UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re **Fleming Companies, Inc**	Case Number **03-10945**

s134237

Scheduled Claim Ref # 2-F2-21863

YOUR CLAIM IS SCHEDULED AS

$70 566 00 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 o an administrative expense may be filed pursuant to 11 U S C § 503

Name of Creditor and Address

0354429404629

INTER-PACIFIC CORPORATION
2257 COLBY AVE
LOS ANGELES CA 90064

Creditor Telephone Number (310) 473-7591

☐ 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 I D #

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 _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED FEBRUARY 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$ 70,566 00	$	$	$ 70,566 00
(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)

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

FILED

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 14 2003

BMC

DATE SIGNED
AUGUST 13, 2003

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)

FRANK ARNSTEIN, CEO

Fleming Companies Claim
04341

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

xx ITEM ACCOUNTS RECEIVABLE xx OPEN ITEM BALANCE AGING AS OF 0[illegible] (SELECTIVE) 04/[illegible] PAGE 1

MOV TYPE	DESCRIPTION	DATE	REF NO.	DUE DATE	INVOICE AMT.	FUTURE FROM (04/[illegible])	OVER DUE 0001-0030 DAYS (03/[illegible])	OVER DUE 0031-0060 DAYS (02/[illegible])	OVER DUE 0061-0090 DAYS (01/29/0[illegible])	OVER DUE 91 DAYS PLUS
[illegible]	[illegible] COMPANIES INC		[illegible]	TOLLEA BLVD		CN		HH		HH [illegible]
61 INVOICE		0[illegible]/1/0[illegible]	352240	0[illegible]/28/0[illegible]	20,989.20			20,989.20		
[illegible]	CR LIMIT			TOTALS	20,989.20	00	00	20,989.20	00	00
[illegible]	[illegible] COMPANIES INC			[illegible]		CN		HH		HH [illegible]
61 INVOICE		0[illegible]/1/0[illegible]	352098	0[illegible]/30/0[illegible]	[illegible]			[illegible]		
[illegible] CO	CR LIMIT			TOTALS	[illegible]	00	00	[illegible]	00	00
[illegible]	[illegible] COMPANIES, INC			P O BOX [illegible]		CN		HH		HH
61 INVOICE		0[illegible]/1/0[illegible]	352097	0[illegible]/30/0[illegible]	[illegible]			[illegible]		
[illegible] CO	CR LIMIT			TOTALS	[illegible]	00	00	[illegible]	00	00
[illegible]	[illegible] COMPANIES INC.			8[illegible] [illegible] [illegible]		CN		HH		HH [illegible]
61 INVOICE		0[illegible]/11/0[illegible]	351926	0[illegible]/13/0[illegible]	[illegible]			[illegible]		
[illegible] CO	CR LIMIT			TOTALS	[illegible]	00	00	[illegible]	00	00
OVERALL TOTALS				TOTALS	70,565.00	.00	00	70,565.00	00	00

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 351926

INVOICE DATE: 02/11/2003

VENDOR NO:

322B5
SOLD TO
FLEMING COMPANIES, INC.
SACO GM DIVISION
8301 FRUITRIDGE RD PO BOX 7010
SACRAMENTO CA 95826

322SAC
SHIPPED TO
FLEMING COMPANIES, INC.
SACO GM DIVISION
8301 FRIUTRIDGE ROAD
SACRAMENTO CA 95826

B/L #. HUD 019578

ORDER #: F-2725

NO ANTICIPATION ALLOWED

DEPT NO	YOUR ORDER NO	SALES NO	TERMS	F O B	SHIPPED VIA	PPD	COL
	694566	35	NET 35	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
340JN-2 AS	120	PR	MSY PUNBK SLIDE,EVA CUST STK:97299-2 **	3.87	464.40
8028A-4 AS	612	PR	INF ALL EVA W/VLCRO SANDAL/BS CUST STK:97303-2 **	2.45	1499.40
133J08/405	612	PR	MSY PUNBK THONG W/PRT,EVA CUST STK:97303-2 **	2.45	1499.40
SEE DESC	137	1	GENERIC ITEM CUST STK:SPINNER RACKS **	0.00	0.00
Total Qty:	10109	uom	Goods : 22902.72 AMT DUE:		22902.72

