

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

PROOF OF CLAIM



639530

Bar Date Ref # 2-NVM-106797

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 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.

Name of Creditor and Address

Royal Crown Btlg Co-do Not Use
2801 W 47th St
Chicago IL 60632

0354653639530

Creditor Telephone Number (773) 650-2215

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

3-4-03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ (unsecured) \$ (secured) \$ 3071.65 \$ 3071.65
(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).

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

AUG 12 2003

BMC

DATE SIGNED

8/6/03

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)

John M. B. ...
Home 74 ...
APK SURVEILLANCE

Fleming Companies Claim



03557

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

5-15 (42) 9607307
41-14-02 (420)
FLEMING COMPANIES
SSC-RETAIL-THOMPSON FOODS
P O BOX 268877
OKLAHOMA, OK 73126-8877

CHECK NUMBER 00088870

BANK OF AMERICA

90 4182/1211

WALNUT CREEK CA

*****1,496 DOLLARS AND 75/100 CENTS

1 10002190 09/04/03

VOID 60 DAYS FROM DATE OF ISSUE

DATE

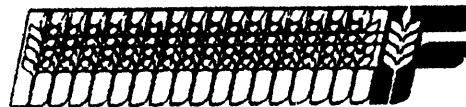
CHECK AMOUNT

3 4 3-21-03

\$*****1,496 75**

PAY TO THE ORDER OF

ROYAL CROWN BOTTLING CO
P O BOX 95044
CHICAGO, IL 60694



Unique Character Facsimile Signature

0000088870 121141822 7313101245

0000149675



 ROYAL CROWN CO.,
 BOTTLING COMPANY OF COO
 2801 N. 47TH STREET,
 CHICAGO, ILLINOIS 60642
 (773) 376-5000
 (773) 376-5001

DATE: 07/01/80 TIME: 11:50 AM STORE: 0 SALES: 1115.40 PAGE: 1

ORDER# 00140 FESTIVAL FOODS GARDENBORO IL
 INVOICE# 00140 195 W KENNEDY ST
 GARDENBORO ILL 60144

QTY	UFC	DESCRIPTION	PRICE	ALLOW	DETS	AMOUNT
1	73000001244	5PK DR RED CATN	17.85	4.85		17.85
1	740000008	5PK DR UT CR	10.60	4.85		10.60
SUBTOTAL						28.45
1	710000004170	12PK 1" COLA	11.90	4.85		11.90
1	70000007000	12PK 1" DR OF CR	11.90	4.85		11.90
SUBTOTAL						23.80
1	70000006700	12PK DR OF COLA	16.60			16.60
SUBTOTAL						16.60
1	7100000440	1L DR OF COLA	11.90	5.00		11.90
1	70000006700	1L DR OF CR	11.90	5.00		11.90
1	70000006700	2L DR OF CR	12.00	5.00		12.00
1	70000006700	2L DR OF CR	12.00	5.00		12.00
1	70000006700	2L DR OF CR	12.00	5.00		12.00
1	70000006700	2L DR OF CR	12.00	5.00		12.00
1	70000006700	2L DR OF CR	12.00	5.00		12.00
SUBTOTAL						51.80
TOTAL						115.40

-4.95

THANK YOU

TOTAL SALES 197.00
 TOTAL ALLOWANCES (15.00)

NET SALES 182.00

115.40
 4.95

325 Cheryl
 SIGNATURE STORE STAMP

MAN ADJ

110.45



 ROYAL CROWN COLA
 BOTTLING COMPANY OF COO
 2301 W 17TH STREET
 CHICAGO, ILLINOIS 60616
 (773) 768-9316
 FAX (773) 768-9316

DATE 05/21/07 TIME 4:45 ROUTE# 0 SALLCMAH# 74 PAGE 1

ORDER# 4140 FESTIVAL FOOD-7/GRI#010665
 PHONE# 6174 185 N KENNEDY DR
 ROUBAINE ILL 60914

CODE	QTY	UPL	DESCRIPTION	PRICE	ALLOW	DFI	OS	AMOUNT
1171	1	7000008706	12FL DR COLA	10.00	3.05			6.95
7011	1	7000008706	12FL AW F' BLEN	10.00	3.05			6.95
SUBTOTAL								13.90
1176	1	7000008706	12 FL RC COLA	12.00	5.00			12.00
1176	1	7000008706	12 FL DR COLA	12.00	5.00			12.00
1176	1	7000008706	12 FL DR IN STEW	12.00	5.00			6.40
1176	1	7000008706	12 FL DR IN STEW	12.00	5.00			6.40
1176	1	7000008706	12 FL DR IN STEW	12.00	5.00			6.40
1176	1	7000008706	12 FL DR IN STEW	12.00	5.00			6.40
SUBTOTAL								51.20
TOTAL SALES								65.10

THANK YOU

TOTAL SALES 65.10
 TOTAL ALLOWANCES 5.00

AMOUNT DUE 60.10

CHANGE

3 21 Cheryl

SIGNATURE / STONE STAFF



 TOTAL CROWN COLA
 BOTTLING COMPANY OF COO
 2011 W. 47TH STREET
 CHICAGO, ILLINOIS 60612
 (773) 270-9716

DATE: 03/20/01 TIME: 7:26 ROUTE# 8 ORDER NUMBER: 74 PAGE 1

CUSTOMER# 40140 FESTIVAL FOODS 6014 108-0
 ADDRESS# 40204 205 N. PINE ST
 HOUSTON TEXAS TX 77014

PROD#	QTY	UFC	DESCRIPTION	PRICE	ALLOW	DEFCO	AMOUNT
1150	1	7000000240	SPR DR COLA	10.60	4.65		5.95
1020	1	7000000255	SPR FRUIT FLOR	10.60	4.65		5.95
1040	1	7000000267	SPR FRUIT FLOR	10.60	4.65		5.95
			SUBTOTAL				17.85
1301	1	7000000260	SPR FRUIT FLOR	10.60	4.65		5.95
			SUBTOTAL				5.95
1170	1	7000000340	SPR DR COLA	17.20	7.90		9.30
1170	1	7000000340	SPR DR COLA	17.20	7.90		9.30
1170	1	7000000340	SPR DR COLA	17.20	7.90		9.30
1170	1	7000000340	SPR DR COLA	17.20	7.90		9.30
1170	1	7000000340	SPR DR COLA	17.20	7.90		9.30
1170	1	7000000340	SPR DR COLA	17.20	7.90		9.30
			SUBTOTAL				46.80
			TOTAL SALES				100.60

TAXES
 TOTAL SALES 100.60
 TOTAL TAXES 90.00

UNLAWFUL TO USE

3/28 Cheryl

CHICAGO, ILLINOIS 60612



 FORTAL CHRYSLER COLA
 300 N. B'VE. CHRYSLER OF COO
 4771 ST. LOUIS
 MISSOURI 63102
 (314) 477-1000
 FAX (314) 477-9716

DATE: 5/10/78 TIME: 7:30 HOUR: 0 SALES: 157.50 PAGE: 1

TERMS: NET 30
 CREDIT: 100.00
 FESTIVAL FOODS, WATSON PAWS
 105 N. B'VE. CHRYSLER
 ST. LOUIS, MISSOURI 63102

QUANTITY	UNIT	PRICE	DESCRIPTION	PRICE	ALLOWANCE	AMOUNT
1240	12	1.90	12 OZ. 12PK. (12)	12.00	4.80	73.80
1270	12	1.35	12 OZ. 12PK. (12)	12.00	4.05	17.85
1270	12	1.35	12 OZ. 12PK. (12)	12.00	4.05	17.85
1270	12	1.35	12 OZ. 12PK. (12)	12.00	4.05	17.85
1270	12	1.35	12 OZ. 12PK. (12)	12.00	4.05	17.85
SUBTOTAL						157.50
TOTAL SALES						157.50
TOTAL ALLOWANCE						117.50
NET AMOUNT DUE						40.00

