

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

**PROOF OF CLAIM**



591697

Bar Date Ref # 2-NVM-57045

In re RAINBOW FOOD GROUP INC Case Number 03-10967 (MFW)

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**

Shoppa's Material Handling  
PO Box 6229  
Arlington TX 76005-6229

0354653591697

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 (817) 530-2200, EXT#103

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

1-752163913-2 24080, 24084, 24083

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

**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 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ 2,822.94 (unsecured) \$ \_\_\_\_\_ (secured) \$ \_\_\_\_\_ (unsecured priority) \$ \_\_\_\_\_ (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 or former spouse or child. 11 U.S.C. § 507(a)(7)
- Fines 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 11 2003

**BMC**

Fleming Companies Claim



03159

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).

Raven Connelly credit mgr

WARREN CONNELLEY

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

# Shoppa's Material Handling

525 Great Southwest Pkwy

P O Box 6229

Arlington, TX 76005-6229

Phone (817)530 2200 Fax (817)530 2233

www.shoppas.com

INVOICE NUMBER 01S4489350

PAGE 01

DATE 02/28/03

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 24080 \* DUPLICATE INVOICE \*  
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RAINBOW FOODS #8953  
 8800 LAKEVIEW PKWY  
 ROWLETT, TX 75088

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RAINBOW FOODS #8953  
 8800 LAKEVIEW PKWY  
 ROWLETT, TX 75088

FOB

TERMS --10 DAYS--

QTY ORDERED		QTY SHIPPED		BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
					0000	Unit # Q5001793 RAINBOW FOODS		
						Make CROWN		
						Model PW3520-60 00		
						Ser # 6A124765		
						Meter 916		
						COMPLETE P M SERVICE		
1	1				0000 #487	COMPLETE P M SERVIC	54 00	54 00
1	1				3000 SVC	MOUNTING HARDWARE	2 16	2 16
1	1				5700 ST	OSHA COMPLIANT ???? EVERY FORKLIFT OPERATOR MUST BE CERTIFIED! CALL 817-530-2200 FOR CLASSES	00	00
							TOTAL MATERIAL	2 16
							TOTAL LABOR	54 00
							INVOICE TOTAL	56 16

Duplicate Invoice Printed on 08/04/03

ORIGINAL

# Shoppa's Material Handling

525 Great Southwest Pkwy

P O Box 6229

Arlington, TX 76005-6229

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INVOICE NUMBER 01S4489360

PAGE 01

DATE 02/28/03

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 8800 LAKEVIEW PKWY  
 ROWLETT, TX 75088

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RAINBOW FOODS #8953  
 8800 LAKEVIEW PKWY  
 ROWLETT, TX 75088

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TERMS --10 DAYS--

CUSTOMER REF NO		SALESMAN	DATE SHIPPED	VIA	PPD	COL
ZZPM		GDJ	02/21/03	OUR TRUCK	X	
				Van#	20	
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
				Unit # Q5001794 RAINBOW FOODS		
				Make CROWN		
				Model 35RCTT 00		
				Ser # 1A159978		
				Meter 3679		
				COMPLETE P M SERVICE		
1	1		0000 #487	COMPLETE P M SERVIC	54 00	54 00
1	1		3000 SVC	MOUNTING HARDWARE	2 16	2 16
1	1		5700 ST		00	00
				OSHA COMPLIANT ???? EVERY FORKLIFT OPERATOR MUST BE CERTIFIED! CALL 817-530-2200 FOR CLASSES		
				TOTAL MATERIAL		2 16
				TOTAL LABOR		54 00
				INVOICE TOTAL		56 16

Duplicate Invoice Printed on 08/04/03

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 P O Box 6229  
 Arlington, TX 76005-6229  
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PAGE 01

DATE 02/28/03

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 8800 LAKEVIEW PKWY  
 ROWLETT, TX 75088

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RAINBOW FOODS #8953  
 8800 LAKEVIEW PKWY  
 ROWLETT, TX 75088

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TERMS

--10 DAYS--

CUSTOMER CREDIT NO			SALESMAN	DATE SHIPPED	VIA	PPD	COL
ZZPM			GDJ	02/21/03	OUR TRUCK	X	
						Van#	20
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL	
				Unit # Q5001795 RAINBOW FOODS			
				Make CROWN			
				Model 30RCTT 00			
				Ser # 1A151813			
				Meter 8261			
				COMPLETE P M SERVICE			
1	1		0000 #487	COMPLETE P M SERVIC	54 00	54	00
1	1		3000 SVC	MOUNTING HARDWARE	2 16	2	16
1	1		5700 ST		00		00
				OSHA COMPLIANT ???? EVERY FORKLIFT OPERATOR MUST BE CERTIFIED! CALL 817-530-2200 FOR CLASSES			
				TOTAL MATERIAL			2 16
				TOTAL LABOR			54 00
				INVOICE TOTAL			56 16

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INVOICE NUMBER 01S4485990

PAGE 01

DATE 02/20/03

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 24083 \* DUPLICATE INVOICE \*  
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RAINBOW FOODS STORE #8952  
 2133 N BELTLINE RD  
 MESQUITE, TX 75150

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RAINBOW FOODS STORE #8952  
 2133 N BELTLINE RD  
 MESQUITE, TX 75150

FOB

TERMS --10 DAYS--

CUSTOMER ORDER NO		SALESMAN	DATE SHIPPED	VIA	PPD	COL
9		GDJ	02/20/03	OUR TRUCK	X	
				Van# 12		
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
				Unit # Q501931 RAINBOW #5622A		
				Make CROWN		
				Model RR3520-35 00		
				Ser # 1A166030		
				Meter 7107		
				OIL LEAK		
				LOOSE FITTING		
				BRAKES -OK		
1	1		0000 #600	SERVICE CALL	78 00	78 00
1	1		0000 #601	FIELD LABOR	58 50	58 50
1	1		3000 SVC	MOUNTING HARDWARE	5 46	5 46
1	1		5700 ST		00	00
				OSHA COMPLIANT ???? EVERY FORKLIFT OPERATOR MUST BE CERTIFIED! CALL 817-530-2200 FOR CLASSES		
				TOTAL MATERIAL		5 46
				TOTAL LABOR		136 50
				INVOICE TOTAL		141 96

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525 Great Southwest Pkwy

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INVOICE NUMBER 01S4490800

PAGE 01

DATE 03/26/03

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RAINBOW FOODS  
 3265 BROADWAY BLVD  
 GARLAND, TX 75042

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 3265 BROADWAY BLVD  
 GARLAND, TX 75042

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TERMS

--10 DAYS--

CUSTMER ORDER #		SALESMAN	DATE SHIPPED	VIA	PPD	COL
CHRIS COCKRILL		MTR	03/26/03	OUR TRUCK	Van# 170	X
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
				Unit # Q501972 RAINBOW #S619B		
				Make CROWN		
				Model STAND-UP 00		
				Ser # 1A149629		
				Meter 1397		
				PU#60053/LOANER/SEE NOTES		
				STEER CHAIN BROKEN, SWITCHES BAD		
				RECEIVED UNIT NON OPERATIONAL (DEAD BATTERY)		
				NO IGN SWITCH, STEERING PARTIALLY DISASSEMBLED		
				ASSESSED DAMAGE & ORDERED PARTS NECESSAR TO REPAIR UNIT		
				INSTALLED IGN SWITCH, REPAIRED & INSTALLED ALL PARTS TO REPAIR STEERING, LUBED STEERING, REMOVED BATTERY, BATTERY DRY, HAD TO FILL EACH CELL WITH WATER, APPROX 2GAL PER CELL		
				PUT UNIT ON CHARGE-BATTERY IS BAD WILL NOT HOLD A FULL CHARGE, TESTED UNIT-OK TO SHIP		
				ALL LABOR FOR FIELD TECHNICIANS REMOVED		
1	1		2300	CHAIN, STRG 077159-017	40 30	40 30
3	3		2300	LINKS, 76902-1	80	2 40
3	3		2300	53326 CHAIN	22 74	68 22
1	1		2300	60016-4 SCREW	96	96
1	1		2300	60005-8 LOCKWASHER	85	85
1	1		2300	81266 BLOCK ADJUSTER	39 18	39 18
1	1		2300	78125 BLOCK ADJUSTING	35 67	35 67
1	1		2300	77694 ROD AJUSTMENT	53 49	53 49
1	1		2300	78124 BLOCK ADJUSTING	35 67	35 67
2	2		2300	60021-32 NUT	86	1 72
1	1		2300	81265 BLOCK	47 46	47 46
1	1		2300	81264 BLOCK	52 00	52 00
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CONTINUED *****						

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PAGE 02

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 3265 BROADWAY BLVD  
 GARLAND, TX 75042

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TERMS -- 10 DAYS--

CUSTOMER ORDER L		SALESMAN	DATE SHIPPED	VIA	PPD	COL
CHRIS COCKRILL		MTR	03/26/03	OUR TRUCK	X	
				Van# 170		
QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
1	1		2300 60021-47	NUT	96	96
2	2		1000 00591-39479-81	M COMPRESSION	1 28	2 56
2	2		1000 00591-39475-81	ELBOW	2 20	4 40
2	2		1000 00591-37710-81	LINK	1 53	3 06
1	1		1000 00591-04428-81	LOCK WASHER	17	17
	1		1000 00591-04467-81	SCREW 5/16"	29	29
1	1		2300 CR105747	TUBE	37 61	37 61
1	1		2300 CR105746	TUBE	23 20	23 20
2	2		2300 CR60021-47	NUT	47	94
3	3		2300 CR60019-19	SCREW	63	1 89
2	2		2300 CR79929	BRACKET	8 79	17 58
1	1		2300 60014-5	SCREW	60	60
2	2		2300 CR71200-1	CONNECTOR	13 29	26 58
1	1		1476 53465DS	FREIGHT	21 00	21 00
10	10		1500 7	TIE	30	3 00
1	1		1000 00591-06240-81	IGN SWITCH ORI	17 92	17 92
1	1		4350 P/U 3-12-03	60053	85 00	85 00
				DEL R828 N/C		
1	1		4350 DEL 3-20-03	55427	85 00	85 00
				P/U R828 N/C		
1	1		0000 #651	SHOP LABOR	663 00	663 00
1	1		3000 SVC	MOUNTING HARDWARE	26 52	26 52
1	1		5700 ST		00	00
				OSHA COMPLIANT ???? EVERY FORKLIFT OPERATOR MUST BE CERTIFIED! CALL 817-530-2200 FOR CLASSES		
				TOTAL MATERIAL		736 20
				TOTAL LABOR		663 00
				INVOICE TOTAL		1399 20

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PAGE 01

DATE 03/31/03

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 GARLAND, TX 75042

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TERMS --10 DAYS--

CUSTOMER	ORDER NO	SALESMAN	DATE SHIPPED	VIA	PPD	COL
9		GDJ	03/31/03	OUR TRUCK	X	

QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
				Unit # Q501971 RAINBOW #S619A Make CROWN Model STAND-UP 00 Ser # 1A140791 Meter		
				HORN INOP FOUND WIRE #801 FROM HORN TO SWITCH HAD NO CONTINUITY FOUND AND REPAIRED BAD PIN CONNECTION AT HARNESS PC CONNECTOR HORN STILL NOT WORKING POS WIRE INSIDE CONTROL HANDLE CAME LOOSE FROM BUTTON SWITCH SWITCH MELTED, ORDERED SWITCH PICKED UP PART & RETURNED 3-28 REMOVED SWITCH, FOUND THAT MELTED WIRE HAD ALSO DAMAGED WIRES TO TILT SELECTOR BUTTON REMOVED TILT BUTTON & PULL ALL WIRES OUT OF HANDLE REPLACED & REPAIR WIRES, REASSEMBLE & TEST		
				SAFETY NOTE UNIT HAS NO B U ALARM, STROBE OR HORN		
1	1		1000	00591-45247-81 SWITCH-W/CAP BL	19 89	19 89
1	1		0000	#601 FIELD LABOR	351 00	351 00
1	1		3000	SVC MISC SERVICE CHARGE	14 04	14 04
1	1		5700	ST	00	00
				OSHA COMPLIANT ???? EVERY FORKLIFT OPERATOR MUST BE CERTIFIED! CALL 817-530-2200 FOR CLASSES		
*****						
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525 Great Southwest Pkwy

P O Box 6229

Arlington, TX 76005-6229

Phone (817)530 2200 Fax (817)530 2233

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PAGE 02

DATE 03/31/03

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 GARLAND, TX 75042

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 3265 BROADWAY BLVD  
 GARLAND, TX 75042

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TERMS --10 DAYS--

CU TO ME P OF DEF NO 9	SALESMAN GDJ	DATE SHIPPED 03/31/03	VIA OUR TRUCK	Van# 47	PPD X	COL
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QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
				TOTAL MATERIAL		33 93
				TOTAL LABOR		351 00
				INVOICE TOTAL		384 93

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PAGE 01

DATE 03/31/03

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3265 BROADWAY BLVD  
GARLAND, TX 75042

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3265 BROADWAY BLVD  
GARLAND, TX 75042

F O B

TERMS --10 DAYS--

CUSTOMER	RDLP NO	SALESMAN	DATE SHIPPED	VIA	PPD	COL
9		GDJ	03/31/03	OUR TRUCK	X	

Van# 47

QTY ORDERED	QTY SHIPPED	BACK ORDERED	PRODUCT CODE	DESCRIPTION	PRICE EACH	TOTAL
				Unit # Q501969 RAINBOW FOODS Make CROWN Model 40GPW-4-14 00 Ser # 7A114138 Meter		
				BATTER POST BURNT OFF CABLES SMASHED AGAINST FRAME NEEDS 4 BATTERIES & ALL POWER CABLES SB-175 NEEDS BATT PACK COVER AND KNOB FOUND 4 GOOD USED BATTS HELD LOAD TEST S G EVEN REPAIR CABLES & SB CONNECTOR HANDLE REPAIR CHARGER CORD UNIT WOULD NOT LOWER FORKS REPAIR BAD CONNECTION IN CONTROL HANDLE ADJ BRAKE		
3	3		2300	#40 CHAIN 3326 CHAIN	19 71	59 13
1	1		0000	#601 FIELD LABOR	643 50	643 50
1	1		3000	SVC MISC SERVICE CHARGE	25 74	25 74
1	1		5700	ST	00	00
				OSHA COMPLIANT ???? EVERY FORKLIFT OPERATOR MUST BE CERTIFIED! CALL 817-530-2200 FOR CLASSES		
				TOTAL MATERIAL		84 87
				TOTAL LABOR		643 50
				INVOICE TOTAL		728 37

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