

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

PROOF OF CLAIM



543296

Bar Date Ref # 2-NVM-1189

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 particulars.

Check box if you have never received any notice 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.

Name of Creditor and Address

0354653543296

Pack O-mach Corp
7840 Elm St NE
Minneapolis MN 55432-2586

Creditor Telephone Number () 763-571-6677

CREDITOR TAX ID #

41-0843013

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
FLE004

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 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 4,529.74 (unsecured) \$ 0.00 (secured) \$ 0.00 (unsecured priority) \$ 4,529.74 (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.

**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.

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
SEP 11 2003
BMC

DATE SIGNED

08/04/03

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)

MICHAEL FEDT, VICE PRESIDENT

Fleming Companies Claim



03280

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

Pack O-Mach corporation

BakEquip

7840 Elm Street NE
 Minneapolis Minnesota 55432 2586
 Phone (763) 571 6677 • Fax (763) 571 9415

INVOICE

Pack-O-Mach Corporation
 7840 Elm Street NE
 Minneapolis Minnesota 55432 2586

PAGE 1

PAGE 1

SOLD TO
 FLE004
 FLEMING FOODS SUPERIOR
 ONE GATEWAY COURT
 PO BOX 1149
 SUPERIOR WI 54880

SHIP TO
 ZUP'S FOODS 501404
 3 SHOPPING CENTER
 SILVER BAY WI 55614

FLEMING FOODS - S
 FLE004

| DATE | SLSMN | ORDER NO. | ORD. DATE | SHIPPED VIA | TERMS | INVOICE NO. | INV. DATE | INV. NO. |
|--|---------------------------|-----------|------------|-------------|---------------|---------------|-----------|----------|
| 03/18/03 | 36 | ***** | 03/04/03 | UPS | N/30 | 00593681 | 03/18/03 | 00593681 |
| ITEM/DESCRIPTION/SERIAL NO | QUANTITIES | UNIT | UNIT PRICE | AMOUNT | | | | |
| CAVALIER WALKING BEAM SHRINK TUNNEL w/ TWO TIE DISPENSER | ORDERED SHIPPED 1 0000 | EA | 1030.0000 | 1030.00 | | | | |
| SHIPPING CHARGES | ORDERED SHIPPED 1 0000 | | 36.8500 | 36.85 | | | | |
| | | | | SUBTOTAL | 1066.85 | | | |
| NON-TAXABLE | TAXABLE | SALES TAX | FREIGHT | MISC. | INVOICE TOTAL | INVOICE TOTAL | | |
| 1066.85 | 36 | 00 | 00 | .00 | 1066.85 | 1066.85 | | |

PLEASE RETURN THIS PORTION WITH YOUR PAYMENT

PAST DUE INVOICES ARE SUBJECT TO A SERVICE CHARGE OF 1 1/2% PER MONTH (18% PER YEAR)
 NO MERCHANDISE ACCEPTED FOR RETURN WITHOUT OUR AUTHORIZATION AND INVOICE COPY
 ALL RETURNS SUBJECT TO A 15% RESTOCKING CHARGE

PURCHASE ORDER



| | |
|-----------|---|
| | Fleming Companies, Superior Division |
| | #1 Gateway Court PO Box 1149 |
| | Superior WI, 54880 |
| | Don Olson - Store Planning Consultant - Superior Division |
| | 715-392-8880, 715-394-1665 FAX, dolson2@flaming.com |
| Ship to: | Zup's Foods 501404 |
| Street: | 3 Shopping Center |
| City: | Silver Bay MN 55614 |
| PO #: | 141501404-480 < |
| Vendor: | Pack-O-Mach Corp. |
| Vendor #: | 340036 |
| Contact: | Bob Morris FAX 763-571-9415 |
| Date: | March 4, 2003 |

| Qty | Model Number and Product Description | Unit Cost | Ext Cost |
|---|---|--------------|----------|
| 1 | New Cavalier Walking Beam Shrink Tunnel with Two Tier Dispenser | 1,030 00 | 1,030 00 |
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| Ship to arrive 3/15/03 or sooner | | TOTAL | 1,030 00 |

Invoice Fleming Companies, Superior Division
 Attn: Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI, 54880

Don Olson
 Store Planner

FREIGHT AND ADD FREIGHT -- EQUIPMENT FOR RESALE TAX EXEMPT -- INVOICE IN DUPLICATE

Pack-O-Mach Corporation

INVOICE

Pack-O-Mach Corporation
7840 Elm Street NE
Minneapolis Minnesota 55432-2586

Bak Equip

7840 Elm Street NE
Minneapolis Minnesota 55432 2586
Phone (763) 571 6877 • Fax (763) 571-9415

PAGE 1

PAGE 1

FLE004
FLEMING FOODS - SUPERIOR
ONE GATEWAY COURT
PO BOX 1149
SUPERIOR WI 54880

JUBILEE FOODS 500031
1316 ARROWHEAD ROAD
DULUTH MN 55811

FLEMING FOODS - S
FLE004

TO ORDER

SHIP TO

| DATE | SLIP NO. | ORDER NO. | ORD. DATE | SHIPPED VIA | TERMS | INVOICE NO. | INV. DATE | INV. NO. |
|----------|----------|-----------|-----------|-------------|-------|-------------|-----------|----------|
| 03/18/83 | 06 | 00593689 | 03/17/83 | | N/30 | 00593689 | 03/18/83 | 00593689 |

