

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



640704

Bar Date Ref # 2-NVM-108062

In re CORE-MARK INTERNATIONAL Case Number 03-10944

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

Kal Kan
3250 E 44th St
Vernon CA 90058

0354653640704

☐ 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 (776) 429-4453

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

VEND # 41530

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 FEBRUARY 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 28,532.82 \$ _____ \$ _____ \$ 28,532.82
(unsecured) (secured) (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.

THIS SPACE FOR COURT
USE ONLY

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

SEP 08 2003

BMC

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)

9-2-03

Nancy Hannah, Customer Finance Mgr

Fleming Companies Claim



08764

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

CoreMark**Kal Kan**

Customer	Invoice	PO Ref	Balance	Acctg Date	Due
01350400	284090	7-1205920	\$12,952 86	2003-03-22	2003-04-21
01350400	280739	16-1519720	\$11,635 47	2003-03-21	2003-04-20
01350400	256920	71-1041710	\$3,944 49	2003-02-26	2003-03-28
Total			\$28,532 82		

NALS

NORTH AMERICAN LOGISTIC SERVICES

a division of Mars, Incorporated

P O Box 781 / 800 High Street, Hackensack, NJ 07640

Telephone: 908-852-8680 / Fax: 908-852-8618

LAX 208571
Clear

02SLO01350400

TO: GOLDEN EAGLE
TERR: N057
ATTN: NORMANDY CRUZ
2550 EAST 68TH STREET
LONG BEACH
CA 90805

(ORIGINAL)

APR 08, 2003

FROM: MARILYN RICHARDSON
SUPPLY LOGISTICS OP.
PHONE: (800) 528-6393
FAX: (323) 586-4848SUBJ 40000-01350400
JUTTA BRYANT
CORE-MARK INTERNATIONAL
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO, CA 94080-193

TO OUR VALUED CARRIER

MAY WE PLEASE HAVE PROOF OF DELIVERY ON THE FOLLOWING:
PLEASE PROVIDE INFORMATION ON THIS SHIPMENT INCLUDING ALL FREE ASTRAY,
REFUSED, AND RETURN INFORMATION. IF NO INFORMATION IS PROVIDED AND THERE
IS A DISCREPANCY, A CLAIM WILL FOLLOW.CORE-MARK DISTR INC 7, HAYWARD, CA
UNITS-974, WEIGHT-21145, SHAFFER TRUCKING INC
ENTIRE INVOICE-NEEDED FOR BANKRUPTCY.SHIP FROM LOCATION: 048
BILL OF LADING #: U3032117 GOLDEN EAGLE
INVOICE NUMBER: 284090
INVOICE DATE: MAR 22, 2003
SHIP TO LOC ID #: 2008019
FLD TRANS:
DEDUCTION ID: AC284090
DEDUCTION DATE: APR 08, 2003
CORRESPONDENT ID: K22JUST A REMINDER: PROOF OF DELIVERY SHOULD BE PROVIDED WITHIN 24 HOURS
PLEASE RETURN THIS FORM TO THE FAX NUMBER OR ADDRESS INDICATED ABOVE.

\$12,952.86

LICENSE PLATE NO. STATE

THIS IS TO CERTIFY THAT THE ABOVE MATERIALS ARE PROPERLY CLASSIFIED, DESCRIBED, PACKAGED, MARKED AND LABELED AND ARE IN PROPER CONDITION FOR TRANSPORTATION TO THE APPLICABLE REGULATIONS OF THE DEPARTMENT OF TRANSPORTATION

