

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

PROOF OF CLAIM



In re

Case Number

Bar Date Ref #

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

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

Name of Creditor and Address

0354653000000

Salem Technologies Inc
2580 Salem Point CT
Winston Salem NC 27103-6729

Creditor Telephone Number (336) 777-3652

CREDITOR TAX ID #

56-1663367

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

See Attached

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)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 1,619.10
(unsecured)

\$ _____
(secured)

\$ _____
(unsecured priority)

\$ 1,619.10
(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

8-26-2003

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).

Robert C. Grubbe / CFU

THIS CASE FOR COURT
FILED

SEP 08 2003

BMC

Filing Companies Claim



08519

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

S A L E M T E C H N O L O G I E S, I N C.

STATEMENT

STATEMENT NO. 13464 REFLECTS PAYMENTS RECEIVED THROUGH 08/20/2003

TO:

LAFAYETTE DIVISION/EXPENSE
ACCOUNTS PAYABLE DEPARTMENT
P O. BOX 268931
OKLAHOMA CITY, OK 73126-8931

C-NO. G1PT10074

INVOICE	DATED	CUSTOMER PO	ITEM	AMOUNT	AGE (DAYS)
23302	05/12/2003	5-9-03-DOUG	1	382.03	100
4446455	03/16/2003	031003-DOUG	*	615.90	157
4446496	04/24/2003	042203-DOUG	*	621.17	118

TOTAL..... \$\$\$\$1,619.10

SUMMARY·

TOTAL	0->30	31->60	>60
1,619.10	0 00	0 00	1,619.10

* INDICATES MULTIPLE ITEM INVOICE
REFERENCE THE INVOICE NO. OR THE STATEMENT NO. ON ALL CORRESPONDENCE

REMIT TO

SALEM TECHNOLOGIES, INC.
ACCOUNTS RECEIVABLE DEPARTMENT
2580 SALEM POINT COURT
WINSTON-SALEM, NC 27103

TEL 336-777-3652, FAX 336-777-3654

S A L E M T E C H N O L O G I E S I N C O R P O R A T E D
2580 SALEM POINT COURT
WINSTON-SALEM, NC 27103
TEL. (336) 777-3652 FAX. (336) 777-3654

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I N V O I C E N O : 23302

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(CUSTOMER NO. 10074)

DATE: May 12, 2003

LAFAYETTE DIVISION/EXPENSE
ACCOUNTS PAYABLE DEPARTMENT
FLEMING COMPANIES
P.O. BOX 268931
OKLAHOMA CITY, OK 73126-8931

SHIPPED TO:

PONCHARTRAIN FRESH FOODS
4020 PONCHARTRAIN DR.
SLIDELL, LA 70458
ATTN: JIMMY WALKER/DOUG WELTE

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PO NUMBER: 5-9-03-DOUG ITEM NO.: 1
PO DATE: May 09, 2003
DATE SHIPPED: May 09, 2003
PACKING SLIP NO: 20929
CARRIER. UPS
SHIPPER NO.

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QUANTITY	UNITS	DESCRIPTION
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2000	PCS	STRIP, PLASTIC BER-OPA-10 X 48 /100 (W = STANDARD) C-1343

UNIT PRICE: 0.105100
TOTAL PRICE: 210.20

SALES TAX: 0.00
SHIPPING CHARGES: 171.83

INVOICE TOTAL: \$\$\$\$\$\$382.03

TERMS: NET 30 DAYS. PLEASE PAY ON TIME AND AVOID LATE PAYMENT CHARGES
PAST DUE BALANCES ARE SUBJECT TO A FINANCE CHARGE OF 1-1/2% PER MONTH.

MAKE PAYMENT TO: SALEM TECHNOLOGIES, INC.
ACCOUNTS RECEIVABLE DEPARTMENT
2580 SALEM POINT COURT
WINSTON-SALEM, NC 27103

BILLED MAY 12 2003

SALEM TECHNOLOGIES, INC.
 2580 SALEM POINT COURT
 WINSTON-SALEM, NC 27103
 TEL. (336) 777-3652, FAX (336) 777-3654

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I N V O I C E

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ATTN: ACCOUNTS PAYABLE DEPARTMENT
 LAFAYETTE DIVISION/EXPENSE
 FLEMING COMPANIES
 P.O. BOX 268931
 OKLAHOMA CITY, OK 73126-8931

Invoice No.: 4446455
 Invoice Date: March 16, 2003
 Customer No.: 10074

PO Number: 031003-DOUG

ITEM	REF	DESCRIPTION	QTY	PRICE	EXTENDED
1	20645	TAB, PLASTIC CLR-7 5 X 2 1/2 /500 PER BOX (W = 1 7/32 IN) C-1192	25,000	4 4100/M	110 25
2	20646	TAB, PLASTIC CLR-7 5 X 3 1/2 /500 PER BOX (W = 1 7/32 IN) C-1197	50,000	4 6100/M	230 50
3	20647	TAB, PLASTIC CLR-15 X 1 /1,000 (W = 1 7/32 IN) C-1220	5,000	6 8100/M	34 05
4	20648	STRIP, PLASTIC CLR-10-48 /100 (W = 1 7/32 IN) C-1208	2,000	90 0000/M	180 00
TOTAL PURCHASES					554 80
NC SALES TAX					0 00
SHIPPING AND HANDLING					61 10
INVOICE TOTAL					615 90

Past due balances are subject to a 1-1/2% per month finance charge

Remit to:
 Salem Technologies, Inc.
 Accounts Receivable Department
 2580 Salem Point Court
 Winston-Salem, NC 27103

Terms:
 Net 30 Days, Payable in US Currency.
 Reference the Invoice no on all
 payments and correspondence

SALEM TECHNOLOGIES, INC.
 2580 SALEM POINT COURT
 WINSTON-SALEM, NC 27103
 TEL. (336) 777-3652, FAX. (336) 777-3654

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 I N V O I C E
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ATTN: ACCOUNTS PAYABLE DEPARTMENT
 LAFAYETTE DIVISION/EXPENSE
 FLEMING COMPANIES
 P.O. BOX 268931
 OKLAHOMA CITY, OK 73126-8931

Invoice No.: 4446496
 Invoice Date: April 24, 2003
 Customer No.: 10074

PO Number: 042203-DOUG

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ITEM	REF	DESCRIPTION	QTY	PRICE	EXTENDED
1	20822	TAB, PLASTIC CLR-7 5 X 2 1/2 /250 (W = 1 7/32 IN) C-1192	25,000	4 4100/M	110 25
2	20823	TAB, PLASTIC CLR-7 5 X 2 1/2 /250 (W = 1 7/32 IN) C-1192	50,000	4 4100/M	220 50
3	20824	TAB, PLASTIC CLR-7 5 X 3 1/2 /250 (W = 1 7/32 IN) C-1197	50,000	4 6100/M	230 50

TOTAL PURCHASES	561 25
NC SALES TAX	0 00
SHIPPING AND HANDLING	59 92
INVOICE TOTAL	621 17

Past due balances are subject to a 1-1/2% per month finance charge.

Remit to:
 Salem Technologies, Inc.
 Accounts Receivable Department
 2580 Salem Point Court
 Winston-Salem, NC 27103

Terms:
 Net 30 Days, Payable in US Currency
 Reference the Invoice no. on all
 payments and correspondence.

BILLED APR 25 2003