

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**PROOF OF CLAIM**



s130927

In re  
**Fleming Companies, Inc**

Case Number  
**03-10945**

Scheduled Claim Ref # 2-F2-17976  
**YOUR CLAIM IS SCHEDULED AS**

\$1 000 42 UNSECUPED

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

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.

**Name of Creditor and Address**  
  
ANNIES NATURALS  
BOX 63 FOSTER HILL RD  
EAST CALAIS VT 05650

0354429378513

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

**If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.**

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number ( )

CREDITOR TAX ID #  
**030324096**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

**1 BASIS FOR CLAIM**

- Goods sold
  - Services performed
  - Money loaned
  - Personal injury/wrongful death
  - Taxes
  - Other (describe briefly)
  - Retiree benefits as defined in 11 U.S.C. § 1114(a)
  - Wages, salaries, and compensation (Fill out below)
- Your social security number \_\_\_\_\_  
Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_ (date) (date)

**2 DATE DEBT WAS INCURRED** **3/03**

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ **1449 00** (unsecured) \$ ~~1449 00~~ (secured) \$ \_\_\_\_\_ (unsecured priority) \$ **1449 00** (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

**5 SECURED CLAIM**

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other \_\_\_\_\_

Value of collateral \$ \_\_\_\_\_

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

**6 UNSECURED PRIORITY CLAIM**

Check this box if you have an unsecured priority claim.

Specify the priority of the claim

- Wages, salaries, or commissions (up to \$4,650\*) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(3)
- 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)
- Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8)
- Other. Specify applicable paragraph of 11 U.S.C. § 507(a) \_\_\_\_\_

Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

**7 CREDITS** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

**8 SUPPORTING DOCUMENTS** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. **6 Pages**

**9 DATE-STAMPED COPY** To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

BY MAIL TO  
Bankruptcy Management Corporation  
P.O. BOX 900  
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO  
Bankruptcy Management Corporation  
1330 East Franklin Avenue  
El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY  
**FILED**  
**AUG 07 2003**  
**BMC**

DATE SIGNED **8/4/03** 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)  
**Daniel S. Miller - Controller**

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions



02296

**Annie's Naturals**  
 792 Foster Hill Road  
 North Calais, Vermont 05650  
 (800) 434-12 34  
 (802) 456-8866  
 (802) 456-8865 fax  
 orders@anniesnaturals.com

Invoice Number 27324

# INVOICE

**Sold To**

Fleming GMD/West-Sacramento  
 P O Box 268864

Oklahoma City OK 73126-8864

**Ship To**

Fleming GMD WHSE \*68  
 8371-200 Rovana Circle

Sacramento CA 95823  
 del 916-388-0145

Account No	Invoice Date	Ship Via	Terms	Page
FLEMI001	3/ 6/03	WESTERN PRIDE	Net 30	1
Purchase Order No	Date Shipped	Salesperson	F O B	
386963-GS	3/ 6/03	Michel Venghiattis	Jim Lieb Foods	
Quantity Ordered	Item Number/ Description	Unit Price	Extended Price	
61	F-12GODDE001 GODDESS	9 60	585 60	
58	F-1RASPBE001 LOW FAT RASPBERRY	9 60	556 80	
32	F-3GINGER001 LOW FAT GINGERLY	9 60	307 20	
*** 151 CASES ***		Sale Amount	1,449 60	
Original Copy		Misc Charges	00	
030324096		Sales Tax	00	
		Freight	.00	
		<b>Total</b>	<b>1,449 60</b>	

**Fleming PO Report**

**PO Number** 386963-GS **Purpose** Original  
**PO Date** 02-19-2003 **Delivery Date** 03-07-2003  
**Ship Method of Paymt** Pre-paid by Seller **Transport Mode** Common Carrier  
**FOB Point Code** Destination  
**Buyer Name** KENNEDY, CINDY **Telephone** 9163819200  
  
**Bill To** FLEMING SACO GM DIVISION **DUNS** 006943773GS00  
  
**Ship To** FLEMING SACO GM DIVISION **DUNS** 006943773GSIO  
  
**Vendor** ANNIE'S NATURALS **DUNS** 9999999990000

*2732-1*

UPC Code	Qty Ordered	Qty UofM	List Cost
009232533331	58	Case	\$9 6

**Description** ANNIES LF RASPBERRY VIN 42174 00006 8 FZ

UPC Code	Qty Ordered	Qty UofM	List Cost
009232533333	32	Case	\$9 6

**Description** ANNIES LF GINGER VINAGR 2467400006 8 FZ

UPC Code	Qty Ordered	Qty UofM	List Cost
009232533336	61	Case	\$9 6

**Description** ANNIES GODDESS DRESSING 42263 00006 8 FZ

**Totals**

**Qty Ordered** 151 Units  
**Weight** 1208 Pound  
**Volume** 29 Cubic Feet  
**PO Total** \$1,449 00

**NOTES** Pls cnfrm to Cindy 972-906-1471 fax  
 or 972-906-8901 phone

03  
 VOICETO  
 GM DIVISION  
 01 FRUITRIDGE ROAD  
 0 BOX 7010  
 ACRA MENTO CA 95826

SHIP TO  
 FLEMING GMD WHS #68  
 8371-200 ROVANA CIR  
 SACRAMENTO CA 95828

Pls cnfrm to Cindy 972-906-1471 fax  
 or 972-906-8901 phone

UCS

VENDOR

**Fleming**  
 Companies, Inc

ANNIE S NATURALS  
 ATTN ORDER ENTRY  
 792 FOSTER HILL RD BOX 63  
 NORTH CALAIS VT 05650

SHIP  
 03707703

VENDOR NO  
 01670

**PURCHASE ORDER**

DATE ORDERED 02/19/03  
 PURCHASE ORDER NO 386963

TERMS 30 DAYS  
 PRICE PROTECTION

800-434-1234

**IMPORTANT NOTICE**  
 NOTIFY FLEMING FOODS PURCHASING DEPARTMENT IF UNABLE TO MEET SPECIFIED ARRIVAL DATE

SHIP VIA PREPAID  
 FOB FAX802/456-8865  
 FREIGHT SHIPPED BY P  
 PRO COL FLEM EN V

AD SE LEL C GDS PURCHASING DEPARTMENT BY TELEGRAM TELEPHONE OR AIRMAIL THE CAP NUMBER ROUTING DATE SHIPPED AND ORIGINATING POINT OF RAIL SHIPMENTS

**TERMS AND CONDITIONS**

PURCHASE ORDER NUMBER MUST BE SHOWN ON ALL INVOICES SHIPPING PAPERS AND FREIGHT BILL  
 Seller warrants that everything to which this Purchase Order applies and everything done by Seller in connection with this Purchase Order shall be in accordance with the laws used herein in codes but is not limited to all applicable federal, state, and local food, drug, and cosmetic labeling, environmental protection, and occupational safety and health and all regulations, standards, rules, codes and orders.  
 No liability or responsibility shall be assumed by Seller for any other terms, conditions, or warranties that may be stated on any other document. Seller shall not be held liable for any loss or damage, including consequential, special, or punitive damages, arising out of any breach of the foregoing warranty and shall reimburse Buyer for any and all expenses incurred by Buyer in connection with the purchase of the goods.

Under the terms and conditions of this purchase order Fleming Companies holds all suppliers/manufacturers solely responsible for the contents of their products with respect to testing, federal, state, and local health and safety code 25249.5 5749.13

THIS PURCHASE ORDER IS ISSUED IN COMPLIANCE WITH EXECUTIVE ORDER 1146 THE REHABILITATION ACT OF 1973 AND THE EQUAL OPPORTUNITY ACT

Seller also guarantees that all terms of sale covered by this purchase order are available to all other purchasers on an equal basis.

