



UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM
In re FLEMING COMPANIES, INC		Case Number 03-10945
<p>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.</p>		
Creditor Name (Person or entity debtor owes) STERLING TRANSPORTATION, INC.		<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 checked="" 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.
Address Line 1		
Address Line 2		
Address Line 3 P O BOX 176		
City, ST ZIP REDMOND, OR 97756		
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR FLEMING FOODS		<input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
1 BASIS FOR CLAIM <input 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 checked="" 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 _____ (date) to _____ (date)		
2 Date Debt Incurred (MMDDYY) <div style="border: 1px solid black; padding: 2px; display: inline-block;">02</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">14</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">03</div>		
3 If Court Judgment, Date Obtained <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>		
4 CLASSIFICATION OF CLAIM 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.		
<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> SECURED CLAIM 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 \$ _____ </div> <div style="width: 50%;"> <input type="checkbox"/> UNSECURED PRIORITY CLAIM - Specify the priority of the claim. <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 a 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) _____ </div> </div>		
5 AMOUNT OF CLAIM AT TIME CASE FILED <div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <div style="border: 1px solid black; width: 100px; height: 20px; margin: 0 auto;"></div> <div>(Secured)</div> </div> <div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">7</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">2</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">6</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">2</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">7</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">3</div> <div>(Unsecured Nonpriority)</div> </div> <div style="text-align: center;"> <div style="border: 1px solid black; width: 100px; height: 20px; margin: 0 auto;"></div> <div>(Unsecured Priority)</div> </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.		
6. CREDITS AND SETOFFS 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.		
7. SUPPORTING DOCUMENTS 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.		
8. TIME-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.		
Date 6-6-03		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) <div style="text-align: center;">KEVIN GROSHONG OWNER</div>

REC'D JUN 12 2003

THIS SPACE IS FOR COURT USE ONLY

THIS SPACE IS FOR COURT USE ONLY

 JUN - 9 AM 11:00
 U.S. BANKRUPTCY COURT
 DISTRICT OF DELAWARE

Fleming Companies Claim



00879



YOUR TEAM ON THE MOVE

June 6, 2003

Caleb Boggs Federal Courthouse
Attn Bankruptcy - B10 Forms Processor
844 King Street
Wilmington, Delaware 19801

FILED
2003 JUN -9 AM 11:40
U.S. DISTRICT COURT
DISTRICT OF DELAWARE

Re Chapter 11 – Fleming Companies, Inc – Case #03-10945

Dear Clerk

Enclosed please find a completed B10 form with copies of 7 invoices that remain unpaid, freight was arraigned between 2-14-03 and 3-19-03 for Fleming Foods totaling \$7,262 73

Should any further information be required please contact the undersigned
Thanking you in advance for your attention to this matter

Sincerely,

Kevin Groshong
Owner

enc

STERLING TRANSPORTATION, INC

P O Box 176
REDMOND, OR 97756

(541) 923-8785 1 800 627-5123
FAX (541) 548-5139

INVOICE

NO : 27233
INVOICED : 03/04/03
LOAD NO : 29025

BILL TO:

FLEMING FOODS

PO BOX 299013
LEWISVILLE, TX 75029

SHIPPED : 02/14/03
SHIPPER :
TWIN CITY FOODS
KENNEWICK WA

CONSIGNEE:
FLEMING FOODS
W SACRAMENTO CA

DELIVERED SHIPPER NO DELIVERY NO
02/17/03 732413

PIECES	DESCRIPTION	MILES	WEIGHT	RATE	AMOUNT
	FROZEN			950.0000 FLAT	950 00
1 00	FUEL FUEL SURCHARGE			78 37	78.37
	P/U 02/14/03 TWIN CITY FOODS		KENNEWICK WA		
	DROP 02/17/03 FLEMING FOODS		W SACRAMENTO CA		

TOTAL DUE \$1028.37

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 87476

PAGE 1

CARRIER

DELIVERY TKT

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 2/13/2003 FROM TWIN CITY FOODS, INC.

The property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked consigned, and destined as indicated below 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 it 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 of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof, if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK

TRAILER

ID 732413-SC

BOOKNR

NO PKGS	KIND OF PACKAGE	DESCRIPTION OF ARTICLES	SPECIAL MARKS AND EXCEPTIONS	UPC CODE	*WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
+ *	PACKER # 004	TWIN CITY FDS				
60	BEST YET	24/10 C	PEAS	4218720162	1,020	Subject to Section 7 of conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement
60	EX VALUE	6/4 # P	PEAS	7431714502	1,530	
60	EX VALUE	6/4 # P	CORN	7431714595	1,530	
160	BEST YET	12/8 E	COB CORN	4218720194	4,800	The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges
90	BEST YET	18/16 P	MIX VEG	4218702182	1,755	
60	BEST YET	24/10 C	MIX VEG	4218720164	1,020	
210	BEST YET	12/32 P	MIX VEG	4218720221	5,355	TWIN CITY FOODS, INC
90	BEST YET	18/16 P	COUNTRY VEG	4218750186	1,755	
120	EX VALUE	6/4 # P	MIX VEG	7431714594	3,060	
45	BEST YET	18/16 P	PEA & CARTS	4218720624	878	(Signature of Consignor)
81	BEST YET	12/32 P	BATTER FRY	4218700024	2,066	
40	BEST YET	12/32 P	CURLY FRIES	4218700026	1,020	
108	BEST YET	12/32 P	RC FR FRY	4218700028	2,754	PERISHABLE - RUSH KEEP FROZEN
80	BEST YET	12/32 P	KK FR FRY	4218720130	2,040	
54	EX VALUE	24/20 P	SS RC FRY	7431714505	1,728	
72	BEST YET	6/5 # P	KK FR FRY	4218720132	2,304	REFRIGERATION SERVICE, KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT
144	BEST YET	12/32 P	POT TATERS	4218720136	3,672	
72	BEST YET	12/32 P	SO ST HASH	4218720139	1,872	
90	BEST YET	18/16 P	GR BN R CUT	4218702195	1,755	

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED DRIVER
FORK LIFT

*If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC, per

Permanent post office of shipper

P O BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#

STARTED LOADING

COMPLETED LOADING

PST

PALLETS

SLIP SHEETS

IN

OUT

0

0

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 87476

PAGE 2

CARRIER

DELIVERY TKT

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 2/13/2003 FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked consigned, and destined as indicated below 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 it 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 of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or a fall water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTRY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK Sterling

TRAILER 4898

PO 732413-SC

BOOKNR

NO PKGS	KIND OF PACKAGE DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	UIC CODE	*WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
** PACKER # 004 TWIN CITY FDS 60	BEST YET 18/16 P GR BN FR CT	4218702188	1,170	<p>Subject to Section 7 of conditions of applicable bill of lading, if this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the following statement:</p> <p>The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges</p> <p>TWIN CITY FOODS, INC</p> <p><i>Shirley Lynn Hawkins</i> (Signature of Consignor)</p> <p>PERISHABLE - RUSH KEEP FROZEN</p> <p>REFRIGERATION SERVICE, KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT</p>
1756	NET GROSS	WEIGHT--> WEIGHT-->	40,450 43,084	
	<--TOTAL CASES			

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED FORK LIFT DRIVER

Jorge R. L. L.

