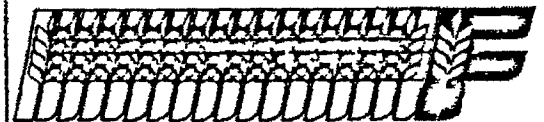
03/10/03 \$*****4,799.58*

Pay

FOUR THOUSAND SEVEN HUNDRED NINETY NINE DOLLARS AND 58/100

Pay
To
The
Order
Of

OUTER CIRCLE PRODUCTS LTD
PO BOX 632860
CINCINNATI, OH 45263



Unique Character Facsimile Signature

23559174 11300880 06300036 160

FLEMING COMPANIES, INC
ACCOUNTS PAYABLE DEPARTMENT / KING OF PRUSSIA DIVISION
770 WEST ROCK CREEK ROAD
NORMAN, OK 73071

9/16/02

CLAIM # KGC0210177

OUTER CIRCLE PRODUCTS
CUSTOMER SERVICE
DEPT 77-7936
CHICAGO, IL 60678

VENDOR # 140079

DEPARTMENT 732 GENERAL MERCHANDISE

TO THE VENDOR—YOUR PROMPT ATTENTION IS NECESSARY THIS CHARGEBACK WILL BE
PROCESSED IMMEDIATELY AND PLACED IN LINE FOR DEDUCTION IN 30 DAYS
INDICATE THE ABOVE DOCUMENT NUMBER ON ALL CORRESPONDENCE AND/OR CALLS

REASON FOR CHARGEBACK

DOCUMENTATION ATTACHED

DUE US ON TOTAL DEBIT \$477.41

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT CUSTOMER SERVICE
EMAIL Vendor Service@PRGX.com
TELEPHONE # (405) 364-4796 FAX # (405) 364-4574
PRG-SCHULTZ, 770 W ROCK CREEK RD, SUITE 111-113, NORMAN, OK 73071

Anticipation Due For Early Payment Of Invoices
Per Buyer Purchase Order/ Receiving Information Product due extended Dating

OUTER CIRCLE PRODUCTS LTD

Vendor # 140079

Div.	PO #	PO Date	Invoice #	Inv. Date	Due Date	Check #	Check Date	Days Early	Invoice Amount	Interest Due
040	480660	7/16/2001	157466	6/29/2001	8/28/2001	0377485	8/15/2001	13	18 348.00	99.38
040	488932	7/20/2001	158672	7/12/2001	9/10/2001	0379891	8/22/2001	19	4 485.40	35.51
040	557221	3/27/2001	149106	3/15/2001	5/14/2001	0486617	4/27/2001	17	33 856.50	239.82
040	629198	8/15/2001	160863	8/6/2001	10/5/2001	0551525	9/17/2001	18	514.80	3.86
040	802927	7/11/2001	158630	6/25/2001	8/24/2001	0631855	8/6/2001	18	13 178.10	98.84

OLIVER (KCI) PRODUCT # 140079

Item Receiving History

Inv#	PO#	PODt	RevDt	Item	UPC	Descrip	PO	Rcv	Net Cost
158630	802927	5/8/2001	6/29/2001	83108	0898604802	ZONE KIDS COMBO FS	50	0	\$173.60
158630	802927	5/8/2001	6/29/2001	83101	01649704065	LUNCH STAND FS/30	4	4	\$163.00
158630	802927	5/8/2001	6/29/2001	80073	01649742365	AZONE MEAL TIME CA	34	34	\$120.00
158630	802927	5/8/2001	6/29/2001	68156	01649704160	OC ARTIC ZN CRSH PR	38	0	\$108.90
158630	802927	5/8/2001	6/29/2001	47503	01649764155	OC ARTIC ZN LUNCH BG	29	29	\$108.90
158630	802927	5/8/2001	6/29/2001	42338	01649704365	ARCTIC MTLN LUNCH	37	37	\$144.00
158630	802927	5/8/2001	6/29/2001	28434	01649754065	ARCTIC ZN LUNCH BA	107	0	\$93.60

