

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

**PROOF OF CLAIM**



s165606

Scheduled Claim Ref # 24-F2-14190

**YOUR CLAIM IS SCHEDULED AS**

\$104 369 73 UNSECURED

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.

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.

**Name of Creditor and Address**

0354429381513

BERNATELLO'S PIZZA INC  
PNB #1007  
PO BOX 1521  
MINNEAPOLIS MN 55480-1521

Creditor Telephone Number (800)-622-6935

CREDITOR TAX ID #

41-1419949

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR varies by individual store

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

**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** February 1 through April 1, 2003

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ 41,857.22 (unsecured) \$ 63,887.22 (secured) \$ \_\_\_\_\_ (unsecured priority) \$ 105,744.44 (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 Reclamation claim against goods shipped

Value of collateral \$ 63,887.22

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

SEP 03 2003

BMC

Fleming Companies Claim



07379

DATE SIGNED

9/2/03

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)

*Duane Ebert* Duane Ebert Controller

Penalty for presenting fraudulent claim: 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

**Bernatello's Pizza, Inc  
Fleming Rainbow Foods**

**Schedule of Invoices for Proof of Claim - Case Number 03-10967**

<b>Customer Number</b>	<b>Store</b>	<b>Address</b>	<b>City, State, Zip</b>	<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>
47595	Rainbow Foods #49	8020 Brooklyn Road	Brooklyn Park, MN 55445***	03/17/03	3124322	1,334 16
47613	Rainbow Foods #58	4190 Vinewood Lane	Plymouth, MN 55441***	03/17/03	3607665	284 28
47784	Rainbow Foods 217	3505 W Broadway	Robbinsdale, MN 55421***	03/17/03	3607668	147 00
50299	Rainbow Foods #15	1276 Town Centre Dr	Eagan, MN 55123	03/17/03	3424392	580 56
50305	Rainbow Foods #67	7282 E Pt Douglas Road So	Cottage Grove, MN 55016***	03/17/03	3424393	556 20
52296	Rainbow Foods #12	1566 University Avenue	St Paul, MN 55100	03/17/03	3224337	367 80
52297	Rainbow Foods #11	1660 South Robert	West St Paul, MN 55118	03/17/03	3224336	161 52
52310	Rainbow Foods #50	892 Arcade Street	St Paul, MN 55100***	03/17/03	3324461	166 68
52315	Rainbow Foods #52	7445 15th Street North	Oakdale, MN 55119-0000	03/17/03	3324463	88 20
