

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

**PROOF OF CLAIM**



613348

Bar Date Ref # 2-NVM-79213

In re **FLEMING COMPANIES, INC ,et al ,**

Case Number  
**03-10945 (MFW)**

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**

0354653613348

Langer Hawaii Corp  
Hawaii Tropic Division  
Po Box 15572  
Honolulu HI 96830

Creditor Telephone Number ( 808 ) **839-0242**

CREDITOR TAX ID #  
**#99-0171236**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  
**#12760**

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** **04/01/03**

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ **771.37**

\$ \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_  
(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.

**FILED**  
**AUG 19 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  
**FILED**  
**AUG 19 2003**  
**BMC**

DATE SIGNED  
**August 15, 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)

*[Signature]*

Fleming Companies Claim  
  
05133

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**



LANGER HAWAII CORPORATION  
 Hawaiian Tropic Suncare Division  
 PO BOX 15572 HONOLULU HAWAII 96830 5572  
 PHONE (808) 839-0242 • FAX (808) 839-0447

INVOICE NO

142532

Invoice Date

4-1-03

Vendor Number

06422

Customer Number

NP

Invoice To Alerning Companies Deliver To \_\_\_\_\_  
 Address 91-315 Hanua Street Address \_\_\_\_\_  
 City Kapolei City \_\_\_\_\_  
 State HI Zip Code 96707 State \_\_\_\_\_ Zip Code \_\_\_\_\_

Order Date 4/28/03 Customer PO Number 128971 HW Instructions Del. 4/1/03 at 9:30a.m. Sales Representative \_\_\_\_\_ Terms 2-10, Net 30

ITEM #	DESCRIPTION	SIZE	SPF	QTY	UNIT	PRICE	EXTENSION
1134	Tropical Original Lip Balm	14 oz	45+				
1154	Herbal Aloe Lip Balm	14 oz	45+				
2008	Protective Tanning Lotion	8 oz	8				
2018	10 Plus Sunscreen Lotion	8 oz	10+				
2024	Dark Tanning Lotion	4 oz	4				
2028	Dark Tanning Lotion	8 oz	4	1	doz	39.00	39.00
2034	Dark Tanning Oil	4 oz					
2038	Dark Tanning Oil	8 oz		2	doz	39.00	78.00
2048	Dark Tanning Gel with Sunscreen	8 oz	2				
2058	Royal Tanning Blend	8 oz					
2068	Aloe After Sun Moisturizer	8 oz		1	doz	39.00	39.00
2066	Aloe After Sun Moisturizer	16 oz					
2098	Golden Tanning Lotion	8 oz	6				
2108	Carrot Tanning Lotion	8 oz	10				
2141	Ozone Sunblock Stick	5 oz	50				
2154	15 Plus Sunblock Lotion	4 oz	15+	2	doz	40.50	81.00
2158	15 Plus Sunblock Lotion	8 oz	15+				
2164	30 Plus Sunblock Lotion	4 oz	30+	2	doz	48.00	96.00
2168	30 Plus Sunblock Lotion	8 oz	30+				
2174	45 Plus Sunblock Lotion	4 oz	45+	1	doz	49.50	49.50
2178	45 Plus Sunblock Lotion	8 oz	45+				
2184	Ozone Sunblock Lotion	4 oz	70				
2368	Kids Splash Sunblock Lotion	8 oz	30				
2674	Baby Faces Sunblock Lotion	4 oz	50	1	doz	49.50	49.50
2678	Baby Faces Sunblock Lotion	8 oz	50				
3027	Cool Aloe Gel with Vitamins A & E	8 oz					
3022	Cool Aloe Gel with Vitamins A & E	12 oz					
3056	Dark Tanning Oil w/XSS	6 oz	4				
3116	Protective Tanning Dry Oil	6 oz	6				
3156	Protective Tanning Dry Oil	6 oz	15				
3248	Tan Amplifier Oil w/pump	8 oz					
3328	Cool Aloe I C E Lidocaine Gel	8 oz					
3322	Cool Aloe I C E Lidocaine Gel	12 oz					
3738	Barbie Sunblock Lotion	8 oz	30				
3741	Barbie Sunblock Stick	5 oz	45				
3758	Barbie Sunblock Spray Lotion	8 oz	45				
3828	Cucumber Soothing Aloe Vera Gel	8 oz					
3826	Cucumber Soothing Aloe Vera Gel	16 oz					
4108	Cucumber Melon Aloe Vera Treatment	8 oz					
4116	Cucumber Melon Aloe Vera Treatment	16 oz					
4338	Super Waterproof Sunscreen Lotion	8 oz	30				
4358	Super Waterproof Sunscreen Lotion	8 oz	15				
4538	Sport Sunblock Lotion	8 oz	30+				
4638	Sport Sunblock Spray	8 oz	30+				