SHOWER TECH		DATE	
BARNER NAME		3-2-03	
PERFEECE		LICENSE PLATE NO	STATE

FAX

Date April 9, 2003
Number of pages including cover sheet 1

To NALS
LAX 208571
Phone
Fax # 323-586-4848
CC

From Shirley
Phone
Fax # 909-464-2710

REMARKS ☐ Urgent ☐ For your review ☐ Reply ASAP ☐ Please comment

A-H-N: NALS

THANK YOU AS

>>>>ACCOUNTING COPY<<<<					1E 000MUMY 07		INVOICE DATE 03/22/03		INVOICE NBR 284090	
FOB POINT ASPEN - MONTEBEL 048 CARRIER SHAFFER TRUCKING INC * FREIGHT PREPAID SHIP TO CORE-MARK DISTR INC 7 31300 MFDALLION DR HAYWARD CA 94544					KAL KAN 3250 E 44TH STREET P O BOX 5883 VERNON CA 90058-0853		When corresponding or remitting please refer to this number			
MAIL TO CORE-MARK DISTR INC 7 31300 MEDALLION DR HAYWARD CA 94544-1902					BILL TO CORE-MARK DISTR INC 7 31300 MEDALLION DR HAYWARD CA 94544-1902		Questions? Please call 1-800-541-3061 PLEASE MAIL YOUR CHECK PAYABLE TO KAL KAN PO BOX 33308 CHICAGO IL 60694-6100 PAYMENT TERMS 2 00 % 10 DAYS NET 30 From Invoice Date On Invoice Total Amount			
CUST NBR 2008819		PURCHASE ORDER NBR 1-1205920		ORDER DATE 03/14/03	A/R NBR 01350400	SHIP DATE 03/22/03	TOTAL UNITS 974	LBS SHIP 21145 20	QTY ADJ \$205 04-	OFF INVOICE PROMO ALWNC 0 00
QUANTITY SHIPPED	UNIT OF MEASURE	UPC CASE CODE	ITEM DESCRIPTION			PER UNIT PRICE	PROMO NBR/REF	PROMOTION ALLOWANCE	NET UNIT PRICE	EXTENDED NET AMOUNT
28	CASES	01304	WHISKAS MEALTIME 24/156GR			7 6800			7 68	215 04
18	CASES	01305	WHISKAS MEALTIME 24/350GR			11 7600			11 76	211 68
18	CASES	01527	PEDIGREE CHOICE CUTS BEEF 24/375GR			13 9200			13 92	250 56
28	CASES	01530	PEDIGREE CHOICE CUTS BEEF 12/625GR			10 2000			10 20	285 60
9	CASES	01567	PEDIGREE CHOICE CUTS CHKN&RICE 24/375GR			13 9200			13 92	125 28
112	CASES	01570	PEDIGREE CHOICE CUTS CHICKEN 12/625GR			10 2000			10 20	1142 40
100	BAG	05102	PEDIGREE SMALL CRUNCHY BITES BFFF 10KG			10 1100			10 11	1011 00
6	BALES	05103	PEDIGREE SMALL CRUNCHY BITES BEEF 5/4KG			29 9500			29 95	179 70
60	BALES	05104	PEDIGREE SMALL CRUNCHY BITES BEEF 10/2KG			32 9000			32 90	1974 00
12	CASES	06997	WHISKAS ORIGINAL RECIPE 12/500GR			13 4400			13 44	161 28
48	BALES	07103	WHISKAS ORIGINAL 12/1 5KG			38 4000			38 40	1843 20
18	CASES	01004	PEDIGREE TGD CHOPPED BEEF 24/375GR			13 9200			13 92	250 56
28	CASES	01014	WHISKAS BITS O' BEEF 24/156GR			7 6800			7 68	215 04
36	CASES	01027	PEDIGREE TGD CHUNKY BEEF 24/375GR			13 9200			13 92	501 12
28	CASES	01054	WHISKAS CHICKEN & TUNA 24/156GR			7 6800			7 68	215 04
14	CASES	01059	WHISKAS WITH CHICKEN 24/156GR			7 6800			7 68	107 52
18	CASES	01073	PEDIGREE TGD CHUNKY CHICKEN 24/375GR			13 9200			13 92	250 56
9	CASES	01301	PEDIGREE HEALTHY START TGD C&B 24/350GR			13 9200			13 92	125 28
9	CASES	01009	PEDIGREE TGD CHOPPED LVR & BF 24/375GR			13 9200			13 92	125 28
14	CASES	11006	PEDIGREE TGD CHOPPED BEEF 12/625GR			10 2000			10 20	142 80
14	CASES	11008	PEDIGREE TGD CHOPPED LVR & BEEF 12/625GR			10 2000			10 20	142 80
56	CASES	11030	PEDIGREE TGD CHUNKY BEEF 12/625GR			10 2000			10 20	571 20
18	CASES	01103	PEDIGREE TGD STEW CHUNKY BEEF 224/375GR			13 9200			13 92	250 56
9	CASES	01108	PEDIGREE TGD CHUNKY TURKEY&BACN 24/375GR			13 9200			13 92	125 28
PROMO		DESCRIPTION		PROMO		DESCRIPTION		TOTAL NET AMOUNT =====>		
								ALLOWANCES/CHARGES		
								TOTAL ALLOWANCES/CHARGES =====>		
Notice of all claims for discounts adjustments and allowances must be given in writing to the above address within TWO YEARS after the invoice date						CASH DISCOUNT EARNED IF CHECK MAILED BY				
						INVOICE TOTAL AMOUNT=====> (ALL ALLOWANCES HAVE BEEN APPLIED)				

*We prepay freight within the US unless otherwise indicated. Determine manner and routing of shipments and file all claims - Please send to us within 30 days of receipt of merchandise. All supporting papers required in connection with loss and damage or shortage or overage claims. In case of damage concealed or otherwise or shortage have full report written by agent on freight bill within fifteen days after receipt of merchandise. Railroad steamship lines express and motor truck companies will not accept claims unless such damage or loss is reported on freight bill or inspection report.