52510	Rainbow Foods #54	1643 County Road	Roseville, MN 55113***	03/17/03	3224341	375 96
52520	Rainbow Foods #59	7050 Valley Creek Plaza	Woodbury, MN 55125***	03/17/03	3324462	554 40
52592	Rainbow Foods #26	1201 W Larpenteur	Roseville, MN 55110***	03/17/03	3224339	264 36
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/17/03	3324458	257 40
111053	Rainbow Foods #80	1621 Madison Avenue	Mankato, MN 56001	03/17/03	1524484	180 23
111053	Rainbow Foods #80	1621 Madison Avenue	Mankato, MN 56001	03/17/03	1524485	1,043 52
118027	Rainbow Foods #70	200 Pioneer Trail	Chaska, MN 55318***	03/17/03	3511234	529 44
119124	Rainbow Foods #68	1550 New Brighten Blvd	Minneapolis, MN 55413	03/17/03	3224340	283 08
131021	Rainbow Foods #75	16401 County Rd 30	Maple Grove, MN 55331-0000	03/17/03	3607664	339 84
184567	Rainbow Foods #79	3959 2nd St South	St Cloud, MN 56301****	03/17/03	1324543	158 04
220046	Rainbow Foods #82	2708 No Bridge	Albert Lea, MN 56007	03/17/03	6612276	1,066 68
220047	Rainbow Foods #83	430 NW 2ndD Ave	Fairbault, MN 55021-0000	03/17/03	1622832	1,051 56
360002	Rainbow Foods #69	5350 Brooklyn Blvd	Brooklyn Center, MN 55429-0000	03/17/03	3124321	1,646 52
32204	Rainbow Foods 401*****	1201 S Broadway-Cross Rds	Rochester, MN 55901	03/18/03	1622842	666 60
32212	Rainbow Foods 402*****	3960 E Frontage Rd N Hwy 52	Rochester, MN 55903	03/18/03	1622846	698 20
47594	Rainbow Foods #32	12493 Central Ave NE	Blaine, MN 55434***	03/18/03	3124336	1,220 88
47596	Rainbow Foods #34	4300 Central Ave	Columbia Heights, MN 55421***	03/18/03	3224353	823 08
47597	Rainbow Foods #55	1104 Lagoon	Minneapolis, MN 55406***	03/18/03	3224358	755 28
47610	Rainbow Foods #53	551 87th Lane NE	Blaine, MN 55434***	03/18/03	3124335	1,485 60
47613	Rainbow Foods #58	4190 Vinewood Lane	Plymouth, MN 55441***	03/18/03	3607674	486 84
50293	Rainbow Foods #28	15125 Cedar Ave S	Apple Valley, MN 55124***	03/18/03	3424400	385 20
50298	Rainbow Foods #48	970 Prairie Center Dr	Eden Prairie, MN 55344***	03/18/03	3511245	696 96
50309	Rainbow Foods #44	2919 26th Ave S	Minneapolis, MN 55440***	03/18/03	3224355	768 48
50310	Rainbow Foods #56	1801 County Rd 42	Burnsville, MN 55337***	03/18/03	3511241	210 36
52481	Rainbow Foods #62	289 S W 12th St	Forest Lake, MN 55025***	03/18/03	3324469	181 56
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/18/03	3324465	127 44
117051	Rainbow Foods #72	3340 124th Ave	Coon Rapids, MN 55433	03/18/03	3124333	2,139 12

**Bernatello's Pizza, Inc  
Fleming Rainbow Foods**

**Schedule of Invoices for Proof of Claim - Case Number 03-10967**

<b>Customer Number</b>	<b>Store</b>	<b>Address</b>	<b>City, State, Zip</b>	<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>
118041	Rainbow Foods #74	2600 W 80th St	Bloomington, MN 55420-0000	03/18/03	3511246	443 76
118041	Rainbow Foods #74	2600 W 80th St	Bloomington, MN 55420-0000	03/18/03	3511247	(42 48)
118044	Rainbow Foods #78	14100 S Highway 13	Savage, MN 55378-0000	03/18/03	3511243	537 60
119011	Rainbow Foods #66 ****	441 Hwy 96	Shoreview, MN 55126-0000	03/18/03	3324467	117 60
131019	Rainbow Foods #73	County Road 24	Plymouth, MN 55447-0000	03/18/03	3607673	183 00
340010	Rainbow Foods #76	9015 Broderick Blvd	Inver Grove Hgts, MN 55076-0000	03/18/03	3424398	175 92
50312	Rainbow Foods #60	140 W 66th Street	Richfield, MN 55423***	03/19/03	3511251	459 00
119124	Rainbow Foods #68	1550 New Brighten Blvd	Minneapolis, MN 55413	03/19/03	3224372	516 48
184567	Rainbow Foods #79	3959 2nd St South	St Cloud, MN 56301****	03/19/03	1324570	1,151 28
220046	Rainbow Foods #82	2708 No Bridge	Albert Lea, MN 56007	03/19/03	6612303	82 68
47613	Rainbow Foods #58	4190 Vinewood Lane	Plymouth, MN 55441***	03/20/03	3607689	273 48
47784	Rainbow Foods 217	3505 W Broadway	Robbinsdale, MN 55421***	03/20/03	3607693	508 80
50292	Rainbow Foods #29	8950 Hwy 7	St Louis Park, MN 55426***	03/20/03	3511265	322 80
50299	Rainbow Foods #15	1276 Town Centre Dr	Eagan, MN 55123	03/20/03	3424411	1,155 36
50305	Rainbow Foods #67	7282 E Pt Douglas Road So	Cottage Grove, MN 55016***	03/20/03	3424412	454 32
52296	Rainbow Foods #12	1566 University Avenue	St Paul, MN 55100	03/20/03	3224379	904 20
52297	Rainbow Foods #11	1660 South Robert	West St Paul, MN 55118	03/20/03	3224377	523 44
52310	Rainbow Foods #50	892 Arcade Street	St Paul, MN 55100***	03/20/03	3324487	830 64
52315	Rainbow Foods #52	7445 15th Street North	Oakdale, MN 55119-0000	03/20/03	3324488	601 44
52510	Rainbow Foods #54	1643 County Road	Roseville, MN 55113***	03/20/03	3224384	386 64
52592	Rainbow Foods #26	1201 W Larpenteur	Roseville, MN 55110***	03/20/03	3224380	475 56
52592	Rainbow Foods #26	1201 W Larpenteur	Roseville, MN 55110***	03/20/03	3224381	131 04
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/20/03	3324485	606 60
111053	Rainbow Foods #80	1621 Madison Avenue	Mankato, MN 56001	03/20/03	1524516	224 00
111053	Rainbow Foods #80	1621 Madison Avenue	Mankato, MN 56001	03/20/03	1524518	771 61
111053	Rainbow Foods #80	1621 Madison Avenue	Mankato, MN 56001	03/20/03	1524519	503 40
119124	Rainbow Foods #68	1550 New Brighten Blvd	Minneapolis, MN 55413	03/20/03	3224383	331 68
131021	Rainbow Foods #75	16401 County Rd 30	Maple Grove, MN 55331-0000	03/20/03	3607687	317 64
47596	Rainbow Foods #34	4300 Central Ave	Columbia Heights, MN 55421***	03/21/03	3224387	94 92
47597	Rainbow Foods #55	1104 Lagoon	Minneapolis, MN 55406***	03/21/03	3224394	399 12
47605	Rainbow Foods #51	10200 6th Ave N	Plymouth, MN 55441***	03/21/03	3607700	1,159 80
47605	Rainbow Foods #51	10200 6th Ave N	Plymoun, MN 55441***	03/21/03	3607708	241 92
50293	Rainbow Foods #28	15125 Cedar Ave S	Apple Valley, MN 55124***	03/21/03	3424421	540 84
50309	Rainbow Foods #44	2919 26th Ave S	Minneapolis, MN 55440***	03/21/03	3224392	235 56
50310	Rainbow Foods #56	1801 County Rd 42	Burnsville, MN 55337***	03/21/03	3511274	274 56
50312	Rainbow Foods #60	140 W 66th Street	Richfield, MN 55423***	03/21/03	3511270	134 64