Total Due

\$477.41

Fleming

140079

0031

When corresponding refer to ==> 23559174

DIVISION	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
CORPORATE CATEGORY MARKETING	09/03/02	09/10/02	GMD83272 <i>memo 3</i>	-5,850.00	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	KGC210177	-477.41	0.00
GMD - KING OF PRUSSIA	09/09/02	09/09/02	KGX803024	-203.12	0.00
CORPORATE CATEGORY MARKETING	11/20/02	11/25/02	GMD83854	-168.74 ✓	0.00
GMD - LACROSSE	09/17/02	09/18/02	LAG03480688	-150.00 ✓	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	SGC210030	-132.02 ✓	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	TGC210017	-130.07 ✓	0.00
GMD MEMPHIS	10/11/02	10/23/02	MGZ012879	-100.00	0.00
GMD MEMPHIS	11/07/02	11/13/02	MGZ013189	-81.25	0.00
GMD MEMPHIS	12/08/02	12/12/02	MGZ013498	-75.00	0.00
GMD MEMPHIS	02/05/03	02/13/03	MGZ014061	-75.00	0.00
GMD - TOPEKA	11/15/02	12/17/02	TGZ013349	-62.50	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	MGC210159	-58.89	0.00
GMD MEMPHIS	01/06/03	01/14/03	MGZ013776	-50.00	0.00
GMD - TOPEKA	10/16/02	10/31/02	TGZ013030	-37.50	0.00
GMD MEMPHIS	09/25/02	10/01/02	MGZ012586	-30.75	0.00
GMD - TOPEKA	10/16/02	10/31/02	TGZ012733	-25.00	0.00
GMD - TOPEKA	12/10/02	01/20/03	TGZ013638	-18.75	0.00
GMD - TOPEKA	01/14/03	02/13/03	TGZ013913	-12.50	0.00
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203904	-6.39	0.00
GMD - KING OF PRUSSIA	01/15/03	02/20/03	KGR305350	-3.52	0.00
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203903	-3.21	0.00
GMD WEST	CTP	01/24/03	191490	5,732.70	0.00
GMD - TOPEKA	CTP	01/24/03	191491	6,818.30	0.00

DATE OF CHECK 03/10/03

AMOUNT OF CHECK \$4,799.58

03 = 968.30
01 = 3831.28

Fleming

Box 28647, Oklahoma City OK 73128

TEXAS COMMERCE
SAN ANGELO, TX

23559174 64-88/ 1113

No.

LC

Date

Amount

03/10/03 \$*****4,799.58*

Pay

FOUR THOUSAND SEVEN HUNDRED NINETY NINE DOLLARS AND 58/100

Pay
To
The
Order
Of

OUTER CIRCLE PRODUCTS LTD
PO BOX 632860
CINCINNATI, OH 45263



Unique Character Facsimile Signature

23559174 1130088006300036160

BILL BACK

OUTER CIRCLE LTD.
OUTER CIRCLE LTD
86 WEST EVERGREEN AVENUE
3

PO BOX 63286
Cincinnati,
OH
45263

MO	DAY	YEAR
9	17	'2
34806		
BILL BACK NO		

[illegible]

- | | |
|----------------------------------|---|
| ☐ CHECK | ☐ PAYMENT DEDUCT |
| ☐ CR MEMO | ☐ FREE GOODS |

TOTAL

85.41.

GROCERY 90100		COFFEE 90106		FROZEN 90130		HABA 90160	
CIGARETTES 90101		PREPACK MEAT 90110		PRODUCE 90135		GEN MDSE 90170	737-4011
CANDY 90102		WEIGHED MEAT 90112		REFRIG 90140			21
TOBACCO 90104		ICE CREAM 90120		SPECIALTY 90146			