DO NOT RETURN GOODS WITHOUT INSTRUCTIONS FROM US

>>>>ACCOUNTING COPY<<<<				1E 0004MUMY 07				INVOICE DATE 03/22/03		INVOICE NBR 284090	
FOB POINT ASPEN - MONTEBEL 048 CARRIER SHAFFER TRUCKING INC * FREIGHT PREPAID SHIP TO CORE-MARK DISTR INC 7 31300 MEDALLION DR HAYWARD CA 94544 MAIL TO CORE-MARK DISTR INC 7 31300 MEDALLION DR HAYWARD CA 94544-7902				KAL KAN 3250 E 44TH STREET P O BOX 5883 VERNON CA 90058-0853				When corresponding or remitting please refer to this number Questions? Please call 1-800-541-3061 PLEASE MAIL YOUR CHECK PAYABLE TO KAL KAN PO BOX 33308 CHICAGO IL 60694-6100			
				DUNS NBR 0082859910000 UPC MANUF NBR 23100							
				BILL TO CORE-MARK DISTR INC 7 31300 MEDALLION DR HAYWARD CA 94544-7902							
PAYMENT TERMS 2 00 % 10 DAYS NET 30 From Invoice Date On Invoice Total Amount											

CUST NBR	PURCHASE ORDER NBR	ORDER DATE	A/R NBR	SHIP DATE	TOTAL UNITS	LBS SHIP	QTY ADJ	OFF INVOICE	PROMO	ALWNC
2008819	7-1205920	03/14/03	01350400	03/22/03	974	21145 20	\$205 04			0 00

QUANTITY SHIPPED	UNIT OF MEASURE	UPC CASE CODE	ITEM DESCRIPTION	PER UNIT PRICE	PROMO NBR/ REF	PROMOTION ALLOWANCE	NET UNIT PRICE	EXTENDED NET AMOUNT
28	CASES	11070	PEDIGREE TGD CHUNKY CHICKEN 12/625GR	10 2000			10 20	285 60
42	CASES	11032	PEDIGREE TGD CHUNKY LIVER& BEEF 12/625GR	10 2000			10 20	428 40
42	CASES	11101	PEDIGREE TGD STEW BEEF 12/625GR	10 2000			10 20	428 40
18	CASES	01015	WHISKAS BITS O' BEEF 24/350GR	11 7600			11 76	211 68
9	CASES	01055	WHISKAS CHICKEN & TUNA DINNER 24/350GR	11 7600			11 76	105 84
14	CASES	01095	WHISKAS WITH TURKEY & GIBLETS 24/156GR	7 6800			7 68	107 52
9	CASES	01096	WHISKAS CHOICE CUTS TRKY&GBLTS 24/12 30Z	11 7600			11 76	105 84
42	CASES	01104	WHISKAS KITTY STEW 24/156GR	7 6800			7 68	322 56
18	CASES	01105	WHISKAS KITTY STEW 24/350GR	11 7600			11 76	211 68
28	CASES	01124	WHISKAS SALMON 24/156GR	7 6800			7 68	215 04
14	CASES	01134	WHISKAS SEASIDE SUPPER 24/156GR	7 6800			7 68	107 52

PROMO	DESCRIPTION	PROMO	DESCRIPTION	TOTAL NET AMOUNT =====>		\$12 952 86
				ALLOWANCES/CHARGES		
				TOTAL ALLOWANCES/CHARGES =====>		

Notice of all claims for discounts adjustments and allowances must be given in writing to the above address within TWO YEARS after the invoice date

CASH DISCOUNT EARNED IF CHECK MAILED BY
04/01/03 IS \$259 06

INVOICE TOTAL AMOUNT=====> \$12 952 86
(ALL ALLOWANCES HAVE BEEN APPLIED)

*We prepay freight within the US unless otherwise indicated. Determine manner and routing of shipments and file all claims - Please send to us within 30 days of receipt of merchandise all supporting papers required in connection with loss and damage or shortage or overage claims. In case of damage concealed or otherwise or shortage have full report written by agent on freight bill within fifteen days after receipt of merchandise. Railroad steamship lines express and motor truck companies will not accept claims unless such damage or loss is reported on freight bill or inspection report.