Meckler Ross 2/17/03

If the shipment moves between two ports by a carrier by water, the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight.

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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification.

+ Shipper's imprint in lieu of stamp, not a part of lading approved by the Interstate Commerce Commission.

Shipper TWIN CITY FOODS, INC.

Permanent post office of shipper

PO BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#

TCF 12049

STARTED LOADING

COMPLETED LOADING

PST

PALLETS

SLIP SHEETS

IN OUT

21 21-0

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

STERLING TRANSPORTATION, INCP O Box 176
REDMOND, OR 97756(541) 923-8785 1-800 627-5123
FAX (541) 548-5139**INVOICE**NO : 27438
INVOICED : 03/04/03
LOAD NO : 29213**BILL TO:**

FLEMING FOODS

PO BOX 299013
LEWISVILLE, TX 75029SHIPPED : 02/21/03
SHIPPER :TWIN CITY FOODS
KENNEWICK WA**CONSIGNEE:**FLEMING FOODS
W SACRAMENTO CADELIVERED SHIPPER NO DELIVERY NO
02/24/03 758651

PIECES	DESCRIPTION	MILES	WEIGHT	RATE	AMOUNT
	FROZEN			950 0000 FLAT	950.00
1 00	FUEL FUEL SURCHARGE			85 50	85.50
	P/U 02/21/03 TWIN CITY FOODS		KENNEWICK WA		
	DROP 02/24/03 FLEMING FOODS		W SACRAMENTO CA		

TOTAL DUE \$1035.50

LOCAL WAREHOUSE	
KENNEWICK	WA

NEW D/TICKET

PAGE 1

Packing List

TWIN CITY FOODS, INC.

P O BOX 699 STANWOOD WA 98292

PHONE (206) 515 2400 FAX (206) 515 2499

SHIPMENT TICKET

No 7023077

Folio 87753

DATE 2/22/03 TIME 8 03 50 K1

TO		FLEMING COMPANIES SAC		FOR ACCT	CTP/NORCAL DIVISION		No 7023077		
WEST SACRAMENTO		CA			OKLAHOMA CITY		OK	Folio 87753	
DATE		CAR/TRUCK		PSE 5013		PO#		758651-SC	
2/22/2003		STERLING							
NUMBER OF CASES	LABEL		SIZE	PRODUCT		ITEM#/LOT		GROSS WEIGHT	
** PACKER	# 004 TWIN CITY		FDS						
30	BEST YET		18/16 P	CARTS WH BB 4218720227		701342 206		585	
180	BEST YET		18/16 P	PEAS 4218702180		401312 206		3,510	
70	BEST YET		12/32 P	PEAS 4218720219		401332 206		1,785	
90	BEST YET		18/16 P	PEAS PETITE 4218720561		401362 206		1,755	
180	BEST YET		18/16 P	CORN 4218702181		502222 206		3,510	
70	BEST YET		12/32 P	CORN 4218720218		502232 206		1,785	
45	BEST YET		18/16 P	CORN-W JS 4218720626		563102 206		878	
40	BEST YET		12/8 E	COB CORN 4218720194		584312 206		1,200	
39	BEST YET		18/16 P	KK CARROTS 4218702183		701332 206		761	
270	BEST YET		18/16 P	MIX VEG 4218702182		800612 206		5,265	
140	BEST YET		12/32 P	MIX VEG 4218720221		800632 206		3,570	
60	EX VALUE		6/4 # P	MIX VEG 7431714594		802412 235		1,530	
135	BEST YET		18/16 P	PEA & CARTS 4218720624		820752 206		2,633	
20	BEST YET		12/32 P	CURLY FRIES 4218700026		849152 206		510	
46	BEST YET		12/32 P	KK FR FRYS 4218720130		849191 206		1,173	
34	BEST YET		12/32 P	KK FR FRYS 4218720130		849192 206		867	

1,895 TOTAL CASES

TOTAL WEIGHT - 41,541

SHIPMENT TICKET

BY _____

NEW D/TICKET No 7023077

DTICK

5

PAGE 2

PHONE (206) 515 2400 FAX (206) 515 2499

No 7023077
Folio 87753

TOTAL WEIGHT - 41,541

NEW D/TICKET No 7023077

4

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 87753

PAGE 1

CARRIER

DELIVERY TKT 7023077

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 2/22/2003 FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown) marked consigned, and destined as indicated below, 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 it 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 of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof, if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTRY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK STERLING

TRAILER PSE 5013

P.O. 758651-SC

BOOKNR

NO PKGS	KIND OF PACKAGE, DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	UPC CODE	*WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
** PACKER # 004	TWIN CITY FDS			
180	BEST YET 18/16 P PEAS	4218702180	3,510	Subject to Section 7 of conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement
70	BEST YET 12/32 P PEAS	4218720219	1,785	
90	BEST YET 18/16 P PEAS PETITE	4218720561	1,755	
180	BEST YET 18/16 P CORN	4218702181	3,510	
70	BEST YET 12/32 P CORN	4218720218	1,785	
45	BEST YET 18/16 P CORN-W JS	4218720626	878	
40	BEST YET 12/8 E COB CORN	4218720194	1,200	
39	BEST YET 18/16 P KK CARROTS	4218702183	761	
30	BEST YET 18/16 P CARTS WH BB	4218720227	585	
270	BEST YET 18/16 P MIX VEG	4218702182	5,265	
140	BEST YET 12/32 P MIX VEG	4218720221	3,570	The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges
60	EX VALUE 6/4 # P MIX VEG	7431714594	1,530	
135	BEST YET 18/16 P PEA & CARTS	4218720624	2,633	
20	BEST YET 12/32 P CURLY FRIES	4218700026	510	
80	BEST YET 12/32 P KK FR FRY	4218720130	2,040	
72	BEST YET 6/5 # P KK FR FRY	4218720132	2,304	
72	BEST YET 12/32 P POT TATERS	4218720136	1,836	
20	BEST YET 12/16 P ONJON RINGS	4218750187	260	
72	BEST YET 12/30 P IQF SHRD HB	4218700065	1,728	

