

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

PROOF OF CLAIM



613295

Bar Date Ref # 2-NVM-79160

In re _____ Case Number _____

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.

Name of Creditor and Address

0354653613295

Flavors of Hawaii Inc
945 Waimanu
Honolulu HI 96814

- 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.
- 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.

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 **808 597-1727**

CREDITOR TAX ID #
990098717

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

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)
 Money loaned Other (describe briefly) _____
 Your social security number _____
 Unpaid compensation for services performed from _____ to _____
 (date) (date)

2 DATE DEBT WAS INCURRED 4/03/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 580.35 (unsecured) \$ (secured) \$ (unsecured priority) \$ 580.35 (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.

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 08 2003

BMC

Fleming Companies Claim



02577

DATE SIGNED: 8/06/03
 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):
 ALEXANDER C.K. LEE, PRESIDENT *Alexander C.K. Lee*

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

FLAVORS OF HAWAII, INC.
Manufacturers of Coconut Syrup and Flavors
 945 Waimanu Street
 HONOLULU, HI 96814

Phone (808) 597 1727 / (808) 597-1728
 Fax (808) 597-1727

INVOICE NUMBER 001130

INVOICE DATE 04/02/03

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SOLD TO FLEMING FOODS INC
 ATTENTION PO BOX 1044
 21-15 HANUA STREET
 EWA BEACH HAWAII
 96701

SHIP TO FLEMING FOODS INC
 21-15 HANUA STREET
 EWA BEACH HAWAII
 96701

SHIP VIA
 SHIP DATE 04/02/03
 DUE DATE 05/03/03
 TERMS NET 30

CUST ID FLEMING
 PO NUMBER 122801
 PO DATE 03/26/03
 OUR ORDER NO
 SALESPERSON PLNH

ITEM ID / DESCRIPTION	ORDERED	SHIPPED	UNIT	PRICE	NET	TAX
007 COCONUT SYRUP	30.00	30.00	EACH	17.0000	510.00	F
LINE ITEM CHARGE					50.00	F

FROM FEBRUARY 3 2003 THE NEW PRICE INCREASE
 IS \$12.54=\$14 NEW PRODUCT PRICES HAWAII
 COCONUT MACADAMIA NUT SYRUP 10Z \$14.47=\$14.5

SUBTOTAL 570.00
 TAX 2.35
 PAYMENTS 0.00
 TOTAL 572.35