**Bernatello's Pizza, Inc  
Fleming Rainbow Foods**

**Schedule of Invoices for Proof of Claim - Case Number 03-10967**

<b>Customer Number</b>	<b>Store</b>	<b>Address</b>	<b>City, State, Zip</b>	<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>
52481	Rainbow Foods #62	289 S W 12th St	Forest Lake, MN 55025***	03/21/03	3324494	870 48
117051	Rainbow Foods #72	3340 124th Ave	Coon Rapids, MN 55433	03/21/03	3124369	676 80
118041	Rainbow Foods #74	2600 W 80th St	Bloomington, MN 55420-0000	03/21/03	3511271	226 56
118044	Rainbow Foods #78	14100 S Highway 13	Savage, MN 55378-0000	03/21/03	3511275	169 08
119124	Rainbow Foods #68	1550 New Brighten Blvd	Minneapolis, MN 55413	03/21/03	3224390	1,074 48
119224	Rainbow Foods #71	5801 Kern Ave N	Oak Park Heights, MN 55082	03/21/03	3324491	204 72
119224	Rainbow Foods #71	5801 Kern Ave N	Oak Park Heights, MN 55082	03/21/03	3324492	(3 54)
184567	Rainbow Foods #79	3959 2nd St South	St Cloud, MN 56301****	03/21/03	1324582	159 36
340010	Rainbow Foods #76	9015 Broderick Blvd	Inver Grove Hgts, MN 55076-0000	03/21/03	3424419	259 80
52481	Rainbow Foods #62	289 S W 12th St	Forest Lake, MN 55025***	03/22/03	3324501	96 00
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/22/03	3324498	113 28
119011	Rainbow Foods #66 ****	441 Hwy 96	Shoreview, MN 55126-0000	03/22/03	3324500	176 88
47605	Rainbow Foods #51	10200 6th Ave N	Plymouth, MN 55441***	03/24/03	3607715	227 40
47613	Rainbow Foods #58	4190 Vinewood Lane	Plymouth, MN 55441***	03/24/03	3607713	132 36
47784	Rainbow Foods 217	3505 W Broadway	Robbinsdale, MN 55421***	03/24/03	3607718	387 36
50299	Rainbow Foods #15	1276 Town Centre Dr	Eagan, MN 55123	03/24/03	3424426	394 20
50299	Rainbow Foods #15	1276 Town Centre Dr	Eagan, MN 55123	03/24/03	3424427	(174 72)
50305	Rainbow Foods #67	7282 E Pt Douglas Road So	Cottage Grove, MN 55016***	03/24/03	3424428	390 84
52296	Rainbow Foods #12	1566 University Avenue	St Paul, MN 55100	03/24/03	3224403	524 04
52297	Rainbow Foods #11	1660 South Robert	West St Paul, MN 55118	03/24/03	3224400	291 48
52310	Rainbow Foods #50	892 Arcade Street	St Paul, MN 55100***	03/24/03	3324505	225 48
52315	Rainbow Foods #52	7445 15th Street North	Oakdale, MN 55119-0000	03/24/03	3324509	203 04
52510	Rainbow Foods #54	1643 County Road	Roseville, MN 55113***	03/24/03	3224409	192 60
52520	Rainbow Foods #59	7050 Valley Creek Plaza	Woodbury, MN 55125***	03/24/03	3324507	378 60
52520	Rainbow Foods #59	7050 Valley Creek Plaza	Woodbury, MN 55125***	03/24/03	3324508	98 28
52592	Rainbow Foods #26	1201 W Larpenteur	Roseville, MN 55110***	03/24/03	3224405	113 28
118027	Rainbow Foods #70	200 Pioneer Trail	Chaska, MN 55318***	03/24/03	3511287	386 16
119124	Rainbow Foods #68	1550 New Brighten Blvd	Minneapolis, MN 55413	03/24/03	3224407	820 08
131021	Rainbow Foods #75	16401 County Rd 30	Maple Grove, MN 55331-0000	03/24/03	3607711	335 88
184567	Rainbow Foods #79	3959 2nd St South	St Cloud, MN 56301****	03/24/03	1324587	89 88
220046	Rainbow Foods #82	2708 No Bridge	Albert Lea, MN 56007	03/24/03	6612336	207 84
360002	Rainbow Foods #69	5350 Brooklyn Blvd	Brooklyn Center, MN 55429-0000	03/24/03	3124381	259 80
47594	Rainbow Foods #32	12493 Central Ave NE	Blaine, MN 55434***	03/25/03	3124393	225 48
47596	Rainbow Foods #34	4300 Central Ave	Columbia Heights, MN 55421***	03/25/03	3224418	246 72
47597	Rainbow Foods #55	1104 Lagoon	Minneapolis, MN 55406***	03/25/03	3224423	484 56
47610	Rainbow Foods #53	551 87th Lane NE	Blaine, MN 55434***	03/25/03	3124392	254 88