DO NOT RETURN GOODS WITHOUT INSTRUCTIONS FROM US

To Barbara Cafasso

From: Mars Unit - M & M's

4-9-2003 4:33am p 83 of 86

NALS**NORTH AMERICAN LOGISTIC SERVICES**

a division of Mars, Incorporated

P.O. Box 731 / 800 High Street, Hackettstown NJ 07840
Telephone 908-852-8099 / Fax 908-852-6518*Clear*

02SLO01350400

TO GOLDEN EAGLE
TERR N057
ATTN: NORMANDY CRUZ
2550 EAST 68TH STREET
LONG BEACH
CA 90805

(ORIGINAL)

APR 08 2003

FROM MARILYN RICHARDSON
SUPPLY LOGISTICS OP.
PHONE: (800) 528-6393
FAX: (323) 586-4848SUBJ: 40000-01350400
JUTTA BRYANT
CORE-MARK INTERNATIONAL
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO, CA 94080-193

TO OUR VALUED CARRIER

MAY WE PLEASE HAVE PROOF OF DELIVERY ON THE FOLLOWING
PLEASE PROVIDE INFORMATION ON THIS SHIPMENT INCLUDING ALL FREE ASTRAY,
REFUSED, AND RETURN INFORMATION. IF NO INFORMATION IS PROVIDED AND THERE
IS A DISCREPANCY A CLAIM WILL FOLLOWCORE-MARK DISTR INC 16, SACRAMENTO, CA
UNITS-949, WEIGHT-20196, SHAFFER TRUCKING INC.
ENTIRE INVOICE-NEEDED FOR BANKRUPTCY.SHIP FROM LOCATION: 048
BILL OF LADING #: U3032118 GOLDENEAGLE
INVOICE NUMBER 280739
INVOICE DATE: MAR 21, 2003
SHIP TO LOC ID #: 2008818
FLD TRANS
DEDUCTION ID: AC280739
DEDUCTION DATE: APR 08, 2003
CORRESPONDENT ID: K22JUST A REMINDER. PROOF OF DELIVERY SHOULD BE PROVIDED WITHIN 24 HOURS
PLEASE RETURN THIS FORM TO THE FAX NUMBER OR ADDRESS INDICATED ABOVE

✱

\$11,635.47

ROUTE
019305 GOLDEN EAGLE

FROM **MASTERFOODS USA**
HAL KAN

LOADED BY SHIPPER

[illegible]

REFER TO MASTER BL 03032118
CORE-MARK DISTRIBUTING INC, (PH) 6042737721
3970 PELL CIRCLE

DESTINATION

SACRAMENTO CA 95838

TO BE PREPAID
PART OF INVOICES TO
NOT FOR FREIGHT PAYMENT

ATTACH RED COPY OF B/L TO ORIGINAL
FREIGHT BILL

DELIVER DATE 14-MAR-60

CUST NO		PURCHASE ORDER NO		SHIPPER'S NO		ATTACH RED COPY OF B/L TO ORIGINAL FREIGHT BILL	
QUANTITY		UPC ITEM CODE		WEIGHT (SUB TO COR)		DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS	
020088180000	16-1519720	05280739	C4	DELIVER DATE 14-MAR-0			
27	2310001004	637	PDTGDBF 24/1	The Fibre Boxes used for this shipment conform to the classifications set forth in the box makers' handbooks, and all other requirements of the Uniform Freight Classification.			
18	2310001009	425	PDTGDCHPLV8B				
28	2310001014	315	WSKBQB 24/15	If the shipment moves between two ports by a carrier by water, the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.			
9	2310001015	203	WSKBQB 24/35				
9	2310001017	212	PDTGDBFBCHNCH	NOTE-Where the rate is dependent on value, shippers are required to value specifically in writing the agreed or declared value of the property.			
18	2310001027	425	PDTGDCHNKYBF				
14	2310001054	158	WSKCHKNTNA 2	DATE DELIVERED			
14	2310001059	158	WSKCHKN 24/1				
18	2310001073	425	PDTGDCHNKYCH	CONSIGNEE SIGNATURE			
7	2310001077	212	PDTGDCHKNBFL				
14	2310001095	158	WSKTRKYGBLTS	REC'D BY			
14	2310001096	203	WCC TUR L-24				
0	2310001103	212	PDTGDCHNKYBF	XXXXXXX Maintain temperature at 60 F +/- 5 F Refrigerated trailer setpoint 60 F XXXXXXX			
0	2310001104	158	WSKTTYSTW 2				
14	2310001105	203	WSKTTYSTW 2	SHIPMENT RECEIVED IN GOOD CONDITION EXCEPT AS NOTED			
7	2310001124	158	WSKSLMN 24/1				
28	2310001301	212	PDHSTGDCKN8B	XXXXXXX			
7	2310001304	315	WSKMT 24/156				
14	2310001305	203	WSKMT 24/350	XXXXXXX			
0	2310001509	269	PED CC CNTRY				
14	2310001527	212	PCCBF 24/375	XXXXXXX			
7	2310001530	269	PCCBF 12/625				
28	2310001570	1344	PCCCHX 12/62	XXXXXXX			
72	2310005102	5129	PDSCBBF 10KG				
28	2310005104	3254	PDSCBBF 2KG	XXXXXXX			
24	2310006997	882	WSKORIG 12/5				
14	2310006999	353	WSKCTCHDY 12	XXXXXXX			
70	2310011008	269	PDTGDCHPLVR				
70	2310011030	1344	PDTGDCHNKYB	XXXXXXX			
28	2310011032	1344	PDTGDCHNKYL				
	2310011101	538	PDTGDSTWBF	XXXXXXX			

