

UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM
In re <b>Fleming Companies, Inc.</b>		Case Number <b>03-10945</b>
<small>NOTE: This claim 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.</small>		
Creditor Name (Person or entity debtor owes) <b>Vita Specialty Foods Formerly the Halifax Group</b> Address Line 1 <b>3264 McCall Drive</b> Address Line 2 _____ Address Line 3 _____ City <b>Atlanta, GA 30340</b> ST ZIP <b>Atlanta, GA 30340</b>		<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.
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR <b>12195</b>		<input type="checkbox"/> replaces <input type="checkbox"/> amends Check here if this claim previously filed claim dated _____
<b>1 BASIS FOR CLAIM</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (Describe Briefly) _____ Your social security No. _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		<b>2 Date Debt Incurred (MMDDYY)</b> <div style="border: 1px solid black; padding: 2px; display: inline-block;">03</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">17</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">03</div>  <b>3 If Court Judgment, Date Obtained</b> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> </div> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> </div> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> </div> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> </div> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> </div> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> </div>
<b>4 CLASSIFICATION OF CLAIM</b> Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.		
<input type="checkbox"/> <b>SECURED CLAIM</b> Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) _____  Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____		<input type="checkbox"/> <b>UNSECURED PRIORITY CLAIM - Specify the priority of the claim.</b> <input type="checkbox"/> Wages, salaries or commissions (up to \$4,650) earned not more than 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"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____
<b>5 AMOUNT OF CLAIM AT TIME CASE FILED</b> <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 2px; width: 25%;">             (Secured)           </div> <div style="border: 1px solid black; padding: 2px; width: 40%; text-align: center;">             1, 60 1 .25           </div> <div style="border: 1px solid black; padding: 2px; width: 35%;">             (Unsecured Priority)           </div> </div> <input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.		
<b>6 CREDITS AND SETOFFS</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		
<b>7 SUPPORTING DOCUMENTS</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
<b>8 TIME STAMPED COPY</b> To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.		
Date <b>05/22/03</b>	Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). <i>Lazette Smith</i> <b>Credit Manager</b>	

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 6571.

 THIS SPACE IS FOR  
COURT USE ONLY

Fleming Companies Claim



00708

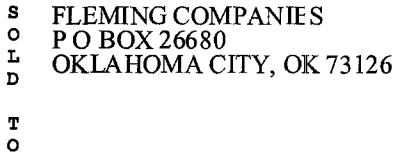
**THE HALIFAX GROUP 2003**

**FLEMING DEBT ANALYSIS 2003**

FLEMING LOCATION	ACCOUNT NUMBER	INVOICE#	INVOICE DATE	INVOICE AMOUNT	PAYMENTS
FLEMING COMPANIES	12195	69223	02/14/03	\$239 55	
		69703	03/17/03	\$1,361 70	
		TOTAL=			\$1,601 25

FLEMING TOTAL DEBT TO HALIFAX AS OF 4/1/03 =

**\$1,601.25**



Work Order No **B.O**

S FLEMING COMPANIES  
O P O BOX 26680  
L OKLAHOMA CITY, OK 73126  
D

T  
O

S FLEMING COMPANIES INC  
H SHIP TO 201  
I 1637 ST JAMES ST  
P LA CROSSE, WI 54601

T  
O

[illegible]



Page No 1	Invoice No 69223	Apply To	Invoice Date 02/14/03	Cust No 12195
<b>Invoice Reprint</b>			Work Order No	B. O

S FLEMING COMPANIES  
O P O BOX 26680  
L OKLAHOMA CITY, OK 73126  
D  
  
T  
O

S FLEMING COMPANIES INC  
H SHIP TO 201  
I 1637 ST JAMES ST  
P LA CROSSE, WI 54601  
  
T  
O

Date Shipped 02/14/03	Purchase Order No 995928	Ship Via TRK-PREPAY/ADD	FOB SHIPPING POINT	Terms 2% 10 - NET 30			
Buyer	Date Requested 02/14/03	Location 00001	Salesperson SPECIALTY PARTNERS, SOUTHEAST	Territory NORTH CENTRAL			
Item No	Description	Quantity Ordered	Quantity Shipped	Unit Price	Gross Amount	Discount Amount	Tax
	FREIGHT CHARGES -UNDER 100 CASE	1	1	119 55	119 55		
	ADDITIONAL FREIGHT CHARGES DUE TO SHIPPERS- NON-STANDARD D SCHEDULE- TEAM AIR CHARGED AN \$120 00 TO DELIVER SHIPMENT (10PM-	1	1	120 00	120 00		
Subtotal					239 55		
				Invoice No 69223		Remittance 239 55	



