

UNITED STATES BANKRUPTCY COURT
For the District of Delaware

PROOF OF CLAIM

In re Fleming Companies, Inc., et al.

Case Number 03-10945 (MFW)

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.

Creditor Name: Pacific Cup, Inc.
Address Line 1: 91-312 B Komohana Street
Address Line 2:
Address Line 3:
City, ST ZIP: Kapolei, Hawaii 96707

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim.
Check box if you have never received any notices from the bankruptcy court in this case.
Check box if the address differs from the address on the envelope sent to you by the court.

REC'D JUL 31 2003

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim replaces a previously filed claim dated.
or amends

1. BASIS FOR CLAIM

- Goods sold
Personal injury/wrongful death
Retiree benefits as defined in 11 U.S.C. § 1114(a)
Services performed
Taxes
Wages, salaries, and compensation (Fill out below)
Your social security No.
Money loaned
Other (Describe Briefly)
Unpaid compensation for services performed from to

2 Date Debt Incurred: (MMDDYY)

03 27 03

3 If Court Judgment, Date Obtained

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 THIS CLAIM AT TIME CASE FILED.

- SECURED CLAIM
Attach evidence of perfection of security interest
Brief Description of Collateral:
Real Estate
Motor Vehicle
Other (Describe briefly)

Amount of storage and other charges at time case filed included in secured claim above, if any \$

- UNSECURED NONPRIORITY CLAIM
A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

- UNSECURED PRIORITY CLAIM - Specify the priority of the claim.
Wages, salaries, or commissions (up to \$4,630), 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)
Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
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)
Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7)
Other - Specify applicable paragraph of 11 U.S.C. § 507(a)

5 AMOUNT OF CLAIM AT TIME CASE FILED

Grid for amount of claim: (Secured) (Unsecured Nonpriority) (Unsecured Priority)

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 important 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: 7/25/03

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): Aline Batungbacal, V.P.

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Fleming Companies Claim



01814

Pacific Cup
MADE IN HAWAII



91 312 B Komohana Street
Kapolei Hawaii 96707
Phone (808) 682 4221
Toll Free (800) 844 4221
Fax (808) 682 4018

INVOICE
VENDOR COPY

INVOICE NUMBER	INVOICE DATE	PAGE
INV0301928	03/27/03	1

SOLD TO
FLEMING FOODS
91-315 Hanua Street

Kapolei HI 96707

SHIP TO
FLEMING FOODS
91-315 Hanua Street

Kapolei HI 96707

CUSTOMER NO	CUSTOMER ORDER NO	FOB	SHIPPED VIA	PAYMENT TERMS	
FLMGFD	861417		DELIVERED	Net 30	
ITEM NO	DESCRIPTION	UNIT	QUANTITY	UNIT PRICE	EXTENDED AMOUNT
L12BKK	12 oz BK kids lid 20675258001419	Case	20.00	15 84	\$316.80
L16BKS	BK small/medium lid 20675258003673	Case	30 00	16 42	\$492.60
L32BKL	BK large lid 20675258039566	Case	60.00	8 20	\$492.00
C16BKSM	16oz cup, Burger King 20675258001341	Case	20 00	26 75	\$535.00
C22BKMD	22oz cup, Burger King 20675258001365	Case	30 00	31 11	\$933.30
C32BKLG	32oz cup, Burger King 20675258039559	Case	50 00	26 49	\$1,324.50
C12BKKD	12oz cup, Burger King 20675258001402	Case	20.00	18 53	\$370.60
Our office will be closed on Friday, April 18, in observance of Good Friday					

COUNTED AND RECEIVED IN GOOD CONDITION

BY *[Signature]*

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DATE

3/27/03

SUBTOTAL \$4,464.80
FREIGHT \$0.00
SALES TAX \$22.32
TOTAL DUE \$4,487.12

A finance charge of 1 1/2% per month will be charged on balance not paid within credit terms