Remarks \_\_\_\_\_

Received in good condition. [Signature] Date 4/1/03

Sub-TOTAL 432.00  
 Less 15% 64.80  
**TOTAL** 367.20

INVOICE NO 142532

A FINANCE CHARGE OF 1 1/2% PER MONTH (ANNUAL RATE 18%)  
 WILL BE APPLIED TO ACCOUNTS OVER 30 DAYS PAST DUE

INVOICE TO  
HAWAII DIVISION  
91-315 HANUA STREET

SHIP TO  
HAWAII DIVISION  
91-315 HANUA STREET

KAPOLEI HI 96707

KAPOLEI HI 96707

UCS

VENDOR

**Fleming**  
Companies, Inc

HAWAIIAN TROPIC INC  
P O BOX 15572  
HONOLULU HI 96815

SHIP  
03/28/03

VENDOR NO  
06422

**PURCHASE  
ORDER**

808-839-0242

DATE ORDERED  
03/28/03

PURCHASE  
ORDER NO  
28971 HW

TERMS  
10 DAYS  
2.00%

PRICE PROTECTION

**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 cosmetic labeling,  
environmental protection and  
occupational safety and health and all  
regulator's 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 11,466 THE REHABILITATION  
ACT OF 1973 AND THE VIETNAM ERA  
VETERANS READJUSTMENT  
ASSISTANCE ACT

Seller also guarantees that all terms of  
bill of lading 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

SHIP VIA TRUCK FOB OUR WAREHOUSE\*

FREIGHT  
SHIPPED / PAID BY  
PPD COL FLEM VEN  
P V

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION	PACK & SIZE	TIE HIGH	COST
1 CS	75486	HT DARK TANNING LOT 4		8 OZ	25	33 120
OF 12	02028	61470-1	1	8 OZ	1	
2 CS	75486	HT DARK TANNING OIL		8 OZ	25	33 120
OF 12	02038	61473-5	1	8 OZ	1	
1 CS	75486	HT AFTRSUN MOIS-ALOE		8 OZ	99	33 120
OF 12	02068	61472-7	1	8 OZ	99	
2 CS	75486	HT 15 PLUS SUNBLOCK 15		4 OZ	25	34 440
OF 12	02154	61474-3	1	4 OZ	1	
2 CS	75486	HT 30+ SUNBLOCK LOTN		4 OZ	99	40 800
OF 12	02164	61476-8	1	4 OZ	99	
1 CS	75486	HWNTROP 45+ SUNBLOCK		4 OZ	99	42 120
OF 12	02174	61477-6	1	4 OZ	99	
1 CS	75486	HT BBY FACES SUNBLK 50		4 OZ	99	42 120
OF 12	02674	61475-0	1	4 OZ	99	

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT COST
EME CHING	10	9	3	145	367



LANGER HAWAII CORPORATION  
 Hawaiian Tropic Suncare Division  
 PO BOX 15572 HONOLULU HAWAII 96830 5572  
 PHONE (808) 839 0242 • FAX (808) 839-0447

INVOICE NO

142911

Invoice Date

5-5-03

Vendor Number

Customer Number

NIP

Invoice To Flaming Companies, Inc Deliver To \_\_\_\_\_  
 Address \_\_\_\_\_ Address \_\_\_\_\_  
 City \_\_\_\_\_ City \_\_\_\_\_  
 State \_\_\_\_\_ Zip Code \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Order Date 4/29 Customer P O Number 206712-HW Instructions DELIVER 515 Sales Representative \_\_\_\_\_ Terms 2-10, Net 30

ITEM #	DESCRIPTION	SIZE	SPF	QTY	UNIT	PRICE	EXTENSION
1134	Tropical Original Lip Balm	14 oz	45+				
1154	Herbal Aloe Lip Balm	14 oz	45+				
2008	Protective Tanning Lotion	8 oz	8	2	DOZ	46.50	93.00
2018	10 Plus Sunscreen Lotion	8 oz	10+				
2024	Dark Tanning Lotion	4 oz	4				
2028	Dark Tanning Lotion	8 oz	4	2	DOZ	59.00	118.00
2034	Dark Tanning Oil	4 oz					
2038	Dark Tanning Oil	8 oz		1	DOZ	59.00	59.00
2048	Dark Tanning Gel with Sunscreen	8 oz	2				
2058	Royal Tanning Blend	8 oz					
2068	Aloe After Sun Moisturizer	8 oz					
2066	Aloe After Sun Moisturizer	16 oz					
2098	Golden Tanning Lotion	8 oz	6				
2108	Carrot Tanning Lotion	8 oz	10				
2141	Ozone Sunblock Stick	5 oz	50				
2154	15 Plus Sunblock Lotion	4 oz	15+	2	DOZ	40.50	81.00
2158	15 Plus Sunblock Lotion	8 oz	15+				
2164	30 Plus Sunblock Lotion	4 oz	30+	1	DOZ	46.50	46.50
2168	30 Plus Sunblock Lotion	8 oz	30+				
2174	45 Plus Sunblock Lotion	4 oz	45+	1	DOZ	49.50	49.50
2178	45 Plus Sunblock Lotion	8 oz	45+				
2184	Ozone Sunblock Lotion	4 oz	70				
2368	Kids Splash Sunblock Lotion	8 oz	30				
2674	Baby Faces Sunblock Lotion	4 oz	50	1	DOZ	49.50	49.50
2678	Baby Faces Sunblock Lotion	8 oz	50				
3027	Cool Aloe Gel with Vitamins A & E	8 oz					
3022	Cool Aloe Gel with Vitamins A & E	12 oz					
3056	Dark Tanning Oil w/XSS	6 oz	4				
3116	Protective Tanning Dry Oil	6 oz	6				
3156	Protective Tanning Dry Oil	6 oz	15				
3248	Tan Amplifier Oil w/pump	8 oz					
3328	Cool Aloe I C E Lidocaine Gel	8 oz					
3322	Cool Aloe I C E Lidocaine Gel	12 oz					
3738	Barbie Sunblock Lotion	8 oz	30				
3741	Barbie Sunblock Stick	5 oz	45				
3758	Barbie Sunblock Spray Lotion	8 oz	45				
3828	Cucumber Soothing Aloe Vera Gel	8 oz					
3826	Cucumber Soothing Aloe Vera Gel	16 oz					
4108	Cucumber Melon Aloe Vera Treatment	8 oz					
4116	Cucumber Melon Aloe Vera Treatment	16 oz					
4338	Super Waterproof Sunscreen Lotion	8 oz	30				
4358	Super Waterproof Sunscreen Lotion	8 oz	15				
4538	Sport Sunblock Lotion	8 oz	30+				
4638	Sport Sunblock Spray	8 oz	30+				

Remarks \_\_\_\_\_

Received in good condition [Signature] Date 5/5/03

SUB-TOTAL 1155.15 115.50

TOTAL 1270.65

INVOICE NO 142911

A FINANCE CHARGE OF 1 1/2% PER MONTH (ANNUAL RATE 18%) WILL BE APPLIED TO ACCOUNTS OVER 30 DAYS PAST DUE

HAWAII DIVISION  
91-315 HANUA STREET

KAPOLEI HI 96707

UCS

**Fleming  
Companies, Inc**

**PURCHASE  
ORDER**

808-839-0242

**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" is used here to include but is not limited to all federal state and local laws relating to food drug and cosmetic labeling environmental protection and occupational safety and health and all regulations standards rules codes and other requirements thereunder and out of compliance to any other remedy Buyer may have. Seller is not liable for 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 and 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 11746 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 destination. Shipper must be tendered to carrier signed and sealed as to quantity size pack and destination 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

SHIP TO  
HAWAII DIVISION  
91-315 HANUA STREET  
KAPOLEI HI 96707

VENDOR  
HAWAIIAN TROPIC INC  
P O BOX 15572

HONOLULU HI 96815

SHIP  
057059703  
VENDOR NO  
06422

DATE ORDERED 04/29/03 PURCHASE ORDER NO 206713 HW TERMS 5 DAYS PRICE PROTECTION 3.00%

SHIP VIA TRUCK FOB OUR WAREHOUSE\* FREIGHT SHIPPED BY PPD COL FLEM VEH P V

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION	PACK & SIZE	TIE HIGH	COST
2CS	75486	HT PROTCTV TANNG LTN			99	39 480
OF 12	02008	61471-9	1	8 OZ	99	
3CS	75486	HT DARK TANNING LOT 4			25	33 120
OF 12	02028	61470-1	1	8 OZ	1	
1CS	75486	HT DARK TANNING OIL			25	33 120
OF 12	02038	61473-5	1	8 OZ	1	
2CS	75486	HT 15 PLUS SUNBLOCK 15			25	34 440
OF 12	02154	61474-3	1	4 OZ	1	
1CS	75486	HT 30+ SUNBLOCK LOTN			99	40 800
OF 12	02164	61476-8	1	4 OZ	99	
1CS	75486	HWNTROP 45+ SUNBLOCK			99	42 120
OF 12	02174	61477-6	1	4 OZ	99	
1CS	75486	HT BBY FACES SUNBLK 50			99	42 120
OF 12	02674	61475-0	1	4 OZ	99	

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT COST
EME CHING	11	10	3	182	405