**Bernatello's Pizza, Inc  
Fleming Rainbow Foods**

**Schedule of Invoices for Proof of Claim - Case Number 03-10967**

Customer Store Number	Address	City, State, Zip	Invoice Date	Invoice Number	Invoice Amount
50293	Rainbow Foods #28	15125 Cedar Ave S			
50298	Rainbow Foods #48	970 Prairie Center Dr	03/25/03	3424439	491 88
50309	Rainbow Foods #44	2919 26th Ave S	03/25/03	3511297	176 76
50310	Rainbow Foods #56	1801 County Rd 42	03/25/03	3224422	360 72
52481	Rainbow Foods #62	289 S W 12th St	03/25/03	3511292	425 76
52955	Rainbow Foods #61	2501 White Bear Ave	03/25/03	3324522	286 44
117051	Rainbow Foods #72	3340 124th Ave	03/25/03	3324516	132 12
118041	Rainbow Foods #74	2600 W 80th St	03/25/03	3124390	147 00
118044	Rainbow Foods #78	14100 S Highway 13	03/25/03	3511299	196 20
118044	Rainbow Foods #78	14100 S Highway 13	03/25/03	3511293	271 08
119011	Rainbow Foods #66 ****	441 Hwy 96	03/25/03	3511294	(5 72)
131019	Rainbow Foods #73	County Road 24	03/25/03	3324517	163 20
340010	Rainbow Foods #76	9015 Broderick Blvd	03/25/03	3607729	317 04
50312	Rainbow Foods #60	140 W 66th Street	03/25/03	3424438	160 44
119124	Rainbow Foods #68	1550 New Brighten Blvd	03/26/03	3511314	658 32
220046	Rainbow Foods #82	2708 No Bridge	03/26/03	3224434	779 40
47595	Rainbow Foods #49	8020 Brooklyn Road	03/26/03	6612362	591 70
50292	Rainbow Foods #29	8950 Hwy 7	03/27/03	3124419	(768 72)
50299	Rainbow Foods #15	1276 Town Centre Dr	03/27/03	3511338	127 44
52296	Rainbow Foods #12	1566 University Avenue	03/27/03	3424456	307 92
52310	Rainbow Foods #50	892 Arcade Street	03/27/03	3224452	165 00
52315	Rainbow Foods #52	7445 15th Street North	03/27/03	3324544	124 32
52510	Rainbow Foods #54	1643 County Road	03/27/03	3324546	294 12
52592	Rainbow Foods #26	1201 W Larpenteur	03/27/03	3224456	291 36
52955	Rainbow Foods #61	2501 White Bear Ave	03/27/03	3224454	172 20
111053	Rainbow Foods #80	1621 Madison Avenue	03/27/03	3324542	104 04
111053	Rainbow Foods #80	1621 Madison Avenue	03/27/03	1524552	1,132 30
131021	Rainbow Foods #75	16401 County Rd 30	03/27/03	1524553	280 92
220047	Rainbow Foods #83	430 NW 2ndD Ave	03/27/03	3607744	163 44
47596	Rainbow Foods #34	4300 Central Ave	03/27/03	1622906	245 40
47597	Rainbow Foods #55	1104 Lagoon	03/27/03	3224459	216 84
50293	Rainbow Foods #28	15125 Cedar Ave S	03/28/03	3224465	238 08
50309	Rainbow Foods #44	2919 26th Ave S	03/28/03	3424471	263 04
50310	Rainbow Foods #56	1801 County Rd 42	03/28/03	3224464	206 16
52481	Rainbow Foods #62	289 S W 12th St	03/28/03	3511347	208 92
117051	Rainbow Foods #72	3340 124th Ave	03/28/03	3324554	198 12
			03/28/03	3124434	156 84

