

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

PROOF OF CLAIM



s131736

Scheduled Claim Ref # 2-F2-19362

YOUR CLAIM IS SCHEDULED AS

\$4 504 04 UNSECURED

In re
Fleming Companies, Inc

Case Number
03-10945

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

0354429385446

CAPTAIN KENS FIREHOUSE BEANS
344 S ROBERT ST
ST PAUL MN 55107

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 (w/1) **298-0071**

CREDITOR TAX I D #
41-0940359

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
N/A

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 **3/20/03, 3/24/03** **3 IF COURT JUDGMENT, DATE OBTAINED** **N/A**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **4,589.22** (unsecured) \$ - (secured) \$ - (unsecured priority) \$ **4,589.22** (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 **N/A**
 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 **N/A**
 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 11 2003
BMC
 Fleming Companies Claim
 03195

DATE SIGNED **8/5/03** 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)
Linda S. Taylor

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

See Other Side For Instructions



CAPTAIN KEN'S FOODS

344 SOUTH ROBERT STREET
SAINT PAUL MINNESOTA 55107
(651) 298 0071 • FAX (651) 298 0849

INVOICE

DATE	INVOICE NO.
3/20/2003	21007

BILL TO

Fleming Companies Inc - Superior
P O Box 26680
Oklahoma City, OK 73126-6680

SHIP TO

Fleming Foods of Superior
1 Gateway Court
Superior, WI 54880

P.O. NUMBER	TERMS	REP	SHIP	VIA	F.O.B.	PROJECT
708774	1% 10 Net 15	ADV	3/20/2003	Schill		

QUANTITY	ITEM CODE	DESCRIPTION	PRICE EACH	AMOUNT
24	RBAGP02015	Au Gratin Potatoes - 12/12 oz trays	22 46	539 04
39	RBBNS00032	Beans - 12/2# trays	27 92	1,088 88
85	RBBNS00014	Beans - 12/14 oz trays	15 38	1,307 30

DATE	CHECK NUMBER	DISCOUNT	AMOUNT

Thank You for Your Business

TOTAL \$2,935 22

STRAIGHT BILL OF LADING SHORT FORM - ORIGINAL NOT NEGOTIABLE

RECEIVED subject to the classifications and tariffs in effect on the date of issue of this Original Bill of Lading the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment
 Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading including those on the back thereof set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

FROM **CAPTAIN KEN'S FOODS, INC.**
 AT 344 SOUTH ROBERT STREET
 SAINT PAUL MINNESOTA 55107

DATE	3/20/03	SHIPPER'S NO	DB
CARRIER	↓	CARRIER'S NO	
BY		(SCAC)	
ROUTE	SCHILL	DELIVERING CARRIER	
CAR OR VEHICLE INITIALS OR NO			

ON COLLECT ON DELIVERY SHIPMENTS, THE LETTERS COD MUST APPEAR BEFORE CONSIGNEE'S NAME — OR AS OTHERWISE PROVIDED IN ITEM 430, SEC 1

CONSIGNEE AND DESTINATION	FLEMING
	1 GATEWAY CT
	SUPERIOR WI 54880

(Mail or street address of consignee — For purposes of notification only)

PRODUCT MUST BE KEPT AT 0° FAHRENHEIT OR LOWER

NO UNITS	* H/M	KIND OF PACKAGE DESCRIPTION OF MATERIAL SPECIAL MARKS AND EXCEPTIONS	WEIGHT (Sub to Cor)	CLASS OR RATE	CK Ccl	Subject to Section 7 of Conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the following statement The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges
24 cases		AUGRATIN POTATOES 12/12 oz 02015 00000	240	0523		
39 cases		BAKED BEANS 12/2# 00032	975	0443 0783		
85 cases		BAKED BEANS 12/14 oz 00014	978	0733		
		TRUCK CONDITION <u>Good</u>				
		TRUCK TEMP <u>33°</u>				
		CUSTOMER PO# <u>708774</u>				
		Cases <u>148</u>				
		Pallets <u>2</u>				
		Date <u>3-20-03</u>				
		Time <u>10 25</u>				
		Loaded By <u>TRUCK</u>				

(Signature of Consignor)

If charges are to be prepaid write or stamp here To be Prepaid

Received \$ _____ to apply in prepayment of the charges on the property described hereon

(Agent or Cashier)

Per _____
 (The signature here acknowledges only the amount prepaid)