FLEMING COMPANIES, INC
ACCOUNTS PAYABLE DEPARTMENT / SACRAMENTO GMD DIVISION
770 WEST ROCK CREEK ROAD
NORMAN, OK 73071

9/16/02

CLAIM # GSC0210030

OUTER CIRCLE PRODUCTS
CUSTOMER SERVICE
DEPT 77-7936
CHICAGO, IL 60678

VENDOR # 140079

DEPARTMENT 732 GENERAL MERCHANDISE

TO THE VENDOR—YOUR PROMPT ATTENTION IS NECESSARY THIS CHARGEBACK WILL BE
PROCESSED IMMEDIATELY AND PLACED IN LINE FOR DEDUCTION IN 30 DAYS
INDICATE THE ABOVE DOCUMENT NUMBER ON ALL CORRESPONDENCE AND/OR CALLS

REASON FOR CHARGEBACK

DOCUMENTATION ATTACHED

DUE US ON TOTAL DEBIT **\$132.02**

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT CUSTOMER SERVICE
EMAIL Vendor Service@PRGX.com
TELEPHONE # (405) 364-4796 FAX # (405) 364-4574
PRG-SCHULTZ, 770 W ROCK CREEK RD, SUITE 111-113, NORMAN, OK 73071

Anticipation Due For Early Payment Of Invoices
Per Buyer Purchase Order/ Receiving Information Product due extended Dating

OUTER CIRCLE PRODUCTS LTD

Vendor # 140079

Div.	PO #	PO Date	Invoice #	Inv Date	Due Date	Check #	Check Date	Days Early	Invoice Amount	Interest Due
120	206587	7/25/2001	158121	7/8/2001	9/7/2001	0380196	8/23/2001	15	505.20	3.16
120	346566	3/29/2001	148978	3/13/2001	5/12/2001	0486617	4/27/2001	15	505.20	3.16
120	346566	3/29/2001	148978	3/13/2001	5/12/2001	0486617	4/27/2001	15	505.20	3.16
120	486780	6/27/2001	156349	6/11/2001	8/10/2001	0370595	7/26/2001	15	7.830.60	48.94
120	523363	6/27/2001	156350	6/11/2001	8/10/2001	0370595	7/26/2001	15	10,785.60	67.41
120	613437	4/18/2001	150632	4/6/2001	6/5/2001	0348483	5/21/2001	15	612.00	3.83
120	650426	5/14/2001	152092	4/26/2001	6/25/2001	0507939	6/14/2001	11	517.20	2.37

OUTER CIRCLE PRODUCT

140079

Item Receiving History

Inv#	PO#	PODt	RcvDt	Item	UPC	Descrp	PO	Rcv	Net Cost
152092	650426	4/13/2001	5/2/2001	94514	01649704300	AZONE NYLON LUNCH	72	72	\$8.10
152092	650426	4/13/2001	5/2/2001	00866	01649754080	AZONE INSUL LUNCH	30	30	\$2.80

Total Due \$132.02

FLEMING COMPANIES, INC
ACCOUNTS PAYABLE DEPARTMENT / TOPEKA GMD DIVISION
770 WEST ROCK CREEK ROAD
NORMAN, OK 73071

9/19/02

CLAIM # TGC0210017

OUTER CIRCLE PRODUCTS
CUSTOMER SERVICE
DEPT 77-7936
CHICAGO, IL 60678

VENDOR # 140079

DEPARTMENT 732 GENERAL MERCHANDISE

TO THE VENDOR--YOUR PROMPT ATTENTION IS NECESSARY THIS CHARGEBACK WILL BE
PROCESSED IMMEDIATELY AND PLACED IN LINE FOR DEDUCTION IN 30 DAYS
INDICATE THE ABOVE DOCUMENT NUMBER ON ALL CORRESPONDENCE AND/OR CALLS

REASON FOR CHARGEBACK

DOCUMENTATION ATTACHED

DUE US ON TOTAL DEBIT \$130.07

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT CUSTOMER SERVICE
EMAIL Vendor Service@PRGX.com
TELEPHONE # (405) 364-4796 FAX # (405) 364-4574
PRG-SCHULTZ, 770 W ROCK CREEK RD, SUITE 111-113, NORMAN, OK 73071

Anticipation Due For Early Payment Of Invoices
 Per Buyer Purchase Order/ Receiving Information Product due extended Dating