TWIN CITY FOODS, INC

(Signature of Consignor)

PERISHABLE - RUSH
KEEP FROZENREFRIGERATION SERVICE,
KEEP BELOW 0°F HIGHLY
PERISHABLE DO NOT
DEFROST IN TRANSIT

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED
FORK LIFT DRIVER

*If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight

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

per

TRUCK ARRIVED

SEAL#
TCF12155

STARTED LOADING

COMPLETED LOADING
8 03 50 PST

PALLETS

IN OUT
23 23

SLIP SHEETS

Shipper, TWIN CITY FOODS, INC, per

Agent, per

Permanent post-office of shipper

P O BOX 699 - STANWOOD, WA 98292

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

LADING

7

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 87753

PAGE 2

CARRIER

DELIVERY TKT 7023077

RI CEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 2/22/2003 FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked consigned and destined as indicated below, 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 it 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 of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK STERLING

TRAILER PSE 5013

P.O. 758651-SC

BOOKNR

NO PKGS	KIND OF PACKAGE, DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	UPC CODE	*WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
** PACKER # 004	TWIN CITY FDS			
135	BEST YET 18/16 P GR BN R CUT	4218702195	2,633	
30	BEST YET 18/16 P GR BN FR CT	4218702188	585	
45	BEST YET 18/16 P ITAL BNS CT	4218720209	878	
1895	NET WEIGHT--> 38,710			
	GROSS WEIGHT--> 41,541			
	---TOTAL CASES			
				Subject to Section 7 of conditions of applicable bill of lading 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
				TWIN CITY FOODS, INC
				<i>L. Christen</i> (Signature of Consignor)
				PERISHABLE - RUSH KEEP FROZEN
				REFRIGERATION SERVICE, KEEP BELOW 0° F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED DRIVER

FORK LIFT

RT

1 x MS

*If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper, TWIN CITY FOODS, INC, per *Larry Christen*

Permanent post-office of shipper

P O BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#

TCF12155

STARTED LOADING

IN OUT

COMPLETED LOADING

PALLETS

23 23

8 03 50 PST

SLIP SHEETS

Agent, per *MS Christen*

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

P O Box 176
REDMOND, OR 97756

INVOICE

(541) 923-8785 1-800-627-5123
FAX (541) 548 5139

NO : 27437
INVOICED : 03/05/03
LOAD NO : 29212

BILL TO:

FLEMING FOODS

PO BOX 299013
LEWISVILLE, TX 75029

SHIPPED : 02/24/03
SHIPPER :
TWIN CITY FOODS
KENNEWICK WA

CONSIGNEE:
FLEMING FOODS
W SACRAMENTO CA

DELIVERED	SHIPPER NO	DELIVERY NO
02/26/03	784946	

PIECES	DESCRIPTION	MILES	WEIGHT	RATE	AMOUNT
	FROZEN			950 0000	950.00
				FLAT	
1.00	FUEL				
	FUEL SURCHARGE				
P/U 02/24/03	TWIN CITY FOODS			85 50	85.50
DROP 02/26/03	FLEMING FOODS	KENNEWICK WA			
		W SACRAMENTO CA			

TOTAL DUE \$1035.50

LOCAL WAREHOUSE	
KENNEWICK	WA

NEW ORDER

packing list

PAGE 1

TWIN CITY FOODS, INC.

P O BOX 699 STANWOOD WA 98292

PHONE (206) 515 2400 FAX (206) 515 2499

SHIPMENT TICKET

No
Folio 87962

DATE 2/18/03 TIME 13 31 29 MW

TO FLEMING COMPANIES SAC		FOR CACT		CTP/NORCAL DIVISION	
WEST SACRAMENTO		CA		OKLAHOMA CITY OK	
DATE 2/24/2003		CAR/TRUCK TRUCK		PO# 784946-SC	
NUMBER OF CASES	LABEL	SIZE	PRODUCT	ITEM#/LOT	GROSS WEIGHT
** PACKER # 004 TWIN CITY FDS					
90	BEST YET	18/16 P	PEAS 4218702180	401312	1,755
70	BEST YET	12/32 P	PEAS 4218720219	401332	1,785
60	EX VALUE	6/4 # P	PEAS 7431714502	404582	1,530
30	I G A	18/16 P	PEAS 4127004625	414022	585
90	BEST YET	18/16 P	CORN 4218702181	502222	1,755
70	BEST YET	12/32 P	CORN 4218720218	502232	1,785
80	BEST YET	12/8 E	COB CORN 4218720194	584312	2,400
90	BEST YET	18/16 P	MIX VEG 4218702182	800612	1,755
140	BEST YET	12/32 P	MIX VEG 4218720221	800632	3,570
45	BEST YET	18/16 P	COUNTRY VEG 4218750186	800852	878
60	EX VALUE	6/4 # P	MIX VEG 7431714594	802412	1,530
75	I G A	18/16 P	MIX VEG 4127004634	807382	1,463
81	BEST YET	12/32 P	BATTER FRY 4218700024	849142	2,066
20	BEST YET	12/32 P	CURLY FRIES 4218700026	849152	510
72	BEST YET	12/28 P	RC STEAK FF 4218720902	849162	1,620
54	BEST YET	12/32 P	RC FR FRYS 4218700028	849172	1,377

TOTAL CASES

TOTAL WEIGHT -

BY _____

SHIPMENT TICKET

NEW ORDER

No

LOCAL WAREHOUSE

NEW ORDER

PAGE 2

KENNEWICK WA

TWIN CITY FOODS, INC.