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 351926

INVOICE DATE: 02/11/2003

VENDOR NO:

322B5
SOLD TO
FLEMING COMPANIES, INC.
SACO GM DIVISION
8301 FRUITRIDGE RD PO BOX 7010
SACRAMENTO CA 95826

322SAC
SHIPPED TO
FLEMING COMPANIES, INC.
SACO GM DIVISION
8301 FRUITRIDGE ROAD
SACRAMENTO CA 95826

B/L #: HUD 019576

ORDER # 242/25

NO ANTICIPATION ALLOWED

DEPT NO	YOUR ORDER NO	SALES NO	TERMS	F O B	SHIPPED VIA	PPD	COL
	694366	35	NET 35	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
01GH077-0/	684	PR	MENS/LDS AQUASOCKS	4.70	3214.80
			CUST STK:97293-5 **		
800119/131	144	PR	LDS PU LAMI/NBK THONG,EVA BTM	3.43	493.92
			CUST STK:97295-0 **		
SA8316-0/1	240	PR	MENS/LDS PVC THNG WIRESOCK,EVA	4.00	960.00
			CUST STK:97306-5 **		
1050C/6120	4128	PR	UNISEX RUBBER ZORI,EVA BTM	1.50	6192.00
			CUST STK:97311-5 **		
2003MG-0 A	1656	PR	MENS PVC SLIDE,PVC BTM	2.45	4057.20
			CUST STK:97290-1 **		
2102A-1 AS	1656	PR	LDS PVC SLIDE,PVC BTM	2.45	4057.20
			CUST STK:97290-1 **		
319J-01-1	120	PR	LDS PVC JEWEL THONG,EVA BTM	3.87	464.40
			CUST STK:97299-2 **		

CONTINUED .....

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 352097

INVOICE DATE: 02/13/2003

VENDOR NO:

322B3

SOLD TO:
FLEMING COMPANIES, INC.
LACROSSE
P.O. BOX 22660
OKLAHOMA CITY OK 73126

322LAC

SHIPPED TO:
FLEMING COMPANIES
FLEMING LACROSSE
322 CAUSEWAY BLVD
LA CROSSE WI 54603

B/L #: HKD 019625

ORDER #. 242805

NO ANTICIPATION ALLOWED

DEPT NO	YOUR ORDER NO	SALES NO	TERMS	F.O.B.	SHIPPED VIA	PPD	COL
	702701	35	NET 35	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
133J08/405	108	PR	MSY FUNBK THONG W/PRT,EVA CUST STK:993028 **	2.45	264.60
5A8316-0/1	48	PR	MENS/LDS PVC THNG WIRESOCK,EVA CUST STK:993029 **	4.00	192.00
1050C/6120	1536	PR	MENS/LDS RUBBER ZORI,EVA BTM CUST STK:993030 **	1.50	2304.00
SEE DESC	36	1	GENERIC ITEM CUST STK:SPINNER RACKS **	0.00	0.00
Total Qty:	2760	ucm			
			Goods : 5971.44	AMT DUE:	5971.44

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 352097

INVOICE DATE: 02/13/2003

VENDOR NO:

322B3

SOLD TO
FLEMING COMPANIES, INC.
LACROSSE
P O. BOX 22680
OKLAHOMA CITY OK 73126

322LAC

SHIPPED TO
FLEMING COMPANIES
FLEMING LACROSSE
322 CAUSEWAY BLVD
LA CROSSE WI 54603

B/L #: HUD 019625

ORDER #. 242805

NO ANTICIPATION ALLOWED

DEPT NO	YOUR ORDER NO	SALES NO	TERMS	F.O.B.	SHIPPED VIA	PPD	COL
	262701	35	NET 35	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
2003MG-0 A	252	PR	MENS PVC SLIDE,PVC BTM	2.45	617.40
			CUST STK:993015 **		
2102A-1 AS	252	PR	LDS PVC SLIDE,PVC BTM	2.45	617.40
			CUST STK:993015 **		
01GH077-0/	180	PR	MENS/LDS AQUASOCKS	4.70	846.00
			CUST STK:993016 **		
800119/131	144	PR	LDS PU LAMI/NBK THONG,EVA BTM	3.43	493.92
			CUST STK:993019 **		
319J-01-1	48	PR	LDS PVC JEWEL THONG,EVA BTM	3.87	185.76
			CUST STK:993027 **		
340JN-2 AS	48	PR	MSY PUNBK SLIDE,EVA	3.87	185.76
			CUST STK:993027 **		
802BA-4 AS	108	PR	INF ALL EVA W/VLCRO SANDAL/BS	2.45	264.60
			CUST STK:993028 **		
			CONTINUED		

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 352098

INVOICE DATE: 02/13/2003

VENDOR NO:

322B2

SOLD TO
FLEMING COMPANIES, INC.
MEMPHIS GM DIVISION
4681 BURBANK PO BOX 181008
MEMPHIS TN 38118B

322HUN

SHIPPED TO
FLEMING COMPANIES, INC.
MEMPHIS GM DIVISION
4688 HUNGERFORD
MEMPHIS TN 38118

B/L #: HUD 019626

ORDER # 243068

NO ANTICIPATION ALLOWED

DEPT NO	OUR ORDER NO	SALES NO	TERMS	F.O.B.	SHIPPED VIA	PPD	COL
	378020	77	NET 35	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
340JN-2 AS	168	PR	MSY FUNBK SLIDE,EVA CUST STK:97299-2 **	3.87	650.16
8028A-4 AS	468	PR	INF ALL EVA W/VLCRO SANDAL/BS CUST STK:97303-2 **	2.45	1146.60
133J08/405	468	PR	MSY PUNBK THONG W/PRT,EVA CUST STK:97303-2 **	2.45	1146.60
SEE DESC	122	1	GENERIC ITEM CUST STK:SPINNER RACKS **	0.00	0.00
Total Qty:	8642	uom			
			Goods : 20702.64 AMT DUE:		20702.64

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 352098

INVOICE DATE: 02/13/2003

VENDOR NO:

322B2

SOLD TO
FLEMING COMPANIES, INC.
MEMPHIS GM DIVISION
4681 BURBANK PO BOX 181008
MEMPHIS TN 381188

322HUN

SHIPPED TO
FLEMING COMPANIES, INC.
MEMPHIS GM DIVISION
4688 HUNGERFORD
MEMPHIS TN 38118

B/L #: HUD 019626

ORDER #: 243068

NO ANTICIPATION ALLOWED

DEPT NO	YOUR ORDER NO	SALES NO	TERMS	F.O.B.	SHIPPED VIA	PPD	COL
	378049	35	NET 35	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
01GH077-0/	864	PR	MENS/LDS AQUASOCKS CUST STK:97293-5 **	4.70	4060.80
800119/131	504	PR	LDS PU LAMI/NBK THONG,EVA BTM CUST STK:972595-0 **	3.43	1728.72
SA6316-0/1	480	PR	MENS/LDS PVC THNG WIRESOCK,EVA CUST STK:97306-5 **	4.00	1920.00
1050C/6120	4032	PR	MENS/LDS RUBBER ZORI,EVA BTM CUST STK:97311-5 **	1.50	6048.00
2003MG-0 A	684	PR	MENS PVC SLIDE,PVC BTM CUST STK:97290-1 **	2.45	1675.80
2102A-1 AS	684	PR	LDS PVC SLIDE,PVC BTM CUST STK:97290-1 **	2.45	1675.80
319J-01-1	168	PR	LDS PVC JEWEL THONG,EVA BTM CUST STK:97299-2 **	3.87	650.16

CONTINUED .....