OUTER CIRCLE PRODUCTS LTD

Vendor # 140079

Div	PO #	PO Date	Invoice #	Inv Date	Due Date	Check #	Check Date	Days Early	Invoice Amount	Interest Due
035	242157	6/8/2001	154402	5/29/2001	7/28/2001	0519838	7/11/2001	17	813 60	5 76
035	981059	2/13/2001	146476	2/2/2001	4/3/2001	0467464	3/14/2001	20	351 00	2 92
035	983466	2/9/2001	146410	2/1/2001	4/2/2001	0467464	3/14/2001	19	11,440 80	90 57
035	984312	5/25/2001	153445	5/15/2001	7/14/2001	0513482	6/27/2001	17	4,349 00	30 81

OUTER CIRCLE PRODUCTS # 140079

Item Receiving History

Inv#	PO#	PODt	RevDt	Item	UPC	Descrip	PO	Qty	Net Cost
153445	984312	4/4/2001	5/21/2001	83109	0998504602	ARTC KIDS LUNCH BO	1	1	\$173 60
153445	984312	4/4/2001	5/21/2001	83101	01649704055	ARCTIC LUNCH STAND	7	7	\$153 00
153445	984312	4/4/2001	5/21/2001	80073	01649742356	ARTC MEALTIME CARR	4	4	\$120 00
153445	984312	4/4/2001	5/21/2001	68166	01649704155	ARTC CRUSHPRF LUN	12	12	\$108 90
153445	984312	4/4/2001	5/21/2001	47603	01649754155	ARCTIC LUNCH BAG P	2	2	\$118 80
153445	984312	4/4/2001	5/21/2001	42338	01649704366	ARTC NYLON LUNCH B	1	1	\$144 00
153445	984312	4/4/2001	5/21/2001	20434	01649754055	ARCTIC ZN LUNCH BA	10	10	\$93 60

Total Due

\$130 07

Fleming

140079

0031

When corresponding refer to ==> 23559174

Division	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
CORPORATE CATEGORY MARKETING	09/03/02	09/10/02	GMD83272 <i>4emo3</i>	-5,850.00	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	KGC210177	-477.41	0.00
GMD - KING OF PRUSSIA	09/09/02	09/09/02	KGX803024	-203.12	0.00
CORPORATE CATEGORY MARKETING	11/20/02	11/25/02	GMD83854	-168.74	0.00
GMD - LACROSSE	09/17/02	09/18/02	LAG034806BB	-150.00	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	SGC210030	-132.02	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	TGC210017	-130.07	0.00
GMD MEMPHIS	10/11/02	10/23/02	MGZ012879	-100.00 ✓	0.00
GMD MEMPHIS	11/07/02	11/13/02	MGZ013189 <i>81901/2</i>	-81.25 ✓	0.00
GMD MEMPHIS	12/08/02	12/12/02	MGZ013498	-75.00 ✓	0.00
GMD MEMPHIS	02/05/03	02/13/03	MGZ014061 <i>7emo1</i>	-75.00	0.00
GMD - TOPEKA	11/15/02	12/17/02	TGZ013349 <i>191490</i>	-62.50 ✓	0.00
CORPORATE CATEGORY MARKETING	11/13/02	11/13/02	MGC210159	-58.89 ✓	0.00
GMD MEMPHIS	01/06/03	01/14/03	MGZ013776	-50.00 ✓	0.00
GMD - TOPEKA	10/16/02	10/31/02	TGZ013030	-37.50	0.00
GMD MEMPHIS	09/25/02	10/01/02	MGZ012586	-30.75	0.00
GMD - TOPEKA	10/16/02	10/31/02	TGZ012733	-25.00	0.00
GMD - TOPEKA	12/10/02	01/20/03	TGZ013638	-18.75	0.00
GMD - TOPEKA	01/14/03	02/13/03	TGZ013913	-12.50	0.00
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203904	-6.39	0.00
GMD - KING OF PRUSSIA	01/15/03	02/20/03	KGR305350	-3.32	0.00
GMD - KING OF PRUSSIA	09/23/02	10/29/02	KGR203903	-3.21	0.00
GMD WEST	CTP	01/24/03	191490 <i>7emo1</i>	5,732.70	0.00
GMD - TOPEKA	CTP	01/24/03	191491 <i>7emo3</i>	6,818.30	0.00