| ITEM NO. | DESCRIPTION | QUANTITY | UNIT | UNIT PRICE | AMOUNT |
|----------|----------------------------|----------|------|------------|---------|
| W15501 | 7MM SILICONE IGNITOR CABLE | 8.0000 | FT | 2.4000 | 19.20 |
| W15502 | BEARING | 1.0000 | | | |
| W15503 | 1-15/16 MAIN BEARING | 1.0000 | EA | 210.0000 | 210.00 |
| W15504 | CLEAR SILICONE BE027 | 2.0000 | EA | 5.7900 | 11.58 |
| W15505 | MISC HARDWARE | 1.0000 | LOT | 15.0000 | 15.00 |
| | LABOR - AS QUOTED | 1.0000 | JOB | 2750.0000 | 2750.00 |
| | | | | SUBTOTAL : | 3005.78 |

"Where Bakery Equipment is a Specialty not a Sideline"

PLEASE RETURN THIS
PORTION WITH YOUR
PAYMENT

| NON TAXABLE | TAXABLE | SALES TAX | FREIGHT | MISC | INVOICE TOTAL | INVOICE TOTAL |
|-------------|---------|-----------|---------|------|---------------|---------------|
| 3005.78 | .00 | .00 | | | 3005.78 | 3005.78 |

PAST DUE INVOICES ARE SUBJECT TO A SERVICE CHARGE OF 1 1/2% PER MONTH (18% PER YEAR)
NO MERCHANDISE ACCEPTED FOR RETURN WITHOUT OUR AUTHORIZATION AND INVOICE COPY
ALL RETURNS SUBJECT TO A 15% RESTOCKING CHARGE

PURCHASE ORDER



| | |
|---|-------------------------------------|
| Fleming Companies, Superior Division #1 Gateway Court PO Box 1149 Superior WI, 54880 Don Olson - Store Planning Consultant - Superior Division 715-392 8880, 715-394-1665 FAX. dolson2@email.fleming.com | |
| Ship to | Jubilee Foods (Constr Acct) 500031 |
| Street | 1316 Arrowhead Road |
| City & Zip | Duluth MN 55811 |
| P O # | 141500031-525 |
| Vendor | Pack-O-Mach Corp |
| Vendor # | 340036 |
| Contact | Bob Morris FAX 763-571-9415 |
| Date | March 17, 2003 |

| Qty | Model Number and Product Description | Unit Cost | Ext Cost |
|----------------|--|--------------|-----------------|
| - | Reed Oven replacement main bearing assembly | 210 00 | 210 00 |
| 1 | 8 section ignition cable 10' 2 1/2" | 19 20 | 19 20 |
| 1 | 2 tubes silicone 3 1/2" 5 7" | 11 58 | 11 58 |
| 1 | misc hardware required for oven/proofer install | 15 00 | 15 00 |
| 1 | Labor - (Pack-O-Mach) install Reed revolving oven and Baxter roll-in proof box (listed below) | 2,750 00 | 2,750 00 |
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| Ship to arrive | February 24, 2003 | TOTAL | 3 005 70 |

Invoice Fleming Companies, Superior Division
 Attn Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI 54880

Don Olson

Store Planner

PREPAY AND ADD FREIGHT -- EQUIPMENT FOR RESALE TAX EXEMPT -- INVOICE IN DUPLICATE

Pack-O-Mach Corporation

INVOICE

Pack-O-Mach Corporation

7840 Elm Street NE
Minneapolis Minnesota 55432 2586

Bak Equip

7840 Elm Street NE
Minneapolis Minnesota 55432 2586
Phone (612) 571 6677 • Fax (612) 571 9415

DATE 11/17/04

11/17/04
FLEMING - 3005 - 3
CMT: FLEMING - 3005 - 3
10/30/04
SHIPMENT # 1488

SHIP TO: 1117 17TH STREET SOUTH
MINNEAPOLIS MN 55404

FLEMING - 3005 - 3
FLE-004

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| DATE | SLSMN | ORDER NO. | ORD. DATE | SHIPPED VIA | TERMS | INVOICE NO. | INV. DATE | INV. NO. |
|-----------------------------|------------|------------|------------|-------------|---------------|-------------|-----------|----------|
| 11/17/04 | | 451150 411 | 11/17/04 | PREPAY | NET 30 | 00594769 | 03/17/04 | 00594769 |
| ITEM DESCRIPTION/SERIAL NO. | QUANTITIES | UNIT | UNIT PRICE | AMOUNT | | | | |
| ALUMI BUSHING 1/2" DIA | 1 | EA | 245.00 | 245.00 | | | | |
| HIP KIT 1488 | 1 | EA | 136.50 | 136.50 | | | | |
| TOTAL | | | | 381.50 | | | | |
| NON-TAXABLE | TAXABLE | SALES TAX | FREIGHT | MISC. | INVOICE TOTAL | | | |
| 381.50 | 0.00 | 0.00 | 0.00 | 0.00 | 381.50 | 381.50 | | |