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 352240

INVOICE DATE: 02/21/2003

VENDOR NO:

322B6

SOLD TO:
FLEMING COMPANIES,INC
TOPEKA GM DIVISION
7215 S. TOPEKA BLVD
TOPEKA, KS 66601-1817

322TOP

SHIPPED TO:
FLEMING COMPANIES,INC
TOPEKA GM DIVISION
7215 S. TOPEKA BLVD
TOPEKA, KS 66601-1817

B/L #: HUD 019627

ORDER # 243157

NO ANTICIPATION ALLOWED

DEPT NO	YOUR ORDER NO	SALES NO	TERMS	F.O.B.	SHIPPED VIA	P.P.D	COL
	902800	35	NET 35	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
340JN-2 AS	360	PR	MSY PUNBK SLIDE,EVA CUST STK:97299-2 **	3.87	1393.20
8028A-4 AS	144	PR	INF ALL EVA W/VLCRO SANDAL/BS CUST STK:97303-2 **	2.45	352.80
133J08/405	144	PR	MSY FUNBK THONG W/PRT,EVA CUST STK:97303-2 **	2.45	352.80
SPINNER RA	116	PC	METAL SPINNER RACKS	0 00	0.00
Total Qty:	8504				
			Goods : 20989.20	AMT DUE:	20989.20

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION

D U N S 00253 3297

INTER PACIFIC CORPORATION

IMPORTERS

AIRPORT STATION
PO BOX 92200
LOS ANGELES, CA 90009-2200

2257 COLBY AVENUE
LOS ANGELES, CA 90064
PHONE (310) 473-7591
FAX (310) 479-8701

INVOICE NO: 352240

INVOICE DATE: 02/21/2003

VENDOR NO:

322B6

SOLD TO:
FLEMING COMPANIES,INC
TOPEKA GM DIVISION
7215 S. TOPEKA BLVD
TOPEKA, KS 66601-1817

322TOP

SHIPPED TO:
FLEMING COMPANIES,INC
TOPEKA GM DIVISION
7215 S. TOPEKA BLVD
TOPEKA, KS 66601-1817

B/L #: HUD 0.9447

ORDER # 243157

NO ANTICIPATION ALLOWED

DEPT NO	YOUR ORDER NO	SALES NO	TERMS	F.O.B.	SHIPPED VIA	PPD	COL
	702800	37	NET 25	DOWNEY		X	

STYLE	QUANTITY	UNIT	DESCRIPTION	PRICE	AMOUNT
01GH077-0/	468	PR	MENS/LDS AQUASOCKS	4.70	2199.60
			CUST STK:97293-5 **		
800119/131	1800	PR	LDS FU LAMI/NBK THONG,EVA BTM	3.43	6174.00
			CUST STK:97295-0 **		
SA8316-0/1	336	PR	MENS/LDS PVC THNG WIRESOCK,EVA	4.00	1344.00
			CUST STK:97306-5 **		
1050C/6120	4128	PR	MENS/LDS RUBBER ZORI,EVA BTM	1.50	6192.00
			CUST STK:97311-5 **		
2003MG-0 A	324	PR	MENS PVC SLIDE,PVC BTM	2.45	793.80
			CUST STK:97290-1 **		
2102A-1 AS	324	PR	LDS PVC SLIDE,PVC BTM	2.45	793.80
			CUST STK:97290-1 **		
319J-01-1	360	PR	LDS PVC JEWEL THONG,EVA BTM	3.87	1393.20
			CUST STK:97299-2 **		
			CONTINUED		

NO MERCHANDISE WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION