

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

PROOF OF CLAIM



611587

Bar Date Ref # 2-NVM-77432

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

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

0354653611587

Aspen Pet Products Inc
Dept 1247
Denver CO 80291

Creditor Telephone Number (303) 375-1001

CREDITOR TAX I D #

84-1319100

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

7934

Check here 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 3/28/03 & 4/10/03 **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 1,915.56 (unsecured) \$ 0 (secured) \$ 0 (unsecured priority) \$ 1,915.56 (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

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

FILED

AUG 12 2003

BMC

DATE SIGNED

8-1-03

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)

Janicee Spiller Credit manager

Fleming Companies Claim



03640

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

ASPEN PET PRODUCTS INC
 4735 FLORENCE STREET
 DENVER CO 80238
 I N V O I C E

Page Number- 1
 Date 03/28/03
 Customer - 7934
 Brn/Plt - 10
 Related PO -
 Order Nbr - 347399 SA
 Invoice - 440076 RI

Sold To FLEMING COMPANIES-GMD WEST
 8301 FRUITRIDGE ROAD
 PO BOX 7010
 SACRAMENTO CA 95826

Ship To FLEMING COMPANIES-LACROSSE
 322 CAUSEWAY BLVD
 LA CROSSE WI 54603

Tax ID
 Tax Cert

 Request Date 03/31/03 Customer P O 707321 F O B DESTINATION/PREPAY IF GT \$750 Ship Inst BEST WAY

Ln/Rq Dt	Description	Item Number	UM	Ship/Back/Cance	Price	Extended Price	Tax
***** PLEASE NOTE *****							
* OUR REMITTANCE ADDRESS HAS CHANGED TO *							
* ASPEN PET PRODUCTS INC *							
* DEPT 1247 *							
* DENVER CO 80291 *							

STANDARD FLEMING FOODS MESSAGE							
- MUST ORDER IN CASE PACK QUANTITIES							
	DAZZLING DEAL - \$4 99	00620			45 0000		
			Net Price	EA S	5 000	45 0000	225 00 Y
					Per EA		
	DAZZLING DEAL - \$2 99	00621			47 5200		
			Net Price	EA S	15 000	47 5200	712 80 Y
					Per EA		
	ON Track/PRO number	481696165		EA S	1 000		
	001/001 ON 289 000 LBS						

 Terms Net 30 days Net Due Date 04/27/03 Tax/Disc Total Order
 Rate 937 80

ASPEN PET PRODUCTS INC

DENVER CO 80238

Packing Slip

Customer P O 707321

Sales Order # 347399

Sold To # 7934

Ship To # 11338

SHIP TO
FLEMING COMPANIES-LACROSSE
322 CAUSEWAY BLVD

LA CROSSE WI 54603

BILL TO
FLEMING COMPANIES-GMD WEST
8301 FRUITRIDGE ROAD
PO BOX 7010
SACRAMENTO CA 95826

Date of Shipment 03/28/2003	Ship Via ON	Waybill Number 481696165	<i>Scrub Ship #1</i>
Carton Count Shipment Summary		Total Number of Cartons 20	

UPC Number	SKU Number	Cust Number	Description	Ea Qty Ordered	Ea Qty Shipped	Ea Qty Not Ship	In Carton #
723503006200 11793,11786,11762	00620		DAZZLING DEAL - \$4 99	5	5		11779,11755,
723503006217 11663,11717,11687 11748,11670 11625,11618 11632 11649,11656,11731,11724 11694	00621		DAZZLING DEAL - \$2 99	15	15		11700,11601,

PURCHASE ORDER NO. **707321**

FLEMING

LACROSSE

PAGE NO **1** OF **1**

THE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES
BILLS OF LADING, LOADING SHEETS AND ALL OTHER
CORRESPONDENCE

ORDER DATE **03/05/03** CANCEL DATE **00/00/00**
SCHEDULE SHIPMENT TO ARRIVE ON. **03/26/03**

005948
VENDOR
ASPEN PET
11701 E 53RD AVE
DENVER CO 80239 0000
817-595-3312

BILL TO
FLEMING COMPANIES
AP VENDOR NUMBER 00000
LACROSSE
P O BOX 26680
OKLAHOMA CITY OK 73126
405-951-7991

MAIL TO
X
ASPEN PET
11701 E 53RD AVE
DENVER CO 80239 0000
817-595-3312

SHIP TO
FLEMING LACROSSE
322 CAUSEWAY BOULEVARD
LA CROSSE WI 54603
608-785-1330 EXCHANGE

FREIGHT EXPENSE PREPAID COLLECT
 FOB POINT OUR DOCK VENDOR'S DOCK
 SHIPPING POINT
DENVER CO 80239
 HOW TO SHIP
 347399 SA
 03-11-03
 \$937.80
 PLEASE CONTACT IF UNABLE TO SHIP AS SPECIFIED

BUYER **310 S X SHAKER**
 PHONE MAIL CONFIRMED FAX EDI
 PER CONTRACT TERMS

SPECIAL ALLOWANCES/MESSAGES

BACKORDER NOT ALLOWED

Fleming Companies 3/5/2003 4 28 PAGE 1/1 RightFax

ORDER QTY	VENDOR OR DEF UNIT	MFG NO	MASTER PACK SIZE	COLOR	OUR ITEM	COSTS EXPRESSED IN TERMS OF ORDER UNIT						
						DESCRIPTION	LIST COST	OFF INVOICE	NET COST	DISCOUNT	OTHER UP/DN	BILL BACK
5	CASES	23503 00620	1/30AST		991328	DAZZLING DEAL DOG TOYS #1	45 000	.000	45 000	000	000	000
15	CASES	00621	1/48AST		991329	DAZZLING DEAL DOG TOYS #2	47 520	000	47 520	.000	.000	.000
<p>TOTALS UNITS 20 WEIGHT 265 CUBE 43</p>												

NOTE **APPOINTMENT (608) 779-3808**

TAX EXEMPT PURCHASE This purchase is not subject to sales tax use because it is intended for resale. A blanket exemption certificate from us should be in your file

Mar 5 2003 4 54PM McMullin Sales Co

No 4406 P 1/1



ASPEN PET PRODUCTS INC
 4735 FLORENCE STREET
 DENVER CO 80238
 I N V O I C E

Page Number- 1
 Date 04/07/03
 Customer - 7934
 Brn/Plt - 10
 Related PO -
 Order Nbr - 347435 SA
 Invoice - 442413 RI

Sold To FLEMING COMPANIES-GMD WEST
 8301 FRUITRIDGE ROAD
 PO BOX 7010
 SACRAMENTO CA 95826

Ship To FLEMING COMPANIES KOP
 KOP GM DIVISION
 201 W CHURCH ROAD
 KING OF PRUSSIA PA 19406

Tax ID
 Tax Cert

Request Date	Customer P O	F O B	Ship	BEST WAY			
04/08/03	887590	DESTINATION/PREPAY IF GT \$750	Inst				
Ln/Rq Dt	Description	Item Number	UM Ship/Back/Cance	Price	Extended Price	Tax	
***** PLEASE NOTE *****							
* OUR REMITTANCE ADDRESS HAS CHANGED TO *							
* ASPEN PET PRODUCTS INC *							
* DEPT 1247 *							
* DENVER CO 80291 *							

STANDARD FLEMING FOODS MESSAGE							
- MUST ORDER IN CASE PACK QUANTITIES							
	DAZZLING DEAL - \$4 99	00620		45 0000			
		Net Price	EA S	8 000	45 0000	360 00	Y
				Per EA			
	DAZZLING DEAL - \$2 99	00621		47 5200			
		Net Price	EA S	13 000	47 5200	617 76	Y
				Per EA			

Terms	Net 30 days	Net Due Date	05/07/03	Rate		Tax/Disc		Total Order	977 76
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ASPEN PET PRODUCTS INC
 4735 FLORENCE STREET
 DENVER CO 80238
 303-375-1001

P A C K I N G L I S T

PAGE NUMBER 1

Clarke
shop # 2

Ship To FLEMING COMPANIES-KOP
 KOP GM DIVISION
 201 W CHURCH ROAD
 KING OF PRUSSIA PA 19406

Bill To FLEMING COMPANIES-GMD WEST
 8301 FRUITRIDGE ROAD
 PO BOX 7010
 SACRAMENTO CA 95826

Order Date	Ship Date	Customer Num	Customer PO Number	Terms	Ship Via	Order	Nbr Cartons	Total Wgt	Pro #
4/07/03	4/07/03	00007934	887590	PREPAID	OVNT	00347435	1	283 00	000000184753995

Carton #	Item Number	Item Description	Ordered	Shipped	NOT Shipped	Cust Part #	UPC Code	Tracking #
Pallet # 100000025950530								
	000000026107554	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107561	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107578	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107585	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107592	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107608	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107615	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107622	00620 DAZZLING DEAL - \$4 99	1	1			723503006200	
	000000026107639	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107646	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107653	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107660	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107677	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107684	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107691	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107707	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107714	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107721	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107738	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000026107745	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	000000025998290	00621 DAZZLING DEAL - \$2 99	1	1			723503006217	
	NOT SHIPPED	00621 DAZZLING DEAL - \$2 99	9					

9

NO TRACK NUMBER

** End of List **

INVOICE TO
 KOP GM DIVISION
 201 CHURCH ROAD
 P O BOX 1526
 KING OF PRUSSIA PA 19406-1526

SHIP TO
 KOP GM DIVISION
 201 W CHRUCH RD
 KING OF PRUSSIA PA 19406
 OPP BUYS - SHP ASAP W/ANY PO FOR MIN

11336



VENDOR
 ASPEN PET PRODUCTS/PROMO
 ATTN ORDER ENTRY
 4735 N FLORENCE
 DENVER CO 80238

SHIP
 03725703

VENDOR NO
 02217

PURCHASE ORDER

800-289-4738

DATE ORDERED 03/11/03
 PURCHASE ORDER NO 887590

TERMS 60 DAYS
 PRICE PROTECTION

SHIP VIA FOB PREPAID \$750 00
 FREIGHT SHIPPED PAID BY PPO COL FLEM VEN P V

347435 SA
 3-18-03
 \$1,405 44

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
 Seller 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 word law as used herein includes but is not limited to all federal state and local laws relating to food drug and cosmetics labeling environmental protection and occupational safety and health and all regulations 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 the foregoing 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 holds all suppliers/manufacturers solely responsible for the contents of their products with respect to existing federal and state standards including California Health and Safety Code 25249.5 25249.13

THIS PURCHASE ORDER IS ISSUED IN COMPLIANCE WITH EXECUTIVE ORDER 1146 THE REHABILITATION ACT OF 1973 AND THE VIETNAM ERA VETERANS READJUSTMENT ASSISTANCE ACT

Seller also guarantees that all terms of sale covered by this purchase order are available to all other purchasers on proportionately equal terms

Bill of lading must be itemized as to quantity size pack and description. Shipment must be tendered to carrier sorted and segregated as to quantity size pack and description and bill of lading must carry certification of the 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
8	23503 00620	DZLNG DLS 00043-0	DOG TOYS#1	FS 30 00620	99	45 900
22	23503 00621	DZLNG DLS 00048-9	DOG TOYS#2FS	48 00612	99	47 520

MUST CALL FOR APPT 72 HRS PRIOR TO ARRIVAL DATE
 SEPARATE B/L FOR EACH PO A HANDLING CHARGE WILL
 BE ASSESSED FOR OTHER THAN GOOD 40X48 PALLETS

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT COST
MCCOMB BARBARA PROM	30	66		398	1412

**** FAX COVER LETTER ****

Date 03/11/03 Time 22 25 00

To
ASPEN PET PRODUCTS/PROMO

From MCCOMB, BARBARA PROM

Re 887590

Including this cover sheet, you should receive 2 pages

If you have difficulty in receiving this transmission,
please call us at

6107688200



FAXED
3 17-03



Aspen Pet Products, Inc

4735 N Florence Street
Denver Colorado 80238

tel (303) 375-1001
fax (303) 375-7592

Date. 3 17-03

Fax # 610-768-8853

To Fleming Companies

Attn. Barbara McComb

Acknowledgment of Payment Terms

Thank you for your Purchase Order number 887590

Our established payment terms with you are net 30 days

Please confirm and fax this acknowledgment back to Aspen Pet Products, Inc attention Customer Service @ 303-375-7592

This acknowledgment authorizes Aspen Pet Products, Inc to amend your payment terms on the above-mentioned purchase order as well as all subsequent purchase orders Your order will continue to process after we receive your confirmation

If you have any questions regarding your order please contact Customer Service at 1-800-289-4738.

Signature

Date

* P. 01 *
* TRANSACTION REPORT *
* MAR-17-03 MON 09:30 AM *
* DATE START RECEIVER TX TIME PAGES TYPE NOTE M# DP *
* MAR-17 09:29 AM 16107688253 28" 1 SEND OK 182 *



~~FAXED~~
3-18-03



Aspen Pet Products, Inc

4735 N Florence Street
Denver Colorado 80238

tel (303) 375 1001
fax (303) 375-7592

~~FAXED~~
3-20-03

53103

977-906-1470

Date. 3-18-03

Fax # ~~405-858-5966~~

To Fleming

Attn Barbara McCombs

Acknowledgment of Payment Terms

Thank you for your Purchase Order number 887590

Our established payment terms with you are net 30 days

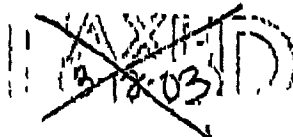
Please confirm and fax this acknowledgment back to Aspen Pet Products, Inc attention Customer Service @ 303-375-7592

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If you have any questions regarding your order please contact Customer Service at 1-800-289-4738.

Signature

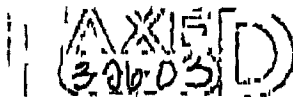
Date



Aspen Pet Products, Inc.

4735 N. Florence Street
Denver, Colorado 80218

tel (303) 375-1001
fax (303) 375-7592



977-906-1470

Date: 3-18-03

Fax # ~~405-858-5966~~

To: Fleming

Attn: Barbara McComb

Acknowledgment of Payment Terms

Thank you for your Purchase Order number: 887590-KG

Our established payment terms with you are: net 30 days

Please confirm and fax this acknowledgment back to Aspen Pet Products, Inc. attention Customer Service @ 303-375-7592.

This acknowledgment authorizes Aspen Pet Products, Inc. to amend your payment terms on the above-mentioned purchase order as well as all subsequent purchase orders. Your order will continue to process after we receive your confirmation.

If you have any questions regarding your order please contact Customer Service at 1-800-289-4738.

[Signature]
Signature

4/1/03
Date