DATE OF CHECK 03/10/03

AMOUNT OF CHECK \$4,799.58

03 = 96830
01 = 2831.28

Fleming

Box 26647, Oklahoma City OK 73126

TEXAS COMMERCE
SAN ANGELO, TX23559174 ^{64-88/ 1113}

No

LC

Date

Amount

03/10/03 \$*****4,799.58*

Pay

FOUR THOUSAND SEVEN HUNDRED NINETY NINE DOLLARS AND 58/100

Pay
To
The
Order
Of

OUTER CIRCLE PRODUCTS LTD
PO BOX 632860
CINCINNATI, OH 45263



Unique Character Facsimile Signature

23559174 1130088006300036160

Fleming Memphis GMD
January 6, 2003

8561 Avon Lane

Southaven MS 38671

6623428116

GMD MGZ 013776

Manufacturer Name

Period 13

Date

12/01/02

OUTER CIRCLE

AP #

140079

Entity Store

Hours

Amount

160 Piggly Wiggly	Tylertown	MS	0 50	\$12 50
160 Tunnel Hill Grocery	Tunnel Hill	GA	0 50	\$12 50
160 H G Hill #10	Nashville	TN	0 50	\$12 50
160 Piggly Wiggly	Columbia	MS	0 50	\$12 50
TOTAL			2 00	\$50 00

**ALL INVOICES DUE 30 DAYS FROM RECEIPT, OR AMOUNT WILL BE DEDUCTED NOT
LATER THAN 01/06/03**

MAKE CHECK PAYABLE TO na

ACCT # 000-530040

SEND ATTENTION



1945 Lakepoint Drive
Lewisville, TX 75057
Phone 972-906-8000

August 19, 2002

Dear Fleming Vendor and Broker Community

Effective September 2, 2002, all backup paperwork for deductions must be obtained via Fleming's Visionet accounting web page by the vendor or a broker (if the vendor has granted the broker permission), except for Post Audits, A/R Collections, Unsaleables, and Warehouse Damages. These documents are identified by the following third alpha character assignment: Post Audit (B and C), A/R Collections (G), Unsaleables (R) and Warehouse (W). Fleming will continue to mail detailed documents for those deductions. In the near future, these deduction types will also be available on Visionet. Please do not fax deduction document requests to the Deduction Department.

Backup paperwork for deductions dated prior to September 2, 2002 may also be obtained on Visionet with the exception of the above listed types. If no backup is available on Visionet, then Fleming will provide support as long as the deduction was processed on a check within the past 60 days.

Sincerely,

Philip Murphy
Sr Vice President Procurement Fleming
Companies, Inc

Mark Shapiro
Sr Vice President, Finance & Control Fleming
Companies, Inc

Visionet Subscriptions

Effective January 1, 2002 all Fleming vendors are required to be on Visionet. For pricing information, please, contact the Visionet help desk at (405) 841-6060. The price of the Accounting Website located on Visionet is included in the Visionet pricing. For Accounting Website issues contact Susan Latham at (405) 951-7831 or slatham@email.fleming.com. Complete instructions for Visionet are located at <http://vendorrelations.fleming.com> under Deduction Procedures Section V.

Fleming.

1945 Lakemonte Drive
Lewisville, Texas 75057
Phone 972-906-8000

September 12, 2002

To our Valued Suppliers:

In conjunction with the changes to our company billing system, enclosed is a new billing format for promotional discounts incurred on offers generated from your company. The customer price reduction invoice has been consolidated by supplier for each Product Supply Center. This will mirror the electronic version which will be made available via Visionet for simplicity and ease of review.

If you have any questions, please contact your Category Director at the Customer Support Center in Lewisville, Texas.

Thank you for your support through this transition.

Fleming.