OAK HILL FARMS  
A DIVISION OF  
THE HALIFAX GROUP, INC  
3264 McCall Drive  
DORAVILLE, GA 30340  
(770) 452-8828  
Fax (770) 457-4546  
Order Entry Only (800) 878-7808

PAGE NO	INVOICE NO	APPLY TO	INVOICE DATE	CUST NO
	872		02-01-90	1000
INVOICE				
WORK ORDER NO			B O	

NEWING COMPANIES  
P.O. BOX 70030  
KANSAS CITY, MO 64108

NEWING COMPANIES INC  
5000 N. 100th St  
Minneapolis, MN 55412

S  
H  
I  
P  
T  
O

IF SHIP TO APPEAR BY DATE

DATE SHIPPED	PURCHASE ORDER NO	SHIP VIA	F.O.B.	TERMS
02-01-90	005002	NO FREIGHT CHG	SHIPPING 2200	NET 30
BUYER	DATE REQUESTED	LOCATION	SALESPERSON	TERRITORY

LANE HIGHER 020/2500 MODEL SPECIALTY PARTNERS SOUTHEAST NORTH CENTRAL

ITEM NO	DESCRIPTION	QUANTITY ORDERED	QUANTITY BACK ORD	QUANTITY SHIPPED	UNIT PRICE	EXTENSION	TAX
---------	-------------	------------------	-------------------	------------------	------------	-----------	-----

1000	1000 1/2" x 1/2" x 1/2"	2			200	400	
1001	1000 1/2" x 1/2" x 1/2"	2			200	400	

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

1000 1/2" x 1/2" x 1/2" 1000 1/2" x 1/2" x 1/2"

SUBTOTAL 3.44 STATE 0.00 COUNTY 0.10 TOTAL 3.54

INVOICE NO 36019  
PLEASE REMIT THIS AMOUNT

59357

# Valty Partners

Laurel Fair Circle N

Box 160

Ida FL 33610

21 No (813)621-6475 Fax No (813)621-2657

Order No 43773

Memo # Order Date Ship Date Arrival Date Customer PO # Terms Ship VIA  
01/24/2003 02/07/2003 995928 NET 30

Print HALIFAX GROUP  
HALIF 3264 MCCALL DRIVE  
ATLANTA, GA 30340

Sold To FLEMING LACROSSE  
FLWI P O BOX 26680  
OKLAHOMA CITY, OK 73126

Sales Rep LG LARRY MCGIVERN

Broker ID

Customer #

F O B ATLANTA, GA

Territory MW MIDWEST

Buyer

Instructions PLEASE FAX CONFIRMATION TO 813-621-2657 THANKS!

Ship To FLEMING LA CROSSE  
001 1637 ST JAMES STREET  
LA CROSSE, WI 54601  
(608)785-1330

QTY	UNIT	PRODUCT	PACK/SIZE	DESCRIPTION	GROSS WEIGHT	PRICE	EXTENDED
1		03550	12/5oz Brand	JIM BEAM STEAK SAUCE JIM BEAM		15 48	15 48
49		03556	6/10 OZ Brand	BOURBON STEAK SAUCE JIM BEAM	7 50	12 30	602 70

QTY	HASH	CUBE	PALLETS	LBS	\$
50	7,106	10	0 27	368	618 18

ORIGINAL - NOT NEGOTIABLE

Date 277/03

Vehicle Number
-------------------

100 Max FEB 1971

**Kelley, Leticia**

**From** Kelley, Leticia  
**Sent** Thursday, January 16, 2003 11 06 AM  
**To** Gentry, Hunter  
**Cc** McCaffrey, Valerie  
**Subject** Fleming Company

Per R & L and TMI, Fleming Company only accept deliveries from 10 p m - 6 a m

WO 58768 shipped via R&L and they can't deliver at the time requested, TMI needs authorization from us for Central Transport to pick up from R&L and deliver per Fleming's delivery time Central Transport is also requesting that we pre-authorize a 'Sort & Seg'  
Just in case Fleming requires it Tonya (TMI) is calling me back with all of these charges

**Questions**

Fleming Company is set up in the system as "No Freight" so they are not paying the initial freight, and more than likely will not pay the addition freight charges that will occur

I will verify that the information regarding their ship time is correct-

Val, Hunter-Please contact the buyer to see if going forward they are still going to receive no freight charges and/or if we are to bill them the addition charges that we are being accessed due to their delivery time frame  
Also, check to see if they require that we "Sort and Seg" their shipments

FYI—they are listed as a "HOUSE" account 12195

Leticia

Broken



**Kelley, Leticia**

---

**From** Kelley, Leticia  
**Sent** Wednesday, January 22, 2003 12 26 PM  
**To** Gentry, Hunter  
**Cc** McCaffrey, Valerie  
**Subject** FW: Fleming Company-PO 988236