CONTINUED ON NEXT PAGE

TOTAL CASES

TOTAL WEIGHT

TOTAL CURE

MASTERFOODS, USA
800 HIGH STREET
HACKETTSTOWN NJ
07840-1500

PERMANENT POST-OFFICES
USA MASTERFOODS USA
T R.O. BOX 58853
NJ VERNON, CA
90058-0853

SHIPPER, PEAK

CARRIER NAME

DATE _____

PER PIECES	
------------	--

LICENSE PLATE NO

STAT

Original-Not Negotiable

STRAIGHT BILL OF LADING-SHORT FORM - MARC

RECEIVED, subject to the classifications in effect on the date of the bill of lading.

AT 0413 Aspen Montebel

ROUTE 9305 GOLDEN EAGLE

FROM **MASTERFOODS USA** A Mars, Incorporated Company
KAL KAN

LOADED BY SHIPPER

The property described below is in apparent good order, except as noted (contents and condition of contents of packages unknown), marked, counted, and destined as indicated below, which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination, it on its route, according to the bill of lading, and to deliver to another carrier on the route to said destination. It is hereby agreed, as to each carrier, that it or any of said carrier's employees or any portion of said carrier's employees, shall be subject to all terms and conditions of the Uniform Domestic Freight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof, if this is a bill of lading for a rail-car or a motor-car shipment, or (2) in the applicable motor-carrier classification if this is a motor-carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, set forth in the classification which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted by the carrier and his assigns.

REFER TO MASTER BL U3032118

TO BE PREPAID
SEND INVOICES TO
PART OF MASTER BL
NOT FOR FREIGHT PAYMENT

CONTINUED FROM PREVIOUS PAGE

ATTACH RED COPY OF BL TO ORIGINAL FREIGHT BILL

CUST NO 020068180000		PURCHASE ORDER NO 16-1519720		SHIPPER'S NO 05280739		DELIVER DATE 14-MAR-03	
QUANTITY		UPC ITEM CODE		WEIGHT (SHR. TO CAR.)		DESCRIPTION OF ARTICLES, SPECIAL MARKS & EXCEPTIONS	
FREIGHT CLASSIFICATION				CASES		WEIGHT	
DRY PET FOOD (KAL KAN)				381		9618	
CANNED PET FOOD (KAL KAN)				5613		10577	
05102 & 06102 = OPTION C CHEP PALLETIZE EACH CUBE							
DATE DELIVERED CONSIGNEE SIGNATURE REC'D BY							
749 20199 674 TOTAL CASES TOTAL WEIGHT TOTAL CUBE							

Rich DeAnda
949cs
3-24-03

XXXXXXXXXXXX
Mainland International
at 60 K 4/4/07
Recommended carrier
setpoint is 80.7
XXXXXXXXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING

THIS IS TO CERTIFY THAT THE
ABOVE MATERIALS ARE PROPERLY
CLASSIFIED, DESCRIBED, PACK
AGED, MARKED AND LABELED AND
ARE IN PROPER CONDITION FOR
TRANSPORTATION TO THE APPLICABLE
REGULATIONS OF THE DEPARTMENT
OF TRANSPORTATION

MM-8031 F PERMANENT POST-OFFICES
MASTERFOODS USA 800 HIGH STREET HACKETTS OWN NJ 07840-1500
MASTERFOODS USA P O BOX 58853 VERNON, CA 90058-0853

SHIPPER PER
GOLDEN EAGLE
PARTNER NAME
PER PIECES
LICENSE
10619

Original-Not Negotiable

STRAIGHT BILL OF LADING-SHORT FORM

ROUTE 019305 GOLDEN EAGLE

AT 048 Aspen Montebello CA

FROM MASTERFOODS USA A Mars, Incorporated Company
KAL KAN

LOADED BY SHIPPER

The property described herein, is a general good order, except as noted (contents and condition of contents of packages indicated, marks & consigned, and delivered as indicated below, which said carrier (the word carrier being understood throughout this contract as meaning any person or persons) in possession of the property under the receipt, agrees to carry to its destination, and to deliver to the consignee at said destination, it on its route, otherwise to deliver to another carrier on the route to said destination. It is mutually agreed, as to each party to this bill of lading, that every service to be performed hereunder, shall be subject to the terms and conditions of the Uniform Customs and Trade Practice for Documentary Credits, as amended, and to the applicable order carrier classification if this is a motor carrier shipment.

