

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

s131615

Scheduled Claim Ref # 2-F2-19241

YOUR CLAIM IS SCHEDULED AS

\$37 976 30 UNSECURED

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

0354429379602

BADGER STATE WESTERN INC
710 S 4TH STREET
PO BOX N
ABBOTSFORD WI 54405

Creditor Telephone Number (715) 223-2667

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

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 TAX ID #

39-1315033

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces
if this claim or amends

04-2003

1 BASIS FOR CLAIM

- | | | |
|---------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------|
| <input type="checkbox"/> Goods sold | <input type="checkbox"/> Personal injury/wrongful death | <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) |
| <input type="checkbox"/> Services performed | <input type="checkbox"/> Taxes | <input type="checkbox"/> Wages salaries and compensation (Fill out below) |
| <input type="checkbox"/> Money loaned | <input checked="" type="checkbox"/> Other (describe briefly) | Your social security number _____ |

TRANSPORTATION OF FOOD STUFFS

Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED MARCH 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 27,767.99

(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)

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

THIS SPACE FOR COURT USE ONLY

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

AUG 11 2003

BMC

DATE SIGNED

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)

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

Fleming Companies Claim
03430

INVOICE



BADGER STATE WESTERN, INC
710 S. 4TH STREET
P.O Box N
ABBOTSFORD, WI 54405
PHONE 715-223-2667

DATE	TRIP NUMBER
05/16/PW03	ER-033106 A1

SHIPPER

GRILAM GRIMM'S FARMS

BILL TO:

RAT400 RAINBOW TRANSPORTATION SERVICE
1200 W SUNSET DRIVE
WAUKESHA WI 53189

LAMONT

LA

+

CONSIGNEE

ELF200 FLIMMING

000

PCS	CODE	WAUKL SHP	WI	CHARGES
	0.00			
GRILAM GRI D/P	214.59 + NT	CA 1805-354-6780		
SODIUM SOL D/P	350.00 +	AB 1 2003 00:00		
ELF200 FLI D/P	2,322.00 + ANGELES	CA 1310-217-7775		
PRODUCE	2,472.00 + CSHA	WS-1/-000 00:00 00:00		
2150 PICK-UP	1,831.20 +	WI 0000-0000-0000		
	1,831.20 + AT	PJ-201 003 00:00	2150.00	2150.00
	2,493.50 + R UNIT	2150.00 .00	.00	193.50
	2,616.00 +			
	2,493.50 +			
	2,522.00 +			
	2,622.00 +			
011	21,761.99 +			

BAL \$214.59

**TOTAL
DUE**

\$242.57

THANK YOU

DELIVERY #154-111
B/L #
UNITS: 154
LOAD: 23X10 O-UNLOAD. 05/16/03 07:41:00
DRIVER: LIMAHO
TERMS: NET 30 DAYS
RECEIVED BY: [Signature]



BADGER STATE WESTERN, INC.
710 S 4TH STREET
PO BOX N
ABBOTSFORD, WI 54405
PHONE 715-223-2667

INVOICE

DATE	TRIP NUMBER
05/29/2003	FA-022-55-A1

SHIPPER

LARHAM LARSEN FARMS

BILL TO

HAMPT

TD

RRI 400 RAINBOW TRANSPORTATION SERVICE
1200 W SUNSET DRIVE

CONSIGNEE

FLETCH FLEMMING

WAUKEEHA

WI 53189+

WAUKEEHA

WI

PCS	DESCRIPTION	CODE	WT / MILE / UNIT	RATE	CHARGES
	LARHAM LARSEN FARMS D/P: PICK Ref no: FLETCH FLEMMING - D/P: DROP Ref no: PRODUCE	HAMPT WAUKEEHA	ID (800) 368-0450 08-21-2003 00:00 WT (000) 000-0000 08-25-2003 10:00		
	1680 FUEL SURCHARGE		PER 10W 42000.00 PER UNIT 1680.00	4.00 0.09	1682.00 151.20

DEL. ACT. 045-147-1
24
DRIVE #231
LOAD #210147
TIME 10:20 AM CALLER
TELECOM SYSTEMS
REF ID: 045-147-1

**TOTAL
DUE**

1682.00

THANK YOU



INVOICE

BADGER STATE WESTERN, INC
 710 S 4TH STREET
 PO BOX N
 ABBOTSFORD, WI 54405
 PHONE 715-223-2667

DATE	TRIP NUMBER
6/3/06/2003	WA-033257 01

SHIPPER

DOLHUR DOLE VEGETABLE

BILL TO

MILTON

CA

RAT400 RAINBOW TRANSPORTATION SERVICE
 1200 W SUNSET DRIVE

CONSIGNEE

FLE200 FLEMMING

WAUKESHA WI 531494

PCS	DESCRIPTION	CODE	WGT / MILE / UNIT	RATE	CHARGES
	DOLHUR DOLE VEGETABLE	MILTON	CA (840) 333-3888		
	D/P: PICK Ref no:		03-20-2003 00:00		
	WARHAN WARMER PACKING	HANFORD	CA (800) 564-9213		
	D/P: PICK Ref no:		03-20-2003 00:00		
	TRISTR TRINTY FUIT SALES	STRATHMORE	CA (539) 568-0880		
	D/P: PICK Ref no:		03-20-2003 00:00		
	SUNTER SUNKIST	TERRA BELLA	CA (539) 535-2200		
	D/P: PICK Ref no:		03-20-2003 00:00		
	FLE200 FLEMMING	WAUKESHA	WI (800) 000 0000		
	D/P: DROP Ref no:		03-24-2003 00:00		
	PRODUCE	FLAT		2150.00	2150.00
	3 PICK-UP CHG.	PER UNIT		50.00	150.00
2150	FUEL SURCHARGE	PER UNIT	2150.00	.03	193.50

DELIVERY #L84 1022
 B/L #
 UNIT #L84
 LOAD 63/20 WT. UNLOAD 105 LBS. GROSS 55100
 DRIVER: ERIC JOHN
 CEPI-# THE TRUE IT, BGS

TOTAL DUE

2193.50

THANK YOU



BADGER STATE WESTERN, INC
710 S 4TH STREET
PO BOX N
ABBOTSFORD, WI 54405
PHONE 715-223-2667

INVOICE

03/16/2003 FA-033260-01

SHIPPER

PCPLOD PDP

BILL TO

LODI

CR

+

RAI400 RAINBOW TRANSPORTATION SERVICE
 1600 W SUNSET DRIVE

CONSIGNEE

FLE. WM FLEMMING

WAUKESHA

WI 53180+

PCS	DESCRIPTION	CODE	WAUKE SHIP		WT	CHARGES
			WGT	MILE	UNIT	
	PCPLOD PDP	LUDI	CA	1209	385	5.35
	D/P: PICK Ref no:		03-21-Z0W3	00:00		
	FLE200 FLEMMING	WAUKESHA	WI	(000)	000-0000	
	D/P: DROP Ref no:		03-25-P000	00:00		
2400	FOOD PRODUCTS	FLAT				2400.00
	FUEL SURCHARGE	PER UNIT	2400.00			09
						2400.00
						216.00

DELIVERY #11-1252
 B/L #
 UNIT: 11
 LOAD: 03/11/03 UNLOAD: 03/25/03 COM: 03
 DRIVER: KIE166 TEL: (608) 745-5255

TOTAL DUE

2616.00

THANK YOU

**INVOICE**

BADGER STATE WESTERN, INC.
 710 S 4TH STREET
 PO BOX N
 ABBOTSFORD, WI 54405
 PHONE 715-223-2667

DATE	TRIP NUMBER
03-17-1988	LINE 321 - 41

SHIPPER

LEROY LARSEN FARMS

BILL TO

HOME:

IN

PERFECT RAILROAD TRANSPORTATION SERVICE
 1200 W. 11th Street
 DULUTH, MN 55802

WANIA FERIA

(612) 731-8910

CONSIGNEE
 FILE 100 FLINTING COMPANY

PCS	DESCRIPTION	CODE	WGT / MILE / UNIT	RATE	CHARGES
1	100 HART LARSEN FERIA TICKET # 100 REF 100	HART	10 100-1002	.158 0477	
2	FILE 100 FLINTING COMPANY L/M: DROP PCT 100 PRODUCT	LA FLINT	NI 100-1003	.785-1334	
1680	FUEL PURCHASE	PER 100	42000.00	1.00	42000.00
		PER UNIT	1680.00	.10	

DELIVERED: 4/17/88
 BY L.P.
 MILE: 100
 CARGO: 100
 TRIP: 100
 TOTAL: 100
 DATE: 4/17/88
 TIME: 100
 TONNAGE: 100
 GROSS: 100
 NET: 100
 DUE: 100

TOTAL DUE 100-100
THANK YOU



INVOICE

BADGER STATE WESTERN, INC
710 S 4TH STREET
PO Box N
ABBOTSFORD, WI 54405
PHONE 715-223-2667

DATE	TRIP NUMBER
05/21/2003	ED-033332-01

SHIPPER

SKY YUM SKYVIEW COOLER DOLE

BILL TO

YUMA

AZ

+

R41400 RAINBOW TRANSPORTATION SERVICE
1200 W SUNSET DRIVE

CONSIGNEE

FLEMING FLEMMING

WAUKESHA

WI 53109

WAUKESHA

WI

1

PCS.	DESCRIPTION	CODE	WGT / MILE / UNIT	RATE	CHARGES
	SKY YUM SKYVIEW COOLER DOLE D/P: PICK Ref no:	YUMA	AZ (520) 720-1244		
	MANYUM MAIN PACKING D/P: PICK Ref no:	YUMA	05-21-2003 00:00	AZ (520) 244-0616	
	DOLYUM DOLF VEGETABLE D/P: PICK Ref no:	YUMA	05-21-2003 00:00	AZ (520) 000-0000	
	TAYYUM TAYLOR FRESH FOOD D/P: PICK Ref no:	YUMA	05-21-2003 00:00	AZ (288) 314-3007	
	FLEMING FLEMMING D/P: DROP Ref no:	WAUKESHA	05-22-2003 00:00	WI (100) 000 0000	
	PRODUCE	FLAT	05-25-2003 00:00	2150.00	2150.00
	3 PICK-UP CHARGE	PER UNIT		50.00	150.00
2150	FUEL SURCHARGE	PER UNIT	2150.00	.03	193.50

DELIVERY #

P.O. #

044740 4247627

B/L #

JN111 TRUCK

LOAD #3 L1 06 UNLTD PLATE AT \$1.00

DRIVER: T PHS DR DR 15 PHS

**TOTAL
DUE**

E41400

THANK YOU

**INVOICE**

BADGER STATE WESTERN, INC
710 S 4TH STREET
PO BOX N
ABBOTSFORD, WI 54405
PHONE 715-223-2667

DATE	TRIP NUMBER
03/31/2003	ER 033452-VL

SHIPPER**DOLYUM DOLE VEGETABLE****BILL TO**

YUMA

42

RAINBOW TRANSPORTATION SERVICE
 1200 W SUNSET DRIVE

CONSIGNEE

FLE200 FLEMMINGO

WAUKESHA

WI 531834

WAUKEEWA

WT

+

PCS.	DESCRIPTION	CODE	WT/MILE / UNIT	RATE	CHARGES
	DOLYUM DOLE VEGETABLE	YUMA	AZ (400) 0000-0000		
	D/P: PICK Ret no:		03-24-2003 00:00		
	MANYUM MANN PACKING	YUMA	AZ (530) 344-0516		
	D/P: PICK Ret no:		03-24-2003 00:00		
	TAYYUM TAYLOR FRESH FOOD	YUMA	A/ 925/ 314-2467		
	D/P: PICK Ret no:		03-24-2003 00:00		
	PRONOG PRODUCE EXCHANGE	NOGALES	AZ (530) 201-2006		
	D/P: PICK Ret no:		03-25-2003 00:00		
	FLE200 FLEMMINGO	WAUKESHA	WI (000) 000-0000		
	D/P: DROP Ret no:		03-28-2003 00:00		
	PRODUCE	FLAT	2150.00	2150.00	
3	PICK-UP CHG.	PER UNIT	3.00	9.00	150.00
\$150	FUEL SURCHARGE	PER UNIT	2150.00	.00	172.00
	SEASONAL CHG.	FLAT		150.00	150.00