TOTAL SALES: 157.50
 TOTAL ALLOWANCE: 117.50
 NET AMOUNT DUE: 40.00

3-18 Cheryl
 RECEIVED DATE: 5/18/78



 ROYAL CROWN COLA
 THE BOTTLING COMPANY OF COLO
 2001 W. 47TH STREET
 CHICAGO, ILLINOIS 60632
 (773) 562-2000
 FAX (773) 562-9336

DATE OF BILL 11/13/75 TIME 4:47 PM HOUSE 2 SALESPERSON 4 PAGE 1

CUSTOMER NAME 115714AL HOLDING CORPORATION
 ADDRESS 105 N. PULASKI ST.
 CHICAGO, ILL. 60644

QUANTITY	UNIT	PRICE	DESCRIPTION	PRICE	QUANTITY	AMOUNT
			ROYAL CROWN COLA	11.70		11.70
SUBTOTAL						11.70
121		7000000000	12oz 1/2 LITRE	11.90		11.90
121		7000000000	12oz 1/2 LITRE	11.90		11.90
SUBTOTAL						23.80
101	4	7000000000	4oz 1/2 LITRE	4.70		47.00
112	6	7000000000	6oz 1/2 LITRE	19.00		114.00
121	3	7000000000	3oz 1/2 LITRE	4.70		14.10
101	4	7000000000	4oz 1/2 LITRE	5.50		22.00
101	1	7000000000	1oz 1/2 LITRE	23.00		23.00
101	4	7000000000	4oz 1/2 LITRE	5.50		22.00
SUBTOTAL						128.00
4103	1	1000000000	1oz 1/2 LITRE	1.00		1.00
4104	1	1000000000	1oz 1/2 LITRE	1.00		1.00
4105	1	1000000000	1oz 1/2 LITRE	1.00		1.00
4106	1	1000000000	1oz 1/2 LITRE	1.00		1.00
4107	1	1000000000	1oz 1/2 LITRE	1.00		1.00
SUBTOTAL						5.00
SUBTOTAL						207.60
101	1	1000000000	1oz 1/2 LITRE	1.50		1.50
SUBTOTAL						1.50
101	1	1000000000	1oz 1/2 LITRE	1.50		1.50
101	1	1000000000	1oz 1/2 LITRE	1.50		1.50
101	1	1000000000	1oz 1/2 LITRE	1.50		1.50
101	1	1000000000	1oz 1/2 LITRE	1.50		1.50
101	1	1000000000	1oz 1/2 LITRE	1.50		1.50
SUBTOTAL						6.40
TOTAL						423.00