Shipper hereby certifies that the property is in conformity with all the terms and conditions of the said bill of lading, and that the classification of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted by the carrier and his assigns.

REFER TO MASTER BL 03031118

TO BE PREPAID
PART OF MASTER BL -
NOT FOR FREIGHT PAYMENT

CONSIGNEE
TO

DESTINATION

CONTINUED FROM PREVIOUS PAGE

ATTACH RED COPY OF B/L TO ORIGINAL
FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE
010301500000	P55759-01	052B1436	04 24-MAR-03

QUANTITY	UPC ITEM CODE	WEIGHT (SUB. TO GOR.)	DESCRIPTION OF ARTICLES, SPECIAL MARKS & EXCEPTIONS
----------	------------------	--------------------------	---

FREIGHT CLASSIFICATION

CASES

WEIGHT

PET FOOD (KAL KAN)

138

4912

DANNED PET FOOD (KAL KAN)

533

9345

ANGER MIX= DEL/NO EXCHANGE
APPOINTMENTS REQUIRED 72 HRS. IN ADVANCE
CARRIER TO UNLOAD, SORT, AND SEGREGATE ON DOCK
PALLETIZE EACH CUBE - WET= DEL/NO EXCHANGE,
DRY= DEL/NO EXCH

The Fibre Boxes used for this shipment conform to the classifications set forth in the box maker's certificate, and all other requirements of the Uniform Freight Classification.

"If the shipment is moved between two points by a carrier by water, the law requires that the bill of lading must state whether it is 'carriage or shipment' weight."

NOTE-Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property.

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D
BYMaintain temperature
at 60 F +/- 10°F

Receivable for XXX
setpoint is 80 F
XXXXXXXXXXXXXX
XXXXXXXXXXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING

THIS IS TO CERTIFY THAT THE ABOVE MATERIALS ARE PROPERLY CLASSIFIED, DESCRIBED, PACKAGED, MARKED AND LABELED AND ARE IN PROPER CONDITION FOR TRANSPORTATION TO THE APPLICABLE REGULATIONS OF THE DEPARTMENT OF TRANSPORTATION.

671 TOTAL CASES

TOTAL WEIGHT 14250 TOTAL CUBE 450

MASTERFOODS USA
800 HIGH STREET
HACKETT TOWN NJ
07840-1500

PERMANENT POST-OFFICES
MASTERFOODS USA
P.O. BOX 58853
VERNON, CA
90058-0853

SHIPPER PER
CARRIER NAME
PER PIECES
DATE 3-21-03
CARRIER PLATE NO
STATE



PICK-UP AND DELIVERY RECORD

Long Beach, CA 909/282-7000
 Sacramento CA 916/371-2536
 Pomona CA 909/282-7000
 San Diego, CA 909/464-0847

Oakland, CA 510/835-9134
 Portland, OR 360/695-1555
 Seattle, WA 253/395-8060

DISPATCH #

DRIVER #

DRIVER NAME

208542

10614

Ramiro Ramirez

Shipment ID #

Cons PO #

Appointment

Date Time

Trailer #

Seal # Intact

Origin

City

To

Address

City

Pieces

Pallets

Weight

Drayage Services

☐ Drop

☐ Drop For Load Destination

☐ Pick-up Empty / Load

☐ Stay With

Labor performed By Driver:

☐ Pallet Jack

☐ Pallet Stripping

☐ Hand Stack

☐ Sort & Segregate

☐ Assist Lumper

☐ Driver Count Only

☐ Other

Place Stamp Here

Customer Signature

Print Customer Name

Date

Time

Sign and Print Name

Arrival

Departure

Lumper Information

Name (print)

SS #

Amount Paid

Lumper Signature

NOTICE Customer is responsible for detention charges after 48 hours Golden Eagle Express, Inc. must be notified when trailer is available. You are responsible for any damages that occur while the equipment is in your possession. Please notify GEX of any damages immediately.

