

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

PROOF OF CLAIM



375348

Bar Date Ref #

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.

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

0354653375348

Roberts Wholesale Foods LLC
dba Regency Companies
6801 Shady Oak Rd
EDEN PRAIRIE MN 55344-3420

Creditor Telephone Number () 952-944-0592

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____ if this claim

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 2/18/03-4/1/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE
 \$ 110,421.53 (unsecured) \$ 78,646.94 (secured) \$ _____ (unsecured prnnty) \$ 189,068.47 (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 right of setoff
 Value of collateral \$ 78,646.94
 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.

THIS SPACE FOR COURT USE ONLY

FILED

SEP 03 2003



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

DATE SIGNED
8-27-03

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 J Flynn

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

Rainbow Pre-Petition Invoices
Roberts Wholesale Foods, LLC DSD#93735
01-Apr-03

<u>Vendor Invoices</u>	<u>Date</u>	<u>Amount</u>	<u>Purpose</u>	<u>Vendor</u>
68150A	27-Mar-03	4,675 00	1st Qtr snack pmt	Cape Cod
68149A	27-Mar-03	4,675 00	1st Qtr snack pmt	HSF - LaCanasta
68148A	27-Mar-03	21 000 00	2003 Space	Snyders
66539A	27-Mar-03	10 050 00	Slotting - Natural line	Snyders
68098A	27-Mar-03	50 00	Promo fee	Torani
67200A	20-Mar-03	50 00	Promo fee	HSF EGD
67196A	20-Mar-03	50 00	Promo fee	HSF - EGD
67077A	20-Mar-03	50 00	Promo fee	Jack Link - Nuggets
65952A	20-Mar-03	50 00	Promo fee	Mission
65951A	20-Mar-03	50 00	Promo fee	HSF - EGD
66880A	14-Mar-03	50 00	Promo fee	Vics
66879A	14-Mar-03	50 00	Promo fee	Snyders
66878A	14-Mar-03	50 00	Promo fee	Pace
66608A	14-Mar-03	14,400 00	Slotting - Tortillas	Mission
SUB TOTAL		\$ 55,250 00		

<u>REG Invoices</u>	<u>Date</u>	<u>Amount</u>	<u>Purpose</u>	<u>Vendor</u>
66691A	20-Mar-03	373 70	Scan promo - Cam Grnd	REG
66690A	20-Mar-03	1 233 00	Scan promo - Cam Grnd	REG
65869A	14-Mar-03	2 711 10	Scan promo - Cam Grnd	REG
65868A	14-Mar-03	1,483 90	Scan promo - Cam Valve	REG
65867A	14-Mar-03	3,292 20	Scan promo - Cam Valve	REG
65866A	14-Mar-03	2 751 40	Scan promo - Cam Valve	REG
65865A	14-Mar-03	5,923 40	Scan promo - Cam Valve	REG
66359A	14-Mar-03	5,628 24	Coupon book - Cam Valve	REG

SUB TOTAL \$ 23,396 94

GRAND TOTAL \$ 78,646 94

**Attachment to Proof of Claim
Rainbow Foods Group, Inc
Case Number 03-10967
June 3, 2003**

Please note the following detailed information for this claim

Name of Debtor

Rainbow Foods Group, Inc , Case Number 03-10967, Part of general group for Chapter 11 filing of Fleming Companies, Inc , Case Number 03-10945 (MFV)

Name of Creditor

Legal name of Creditor is **Roberts Wholesale Foods, LLC** (TIN 41-1888466)

Db name of Creditor is **Regency Companies**

Related names of Creditor are the following

Roberts Wholesale Foods

Regency Companies

Roberts Foods

Gourmet Regency Coffee

Vendor Number of Creditor **93735 (main) and 23660**

Address of Creditor

All mailings from BMC have been sent to the incorrect address, as noted below

Incorrect address 5500 Cottonwood Ln SE Ste 108
Prior Lake, MN 55372-3990

**Correct address 6801 Shady Oak Road
Eden Prairie, MN 55344-3420**

Attn Robert Bunten, CFO

Claim Supporting Documentation

Attached is a one-page summary of claim, detailed aging of claim, and statements for each store of claim

Set-Off

Roberts Wholesale Foods LLC owes Debtor \$78,646.00, which Roberts is scheduling as a secured debt under Section 506. A list of the invoices supporting this is attached as well.