THANK YOU
 TOTAL SALES 423.00
 TOTAL RECEIPTS 423.00
 BALANCE 0.00



 Royal Crown Cola
 BUTLER UNION (F 060
 201 W 4TH STREET
 CHICAGO ILLINOIS 60602
 TEL: 312-76-5000
 FAX: 312-76-9316

DATE: 07/15/88 TIME: 0.26 ROUTE# 0 SALESMAN# 71 PAGE 1

DATE# 10140 FESTIVAL FOODS EAST 110165
 196 N FULTON ST
 CHICAGO ILL 60614

ITEM#	QTY	UPC	DESCRIPTION	PRICE	PLW	NET WT	AMOUNT
1170	1	75000003700	OFF DR FW STRW	10.00	4.65		5.95
1170	2	75000003711	OFF DR FW STRW	10.00	4.65		11.90
1170	1	75000003748	OFF DR FW STRW	10.00	4.65		17.85
SUBTOTAL							35.70
1151	1	75000003700	OFF DR FW STRW	10.00	4.65		5.95
1151	1	75000003711	OFF DR FW STRW	10.00	4.65		11.90
SUBTOTAL							17.85
1174	1	00771801210	10ZN FUZE STRW	11.00	1.50		10.50
1175	1	00797801214	10ZN FUZE GRAPE	12.00	1.50		10.50
1176	1	00771801237	10ZN FUZE DRIP CANADA	12.00	1.50		21.00
1177	1	00771801236	10ZN FUZE LCH DRINK	11.00	1.50		21.00
1178	1	00797801235	10ZN FUZE LCH DRINK	12.00	1.50		21.00
1179	1	00797801242	10ZN FUZE LCH DRINK	12.00	1.50		21.00
1180	1	00797801241	10ZN FUZE LCH DRINK	12.00	1.50		21.00
1181	1	00797801240	10ZN FUZE LCH DRINK	12.00	1.50		21.00
SUBTOTAL							14.00
1150	1	75000003747	OFF DR FW STRW	12.00	5.00		5.40
1150	1	75000003746	OFF DR FW STRW	12.00	5.00		5.40
1150	1	75000003745	OFF DR FW STRW	12.00	5.00		12.00
1150	1	75000003744	OFF DR FW STRW	12.00	5.00		5.40
1150	1	75000003743	OFF DR FW STRW	12.00	5.00		12.00
1150	1	75000003742	OFF DR FW STRW	12.00	5.00		5.40
SUBTOTAL							51.00
TOTAL NETS							251.75

THANK YOU
 TOTAL NETS 251.75
 TOTAL NET DEDUCTIONS 109.25
 BALANCE DUE 142.50

UPC OF
 3-11 Cherry
 SALES REPRESENTATIVE



 FOUNTAIN COLA
 BOTTLING COMPANY OF CO
 2811 W 4TH STREET
 CHICAGO, ILLINOIS 606
 (773) 375-2000
 FAX # (773) 375-9715

DATE: 07/05 TIME: 10:15 ROUTE: 2 CARRIER# 74 PAGE: 1

REF# 4100 REG# 1000000005
 PROFILE# (420) 185 N KENTON ST
 ROXBORO ILL 60074

REF#	QTY	UFC	DESCRIPTION	PRICE	ALLOW DISC%	AMOUNT
201	1	7000000000	12 FF AND CR 1/2	11.70	4.85	11.70
			SUBTOTAL			11.70
201	1	7000000000	12 FF AND CR 1/2	11.70		11.70
201	1	7000000000	12 FF AND CR 1/2	11.70		11.70
			SUBTOTAL			23.40
201	1	7000000000	20L JNTL 12.5 FL OZ	19.35		19.35
			SUBTOTAL			19.35
201	1	7000000000	2L RC COLA	1.40		1.40
201	1	7000000000	2L DP W/ CR 1/2	1.40		1.40
201	1	7000000000	2L DP W/ CR 1/2	1.40		1.40
201	1	7000000000	2L DP W/ CR 1/2	1.40		1.40
201	1	7000000000	2L DP W/ CR 1/2	1.40		1.40
			SUBTOTAL			5.60
			TOTAL SALES			102.35

TOTAL SALES 102.35
 TOTAL ALLOWANCE 4.85
 TOTAL NET SALES 97.50

CHARGE
 OF 15%
 3-7 *[Signature]*
 SIGNATURE, STORE STAMP



 FORTY FOUR CROWN COLA
 BOTTLING COMPANY OF COO
 2801 W. 4TH STREET
 CHICAGO, ILLINOIS 60632
 (773) 376-7000
 FAX # (773) 376-9216