GEX COPY



PICK-UP AND DELIVERY RECORD

197 208572

Long Beach, CA 909/282-7000
 Sacramento CA 916/371-2536
 Pomona, CA 909/282-7000
 San Diego CA 909/464-0847

Oakland, CA 510/835-1134
 Portland, OR 360/885-1555
 Seattle WA 253/395-1060

DISPATCH #

208542

DRIVER #

10619

DRIVER NAME

Ramiro Penuira

Shipment ID #

Pieces ~~999~~ **999** Pallets

Cons PO #

0 20088180000

Weight

20199

Appointment

3-24-03 9:AM
 Date Time

Drayage Services

Trailer #

4800

☐ Drop

Seal # Intact

☐ Drop For Load Destination

Origin

AS PN

☐ Pick-up Empty / Load

City

Montebello CA

☐ Stay With

Labor performed By Driver

To

Core Mark D-

☐ Pallet Jack

Address

3920 Pell Circle

☐ Pallet Stripping

City

Sacramento CA

☐ Hand Stack

☐ Sort & Segregate

☐ Assist Lumper

☐ Driver Count Only

☐ Other

Place Stamp Here

[Signature]
 Customer Signature

Rich DeAnda
 Print Customer Name

Date

Time

Sign and Print Name

Arrival **3-24-03 9:15AM 11:30**

Departure

Lumper Information

Name (print)

SS #

Amount Paid \$

Lumper Signature

NOTICE Customer is responsible for detention charges after 48 hours. Golden Eagle Express Inc. must be notified when trailer is available. You are responsible for any damages that occur while the equipment is in your possession. Please notify GEX of any damages immediately.

GEX COPY

STRAIGHT BILL OF LADING-SHORT FORM
 RECEIVED subject to the classifications in effect at the time of issue of this Bill of Lading
 AT **04E Aspen Montebello CA**

Original Notation 308572

ROUTE **019305 GOLDEN EAGLE**

FROM **MASTERFOODS USA** A Mars, Incorporated Company

LOADED BY SHIPPER

The property described herein is shipped under the contract of carriage and is subject to the conditions of carriage of the carrier and the shipper. The shipper warrants that the property is as described and is in conformity with the bill of lading. The shipper warrants that the property is as described and is in conformity with the bill of lading. The shipper warrants that the property is as described and is in conformity with the bill of lading.

MASTER BILL OF LADING 03032118

CONSIGNEE TO

**CORE-MARK DISTRIBUTING INC (PH) 6042737721
 C970 PELL CIRCLE**

TO BE PREPAID

LSA SEND INVOICES TO
 CASS BANK
 P.O. BOX 17653
 ST LOUIS MO 63175

DESTINATION

SACRAMENTO CA 95838

ATTACH RED COPY OF B/L TO ORIGINAL FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO.	DELIVER DATE

QUANTITY	UPC ITEM CODE	WEIGHT (SUN TO COO)	DESCRIPTION OF ARTICLES, SPECIAL MARKS & EXCEPTIONS
----------	---------------	---------------------	---

**STOP NO 1 MCLANE PACIFIC
 3876 CHILDS AVE
 MERCED CA 95340**

B/L NO	CASES	WEIGHT
05281436	671	14257
	671	14257

**STOP NO 2 CORE-MARK DISTRIBUTING INC
 3970 PELL CIRCLE
 SACRAMENTO CA 95838**

B/L NO	CASES	WEIGHT
05280739	949	20195
	949	20195

TOTAL FOR TRUCK		
FREIGHT CLASSIFICATION	CASES	WEIGHT
DRY PET FOOD (KAL KAN)	519	14530
CANNED PET FOOD (KAL KAN)	1101	19923

*Crater # 4809
 Salt # 0124344*

The Fibre boxes used for this shipment conform to the classification set forth in the box maker's certificate thereon, and all other requirements of the Uniform Freight Classification.

If the shipment moves between two ports by a carrier by water, the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.

NOTE-Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property.

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D BY

XXXXXXXXXXXX
 Maintain temperature
 at 68 F +/- 2 F
 Recommended
 setpoint is 60 F
 XXXXXXXXXXXX

**SHIPMENT RECEIVED
 IN GOOD CONDITION
 EXCEPT AS NOTED
 ON THIS STRAIGHT
 BILL OF LADING.**

THIS IS TO CERTIFY THAT THE ABOVE MATERIALS ARE PROPERLY CLASSIFIED, DESCRIBED, PACKAGED, MARKED AND LABELED AND ARE IN PROPER CONDITION FOR TRANSPORTATION TO THE APPLICABLE REGULATIONS OF THE DEPARTMENT OF TRANSPORTATION.