When transporting hazardous materials include the technical or chemical name for no.s (not otherwise specified) or generic description of material with appropriate UN or NA number as defined in US DOT Emergency Response Communication Standard (HM 126C) Provide emergency response phone number in case of incident or accident (in box at right) EMERGENCY RESPONSE PHONE NO

REMIT COD TO ADDRESS	COD AMOUNT \$	COD CHARGE TO BE PAID BY	SHIPPER <input type="checkbox"/>	CONSIGNEE <input type="checkbox"/>
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* If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight
 †The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Consolidated Freight Classification
 ‡Shipper's imprint in lieu of stamp not a part of bill of lading approved by the Interstate Commerce Commission

Note — Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property
 The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding \$ _____ per _____

This is to certify that the above named materials are properly classified described packaged marked and labeled and are in proper condition for transportation according to the applicable regulations of the Department of Transportation

Charges advanced \$ _____ Signature _____

CAPTAIN KEN'S FOODS, INC.
 344 SOUTH ROBERT STREET
 SAINT PAUL MINNESOTA 55107

Mark Shuman 3/20/03

Shipper, Per _____ Agent _____ Per _____

BROKER NO

ASMWC - MINNEAPOLIS
6300 W OLD SHAKOPPE ROAD
BLOOMINGTON MN 55438
952-829-0833

KPK

MANUFACTURER

CAPTAIN KEN'S FOODS
344 SOUTH ROBERT STREET

TERMS 1% 10 NET 15

ST PAUL MN 55107

ORDER DATE 03/11/03

DELIVER ON 03/20/03

PURCHASE ORDER NUMBER 708774

BROKER ORDER # 53835068

BILL TO

SHIPTO #

FLEMING SUPERIOR WI
PO BOX 26680
OKLAHOMA CITY OK 73126

FLEMING/SUPERIOR/GATEWAY
1 GATEWAY COURT
SUPERIOR WI 54880

SPECIAL COMMENTS

CALL FOR APPT 715-392-8880

QUAN	ITEM NO	PACK	DESCRIPTION	WEIGHT	PRICE	TOTAL AMO
24 ²⁴⁰	02015	12/12	AU GRATIN POTATOES 12 OZ	9 000	22 46	539 04
✓ 39 ⁹⁷⁵	00032	12/2 L	BAKED BEANS 2 LB	24 000	27 92	1,088 88
✓ 85 ⁹⁷⁸	00014	12/14	BAKED BEANS 14 OZ	10 500	15 38	1,307 30
***** ORDER TOTALS *****						00

TOTAL CASES 148
TOTAL WEIGHT 2045
TOTAL GROSS DOLLARS 2,935 22
TOTAL PROMOTION DOLLARS 00
TOTAL NET DOLLARS 2,935 22

ADDITIONAL COMMENTS

THANK YOU
END OF ORDER

Schill
5-3-20
D-3-21



CAPTAIN KEN'S FOODS

344 SOUTH ROBERT STREET
SAINT PAUL, MINNESOTA 55107
(651) 298 0071 • FAX (651) 298 0849

INVOICE

DATE | INVOICE NO.

3/24/2003 | 21018

BILL TO

Fleming Companies Inc - LaCrosse
PO Box 26680
Oklahoma City, OK 73126-6680

SHIP TO

Gateway Foods, Inc
1637 St James St
La Crosse, WI 54601

P.O. NUMBER	TERMS	REP	SHIP	VIA	F.O.B.	PROJECT
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709171	1% 10 Net 15	ADV	3/24/2003	Hudson		
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QUANTITY	ITEM CODE	DESCRIPTION	PRICE EACH	AMOUNT
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77	RBBNS00014	Beans - 12/14 oz trays	15 38	1,184 26
22	RBCHL10014	Chili - 12/12 oz trays	21 38	470 36

DATE	CHECK NUMBER	DISCOUNT	AMOUNT
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Thank You for Your Business

TOTAL \$1,654 62

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL NOT NEGOTIABLE

RECEIVED subject to the classifications and tariffs in effect on the date of issue of this Original Bill of Lading the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination It is mutually agreed as to each carrier of all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classification in effect on the date hereof if this is a rail or rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading including those on the back thereof set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