La Crosse Accounting Center
PO Box 1957
La Crosse, WI 54602-1957
(608) 785-1280

August 23, 2002

Fleming Vendor or Brokers

The La Crosse Accounting Center provides support for the following divisions La Crosse, La Crosse GMD, Minneapolis, and Superior Support functions include vendor research and correspondence and providing deduction backup **At this time, deduction backup is not available for the above divisions on Visionet** Backup will continue to be mailed weekly to an address specified by the vendor Listed below is specific information on contacts and deduction coding

Deduction Coding

Prefixes

LAC = La Crosse Division

LAG = La Crosse GMD Division

MIN = Minneapolis Division

SUP = Superior Division

LCR = La Crosse Reclaim Deduction

LGR = La Crosse GMD Reclaim Deduction

MNR = Minneapolis Reclaim Deduction

SUR = Superior Reclaim Deduction

Suffixes

BB = Billback Document

CM = Credit Memo

DS = Drop Ship

HS = Howard Shultz

PR = Profit Recovery

P = In-House Reclaim(preceded by 5 digit reclaim number)

P = Pricing (preceded by vendor invoice number)

Q = Quantity(preceded by vendor invoice number)

Examples LAC012345BB = La Crosse billback, MNR045678 = Minneapolis reclaim,

~~SUP000126984Q = Superior Quantity~~

Fleming Memphis GMD

8561 Avon Lane

Southaven MS 38671

December 8, 2002

6623428116

GMD MGZ**013498****Manufacturer Name****Period 12****Date****11/03/02****OUTER CIRCLE****AP #****140079****Entity Store****Hours****Amount**

160 Johnsons Foods #2	Decaturville	TN	0 25	\$6 25
160 Piggly Wiggly #77	Washington	NC	0 25	\$6 25
160 Hartselle Hometown Gro	Hartselle	AL	0 25	\$6 25
160 Parker's Big Star	Quitman	AR	0 25	\$6 25
160 Munafo s Jubilee #6	Monroe	OH	0 25	\$6 25
160 Piggly Wiggly #64	Ayden	NC	0 25	\$6 25
160 H G Hill S M	Nashville	TN	0 25	\$6 25
160 Piggly Wiggly	Geneva	AL	0 25	\$6 25
160 St. Louis S M #4	St Louis	MO	0 25	\$6 25
160 Food Giant	Gulfport	MS	0 25	\$6 25
160 Golconda Foodmart	Golconda	IL	0 25	\$6 25
160 Food Rite #70	Portageville	MO	0 25	\$6 25

TOTAL**3 00****\$75 00**

**ALL INVOICES DUE 30 DAYS FROM RECEIPT, OR AMOUNT WILL BE DEDUCTED NOT
LATER THAN 12/09/02**

MAKE CHECK PAYABLE TO na

ACCT # 000-530040

SEND ATTENTION

FLEMING COMPANIES, INC
ACCOUNTS PAYABLE DEPARTMENT / MEMPHIS GMD DIVISION
770 WEST ROCK CREEK ROAD
NORMAN, OK 73071

9/16/02

CLAIM # MGC0210159

OUTER CIRCLE PRODUCTS
CUSTOMER SERVICE
DEPT 77-7936
CHICAGO, IL 60678

VENDOR # 140079

DEPARTMENT 732 GENERAL MERCHANDISE

TO THE VENDOR-YOUR PROMPT ATTENTION IS NECESSARY THIS CHARGEBACK WILL BE
PROCESSED IMMEDIATELY AND PLACED IN LINE FOR DEDUCTION IN 30 DAYS
INDICATE THE ABOVE DOCUMENT NUMBER ON ALL CORRESPONDENCE AND/OR CALLS

REASON FOR CHARGEBACK

DOCUMENTATION ATTACHED

DUE US ON TOTAL DEBIT \$58.89

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT CUSTOMER SERVICE
EMAIL Vendor Service@PRGX.com
TELEPHONE # (405) 364-4796 FAX # (405) 364-4574
PRG-SCHULTZ, 770 W ROCK CREEK RD, SUITE 111-113, NORMAN, OK 73071

Anticipation Due For Early Payment Of Invoices
 Per Buyer Purchase Order/ Receiving Information Product due extended Dating

OUTER CIRCLE PRODUCTS LTD

Vendor # 140079

Div.	PO #	PO Date	Invoice #	Inv. Date	Due Date	Check #	Check Date	Days Early	Invoice Amount	Interest Due
159	060500	6/21/2001	155351	6/11/2001	8/10/2001	0370321	7/25/2001	16	824.00	5.36
159	201120	7/19/2001	157467	6/29/2001	8/28/2001	0375531	8/10/2001	18	653.40	4.90
159	229153	6/19/2001	154838	6/4/2001	8/3/2001	0523003	7/18/2001	16	7,294.40	48.63

OUTER CIRCLE PRODUCTS

140079

Item Receiving History

Inv#	PO#	PODt	RecDt	Item	UPC	Descrip	PO	Qty	Net Cost
154838	229153	4/24/2001	6/11/2001	83109	09995504602	ZONE KIDS COMBO FS.	4	4	\$173.60
154838	229153	4/24/2001	6/11/2001	83101	01649704055	LUNCH STAND FS/30	4	4	\$153.00
154838	229153	4/24/2001	6/11/2001	80073	01649742355	AZZONE MEALTIME CA	6	16	\$120.00
154838	229153	4/24/2001	6/11/2001	68155	01649704160	OC ARTIC ZN CRSH PR	8	0	\$108.90
154838	229153	4/24/2001	6/11/2001	47503	01649754155	OC ARTIC ZN CRSH BG	2	2	\$118.80
154838	229153	4/24/2001	6/11/2001	42338	01649704355	ARCTIC NYLN LUNCH	11	11	\$144.00
154838	229153	4/24/2001	6/11/2001	28434	01649754055	ARCTIC ZN LUNCH EA	24	24	\$93.60

Total Due

\$58.89

Fleming Memphis GMD

October 11, 2002

8561 Avon Lane

Southaven MS 38671

6623428116

GMD MGZ**012879****Manufacturer Name****Period 10****Date**

09/08/02

*OUTER CIRCLE***AP #***140079***Entity Store****Hours****Amount**

160 Piggly Wiggly #94	Cadiz	KY	0 25	\$6 25
160 Piggly Wiggly 13207	Greenville	AL	0 25	\$6 25
160 Piggly Wiggly 60012	Gnfton	NC	0 25	\$6 25
160 Sureway #88	Henderson	KY	0 25	\$6 25
160 Woodson's #15024	Lafollette	TN	0 25	\$6 25
160 Sunflower #9066	Collins	MS	0 25	\$6 25
160 St Louis S M #1	St Louis	MO	0 25	\$6 25
160 Piggly Wiggly #90	Warsaw	NC	0 25	\$6 25
160 Stewarts IGA #248	Beechmont	KY	0 25	\$6 25
160 Sunflower #9108	Tylertown	MS	0 25	\$6 25
160 E W James #27	Waverly	TN	0 25	\$6 25
160 Piggly Wiggly #70	Hopkinsville	KY	0 25	\$6 25
160 Stewarts IGA #246	Greenville	KY	0 25	\$6 25
160 Sunflower #9146	Taylorsville	MS	0 25	\$6 25
160 Sexton s Foods #9	Searcy	AR	0 25	\$6 25
160 Piggly Wiggly #18	Red Springs	NC	0 25	\$6 25

