

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

PROOF OF CLAIM



507291

Bar Date Ref # 2-NC-2181955

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

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particular

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

Name of Creditor and Address

0354653507291

CYCLE GROUP INC
P O BOX 279
MOCKSVILLE NC 27028

Creditor Telephone Number (336) 751-9966

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

CREDITOR TAX ID #
94-3353417

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 3/17/03 & 3/28/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 10,256.40 (unsecured) \$ (secured) \$ 10,256.40 (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, 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 or 411/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

FILED

AUG 11 2003

BMC

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.

THIS SPACE FOR COURT

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

USE ONLY
FILED
AUG 11 2003
BMC

DATE SIGNED
8/4/2003

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)
Cindy A Wald, Controller

Filing Companies Claim



03187

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



Cycle Group, Inc
 168 Industrial Blvd
 P O Box 279
 Mocksville NC 27028

*** HISTORICAL ***
Invoice

Order Date 3/17/2003

Purchase Order No 707086
 Invoice 002824
 Customer ID FL1654802
 Shipment arrive Date 3/14/2003
 Ship Location MOC
 Original Order # 003033

CYCLEGROUP

Bill To Fleming - Milwaukee
 PO Box 26680

Oklahoma City OK 73126

Ship To Fleming - Milwaukee
 1637 St James Street
 La Crosse WI 54602

Remit To Cycle Group Inc
 PO Box 93222
 Atlanta, GA 31193-2322

Item Number	Description	Units		Unit Price	Discount	Ext Price
		Ordered	Shipped			
1820500100	10 lb Fresh Scent Clumping	180	180	15 54	0 00	\$2 797 20
1820500101	10 lb Unscented Clumping	180	180	\$15 54	\$0 00	\$2,797 20

Subtotal \$5,594 40
 Trade Discount \$0 00
 Total \$5,594 40

Payment Terms
 2/10 net 30

***** ATTENTION ORDER DEPARTMENT *****

ORDER DATE 03/05/03
 OUR ORDER # 53816332

BILL TO FLEMING LACROSSE DIVISION
 PO BOX 26680
 OKLAHOMA CITY OK 73126

SHIP TO FLEMING FOODS/SCRIVNER GROUP
 1637 ST JAMES STREET
 LA CROSSE WI 54602

DELIVER ON 03/14/03

CUSTOMER PO# 707086

SPECIAL INSTRUCTIONS
 FOR DELV APPT CALL 608-785-0848

QUAN	UPC	PACKED	DESCRIPTION	PRICE	OI
150 180	00100	3/10 LB	SCENTED CLUMPING LIT	15 54	1 600
150 180	00101	3/10 LB	UNSCENTED CLUMPING L	15 54	1 600

CONTACT VICKI *per Jpl @ ASM* 616-574-0871

TOTAL QUANTITY 300
 TOTAL NET DOLLARS 4662
 TOTAL WEIGHT 9600
 END OF ORDER
 RUIZ
 LLLL



CYCLEGROUP

Cycle Group, Inc
168 Industrial Blvd
P O Box 279
Mocksville NC 27028

HISTORICAL
Invoice

Order Date 3/28/2003

Purchase Order No 889271
Invoice 002857
Customer ID FL1219456
Shipment arrive Date 4/1/2003
Ship Location MOC
Original Order # 003063

Bill To Fleming - North East, MD
4 Center Drive
North East Commerce Center
North East MD 21901

Ship To Fleming - North East, MD
4 Center Drive
North East MD 21901

Remit To Cycle Group Inc
PO Box 93222
Atlanta, GA 31193-2322

Item Number	Description	Units		Unit Price	Discount	Ext Price
		Ordered	Shipped			
1820500100	10 lb Fresh Scent Clumping	300	300	15 54	0 00	\$4,662 00

Subtotal \$4,662 00
Trade Discount \$0 00
Total \$4,662 00

Payment Terms
2/10 net 30

FLEMING COMPANIES 3/21/2003 12'18 PAGE 2/2 NIGHTFAX

INVOICE TO
NORTH EAST MARYLAND DIV
#4 CENTER DRIVE
NORTH EAST COMMERCE CENTE
NORTH EAST MD 21901

SHIP TO
NORTH EAST MARYLAND DIV
#4 CENTER DRIVE
NORTH EAST COMMERCE CENTE
NORTH EAST MD 21901

Fleming
Companies, Inc

VENDOR

CYCLE GROUP INC
CYCLE GROUP INC
PO BOX 279
MOCKSVILLE NC 27028

PICK-UP
DATE

SHIP
04/03/2003

VENDOR NO
00087

**PURCHASE
ORDER**

336-751-9966

DATE ORDERED 03/21/03	PURCHASE ORDER NO 889271	TERMS 10 DAYS 2 00%	PRICE PROTECTION
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SHIP VIA TRUCK	FOB	FRIGHT SHIPPED PAID BY P FLEM VEN V
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IMPORTANT NOTICE
NOTIFY FLEMING FOODS PURCHASING
DEPARTMENT IF UNABLE TO MEET
SPECIFIED ARRIVAL DATE

ADVISE FLEMING FOODS PURCHASING
DEPARTMENT BY TELEGRAM
TELEPHONE OR AIRMAIL THE CAR
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
Buyer warrants that everything to which
this Purchase Order applies and
everything done by Seller in connection
with this Purchase Order shall be in
compliance with law. The warranty as
used herein includes but is not limited to
all federal, state and local law relating to
food drug and cosmetics, labeling
environmental, pesticide and
occupational safety and health and all
regulatory standards, rules, codes, and
other requirements thereunder. Without
prejudice to any other remedy Buyer may
have Seller shall indemnify Buyer and
save Buyer harmless from any and all
liability and loss arising out of any breach
of this warranty warranty and shall
reimburse Buyer for any and all expenses
incurred in connection therewith.

Under the terms and conditions of this
purchase order Fleming Companies hereby
warrants/manufacturers. Buyer
is liable for the contents of their
products with respect to existing federal
and state standards including California
Health and Safety Code 25246.1
25246.13

THIS PURCHASE ORDER IS ISSUED IN
COMPLIANCE WITH EXECUTIVE
ORDER 11246 THE REHABILITATION
ACT OF 1973 AND THE VETERAN
BENEFITS READJUSTMENT
ASSISTANCE ACT

Seller hereby guarantees that all terms of
this purchase order are available to all other purchase orders
proportionately equal terms

Bill of lading must be limited as to
quantity, date, pack and description
shipment must be tendered to carrier
loaded and segregated as to quantity, size,
weight and description and bill of lading
must carry certification of same signed
by carrier representative

DELIVERY TERMS OF SALE REQUIRE
DRIVER UNLOADING AT OUR DOCK

FAILURE TO COMPLY WITH ABOVE
MAY RESULT IN REFUSAL OF THIS
SHIPMENT

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION	PACK & SIZE	TIE HIGH	COST
330	18205	000100	ODOR LOCKER SCNTD LITTER	10	15	540
300		14271-1	3	10 LB	6	

MERCHANDISER DAVIS GERALD	TOTAL UNITS 330	TOTAL CUBE 387	TOTAL PALLETS 6	TOTAL WEIGHT 10560	TOTAL EXT COST 5128
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