DELIVERY MILE 1150

L O B

5/18/03

P.L. #

UNIT #: L82

PLATE #: L82

LOAD #: 02-24-03 UNLOAD #: 03-24-03 BUS/OD

DRIVER: FREDDIE

TERM#, M/T JUL 17 2003

TOTAL DUE

2622.00

THANK YOU



BADGER STATE WESTERN, INC
 710 S 4TH STREET
 PO BOX N
 ABBOTSFORD, WI 54405
 PHONE 715-223-2667

INVOICE

DATE	TRIP NUMBER
03/31/2003	EA-03-1434-11

SHIPPER

MANSAL MANN PACKING

BILL TO

PAT+00 RAINBOW TRANSPORTATION SERVICE
 1200 N SUNSET DRIVE

WAUKESHA

WI 53183+

CONSIGNEE
 FLE+00 FLEMMING

WAUKESHA

CA

F

PCS	DESCRIPTION	CODE	WGT/MILE/UNIT	RATE	CHARGES
	MANSAL MANN PACKING D/P: PICK Ref no:	SALING	CA (405) 423-8016		
	DOLHUR DOLE VEGETABLE D/P: PICK Ref no:	NURON	CA (840) 733-3080	04:00	
	TRISTR TRINIYT FRUIT SALES D/P: PICK Ref no:	STRATHMORE	CA (553) 552-0880	00:00	
	GRILAM GRIMWAY FARMS D/P: PICK Ref no:	LAMONT	CA (805) 854-0606	00:00	
	F E200 FLEMMING D/P: DROP Ref no:	WAUKESHA	WI (040) 000-0000	00:00	
	PRODUCE	FLAT		2150.00	
3	PICK-UP CHG.	PER UNIT	3.00	50.00	150.00
2150	FUEL SURCHARGE	PER UNIT	2150.00	.08	172.00

DELIVERED: 4L 1A-1190 F.O. # 204-2350

2/L #

UNITS: L7JH LT P: 177.0

LOADS: 10 E 4/05 UNLOAD: 0L 17/05, MA 1/00

DRIVER: ERIC LARSON LRN: 94 DUE: 05 MAY

TOTAL DUE

2472.00

THANK YOU



INVOICE

BADGER STATE WESTERN, INC
710 S 4TH STREET
PO Box N
ABBOTSFORD, WI 54405
PHONE 715-223-2667

DATE	TRIP NUMBER
04/11/2003	LA-03 3449-01

SHIPPER
STFOXN ST. FRINCI'S COOLER

BILL TO

OXNARD

LA

RA1400 RAINBOW TRANSPORTATION SERVICE

1100 W SUNSET DR TUE

CONSIGNEE
FLECO FLEMMING

WAUKESHA

WT 5.183-

WAUKESHA

WT

F

PCS	DESCRIPTION	CODE	WGT / MILE / UNIT	RATE	CHARGES
	STFOXN ST. FRINCI'S COOLER D/P: PICK Ref not FLECO FLEMMING D/P: DROP Ref not PRODUCE	OXNARD	CA 045-407-8552 113-20-2003 60.00		
		WAUKESHA	WT 1000 500 1000 03-31 2003 00.00		
2150	FUEL SURCHARGE 24HR. LAYOVER	FLAT DLR UNIT FLA1	1150.00 .08 600.00	.150.00 .08 500.00	172.00 172.00 500.00

DELIVERY #

11110 121801

TOTAL DUE

B/L #

UNIT:

LJAB 03-20-03 UNLOAD 04-11-03 1000
DRIVER: 1000 KET ETC 1000


THANK YOU

**INVOICE**

BADGER STATE WESTERN, INC
 710 S 4TH STREET
 PO BOX N
 ABBOTSFORD, WI 54405
 PHONE 715-223-2667

DATE	TRIP NUMBER
04/02/2003	EA-03 3464-01

SHIPPER
BOBOXN BOSKOVICH

BILL TO

OXNARD

CA

+

RAT400 RAINBOW TRANSPORTATION SERVICE
 1200 W SUNSET DRIVE

CONSIGNEE
FLE200 FLEMMING

WAUKESHA WI 52189+

PCS.	DESCRIPTION	CODE	WGT / MILE / UNIT	RATE	CHARGES
	BOBOXN BOSKOVICH	OXNARD	CA (845) 487-5599		
	D/P: PICK Ref no:		03-27-2003 00:00		
	NATOXN NATURE RJPE	OXNARD	CA (845) 487-3915		
	D/P: PICK Ref no:		03-27-2003 00:00		
	FLE200 FLEMMING	WAUKESHA	WI (060) 800-0000		
	D/P: DROP Ref no:		03-31-2003 00:00		
2150	PRODUCE	FLAT	2150.00	2150.00	
	FUEL SURCHARGE	PER UNIT	2150.00	.08	172.00

DELIVERY #L79-1047 P.O. # 5249162
 B/L #
 UNIT: L78 TRLR: L178
 LOAD: 03/27/03 UNLOAD: 03/31/03 SCH200
 DRIVER: SCH800 TERMS: NET DUE 15 DAYS

TOTAL DUE 2532.00

THANK YOU

**INVOICE**

BADGER STATE WESTERN, INC.
 710 S 4TH STREET
 PO. BOX N
 ABBOTSFORD, WI 54405
 PHONE 715-223-2667

DATE	TRIP NUMBER
04/08/2003	EA-033697-01

SHIPPER

WORLDS WORLD VARIETY

LOS ANGELES

CA

BILL TO:

RAT+00 RAINBOW TRANSPORTATION SERVICE
 1200 W SUNSET DRIVE

CONSIGNEE:

FLE200 FLEMMING

WAUKESHA

WI 53189+

WAUKESHA

WI

PCS	DESCRIPTION	CODE	WEIGHT/MEASUREMENT	RATE	CHARGES
	WORLDS WORLD VARIETY	LOS ANGELES	CA (213) 588-0151		
	D/P: PTCK Ref no:	03-31-2003	00:00		
	BOBOXN BOSKOVICH	OXNARD	CA (805) 487-5599		
	D/P: PICK Ref no:	03-31-2003	00:00		
	STFIQXN ST. FRANCIS COOLER	OXNARD	CA (805) 487-8552		
	D/P: PICK Ref no:	03-31-2003	00:00		
	DOLMAR DOLCE VEGETABLE	MARINA	CA (800) 343-3488		
	D/P: PICK Ref no:	04-01-2003	00:00		
	MANSAI MANN PACKING	SALINAS	CA (408) 422-0016		
	D/P: PICK Ref no:	04-01-2003	00:00		
	FLE200 FLEMMING	WAUKESHA	WI (3000) 000-0000		
	D/P: DROP Ref no:	04-03-2003	00:00		
	PRODUCE	FLAT		2150.00	2150.00
4	PICK-UP CHG.	PER UNIT	4.00	50.00	200.00
2150	FUEL SURCHARGE	PER UNIT	2150.00	.07	150.50
	SEASONAL CHG.	FLAT		150.00	150.00

BAL \$ 350.00

TOTAL DUE

2650.50

DELIVERY #L97A-1001-1 F.O. # 5243859

B/L #

UNIT: L97A TRLR: L-97

LOAD: 04/21/03 UNILADER: 104/03/03 HEG100

DRIVER: HEA100 FLRMIC: MC1 FUE: 15 DHG

THANK YOU