Debtor **Rainbow Food Group, Inc**
Case Number **03-10967-MFW**

Creditor **Roberts Wholesale Foods, LLC dba Regency Companies**
Address **6801 Shady Oak Road**
Eden Prairie, MN 55344-3420
Phone 952-944-0592 x108
Contact Robert M Buntten
Chief Financial Officer

Vendor No **93735 and 23660**

Pre-Petition Debt Summary

<u>Store Location</u>	<u>Address</u>	<u>Store No</u>	<u>Total Debt</u>
West St Paul	1660 South Robert Street	11	\$ 6 843 82
Midway	1566 University Avenue	12	5 064 05
Eagan	1276 Town Centre Drive	15	7,646 01
Robbinsdale	3505 West Broadway	217	3 532 69
Larpenteur	1201 West Larpenteur	26	5,587 68
Apple Valley	15125 Cedar Avenue South	28	5 016 67
Knollwood	8950 Highway 7	29	936 03
Blaine	12493 Central Avenue NE	32	1 957 81
Columbia Hts	4300 Central Avenue NE	34	3 646 11
Lake St	2919 26th Avenue South	44	6 743 00
Eden Prairie	970 Praine Center Drive	48	7 238 30
Brooklyn Park	8020 Brooklyn Boulevard	49	2 915 27
Arcade	892 Arcade Street	50	4 006 35
Plymouth	10200 6th Avenue North	51	6 079 67
Oakdale	7053 10th Street North	52	5 350 52
Northtown	551 87th Lane NE	53	4,946 07
Rosedale	1643 County Road B-2	54	5 217 00
Lagoon	1104 Lagoon Avenue	55	8 778 31
Burnsville	1801 County Road 42 W	56	5 800 80
Rockford	4190 Vinewood Lane North	58	4,056 71
Woodbury	7050 Valley Creek Plaza	59	7 017 40
Richfield	140 West 66th Street	60	7 285 20
Maplewood	2501 White Bear Avenue	61	4 585 28
Forest Lake	289 Southwest 12tn Street	62	5 816 64
Shoreview	441 Highway 96	66	7 683 71
Cottage Grove	7282 E Point Douglas Rd S	67	3,397 29
Quarry	1540 New Brighton Blvd	68	13,557 86
Brooklyn Ctr	6350 Brooklyn Blvd	69	3 112 05
Chaska	200 Pioneer Trail	70	4 356 75
Oak Park Hts	5801 Neil Avenue	71	3 134 41
Coon Rapids	3340 124th Avenue	72	5 604 19
Plymouth Station	Co Road 24 & Hwy 55	73	4 218 34
Bloomington	2600 West 80th Street	74	3 381 42
Maple Grove	16401 County Road 30	75	4 246 25
Inver Grove Hts	9015 Bradruk Boulevard	76	3 853 50
Savage	14100 South Highway 13	78	6 455 31
TOTAL CLAIM			\$ 189,068 47

LARKIN, HOFFMAN, DALY & LINDGREN, LTD

ATTORNEYS AT LAW

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7900 XERXES AVENUE SOUTH

BLOOMINGTON MINNESOTA 55431 1194

TELEPHONE (952) 835 3800

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OF COUNSEL
JAMES P. LARKIN
JACK F. DALY
D. KENNETH LINDGREN

ALSO ADMITTED IN WISCONSIN

August 27, 2003

U S Bankruptcy Court
Attn Claims Department
824 North Market Street, 3rd Floor
Wilmington, DE 19801

VIA FEDERAL EXPRESS

In re Rainbow Food Group, Inc
Bankruptcy Case No 03-10967
Our File No 21907-00

Dear Sir or Madam

Enclosed for filing with your office is an original of a Proof of Claim to be filed in the above-referenced bankruptcy case

Please date stamp the copy provided and return it to the undersigned in the enclosed self-addressed and stamped envelope

Thank you for your assistance with this filing If you have any questions concerning this matter, please do not hesitate to call

Sincerely,



Lori B. Papacek, Paralegal, for
LARKIN, HOFFMAN, DALY & LINDGREN, LTD

Enclosures

cc Thomas J Flynn, Esq

[REDACTED]
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