TOTAL**4 00****\$100 00**

**ALL INVOICES DUE 30 DAYS FROM RECEIPT, OR AMOUNT WILL BE DEDUCTED NOT
LATER THAN 10/11/02**

MAKE CHECK PAYABLE TO na**ACCT # 000-530040****SEND ATTENTION**

Fleming Memphis GMD

8561 Avon Lane, 4

Southaven MS 38671

November 7, 2002

6623428116

GMD MGZ 013189**Manufacturer Name**

Period 11

Date

10/06/02

*OUTER CIRCLE***AP #**

140079

Entity Store**Hours****Amount**

160 E W James #26	Camden	TN	0 25	\$6 25
160 Food Giant #6	Reidland	KY	0 25	\$6 25
160 Piggly Wiggly #34	Greenville	NC	0 25	\$6 25
160 Food Giant #7	Murray	KY	0 25	\$6 25
160 Whites # 24	Mountain City	TN	0 25	\$6 25
160 Piggly Wiggly #13011	Evergreen	AL	0 25	\$6 25
160 Piggly Wiggly	Monroeville	AL	0 25	\$6 25
160 Piggly Wiggly #5	Broadway	NC	0 25	\$6 25
160 St Louis S M #2	Berkeley	MO	0 25	\$6 25
160 Safeway #1402	Indianapolis	IN	0 25	\$6 25
160 Coward's IGA	Trenton	NC	0 25	\$6 25
160 H G Hill #90	Nashville	TN	0 25	\$6 25
160 Sunflower #9064	McComb	MS	0 25	\$6 25

TOTAL**3 25****\$81 25**

**ALL INVOICES DUE 30 DAYS FROM RECEIPT, OR AMOUNT WILL BE DEDUCTED NOT
LATER THAN 11/7/02**

MAKE CHECK PAYABLE TO na**ACCT # 000-530040****SEND ATTENTION**



1945 Lakepoint Drive
Louisville, Tex 75057
Phone 972-906-8000

August 19, 2002

Dear Fleming Vendor and Broker Community:

Effective September 2, 2002, all backup paperwork for deductions must be obtained via Fleming's Visionet accounting web page by the vendor or a broker (if the vendor has granted the broker permission), except for Post Audits, A/R Collections, and Warehouse Damages. These documents are identified by the following third alpha character assignment: Post Audit (B and C), A/R Collections (G), and Warehouse (W). Fleming will continue to mail detailed documents for those deductions. In the near future, these deduction types will also be available on Visionet. Please do not fax deduction document requests to the Deduction Department.

Backup paperwork for deductions dated prior to September 2, 2002 may also be obtained on Visionet with the exception of the above listed types. If no backup is available on Visionet, then Fleming will provide support as long as the deduction was processed on a check within the past 60 days

Sincerely,

Philip Murphy
Sr Vice President Procurement Fleming
Companies, Inc.

Mark Shapiro
Sr Vice President, Finance & Control Fleming
Companies, Inc.

Visionet Subscriptions

Effective January 1, 2002 all Fleming vendors are required to be on Visionet. For pricing information, please, contact the Visionet help desk at (405) 841-6060. The price of the Accounting Website located on Visionet is included in the Visionet pricing. For Accounting Website issues contact Susan Latham at (405) 951-7831 or slatham@email.fleming.com

Complete instructions for Visionet are located at <http://vendor.visionet.com>
Deduction Procedures, Section V

Fleming.

1945 Lakewood Drive
Lewisville, Texas 75057
Phone 972-906-8000

September 12, 2002

To our Valued Suppliers

In conjunction with the changes to our company billing system, enclosed is a new billing format for promotional discounts incurred on offers generated from your company. The customer price reduction invoice has been consolidated by supplier for each Product Supply Center. This will mirror the electronic version which will be made available via Visionet for simplicity and ease of review.

If you have any questions, please contact your Category Director at the Customer Support Center in Lewisville, Texas.

Thank you for your support through this transition.

Fleming

La Crosse Accounting Center
PO Box 1957
La Crosse, WI 54602-1957
(608) 785-1280

August 23, 2002

Fleming Vendor or Brokers

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SUR = Superior Reclaim Deduction

Suffixes

BB = Billback Document

CM = Credit Memo

DS = Drop Ship

HS = Howard Shultz

PR = Profit Recovery

P = In-House Reclaim(preceded by 5 digit reclaim number)

P = Pricing (preceded by vendor invoice number)

Q = Quantity(preceded by vendor invoice number)

Examples LAC012345BB = La Crosse billback, MNR045678 = Minneapolis reclaim,

SUP000126984Q = Superior Quantity