FYI— See attachment first and e-mail sent to Specialty Partners

Freight-

I will change their "Ship Via" field to reflect special instructions- and let CS and acct know that if the case count is less than 100 cases to bill freight, and also to bill any additional freight charges to Fleming

Val can you please F/U with Larry, regarding "Sort and Seg" (see me if you don't know what I mean by sort & seg)  
I forgot to mention that in the e-mail to him

Please Advise- soon if this is not correct- I will wait until I hear back before I change any notes in the system

Leticia

-----Original Message-----

**From** Kelley, Leticia  
**Sent** Wednesday, January 22, 2003 12 09 PM  
**To** 'mcgiverl@specialtypartners.com'  
**Subject** Fleming Company-PO 988236

Hello Larry McGivern,

Re: PO 988236

Fleming @ LaCrosse, WI, has a non standard delivery appointment time of 10 P M to 6 A M We are being billed an extra \$110 00 dollars for this shipment to deliver according to their time frame

No freight charges were billed to Fleming for this order, however in the future, freight will be billed if the PO does not meet the 100 case min and/or any addition charges that occur because of their delivery schedule  
Please pass this information to your Contacts (Buyers) at Fleming

Any questions please feel free to contact me or our Sales Dept

Thanks in Advance,

Leticia E Kelley  
Customer Service, Supervisor  
770-452-8828 x 240

*Delivered  
Shurt*

1/22/2003

WO 58768

## Specialty Partners

8306 Laurel Fair Circle N  
Suite 160  
Tampa FL 33610  
Tel No (813)621-6475 Fax No (813)621-2657

Order No 42631

Memo # Order Date Ship Date Arrival Date Customer PO # Terms Ship VIA  
12/24/2002 01/07/2003 988236 NET 30

Print HALIFAX GROUP  
HALIF 3264 MCCALL DRIVE  
ATLANTA, GA 30340

Sold To FLEMING LACROSSE  
FLWI P O BOX 26680  
OKLAHOMA CITY, OK 73126

Sales Rep  
Broker ID  
Customer #  
F O B ATLANTA, GA  
Territory MW MIDWEST

Ship To FLEMING LA CROSSE  
001 1637 ST JAMES STREET  
LA CROSSE, WI 54601  
(608)785-1330

Buyer  
Instructions PLEASE FAX CONFIRMATION TO 813-621-2657 THANKS  
\*\*\* ORDER MAY HAVE BEEN SENT EDI \*\*\* DO NOT DUPLICATE ORDER

QTY	UNIT	PRODUCT	PACK/SIZE	DESCRIPTION	GROSS WEIGHT	PRICE	EXTENDED
12		03551-12	12/8OZ	JB HONEY BOURBON MUSTARD		19 20	230 40
2		03558	12/5OZ Brand	KENTUCKY BOURBON HOT SAUC JIM BEAM		15 48	30 96

QTY	HASH	CUBE	PALLETS	LBS	\$
14	3,558	0	0 00	0	261 36

Handwritten signature and date: 1/10/03



dba OAK HILL FARMS  
3264 McCall Drive  
DORAVILLE, GA 30340  
(770) 452-8828  
Fax (770) 452-1385  
Order Entry Only (800) 878-7808

SCHED SHIP DATE WEEK OF	PAGE NO 1	WORK ORD NO 58768	CANCELLATION DATE 3/30/2003	CUST NO 12195
----------------------------	-----------------	----------------------	--------------------------------	------------------

PACKING SLIP

162

FLEMING COMPANIES  
P O BOX 26680  
OKLAHOMA CITY, OK 73126

S  
H  
I  
P  
  
T  
O  
FLEMING COMPANIES INC  
SHIP TO 201  
1637 ST JAMES ST  
LA CROSSE WI 54601

AP-NET/ SHIP TO ARRIVE 1/07/03

ORDER DATE 12/30/2002	PURCHASE ORDER NO 98826	SHIP VIA NO FREIGHT CHG	F.O.B. SHIPPING POINT	TERMS 2% 10 - NET 30
--------------------------	----------------------------	----------------------------	--------------------------	-------------------------

BUYER FAX	DATE REQUESTED 12/30/2002	LOCATION 00001	SALESPERSON HOUSE	TERRITORY NORTH CENTRAL
--------------	------------------------------	-------------------	----------------------	----------------------------

ITEM NO BIN LOCATION NO	DESCRIPTION	QUANTITY ORDERED	QUANTITY BACK ORD	QUANTITY SHIPPED	UNIT PRICE	EXTENSION	TAX
IBMUS8 DB -	JIM BEAM MUSTARD 8 OZ	24	144.00	144	1.60	230.40	1
10001		EACH					
IBHSS DB	JIM BEAM HOT SCE 5 OZ	2	24.00	24	1.29	30.96	2
10001		EACH					