PLEASE RETURN THIS PORTION WITH YOUR PAYMENT

LAST DUE INVOICES ARE SUBJECT TO A SERVICE CHARGE OF 1 1/2% PER MONTH (18% PER YEAR)
NO MERCHANDISE ACCEPTED FOR RETURN WITHOUT OUR AUTHORIZATION AND INVOICE COPY
ALL RETURNS SUBJECT TO A 15% RESTOCKING CHARGE

PURCHASE ORDER



Fleming Companies, Superior Division
 #1 Gateway Court PO Box 1149
 Superior WI, 54880
 Don Olson - Store Planning Consultant - Superior Division
 715-392-8880, 715-394-1665 FAX dolson2@email.fleming.com

Ship to: Super One 501509
 Street: 1117 17th Street South
 City/State/Zip: Virginia MN 55792
 P O #: 141501509-414

Vendo: Pack-O-Mach Corp
 Vendo #: 340036
 Contact: Bob McKels FAX 763-571-9415
 Date: February 19, 2003

| Qty | Model Number and Product Description | Unit Cost | Ext Cost |
|-----------------------------------|---|--------------|----------|
| 1 | Magna Alu Donut screen rack accomodates 24'x34' glazing screens, 20 pan cap side load | 249 00 | 249 00 |
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| Ship to arrive: 2/28/03 or sooner | | TOTAL | 249 |

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Invoice Fleming Companies Superior Division
 Attn Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI, 54880

[Handwritten signature]

Don Olson
 Store Planner

PREPAY AND ADD FREIGHT -- EQUIPMENT FOR RESALE TAX EXEMPT -- INVOICE IN DUPLICATE

Pack-O Mach Corporation

BakEquip

7940 Elm Street NE
 Minneapolis Minnesota 55432 2586
 Phone (763) 571 6677 Fax (763) 571 9415

INVOICE

Pack-O-Mach Corporation
 7840 Elm Street NE
 Minneapolis Minnesota 55432 2586

PAGE 1 PAGE 1

SOLD TO: FLEET FOODS - 9
 11111 AMEN ST NE
 3000 WILSON BLVD
 ELK RIVER MN 55009

SHIP TO: FLEET FOODS - 9
 11111 AMEN ST NE
 3000 WILSON BLVD
 ELK RIVER MN 55009

FLEET FOODS - 9
 -LE-009

| DATE | SL/SMN | ORDER NO. | ORD. DATE | SHIPPED VIA | TERMS | INVOICE NO. | INV. DATE | INV. NO. |
|------------------|------------|------------|-----------|-------------|---------------|---------------|-----------|----------|
| 3/24/03 | | 1111 | 03/14/03 | 063 | NET 30 | 00593117 | 03/24/03 | 00593117 |
| ITEM DESCRIPTION | SERIAL NO. | QUANTITIES | UNIT | UNIT PRICE | AMOUNT | | | |
| 1/2" DIA | | 240.00 | | | | | | |
| 1/2" DIA | | 240.00 | EA | 25.00 | 60.00 | | | |
| 1/2" DIA | | 1.00 | | 9.58 | 9.58 | | | |
| | | | | | | NET TOTAL | | 69.58 |
| NON-TAXABLE | TAXABLE | SALES TAX | FREIGHT | MISC. | INVOICE TOTAL | INVOICE TOTAL | | |
| 69.58 | 0.00 | 0.00 | 0.00 | 0.00 | 69.58 | 69.58 | | |

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 ALL RETURNS SUBJECT TO A 15% RESTOCKING CHARGE

PURCHASE ORDER

| | |
|--|--|
| Send Invoice To | Fleming Companies, Retail Planning Services 1241 North Ola Mill Drive Deltona, Florida 32725 Phone 386-789-2212 fax 386-789-5059 dahrens@email.fleming.com |
| Ship to Street City State Zip Store # P O # | Graceway IGA & Fleming 3555 NW 77th Ave Miami, Florida 33122 199-74292 1223 |
| Vendor Vendor # Contact Date | Pack-o-Mach 0 Mike Fedt March 18, 2003 |

15-10-1

Equipment Sale managed by
Retail Planning Services

| Qty | Model Number and Product Description | Unit Cost | Ext Cost |
|-----|--------------------------------------|-----------|----------|
| 2 | Sets of blades for Oliver 797 slicer | \$ 30.00 | 60.00 |
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|-----------------------|--------------|--------------|-------|
| Ship to arrive | asap! | TOTAL | 60.00 |
|-----------------------|--------------|--------------|-------|

Authorized Purchasing Agent *Dave Ahrens* Date 3-18-03
 Dave Ahrens Please Confirm Receipt of PO