**Bernatello's Pizza, Inc  
Fleming Rainbow Foods**

**Schedule of Invoices for Proof of Claim - Case Number 03-10967**

Customer Number	Store	Address	City, State, Zip	Invoice Date	Invoice Number	Invoice Amount
119011	Rainbow Foods #66 ****	441 Hwy 96	Shoreview, MN 55126-0000	03/28/03	3324551	194 76
119124	Rainbow Foods #68	1550 New Brighten Blvd	Minneapolis, MN 55413	03/28/03	3224461	745 92
184567	Rainbow Foods #79	3959 2nd St South	St Cloud, MN 56301****	03/28/03	1324622	163 68
47605	Rainbow Foods #51	10200 6th Ave N	Plymouth, MN 55441***	03/29/03	3607769	106 20
47784	Rainbow Foods 217	3505 W Broadway	Robbinsdale, MN 55421***	03/31/03	3607778	63 72
50299	Rainbow Foods #15	1276 Town Centre Dr	Eagan, MN 55123	03/31/03	3424479	277 68
50305	Rainbow Foods #67	7282 E Pt Douglas Road So	Cottage Grove, MN 55016***	03/31/03	3424480	277 80
50312	Rainbow Foods #60	140 W 66th Street	Richfield, MN 55423***	03/31/03	3511357	519 12
52296	Rainbow Foods #12	1566 University Avenue	St Paul, MN 55100	03/31/03	3224475	279 48
52297	Rainbow Foods #11	1660 South Robert	West St Paul, MN 55118	03/31/03	3224473	484 68
52310	Rainbow Foods #50	892 Arcade Street	St Paul, MN 55100***	03/31/03	3324566	251 76
52315	Rainbow Foods #52	7445 15th Street North	Oakdale, MN 55119-0000	03/31/03	3324569	143 76
52520	Rainbow Foods #59	7050 Valley Creek Plaza	Woodbury, MN 55125***	03/31/03	3324568	243 96
52592	Rainbow Foods #26	1201 W Larpenteur	Roseville, MN 55110***	03/31/03	3224477	164 52
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/31/03	3324564	572 88
119124	Rainbow Foods #68	1550 New Brighten Blvd	Minneapolis, MN 55413	03/31/03	3224479	199 32
131021	Rainbow Foods #75	16401 County Rd 30	Maple Grove, MN 55331-0000	03/31/03	3607773	330 48
220046	Rainbow Foods #82	2708 No Bridge	Albert Lea, MN 56007	03/31/03	6612393	206 28
5710	Super 29 East #306	Hwy 29 E	Schofield, WI 54476***	04/01/03	800661	282 60
47597	Rainbow Foods #55	1104 Lagoon	Minneapolis, MN 55406***	04/01/03	3224492	63 72
50293	Rainbow Foods #28	15125 Cedar Ave S	Apple Valley, MN 55124***	04/01/03	3424489	118 56
50309	Rainbow Foods #44	2919 26th Ave S	Minneapolis, MN 55440***	04/01/03	3224491	84 96
5710	Super 29 East #306	Hwy 29 E	Schofield, WI 54476***	03/14/03	800587	1,181 64
5720	Super 29 West #303	110 South 17th St	Wausau, WI 54401***	03/14/03	800588	582 83
47595	Rainbow Foods #49	8020 Brooklyn Road	Brooklyn Park, MN 55445***	03/14/03	3124311	681 96
47596	Rainbow Foods #34	4300 Central Ave	Columbia Heights, MN 55421***	03/13/03	3224305	874 24
47596	Rainbow Foods #34	4300 Central Ave	Columbia Heights, MN 55421***	03/14/03	3224326	276 60
47597	Rainbow Foods #55	1104 Lagoon	Minneapolis, MN 55406***	03/13/03	3224304	874 24
47597	Rainbow Foods #55	1104 Lagoon	Minneapolis, MN 55406***	03/13/03	3224321	366 56
47605	Rainbow Foods #51	10200 6th Ave N	Plymouth, MN 55441***	03/12/03	3607626	226 38
47605	Rainbow Foods #51	10200 6th Ave N	Plymouth, MN 55441***	03/13/03	3607648	249 78
47610	Rainbow Foods #53	551 87th Lane NE	Blaine, MN 55434***	03/14/03	3124290	1,290 54
47610	Rainbow Foods #53	551 87th Lane NE	Blaine, MN 55434***	03/14/03	3124314	569 54
47613	Rainbow Foods #58	4190 Vinewood Lane	Plymouth MN 55441***	03/12/03	3607624	346 80
47784	Rainbow Foods 217	3505 W Broadway	Robbinsdale, MN 55421***	03/13/03	3607645	624 46
50292	Rainbow Foods #29	8950 Hwy 7	St Louis Park, MN 55426***	03/13/03	3511209	690 66

**Bernatello's Pizza, Inc  
Fleming Rainbow Foods**

**Schedule of Invoices for Proof of Claim - Case Number 03-10967**

<b>Customer Store Number</b>	<b>Address</b>	<b>City, State, Zip</b>	<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>
50293	Rainbow Foods #28	15125 Cedar Ave S	Apple Valley, MN 55124***	03/14/03	3424378 957 50
50293	Rainbow Foods #28	15125 Cedar Ave S	Apple Valley, MN 55124***	03/14/03	3424386 279 06
50298	Rainbow Foods #48	970 Prairie Center Dr	Eden Prairie, MN 55344***	03/12/03	3511179 1,303 95
50299	Rainbow Foods #15	1276 Town Centre Dr	Eagan, MN 55123	03/13/03	3424371 296 35
50299	Rainbow Foods #15	1276 Town Centre Dr	Eagan, MN 55123	03/14/03	3424377 957 50
50305	Rainbow Foods #67	7282 E Pt Douglas Road So	Cottage Grove, MN 55016***	03/13/03	3424373 558 95
50309	Rainbow Foods #44	2919 26th Ave S	Minneapolis, MN 55440***	03/13/03	3224303 874 24
50309	Rainbow Foods #44	2919 26th Ave S	Minneapolis, MN 55440***	03/14/03	3224330 186 04
50310	Rainbow Foods #56	1801 County Rd 42	Burnsville, MN 55337***	03/14/03	3511219 1,192 58
50312	Rainbow Foods #60	140 W 66th Street	Richfield, MN 55423***	03/12/03	3511187 1,555 85
50312	Rainbow Foods #60	140 W 66th Street	Richfield, MN 55423***	03/14/03	3511215 142 18
52296	Rainbow Foods #12	1566 University Avenue	St Paul, MN 55100	03/13/03	3224307 874 24
52296	Rainbow Foods #12	1566 University Avenue	St Paul, MN 55100	03/13/03	3224317 394 78
52297	Rainbow Foods #11	1660 South Robert	West St Paul, MN 55118	03/13/03	3224301 874 24
52297	Rainbow Foods #11	1660 South Robert	West St Paul, MN 55118	03/13/03	3224315 271 89
52310	Rainbow Foods #50	892 Arcade Street	St Paul, MN 55100***	03/12/03	3324428 1,380 86
52310	Rainbow Foods #50	892 Arcade Street	St Paul, MN 55100***	03/13/03	3324438 535 43
52315	Rainbow Foods #52	7445 15th Street North	Oakdale, MN 55119-0000	03/12/03	3324427 1,636 99
52315	Rainbow Foods #52	7445 15th Street North	Oakdale, MN 55119-0000	03/13/03	3324440 546 13
52315	Rainbow Foods #52	7445 15th Street North	Oakdale, MN 55119-0000	03/13/03	3324441 (9 08)
52481	Rainbow Foods #62	289 S W 12th St	Forest Lake, MN 55025***	03/14/03	3324449 1,026 65
52510	Rainbow Foods #54	1643 County Road	Roseville, MN 55113***	03/13/03	3224309 874 24
52520	Rainbow Foods #59	7050 Valley Creek Plaza	Woodbury, MN 55125***	03/14/03	3324426 1,124 02
52520	Rainbow Foods #59	7050 Valley Creek Plaza	Woodbury, MN 55125***	03/14/03	3324430 256 84
52592	Rainbow Foods #26	1201 W Larpenteur	Roseville, MN 55110***	03/13/03	3224308 874 24
52592	Rainbow Foods #26	1201 W Larpenteur	Roseville, MN 55110***	03/13/03	3224319 502 39
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/14/03	3324425 1,124 02
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/14/03	3324429 256 84
52955	Rainbow Foods #61	2501 White Bear Ave	Maplewood, MN 55109***	03/13/03	3324436 205 33
117051	Rainbow Foods #72	3340 124th Ave	Coon Rapids, MN 55433	03/14/03	3124289 1,290 54
118027	Rainbow Foods #70	200 Pioneer Trail	Chaska, MN 55318***	03/13/03	3511177 1,248 91
118041	Rainbow Foods #74	2600 W 80th St	Bloomington, MN 55420-0000	03/12/03	3511176 1,248 91
118044	Rainbow Foods #78	14100 S Highway 13	Savage, MN 55378-0000	03/12/03	3511178 1,248 91
119011	Rainbow Foods #66 ****	441 Hwy 96	Shoreview, MN 55126-0000	03/13/03	3324423 1,124 02
119011	Rainbow Foods #66 ****	441 Hwy 96	Shoreview, MN 55126-0000	03/14/03	3324447 86 44
119124	Rainbow Foods #68	1550 New Brighton Blvd	Minneapolis, MN 55413	03/12/03	3224298 454 64

**Bernatello's Pizza, Inc  
Fleming Rainbow Foods**

**Schedule of Invoices for Proof of Claim - Case Number 03-10967**

<b>Customer Number</b>	<b>Store</b>	<b>Address</b>	<b>City, State, Zip</b>	<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>
119124	Rainbow Foods #68	1550 New Brighton Blvd	Minneapolis, MN 55413	03/13/03	3224302	1,748 48
119124	Rainbow Foods #68	1550 New Brighton Blvd	Minneapolis, MN 55413	03/14/03	3224328	537 31
131019	Rainbow Foods #73	County Road 24	Plymouth, MN 55447-0000	03/14/03	3607658	291 41
131019	Rainbow Foods #73	County Road 24	Plymouth, MN 55447-0000	03/14/03	3607659	(224 64)
131021	Rainbow Foods #75	16401 County Rd 30	Maple Grove, MN 55331-0000	03/13/03	3607641	374 67
184567	Rainbow Foods #79	3959 2nd St South	St Cloud, MN 56301****	03/14/03	1824538	546 02
220046	Rainbow Foods #82	2708 No Bridge	Albert Lea, MN 56007	03/12/03	6612248	795 60
340010	Rainbow Foods #76	9015 Broderick Blvd	Inver Grove Hgts, MN 55076-0000	03/14/03	3424384	611 52
360002	Rainbow Foods #69	5350 Brooklyn Blvd	Brooklyn Center, MN 55429-0000	03/13/03	3124303	584 00
Pre-Petition Balance						105,744 44





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*Makers of Bernatello's Pizza and other fine private label brands*

September 2 2003

Bankruptcy Management Corporation  
1330 East Franklin Avenue  
El Segundo, CA 90245

Re Proof of Claim Rainbow Food Group, Inc Case Number 03-10967

Enclosed are two copies of the proof of claim for Bernatello's Pizza, Inc in the above bankruptcy case

Please return a date stamped copy of the claim to us in the self addressed stamped envelope is enclosed

Sincerely,

A handwritten signature in black ink, appearing to read "Duane Ebert", written in a cursive style.

Duane Ebert  
Controller