CANCEL ALL BACKORDERS\*\*  
PO# ON ALL PPGS/PAPERV K\*\*

STATE 0 00	COUNTY 0 00	0 00	0 00	0 00	0 00	251.36
---------------	----------------	------	------	------	------	--------

58768  
WORK ORDER NO

TOTAL ORDER  
VALUE



ORIGINAL - NOT NEGOTIABLE

Shipment No           

Date 1/7/03

(Name of Carrier)

TO FLEMING COMPANIES INC  
Cons gnee  
Street 1637 ST JAMES ST  
Destination LA CROSSE, WI 54601

From  
Shipper

**THE HALIFAX GROUP, INC**

Street 3264 McCall Drive

Origin Atlanta, GA 30340

## Emergency Response

Vehicle
---------

Phone No.

Number

Route			Phone No		Number		
No	Shipping Units	HM*	Kind of Packaging	Description of Articles Special Marks and Exceptions	Weight (subject to correction)	Rate	CHARGES

SKID	Jim Bean Mustard 802 (24cs) (144eq)
------	--

162	60
-----	----

Jim Bean Hot Sauce 5oz  
(2oz) (24oz)  
PO # 98826

## ▶ CARRIERS ▶

48724522 - 2

This shipment subject solely to the terms and conditions of the Uniform Straight Bill of Lading Identified in the NMFC 100 series

SHIPPER'S COPY

**PREPAID & THIRD PARTY BILL**

**TAPPAN MARKETING INC.**

PO BOX 759

FLOWERY BRANCH, GA 30542

When transporting hazardous materials include the technical or chemical name for n.o.s. (not otherwise specified) or generic description of material with appropriate UN or NA number as defined in US DOT Emergency Communication Standard (HM 126C).  
Provide emergency response phone number in case of incident or accident in box above

REMIT  
C O D TO  
ADDRESS

**COD**

Amt \$

COD FEE	
---------	--

PREPAID	<input type="checkbox"/>	
COLLECT	<input type="checkbox"/>	\$

COLLECT	<input type="checkbox"/>
TOTAL CHARGES	\$

**FREIGHT CHARGES**

FREIGHT PREPAID  
except when box at  
right is checked

Check box if charges  
☐ are to be  
collect

NOTE Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property.

The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding

This is to certify that the above named materials are properly classified described packaged marked and labeled and are in proper condition for the transportation according to the applicable regulations of the Department of Transportation

Subject to Section 7 of the conditions if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement

The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

(Signature of Consignor)

RECEIVED subject to the classifications and lawfully filed tariffs in effect on the date of the issue of this Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated above which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any said property that every service to be performed hereunder shall be subject to all the Bill of Lading terms

and conditions in the governing classification on the date of shipment

Shipper hereby certifies that he is familiar with all the Bill of Lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

NOTICE Freight moving under this Bill of Lading is subject to the classifications and lawfully filed tariffs in effect on the date of this Bill of Lading. This notice supersedes and negates any claimed alleged or asserted oral or written contract promise representation or understanding between the parties with respect to this freight except to the extent of any written contract which establishes lawful contract carriage and is signed by authorized representatives of both parties to the contract.

SHIPPER // THE HALIFAX GROUP, INC

CARRIER

PER

HAZARDOUS MATERIALS MARK WITH "X" TO DESIGNATE HAZARDOUS MATERIALS AS REFERENCED IN 49CFR § 172.202.



**The Halifax Group**  
**3264 McCall Drive**  
**Atlanta, GA 30340**  
**Phone: 770-452-8828**  
**Fax: 770-457-4546**  
**Toll Free: 1-800-878-7808**

# Fax

<b>To:</b> TMI- TONYA	<b>From:</b> Leticia Kelley - x 240- <a href="mailto:lkelly@halifaxinc.com">lkelly@halifaxinc.com</a>
<b>Fax:</b> 678-482-6082	<b>Pages:</b> 1-Including the cover sheet
<b>Phone:</b> 678-482-0870	<b>Date:</b> 1-17-02
<b>Re:</b> Authorization to transfer freight	<b>CC:</b>

☐ **Urgent**    ☒ **For Review**    ☐ **Please Comment**    ☐ **Please Reply**

---

● **Comments:**

Tonya, please have Central Transport transfer freight from R&L to Fleming

R&L pro number 487245222

---

TRANSMISSION VERIFICATION REPORT

TIME 01/17/2003 02 50  
NAME  
FAX  
TEL  
SER # BROM1J840708

DATE TIME	01/17 02 50
FAX NO /NAME	6784826082
DURATION	00 00 15
PAGE(S)	01
RESULT	OK
MODE	STANDARD
	ECM