FROM **CAPTAIN KEN'S FOODS, INC.**
 AT 344 SOUTH ROBERT STREET
 SAINT PAUL, MINNESOTA 55107

DATE 3/24/03 SHIPPER'S NO DB

CARRIER  CARRIER'S NO

ON COLLECT ON DELIVERY SHIPMENTS, THE LETTERS COD MUST APPEAR BEFORE CONSIGNEE'S NAME — OR AS OTHERWISE PROVIDED IN ITEM 430, SEC 1

BY _____ (SCAC)

ROUTE HUDSON DELIVERING CARRIER

CONSIGNEE AND DESTINATION FLEMING
1637 ST JAMES ST
LACROSSE WI 54602

CAR OR VEHICLE INITIALS OR NO

PRODUCT MUST BE KEPT AT 0° FAHRENHEIT OR LOWER

(Mail or street address of consignee — For purposes of notification only)

NO UNITS	* H/M	KIND OF PACKAGE DESCRIPTION OF MATERIAL SPECIAL MARKS AND EXCEPTIONS	WEIGHT (Sub to Cor)	CLASS OF RATE	CK Col	Subject to Section 7 of Conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the following statement The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges	
77 cases		BAKED BEANS 12/14 oz. 00014	886	0703			
22 cases		CHILI 12/12 oz 10014	220	0553			
		TRUCK CONDITION <u>Good</u>					(Signature of Consignor)
		TRUCK TEMP <u>10°</u>					
		CUSTOMER PO# <u>709171</u>					Received \$ _____ to apply in prepayment of the charges on the property described hereon
		Cases <u>99</u>					
		Pallets <u>1</u>					(Agent or Cashier)
		Date <u>3-24-03</u>					
		Time <u>1:30</u>					Per _____ (The signature here acknowledges only the amount prepaid)
		Loaded By <u>Bruce</u>					

When transporting hazardous materials include the technical or chemical name for n o s (not otherwise specified) or generic description of material with appropriate UN or NA number as defined in US DOT Emergency Response Communication Standard (HM 126C) Provide emergency response phone number in case of incident or accident (in box at right)

EMERGENCY RESPONSE PHONE NO

REMIT COD TO ADDRESS C O D AMOUNT \$ C O D CHARGE TO BE PAID BY { SHIPPER CONSIGNEE

* If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight
 † The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Consolidated Freight Classification
 ‡ Shipper's imprint in lieu of stamp not a part of bill of lading approved by the Interstate Commerce Commission

Note — Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property
 The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding \$ _____ per _____

This is to certify that the above named materials are properly classified described packaged marked and labeled and are in proper condition for transportation according to the applicable regulations of the Department of Transportation
 Signature _____

Charges advanced \$ _____

CAPTAIN KEN'S FOODS, INC.
 344 SOUTH ROBERT STREET
 SAINT PAUL MINNESOTA 55107

Shipper, Per _____

Agent [Signature]

Per 3/24/03

Permanent Post Office Address of Shipper

* MARK WITH X TO DESIGNATE HAZARDOUS MATERIAL AS DEFINED IN TITLE 49 OF FEDERAL REGULATIONS

BROKER NO

ASM - CHG/MIL HUB
48 W SEEGER RD
ARLINGTON HEIL 60005
847-593-5990

MANUFACTURER

CAPTAIN KEN'S FOODS
344 SOUTH ROBERT STREET

ST PAUL MN 55107

ORDER DATE 03/12/03

PURCHASE ORDER NUMBER 709171

BILL TO

FLEMING LACROSSE DIVISION
PO BOX 26680
OKLAHOMA CITY OK 73126

SPECIAL COMMENTS

FOR DELV APPT CALL 608-785-0848

SHIP TO ARRIVE 3/25/03

TERMS 1% 10 NET 15

DELIVER ON 03/25/03

BROKER ORDER # 53840828

SHIPTO #

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

QUAN	ITEM NO	PACK	DESCRIPTION	WEIGHT	PRICE	TOTAL AMO
77	00014	12/14	BAKED BEANS 14 OZ	10 500	15 38	1,184 26
22	10014	12/12	CHILI W/BEANS 12OZ	9 000	21 38	470 36
***** ORDER TOTALS *****						00

TOTAL CASES 99
 TOTAL WEIGHT 1007
 TOTAL GROSS DOLLARS 1,654 62
 TOTAL PROMOTION DOLLARS 00
 TOTAL NET DOLLARS 1,654 62

ADDITIONAL COMMENTS

THANK YOU

END OF ORDER

LLLL

884
220

Hudson
5-3-21
D-3-25