DATE: 03/04/03 TIME: 9.01 ROUTE# B SALESMAN# 4 PAGE 1

CUSTOMER# 40140 FESTIVAL FOODS/GR #010865
 INVOICE# 84099 105 N KENNEDY DR
 BOUFBONNATS IL 60914

ITEM#	QTY	UPC	DESCRIPTION	PRICE	ALLOW	DEPTS	AMOUNT
1011	3	7500004106	12PK FC COLA	10.50	4.55		17.00
1151	3	7500006506	12PK DP COLA	10.60	4.55		11.00
0011	2	7500005206	12PK A&W FT BEV	10.60	4.55		11.00
0031	2	7500005406	12PK A&W (REFR)	10.50	4.50		11.00
	9		SUBTOTAL				50.00
1036	2	7500004246	2L DIET FC	12.50	5.00		17.50
1156	2	7500006746	2L DP COLA	12.50	5.00		17.50
1176	1	7500006646	2L DP FW STEW	12.50	5.00		17.50
1246	2	7500006746	2L DP FT CHLY	12.50	5.00		17.50
1256	2	7500006946	2L DP TANGYFRUIT	12.50	5.00		17.50
1576	2	7500006846	2L DP PED TASP	12.50	5.00		17.50
2016	2	7500005346	2L A&W RT BICEP	12.50	5.00		17.50
2026	2	7500005346	2L A&W DI FT BEV	12.50	5.00		17.50
2076	1	7500005446	2L A&W CRL/PM	12.50	5.00		17.50
	15		SUBTOTAL				157.50
	125		TOTAL SALES				157.50

THANK YOU

TOTAL SALES 157.50
 TOTAL ALLOWANCES 17.50

BALANCE DUE ----- 140.00

CHARGE

OF TOTAL

3-4 Cheryl
 SIGNATURE/STORE STAMP



 CROWN CROWN COLA
 BOTTLING COMPANY OF COO
 2001 W 47TH STREET
 CHICAGO, ILLINOIS 60612
 TEL: 773-75-7000
 FAX # 773-75-4116

DATE: 01/07 TIME: 3:50 FROM: 7 SALESMAN: 74 PAGE: 1

ACCOUNT# 40140 FESTIVAL FOODS, #AT#010865
 160 N TEMPLE ST
 CHICAGO, IL 60614

ITEM#	QTY	PRICE	DESCRIPTION	UNIT PRICE	ALLOW DISC	AMOUNT
1150	7	5.00	1240 6PK OF COLA	11.00	4.65	11.90
1150	1	7.00	1240 6PK OF FLD RYBI	10.00	4.65	5.70
1150	1	7.00	1240 6PK OF WIE DRP	11.50	4.65	5.75
			SUBTOTAL			23.35
1150	1	5.00	1240 6PK OF COLA	11.00	4.65	17.85
1031	1	5.00	1240 6PK OF WIE DRP	11.50	4.65	5.75
1041	1	7.00	1240 6PK OF FLD RYBI	10.00	4.65	5.75
			SUBTOTAL			29.35
1150	1	12.00	1240 6PK OF COLA	12.00	1.00	11.00
1150	1	12.00	1240 6PK OF FLD RYBI	12.00	1.00	11.00
			SUBTOTAL			22.00
1150	1	17.00	1240 6PK OF COLA	17.00	1.30	19.70
1150	1	17.00	1240 6PK OF WIE DRP	17.00	1.30	19.70
1150	1	7.00	1240 6PK OF FLD RYBI	11.70	5.30	5.40
1150	1	8.00	1240 6PK OF COLA	10.50	5.00	5.40
1150	1	6.00	1240 6PK OF WIE DRP	11.20	5.00	6.40
1150	1	7.00	1240 6PK OF FLD RYBI	11.00	5.10	6.40
1150	1	7.00	1240 6PK OF WIE DRP	11.00	5.20	6.40
			SUBTOTAL			57.60
			TOTAL SALES			133.15

THANK YOU

TOTAL SALES 133.15
 TOTAL ALLOW DISC 70.00

BALANCE DUE 63.15

CHARGE

CREDIT

David Berg
 SIGNATURE STORE STAMP