Bill of lading must be amended as to quantity, size, pack and description. Shipment must be tendered to carrier sorted and segregated as to quantity, size, pack and description and bill of lading must be signed by carrier representative.

DELIVERY TERMS OF SALE REQUIRE DRIVER UNLOADING AT OUR DOOR

FAILURE TO COMPLY WITH ABOVE WILL BE A REJECT REFUSAL OF THE SHIPMENT

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION	PACK & SIZE	TIE HIGH	COST
58	92325 33331	ANNIES LF RASPBEPY VINGT 42174-3	6 8 FZ	32	1	9 600
32	92325 33333	ANNIES LF CINCEP VINACRET 24674-4	6 8 FZ	32	1	9 600
61	92325 33336	ANNIES GODDESS DRESSING 42263-4	6 8 FZ	32	3	9 600

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT COST
KENNEDY CINDY	151	31	4	1208	1449

**\*\* FAX COVER LETTER \*\***

Date 02/19/03 Time 12 17 00

To  
ANNIE'S NATURALS

From KENNEDY, CINDY

Re 386963

Including this cover sheet, you should receive 2 pages

If you have difficulty in receiving this transmission,  
please call us at

9163819200

# Western Boxed Meat, Inc.

"Purveying Quality and Service in Boxed Meats"

P.O. Box 4796 2401 N E. Argyle  
 Portland, Or 97208 Portland, OR 97211

503-284-3314 800-547-9801

Invoice No. : 562136



Acct No 001906  
 Date 03-18-03  
 P O No 386963-GS

SOLD TO ANNIE'S ENTERPRISES INC--FRT SHIP TO FLEMING GMD WHSE CG 386963-GS  
 C/O JIM LIEB FOODS SACRAMENTO, CA  
 2550-D 23RD AVENUE 1-503-359-  
 FOREST GROVE, OR 97116

Western PriFRT INV F148282

MAR 24 REC'D

Delivery Date	Ship Via	Filled By	Extended By	Salesman	
03-10-03	Western Pride			HOUSE - FREIGHT	
Qty Ordered	Qty Shipped	Type	Weight	Price	Amount
1	1	Freight Flat Rate	.00	000	00
1	1	Freight Flat Rate	00	160 500	160 50

27324

*Debbie*

WILL CALL ORDERS PICKED UP IN UN-REFRIGERATED VEHICLES AND RETURNED  
 DUE TO SPOILAGE WILL BE SUBJECT TO STRICT CREDIT REVIEW

**TOTALS** 2 00 160 50

IF All shortages must be noted at delivery time or NO CREDIT WILL BE ISSUED

**RMS: NET 7 DAYS** A SERVICE CHARGE of 1 1/2% PER MONTH which is an ANNUAL RATE of 18% will be charged on all accounts over 21 days old  
 ORNEY FEES IN THE EVENT THAT THIS INVOICE IS PLACED IN THE HANDS OF AN ATTORNEY FOR COLLECTION, THE BUYER HEREBY AGREES EVEN  
 THOUGH NO SUIT OR ACTION IS FILED THAT THE BUYER PAYS FOR REASONABLE ATTORNEY'S FEES FOR SAID COLLECTION IN THE EVENT THAT SUIT  
 OR ACTION IS FILED ON ANY MONIES OWING BY BUYER TO WESTERN BOXED MEAT DISTRIBUTORS, INC FOR MEAT PRODUCTS DELIVERED THE PREVIOUS  
 PARTY SHALL BE ENTITLED TO SUCH ADDITIONAL SUM AS THE COURT, OR COURTS, MAY ADJUDGE REASONABLE AS ATTORNEYS FEES OF SAID SUCH SUIT  
 OR ACTION, INCLUDING ANY APPEAL THEREON FROM A TRIAL COURT DECISION