P O BOX 699 STANWOOD, WA 98292

PHONE (206) 515 2400 FAX (206) 515 2499

SHIPMENT TICKET

DATE 2/18/03 TIME 13 31 29 MW

No
Folio 87962

TO FLEMING COMPANIES SAC		FOR ACCT	CTP/NORCAL DIVISION		No
WEST SACRAMENTO			CA	OKLAHOMA CITY	OK
DATE 2/24/2003		CAR/TRUCK TRUCK		PO# 784946-SC	
NUMBER OF CASES	LABEL	SIZE	PRODUCT	ITEM#/LOT	GROSS WEIGHT
** PACKER # 004 TWIN CITY FDS					
80	BEST YET	12/32 P	KK FR FRY 4218720130	849192	2,040
72	BEST YET	6/5 # P	KK FR FRY 4218720132	849301	2,304
72	EX VALUE	6/5 # P	RC FR FRY 7431714507	849322	2,304
60	BEST YET	12/28 P	SS RC FRY 4218720903	849331	1,350
72	BEST YET	12/32 P	POT TATERS 4218720136	849752	1,836
40 29	BEST YET	12/24 P	WEDGE CUT 4218720137	849772	800 580
72	BEST YET	12/32 P	SO ST HASH 4218720139	849782	1,872
40	BEST YET	12/24 P	POT O'BRIEN 4218750184	849822	800
9	I G A	12/32 P	SO ST HASH 4127048900	850082	234
15	BEST YET	24/9 C	GR BN R CUT 4218720150	909832	225
45	BEST YET	18/16 P	GR BN R CUT 4218702195	910052	878
30	BEST YET	18/16 P	GR BN FR CT 4218702188	910312	585
17	BEST YET	12/12 C	SQUASH 4218720929	920281	170
----- 1751	**TOTAL CASES**			**TOTAL WEIGHT**	----- 41,762
1740					41,542

TOTAL CASES

TOTAL WEIGHT -

SHIPMENT TICKET

BY _____

NEW ORDER

No

TICK

//

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 87962

PAGE 1

CARRIER

DELIVERY FKT

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 2/24/2003 FROM TWIN CITY FOODS, INC.

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below, 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 it 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 of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK

Sterling

TRAILER

223

PO 784946-SC

BOOKNR

NO PKGS	KIND OF PACKAGE	DESCRIPTION OF ARTICLES	SPECIAL MARKS AND EXCEPTIONS	UIC CODE	*WEIGHT (SUBJ TO CORR)	It charges to be prepaid write or stamp to be Prepaid
** PACKER # 004	TWIN CITY FDS					
90	BEST YET	18/16 P	PEAS	4218702180	1,755	Subject to Section 7 of conditions of applicable bill of lading 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
70	BEST YET	12/32 P	PEAS	4218720219	1,785	
60	EX VALUE	6/4 # P	PEAS	7431714502	1,530	
30	I G A	18/16 P	PEAS	4127004625	585	
90	BEST YET	18/16 P	CORN	4218702181	1,755	
70	BEST YET	12/32 P	CORN	4218720218	1,785	
80	BEST YET	12/8 E	COB CORN	4218720194	2,400	
90	BEST YET	18/16 P	MIX VEG	4218702182	1,755	
140	BEST YET	12/32 P	MIX VEG	4218720221	3,570	
45	BEST YET	18/16 P	COUNTRY VEG	4218750186	878	
60	EX VALUE	6/4 # P	MIX VEG	7431714594	1,530	TWIN CITY FOODS, INC (Signature of Consignor) PERISHABLE - RUSH KEEP FROZEN REFRIGERATION SERVICE, KEEP BELOW 0° F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT
75	I G A	18/16 P	MIX VEG	4127004634	1,463	
81	BEST YET	12/32 P	BATTER FRY	4218700024	2,066	
20	BEST YET	12/32 P	CURLY FRIES	4218700026	510	
72	BEST YET	12/28 P	RC STEAK FF	4218720902	1,620	
54	BEST YET	12/32 P	RC FR FRY	4218700028	1,377	
80	BEST YET	12/32 P	KK FR FRY	4218720130	2,040	
72	BEST YET	6/5 # P	KK FR FRY	4218720132	2,304	
72	EX VALUE	6/5 # P	RC FR FRY	7431714507	2,304	

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED
FORK LIFT

DRIVER

If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight
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

per

TRUCK ARRIVED

SEAL#

STARTED LOADING

COMPLETED LOADING

PST

PALLET

SLIP SHEETS

IN

OUT

0

0

Shipper TWIN CITY FOODS, INC, per

Agent, per

Permanent post-office of shipper

P O BOX 699 STANWOOD, WA 98292

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 87962

PAGE 2

CARRIER

DELIVERY TKT

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA

DATE 2/24/2003 FROM TWIN CITY FOODS, INC.

the property described below in apparent good order, except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below 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 it 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 of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK Sterling

TRAILER 223

P O 784946-SC

BOOKNR

NO PKGS	KIND OF PACKAGE DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	UPC CODE	*WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To b Prepaid
** PACKER # 004 TWIN CITY FDS				
60	BEST YET 12/28 P SS RC FRY	4218720903	1,350	
72	BEST YET 12/32 P POT TATERS	4218720136	1,836	
29 40	BEST YET 12/24 P WEDGE CUT	4218720137	580 800	
72	BEST YET 12/32 P SO ST HASH	4218720139	1,872	
40	BEST YET 12/24 P POT O'BRIEN	4218750184	800	
9	I G A 12/32 P SO ST HASH	4127048900	234	
15	BEST YET 24/9 C GR BN R CUT	4218720150	225	
45	BEST YET 18/16 P GR BN R CUT	4218702195	878	
30	BEST YET 18/16 P GR BN FR CT	4218702188	585	
17	BEST YET 12/12 C SQUASH	4218720929	170	

1751	<- - TOTAL CASES	NET WEIGHT--> 39,070		
1740		GROSS WEIGHT--> 41,762		
			41,540	
				TWIN CITY FOODS, INC
				<i>Sammy Bender</i> (Signature of Consignor)
				PERISHABLE - RUSH KEEP FROZEN
				REFRIGERATION SERVICE, KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT

Paula Dorsey 2/26/03

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED FORK LIFT DRIVER

*If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight.
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC, per

Sammy Bender
Permanent post office of shipper P O BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#

TCF12167

STARTED LOADING

COMPLETED LOADING

PST

PALLET
SLIP SHEETS

IN	OUT
430	240

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

STERLING TRANSPORTATION, INCP O Box 176
REDMOND, OR 97756(541) 923 8785 1 800 627 5123
FAX (541) 548-5139**INVOICE**NO 27502
INVOICED : 03/05/03
LOAD NO : 29292**BILL TO:**

FLEMING FOODS

PO BOX 299013
LEWISVILLE, TX 75029SHIPPED : 02/26/03
SHIPPER :
TWIN CITY FOODS
KENNEWICK WACONSIGNEE:
FLEMING FOODS
W SACRAMENTO CADELIVERED SHIPPER NO DELIVERY NO
02/28/03 811246

