

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



651682

Bar Date Ref # 2-NVM-119460

In re
Fleming Companies, Inc

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.

Name of Creditor and Address
The Official Committee of Unsecured Creditors as
Estate Representative of Tri Valley Growers
c/o Thomas A Willoughby
Felderstein Fitzgerald Willoughby & Pascuzzi LLP
400 Capitol Mall, Suite 1450
Sacramento, CA 95814-4434

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.

Creditor Telephone Number ()

CREDITOR TAX ID #

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 to (date) (date)

See Attached

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 6,727.26 (unsecured) \$ (secured) \$ (unsecured priority) \$6,727.26 (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

DATE SIGNED

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)

TRI VALLEY GROWERS
By

Secretary/
Treasurer
Bradley D. Sharp, Its

THIS SPACE FOR COURT USE ONLY

FILED

SEP 04 2003

BMC

Fleming Companies Claim



07796

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

Attachment to Proof of Claim

This claim arises from a post audit deduction Fleming Foods took against an open liability for product purchased from Tri Valley Growers. The post audit deduction related to a liability arising prior to Tri Valley Growers bankruptcy which was filed on July 10, 2000. The deduction was taken on open invoices for product purchased after Tri Valley Growers bankruptcy and was deemed invalid due to bankruptcy law. It was not valid for Fleming Foods to take a deduction for a pre-bankruptcy liability post petition.

Tri Valley Growers Claim

Date	Debit Memo	Comment	Chargeback Amount	TVG Objection to Deduction
5/23/2001	994034PR	Late Deal Notification	\$ 1 990 08	Post audit deduction for activity before TVG's bankruptcy 7/10/00 taken against post-bankruptcy invoices
5/23/2001	994029PR	Late Deal Notification	\$ 307 20	Post audit deduction for activity before TVG's bankruptcy 7/10/00 taken against post-bankruptcy invoices
4/25/2001	993067PR	Late Deal Presentation	\$ 1 187 28	Post audit deduction for activity before TVG's bankruptcy 7/10/00 taken against post-bankruptcy invoices
4/25/2001	993066PR	Late Deal Notification	\$ 1 130 70	Post audit deduction for activity before TVG's bankruptcy 7/10/00 taken against post-bankruptcy invoices
5/1/2001	993070PR	Late Deal Notification	\$ 2 112 00	Post-audit deduction for activity before TVG's bankruptcy 7/10/00 taken against post-bankruptcy invoices
Total			\$ 6,727 26	

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ZIEHL
& YOUNG
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LAW OFFICES
PROFESSIONAL CORPORATION
LOS ANGELES CA
SAN FRANCISCO CA
WILMINGTON DE
NEW YORK NY

10100 SANTA MONICA BLVD
11th FLOOR
LOS ANGELES
CALIFORNIA 90067-4100
TELEPHONE 310/277 6910
FACSIMILE 310/201 0760

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THREE EMBARCADERO CENTER
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CALIFORNIA 94111 5994
TELEPHONE 415/263 7000
FACSIMILE 415/263 7010

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919 NORTH MARKET STREET
16th FLOOR
PO BOX 8705
WILMINGTON
DELAWARE 19899 8705
TELEPHONE 302/652 4100
FACSIMILE 302/652 4400

NEW YORK
461 FIFTH AVENUE
25th FLOOR
NEW YORK
NEW YORK 10017 62 4
TELEPHONE 212/561 7700
FACSIMILE 212/561 7777

WEB WWW.PSZVJ.COM

February 7, 2003

VIA FACSIMILE and FIRST CLASS MAIL – (405) 841-5292

Alan Richert
Director Post Audit
Fleming Companies, Inc
3524 NW 56th
Oklahoma City, Oklahoma 73112

Re *Tri Valley Growers Receivables Claim
Fleming Companies Inc*

Dear Mr Richert

As a follow up to my voicemail message to you earlier today, enclosed is a copy of your company's check number 904024876 in the amount of \$1,785 80 made payable to Tri Valley Growers ("Tri Valley"), but upon which you (or someone from your company) placed a stop payment order. Also enclosed is a copy of our "Deposited Item Returned Notice" from our bank evidencing the stop payment order. Note that we incurred a \$6 00 charge for the stopped payment.

As you know, Tri Valley's claim against your company is for \$1,990 08, however, because of your company's voluntary payment, Tri Valley was willing to accept the lower tendered amount. I ask that you remit a replacement check, this time, however, for \$1,791 80 representing the \$1,785 80 plus the \$6 00 bank charge. Please make the check payable to "Tri Valley Growers" and send it directly to me such that I receive it by no later than Friday, February 14, 2003.

Tri Valley's willingness to accept the reduced amount of \$1,791 80 is conditioned on immediate payment of the same. In the event you fail and/or refuse to pay said sum by that date, Tri Valley will thereafter demand payment of the original \$1,990 08 plus the additional \$6 00 fee for a total of \$1,996 08.

PACHULSKI
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E YOUNG
JONES

L A W O F F I C E S

Alan Richert
Fleming Companies, Inc
February 7, 2003
Page 2

If you have any questions, please do not hesitate to contact me, otherwise I look forward to the timely receipt of the payment

Thank you for your courtesy and cooperation in this matter

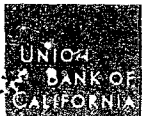
Very truly yours,



Richard K Kudo

RKK/var
84995-003\DOCS_LA 89746 1
Enclosures

cc Brent Clark (without enclosures)
 Pamela E Singer, Esq (without enclosures)



1
000

HARBOR GATEWAY MIDDLE MARKET D 06348/348
POST OFFICE BOX 513840
LOS ANGELES, CA 90051-3840

V03-100
(REG1)

PAGE 1

IMPORTANT ACCOUNT NOTICE

1120 PACHULSKI STANG ZIEHL YOUNG & JONES
CLIENTS TRUST ACCT
10100 SANTA MONICA BLVD STE 1100
LOS ANGELES CA 90067-4102

DATE: FEBRUARY 05, 2003
FOR QUESTIONS CALL 800 238-4486

DEPOSITED ITEM RETURNED NOTICE

DEPOSIT ACCOUNT	AMOUNT CHARGED	FEE
2101500406	1,785 80	\$6 00

YOUR ACCOUNT WAS CHARGED FOR THE FOLLOWING ITEMS WHICH WERE RETURNED TO US UNPAID

REASON FOR RETURN	REFERENCE NUMBER	AMOUNT
PAYMENT STOPPED	020503448	1,785 80

TOTAL ITEMS ENCLOSED - 1

WE HAVE CHARGED YOUR ACCOUNT FOR THE FOLLOWING RETURNED ITEM SERVICE FEES:

SERVICE	VOLUME	FEE
ITEMS CHARGED	1	6 00
TOTAL FEES		6 00

IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, PLEASE CALL THE NUMBER SHOWN ABOVE. IF YOU CALL REGARDING THIS NOTICE, YOU MAY BE ASKED TO PROVIDE THE AMOUNT OF THE RETURNED ITEM AND THE REFERENCE NUMBER. THANK YOU FOR DOING BUSINESS WITH UNION BANK OF CALIFORNIA.

FLEMING COMPANIES, INC. Check No. 904024876
 50-937
 DO NOT RENEDEPOSIT
 PAYMENT STOPPED
 AMOUNT \$1,785.80
 JPMORGAN CHASE BANK
 6040 TARBELL ROAD
 SYRACUSE, NY 13206
 DATE 01/31/03
 PAY TO THE ORDER OF
 TRI VALLEY GROWERS
 PO BOX 45089
 SAN FRANCISCO CA 94145
 RETURNED BY
 JPMORGAN CHASE BANK
 2944
 50-937
 132-496
 TREASURER

904024876 1309379 0000178580
 0999203448 0000178580

01/31/03 XP SRTN3 002
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01/31/03 1871-75

021309379

001309379 0000000000 PK 120.00-551
 001309379 0000000000 001309379
 1220-0016-6

PAY TO THE ORDER OF
 Union Bank of California, N.A.
 122000498
 FOR DEPOSIT ONLY
 PACHULSKI, STANG, ZIEHL
 YOUNG & JONES PC
 CLIENTS TRUST ACCT
 2101500406

FAXED

PACHULSKI
STANG
ZIEHL
 YOUNG
JONES

10100 Santa Monica Boulevard, 11th Floor
Los Angeles, California 90067
Tel 310/277-6910
Fax 310/201-0760

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PROFESSIONAL CORPORATION
LOS ANGELES CA
SAN FRANCISCO CA
WILMINGTON DE
NEW YORK NY

FACSIMILE COVERSHEET

DATE November ^{15,}~~14~~ 13, 2002

RECIPIENT	FAX NO	PHONE NO
Don Ketter Fleming Companies, Inc	(972) 906-7914 906-1485	

FROM. Richard K Kudo PHONE (310) 277-6910

RE Tri Valley Growers Receivables Claim
Fleming Companies, Inc

CLIENT/MATTER NUMBER 84995 003	
NUMBER OF PAGES WITH COVER PAGE 7	ORIGINAL WILL FOLLOW BY REGULAR MAIL

MESSAGE

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CAUTION - CONFIDENTIAL

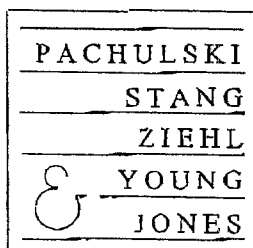
THE INFORMATION CONTAINED IN THIS FACSIMILE IS CONFIDENTIAL AND MAY ALSO CONTAIN PRIVILEGED ATTORNEY CLIENT INFORMATION OR WORK PRODUCT. THE INFORMATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHOM IT IS ADDRESSED. IF YOU ARE NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY USE, DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THE FACSIMILE IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ADDRESS ABOVE VIA THE U.S. POSTAL SERVICE. THANK YOU.

IF YOU DO NOT RECEIVE ALL OF THE PAGES, PLEASE CALL
FAX ROOM AT OPERATOR AS SOON AS POSSIBLE

 *** TX REPORT ***

TRANSMISSION OK

TX/RX NO 1857
 CONNECTION TEL #14829#19729061485#
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 CONNECTION ID
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 PGS SENT 7
 RESULT OK



10100 Santa Monica Boulevard, 11th Floor
 Los Angeles, California 90067
 Tel 310/277-6910
 Fax 310/201-0760

FACSIMILE COVERSHEET

LAW OFFICES
 (INTERNATIONAL CORPORATION)
 LOS ANGELES, CA
 SAN FRANCISCO, CA
 WILMINGTON, DE
 NEW YORK, NY

DATE November ^{15.}~~14~~ 13, 2002

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NEW YORK 10017 6234

TELEPHONE 212/561 7700
FACSIMILE 212/561 7777

WEB www.pszyj.com

November 13, 2002

VIA FACSIMILE and FIRST CLASS MAIL -- (972) 906-7914

Don Ketter
Director of Produce Procurement
Fleming Companies, Inc
1945 Lakepointe Drive
Lewisville, Texas 75057

Re *Tri Valley Growers Receivables Claim*
Fleming Companies, Inc

Dear Mr Ketter

As we discussed today, our firm represents the interests of Tri Valley Growers ("Tri Valley") As you may know, on July 10 2000, Tri Valley filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code By letter dated September 4 2001 sent to your offices located at 3431 Cliffside Drive, La Crosse Wisconsin, by Gabrielle Albert of our firm, Tri Valley demanded payment of \$1,990 08 representing sums due it from your company for unwarranted deductions taken on invoices for goods acquired from Tri Valley after the filing of Tri Valley's bankruptcy petition On August 29, 2002, I sent a letter to your company president demanding payment of the claim We are not aware of any response to either letter Enclosed for your review are copies of both letters and the backup supporting the claim

After you have had a chance to review this letter and research the claim, please call me to discuss resolution of the matter

I look forward to hearing from you

Very truly yours,



Richard K. Kudo

RKK/var
84902 003\DOCS_LA 83499 '
Enclosures

cc Brent Clark (without enclosures)
Pamela E Singer, Esq (without enclosures)

PACHULSKI
STANG
ZIEHL
& YOUNG
JONES

August 29, 2002

LAW OFFICES
PROFESSIONAL CORPORATION

LOS ANGELES CA
SAN FRANCISCO CA
WILMINGTON DE
NEW YORK NY

10100 SANTA MONICA BLVD
11th FLOOR
LOS ANGELES
CALIFORNIA 90067 4100

TELEPHONE 310/277 6910
FACSIMILE 310/201 0760

President
Fleming Companies, Inc
P O Box 299013
Lewisville, Texas 75029

Re *Tri Valley Growers Receivables Claim*
Fleming Companies, Inc

Dear Sir/Madam

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Accordingly, demand is hereby made for payment of the sum of \$1,990 08 and which should be sent to me such that the payment is in my actual possession by no later than 12 00 noon, Friday, September 13, 2002 The check should be made payable to Tri Valley Growers

Your cooperation is, of course, requested as we hope to resolve the matter without the necessity of resorting to costly and time consuming litigation Your failure to cooperate will, however,

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FACSIMILE 212/561 7777

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ZIEHL
E YOUNG
JONES
LAW OFFICES

President
Fleming Companies, Inc
August 29, 2002
Page 2

regrettably leave Tri Valley no alternative but to institute a lawsuit
in the Bankruptcy Court in the State of California against your
company to pursue all of its remedies

We look forward to your timely payment

Very truly yours,



Richard K. Kudo

RKK/var
Enclosures

cc Brent Clark (without enclosures)
Pamela E. Singer, Esq (without enclosures)

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& YOUNG
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TELEPHONE 302/652 4100
FACSIMILE 302/652 4400

WEB www.pszj.com

GABRIELLE L. ALBERT

September 4, 2001

GALBERT@PSZYJ.COM

Fleming
A/P Review
3431 Cliffside Drive
La Crosse, WI 54601

Re: **Tri Valley Growers, Bankruptcy Case No 00-44089-J-11**
File No 84995 002

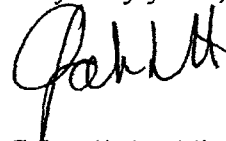
Dear Sir or Madam

This firm represents Tri Valley Growers, the debtor and debtor-in-possession in the above referenced bankruptcy case (the "Debtor"). The Debtor filed a petition under chapter 11 of the Bankruptcy Code on July 10, 2000.

It has come to our attention that your company has made deductions from payments to the Debtor, which have been disallowed in the amount of \$1,990.08. A copy of previous disallowance letter(s) is attached. The Debtor's filing of a bankruptcy petition does not give your company the right to withhold payment. Furthermore, pursuant to Bankruptcy Code § 362(a)(7), your company has no legal right to offset any pre-petition claim you might have against Tri Valley against a post-petition obligation to pay the Debtor.

Your failure to remit the amount due within 10 days of the date of this letter will result in the immediate filing of a lawsuit against you in the Bankruptcy Court. To avoid legal action, you must direct your timely payment to Tri Valley Growers, 12677 Alcosta Blvd, San Ramon, CA 94583. Any questions regarding your account balance should be directed to Brent Clark at (925) 327-6702.

Very truly yours,



Gabrielle L. Albert

GLA ajs
Enclosure

June 18, 2001

Fleming
A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

Re Pre - petition post audit claims totaling \$ 1,990 08

Your Debit Memo # 994034PR

Dear A/P Manager:

As you probably know Tri-Valley Growers filed bankruptcy on July 10th, 2000 The case number is 00-44089 J11 The court does not allow us to accept these post audit deductions The dollar amount you have deducted for these items must be repaid to the TriValley Growers Estate immediately

Refund checks for these items should be sent to Tri-Valley Growers
C/O Sanwa Bank
P O Box 45989
San Francisco, CA -94145

Please instruct your post audit firm not to pursue any claims against Tri-Valley Growers from prior to July 10th, 2000 in the future

Thank you for your assistance

Sincerely,

Timothy J Griffin
Treasury Director
925-327-6809

Debit Memo # 994034PR

**Superior
P.O. BOX 1957
LA CROSSE, WI 54602-1957**

To : TRI VALLEY

**Date 5/23/01
Vendor 133321
Claim Number 0004034**

Chargeback Amount \$1,990.08

Comments

LATE DEAL NOTIFICATION

01 - GROCERY

Please send any correspondence, credit memos, or checks to

**A/P Review
3431 Cliffside Dr
La Crosse, WI 54601**

PACHULSKI
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& YOUNG
JONES

August 29, 2002

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Fleming Companies, Inc
P O Box 299013
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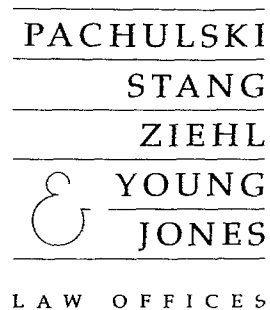
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President
Fleming Companies, Inc
August 29, 2002
Page 2

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Richard K Kudo

RKK/var
Enclosures

cc Brent Clark (without enclosures)
Pamela E Singer, Esq (without enclosures)
84995-002\DOCS_LA 77628 1

PACHULSKI
STANG
ZIEHL
& YOUNG
JONES

L A W O F F I C E S
P R O F E S S I O N A L C O R P O R A T I O N
S A N F R A N C I S C O C A
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P O B O X 8 7 0 5
W I L M I N G T O N
D E L A W A R E 1 9 8 9 9 - 8 7 0 5
T E L E P H O N E 3 0 2 / 6 5 2 4 1 0 0
F A C S I M I L E 3 0 2 / 6 5 2 4 4 0 0

W E B W W W p s z y j c o m

GABRIELLE L ALBERT

September 4, 2001

GALBERT@PSZYJ.COM

Fleming
A/P Review
3431 Cliffs Drive
La Crosse, WI 54601

Re Tri Valley Growers, Bankruptcy Case No 00-44089-J-11
File No 84995 002

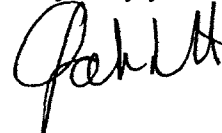
Dear Sir or Madam

This firm represents Tri Valley Growers, the debtor and debtor-in-possession in the above referenced bankruptcy case (the "Debtor"). The Debtor filed a petition under chapter 11 of the Bankruptcy Code on July 10, 2000.

It has come to our attention that your company has made deductions from payments to the Debtor, which have been disallowed in the amount of \$1,990.08. A copy of previous disallowance letter(s) is attached. The Debtor's filing of a bankruptcy petition does not give your company the right to withhold payment. Furthermore, pursuant to Bankruptcy Code § 362(a)(7), your company has no legal right to offset any pre-petition claim you might have against Tri Valley against a post-petition obligation to pay the Debtor.

Your failure to remit the amount due within 10 days of the date of this letter will result in the immediate filing of a lawsuit against you in the Bankruptcy Court. To avoid legal action, you must direct your timely payment to Tri Valley Growers, 12677 Alcosta Blvd, San Ramon, CA 94583. Any questions regarding your account balance should be directed to Brent Clark at (925) 327-6702.

Very truly yours,



Gabrielle L. Albert

GLA ajs
Enclosure

84995-002\DOCS_SF 14043 1

June 18, 2001

Fleming
A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

Re Pre - petition post audit claims totaling \$ 1,990 08

Your Debit Memo # 994034PR

Dear A/P Manager.

As you probably know Tri-Valley Growers filed bankruptcy on July 10th 2000 The case number is 00-44089 J11 The court does not allow us to accept these post audit deductions The dollar amount you have deducted for these items must be repaid to the TriValley Growers Estate immediately

Refund checks for these items should be sent to Tri-Valley Growers
C/O Sanwa Bank
P O Box 45989
San Francisco, CA -94145

Please instruct your post audit firm not to pursue any claims against Tri-Valley Growers from prior to July 10th, 2000 in the future

Thank you for your assistance

Sincerely,

Timothy J Griffin
Treasury Director
925-327-6809

Debit Memo # 994034PR

**Superior
P.O. BOX 1957
LA CROSSE, WI 54602-1957**

To : TRI VALLEY

**Date 5/23/01
Vendor 133321
Claim Number 0004034**

Chargeback Amount \$1,990.08

Comments

LATE DEAL NOTIFICATION

01 - GROCERY

Please send any correspondence, credit memos, or checks to

**A/P Review
3431 Cliffside Dr
La Crosse, WI 54601**

August 28, 2001

Fleming
A/P Review
3431 Cliffside Drive
La Crosse, WI 54601

Dear Sir or Madam

This firm represents Tri Valley Growers, the debtor and debtor-in-possession in the above referenced bankruptcy case (the "Debtor") The Debtor filed a petition under chapter 11 of the Bankruptcy Code on July 10, 2000

It has come to our attention that your company has made deductions from payments to the Debtor which have been disallowed in the amount of \$1,990.08. A copy of previous disallowance letter(s) is attached. The Debtor's filing of a bankruptcy petition does not give your company the right to withhold payment. Furthermore, pursuant to Bankruptcy Code § 362(a)(7), your company has no legal right to offset any pre-petition claim you might have against Tri Valley against a post-petition obligation to pay the Debtor.

Your failure to remit the amount due within 10 days of the date of this letter will result in the immediate filing of a lawsuit against you in the Bankruptcy Court. To avoid legal action, you must direct your timely payment to Tri Valley Growers, 12677 Alcosta Blvd, San Ramon, CA 94583. Any questions regarding your account balance should be directed to Brent Clark at (925) 327-6702.

Sincerely,

Gabrielle Albert

June 18, 2001

Fleming
A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

Re Pre - petition post audit claims totaling \$ 1,990 08

Your Debit Memo # 994034PR

Dear A/P Manager

As you probably know Tri-Valley Growers filed bankruptcy on July 10th, 2000. The case number is 00-44089 J11. The court does not allow us to accept these post audit deductions. The dollar amount you have deducted for these items must be repaid to the TriValley Growers Estate immediately.

Refund checks for these items should be sent to
Tri-Valley Growers
C/O Sanwa Bank
P O Box 45989
San Francisco, CA -94145

Please instruct your post audit firm not to pursue any claims against Tri-Valley Growers from prior to July 10th, 2000 in the future.

Thank you for your assistance.

Sincerely,

Timothy J Griffin
Treasury Director
925-327-6809

Debit Memo # 994034PR

**Superior
P.O BOX 1957
LA CROSSE, WI 54602-1957**

To : TRI VALLEY

Date 5/23/01
Vendor 133321
Claim Number 0004034

Chargeback Amount \$1,990 08

Comments

LATE DEAL NOTIFICATION

01 - GROCERY

Please send any correspondence, credit memos, or checks to

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

VENDOR NAME TRI VALLEY GROWERS
VENDOR NUMBER 133321

TO RECOVER OFF INVOICE AND BILLBACK ALLOWANCE ON THE FOLLOWING ITEMS LATE DEAL NOTIFICATION PER
FLEMING'S POLICY OF 12 WEEKS REQUIRED PRIOR NOTICE

PONBR	INVNBR	STYLE	RCVDT	UPC	ITMDESC	QTY	OL DUE	BB DUE	EXTENDED
DEAL PRESENTED 02/11/99 FOR FIRST BUY 04/05/99									
580802	1055664	91047	03/25/99	2130013480	LIBBY LITE AP	20	0 24	0 36	12 00
582888	1059592	91052	03/31/99	2130014709	LIBBY LITE FR	60	0 24	0 36	36 00
580802	1055664	91064	03/25/99	2130014299	LIBBY LITE PE	20	0 24	0 36	12 00
580802	1055664	91076	03/25/99	2130016219	LIBBY LITE PE	20	0 24	0 36	12 00
DEAL PRESENTED 06/23/99 FOR FIRST BUY 08/30/99									
630672	1119858	74765	08/25/99	2130013949	LIBBY PEACH	180	0 96	0 00	172 80
622142	1110683	413746	07/26/99	2130008070	LIBBY LITE MI	55	0 96	0 00	52 80
630672	1119858	53330	08/25/99	2130017699	SACRAMENTO	56	0 96	1 44	134 40
630672	1119858	53342	08/25/99	2130017689	SACRAMENTO	56	0 72	0 00	40 32
DEAL PRESENTED 06/23/99 FOR FIRST BUY 08/30/99									
630672	1119858	74740	08/25/99	2130013779	LIBBY PEACH	34	0 48	0 00	16 32
630672	1119858	74738	08/25/99	2130013809	LIB LITE PEAC	34	0 96	0 00	32 64
630672	1119858	74777	08/25/99	2130014079	LIBBY PEACH	102	0 48	0 00	48 96
630672	1119858	72102	08/25/99	2130014909	LIB LITE CHUN	51	0 96	0 00	48 96
630672	1119858	72126	08/25/99	2130015009	LIBBY CKY MIX	34	0 48	0 00	16 32
630672	1119858	75426	08/25/99	2130016129	LIBBY PEAR H	34	0 48	0 00	16 32
630672	1119858	75477	08/25/99	2130016139	LIB LITE PEAR	17	0 48	0 00	8 16
630672	1119858	75476	08/25/99	2130016869	LIBBY LIT PEA	34	0 48	0 00	16 32
630672	1119858	72090	08/25/99	2130017329	LIBBY FRUIT C	34	0 48	0 00	16 32
DEAL PRESENTED 02/10/99 FOR FIRST BUY 05/03/99									
591565	1068966	70274	04/27/99	2130013470	LIBBY ISLAND	68	0 48	2 70	216 24
591565	1068966	70272	04/27/99	2130013479	LIBBY LITE AP	68	0 48	0 72	81 60
591565	1068966	74742	04/27/99	2130013715	LIBBY PEACHE	34	0 48	0 72	40 80
591565	1068966	74740	04/27/99	2130013779	LIBBY PEACH	34	0 48	0 72	40 80
591565	1068966	74738	04/27/99	2130013809	LIB LITE PEAC	68	0 96	1 44	163 20
591565	1068966	74777	04/27/99	2130014079	LIBBY PEACH	85	0 48	0 72	102 00
591565	1068966	72005	04/27/99	2130014109	LIBBY LT PEAC	51	0 96	1 44	122 40
591565	1068966	72003	04/27/99	2130014559	LIBBY LT FRU	17	0 96	1 44	40 80
591565	1068966	91050	04/27/99	2130014930	LIBBY TROPIC	17	0 48	0 72	20 40
591565	1068966	72126	04/27/99	2130015009	LIBBY CKY MIX	51	0 48	0 72	61 20
591565	1068966	75426	04/27/99	2130016129	LIBBY PEAR H	85	0 48	0 72	102 00
591565	1068966	75477	04/27/99	2130016139	LIB LITE PEAR	17	0 96	1 44	40 80
591565	1068966	75479	04/27/99	2130016230	LIBBY VANILLA	34	0 48	0 72	40 80
591565	1068966	75476	04/27/99	2130016869	LIBBY LIT PEA	102	0 48	0 72	122 40
591565	1068966	72090	04/27/99	2130017329	LIBBY FRUIT C	85	0 48	0 72	102 00

TOTAL \$1 990 08



3501 Marshall Street N E
P O Box 1389
Minneapolis MN 55440-1389
612/781-8051

31 DAYS LATE

FROM COMPANY NAME: Sales Force Companies

BUYER: Mike Lindlow FIRST ORDER DATE 04/05/99 FINAL ORDER DATE 04/30/99
FIRST SHIP DATE 04/12/99 FINAL SHIP DATE 05/07/99
FIRST ORDER DATE FOR THE NEXT PERIOD

[illegible]

FLEMING OFFICE USE ONLY. BUY FROM. 4/5 BUY TO 4/30

SUPERIOR REFLECT FROM 4-16
REFLECT TO 5-7

MINNEAPOLIS REFLECT FROM _____
REFLECT TO _____

B002577

58.25

TO
OUR
STOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

Fleming Mpls/Superior
PO Box 1389
Minneapolis, MN 55440

BULLETIN NO 553583 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/11/99
ORDER DATES 04/05/99 - 04/30/99 UPC 21300
SHIP DATES 04/12/99 - 05/07/99 TERMS 2% 10 N 30
PERF DATES 04/12/99 - 05/07/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
14910 12/8 2 OZ	LIBBY LITE CHUNKY MIXED FRUIT						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
16209 12/8 5 OZ	LIBBY PEAR HALVES HS						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
16219 12/8 2 OZ	LIBBY LITE PEAR HALVES						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
16909 12/8 2 OZ	LIBBY LITE PEAR SLICES						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49

B002578

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

BULLETIN NO 553583 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/11/99
ORDER DATES 04/05/99 04/30/99 UPC 21300
SHIP DATES 04/12/99 - 05/07/99 TERMS 2% 10 N 30
PERF DATES 04/12/99 - 05/07/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
13480	12/8 2 OZ	LIBBY LITE APRICOTS HALVES					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14279	12/8 75 OZ	LIBBY YC PEACH SLICES HS					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14299	12/8 2 OZ	LIBBY LITE YC PEACH SLICES					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14689	12/8 75 OZ	LIBBY FRUIT COCKTAIL HS					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14709	12/8 2 OZ	LIBBY LITE FRUIT COCKTAIL					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49

B002579



FLEMING MPLS/SUPERIOR
PO BOX 1389
MINNEAPOLIS, MN 55440

7905 Golden Triangle Drive Suite 100 Eden Prairie, MN 55344
Telephone 612/944-1333 Fax 612/944-5325

TO OUR CUSTOMERS

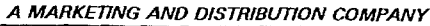
PROMOTION

BULLETIN NO 554145 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 06/23/99
ORDER DATES 08/02/99 - 09/10/99 UPC 21300
SHIP DATES 08/09/99 - 09/17/99 TERMS 2* 10 N 30
PERF DATES 08/09/99 - 09/17/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
00732 6/4/4 5 OZ	LIBBY LITE PEACHES DICED 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	7 99	7 90	7 85	7 80	7 73	7 80	7 80
UNIT COST	1 33	1 32	1 31	1 30	1 29	1 30	1 30
00814 6/4/4 5 OZ	LIBBY LITE PEARS DICED 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	7 99	7 90	7 85	7 80	7 73	7 80	7 80
UNIT COST	1 33	1 32	1 31	1 30	1 29	1 30	1 30
08070 6/4/4 5 OZ	LIBBY LITE MIXED FRUIT 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	7 99	7 90	7 85	7 80	7 73	7 80	7 80
UNIT COST	1 33	1 32	1 31	1 30	1 29	1 30	1 30

B002598



**3501 Marshall Street N E
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051**

FIRST ORDER DATE FOR THE NEXT PERIOD _____

5629



FLEMING MPLS/SUPERIOR
PO BOX 1389
MINNEAPOLIS, MN 55440

7905 Golden Triangle Drive Suite 100 Eden Prairie, MN 55344
Telephone 612/944-1333 Fax 612/944-5325

TO OUR CUSTOMERS

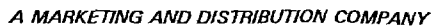
PROMOTION

554149

BULLETIN NO 554149 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 06/23/99
ORDER DATES 08/30/99 - 10/08/99 UPC 21300
SHIP DATES 09/06/99 - 10/15/99 TERMS 2* 10 N 30
PERF DATES 09/06/99 - 10/15/99
PAYMENT METHOD OFF INVOICE

UPC CODE	PACK/SIZE	DESCRIPTION					
		5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF
		LB	LB	LB	LB	LB	PIG-CALI
						LB	LB
13709	12/29 OZ	LIBBY PEACHES YC HVS CHO HS					
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14
13949	12/29 OZ	LIBBY YC PEACH SLICES HS					
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14
14509	12/29 OZ	LIBBY FRUIT COCKTAIL HS					
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14
16069	12/29 OZ	LIBBY PEAR HALVES HS					
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14

B002626



GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis MN 55440-1389
612/781-8051

PROMOTION NOTICE

FROM. COMPANY NAME. SALES FORCE COMPANIES

BUYER. Rad Jensen FIRST ORDER DATE 08/02/99 FINAL ORDER DATE 09/10/99

FIRST SHIP DATE 08/09/99 FINAL SHIP DATE 09/17/99

FIRST ORDER DATE FOR THE NEXT PERIOD

SUPERIOR CODE #	MPLS. CODE #	ALLOW AMT	PACK/SIZE/DESCRIPTION	REG. COST	BB/AD MONEY	REQUIRE.
413744	014006	0.96	6/4/4 5 OZ LIBBY LITE PEACHES DICED 4 PK	8.86	—	} Reflect
413748	014032<	0.96	6/4/4 5 OZ LIBBY LITE PEARS DICED 4 PK	8.86	—	
413746	014045<	0.96	6/4/4 5 OZ LIBBY LITE MIXED FRUIT 4 PK	8.86	—	
Reflect 96¢ OT to Retainers						

FLEMING OFFICE USE ONLY

BUY FROM.

BUY TO.

SUPERIOR REFLECT FROM

REFLECT TO

MINNEAPOLIS REFLECT FROM

REFLECT TO

B002597

5829



GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051

FROM. COMPANY NAME: SALES FORCE COMPANIES

BUYER *Lori Jensen* FIRST ORDER DATE 08/30/99 FINAL ORDER DATE 09/24/99

FIRST SHIP DATE 09/06/99 FINAL SHIP DATE 10/01/99

FIRST ORDER DATE FOR THE NEXT PERIOD

[illegible]

FLEMING OFFICE USE ONLY. BUY FROM: 8-30

BUY TO: 9-34

SUPERIOR REFLECT FROM 4-9

REFLECT TO 10-8

MINNEAPOLIS REFLECT FROM

REFLECT TO

B002603

P. P. 579



FLEMING MPLS/SUPERIOR
PO BOX 1389
MINNEAPOLIS, MN 55440

7905 Golden Triangle Drive Suite 100 Eden Prairie, MN 55344
Telephone 612/944-1333 Fax 612/944-5325

TO OUR CUSTOMERS

554148

PROMOTION

BULLETIN NO 554148 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 06/23/99
ORDER DATES 08/30/99 09/24/99 UPC 211300
SHIP DATES 09/06/99 - 10/01/99 TERMS 2% 10 N 30
PERF DATES 09/06/99 - 10/01/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999 LB	10000-1999 LB	20000-3999 LB	40000+ LB	PU-LOCAL W LB	TL-CALIF LB	PIG-CALI LB
17689 12/46 OZ	SACRAMENTO TOMATO JUICE						
REG PRICE	12 25	11 82	11 61	11 52	11 09	12 92	12 57
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
BILL BACK	1 44	1 44	1 44	1 44	1 44	1 44	1 44
DEAL COST	9 85	9 42	9 21	9 12	8 69	10 52	10 17
UNIT COST	0 82	0 79	0 77	0 76	0 72	0 88	0 85
17699 48/6 OZ	SACRAMENTO TOMATO JUICE						
REG PRICE	10 17	9 93	9 81	9 76	9 52	12 83	12 63
OFF INV	0 72	0 72	0 72	0 72	0 72	0 72	0 72
DEAL COST	9 45	9 21	9 09	9 04	8 80	12 11	11 91
UNIT COST	0 20	0 19	0 19	0 19	0 18	0 25	0 25

B002604



A MARKETING AND DISTRIBUTION COMPANY

GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis MN 55440-1389
612/781-8051

PROMOTION NOTICE

FROM COMPANY NAME SALES FORCE COMPANIES

BUYER Lori Jensen FIRST ORDER DATE 08/30/99 FINAL ORDER DATE 10/08/99FIRST SHIP DATE 09/06/99 FINAL SHIP DATE 10/15/99

FIRST ORDER DATE FOR THE NEXT PERIOD _____

SUPERIOR CODE #	MPLS CODE #	ALLOW AMT.	PACK/SIZE/DESCRIPTION	REG COST	BB/AD MONEY	REQUIRE
070-274		0.48	12/15 OZ LIBBY ISLAND APRICOTS	11.81	2.70	BB is
070272		0.48	12/15 OZ LIBBY LITE UNP APRICOT HALVES	11.81	2.70	available
074-742		0.48	12/15 OZ LIBBY PEACHES & SPICE	9.83	.72	on a Camp
074740		0.48	12/15 25 OZ LIBBY YC PEACH HALVES HS	9.83	.72	Recruit basis
074738		0.96	24/15 OZ LIBBY LITE YC PEACH HALVES	19.66	1.44	for Adl. then
074777		0.48	12/15 25 OZ LIBBY YC PEACH SLICES HS	9.83	.72	Adl. only
072005		0.96	24/15 OZ LIBBY LITE YC PEACH SLICES	19.66	1.44	only.
072003		0.96	24/15 OZ LIBBY LITE FRUIT COCKTAIL	19.66	1.44	
072102		0.96	24/15 OZ LIBBY LITE CHUNKY MIXED FRUIT	19.66	1.44	
091-050		0.48	12/15 OZ LIBBY TROPICAL DUET	9.83	.72	Plus \$500
072126		0.48	12/15 25 OZ LIBBY CHUNKY MIX FRUIT HS	9.83	.72	for
075426		0.48	12/15 25 OZ LIBBY PEAR HALVES HS	9.83	.72	Superior
075477		0.48	24/15 OZ LIBBY LITE PEAR HALVES	19.66	1.44	Adl.
075-479		0.48	12/15 OZ LIBBY VANILLA PEARS	9.83	.72	week of
075476		0.48	12/15 OZ LIBBY LITE PEAR SLICES	9.83	.72	wholes
072090		0.48	12/15 25 OZ LIBBY FRUIT COCKTAIL HS	9.83	.72	
Net Case Cost:			\$8.63 - 12 Pack	.72/unit	SP of	79¢ = 9%
			17.76 - 24 Pack			89¢ = 19%

FLEMING OFFICE USE ONLY

BUY FROM

8-30

BUY TO.

10-8

SUPERIOR REFLECT FROM

9-9

MINNEAPOLIS REFLECT FROM

9-10

REFLECT TO

10-22

REFLECT TO

10-21Allowance
only

Ron Cardie

B002619

52
6-29

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone: (612) 944-13
Fax: (612) 944-53

FLEMING MPLS/SUPERIOR
PO BOX 1389
MINNEAPOLIS, MN 55440

554150

PROMOTION

BULLETIN NO 554150 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 06/23/99
ORDER DATES 08/30/99 - 10/08/99 UPC 21300
SHIP DATES 09/06/99 - 10/15/99 TERMS 2% 10 N 30
PERF DATES 09/06/99 - 10/15/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG CALI
	LB	LB	LB	LB	LB	LB	LB
13470	12/15 OZ	LIBBY ISLAND APRICOTS					
REG PRICE	11 96	11 81	11 73	11 70	11 55	11 70	11 70
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	11 48	11 33	11 25	11 22	11 07	11 22	11 22
UNIT COST	0 96	0 94	0 94	0 94	0 92	0 94	0 94
13479	12/15 OZ	LIBBY LITE UNP APRICOT HALVES					
REG PRICE	11 96	11 81	11 73	11 70	11 55	11 70	11 70
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	11 48	11 33	11 25	11 22	11 07	11 22	11 22
UNIT COST	0 96	0 94	0 94	0 94	0 92	0 94	0 94
13715	12/15 OZ	LIBBY PEACHES & SPICE					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
13779	12/15 25 OZ	LIBBY YC PEACH HALVES HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
13809	24/15 OZ	LIBBY LITE YC PEACH HALVES					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

B002620

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone: (612) 944-13.
Fax: (612) 944-53.

554150

PROMOTION

14079	12/15 25 OZ	LIBBY YC PEACH SLICES HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

14109	24/15 OZ	LIBBY LITE YC PEACH SLICES					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

14559	24/15 OZ	LIBBY LITE FRUIT COCKTAIL					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

14909	24/15 OZ	LIBBY LITE CHUNKY MIXED FRUIT					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

14930	12/15 OZ	LIBBY TROPICAL DUET					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

15009	12/15 25 OZ	LIBBY CHUNKY MIX FRUIT HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

16129	12/15 25 OZ	LIBBY PEAR HALVES HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

B002621



7905 Golden Triangle Drive Suite 100 Eden Prairie, MN 55344
 Telephone 612/944-1333 Fax 612/944-5325

TO OUR CUSTOMERS

PROMOTION

554150

BULLETIN NO 554150 VENDOR NAME TRI VALLEY GROWERS
 BULLETIN DATE 06/23/99
 ORDER DATES 08/30/99 - 10/08/99 UPC 21300
 SHIP DATES 09/06/99 - 10/15/99 TERMS 2% 10 N 30
 PERF DATES 09/06/99 - 10/15/99
 PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
16139	24/15 OZ	LIBBY LITE PEAR HALVES					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	19 47	19 18	19 02	18 96	18 66	18 96	18 96
UNIT COST	0 81	0 80	0 79	0 79	0 78	0 79	0 79
16230	12/15 OZ	LIBBY VANILLA PEARS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
16869	12/15 OZ	LIBBY LITE PEAR SLICES					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
17329	12/15 25 OZ	LIBBY FRUIT COCKTAIL HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

B002622



A MARKETING AND DISTRIBUTION COMPANY

GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis MN 55440-1389
612/781-8051

PROMOTION NOTICE

FROM COMPANY NAME Sales Force Companies

BUYER Mike Lualaba FIRST ORDER DATE 05/03/99 FINAL ORDER DATE 06/04/99

FIRST SHIP DATE 05/10/99 FINAL SHIP DATE 06/11/99

FIRST ORDER DATE FOR THE NEXT PERIOD

SUPERIOR CODE #	MPLS CODE #	ALLOW AMT	PACK/SIZE/DESCRIPTION	REG. COST	BB/AD MONEY	Reflect REQUIRE
170-274		0.48	12/15 OZ LIBBY ISLAND APRICOTS	11.81	2.70	3.18
170272		0.48	12/15 OZ LIBBY LITE UNP APRICOT HALVES	11.81	2.70	3.18
174-742		0.48	12/15 OZ LIBBY PEACHES & SPICE	9.83	.72	1.20
174740		0.48	12/15 25 OZ LIBBY YC PEACH HALVES HS	9.83	.72	1.20
174738		0.96	24/15 OZ LIBBY LITE YC PEACH HALVES	19.66	1.44	2.40
174777		0.48	12/15 25 OZ LIBBY YC PEACH SLICES HS	9.83	.72	1.20
2005 072005		0.96	24/15 OZ LIBBY LITE YC PEACH SLICES	19.66	1.44	2.40
172003		0.96	24/15 OZ LIBBY LITE FRUIT COCKTAIL	19.66	1.44	2.40
172102		0.96	24/15 OZ LIBBY LITE CHUNKY MIXED FRUIT	19.66	1.44	2.40
91-050		0.48	12/15 OZ LIBBY TROPICAL DUET	9.83	.72	1.20
72126		0.48	12/15 25 OZ LIBBY CHUNKY MIX FRUIT HS	9.83	.72	1.20
75426		0.48	12/15 25 OZ LIBBY PEAR HALVES HS	9.83	.72	1.20
75477		0.96	24/15 OZ LIBBY LITE PEAR HALVES	19.66	1.44	2.40
75-479		0.48	12/15 OZ LIBBY VANILLA PEARS	9.83	.72	1.20
75476		0.48	12/15 OZ LIBBY LITE PEAR SLICES	9.83	.72	1.20
72090		0.48	12/15 25 OZ LIBBY FRUIT COCKTAIL HS	9.83	.72	1.20
*BB is available on all Cases ordered & must be reflect on the statement						

FLEMING OFFICE USE ONLY BUY FROM 5/3 BUY TO 6/4

SUPERIOR REFLECT FROM 5-13
REFLECT TO 6-11MINNEAPOLIS REFLECT FROM
REFLECT TOallow on 07 buy
BB on 10 ppe 3
reflect on 04A
58
2 24
B0025906

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

Fleming Mpls/Superior
PO Box 1389
Minneapolis, MN 55440

PROMOTION

BULLETIN NO 553578 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2% 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE	PACK/SIZE	DESCRIPTION						
	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI	
	LB	LB	LB	LB	LB	LB	LB	
13470	12/15 OZ	LIBBY ISLAND APRICOTS						
REG PRICE	11 96	11 81	11 73	11 70	11 55	11 70	11 70	
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48	
DEAL COST	11 48	11 33	11 25	11 22	11 07	11 22	11 22	
UNIT COST	0 96	0 94	0 94	0 94	0 92	0 94	0 94	
13479	12/15 OZ	LIBBY LITE UNP APRICOT HALVES						
REG PRICE	11 96	11 81	11 73	11 70	11 55	11 70	11 70	
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48	
DEAL COST	11 48	11 33	11 25	11 22	11 07	11 22	11 22	
UNIT COST	0 96	0 94	0 94	0 94	0 92	0 94	0 94	
13715	12/15 OZ	LIBBY PEACHES & SPICE						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72	
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48	
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24	
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77	
13779	12/15 25 OZ	LIBBY YC PEACH HALVES HS						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72	
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48	
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24	
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77	
13809	24/15 OZ	LIBBY LITE YC PEACH HALVES						
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44	
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96	
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48	
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77	
14079	12/15 25 OZ	LIBBY YC PEACH SLICES HS						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72	
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48	
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24	
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77	

B002591

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

BULLETIN NO 553578 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2% 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
14109 24/15 OZ	LIBBY LITE YC PEACH SLICES						
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
14559 24/15 OZ	LIBBY LITE FRUIT COCKTAIL						
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
14909 24/15 OZ	LIBBY LITE CHUNKY MIXED FRUIT						
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
14930 12/15 OZ	LIBBY TROPICAL DUET						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
15009 12/15 25 OZ	LIBBY CHUNKY MIX FRUIT HS						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
16129 12/15 25 OZ	LIBBY PEAR HALVES HS						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

B002592

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

PROMOTION BULLETIN

BULLETIN NO 553578 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2% 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	FIG-CALI
	LB	LB	LB	LB	LB	LB	LB
16139 24/15 OZ							
LIBBY LITE PEAR HALVES							
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
16230 12/15 OZ							
LIBBY VANILLA PEARS							
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
16869 12/15 OZ							
LIBBY LITE PEAR SLICES							
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
17329 12/15 25 OZ							
LIBBY FRUIT COCKTAIL HS							
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

B002593

September 5, 2001

A/P Review
3431 Cliffside Drive
La Crosse, WI 54601
Attn Auditor for Fleming Foods ²

Dear Sir or Madam

This firm represents Tri Valley Growers, the debtor and debtor-in-possession in the above referenced bankruptcy case (the "Debtor") The Debtor filed a petition under chapter 11 of the Bankruptcy Code on July 10, 2000

It has come to our attention that your company has made deductions from payments to the Debtor which have been disallowed in the amount of \$4,737 18 A copy of previous disallowance letter(s) is attached The Debtor's filing of a bankruptcy petition does not give your company the right to withhold payment Furthermore, pursuant to Bankruptcy Code § 362(a)(7), your company has no legal right to offset any pre-petition claim you might have against Tri Valley against a post-petition obligation to pay the Debtor

Your failure to remit the amount due within 10 days of the date of this letter will result in the immediate filing of a lawsuit against you in the Bankruptcy Court To avoid legal action, you must direct your timely payment to Tri Valley Growers, 12677 Alcosta Blvd , San Ramon, CA 94583 Any questions regarding your account balance should be directed to Brent Clark at (925) 327-6702

Sincerely,

Gabrielle Albert

added
ora
8/29/01

August 29, 2001

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

Re Pre - petition post audit claims totaling \$ 307 20
Your Debit Memo 994029PR
For Fleming Mpls/Superior

Dear Auditor

As you probably know Tri-Valley Growers filed bankruptcy on July 10th 2000 The case number is 00-44089 J11 The court does not allow us to accept these post audit deductions The dollar amount you have deducted for these items must be repaid to the TriValley Growers Estate immediately

Refund checks for these items should be sent to Tri-Valley Growers
C/O Sanwa Bank
P O Box 45989
San Francisco, CA -94145

Please instruct your post audit firm not to pursue any claims against Tri-Valley Growers from prior to July 10th, 2000 in the future

Thank you for your assistance

Sincerely,

Jeff Hall
Treasury/Controller
925-327-6486

Debit Memo # 994029PR

**Superior
P O BOX 1957
LA CROSSE, WI 54602-1957**

To TRI VALLEY

**Date 5/23/01
Vendor 133321
Claim Number 0004029**

Chargeback Amount \$307 20

Comments

LATE DEAL NOTIFICATION

01 - GROCERY

Please send any correspondence, credit memos, or checks to

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

VENDOR NAME TRI VALLEY
VENDOR NUMBER 133321

LATE DEAL NOTIFICATION PER FLEMING'S POLICY OF 12 WEEKS REQUIRED PRIOR NOTICE

<u>PONBR</u>	<u>INVNBR</u>	<u>STYLE</u>	<u>RCVDT</u>	<u>UPC</u>	<u>ITMDESC</u>	<u>QTY</u>	<u>OI DUE</u>	<u>BB DUE</u>	<u>EXTENDED</u>
DEAL PRESENTED 02/10/99 FOR FIRST ORDER 04/05/99									
582888	1059592	74765	03/31/99	2130013949	LIBBY PEACH SL	120	0 48	1 44	230 40
DEAL PRESENTED 02/10/99 FOR FIRST ORDER 05/03/99									
587201	1063297	1802	04/13/99	2130019055	LIBBY CRUSHED	40	0 48	1 44	<u>76 80</u>
								TOTAL	\$307 20



GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051

PROMOTION NOTICE

FROM. COMPANY NAME: Sales Force Companies

TYER: Rebe Fendler

FIRST ORDER DATE 04/05/99

FINAL ORDER DATE 04/30/99

CRST SHIP DATE 04/12/99

FINAL SHIP DATE 05/07/99

FIRST ORDER DATE FOR THE NEXT PERIOD

* BB available on all Cases (order also) Must be reflected OI to Retailers

FLEMING OFFICE USE ONLY

BUY FROM

4/5

BUY TO.

4/30

SUPERIOR REFLECT FROM

4/15

REFLECT TO

5-7

MINNEAPOLIS REFLECT FROM

4/16

REFLECT TO

5-6

Paula 5825

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

Fleming Mpls/Superior
PO Box 1389
Minneapolis MN 55440

BULLETIN NO 553579 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 04/05/99 - 04/30/99 UPC 21300
SHIP DATES 04/12/99 - 05/07/99 TERMS 2% 10 N 30
PERF DATES 04/12/99 - 05/07/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
13709 12/29 OZ							
LIBBY PEACHES YC HVS CHO HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18
13949 12/29 OZ							
LIBBY YC PEACH SLICES HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18
14509 12/29 OZ							
LIBBY FRUIT COCKTAIL HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18
16069 12/29 OZ							
LIBBY PEAR HALVES HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18



GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051

FROM. COMPANY NAME: Sales Force Companies

BYER. Mike Lealou FIRST ORDER DATE 05/03/99 FINAL ORDER DATE 06/04/99

RST SHIP DATE 05/10/99 FINAL SHIP DATE 06/11/99

RST ORDER DATE FOR THE NEXT PERIOD

[illegible]

FLEMING OFFICE USE ONLY BUY FROM. 5/3 BUY TO. 6/4

SUPERIOR REFLECT FROM 5-13
REFLECT TO 6-11

MINNEAPOLIS REFLECT FROM 5-14
REFLECT TO 6-10

2825

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

Fleming Mpls/Superior
PO Box 1389
Minneapolis MN 55440

PROMOTION BULLETIN

BULLETIN NO 553580 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2 1/2 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
19055	12/28 OZ	LIBBY CRUSHED TOMATOES					
REG PRICE	11 20	11 10	10 97	10 92	10 66	10 73	10 52
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	10 72	10 62	10 49	10 44	10 18	10 25	10 04
UNIT COST	0 89	0 89	0 87	0 87	0 85	0 85	0 84
19299	12/28 OZ	LIBBY WHOLE PEELED TOMATOES					
REG PRICE	11 20	11 10	10 97	10 92	10 66	10 73	10 52
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	10 72	10 62	10 49	10 44	10 18	10 25	10 04
UNIT COST	0 89	0 89	0 87	0 87	0 85	0 85	0 84

For Valeri

On Fest

August 30, 2001

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

Re Pre - petition post audit claims totaling \$ 1,187.28
Your Debit Memo 993067PR
Fleming/Late Deal Notification

Dear Auditor

As you probably know Tri-Valley Growers filed bankruptcy on July 10th, 2000. The case number is 00-44089 J11. The court does not allow us to accept these post audit deductions. The dollar amount you have deducted for these items must be repaid to the TriValley Growers Estate immediately.

Refund checks for these items should be sent to: Tri-Valley Growers
C/O Sanwa Bank
P O Box 45989
San Francisco, CA -94145

Please instruct your post audit firm not to pursue any claims against Tri-Valley Growers from prior to July 10th, 2000 in the future.

Thank you for your assistance.

Sincerely,

Jeff Hall
Treasury/Controller
925-327-6486

Debit Memo # 993067PR

**Minneapolis
P O. BOX 1957
LA CROSSE, WI 54602-1957**

To TRI VALLEY

Date 4/25/01
Vendor 133321
Claim Number 0003067

Chargeback Amount \$1,187 28

Comments

LATE DEAL PRESENTATION

01 - GROCERY

Please send any correspondence, credit memos, or checks to

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

VENDOR NAME TRI VALLEY
VENDOR NUMBER 133321

LATE DEAL PRESENTATION PER FLEMING'S POLICY OF 12 WEEKS REQUIRED PRIOR NOTICE

<u>PONBR</u>	<u>INVNBR</u>	<u>STYLE</u>	<u>RCVDT</u>	<u>UPC</u>	<u>QTY</u>	<u>GROSS</u>	<u>ALLOW</u>	<u>BB</u>	<u>EXTENDED</u>
DEAL PRESENTED 02/11/99 FOR FIRST BUY 04/05/99									
583523	1059054	12245	04/01/99	2130014279	60	6 50	0 24	0 36	36 00
584317	1061393	12245	04/06/99	2130014279	400	6 50	0 24	0 36	240 00
583523	1059054	13037	04/01/99	2130014299	40	6 50	0 24	0 36	24 00
583523	1059054	12054	04/01/99	2130014709	60	6 50	0 24	0 36	36 00
584317	1061393	12054	04/06/99	2130014709	40	6 50	0 24	0 36	24 00
583523	1059054	12237	04/01/99	2130016209	40	6 50	0 24	0 36	24 00
584317	1061393	13573	04/06/99	2130016219	60	6 50	0 24	0 36	36 00
DEAL PRESENTED 02/11/99 FOR FIRST BUY 04/05/99									
581324	1056334	14006	03/25/99	2130000732	154	8 81	0 96		147 84
583523	1059054	14032	04/01/99	2130000814	48	8 81	0 96		46 08
584317	1061393	14032	04/06/99	2130000814	48	8 81	0 96		46 08
583523	1059054	14045	04/01/99	21300008070	48	8 81	0 96		46 08
584317	1061393	14045	04/06/99	21300008070	72	8 81	0 96		69 12
DEAL PRESENTED 06/23/99 FOR FIRST BUY 08/30/99									
627809	1116306	13417	08/16/99	2130013949	100	14 70	0 96		96 00
627809	1116306	13433	08/16/99	2130016069	50	14 70	0 96		48 00
627809	1116306	12161	08/16/99	2130014509	100	14 70	0 96		96 00
DEAL PRESENTED 06/23/99 FOR FIRST BUY 08/02/99									
618957	1107299	14006	07/15/99	2130000732	143	8 81	0 48	0 24	102 96
618957	1107299	14032	07/15/99	2130000814	48	8 81	0 48	0 24	34 56
622620	1111143	14045	07/29/99	21300008070	48	8 81	0 48	0 24	<u>34 56</u>

TOTAL ALLOWANCE \$1,187 28

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

Fleming Mpls/Superior
PO Box 1389
Minneapolis, MN 55440

BULLETIN NO 553583 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/11/99
ORDER DATES 04/05/99 - 04/30/99 UPC 21300
SHIP DATES 04/12/99 - 05/07/99 TERMS 2% 10 N 30
PERF DATES 04/12/99 - 05/07/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
14910 12/8 2 OZ	LIBBY LITE CHUNKY MIXED FRUIT						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
16209 12/8 5 OZ	LIBBY PEAR HALVES HS						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
16219 12/8 2 OZ	LIBBY LITE PEAR HALVES						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
16909 12/8 2 OZ	LIBBY LITE PEAR SLICES						
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49

B002578

TO
OUR
STOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

Fleming Mpls/Superior
PO Box 1389
Minneapolis MN 55440

BULLETIN NO 553584 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 04/05/99 - 04/30/99 UPC 21300
SHIP DATES 04/12/99 05/07/99 TERMS 2* 10 N 30
PERF DATES 04/12/99 05/07/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
00732 6/4/4 5 OZ	LIBBY LITE PEACHES DICED 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
BILL BACK	24	24	24	24	24	24	24
DEAL COST	8 23	8 14	8 09	8 04	7 97	8 04	8 04
UNIT COST	1 37	1 36	1 35	1 34	1 33	1 34	1 34
00814 6/4/4 5 OZ	LIBBY LITE PEARS DICED 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
BILL BACK	24	24	24	24	24	24	24
DEAL COST	8 23	8 14	8 09	8 04	7 97	8 04	8 04
UNIT COST	1 37	1 36	1 35	1 34	1 33	1 34	1 34
08070 6/4/4 5 OZ	LIBBY LITE MIXED FRUIT 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
BILL BACK	24	24	24	24	24	24	24
DEAL COST	8 23	8 14	8 09	8 04	7 97	8 04	8 04
UNIT COST	1 37	1 36	1 35	1 34	1 33	1 34	1 34

B002581



GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis MN 55440-1389
612/781-8051

FROM. COMPANY NAME, Sales Force Companies

BUYER *Miss. Luckman* FIRST ORDER DATE 04/05/99 FINAL ORDER DATE 04/30/99

FIRST SHIP DATE 04/12/99 FINAL SHIP DATE 05/07/99

FIRST ORDER DATE FOR THE NEXT PERIOD

[illegible]

FLEMING OFFICE USE ONLY BUY FROM. 4/5 BUY TO 4/30

SUPERIOR REFLECT FROM 4/15
REFLECT TO 5-7

MINNEAPOLIS REFLECT FROM 4/16
REFLECT TO 5-6

B0023807

Ken Carson

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

BULLETIN NO 553583 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/11/99
ORDER DATES 04/05/99 04/30/99 UPC 21300
SHIP DATES 04/12/99 - 05/07/99 TERMS 2* 10 N 30
PERF DATES 04/12/99 - 05/07/99
PAYMENT METHOD OFF INVOICE

UPC CODE	PACK/SIZE	DESCRIPTION					
	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
13480	12/8 2 OZ	LIBBY LITE APRICOTS HALVES					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14279	12/8 75 OZ	LIBBY YC PEACH SLICES HS					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14299	12/8 2 OZ	LIBBY LITE YC PEACH SLICES					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14689	12/8 75 OZ	LIBBY FRUIT COCKTAIL HS					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49
14709	12/8 2 OZ	LIBBY LITE FRUIT COCKTAIL					
REG PRICE	6 62	6 54	6 50	6 48	6 40	6 48	6 48
OFF INV	0 24	0 24	0 24	0 24	0 24	0 24	0 24
BILL BACK	36	36	36	36	36	36	36
DEAL COST	6 02	5 94	5 90	5 88	5 80	5 88	5 88
UNIT COST	0 50	0 50	0 49	0 49	0 48	0 49	0 49

B002579

A MARKETING AND DISTRIBUTION COMPANY

GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051

PROMOTION NOTICE

FROM: COMPANY NAME. SALES FORCE COMPANIES

BUYER: *Lori Jensen* FIRST ORDER DATE 08/30/99 FINAL ORDER DATE 10/08/99

FIRST SHIP DATE 09/06/99 FINAL SHIP DATE 10/15/99

FIRST ORDER DATE FOR THE NEXT PERIOD

[illegible]

FLEMING OFFICE USE ONLY: BUY FROM.

BUY TO

SUPERIOR REFLECT FROM

MINNEAPOLIS REFLECT FROM

REFLECT TO

REFLECT TO

B002625

16A 10-3-99

Allowance
only

Paul Carole

5629



FLEMING MPLS/SUPERIOR
PO BOX 1389
MINNEAPOLIS, MN 55440

7905 Golden Triangle Drive Suite 100 Eden Prairie, MN 55344
Telephone 612/944-1333 Fax 612/944-5325

TO OUR CUSTOMERS

PROMOTION

554149

BULLETIN NO 554149 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 06/23/99
ORDER DATES 08/30/99 - 10/08/99 UPC 21300
SHIP DATES 09/06/99 - 10/15/99 TERMS 2* 10 N 30
PERF DATES 09/06/99 - 10/15/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
13709 12/29 OZ							
LIBBY PEACHES YC HVS CHO HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14
13949 12/29 OZ							
LIBBY YC PEACH SLICES HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14
14509 12/29 OZ							
LIBBY FRUIT COCKTAIL HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14
16069 12/29 OZ							
LIBBY PEAR HALVES HS							
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	14 14	13 87	13 74	13 68	13 41	13 68	13 68
UNIT COST	1 18	1 16	1 15	1 14	1 12	1 14	1 14

B002626



GATEWAY FOODS INC

3501 Marshall Street N E
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051

PROMOTION NOTICE

FROM COMPANY NAME SALES FORCE COMPANIES

BUYER	<i>Paul Jensen</i>	FIRST ORDER DATE 08/02/99	FINAL ORDER DATE 09/10/99
-------	--------------------	---------------------------	---------------------------

FIRST SHIP DATE 08/09/99 FINAL SHIP DATE 09/17/99

FIRST ORDER DATE FOR THE NEXT PERIOD

[illegible]

FLEMING OFFICE USE ONLY. BUY FROM: 8-2

BUY TO 9-10

SUPERIOR REFLECT FROM 8-13

REFLECT TO ~~SECRET~~

MINNEAPOLIS REFLECT FROM 8-13

REFLECT TO ~~FILE~~

9-34

9-23

B002597

5/6/29



FLEMING MPLS/SUPERIOR
PO BOX 1389
MINNEAPOLIS, MN 55440

7905 Golden Triangle Drive Suite 100 Eden Prairie, MN 55344
Telephone 612/944-1333 Fax 612/944-5325

TO OUR CUSTOMERS

PROMOTION

BULLETIN NO 554145 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 06/23/99
ORDER DATES 08/02/99 - 09/10/99 UPC 21300
SHIP DATES 08/09/99 - 09/17/99 TERMS 2% 10 N 30
PERF DATES 08/09/99 - 09/17/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
00732 6/4/4 5 OZ	LIBBY LITE PEACHES DICED 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	7 99	7 90	7 85	7 80	7 73	7 80	7 80
UNIT COST	1 33	1 32	1 31	1 30	1 29	1 30	1 30
00814 6/4/4 5 OZ	LIBBY LITE PEARS DICED 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	7 99	7 90	7 85	7 80	7 73	7 80	7 80
UNIT COST	1 33	1 32	1 31	1 30	1 29	1 30	1 30
08070 6/4/4 5 OZ	LIBBY LITE MIXED FRUIT 4 PK						
REG PRICE	8 95	8 86	8 81	8 76	8 69	8 76	8 76
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	7 99	7 90	7 85	7 80	7 73	7 80	7 80
UNIT COST	1 33	1 32	1 31	1 30	1 29	1 30	1 30

B002598

On File

August 30, 2001

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

Re Pre - petition post audit claims totaling \$ 1,130 70
Your Debit Memo 993066PR
Fleming/Late Deal Notification

Dear Auditor

As you probably know Tri-Valley Growers filed bankruptcy on July 10th, 2000 The case number is 00-44089 J11 The court does not allow us to accept these post audit deductions The dollar amount you have deducted for these items must be repaid to the TriValley Growers Estate immediately

Refund checks for these items should be sent to Tri-Valley Growers
C/O Sanwa Bank
P O Box 45989
San Francisco, CA -94145

Please instruct your post audit firm not to pursue any claims against Tri-Valley Growers from prior to July 10th, 2000 in the future

Thank you for your assistance

Sincerely,

Jeff Hall
Treasury/Controller
925-327-6486

Debit Memo # 993066PR

**Minneapolis
P O BOX 1957
LA CROSSE, WI 54602-1957**

To . TRI VALLEY

Date 4/25/01
Vendor 133321
Claim Number 0003066

Chargeback Amount \$1,130 70

Comments

LATE DEAL NOTIFICATION

01 - GROCERY

Please send any correspondence, credit memos, or checks to

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

VENDOR NAME TRI VALLEY
VENDOR NUMBER 133321

TO COLLECT OFF INVOICE AND BILLBACK ALLOWANCE ON THE FOLLOWING ITEMS LATE DEAL
NOTIFICATION PER FLEMING'S POLICY OF 12 WEEKS REQUIRED PRIOR NOTICE

<u>PONBR</u>	<u>INVNBR</u>	<u>STYLE</u>	<u>RCVDT</u>	<u>UPC</u>	<u>QTY</u>	<u>OI DUE</u>	<u>BB DUE</u>	<u>EXTENDED</u>
589422	1066035	11510	04/20/99	2130013479	75	0 00	2 70	202 50
589422	1066035	11512	04/20/99	2130013470	34	0 00	2 70	91 80
589422	1066035	13033	04/20/99	2130013715	34	0 00	0 72	24 48
589422	1066035	13031	04/20/99	2130013779	51	0 00	0 72	36 72
593124	1070847	13031	04/30/99	2130013779	34	0 48	0 72	40 80
589422	1066035	13029	04/20/99	2130014079	136	0 00	0 72	97 92
589422	1066035	12056	04/20/99	2130014930	85	0 00	0 72	61 20
589422	1066035	12229	04/20/99	2130015009	136	0 00	0 72	97 92
593124	1070847	13656	04/30/99	2130016129	119	0 48	0 72	142 80
589422	1066035	13411	04/20/99	2130016230	102	0 00	0 72	73 44
589422	1066035	12120	04/20/99	2130017329	136	0 00	0 72	97 92
593124	1070847	12120	04/30/99	2130017329	136	0 48	0 72	<u>163 20</u>

TOTAL **\$1,130 70**

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

Fleming Mpls/Superior
PO Box 1389
Minneapolis, MN 55440

PROMOTION

BULLETIN NO 553578 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2 1/2 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE	PACK/SIZE	DESCRIPTION					
		5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF
		LB	LB	LB	LB	LB	PIG-CALI
						LB	LB
13470	12/15 OZ	LIBBY ISLAND APRICOTS					
REG PRICE	11 96	11 81	11 73	11 70	11 55	11 70	11 70
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	11 48	11 33	11 25	11 22	11 07	11 22	11 22
UNIT COST	0 96	0 94	0 94	0 94	0 92	0 94	0 94
13479	12/15 OZ	LIBBY LITE UNP APRICOT HALVES					
REG PRICE	11 96	11 81	11 73	11 70	11 55	11 70	11 70
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	11 48	11 33	11 25	11 22	11 07	11 22	11 22
UNIT COST	0 96	0 94	0 94	0 94	0 92	0 94	0 94
13715	12/15 OZ	LIBBY PEACHES & SPICE					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
13779	12/15 25 OZ	LIBBY YC PEACH HALVES HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
13809	24/15 OZ	LIBBY LITE YC PEACH HALVES					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
14079	12/15 25 OZ	LIBBY YC PEACH SLICES HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24

B002591

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

BULLETIN NO 553578 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
14109	24/15 OZ	LIBBY LITE YC PEACH SLICES					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
14559	24/15 OZ	LIBBY LITE FRUIT COCKTAIL					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
14909	24/15 OZ	LIBBY LITE CHUNKY MIXED FRUIT					
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
14930	12/15 OZ	LIBBY TROPICAL DUET					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
15009	12/15 25 OZ	LIBBY CHUNKY MIX FRUIT HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
16129	12/15 25 OZ	LIBBY PEAR HALVES HS					
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24

B002592

TO
OUR
STOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

PROMOTION BULLETIN

BULLETIN NO 553578 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2% 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999 LB	10000-1999 LB	20000-3999 LB	40000+ LB	PU-LOCAL W LB	TL-CALIF LB	PIG-CALI LB
16139 24/15 OZ	LIBBY LITE PEAR HALVES						
REG PRICE	19 95	19 66	19 50	19 44	19 14	19 44	19 44
OFF INV	0 96	0 96	0 96	0 96	0 96	0 96	0 96
DEAL COST	18 99	18 70	18 54	18 48	18 18	18 48	18 48
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
16230 12/15 OZ	LIBBY VANILLA PEARS						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
16869 12/15 OZ	LIBBY LITE PEAR SLICES						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77
17329 12/15 25 OZ	LIBBY FRUIT COCKTAIL HS						
REG PRICE	9 98	9 83	9 75	9 72	9 57	9 72	9 72
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	9 50	9 35	9 27	9 24	9 09	9 24	9 24
UNIT COST	0 79	0 78	0 77	0 77	0 76	0 77	0 77

B002593

August 30, 2001

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

Re Pre - petition post audit claims totaling \$ 2112 00
Your Debit Memo 993070PR
Fleming/Late Deal Notification

Dear Auditor

As you probably know Tri-Valley Growers filed bankruptcy on July 10th 2000. The case number is 00-44089 J11. The court does not allow us to accept these post audit deductions. The dollar amount you have deducted for these items must be repaid to the TriValley Growers Estate immediately.

Refund checks for these items should be sent to Tri-Valley Growers
C/O Sanwa Bank
P O Box 45989
San Francisco, CA -94145

Please instruct your post audit firm not to pursue any claims against Tri-Valley Growers from prior to July 10th, 2000 in the future

Thank you for your assistance

Sincerely,

Jeff Hall
Treasury/Controller
925-327-6486

Debit Memo # 993070PR

**Minneapolis
P O BOX 1957
LA CROSSE, WI 54602-1957**

To : TRI VALLEY

**Date 5/1/01
Vendor 133321
Claim Number 0003070**

Chargeback Amount \$2,112 00

Comments

LATE DEAL NOTIFICATION

01 - GROCERY

Please send any correspondence, credit memos, or checks to

A/P Review
3431 Cliffside Dr
La Crosse, WI 54601

VENDOR NAME TRI VALLEY
VENDOR NUMBER 133321

LATE DEAL NOTIFICATION PER FLEMING'S POLICY OF 12 WEEKS REQUIRED PRIOR NOTICE

<u>PONBR</u>	<u>INVNBR</u>	<u>STYLE</u>	<u>RCVDT</u>	<u>UPC</u>	<u>ITMDESC</u>	<u>QTY</u>	<u>OI DUE</u>	<u>BB DUE</u>	<u>EXTENDED</u>
DEAL PRESENTED 02/10/99 FOR FIRST ORDER 04/05/99									
581324	1056334	12161	03/25/99	2130014509	LIBBY FRUIT COC	100	0 48	1 44	192 00
581324	1056334	13417	03/25/99	2130013949	LIBBY SLICED CLI	300	0 48	1 44	576 00
584317	1061393	13417	04/06/99	2130013949	LIBBY SLICED CLI	100	0 48	1 44	192 00
581324	1056334	13425	03/25/99	2130013709	LIBBY HLVS YC PE	200	0 48	1 44	384 00
581324	1056334	13433	03/25/99	2130016069	LIBBY PEAR HALV	200	0 48	1 44	384 00
583523	1059054	13433	04/01/99	2130016069	LIBBY PEAR HALV	100	0 48	1 44	192 00
DEAL PRESENTED 02/10/99 FOR FIRST ORDER 05/03/99									
587887	1064201	15030	04/14/99	2130019055	LIBBY CRUSHED T	100	0 48	1 44	<u>192 00</u>
								TOTAL	\$2 112 00



GATEWAY FOODS INC

3501 Marshall Street N E.
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051

OM	COMPANY NAME	Sales Force Companies
01	AMERICAN AIRLINES	American Airlines
02	AMERICAN EXPRESS	American Express
03	AMERICAN SALES	American Sales
04	AMERICAN TRAVEL	American Travel
05	AMERICAN UNION	American Union
06	AMERICAN VENTURES	American Ventures
07	AMERICAN WEST	American West
08	AMERICAN WORLDWIDE	American Worldwide
09	AMERICAN YACHTS	American Yachts
10	AMERICAN ZEPHYRUS	American Zephyrus
11	AMERICAN ZEPHYRUS	American Zephyrus
12	AMERICAN ZEPHYRUS	American Zephyrus
13	AMERICAN ZEPHYRUS	American Zephyrus
14	AMERICAN ZEPHYRUS	American Zephyrus
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97	AMERICAN ZEPHYRUS	American Zephyrus
98	AMERICAN ZEPHYRUS	American Zephyrus
99	AMERICAN ZEPHYRUS	American Zephyrus
100	AMERICAN ZEPHYRUS	American Zephyrus

YER Mike Fiedlow FIRST ORDER DATE 04/05/99 FINAL ORDER DATE 04/30/99

RST SHIP DATE 04/12/99 FINAL SHIP DATE 05/07/99

RST ORDER DATE FOR THE NEXT PERIOD

SUPERIOR CODE #	MPLS. CODE #	ALLOW AMT	PACK/SIZE/DESCRIPTION	REG. COST	BB/AD MONEY	REQUIRE
—	013425<	0.48	12/29 OZ LIBBY PEACHES YC HVS CHO HS	14.83	1.44	} Reflected OT to Retailers (OK)
574765	013417<	0.48	12/29 OZ LIBBY YC PEACH SLICES HS	14.83	1.44	
—	012161<	0.48	12/29 OZ LIBBY FRUIT COCKTAIL HS	14.83	1.44	
575489	013433<	0.48	12/29 OZ LIBBY PEAR HALVES HS	14.83	1.44	
* BB available on all Cases Ordered & must be Reflected OT to Retailers.						

LEMING OFFICE USE ONLY

BUY FROM-

BUY TO:

UPERIOR REFLECT FROM

REFLECT TO

MINNEAPOLIS REFLECT FROM

REFLECT TO

Paul Barrett 5825

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

Fleming Mpls/Superior
PO Box 1389
Minneapolis MN 55440

BULLETIN NO 553579 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 04/05/99 - 04/30/99 UPC 21300
SHIP DATES 04/12/99 - 05/07/99 TERMS 2* 10 N 30
PERF DATES 04/12/99 - 05/07/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	PU-LOCAL W	TL-CALIF	FIG-CALI
	LB	LB	LB	LB	LB	LB	LB
13709 12/29 OZ	LIBBY PEACHES YC HVS CHO HS						
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18
13949 12/29 OZ	LIBBY YC PEACH SLICES HS						
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18
14509 12/29 OZ	LIBBY FRUIT COCKTAIL HS						
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18
16069 12/29 OZ	LIBBY PEAR HALVES HS						
REG PRICE	15 10	14 83	14 70	14 64	14 37	14 64	14 64
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	14 62	14 35	14 22	14 16	13 89	14 16	14 16
UNIT COST	1 22	1 20	1 19	1 18	1 16	1 18	1 18



3501 Marshall Street N E
P O Box 1389
Minneapolis, MN 55440-1389
612/781-8051

FROM: COMPANY NAME - Sales Force Companies

BYER. *Mike Leal* FIRST ORDER DATE 05/03/99 FINAL ORDER DATE 06/04/99

RST SHIP DATE 05/10/99 FINAL SHIP DATE 06/11/99

RST ORDER DATE FOR THE NEXT PERIOD

LEMING OFFICE USE ONLY

BUY FROM

BUY TO -

SUPERIOR REFLECT FROM

MINNEAPOLIS REFLECT FROM

REFLECT TO

REFLECT TO

28.25

TO
OUR
CUSTOMERS



7905 Golden Triangle Drive
Suite 100
Eden Prairie, MN 55344
Telephone. (612) 944-1333
Fax: (612) 944-5325

PROMOTION

Fleming Mpls/Superior
PO Box 1389
Minneapolis MN 55440

PROMOTION BULLETIN

BULLETIN NO 553580 VENDOR NAME TRI VALLEY GROWERS
BULLETIN DATE 02/10/99
ORDER DATES 05/03/99 - 06/04/99 UPC 21300
SHIP DATES 05/10/99 - 06/11/99 TERMS 2* 10 N 30
PERF DATES 05/10/99 - 06/11/99
PAYMENT METHOD OFF INVOICE

UPC CODE PACK/SIZE DESCRIPTION

	5000-9999	10000-1999	20000-3999	40000+	FU-LOCAL W	TL-CALIF	PIG-CALI
	LB	LB	LB	LB	LB	LB	LB
19055	12/28 OZ	LIBBY CRUSHED TOMATOES					
REG PRICE	11 20	11 10	10 97	10 92	10 66	10 73	10 52
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	10 72	10 62	10 49	10 44	10 18	10 25	10 04
UNIT COST	0 89	0 89	0 87	0 87	0 85	0 85	0 84
19299	12/28 OZ	LIBBY WHOLE PEELED TOMATOES					
REG PRICE	11 20	11 10	10 97	10 92	10 66	10 73	10 52
OFF INV	0 48	0 48	0 48	0 48	0 48	0 48	0 48
DEAL COST	10 72	10 62	10 49	10 44	10 18	10 25	10 04
UNIT COST	0 89	0 89	0 87	0 87	0 85	0 85	0 84

For Valley

400 CAPITOL MALL SUITE 1450
SACRAMENTO CA 95814 4434
tel 916 329 7400 fax 916 329 7435
web www.ffwplaw.com

KAREN L WIDDER
Legal Assistant
DIRECT (916) 329-7400, Ext 24
email kwidder@ffwplaw.com

September 3, 2003

VIA FEDERAL EXPRESS

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

Re *In re Fleming Companies, Inc*
United States Bankruptcy Case No 03-10945(MFW)

Gentlemen/Ladies

FELDERSTEIN
FITZGERALD
WILLOUGHBY
& PASCUZZI LLP

Enclosed please find one original plus two copies of a Proof of Claim form
Please file the claim and then return a conformed copies in the enclosed self-addressed
stamped envelope

Thank you in advance for your assistance in this matter Please feel free to call if
you have any questions

Very truly yours,

FELDERSTEIN FITZGERALD
WILLOUGHBY & PASCUZZI LLP

Karen L Widder

By

Karen L Widder
Legal Assistant

Enclosures