

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

PROOF OF CLAIM



s165761

Scheduled Claim Ref # 24-F2-14345

YOUR CLAIM IS SCHEDULED AS

\$355 00 UNSECURED

In re
Rainbow Food Group, Inc

Case Number
03-10967

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.

Name of Creditor and Address

0354429402367

HESELTON CONSTRUCTION LLC
680 NW 24TH STREET
P O BOX 246
FARIBAULT MN 55021

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 Telephone Number ()

CREDITOR TAX I D #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 355 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.

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

FILED

AUG 29 2003

BMC

Fleming Companies Claim

07086

DATE SIGNED
8/25/03

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)

Thomas A. Gauth
Secretary - Treasurer

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

Heselton Construction, LLC

INVOICE

680 N W 24th Street • P O Box 246 • Faribault, Minnesota 55021
Phone (507) 334-3901

Regular Invoice

Bill To: W1490
RAINBOW FOODS
ATTN: DOUG TIPKA
400 NW 2ND AVENUE
FARIBAULT, MN 55021

Ship To: *SAME*

Invoice No - 0581

Page 1 of 1
Transaction Date 03/10/03

Due Date	Project Number	Reference	Terms
04/18/03	2001		NET 30

Description	Quantity	L/M	Unit Price	Ext Price
SNOW REMOVAL LOADER	1.5000	HR	85.0000	127.50
SNOW REMOVAL PICKUP 3/08/03	1.0000	HR	57.0000	57.00
SNOW REMOVAL PICKUP 3/09/03	0.5000	HR	57.0000	28.50

Materials & Services Subtotal \$ 213.00
Sales Tax \$ 0.00
Freight \$ 0.00
Other Amounts \$ 0.00

Invoice Total \$ 213.00

Net Invoice Total \$ 213.00

Heselton Construction, LLC

INVOICE

680 N W 24th Street • P O Box 246 • Faribault, Minnesota 55021
 Phone (507) 334-3901

FUELLED INVOICE

Bill To N1490
 RAINBOW FODDER
 ATTN: DOUG TIPKA
 430 NW 2ND AVENUE
 FARIBAULT, MN 55021

Ship To *SAME*

Invoice No - 3575

Page 1 of 1
 Transaction Date 03/05/03

Due Date Project Number Reference Terms

03/05/03 5001 NET 30

DESCRIPTION	Quantity	U/M	Unit Price	Ext Price
SNOW REMOVAL - LOADER	1.0000	HR	\$5 0000	\$5 00
SNOW REMOVAL - PICKUP 3/03/03	1.0000	HR	\$7 0000	\$7 00

Veterinary & Services Subtotal	\$ 142 00
Sales Tax	\$ 0 00
Freight	\$ 0 00
Other Points	\$ 0 00
Invoice Total	\$ 142 00

Net Invoice Total \$ 142 00