PIECES	DESCRIPTION	MILES	WEIGHT	RATE	AMOUNT
	FROZEN			950.0000 FLAT	950.00
1 00	FUEL FUEL SURCHARGE			85.50	85 50
	P/U 02/26/03 TWIN CITY FOODS		KENNEWICK WA		
	DROP 02/28/03 FLEMING FOODS		W SACRAMENTO CA		

TOTAL DUE \$1035.50

PAGE 1

CARRIER

DELIVERY TKT

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA

DATE 2/26/2003 FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown) marked consigned, and destined as indicated below, 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 it 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 of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth(1) in Uniform Freight Classification in effect on the date hereof, if this is a rail or a rail water shipment, or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or direct access of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK

TRAILER

PO 811246-SC

BOOKNR

NO PKGS	KIND OF PACKAGE	DESCRIPTION OF ARTICLES	SPECIAL MARKS AND EXCEPTIONS	UPC CODE	*WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
** Packer # 004	TWIN CITY FDS					
70	BEST YET	12/32 P	PEAS	4218720219	1,785	Subject to Section 7 of conditions of applicable bill of lading, if this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the following statement:
45	BEST YET	24/10 C	PEAS PETITE	4218720556	765	
140	BEST YET	12/32 P	CORN	4218720218	3,570	The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges
60	EX VALUE	6/4 # P	CORN	7431714595	1,530	
30	BEST YET	18/16 P	CORN-W JS	4218720626	585	TWIN CITY FOODS, INC
120	BEST YET	12/8 E	COB CORN	4218720194	3,600	
30	BEST YET	18/16 P	KK CARROTS	4218702183	585	(Signature of Consignor)
90	BEST YET	18/16 P	MIX VEG	4218702182	1,755	
60	BEST YET	24/10 C	MIX VEG	4218720164	1,020	PERISHABLE - RUSH KEEP FROZEN
140	BEST YET	12/32 P	MIX VEG	4218720221	3,570	
90	BEST YET	18/16 P	COUNTRY VEG	4218750186	1,755	REFRIGERATION SERVICE, KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT
60	EX VALUE	6/4 # P	MIX VEG	7431714594	1,530	
45	BEST YET	18/16 P	PEA & CARTS	4218720624	878	
45	BEST YET	24/10 C	PEA & CARTS	4218720625	765	
40	BEST YET	12/32 P	CURLY FRIES	4218700026	1,020	
108	BEST YET	12/32 P	RC FR FRY	4218700028	2,754	
80	BEST YET	12/32 P	KK FR FRY	4218720130	2,040	
54	EX VALUE	24/20 P	SS RC FRY	7431714505	1,728	
72	BEST YET	6/5 # P	KK FR FRY	4218720132	2,304	

REMARKS.

FRT COLLECT FOR BUYER

TRAILER INSPECTED FORK LIFT DRIVER

*If the shipment moves between two ports by a carrier by water, the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight.
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification.
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC, per

Permanent post-office of shipper

P O BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#

STARTED LOADING

COMPLETED LOADING

PST

PALLETS

SLIP SHEETS

IN OUT

0

0

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

LADING

15

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 88205

PAGE 2

CARRIER

DELIVERY TKT

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 2/26/2003 FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked consigned, and destined as indicated below, 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 it 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 of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof. If this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee. For purposes of notification only.)

CON-SIGNED TO FLEMING COMPANIES SAC

DESINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK

Sterling

TRAILER

ST

PO 811246-SC

BOOKNR

NO PKGS	KIND OF PACKAGE, DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	UPC CODE	WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
** PACKER # 004 TWIN CITY FDS				
144	BEST YET 12/32 P POT TATERS	4218720136	3,672	Subject to Section 7 of conditions of applicable bill of lading. 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.
54	BEST YET 6/5 # P POT TATERS	4218700054	1,728	
45	BEST YET 18/16 P GR BN R CUT	4218702195	878	
60	BEST YET 18/16 P GR BN FR CT	4218702188	1,170	
1682	NET GROSS <--TOTAL CASES	WEIGHT--> 38,418 WEIGHT--> 40,987		
TWIN CITY FOODS, INC <i>[Signature]</i> (Signature of Consignor)				
PERISHABLE - RUSH KEEP FROZEN				
REFRIGERATION SERVICE, KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT				

REMARKS.

FRT COLLECT FOR BUYER

TRAILER INSPECTED DRIVER
FORK LIFT

TCF

12-12

*If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC

Permanent post-office of shipper

PO BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#

TCF 12220

STARTED LOADING

COMPLETED LOADING

PST

PALLETS

SLIP SHEETS

IN OUT

21 21

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

STERLING TRANSPORTATION, INCP O Box 176
REDMOND, OR 97756(541) 923 8785 1-800-627-5123
FAX (541) 548 5139**INVOICE**NO : 27641
INVOICED : 03/11/03
LOAD NO 29427**BILL TO:**

FLEMING FOODS

PO BOX 299013

LEWISVILLE, TX 75029

SHIPPED : 03/05/03

SHIPPER :
TWIN CITY FOODS
KENNEWICK WA**CONSIGNEE:**FLEMING FOODS
W SACRAMENTO CADELIVERED SHIPPER NO DELIVERY NO
03/07/03 863452

PIECES	DESCRIPTION	MILES	WEIGHT	RATE	AMOUNT
	FROZEN			950 0000 FLAT	950 00
1.00	FUEL FUEL SURCHARGE			92 62	92 62
	P/U 03/05/03 TWIN CITY FOODS		KENNEWICK WA		
	DROP 03/07/03 FLEMING FOODS		W SACRAMENTO CA		

TOTAL DUE \$1042.62

LOCAL WAREHOUSE

NEW D/TICKET

PAGE 1

KENNEWICK WA

TWIN CITY FOODS, INC.

P O BOX 699 STANWOOD, WA 98292

PHONE (206) 515-2400 FAX (206) 515-2499

SHIPMENT TICKET

DATE 3/05/03 TIME 13 18 12 K1

No 7023209

Folio 88695

TO		FLEMING COMPANIES SAC		FOR ACCT	CTP/NORCAL DIVISION		No 7023209	
WEST SACRAMENTO		CA			OKLAHOMA CITY		Folio 88695	
					OK			
DATE		CAR/TRUCK		S1		PO#		
3/05/2003		STERLING				863452-SC		
NUMBER OF CASES	LABEL	SIZE	PRODUCT	ITEM#/LOT	GROSS WEIGHT			
** PACKER #	004 TWIN CITY FDS							
90	BEST YET	18/16 P	PEAS 4218702180	401312 208	1,755			
43	BEST YET	24/10 C	PEAS 4218720162	401321 208	731			
17	BEST YET	24/10 C	PEAS 4218720162	401322 208	289			
140	BEST YET	12/32 P	PEAS 4218720219	401332 208	3,570			
75	BEST YET	18/16 P	PEAS PETITE 4218720561	401362 208	1,463			
60	EX VALUE	6/4 # P	PEAS 7431714502	404582 208	1,530			
45	BEST YET	24/10 C	CORN 4218720160	502212 208	765			
90	BEST YET	18/16 P	CORN 4218702181	502222 208	1,755			
15	I G A	18/16 P	CORN 4127004626	511722 208	293			
90	BEST YET	18/16 P	MIX VEG 4218702182	800612 208	1,755			
70	BEST YET	12/32 P	MIX VEG 4218720221	800632 208	1,785			
45	BEST YET	18/16 P	WESTERN MIX 4218750191	800832 208	878			
120	EX VALUE	6/4 # P	MIX VEG 7431714594	802412 208	3,060			
45	BEST YET	18/16 P	PEA & CARTS 4218720624	820752 208	878			
54	BEST YET	12/32 P	BATTER FRY 4218700024	849142 208	1,377			
54	BEST YET	12/32 P	RC FR FRYS 4218700028	849172 208	1,377			

1,776 TOTAL CASES

TOTAL WEIGHT - 41,294

SHIPMENT TICKET

BY _____

NEW D/TICKET No 7023209

DTICK

18

LOCAL WAREHOUSE

NEW D/TICKET

PAGE 2

KENNEWICK WA

TWIN CITY FOODS, INC.

P O BOX 699 STANWOOD, WA 98292

PHONE (206) 515-2400 FAX (206) 515 2499

SHIPMENT TICKET

DATE 3/05/03 TIME 13 18 12 K1

No 7023209

Folio 88695

TO		FLEMING COMPANIES SAC		FOR ACCT	CTP/NORCAL DIVISION		No 7023209
WEST SACRAMENTO		CA			OKLAHOMA CITY		OK
DATE		CAR/TRUCK		S1		PO#	
3/05/2003		STERLING				863452-SC	
NUMBER OF CASES	LABEL	SIZE	PRODUCT	ITEM#	LOT	GROSS WEIGHT	
** PACKER # 004 TWIN CITY FDS							
80	BEST YET	12/32 P	KK FR FRY 4218720130	849192	208	2,040	
72	BEST YET	6/5 # P	KK FR FRY 4218720132	849301	208	2,304	
72	EX VALUE	6/5 # P	RC FR FRY 7431714507	849322	208	2,304	
144	BEST YET	12/32 P	POT TATERS 4218720136	849752	208	3,672	
72	BEST YET	12/32 P	SO ST HASH 4218720139	849782	208	1,872	
40	BEST YET	12/24 P	POT O'BRIEN 4218750184	849822	208	800	
18	I G A	12/32 P	POT TATERS 4127000849	850062	208	459	
18	I G A	12/32 P	SO ST HASH 4127048900	850082	208	468	
90	BEST YET	12/20 P	ONION RINGS 4218750280	851013	208	1,508	
13	BEST YET	12/30 P	IQF SHRD HB 4218700065	851562	208	312	
59	BEST YET	12/30 P	IQF SHRD HB 4218700065	851562	126	1,416	
45	BEST YET	18/16 P	ITAL BNS CT 4218720209	910482	208	878	

1,776 TOTAL CASES

TOTAL WEIGHT - 41,294

SHIPMENT TICKET

BY _____

NEW D/TICKET No 7023209

DTICK

19

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA

DATE 3/05/2003 FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked consigned and destined as indicated below, 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 it 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 of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof, if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER STERLING

TRUCK STERLING

TRAILER S1

P O 863452-SC

BOOKNR

NO PKGS	KIND OF PACKAGE, DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS	UPC CODE	*WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
** PACKER # 004	TWIN CITY FDS			
72	BEST YET 12/32 P SO ST HASH	4218720139	1,872	
40	BEST YET 12/24 P POT O'BRIEN	4218750184	800	
18	I G A 12/32 P POT TATERS	4127000849	459	
18	I G A 12/32 P SO ST HASH	4127048900	468	
90	BEST YET 12/20 P ONION RINGS	4218750280	1,508	
72	BEST YET 12/30 P IOF SHRD HB	4218700065	1,728	
45	BEST YET 18/16 P ITAL BNS CT	4218720209	878	
				Subject to Section 7 of conditions of applicable bill of lading 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
1776	NET TOTAL CASES	WEIGHT-->	38,416	
	GROSS	WEIGHT-->	41,294	
				TWIN CITY FOODS, INC
				<i>Sammy Bender</i> (Signature of Consignor)
				PERISHABLE - RUSH KEEP FROZEN
				REFRIGERATION SERVICE, KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED FORK LIFT DRIVER

Michael Lopez 3/7/03

*If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC, per

Sammy Bender
Permanent post-office of shipper P O BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL# TCF12615

STARTED LOADING

COMPLETED LOADING

13 18 12 PST

PALLET

IN

39

OUT

24

SLIP SHEETS

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 3/05/2003 FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order except as noted (contents and condition of contents of packages unknown), marked consigned and destined as indicated below 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 it 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 of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee For purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER STERLING

TRUCK STERLING

TRAILER S1

P O 863452-SC

BOOKNR

NO PAGES	KIND OF PACKAGE	DESCRIPTION OF ARTICLES	SPECIAL MARKS AND EXCEPTIONS	UPC CODE	WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be Prepaid
** PACKER # 004	TWIN CITY FDS					
90	BEST YET	18/16 P	PEAS	4218702180	1,755	
60	BEST YET	24/10 C	PEAS	4218720162	1,020	
140	BEST YET	12/32 P	PEAS	4218720219	3,570	
75	BEST YET	18/16 P	PEAS PETITE	4218720561	1,463	
60	EX VALUE	6/4 # P	PEAS	7431714502	1,530	
45	BEST YET	24/10 C	CORN	4218720160	765	
90	BEST YET	18/16 P	CORN	4218702181	1,755	
15	I G A	18/16 P	CORN	4127004626	293	
90	BEST YET	18/16 P	MIX VEG	4218702182	1,755	
70	BEST YET	12/32 P	MIX VEG	4218720221	1,785	
45	BEST YET	18/16 P	WESTERN MIX	4218750191	878	
120	EX VALUE	6/4 # P	MIX VEG	7431714594	3,060	
45	BEST YET	18/16 P	PEA & CARTS	4218720624	878	
54	BEST YET	12/32 P	BATTER FRY	4218700024	1,377	
54	BEST YET	12/32 P	RC FR FRY	4218700028	1,377	
80	BEST YET	12/32 P	KK FR FRY	4218720130	2,040	
72	BEST YET	6/5 # P	KK FR FRY	4218720132	2,304	
72	EX VALUE	6/5 # P	RC FR FRY	7431714507	2,304	
144	BEST YET	12/32 P	POT TATERS	4218720136	3,672	

TWIN CITY FOODS, INC

(Signature of Consignor)

PERISHABLE - RUSH
KEEP FROZENREFRIGERATION SERVICE,
KEEP BELOW 0°F HIGHLY
PERISHABLE DO NOT
DEFROST IN TRANSIT

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED DRIVER
FORK LIFT

*If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is carrier's or shipper's weight
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC, per

Permanent post-office of shipper

P O BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#
TCF12615

STARTED LOADING

COMPLETED LOADING
13 18 12 PSTPALLET
SLIP SHEETSIN OUT
39 24

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

STERLING TRANSPORTATION, INCP O Box 176
REDMOND, OR 97756(541) 923 8785 1-800-627 5123
FAX (541) 548-5139**INVOICE**NO : 27952
INVOICED : 03/25/03
LOAD NO : 29734**BILL TO:**

FLEMING FOODS

PO BOX 299013

LEWISVILLE, TX 75029

SHIPPED : 03/19/03
SHIPPER :TWIN CITY FOODS
KENNEWICK WA**CONSIGNEE.**FLEMING FOODS
W SACRAMENTO CADELIVERED SHIPPER NO DELIVERY NO
03/21/03 077910

PIECES	DESCRIPTION	MILES	WEIGHT	RATE	AMOUNT
	FROZEN			950 0000 FLAT	950 00
1 00	FUEL FUEL SURCHARGE			92 62	92 62
	P/U 03/19/03 TWIN CITY FOODS		KENNEWICK WA		
	DROP 03/21/03 FLEMING FOODS		W SACRAMENTO CA		

TOTAL DUE \$1042.62

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 895 9

PAGE 1

CARRIER

DELIVERY TKF

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 3/18/2003 FROM TWIN CITY FOODS, INC.

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below 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 it 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 of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee for purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVL

(* To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK

TRAILER

745

PO 077910-SC

POCKNBR

NO PKGS	KIND OF PACKAGE, DESCRIPTION OF ARTICLES, SPECIFIC MARKS AND EXCEPTIONS			UPC CODE	WEIGHT (SUBJ TO CORR)	If charges to be prepaid write or stamp here To be prepaid
** PACKER # 004	TWIN CITY FDS					
70	BEST YET	12/32 P	PEAS	4218720219	1,785	Subject to Section 7 of conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignee the consignee shall sign the following statement
45	BEST YET	24/10 C	CORN	4218720160	765	
90	BEST YET	18/16 P	CORN	4218702181	1,755	
70	BEST YET	12/32 P	CORN	4218720218	1,785	
60	EX VALUE	6/4 # P	CORN	7431714595	1,530	The carrier shall not make delivery of the shipment without payment of freight and all other lawful charges
120	BEST YET	12/8 E	COB CORN	4218720194	3,600	
20	BEST YET	18/16 P	CARTS WH BB	4218720227	390	
140	BEST YET	12/32 P	MIX VEG	4218720221	3,570	
45	BEST YET	18/16 P	COUNTRY VEG	4218750186	878	TWIN CITY FOODS INC
60	EX VALUE	6/4 # P	MIX VEG	7431714594	1,530	
45	BEST YET	18/16 P	PEA & CARTS	4218720624	878	
30	BEST YET	24/10 C	PEA & CARTS	4218720625	510	
81	BEST YET	12/32 P	BATTER FRY	4218700024	2,066	PERISHABLE - RUSH KEEP FROZEN
108	BEST YET	12/32 P	RC FR FRY	4218700028	2,754	
160	BEST YET	12/32 P	KK FR FRY	4218720130	4,080	
108	BEST YET	6/5 # P	KK FR FRY	4218720132	3,456	
72	EX VALUE	6/5 # P	RC FR FRY	7431714507	2,304	REFRIGERATION SERVICE KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT
144	BEST YET	12/32 P	POT TATERS	4218720136	3,672	
30	BEST YET	12/24 P	WEDGE CUT	4218720137	600	

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED DRIVER
FORK LIFT

If the shipment moves between two ports by a carrier by water the carrier requires that the bill of lading shall state whether it is a carrier's or shipper's weight.
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification
+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC , per

Permanent post-office of shipper

P O BOX 699 STANWOOD, WA 98292

TRUCK ARRIVED

SEAL # 12837

STARTED LOADING

COMPLETED LOADING

PST

PALLETS

SLIP SHEETS

IN OUT

0 0

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

23

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPLER'S NO 89579

PAGE 2

CARRIER

DELIVERY TKT

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA DATE 3/18/2003 FROM TWIN CITY FOODS, INC.

the property described below in apparent good order, except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below 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 it 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 of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth in the Uniform Freight Classification in effect on the date hereof, if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns (Mail or street address of consignee for purposes of notification only)

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing tariffs provide for delivery thereof)

ROUTE BUYER PICKUP

DELIVERING CARRIER

Stirling

TRUCK

TRAILER

745

P.O. 077910-SC

BOOKNR

NO PKGS	KIND OF PACKAGE DESCRIPTION OF ARTICLES SPECIAL MARKS AND EXCEPTIONS			UIC CODE	WEIGHT (GROSS TO GROSS)	If charges to be prepaid, write or stamp here to be prepaid
** PACKER # 004 TWIN CITY FDS						
72	BEST YET	12/32 P	SO ST HASH	4218720139	1,872	Subject to Section 7 of conditions of applicable bill of lading, if this shipment is to be delivered to the consignee without recourse on the consignee the consignee shall sign the following statement: The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges
40	BEST YET	12/24 P	POT O'BRIEN	4218750184	800	
45	BEST YET	18/16 P	GR BN R CUT	4218702195	878	
30	BEST YET	18/16 P	GR BN FR CT	4218702188	585	
1685	<---TOTAL CASES			NET GROSS	WEIGHT--> WEIGHT-->	39,435 42,043
						TWIN CITY FOODS, INC <i>Carol Baker</i> (Signature of Consignor) PERISHABLE - RUSH KEEP FROZEN REFRIGERATION SERVICE, KEEP BELOW 0°F HIGHLY PERISHABLE DO NOT DEFROST IN TRANSIT

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED
FORK LIFT

DRIVER

*12**17**17*

If the shipment moves between two ports by a carrier by water, the carrier requires that the bill of lading shall state whether it is a carrier's or shipper's weight.
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

per

+ The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Uniform Freight Classification

+ Shipper's imprint in lieu of stamp not a part of lading approved by the Interstate Commerce Commission

Shipper TWIN CITY FOODS, INC, per *Carol Baker*

Permanent post-office of shipper

P.O. BOX 699 - STANWOOD, WA 98292

TRUCK ARRIVED

SEAL#

12837

STARTED LOADING

COMPLETED LOADING

PST

PALLETS

SLIP SHEETS

IN

OUT

230 220

Agent, per

(This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

24

STERLING TRANSPORTATION, INCP O Box 176
REDMOND, OR 97756(541) 923 8785 1 800 627 5123
FAX (541) 548-5139**INVOICE**NO : 27861
INVOICED 04/10/03
LOAD NO : 29637**BILL TO:**

FLEMING FOODS

PO BOX 299013

LEWISVILLE, TX 75029

SHIPPED : 03/14/03

SHIPPER :

TWIN CITY FOODS
KENNEWICK WA**CONSIGNEE:**FLEMING FOODS
SACRAMENTO CADELIVERED SHIPPER NO DELIVERY NO
03/17/03 889537

PIECES	DESCRIPTION	MILES	WEIGHT	RATE	AMOUNT
	FROZEN			950 0000 FLAT	950 00
1.00	FUEL FUEL SURCHARGE			92 62	92 62
	P/U 03/14/03 TWIN CITY FOODS		KENNEWICK WA		
	DROP 03/17/03 FLEMING FOODS		SACRAMENTO CA		

TOTAL DUE \$1042.62

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - Not Negotiable

SHIPPER'S NO 38905

PAGE 1

CARRIER

DELIVERY TRK

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Bill of Lading

AT KENNEWICK WA

DATE 3/16/2003

FROM TWIN CITY FOODS, INC.

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked, counted, and declared as indicated below, which said carrier (the word carrier being understood throughout this contract as including any person or corporation to whom the property is consigned) is to carry it 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, that all or any portion of said route to destination, and as to each party at any time interested in all or any of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Freight Classification in effect on the date hereof. If this is a rail or a rail water shipment, it is in the applicable tariff to the carrier classification of the Uniform Freight Classification in effect on the date hereof. It is further agreed that the bill of lading set forth in the classification of the Uniform Freight Classification in effect on the date hereof, and the conditions of the bill of lading set forth in the classification of the Uniform Freight Classification in effect on the date hereof, are hereby agreed to by the shipper and accepted for himself and his assigns (bail or street address of carrier). For purposes of notification only.

CONSIGNEE TO FLEMING COMPANIES SAC

DESTINATION WEST SACRAMENTO

STATE CA

COUNTRY

DELIVERY ADDRESS *3771 CHANNEL DRIVE

(*To be filled in only when shipper desires and governing to its provide for delivery thereof.)

ROUTE BUYER PICKUP

DELIVERING CARRIER

TRUCK

TRAILER

P.O. 889537-SC

BOOKNUMBER

NO. PKGS.	KIND OF PACKAGE, DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXCEPTIONS	U.C. CODE	WEIGHT (GROSS TO CARRIER)	Notes (If changed, write or stamp to be prepared)
** PACKER # 004	TWIN CITY FDS			
140	BEST YET 12/32 P PEAS	4218720219	3,570	
60	EX VALUE 6/4 # P PEAS	7431714502	1,530	
140	BEST YET 12/32 P CORN	4218720218	3,570	
120	BEST YET 12/8 E COB CORN	4218720194	3,600	
60	BEST YET 24/10 C MIX VEG	4218720164	1,020	
70	BEST YET 12/32 P MIX VEG	4218720221	1,785	
120	EX VALUE 6/4 # P MIX VEG	7431714594	3,060	
45	BEST YET 18/16 P PEA & CARIS	4218720624	878	
81	BEST YET 12/32 P BATTER FRY	4218700024	2,066	
60	BEST YET 12/32 P CURLY FRIES	4218700026	1,530	
72	BEST YET 12/28 P RC STEAK FF	4218720902	1,620	
54	BEST YET 12/32 P RC FR FRY	4218700028	1,377	
80	BEST YET 12/32 P KK FR FRY	4218720130	2,040	
63	EX VALUE 24/20 P SS RC FRY	7431714505	2,016	
36	BEST YET 6/5 # P KK FR FRY	4218720132	1,152	
60	BEST YET 12/28 P SS RC FRY	4218720905	1,350	
144	BEST YET 12/32 P POT TATERS	4218720136	3,672	
72	BEST YET 12/32 P SO ST HASH	4218720139	1,872	
30	BEST YET 18/16 P GR BN FR CT	4218702188	585	

TWIN CITY FOODS, INC

PERISHABLE RUSH
KEEP FROZENREFRIGERATION SERVICE,
KEEP BELOW 0° HIGHLY
PERISHABLE DO NOT
DETROIT IN TRANSIT

REMARKS

FRT COLLECT FOR BUYER

TRAILER INSPECTED DRIVER

FORK LIFT

Michele Lopez 3/17/03

*If the shipment moves between two ports by a carrier by water, the bill of lading shall state whether it is carrier's or shipper's weight.
NOTE Where the rate is dependent on value, shippers are required to file, 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:

per

+ The fibre boxes used for this shipment conform to the specific rules set forth in the box maker's certificate thereon, and all other requirements of Uniform Freight Classification.

+ Shipper's receipt (stamp) is not a part of bill of lading unless it is stamped with the Commerce Commission.

Shipper TWIN CITY FOODS, INC., per

TRUCK ARRIVED

SLASH 12764

STARTED LOADING

COMPLETED LOADING

FRT

PALLETS

IN

OUT

SLIP SHEETS

Agent, per

Permanent post-office of shipper

P O BOX 699 STANWOOD, WA 98202

This Bill of Lading is subject to the terms and conditions of the carrier's tariff.