

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

PROOF OF CLAIM



672787

Bar Date Ref # 1 NV 65502

In re **Fleming Companies** Case Number **03-10945**

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

Whirley Industries
PO Box 988
Warren PA 16365

0354653672787

☐ 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.

Creditor Telephone Number **(814) 723-7600**

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

CREDITOR TAX ID #

25-1183490

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

321551

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

1 BASIS FOR CLAIM

- ☒ Goods sold ☐ Personal injury/wrongful death ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Services performed ☐ Taxes ☐ Wages, salaries, and compensation (Fill out below)
☐ Money loaned ☐ Other (describe briefly) _____

Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED **2-18-03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **47,424.03** (unsecured)

\$ _____ (secured) \$ **47,424.03** (unsecured priority) (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5 SECURED CLAIM

☐ Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral:

- ☐ Real Estate
☐ Motor Vehicle
☐ Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____

6 UNSECURED PRIORITY CLAIM

☐ Check this box if you have an unsecured priority claim.

Specify the priority of the claim:

- ☐ Wages, salaries, or commissions (up to \$4,650*) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(3)
☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4)
☐ Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(6)
☐ Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7)
☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8)
☐ Other: Specify applicable paragraph of 11 U.S.C. § 507(a).
Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. **DO NOT SEND ORIGINAL DOCUMENTS** If the documents are not available, explain. If the documents are voluminous, attach a summary.

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

BY MAIL TO
Bankruptcy Management Corporation
P.O. BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

DATE SIGNED

9-4-03

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).

Judy M Anderson

Credit Service Sup

THIS SPACE FOR COURT USE ONLY

SEP 05 2003

BMC

Fleming Companies Claim



08026

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



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P O BOX 988 WARREN, PA 16365

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|--------------------|--------------------|----------|---------------|-------------------|--------------------|--------------|-------------|------|
| 500850 | 143-0026320 | 31 | 266778 | | 270167 | FEB 21 03 | 232324 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| ITT OHIO 2/20/03 | | FACTORY | | PREPAY DO NOT ADD | | NET 45 DAYS | | |

OLD TO FLEMING COMPANIES, INC
ATTN ACCOUNTS PAYABLE
3010 7TH AVE
ALTOONA, PA 16602

SHIPPED TO FLEMING COMPANIES, INC
WAREHOUSE/PO #143-0026320
3000 7TH AVE
ALTOONA, PA 16602

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|-----------------|--------------|-----------------|------------|-----------|
| 5056 | | CM-2401C | TOM'S JAVA | EA | 1 2800 | 6,471 68 |
| | | ART 114376 | TOM'S JAVA | | | |
| | | INK COLORS 5 L | | | | |
| | | SHELL SANDSTONE | HANDLE BLACK | | | |
| | | LINER BLACK | LID BLACK | | | |
| | | SHRINK FILM | 32 SHIPPER | | | |



232324

DUE DATE APR 07 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡ \$6,471 68

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

BERNIE CAMPBELL 800/441-1015

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

Mr. Joyce

Please send confirmation

#266778

Shipping
2/20/**Fleming**

CONVENIENCE

PURCHASE ORDER

REGISTER #

| | | | | | | | |
|--|----|---|----------------|---|-------------------|---------------------------------|-------------|
| SHIP TO ALTOONA 3010 7TH AVE ALTOONA PA 16602 USA | | VENDOR 143 WHIRLEY INDUSTRIES INC PO BOX 988 WARREN PA 16365 CUSTOMER SERVICE | | ORDER DATE 2003-02-05 800-441-1015 | | PAGE 1 OF 1 | |
| PURCHASED BY | | VENDOR 88750 | | SUBV 00 | | BUYER 435 | |
| C/S BOND | | DISCOUNT BRACKET | | FEB | | PURCHASE ORDER # 143-0026320 | |
| THE ABOVE PURCHASE ORDER IS SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS: BILL OF LADING, SHIPMENT DOCUMENTS AND PACKING SLIPS | | STANDING ORDER # | | Total Weight 2355 | | CU VOL 157 | |
| QUANTITY 157 | CS | UPC CODE CM24H | ITEM 558130 | ITEM DESCRIPTION TOMS INSULATED CARMUG 24Z | QUANTITY 32 CT | UNIT PRICE 157 | OTHER 00 |
| 157 | | | | | | 90.96 | 6430.72 |
| | | | | | | 00 | 6430.72 |
| <p>PO came in after order was scheduled</p> <p>Fleming</p> | | | | | | | |

INSTRUCTIONS: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER
 IMPORTANT - SEE BACK HEREOF FOR SELLER'S WARRANTIES AND AGREEMENTS

NOTE: THIS TRANSACTION EITHER IN WHOLE OR IN PART, WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING ESTABLISHMENT. OTHER THE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBSTITUTED WITHOUT PRIOR AUTHORITY TO PURCHASE. FOR ALL MERCHANDISE SHIPPED LATER THAN 30 DAYS FROM DATE OF ORDER, A 10% DISCOUNT FROM THE PURCHASE PRICE WILL BE APPLIED TO THE ORDER. THE DISCOUNT WILL BE APPLIED TO THE ORDER TOTAL AND NOT TO THE MERCHANDISE PRICE. THE DISCOUNT WILL BE APPLIED TO THE ORDER TOTAL AND NOT TO THE MERCHANDISE PRICE.

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Shipment Status

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| | |
|-------|------------|
| Pro # | 0009551903 |
|-------|------------|

| Current Status | |
|----------------|--|
| Status | Shipment delivered to consignee in Altoona, PA |
| Date | February 24, 2003 |

| Shipment History | |
|------------------|--|
| Feb 20, 2003 | Shipment picked up from shipper in Warren, PA |
| Feb 20, 2003 | Shipment arrived at origin terminal West Middlesex, PA |
| Feb 20, 2003 | Shipment in transit to destination terminal Cumberland, MD |
| Feb 21, 2003 | Shipment arrived at destination terminal Cumberland, MD |
| Feb 24, 2003 | Shipment out for delivery to consignee in Altoona, PA |
| Feb 24, 2003 | Shipment out for delivery to consignee in Altoona, PA |
| Feb 24, 2003 | Shipment delivered to consignee in Altoona, PA |

[Back](#)



OFFICE COPY

P O BOX 988 WARREN, PA 16365

PHONE (800) 825 5575

PHONE (814) 723-7600

FAX (814) 723 3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|---------------------|--------------------|----------|--------------------|----------|--------------------|--------------|-------------|------|
| 506406 | 48-0493490 | 65 | 266404 | | 270349 | FEB 24 03 | 232356 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | FREIGHT TERMS | | | TERMS | | |
| ELLOW ERGHI 2/21/03 | | FACTORY | PREPAY, DO NOT ADD | | | NET 30 DAYS | | |

OLD TO FLEMING CONVENIENCE - ALBUQUERQUE
ACCOUNTS PAYABLE
5600 2ND ST N W
ALBUQUERQUE, NM 87107

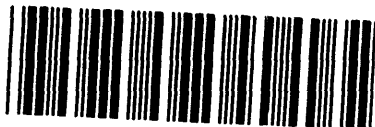
SHIPPED TO FLEMING CONVENIENCE ALBUQUERQUE
PO#48-0493490
5600 2ND ST N W
ALBUQUERQUE, NM 87107

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|----------------|-------------------|-----------------|------------|-----------|
| 2432 | | SC-20HF02B | DAKOTA COFFEE | EA | 1.4400 | 3,502 08 |
| | | ART 113463 | DAKOTA COFFEE | | | |
| | | | INK COLORS 2 L | | | |
| | | SHELL GRAPHITE | HANDLE BLACK | | | |
| | | FOAM | FOAM | | | |
| | | LINER BLACK | LID BLACK | | | |
| | | SHRINK FILM | 32 SHIPPER | | | |
| 2528 | | CM-16H04A | GOOD TIMES STORES | EA | 1 4400 | 3,640 32 |
| | | ART 114258 | GOOD TIMES STORES | | | |
| | | | INK COLORS 5 L | | | |
| | | SHELL WHITE | HANDLE DK BLUE | | | |
| | | FOAM | FOAM | | | |
| | | LINER WHITE | LID DK BLUE | | | |
| | | SHRINK FILM | 32 SHIPPER | | | |
| 2560 | | MM-32F06A | GOOD TIME STORES | EA | 1 9000 | 4,864 00 |
| | | ART 113598 | GOOD TIME STORES | | | |
| | | | INK COLORS 5 L | | | |
| | | MUG WHITE | HANDLE DK BLUE | | | |
| | | FOAM SLEEVE | BASE DK BLUE | | | |
| | | LID DK BLUE | SHRINK FILM | | | |
| | | 32 SHIPPER | | | | |

DUE DATE MAR 26 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡ \$12,006 40



232356

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

ROBYN R. BALSLEY 800/955-1959

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED A
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED



OFFICE ~~COPY~~
CREDIT MEMO

PHONE (800) 825-5575
PHONE (814) 723-7600
FAX (814) 723 3245
www.whirley.com

P O BOX 988 WARREN PA 16365

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|--------------------|--------------------|----------|---------------|--------------------|--------------------|--------------|-------------|------|
| 506406 | 480493490 | 65 | 271418 | | | APR 29 03 | 413365 | 2 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| 4/29/03 | | FACTORY | | PREPAY, DO NOT ADD | | XXXXXXXXXX | | |

SOLD TO LEMING CONVENIENCE - ALBUQUERQUE
5600 2ND ST N W
ALBUQUERQUE, NM 87107

SHIPPED TO LEMING CONVENIENCE - ALBUQUERQUE
5600 2ND ST N W
ALBUQUERQUE, NM 87107

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|--------------------------------|------------------|-----------------|------------|-----------|
| 32 | | MM-32F06A | GOOD TIME STORES | EA | 1.9000 | - 60.80 |
| | | ARI 113598 | GOOD TIME STORES | | | |
| | | | INK COLORS 5 L | | | |
| | | MUG WHITE | HANDLE DK BLUE | | | |
| | | FOAM SLEEVE | BASE DK BLUE | | | |
| | | LID DK BLUE | SHRINK FILM | | | |
| | | 32 SHIPPER | | | | |
| | | MERCHANDISE ADJUSTMENT - REFER | | | | |
| | | TO INVOICE #232356 DATED | | | | |
| | | 2/24/03 | | | | |
| | | KEEP INTERNAL DO NOT MAIL | | | | |

DUE DATE

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

~~AMOUNT DUE~~ →

- \$152.96

CREDIT DUE

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

ROBYN R. BALSLEY 800/955-1959

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
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NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED



P O BOX 988 WARREN PA 16365

OFFICE ~~COPY~~
CREDIT MEMO

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|--------------------|--------------------|----------|---------------|--------------------|--------------------|--------------|-------------|------|
| 506406 | 480493490 | 65 | 271418 | | | APR 29 03 | 413365 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| 4/29/03 | | FACTORY | | PREPAY, DO NOT ADD | | XXXXXXXXXX | | |

OLD TO FLEMING CONVENIENCE - ALBUQUERQU

5600 2ND ST N W

ALBUQUERQUE, NM 87107

SHIPPED TO FLEMING CONVENIENCE - ALBUQUERQU

5600 2ND ST N W

ALBUQUERQUE, NM 87107

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|--------------------------------|-------------------|-----------------|------------|-----------|
| 32 | | SC-20HF02B | DAKOTA COFFEE | EA | 1.4400 | -46.08 |
| | | ART 113463 | DAKOTA COFFEE | | | |
| | | INK COLORS 2 L | | | | |
| | | SHELL GRAPHITE | HANDLE BLACK | | | |
| | | FOAM | FOAM | | | |
| | | LINER BLACK | LID BLACK | | | |
| | | SHRINK FILM | 32 SHIPPER | | | |
| | | MERCHANDISE ADJUSTMENT - REFER | | | | |
| | | TO INVOICE #232356 DATED | | | | |
| | | 2/24/03 | | | | |
| | | KEEP INTERNAL DO NOT MAIL | | | | |
| 32 | | CM-16H04A | GOOD TIMES STORES | EA | 1.4400 | -46.08 |
| | | ART 114758 | GOOD TIMES STORES | | | |
| | | INK COLORS 5 L | | | | |
| | | SHELL WHITE | HANDLE DK BLUE | | | |
| | | FOAM | FOAM | | | |
| | | LINER WHITE | LID DK BLUE | | | |
| | | SHRINK FILM | 32 SHIPPER | | | |
| | | MERCHANDISE ADJUSTMENT - REFER | | | | |
| | | TO INVOICE #232356 DATED | | | | |
| | | 2/24/03 | | | | |
| | | KEEP INTERNAL DO NOT MAIL | | | | |

UE DATE

MAIL PAYMENT TO

WHIRLEY INDUSTRIES, INC

P O BOX 642576

PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡



413365

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

(4)

Robyn Balsley

From "Perez Abran" <aperez@core-mark.com>
To "Robyn Balsley"
Sent Thursday, February 06, 2003 1:56 PM
Subject RE: Good Time Stores PO
Robyn

Here is our PO# for Albuquerque po-48-0493490. Sorry for the delay. This is for 79 cases of each size 16, 20 and 32z. Thanks.

Abe Perez
Fleming Convenience Albuquerque
800-541-2755 X114

-----Original Message-----

From Robyn Balsley [mailto:rbalsley@earthlink.net]
Sent Tuesday, February 04, 2003 1:41 PM
To Perez, Abran
Subject Good Time Stores PO
Importance High

Hi Abe

Sorry to be a pest however, Ernie @ Good Time Stores is anxious to get product. Do you have a timeline as to when you might be able to get this done? Whirley won't start production until we have the purchase order.

Please give me an update.

Thanks

Robyn Balsley
Whirley Industries
800-955-1959
Visit our Website www.whirley.com

| | | | | | |
|---|---|--|--------------------------------|------------------------------|-----------|
| YELLOW YELLOW TRANSPORTATION (YTS) FEB 13 144-0804706 | | DO NOT WRITE OR STAMP ON BAR CODE 12/22/02 15125 058 | | AUTOCODE 105 | |
| FREIGHT BILL NUMBER 126 691903 | | ORIGINAL DELIVERY RECEIPT | | Leave on ? 0119793 | |
| BILL DATE 02/21/03 DEST/ORG AGE/ERI | | CHECK DRYT | | NO TRAILER | |
| C + L L N H U CURVEVILLE 5400 2ND ST NW NE BURLINGAME NM 87107 | | QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT 1-800-610-6500 YOU MAY REQUEST PICKUP, TRACE SHIPMENTS OR LEARN MORE ABOUT OUR OTHER SERVICES AT www.myyellow.com | | CHKR PCS DATE Jm 835 2-26 | |
| * WINEY INDUSTRIES 638 7TH AVE WARREN PA 16165 *** SHIPPERS PHN *** 800-875 5515 | | SPECIAL INSTRUCTIONS | | CITY TRAILER 40030 | |
| PO # 48-0473400 | | SHIPPER # 270340 | | LOR PCS DATE 335 3603 | |
| PIECES | PKG | DESCRIPTION | CLASS | WEIGHT LB | EXTENSION |
| 205 | | CARTON(S) CUPS W/HANDLES BOWLS DISHES OR PLATES (EAK 17 S) ET 146/70 | AS | 4195 | 3000 |
| | | 10% SURCHARGE | | | |
| TEND: FEB 21 2003 | | | | | |
| 3-6-03 | | | | | |
| TTL ACS | RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY | COMPANY NAME | COO, CHECK LINES (EAKING NAME) | TTL WEIGHT LBS | PRO/COL |
| 205 | X <i>John Miller</i> | | 4195 | PPD | |
| TITL FREIGHT CHARGES | | | | | |

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PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|----------|--------------------|------------------------|----------|--------------------|--------------|-------------|------|
| 322604 | 35 2205770 | 67 267234 | | 271208 | MAR 14 03 | 233163 | 1 |

| SHIPPED VIA & DATE | F.O.B. | FREIGHT TERMS | TERMS |
|--------------------|---------|--------------------|-------------|
| BT FREIGHT 3/13/03 | FACTORY | PREPAY, DO NOT ADD | NET 30 DAYS |

OLD TO LEMING CONVENIENCE CORONA SHIPPED TO LEMING CONVENIENCE/CORONA
ACCOUNTS PAYABLE PO #35-2205770
353 MEYER CIRCLE 353 MEYER CIRCLE
CORONA, CA 92879 CORONA, CA 92879

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|-----------|-------------|-----------------|------------|-----------|
| 18 | | SP-20H02A | AM/PM 2002 | 16 | 22 4000 | 403.20 |
| 24 | | MM-64F02A | BAD BOY | 12 | 31 9200 | 766.08 |



233163

DUPLICATE DATE: APR 13 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡

\$1,169.28

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

JIM QUINLAN 800-825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
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NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

PURCHASE ORDER

FLEMING CONVENIENCE

Fleming

REGISTER #

| SHIP TO CORONA 353 MEYER CIRCLE CORONA CA 92879 USA | | VENDOR 035 WHIRLEY INDUSTRIES INC 618 4TH AVE WARREN PA 163650000 SHARON FRYE | | ORDER DATE 2003-02-21 | 800-825-6847 | | PAGE 1 OF 1 | | | | | | |
|--|------------|---|-------------|--|---|--------------|-----------------------|--------------------------------|------------------|-----------|---------------|-----|--------------------|
| PURCHASED BY | | VENDOR # 88750 | SUB # 00 | BUYER # 357 | ARRIVAL DATE 2003-03-21 Friday | 916-608-8014 | | PURCHASE ORDER # 35-2205770 | | | | | |
| DISCOUNT 30 Days | | FOR | | | THE ALSO A PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICE BILL OF LADING SHIPPING CONTAINER AND PACKING LIST | | STANDING ORDER # | | | | | | |
| WEIGHT 450 | | CU VOL | | CASES 42 | | | | | | | | | |
| QUANTITY ORDERED | PURCH UNIT | ITEM CODE | ITEM NUMBER | ITEM DESCRIPTION | PACKING DESCRIPTION | CASE FACT | BILL QUANTITY ORDERED | OFF INVOICE ALLOWANCE | OTHER ALLOWANCES | UNIT COST | EXTENDED COST | E/F | WAREHOUSE LOCATION |
| 18 | CS | 79944 20678 | 206789 | AM/PM COFFEE MUG 20Z | 15 CT | 1 | 18 | | | 22 40 | 403 20 | | 30-147702 |
| 24 | CS | 45114 02125 | 279976 | AM/PM THERMO MUG 64Z BAD | BOZ 12 CT | 1 | 24 | | | 31 92 | 766 08 | | 30-153401 |
| | | | | ***** #ORDER SENT VIA FAX## PLEASE CALL 72 HOURS BEFORE DUE DATE, TO SET DELIVERY SCHEDULE, P O SHOULD DELIVER AND OR BE RECEIVED BY DUE DATE ***\$300 PENALTY FOR LATE DELIVERIES*** | | | | | | | | | |
| 42 | | | | | | | 42 | 00 | 00 | | 1169 28 | | |

SP-20402A
107304MM-64F02A
102125Ship
3/13received
2/2/03 of jmgRE-ORDER
Rep #67RECEIVED
FEB 24 2003

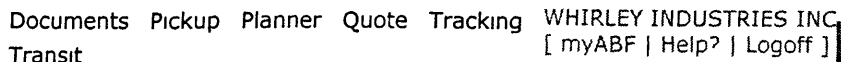
10

#267234

SHIP TO: ALL INVOICE AND BILL OF LADING TO THE ABOVE INDUSTRY / CENTER



NOTICE: SUBSTITUTIONS EITHER IN PACKING OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. ALL PLACES THE SHIP TO 1. SIGN ANY OF ALL

DATE OF ORDER: 02/21/03 09:17AM



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PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

P O BOX 988 WARREN, PA 16365

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|--------------------|--------------------|----------|---------------|-------------------|--------------------|--------------|-------------|------|
| 321551 | 23-0732150 | 460 | 266764 | | 270930 | MAR 10 03 | 232905 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| FLOW FRGHT 3/07/03 | | FACTORY | | PREPAY DO NOT ADD | | NET 30 DAYS | | |

SOLD TO FLEMING CONVENIENCE - BAKERSFIELD SHIPPED TO FLEMING CONVENIENCE/BAKERSFIELD
ACCOUNTS PAYABLE PO #73 0732150
200 CORE MARK CT 200 COREMARK COURT
PO BOX 70458 BAKERSFIELD, CA 93307
BAKERSFIELD, CA 93307

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|---|-----------------------|-----------|-------------|-----------------|------------|-----------|
| 2358 | | MM-64F02B | FASTRIP | EA | 3 3400 | 7,875.72 |
| ART 114188 FASTRIP | | | | | | |
| INK COLORS 5 L | | | | | | |
| MUG GREEN SPLATTER MUG BLUE SPLATTER | | | | | | |
| MUG ORANGE SPLATTER HANDLE GREEN SPLATTER | | | | | | |
| HANDLE BLUE SPLATTER HANDLE ORANGE SPLATTER | | | | | | |
| FOAM SLEEVE BASF GREEN SPLATTER | | | | | | |
| BASF BLUE SPLATTER BASE ORANGE SPLATTER | | | | | | |
| LID GREEN SPLATTER LID BLUE SPLATTER | | | | | | |
| LID ORANGE SPLATTER SHRINK FILM | | | | | | |
| HANDLESIGN/CUSTOM 105212 | | | | | | |
| UPPER DISPLAY SIGN/CUSTOM 104900 | | | | | | |
| 18 DISPLAY | | | | | | |



DUE DATE: APR 09 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡

\$7,875.72

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

CHARLIE CONARRO 800-825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE

ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

Fleming

FLEMING CONVENIENCE

PURCHASE ORDER

REGISTER #

PAGE 1 OF 1

SHIP TO
BAKERSFIELD
200 COPE MARK COURT
BAKERSFIELD
CA 93307
USA

021

WHIRLEY INDUSTRIES
P O BOX 642576

PITTSBURGH PA 15264
SHARON TREY

ORDER DATE 2003-02-07

800-825-6847

ARRIVAL DATE 2003-03-19 Wednesday

916-608-8014

PURCHASE ORDER # 23-0732150

PAYMENT TERMS

DISCOUNT BRACKET

30 Days

THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES,
BILL OF LADING, SHIPPING CONTAINERS AND PACKING SLIP.

STANDING
ORDER #

CF RCVD

PURCHASED BY

VENDOR #

88750

00

BUYER #

231

FOR

WEIGHT

CU VOL

CASES

2805

128

| QUANTITY ORDERED | QUANTITY UNIT | SPL CODE | ITEM NUMBER | ITEM DESCRIPTION | PACKING DESCRIPTION | CASE PACK | ITEM WEIGHT ORDERED | NET INVOICE ALLOWANCE | OTHER ALLOWANCES | UNIT COST | EXTENDED COST | WTS LOCATION |
|---------------------|------------------|-------------|----------------|--|------------------------|--------------|------------------------|--------------------------|---------------------|-----------|---------------|-----------------|
| 128 | CS | 45114 56530 | 565309 | FASTRIP FOAM INS MUG | MM-64F 18/64 Z | 1 | 128 | | | 60 12 | 7695 36 | |
| | | | | ***** #ORDER SENT VIA FAX# FASTRIP | | | | | | | | |
| 128 | | | | | | | 128 | 00 | 00 | | 7695 36 | |

Green, Blue, Orange and Be-foam-0

received
2/10/03 *o/fing*

RECEIVED
FEB 11 2003

NOTES: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER

NOTES: SUBSTITUTIONS EITHER IN PACKING OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE UNLESS WITHIN PRIOR AUTHORITY TO RETURN AND OR ALL MERCHANDISE SHIPPED LATER THAN 10 DAYS FROM DATE OF ORDER AND TO DEDUCT FROM PAYMENT ANY FUTURE OR OTHER DEFERRED MERCHANDISE FROM THE PART OF THE ORDER.

cy

YELLOWYELLOW TRANSPORTATION
(YFEY)
FED. ID #44-05947081
ORRANA
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

03/12/03
18:49

073

AUTOCODE
CAL L 54
CALL FOR APPT
366-2673 BT 1-3PMFREIGHT BILL NUMBER
126-692002
BILL DATE 03/07/03
DEST/ORG BKR/ERI
CHECK
RIGHTSIGHTING CONVENIENCE
200 FOREMARK COURT
BAKERSFIELD CA 93307

*** CONSIGNEE PH# ***661-366-2677

UNIRICY INDUSTRIES

1410 4TH AVE

WARREN PA 14135

*** SHIPPER'S PH# ***800-445-9274

SHIPPER'S 127-0732150

SHIPPER'S 127-0732150

PIECES PKG

DESCRIPTION

8 SWID(S) (STC 131) CLPS W/HANDLES
BOWLS DISHES OR PLATES (EAK 17.5)
11 156/70
11' PW PALLET WEIGHT
PALLET WEIGHT ALLOWANCE
FUEL SURCHARGE

NOTIFICATION PWD

*PALLET NBR = 8, WGT = 400K

***** DELIVERY NOTIFICATION *****

661-366-2673, CALL 24 HRS

TTL CS RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY

COMPANY NAME

COD
AMTPAID TO YOU ON DELIVERY
CREDIT WILL BE DEBITED MORE

TTL WEIGHT LBS

PPD/COLL

TTL FREIGHT CHARGES

3612

PPD

QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT

1-800-610-6500

YOU MAY REQUEST PICKUPS, TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.myyellow.com

SPECIAL INSTRUCTIONS

Del 3/18/03 @ 11am
Don't miss
Appt!1/R
121816

PCS DATE 3/13

CITY TRUCK DOCK LOC

121816

LOR PCS DATE

DELIVERED BY

PCS DATE 3/18

731

RATE EXTENSION

3212

400

400



OFFICE COPY

P O BOX 988 WARREN, PA 16365

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|---------------------|--------------------|----------|--------------------|----------|--------------------|--------------|-------------|------|
| 321551 | 23-0737590 | 67 | 268004 | | 271595 | MAR 24 03 | 233600 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | FREIGHT TERMS | | | TERMS | | |
| ELLOW FRGHT 3/21/03 | | FACTORY | PREPAY, DO NOT ADD | | | NET 30 DAYS | | |

OLD TO FLEMING CONVENIENCE - BAKERSFIELD

ACCOUNTS PAYABLE

200 CORE-MARK CT

PO BOX 70458

BAKERSFIELD, CA 93307

SHIPPED TO FLEMING CONVENIENCE/BAKERSFIELD

PO #23-0737590

200 COREMARK CT

BAKERSFIELD, CA 93307

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|------------|-------------|-----------------|------------|-----------|
| 37 | | SP- 20H02A | AM/PM 2002 | 16 | 22 4000 | 828 80 |
| 13 | | MM- 64F02A | BAD BOY | 12 | 31 9200 | 414 96 |



233600

DUE DATE. APR 23 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡

\$1,243 76

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

JIM QUINLAN 800-825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED A
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

#321551

REVISED

Fleming**FLEMING CONVENIENCE****PURCHASE ORDER**

| | | | | | | | | | | | |
|--|----|--------------|-------|--|--------------------------|-------------|---|------------------|-------|---|-----------|
| REGISTER # | | SHIP TO | | VENDOR | | ORDER DATE | | 800-825-6847 | | PAGE 1 of 1 | |
| BAKERSFIELD 200 CORE MARK COURT BAKERSFIELD CA 93307 USA | | 023 | | WHIRLEY INDUSTRIES P O BOX 642576 PITTSBURGH PA 15264 SHARON TREY | | 2003-03-06 | | 916-608-8014 | | PURCHASE ORDER # 23-0737590 | |
| PURCHASED BY | | VENDOR # | | SUB # | | BUYER # | | DISCOUNT BRACKET | | THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES BILLS OF LADING SHIPPING CONTAINERS AND PACKING SLIP | |
| 88750 | | 00 | | 231 | | 30 Days | | FOR | | WEIGHT | |
| QUANTITY ORDERED | | PACK UNIT | | INC CODE | | ITEM NUMBER | | ITEM DESCRIPTION | | CASES | |
| 37 | CS | 79944 | 20678 | 206789 | AM/PM COFFEE MUG 20Z | 16 CT | 1 | 37 | 22 40 | 828 80 | 21-226359 |
| 13 | CS | 45114 | 02125 | 279976 | AM/PM THERMO MUG 64Z BAD | BOY | 1 | 13 | 31 92 | 414 96 | 21-221695 |
| ***** ##ORDER SENT VIA FAX## REVISION-CHANGED DUE DATE TO 3/31 PER YOUR REQUEST | | | | | | | | | | | |
| 50 | | | | | | | | 50 | 00 | 00 | 1243 76 |

SP-20 H02A
107304

MM-64 F02A
102125

received
3-7-03 s frey

Ship
3/21

9

INSTRUCTIONS: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER

NOTE: INSTRUCTIONS EITHER IN PACKING OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO REFUSE ANY OR ALL MERCHANDISE SUBMITTED WITHOUT PRIOR AUTHORITY TO REFUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 30 DAYS FROM A DATE OF ORDER AND DEDUCT FROM PAYMENT ANY INVOICE OR LSH INCREASE THROUGH ERROR ON THE PART OF THE ORDER.

#268004

YELLOWYELLOW TRANSPORTATION
(YFSV)

FED ID #44-0804706

1
ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

03/26/03

06:16

087

AUTOCODE #34

CALL FOR APPT

366-2673-BT 1-3PM

126-892130

BILL DATE 03/21/03

DEST/ORG BKR/ERT

CONSIGNEE

200 COREMARK CT

BAKERSFIELD CA 93307

*** CONSIGNEE PHN ***661-366-2673

UNITED BY INDUSTRIES

610 4TH AVE

WARREN PA 16345

*** SHIPPERS PHN ***800-820-5575

PO # 23-075770

SHIPPER 271095

PIECES PKG

50

DESCRIPTION

CARTON(S) CUPS W/HANDLES BOWLS

DISHES OR PLATES (PAK 77.5) IT

156770

AS

430

500

FUEL CHARGE

NOTIFICATION-PFD

***** DELIVERY NOTIFICATION *****

661-366-2673

COMPANY NAME

C.O.D.
AMTTTL WEIGHT LBS
430PPD/COLL
PPD

TTL FREIGHT CHARGES



P O BOX 988 WARREN PA 16365

OFFICE COPY

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|---------------------|--------------------|----------|---------------|--------------------|--------------------|--------------|-------------|------|
| 521388 | 20-1226731 | 25 | 267553 | | 270725 | MAR 14 03 | 233174 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| ELLOW FRGHT 3/13/03 | | FACTORY | | PREPAY, DO NOT ADD | | NET 30 DAYS | | |

~~OLD TO COREMARK INTERNATIONAL~~

SHIPPED TO CORF-MARK

FLEMING CONVENIENCE - BURNABY, B
7800 RIVERFRONT GATE
BURNABY, B C , CN V5J 5L3

PO #20-1226731
7800 RIVERFRONT GATE
BURNABY, B C , CN V5J 5L3

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|---------------------|----------------------|-----------------|------------|-----------|
| 1248 | | CM-16H01A | ARABICA TOWN PANTRY | EA | 1.3800 | 1,722.24 |
| | | ART 104164 | ARABICA TOWN PANTRY | | | |
| | | | INK COLORS 5 L | | | |
| | | SHELL ELECTRON JADE | HANDLE ELECTRON JADE | | | |
| | | LINER BLACK | LID ELECTRON JADE | | | |
| | | SHRINK FILM | 32 SHIPPER | | | |



DUPLICATE DATE APR 13 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡

\$1,722.24

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

GREG AUCOIN 905/729-3197

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED



CORE-MARK INTERNATIONAL, INC.

PURCHASE ORDER

REGISTER #

| | | | | | | | | | | | | | |
|---|------------|---|-------------|--|---------------------|-------------------|--------------------|--------------------------|------------------|---|---------------|-----|--------------|
| SHIP TO | | VENDOR | | | ORDER DATE | 2003-02-24 | | 905-729-3197 | | PAGE 1 OF 1 | | | |
| VANCOUVER 7800 RIVERFRONT GATE BURNABY BC V5J 5L3 CAN | | 020 WHIRLEY INDUSTRIES C/O G T SALES WARREN PA 16365 GREG AUCOIN | | | ARRIVAL DATE | 2003-03-10 Monday | | 905-729-2426 | | PURCHASE ORDER # 20-1226731 | | | |
| CS RCVD | | PURCHASED BY | | | VENDOR # | SUB # | SUITE # | DISCOUNT BRACKET 30 Days | | THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES BILLS OF LADING, SHIPPING CONTAINERS AND PACKING LISTS | | | |
| | | | | | 65502 | 00 | 206 | FOR | | STANDING ORDER # | | | |
| | | | | | | | | | | WEIGHT | CU VOL | | |
| | | | | | | | | | | 462 | CASES 40 | | |
| QUANTITY ORDERED | PURCH UNIT | SPO CODE | ITEM NUMBER | ITEM DESCRIPTION | PACKING DESCRIPTION | CASE PACK | SELL UNITS ORDERED | OFF INVOICE ALLOWANCE | OTHER ALLOWANCES | UNIT COST | EXTENDED COST | S/B | WHS LOCATION |
| 40 | CS | 79944 58475 | 584755 | ARABICA THERMAL MUG JADE | 32/16 Z | 1 | 40 | | | 66 40 | 2656 00 | | 31-321602 |
| | | | | ***** ##ORDER SENT VIA FAX## pls confirm po asap | | | | | | | | | |
| 40 | | | | | | | 40 | 00 | 00 | | 2656 00 | | |

INSTRUCTIONS SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER

NOTICE: SUBSTITUTIONS EITHER IN PACKING OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBSTITUTED WITHOUT PRIOR AUTHORITY TO REFUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 30 DAYS FROM DATE OF ORDER AND TO DEDUCT FROM PAYMENT.

Jucoin To Cindy Niemeyer
J057292426

Date 02/24/2003 Time 7:36:08 PM
From Core-Mark International Inc

Date 02/24/03 01:19 PM Page 2 of 2
Page 3 of 3

CM 161101A 10/4/04
ARABICA
town pants

YELLOWYELLOW FREIGHT SYSTEM INC
(YFSY)

FED ID #44-0594708

1
ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

03/19/03
07.08 079

AIR/CDR

103 T

MVD 12/03/01

453-8277 APPT REQ

0114607

I/D

TACK

CHK

PCS

DATE

CITY

TAX

IDR

PCS

DATE

DELIVERED BY

FCB

DATE

1

3-21-03

FREIGHT INVOICE NUMBER
518-281071

1

BKI DATE 03/13/03

DEST/ORIG VCR/DUG

CHECK
ENGIN

CORE MARK DISTRIBUTORS

7800 RIVERFRONT GATE

BURNABY BC V5J 5L3

*** CONSIGNEE PH# 4604-430-2181

WHIRLEY INDUSTRIES

618 4TH AVE

WARRIN PA 16365

QUESTION? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT

1-800-610-6500

YOU MAY REQUEST PICKUPS, TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.yellowfreight.com

SPECIAL INSTRUCTIONS

LMTA 3-20

PO# 20-1226731

SHIPPER# NS

EX DU BOIS PA 15801

OK FR. 3-21 9:30-11:30

PIECES

PKG

DESCRIPTION

CLASS

WEIGHT LBS

RATE

EXTENSION

1

PL 39 CINS CUPS W/HANDLES BOWLS

DISHES OR PLATES CL77.5

AS

451

500

FUEL SURCHARGE

CUSTOMS PROCESSING FEE-DC,NT,YT-PPD

//DO NOT REMOVE STRETCHWRAP

SINGLE SHIPMENT

NO GST / INTL MOVE. GST #R105762553

CLEARED

CANADA CUSTOMS

#006 -

CANADIAN DOLLARS

TTL PCS

1

RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY

COMPANY NAME

COD

AMT.

TTL WEIGHT LBS

451

PPD/COLL

PPD

TTL FREIGHT CHARGES



OFFICE COPY

P O BOX 988 WARREN PA 16365

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|---------------------|--------------------|----------|---------------|-------------------|--------------------|--------------|-------------|------|
| 322604 | 35-2200350 | 67 | 266247 | | 270405 | FEB 25 03 | 737402 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| ABF FREIGHT 2/24/03 | | FACTORY | | PREPAY DO NOT ADD | | NET 30 DAYS | | |

SOLD TO FLEMING CONVENIENCE CORONA

SHIPPED TO FLEMING CONVENIENCE / CORONA

ACCOUNTS PAYABLE

PO #35-2200350

353 MEYER CIRCLE

353 MEYER CIRCLE

CORONA CA 92879

CORONA, CA 92879

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|-----------|-------------|-----------------|------------|-----------|
| 27 | | SP-20H02A | AM/PM 2002 | 16 | 22 4000 | 604 80 |
| 28 | | MM-64F02A | BAD BOY | 12 | 31 9200 | 893 76 |



232402

DUE DATE MAR 27 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡ \$1,498.56

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

JIM QUINLAN 800-825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED A
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE

ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

322604



CORE-MARK INTERNATIONAL, INC.

PURCHASE ORDER

| REGISTER # | | SHIP TO | | VENDOR | | ORDER DATE | | 800-825-6847 | | PAGE 1 OF 1 | |
|------------------|------------|--------------|-------------|---|---------------------|--------------------|----------------|-----------------------|-----------|--|-----------|
| CORONA | | 035 | | WHIRLEY INDUSTRIES INC | | ARRIVAL DATE | | 2003-02-04 | | PURCHASE ORDER # | |
| 353 MEYER CIRCLE | | | | 618 4TH AVE | | 2003-03-04 Tuesday | | 916-608-8014 | | 35-2200350 | |
| CORONA | | | | WARREN | | PAYMENT TERMS | | | | DU ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES | |
| CA 92879 | | | | PA 161650000 | | DISCOUNT PERCENT | | 30 Days | | STANDING ORDER # | |
| USA | | | | SHARON FRYE | | PO# | | | | WEIGHT | |
| CS RCVD | | PURCHASED BY | | VENDOR # | | BUY # | | BUYER # | | CU VOL | |
| | | | | 88750 | | 00 | | 357 | | 55 | |
| QUANTITY ORDERED | PURCH UNIT | UPC CODE | ITEM NUMBER | ITEM DESCRIPTION | PACKING DESCRIPTION | CASE PAGE | SHEETS ORDERED | OFF INVOICE ALLOWANCE | UNIT COST | EXTENDED COST | DATE |
| 27 | CS | 79944 20678 | 206789 | AM/PM COFFEE MUG 20Z | 16 CT | 1 | 27 | | 22 40 | 604 80 | 30-147702 |
| 28 | CS | 45114 02125 | 279976 | AM/PM THERMO MUG 64Z BAD | 80Y | 1 | 28 | | 31 92 | 893 76 | 30-153401 |
| | | | | ***** | | | | | | | |
| | | | | #ORDER SENT VIA FAX## | | | | | | | |
| | | | | PLEASE CALL 72 HOURS BEFORE DUE DATE, | | | | | | | |
| | | | | TO SET DELIVERY SCHEDULE, P O SHOULD | | | | | | | |
| | | | | DELIVER AND OR BE RECEIVED BY DUE DATE | | | | | | | |
| | | | | ***\$300 PENALTY FOR LATE DELIVERIES*** | | | | | | | |
| 55 | | | | | | | 55 | 00 | 00 | 1498 56 | |

SP-20402A
107304

MM-64F02A
102125

received
2/4/03
Rep #67
RE-ORDER

Ship
2/24

RECEIVED
2/24/03

(Signature)

INSTRUCTIONS: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER. NOTICE: QUESTIONS ENTER IN PACKING OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBMITTED WITHOUT PRIOR AUTHORITY TO REFUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 60 DAYS FROM DATE OF ORDER, AND TO DEDUCT FROM PAYMENT ANY FORTUNE OF LOST, UNLESS IT THROUGH PROBLEMS ON THE PART OF THE SELLER.

#266247



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| | | | | | |
|--|--|---|--|--|--|
|  ABF FREIGHT SYSTEM, INC. (ABFS) DELIVERY RECEIPT <small>www.abf.com</small> | |  | | 02/28/03 14:03 02051/940 | |
| TERMINAL 909-355 7903 CRN: SEE BELOW | | FRT SAE | | 002239-0000 FLEHING (CONVENIFNCE /COPONA) | |
| WHIRLEY INDUSTRIES INC 618 4TH AVE WARREN PA 16365-1929 | | 055212-020A 353 MEYER CIRCLE CORONA CA 92829 | | 02051/940 | |
| 55 C'NS PLASTIC ARTICLES NOI; DENSITY OF 4-6 PLI CI 170 ITEM 156400-04P COMMODITY CLARIFIED FOR FATING FOR MORE P U & INFORMATION PLEASE SEE CPN FIELD ***** NOT ***** PLEASE DELIVER BY 03/04/2003 ***** NOT ***** CONS 1 AONE: 909-736-1391 CALL 72 HOURS IN ADVANCE / SINGLE SHIPMENT | | CRR ARR CAL72 SS | | 42463 ABF 504 12363 92879 | |
| 03/14 | | 03/14 | | X BY CUSLEARS SIGNATURE | |

[Printer Friendly Version]

E-Mail this Document

If this image is unreadable, please report the problem with the image quality



OFFICE COPY

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

P.O. BOX 988 WARREN PA 16365

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|-----------------------|--------------------|----------|---------------|-------------------|--------------------|--------------|-------------|------|
| 322604 | 35-22057570 | 65 | 267544 | | 270671 | MAR 04 03 | 232726 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| FED EX GROUND 3/03/03 | | FACTORY | | PREPAY DO NOT ADD | | NET 30 DAYS | | |

SOLD TO FLEMING CONVENIENCE - CORONA
353 MEYER CIRCLE
CORONA, CA 92879

SHIPPED TO FLEMING CONVENIENCE - CORONA
PO #35-22057570
353 MEYER CIRCLE
CORONA, CA 92879

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|----------|---------------------|-----------------|------------|-----------|
| 5 | | SP-2001B | ALBERTSON'S EXPRESS | 32 | 40 0000 | 200 00 |



DUE DATE APR 03 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P.O. BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡

\$200 00

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

ROBYN R. BALSLEY 800/955-1959

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED A
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

(8)

2675

Fleming**FLEMING CONVENIENCE****PURCHASE ORDER**

| | | | | | | | | | | | | | | | |
|--|------|------------------|-------|------------------------|---------------------------------|---------------------|------|--------------|-----|------------------|-------|------------|-----|---|--|
| REGISTER # | | 035 | | VENDOR | | ORDER DATE | | 2003-02-27 | | 800-825-6847 | | PAGE | | 1 of 1 | |
| CORONA | | 353 MEYER CIRCLE | | WHIRLEY INDUSTRIES INC | | 2003-02-27 Thursday | | 916-608-8014 | | PURCHASE ORDER # | | 35-2207570 | | | |
| CORONA | | CA 92879 | | 518 4TH AVE | | PAYMENT TERMS | | 30 Days | | DISCOUNT BRACKET | | | | THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES, BILLS OF LADING, SHIPMENT CONTAINERS AND PACKING SLIP. | |
| USA | | WARREN | | PA 163650000 | | DISCOUNT BRACKET | | 30 Days | | STANDARD ORDER # | | | | | |
| CS 850 | | PURCHASED BY | | VENDOR # | | SUB # | | BUYER # | | POB | | WEIGHT | | CS VOL | |
| | | | | 88750 | | 00 | | 357 | | | | 62 | | 5 | |
| QUANTITY | UNIT | ITEM | ITEM | ITEM DESCRIPTION | | PACKING | DATE | SELL | NEW | OTHER | UNIT | EXTENDED | AMT | TOTAL | |
| 5 | CS | 79944 | 31713 | 31713 | ALBERTSONS 20Z PAPER INST TMBLR | 32 CT | 1 | 5 | | | 40 00 | 200 00 | | 22-083404 | |
| <p>*****</p> <p>#ORDER SENT VIA FAX#</p> <p>PLEASE CALL 72 HOURS BEFORE DUE DATE,</p> <p>TO SET DELIVERY SCHEDULE, P O SHOULD</p> <p>DELIVER AND OR BE RECEIVED BY DUE DATE</p> <p>***\$300 PENALTY FOR LATE DELIVERIES***</p> | | | | | | | | | | | | | | | |
| 5 | | | | | | | | 5 | 00 | 00 | | 200 00 | | | |

Order Confirmed
Sharon
Rosen

Customer # 322404
E4 520737
SP 2001B

106100
40 ucs
Enc 1/2

.P166088014

From Core-Mark International, Inc

Date: 02/27/03 04:04PM Page 2 of 2

INSTRUCTIONS: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER

NOTICE: SUBSTITUTIONS EITHER IN PACKAGES OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM BRUNN DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBSTITUTED WITHOUT PRIOR AUTHORITY TO RESELL AND/OR ALL MERCHANDISE SHIPPED LATER THAN 30 DAYS FROM DATE OF ORDER AND TO DEDUCT FROM PAYMENT ANY INCREASE IN PRICE. INVOICES MUST BE RECEIVED FOR THE DATE OF THE ORDER.



FedEx Ground
P O Box 108
Pittsburgh, PA 15230-0108

4/1/2003

Kitty Cerra
Whirley Industries, Inc
618 Fourth Ave
Warren, PA 16365
US

Dear Customer

Here is the proof of delivery letter for the shipment with package tracking number **040040730005454** Our records reflect the following information

Shipping Information

| | |
|-----------------------|-----------------|
| Tracking ID | 040040730005454 |
| Invoice Number | |
| Purchase Order Number | 267544 |
| Cust Reference Number | |
| Delivered To | - |
| | 353 MEYE CIRCLE |
| | 91719 |

Delivery Information

| | |
|---------------------------|--------------------------|
| Delivery Status | Delivered |
| Delivery Location | CORONA |
| Signed for or Released By | LBEN |
| Delivery Stop Number | 006 |
| Ship Date | 03/03/2003 |
| E-PDI Date | 03/03/2003 |
| Est Delivery Date | Delivered |
| Delivery Date | 03/07/2003 08 35 41 AM |
| Service Level | Ground-Domestic |
| Total Weight | 13 0 Pounds Gross Weight |

Ben L. Evarios

Delv = 12 Non Delv = 0



OFFICE COPY

P O BOX 988 WARREN PA 16365

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|----------------------|--------------------|----------|---------------|--------------------|--------------------|--------------|-------------|------|
| 321551 | 23-0732580 | 67 | 266639 | | 270119 | FEB 18 03 | 232163 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| YELLOW FRGHT 2/17/03 | | FACTORY | | PREPAY, DO NOT ADD | | NET 30 DAYS | | |

SOLD TO FLEMING CONVENIENCE - BAKERSFIELD

SHIPPED TO FLEMING CONVENIENCE/BAKERSFIELD

ACCOUNTS PAYABLE

PO #23-0732580

200 CORE-MARK CT

200 COREMARK CT

PO BOX 70458

BAKERSFIELD, CA 93307

BAKERSFIELD, CA 93307

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|-----------|-------------|-----------------|------------|-----------|
| 37 | | SP-20H02A | AM/PM 2002 | 16 | 22.4000 | 828.80 |
| 12 | | MM-64F02A | BAD BOY | 12 | 31.9200 | 383.04 |
| 20 | | CM-20H03D | ARCADIA BAY | 32 | 44.8000 | 896.00 |



232163

DUE DATE MAR 20 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡ \$2,107.84

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

JIM QUINLAN 800-825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

321551

Fleming

FLEMING CONVENIENCE

PURCHASE ORDER

| SHIP TO | | | | VENDOR | | | | ORDER DATE | | 800-825-6847 | | PAGE 1 OF 1 | |
|--|------------|-------------|-------------|--|---------------------|-----------|-------------------|--------------------------|------------------|----------------------|---------------|--|---------------|
| BAKERSFIELD 200 CORE MARK COURT BAKERSFIELD CA 91307 USA | | | | 023 WHIRLEY INDUSTRIES P O BOX 642576 PITTSBURGH PA 15264 SHARON TPEY | | | | 2003-02-11 | | 2003-02-26 Wednesday | | PURCHASE ORDER # 23-0732580 | |
| PURCHASED BY | | | | VENDOR # 88750 | | | | DISCOUNT BRACKET 30 Days | | ARRIVAL DATE | | THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES, BILLS OF LADING, SHIPPING CONTAINERS AND PACKING SLIPS. | |
| CS RCVD | | | | BUYER # 231 | | | | FOR | | WEIGHT 661 | | CU VOL 69 | |
| QUANTITY ORDERED | PURCH UNIT | ITEM CODE | ITEM NUMBER | ITEM DESCRIPTION | PACKING DESCRIPTION | CASE FACT | SEA UNIT QUANTITY | OFF INVOICES ALLOWANCE | OTHER ALLOWANCES | UNIT COST | EXTENDED COST | SKU | WHSE LOCATION |
| 37 | CS | 79944 20678 | 206789 | AM/PM COFFEE MUG 20Z | 16 CT | 1 | 37 | | | 22 40✓ | 828 80 | | 21-226359 |
| 12 | CS | 45114 02125 | 279976 | AM/PM THERMO MUG 64Z BAD | BOY | 1 | 12 | | | 31 92✓ | 383 04 | | 21-221695 |
| 20 | CS | 79944 31236 | 312363 | ARCADIA BAY TRAVEL MUG 20Z | 12 CT | 1 | 20 | | | 44 80✓ | 896 00 | | 21-223891 |
| | | | | ***** ##ORDER SENT VIA FAX## | | | | | | | | | |
| 69 | | | | | | | 69 | 00 | .00 | | 2107 84 | | |

SP-20H02A
107304

MM-64F02A
102125

CM-20H03D
103363

Ship 2/18

received
2/12/03
Stock RE-ORDER
Rep #67

RECEIVED
FEB 12 2003

6

INSTRUCTIONS: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER.

NOTICE: SUBSTITUTIONS EITHER IN PACKING OR PRICE, WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM SOURCE DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE FURNISHED WITHOUT PRIOR AUTHORITY TO REFUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 30 DAYS FROM DATE OF ORDER, AND TO DEDUCT FROM PAYMENT AN AMOUNT OF 10% THEREOF THROUGH DEBIT OR PAYEE ON THE 15th OF THE MONTH.

#266639

YELLOWYELLOW TRANSPORTATION
(VF5Y)
FED ID #44-05047061
ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

02/23/03
10:50 05H

AUTOCODE

LAWSON
150pm

1-3

FREIGHT BILL NUMBER
126-691859
BILL DATE 02/17/03
DEST/ORG BKR/FRI

8

CHECK
DIGIT

SITEMING CONVENIENCE

S. JO CORSMARK CT

WAKERSFIELD CA 93307

FAX CONSIGNEE PH# 44661-366-2673

WHIPPLY INDUSTRIES

618 4TH AVE

WARREN PA 16365

FAX SHIPPERS PH# 44800-825-5575

PO# 23-0732580

SHIPPER# 270119

ACES 1 PKG

DESCRIPTION

2 PALLET(S) CUPS W/HANDLES BOWLS
DISHES OR PLATES (FAK 77.5) IF
156770
//PU PALLET WEIGHT
PALLET WEIGHT ALLOWANCE
FUEL SURCHARGE

NOTIFICATION- PFD

*PALLET NBR = 2. WGT - 100x

***** DELIVERY NOTIFICATION *****

461-366-2673 .CALL 24HRS PRIOR

QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT

1-800-610-6500

YOU MAY REQUEST PICKUPS TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.myyellow.com

SPECIAL INSTRUCTIONS

Delivered 2/25/03 @ 11 AM

111503

CITY TRAIL 2 2/24
DOCK LOC
DATE
DATEDELIVERED BY
DATE 2/25TTL PCS RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY COMPANY NAME
COD AMT
TTL WEIGHT 65
PFD/COL
TTL FREIGHT CHARGES



P O BOX 988 WARREN, PA 16365

OFFICE COPY

PHONE (800) 825-557

PHONE (814) 723-760

FAX (814) 723-324

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|--------------------|--------------------|----------|---------------|---------------|--------------------|--------------|-------------|------|
| 321578 | 21-1687330 | 67 | 268101 | | 271596 | MAR 24 03 | 233603 | |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |

YELLOW FRGHT 3/21/03 FACTORY PREPAY, DO NOT ADD NET 30 DAYS

SOLD TO FLEMING CONVENIENCE - LOS ANGELES SHIPPED TO FLEMING CONVENIENCE/LOS ANGELES

ACCOUNTS PAYABLE

2311 E 48TH STREET

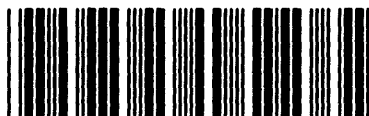
LOS ANGELES, CA 90058

PO #21-1687330

2311 EAST 48TH ST

LOS ANGELES, CA 90058

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|-----------|-------------|-----------------|------------|-----------|
| 40 | | SP-20H02A | AM/PM 2002 | 16 | 22.4000 | 896.00 |



233603

DUE DATE APR 23 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡ \$896.00

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

JIM QUINLAN 800-825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

#321000
 949 770 8106 P 03/05
 WHIRLEY INDUSTRIES
 , 53

Fleming

FLEMING CONVENIENCE

PURCHASE ORDER

| | | | | | | | | | | | |
|-----------------------|-----------|-------------|-------------|---|--|---------------------|-------|-------------------|----------------|---|------------|
| REGISTER # | | SHIP TO | | VENDOR | | ORDER DATE | | 800-825-6847 | | PAGE 1 of 1 | |
| LOS ANGELES | | 021 | | WHIRLEY INDUSTRIES | | ARRIVAL DATE | | 2003-04-07 Monday | | PURCHASE ORDER # 21-1687330 | |
| 2311 EAST 48TH STREET | | | | P O BOX 642576 | | PAYMENT TERMS | | 916-608-8014 | | SEE ABOVE PURCHASE ORDER NUMBER HAVE APPLICABLE ON ALL MEDICAL, HELP ON LABELS, SHIPMENT CONTAINER AND PAYMENT DUE. | |
| LOS ANGELES | | | | PITTSBURGH PA 152642576 | | DISCOUNT PERCENT | | 30 Days | | FRANCHISE OFFER # | |
| CA 90058 | | | | ORDER DESK | | JOB | | | | WYGBI 250 | |
| USA | | | | VENDOR # 88750 | | JOB # 00 | | 217 | | CASH 40 | |
| QUANTITY | PURCHASER | SKU CODE | ITEM NUMBER | ITEM DESCRIPTION | | PACKING DESCRIPTION | GRADE | UNIT PRICE | UNIT ALLOWANCE | OTHER ALLOWANCE | UNIT TOTAL |
| 40 | CS | 79944 20670 | 206789 | AM/PM COFFEE MUG 20Z | | 16 CT | 1 | 40 | | | 22 40 |
| | | | | ***** ORDER SENT VIA FAX# FAX CONFIRMATION TO JOSE CASPER (323) 582-8932 | | | | | | | 896.00 |
| 40 | | | | | | | | 40 | 00 | 00 | 896.00 |

SP-20402A
 107304

#268101

Ship 3/21

NOTICE: PRICE IS NOT BE ADJUSTED BY THE ABOVE INFORMATION CENTER

NOTICE: SUBSTITUTIONS OF PRICE WILL NOT BE ADJUSTED BY THE ABOVE INFORMATION CENTER. IF ORDER IS CANCELLED, THE ORDER WILL BE CANCELLED. IF ORDER IS CANCELLED, THE ORDER WILL BE CANCELLED. IF ORDER IS CANCELLED, THE ORDER WILL BE CANCELLED.

To: FAX 15166088014

From: Core Mark International, Inc

Date: 03/10/03 07 54AM Page 2 of 2

3

YELLOWYELLOW TRANSPORTATION
(YFSY)
FED LD 844-05947061
ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

03/27/03

01:34

086

AUTOCODE

302 N 03

(S)-SHAG-ONLYGUSTAV

CFA323-583-6531X137

| | | |
|-----------------------------------|--|---------------|
| FREIGHT BILL NUMBER 126-692131 | | 0 |
| BILL DATE 03/21/03 | | CHECK UNIT |
| DEST/ORG STC/ERI | | |



841756

310002

FLEHING CONVENIENCE
2311 F 40TH ST
LOS ANGELES CA 90058
*** CONSIGNEE PH# **323-583-6531

QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT

1-800-610-6500

YOU MAY REQUEST PICKUPS, TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.myyellow.comWHIRLEY INDUSTRIES
618 4TH AVE
WARREN PA 16365
*** SHIPPERS PH# ***800-825-5575

SPECIAL INSTRUCTIONS

3/31/03

1030

Gustav

0038164

DATE

3/27

CITY TRAIL#

121935

DOCK LOG

LDR

F67

DATE

3/31

DELIVERED BY

40 3/31/03

PO# 21-1687930

SHIPPER# 271594

| PIECES | PKG | DESCRIPTION | CLASS | WEIGHT LBS | RATE | EXTENSION |
|--------|-----|-------------|-------|------------|------|-----------|
|--------|-----|-------------|-------|------------|------|-----------|

| | | | | | | |
|----|--|---|--|--|--|--|
| 40 | | CARTON(S) CUPS W/HANDLES BOWLS DISHERS OR PLATES (FAK 77.5) IT 156/70 FUEL SURCHARGE | | | | |
|----|--|---|--|--|--|--|

TENDERED

268

NOTIFICATION-PPD

***** DELIVERY NOTIFICATION *****
323-583-6531X137 ,

| | | | | | | |
|---------|---|--------------|------------|----------------|----------|---------------------|
| TTL PKG | RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY | COMPANY NAME | C.O.D. AMT | TTL WEIGHT LBS | PPD/COLL | TTL FREIGHT CHARGES |
| 0 | X | COPE-MARK | | 268 | PPD | |



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PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

P O BOX 988 WARREN PA 16365

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|----------------------|--------------------|----------|---------------|-------------------|--------------------|--------------|-------------|------|
| 817060 | | 52 | 267172 | | 270535 | FEB 28 03 | 232593 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| YELLOW FRGHT 2/27/03 | | FACTORY | | PREPAY DO NOT ADD | | NET 30 DAYS | | |

OLD TO FLEMING CONVENIENCE - MARSHFIELD
1700 S LAEMLE AVE
PO BOX 490
MARSHFIELD, WI 54449-0409

SHIPPED TO FLEMING CHICAGO DIV HUB CITY FO
PO#50-0057560
1700 S LAEMLE AVE
MARSHFIELD, WI 54449

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|--------------------------|-------------------|-----------------|------------|-----------|
| 2532 | | MM-64PF01A | 64OZ SUPER PANTRY | EA | 3.0900 | 7,823.88 |
| | | ART 101931 | 64OZ SUPER PANTRY | | | |
| | | | INK COLORS 3 L | | | |
| | | MUG WHITE | HANDLE DK BLUE | | | |
| | | FOAM SLEEVE | BASE DK BLUE | | | |
| | | CORRUGATED STRAW NATURAL | CAP WHITE | | | |
| | | LID DK BLUE | SHRINK FILM | | | |
| | | 12 | SHIPPER | | | |



232593

DUE DATE: MAR 30 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡ \$7,823.88

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

DOUG ATKINS 800/546-2989

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED A
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

FLEMING CONVENIENCE

PURCHASE ORDER

REGISTER #

| SHIP TO | | VENDOR | | ORDER DATE | | 800-546-2989 | | PAGE 1 OF 1 | | | | | |
|---|------------|--|-------------|--|---------------------|--------------|-------------------|-----------------------------|------------------|-----------|---------------|-----|----------------|
| MAPSHFIELD 1700 LAEMLE AVE MARSHFIELD WI 544490490 USA | | 050 WHIRLEY INDUSTPIES INC P O BOX 642576 PITTSBURGH PA 15264 DOUG ATKINS | | ARRIVAL DATE 2003-04-03 Thursday | | 109-829-8464 | | PURCHASE ORDER # 50-0057560 | | | | | |
| CS RCVD | | PURCHASED BY | | VENDOR # | | SUB # | | BUYER # | | | | | |
| | | | | 88750 | | 00 | | 507 | | | | | |
| DISCOUNT BRACKET | | 30 Days | | PO# | | | | WEIGHT 2591 CU VOL 209 | | | | | |
| WE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES, BILL OF LADING SHIPPING CONTAINERS AND PACKING SLIPS. | | STANDING ORDER # | | | | | | | | | | | |
| QUANTITY ORDERED | PURCH UNIT | WPC CODE | ITEM NUMBER | ITEM DESCRIPTION | PACKING DESCRIPTION | CASE PACK | SELL ENTER ORDER# | OFF INVOICE ALLOWANCE | OTHER ALLOWANCES | UNIT COST | EXTENDED COST | ALT | STOCK LOCATION |
| 209 | CS | F | 348862 | TRISTAR INSULATED FOAM MUG 64 Z 12/64 Z | | 1 | 209 | | | 37 08 | 7749 72 | | 20-183101 |
| | | | | ***** #ORDER SENT VIA FAX## | | | | | | | | | |
| 209 | | | | | | | 209 | 00 | 00 | | 7749 72 | | |

FAXED
FEB 9 0 2003
BY

WIFE AND ALL OF LIVING TO THE ABOVE DESCRIBED IN CENTER

NOTICE: SUBSTITUTIONS EITHER IN PACKAGING OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBSTITUTED WITHOUT PRIOR AUTHORITY TO RESUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 30 DAYS FROM DATE OF ORDER, AND TO DEDUCT FROM PAYMENT ANY EXCESS OF OR UNRECOVERED DEFERRED CREDIT ON THE PART OF THE BUYER.

YELLOWYELLOW TRANSPORTATION
(YTS)
FED ID #44-25847061
ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

03/02/03
08:35 063AUTOCODE
102 1 03

| | |
|-----------------------------------|-------------------------------------|
| FREIGHT BILL NUMBER 126-691934 | |
| BILL DATE 02/27/03 | <input checked="" type="checkbox"/> |
| OFST/ORIG SMI/ERI | CHECK DIGIT |



CONSIGNEE
MARSHFIELD
1700 S LAEMLE AVE
MARSHFIELD WI 54449
*** CONSIGNEE PH# **815-372-4141

SHIPPER
WHIRLWY INDUSTRIES
1618 4TH AVE
WARREN PA 16365
*** SHIPPERS PH# ***800-825-5575
PO# N/A 50-005-7500

QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT
1-800-610-6500

YOU MAY REQUEST PICKUPS, TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.myyellow.com

SPECIAL INSTRUCTIONS

| | | |
|----------------------|----------|------|
| I/B TRUCK 0115238 | | |
| CHRG | PCS | DATE |
| 41816 | 17 | 3-4 |
| CITY/TOL | DOCK LOG | |
| LDR | PCS | DATE |
| DFL | DATE | |
| PCS | DATE | |
| 671 | 3-6-03 | |

| PIECES | PKG | DESCRIPTION |
|--------|-----|---|
| 211 | | CARTON(S) CUPS W/HANDLES BOWLS DISHS OR PLATES (FAK 77.5) IT 156770 FUEL SURCHARGE |

NOTIFICATION-PPD
***** DELIVERY NOTIFICATION *****
815-372-4141

17 PCS
SORT & SEGREGATE

2942

40 cases
short

| | | | | | | |
|----------------|--|--------------|--------------------|------------------------|-----------------|---------------------|
| TTL PCS 211 | RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY <i>X Carl J. Bunt</i> | COMPANY NAME | COB AMT 2942 | TTL WEIGHT LBS 2942 | PPD/COLL PPD | TTL FREIGHT CHARGES |
|----------------|--|--------------|--------------------|------------------------|-----------------|---------------------|

YELLOW TRANSPORTATION
(VPSY)

FED LD 844-0934706

ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

03/03/03
06:23AJTCCODE
102 T 03FREIGHT BILL NUMBER
126-691934-A

BILL DATE 02/28/03

DEST/ORD SWI/ERI

X

CHECK
DEBIT

FLEMYNG MARSHFIELD

1700 S LAEMLE AVE

MARSHFIELD WI 54449

*** CONSIGNEE PHN **815-372-4141

SWIRLEY INDUSTRIES

1618 4TH AVE

WARREN PA 16365

*** SHIPPERS PHN ***800-825-5575

PO# N/A

SHIPPER# 270535

PIECES PKG 1

105

CARTON(S) CUPS W/HANDLES BOWLS
DISHS OR PLATES (FAK 77.5) IT
156770

***** DELIVERY NOTIFICATION *****

SWI

DESCRIPTION

115238 ARV 03/02/03 03:41A CS

CLASS

WEIGHT LBS

RATE

EXTENSION

QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT

1-800-610-6500

YOU MAY REQUEST PICKUPS, TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.myyellow.com

SPECIAL INSTRUCTIONS

T/B TRAIL# S- 0042212

CHKR

PCS

DATE

CITY TRAIL#

DOCK LOC

LDP

PCS

DATE

DELIVERED BY

PCS

DATE

Delv on orig Pro;
1472

TTL PCS

105

RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY

X

COMPANY NAME

CDD
AMT* PAYABLE BY CASH ON DELIVERY *
CHECK LATEST DATES AND AMT

TTL WEIGHT LBS

1472

PMD/COLL

D/H

TTL FREIGHT CHARGES



P O BOX 988 WARREN, PA 16365

OFFICE COPY

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|----------|--------------------|----------|---------------|----------|--------------------|--------------|-------------|------|
| 1320820 | 31785 | 78 | 267049 | | 270274 | FEB 21 03 | 232339 | 1 |

| SHIPPED VIA & DATE | F.O.B. | FREIGHT TERMS | TERMS |
|--------------------|--------|---------------|-------|
|--------------------|--------|---------------|-------|

| | | | |
|----------------------|---------|--------------------|-------------|
| ED LX GROUND 2/20/03 | FACTORY | PREPAY, DO NOT ADD | NET 30 DAYS |
|----------------------|---------|--------------------|-------------|

OLD TO FLEMING CONVENIENCE - PLYMOUTH SHIPPED TO FLEMING CSD PLYMOUTH DIVISION

ATTN JOHN HELLING

PO#31785

1035 NATHAN LANE NORTH

1035 NATHAN LANE NORTH

PLYMOUTH, MN 55441

PLYMOUTH, MN 55441

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|------------|------------------------|-----------------|------------|-----------|
| 5 | | CAP-20F05A | COFFEE STREET CAPTAINS | 24 | 28 8100 | 144 05 |
| 6 | | MM-64F02A | FOUNTAIN AVE 64 | 12 | 28 9300 | 173.58 |



DUPLICATE DATE MAR 23 03

MAIL PAYMENT TO

WHIRLEY INDUSTRIES, INC

P O BOX 642576

PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡

\$317 63

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

FRED CHLOPECKI 800/452-6055

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE

ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION

NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

Fleming™ CSD Plymouth Division
35 NATHAN LANE NO • PLYMOUTH, MINNESOTA 55441
TELEPHONE 763/545-3700 • 800/742-5655
FAX 763/545-0817

PO DATE

2/18/2003

No 31785

THIS ORDER NUMBER MUST
APPEAR ON ALL INVOICES, BL
AND FREIGHT BILLS

PICK UP DATE: 0/00/0000

WHIRLEY INDUSTRIES INC 80770

PO BOX 988

WARREN, PA

14365

**MUST FAX BACK A
CONFIRMATION OF THIS
ORDER TO 763-545-0817**

ALL DELIVERIES REQUIRE
AN APPOINTMENT. CALL
763-545-3700 x336

VENDOR SPECIAL INSTRUCTIONS

TO ARRIVE BY

3/04/2003

ORDERED BY

JOHN HELLING

TERMS NET 30 DAYS

R/O-YES

FOB ORIGIN PRE-PAID

| QUANTITY ORDERED | | CASE/UNIT | OUR ITEM NUMBER | MANUFACTURER'S NUMBER | DESCRIPTION / ITEM INFORMATION | UNIT PRICE |
|--|---|-----------|-----------------|-----------------------|--------------------------------|------------|
| 1 | 6 | C | 903338 | MM-64F | SSA THERMO MUG FOUNT AVE 00012 | 64 OZ |
| 2 | 5 | C | 903332 | CAP20F | SSA WIDE BOTTOM COFF MUG 00024 | 20 OZ |
| | | | | | 11.0 CUBE | 30.80 WGT |
| | | | | | 179.6 TOTAL | \$317.6300 |
| <p>** TOTALS **</p> <p>BUYER INFORMATION: FAX TO BOUG 309-829-8464 (LIL DUKES)</p> <p>FAX TO FRED-814-726-7477 (SSA)</p> | | | | | | |
| DATE | | | | | | |
| DATE RECEIVED | | | | | | |
| RECEIVED BY | | | | | | |
| AUTHORIZED SIGNATURE | | | | | | |



FedEx Ground
P O Box 108
Pittsburgh PA 15230-0108

4/1/2003

Kitty Cerra
Whirley Industries, Inc
618 Fourth Ave
Warren PA 16365
US

Dear Customer

Here is the proof of delivery letter for the shipment with package tracking number **040040730001050** Our records reflect the following information

Shipping Information

| | |
|-----------------------|----------------------|
| Tracking ID | 040040730001050 |
| Invoice Number | |
| Purchase Order Number | 267049 |
| Cust Reference Number | |
| Delivered To | - |
| | 1035 NATHAN LN N |
| | MINNEAPOLIS MN 55441 |

Delivery Information

| | |
|---------------------------|---------------------------|
| Delivery Status | Delivered |
| Delivery Location | MINNEAPOLIS |
| Signed for or Released By | JMCNAMARA |
| Delivery Stop Number | 079 |
| Ship Date | 02/20/2003 |
| E-PDI Date | 02/20/2003 |
| Est Delivery Date | Delivered |
| Delivery Date | 02/24/2003 2 18 51 PM |
| Service Level | Ground-Domestic |
| Total Weight | 15 0 Pounds, Gross Weight |

Delv = 29 Non Delv = 0



P O BOX 988 WARREN PA 16365

OFFICE COPY

PHONE (800) 825-5575

PHONE (814) 723-7600

FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|---------------------|--------------------|----------|---------------|--------------------|--------------------|--------------|-------------|------|
| 322699 | 16-1513160 | 67 | 267124 | | 270540 | FEB 28 03 | 232591 | 1 |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| ELLOW FRGHT 2/27/03 | | FACTORY | | PREPAY, DO NOT ADD | | NET 30 DAYS | | |

OLD TO FLEMING CONVENIENCE - SACRAMENTO

SHIPPED TO FLEMING CONVENIENCE/SACRAMENTO

ACCOUNTS PAYABLE

PO #16-1513160

3970 PELL CIRCLE

3970 PELL CIRCLE

SACRAMENTO, CA 95838

SACRAMENTO, CA 95838

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|-----------|-------------|-----------------|------------|-----------|
| 50 | | MM-64F02A | BAD BOY | 12 | 31.9200 | 1,596.00 |
| 25 | | MM-32F06A | PATRIOTIC | 32 | 63.6800 | 1,592.00 |



232591

UE DATE MAR 30 03

MAIL PAYMENT TO

WHIRLEY INDUSTRIES, INC

P O BOX 642576

PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡

\$3,188.00

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

JIM QUINLAN 800-825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE

ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION

NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

#322699

REGISTER #

Fleming

FLEMING CONVENIENCE

PURCHASE ORDER

SACRAMENTO

3970 PELL CIRCLE

SACRAMENTO

CA 95838

USA

CS RCVD

PURCHASED BY

016

WHIRLEY INDUSTRIES INC
CHARLIE CONARROELDORADO HILLS CA 95762
CHARLIE CONARRO

VENDOR #

88750

SUB #

00

BUYER #
164

ORDER DATE 2003-02-18

800-825-6847

ARRIVAL DATE
2003-03-10 Monday

916-608-8014

PAYMENT TERM

DISCOUNT BRACKET

30 Days

POB

PURCHASE

ORDER # 15-1513160

PAGE 1 OF 1

THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES,
BILLS OF LADING, SHIPPING CONTAINERS AND PACKING SLIPS.
STAMPING
ORDER #

QUANTITY

UNIT

VPC CODE

ITEM NUMBER

ITEM DESCRIPTION

BOY

CASE

FACE

EIL UNIT

OBT INVOICE

ALLOWANCE

OTHER

ALLOWANCE

UNIT COST

EXTENDED COST

S/A

VMS

LOCATION

WEIGHT

CU VOL

CASES

1952

1596 00

3-572304

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50

CS

45114 02125

279976

AM/PM THERMO MUG 64Z RAD

BOY

CASE

FACE

EIL UNIT

OBT INVOICE

ALLOWANCE

OTHER

ALLOWANCE

UNIT COST

EXTENDED COST

S/A

VMS

LOCATION

WEIGHT

CU VOL

CASES

1952

1596 00

3-572304

100

25

CS

78721 99703

504686

MEL 44Z CARCUP TO 44C

BOY

CASE

FACE

EIL UNIT

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ALLOWANCE

UNIT COST

EXTENDED COST

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567214

USA MUG

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OBT INVOICE

ALLOWANCE

OTHER

ALLOWANCE



YELLOW TRANSPORTATION
(TF6V)
FED IC 44-3534/06

1
ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

02/28/03

15:07 065

AUTOODDE
600
CALL 84 927-0795
600/100

BK-64

| | | |
|-----------------------------------|----------------|---|
| FREIGHT BILL NUMBER 126-691939 | | 5 |
| BLI DATE 02/27/03 | CHECK DIGIT | |
| DEST/ORI SCH/ERI | | |



FLEMING CONVENIENCE--
2970 PELL CIRCLE 1520 National
SACRAMENTO CA 95838
*** CONSIGNEE PH# 916-927-0795

WHIRLEY INDUSTRIES
618 4TH AVE
WARREN PA 16365
*** SHIPPERS PH# 800-825-5575

16-1513160
270540
PKGS

QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT
1-800-610-6500

YOU MAY REQUEST PICKUPS TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.theyellow.com

SPECIAL INSTRUCTIONS
(75PCS ON 3sk)

| | | | |
|--------------|--------|----------|-----|
| TRAILER | | 0037107 | |
| CITY | PCS | DATE | |
| San Jose | 75 | 3/5 | |
| CITY TRAILER | 830781 | DOCK LOC | 135 |
| LOC | 36 | DATE | 3/6 |
| DELIVERED BY | Jew | | |
| PCS | 75 | DATE | 3/6 |

| PKGS | DESCRIPTION | CLASS | WEIGHT LBS | RATE | EXTENSION |
|-----------------------------------|--|-------|------------|------|-----------|
| 75 | CARTON(S) CUPS W/HANDLES BOWLS DISHES OR PLATES (FAK 77.5) IT 156770 FUEL SURCHARGE //RECEIVING HRS 6AM-2PM MON-THURS 6AM-1PM FRI CARRIERS WILL BE CHARGED \$300 FOR LATE DELIVERIES AN/OR MISSED APPTS | | | | 1320 |
| NOTIFICATION-PPD | | | | | |
| ***** DELIVERY NOTIFICATION ***** | | | | | |
| 916-927-0795X130 | | | | | |

| | | | | | | |
|---------|---|--------------|--------------|------------------|---------|---------------------|
| TTL PCS | RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY | COMPANY NAME | C.O.D AMT | TTL WEIGHT (LBS) | PPH/COI | TTL FREIGHT CHARGES |
| 75 | X <i>[Signature]</i> | 3-6-03 | | 1320 | PPD | |

Rich DeAnd (75cs)



P O BOX 988 WARREN PA 16365

OFFICE COPY

PHONE (800) 825-5574

PHONE (814) 723-7600

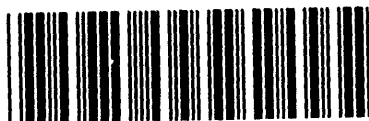
FAX (814) 723-3245

www.whirley.com

| CUSTOMER | CUSTOMER ORDER NO. | SALESMAN | OUR ORDER NO. | VENDOR # | BILL OF LADING NO. | INVOICE DATE | INVOICE NO. | PAGE |
|----------------------|--------------------|----------|---------------|--------------------|--------------------|--------------|-------------|------|
| 322699 | 16-1515300 | 60 | 267232 | | 270655 | MAR 04 03 | 232709 | |
| SHIPPED VIA & DATE | | F.O.B. | | FREIGHT TERMS | | TERMS | | |
| YELLOW FRGHT 3/03/03 | | FACTORY | | PREPAY, DO NOT ADD | | NET 30 DAYS | | |

SOLD TO FLEMING CONVENIENCE - SACRAMENTO SHIPPED TO FLEMING CONVENIENCE/SACRAMENTO
ACCOUNTS PAYABLE PO #16-1515300
3970 PELL CIRCLE 3970 PELL CIRCLE
SACRAMENTO, CA 95838 SACRAMENTO, CA 95838

| QUANTITY SHIPPED | QUANTITY BACK ORDERED | ITEM NO. | DESCRIPTION | UNIT OF MEASURE | UNIT PRICE | EXTENSION |
|------------------|-----------------------|------------|-------------|-----------------|------------|-----------|
| 50 | | SC-20HF02A | COFFEE II | 12 | 21.1200 | 1,056 00 |



232709

DUPLICATE DATE: APR 03 03

MAIL PAYMENT TO
WHIRLEY INDUSTRIES, INC
P O BOX 642576
PITTSBURGH, PA 15264-2576

AMOUNT DUE ➡ \$1,056 00

PLEASE CALL YOUR LOCAL WHIRLEY REPRESENTATIVE WITH
ANY QUESTIONS ABOUT YOUR ORDER OR INVOICE

CHARLIE CONARRO 800/825-6847

IMPORTANT MANY WHIRLEY PRODUCTS ARE MADE TO ORDER AND SLIGHT VARIATIONS ARE SHIPPED AND INVOICED AS
ACCEPTED INDUSTRY PRACTICE ALL ORDERS ARE CONSIDERED COMPLETE UNLESS BACK ORDER IS SHOWN ABOVE
ALL CLAIMS TO BE MADE ON RECEIPT OF GOODS NO MERCHANDISE TO BE RETURNED WITHOUT WRITTEN AUTHORIZATION
NO DEDUCTION OLDER THAN 24 MONTHS FROM INVOICE DATE MAY BE CLAIMED

#3226641

Fleming**FLEMING CONVENIENCE****PURCHASE ORDER**

| | | | | | | | | | | | |
|---|--|---|--|-------------------------------------|--|--------------|--|---------------------|--|-------------|--|
| REGISTER # | | VENDOR | | ORDER DATE | | 800-825-6847 | | PAGE | | 1 OF 1 | |
| SACRAMENTO 3970 PELL CIRCLE SACRAMENTO CA 95838 USA | | 016 WHIRLEY INDUSTRIES INC CHARLIE CONARRO ELDORADO HILLS CA 95762 CHARLIE CONARRO | | ARRIVAL DATE 2003-03-13 Thursday | | 916-608-8014 | | PURCHASE ORDER # | | 16-1515300 | |
| PURCHASED BY | | VENDOR # | | SUB # | | BUYER # | | DISCOUNT BRACKET | | DISCOUNT | |
| | | 88750 | | 00 | | 164 | | 10 Days | | | |
| QUANTITY ORDERED | | UNIT PRICE | | TOTAL AMOUNT | | OFF INVOICE | | OTHER | | UNIT COST | |
| 50 | | 12438 | | 491522 | | 20Z | | 1 | | 50 | |
| COFFEE TUMBLER W/HANDLE | | 12 CT | | | | | | | | 21 12 | |
| | | | | | | | | | | ST, 1056 00 | |
| | | | | | | | | | | 3-564002 | |
| | | | | | | | | | | 50 00 00 | |
| | | | | | | | | | | 1056 00 | |

SC-20HF02A
112438Ship
3/4received
2/21/03 s. f. j.

Rep #60

REORDER

STOCK COFFEE SC-20HF

RECEIVED
FEB 24 2003

4

ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER

NOTICE: SUBSTITUTIONS EITHER IN PACKING OR PRICE, WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO HOLD ANY OR ALL MERCHANDISE WITHHELD WITHOUT PRIOR AUTHORITY TO RETURN ANY OR ALL MERCHANDISE SHIPPED LATER THAN 60 DAYS FROM DATE OF ORDER, AND TO DEDUCT FROM PAYMENT BY CHECK OR CREDIT CARD. RETURNED MERCHANDISE WILL BE SHIPPED AT THE BUYER'S RISK.

267232

YELLOW

YELLOW TRANSPORTATION
(YFEY)
FED ID #44-0694708

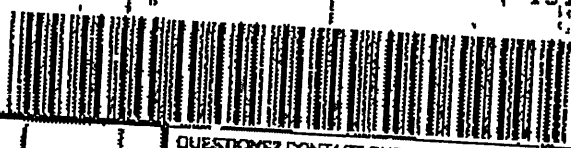
1
ORIGINAL
DELIVERY
RECEIPT

DO NOT WRITE OR STAMP ON BAR CODE

03/07/03
15:36

AUTOCODE
600
069 TUESDAY

FREIGHT BILL NUMBER
126-491950
BILL DATE 03/03/03
DEST/DAG SCH/ERT
CHECK
DAGT



APP 03/11 0900-
G-149
0110138

PLEASING CONVENIENCE
3976 PELL LIRELL
SACRAMENTO CA 95836
*** CONSIGNEE PHN ***916-927-0795
WHIRLEY INDUSTRIES
418 4TH AVE
WARREN PA 16365
*** SHIPPERS PHN ***800-825-5575
PO # 16-1515300
SHIPPER # 270655
PIECES PKG

QUESTIONS? CONTACT CUSTOMER SERVICE 24 HOURS A DAY AT
1-800-610-6500
YOU MAY REQUEST PICKUPS, TRACE SHIPMENTS OR LEARN MORE
ABOUT OUR OTHER SERVICES AT www.myyellow.com
SPECIAL INSTRUCTIONS

| | |
|--------------|-----------|
| DATE | 3-9-03 |
| CITY TRAIL | 93048110 |
| DOCK LOC | 364 |
| DATE | 3-9-03 |
| DELIVERED BY | Paul B... |
| DATE | 3/11 |

| PIECES | DESCRIPTION |
|--------|--|
| 50 | CARTON(S) CUPS W/HANDLES BOWLS DISHES OR PLATES (FAK 77.5) IT 136770 FUEL SURCHARGE NOTIFICATION PPD ***** DELIVERY NOTIFICATION ***** 916-927-0795X1301 |

| CLASS | WEIGHT LBS | RATE | EXTENSION |
|-------|------------|------|-----------|
| | 325 | | |

TTL PCS 50
RECEIVED IN GOOD CONDITION EXCEPT AS NOTED BY
X
Socs
3-11-03
COMPANY NAME
Rick De...

| | | | |
|---------|----------------|----------|---------------------|
| COD AMT | TTL WEIGHT LBS | PPD/COLL | TTL FREIGHT CHARGES |
| | 325 | PPD | |

FLEMING - MONIES IN BANKRUPTCY

| <u>Location</u> | <u>Invoice #</u> | <u>Invoice Date</u> | <u>Amount</u> |
|----------------------------|------------------|---------------------|---------------|
| Altoona, PA | 232324 | 2/21/03 | \$6,471 68 |
| Albuquerque, NM | 232356 | 2/24/03 | \$11,853 44 |
| Bakersfield, CA | 232163 | 2/18/03 | \$2,107 84 |
| | 232905 | 3/10/03 | \$7,875 72 |
| | 233600 | 3/24/03 | \$1,243 76 |
| Burnaby, British Canada | 233174 | 3/14/03 | \$1,722 24 |
| Corona, CA | 232402 | 2/25/03 | \$1,498 56 |
| | 232726 | 3/4/03 | \$200 00 |
| | 233163 | 3/14/03 | \$1,169 28 |
| Los Angeles, CA | 233603 | 3/24/03 | \$896 00 |
| Marshfield, WI | 232593 | 2/28/03 | \$7,823 88 |
| Plymouth, MN | 232339 | 2/21/03 | \$317 63 |
| Sacramento, CA | 232591 | 2/28/03 | \$3,188 00 |
| | 232709 | 3/4/03 | \$1,056 00 |
| TOTAL | | | \$47,424 03 |



618 Fourth Avenue • PO Box 988 • Warren PA 16365-0988
Tel 814 723 7600 • Wats 800 825 5575 • Fax 814 723 3245
E-mail info@whirley.com • Web Site www.whirley.com

September 4, 2003

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

Re Bankruptcy Case # 03-10945 (Fleming Companies, Inc)

Dear Sir

Enclosed is our claim for the above-mentioned case number
Supporting documentation has also been provided

Please return the claim form that is marked "Copy" as
acknowledgement A self-addressed stamped envelope is provided

If you should have any questions, please contact me at
814-723-7600, ext 1163

Thank you,

Judy Anderson
Credit Service Supervisor