1620	34452	1118
TOTAL CASES	TOTAL WEIGHT	TOTAL CUBE

MASTERFOODS USA
 800 HIGHS REET
 HACKETTSTOWN NJ
 07840-1500

MASTERFOODS USA
 P.O. BOX 8853
 VERNON CA
 90058-1553

SHIPPER, PER
 SHIPPER, NAME
 PER PIECES
 DATE 3-21-03
 LICENSE PLATE NO
 STATE

>>>>ACCOUNTING COPY<<<<					JF 000MUMY 11		INVOICE DATE 03/21/03		INVOICE NBR 280739	
FOB POINT ASPEN - MONTEBEL 048 CARRIER SHAFFER TRUCKING INC * FREIGHT PREPAID SHIP TO CORE-MARK DISTRIBUTING INC 3970 PELL CIRCLE SACRAMENTO CA 95838					KAL KAN 3250 E 44TH STREET P O BOX 5883 VERNON, CA 90058-0853		When corresponding or remitting please refer to this number			
MAIL TO CORE-MARK DISTR INC 16 PO BOX 348240 SACRAMENTO CA 95834					BILL TO CORE-MARK DISTR INC 16 PO BOX 348240 SACRAMENTO CA 95834		Questions? Please call 1-800-541-3061 PLEASE MAIL YOUR CHECK PAYABLE TO KAT KAN PO BOX 33308 CHICAGO, IL 60694-6100 PAYMENT TERMS 2 00 % 10 DAYS, NET 30 From Invoice Date On Invoice Total Amount			
CUST NBR	PURCHASE ORDER NBR		ORDER DATE	A/R NBR	SHIP DATE	TOTAL UNITS	LBS SHIP	QTY ADJ	OFF INVOICE	PROMO ALWNC
2008818	16-1519720		03/06/03	01350400	03/21/03	949	20196 30	\$322 17-		0 00
QUANTITY SHIPPED	UNIT OF MEASURE	UPC CASE CODE	ITEM DESCRIPTION			PER UNIT PRICE	PROMO NBR/ REF	PROMOTION ALLOWANCE	NET UNIT PRICE	EXTENDED NET AMOUNT
28	CASES	01304	WHISKAS MEALTIME 24/156GR			7 4400			7 44	208 32
9	CASES	01305	WHISKAS MEALTIME 24/350GP			11 5200			11 52	103 68
14	CASES	01509	PEDIGREE CHOICE CUTS COUNTRY STEW 22OZ			10 0800			10 08	141 12
9	CASES	01527	PEDIGREE CHOICE CUTS BEEF 24/375GR			13 6800			13 68	123 12
14	CASES	01530	PEDIGREE CHOICE CUTS BEEF 12/625GR			10 0800			10 08	141 12
70	CASES	01570	PEDIGREE CHOICE CUTS CHICKEN 12/625GR			10 0800			10 08	705 60
225	BAG	05102	PEDIGREE SMALL CRUNCHY BITES BEEF 10KG			10 0300			10 03	2256 75
72	BAGS	05104	PEDIGREE SMALL CRUNCHY BITES BEEF 10/2KG			37 8000			37 80	2761 60
60	CASES	06997	WHISKAS ORIGINAL RECIPE 12/500GR			13 3200			13 32	799 20
24	CASES	06999	WHISKAS CATCH OF THE DAY 12/500GR			13 3200			13 32	319 68
27	CASES	01004	PEDIGREE TGD CHOPPED BEEF 24/375GR			13 6800			13 68	369 36
28	CASES	01014	WHISKAS BITS O BEEF 24/156GR			7 4400			7 44	208 32
9	CASES	01017	PEDIGREE TGD BEEF BACON & CHSE 24/375GR			13 6800			13 68	123 12
18	CASES	01027	PEDIGREE TGD CHUNKY BEEF 24/375GR			13 6800			13 68	246 24
14	CASES	01054	WHISKAS CHICKEN & TUNA 24/156GR			7 4400			7 44	104 16
14	CASES	01059	WHISKAS WITH CHICKEN 24/156GR			7 4400			7 44	104 16
18	CASES	01073	PEDIGREE TGD CHUNKY CHICKEN 24/375GR			13 6800			13 68	246 24
9	CASES	01077	PEDIGREE TGD CHOPPED CHICKEN BF LVR 375GR			13 6800			13 68	123 12
9	CASES	01301	PEDIGREE HEALTHY START TGD C&B 24/350GR			13 6800			13 68	123 12
18	CASES	01009	PEDIGREE TGD CHOPPED LVR & BF 24/375GR			13 6800			13 68	246 24
14	CASES	11008	PEDIGREE TGD CHOPPED LVR & BEEF 12/625GR			10 0800			10 08	141 12
70	CASES	11030	PEDIGREE TGD CHUNKY BEEF 12/625GR			10 0800			10 08	705 60
9	CASES	01103	PEDIGREE TGD STEW CHUNKY BEEF 224/375GR			13 6800			13 68	123 12
70	CASES	11032	PEDIGREE TGD CHUNKY LTVFR& BFFF 12/625GR			10 0800			10 08	705 60
PROMO	DESCRIPTION		PROMO	DESCRIPTION		TOTAL NET AMOUNT =====>				
						ALLOWANCES/CHARGES				
						TOTAL ALLOWANCES/CHARGES =====>				
Notice of all claims for discounts adjustments and allowances must be given in writing to the above address within TWO YEARS after the invoice date						CASH DISCOUNT EARNED IF CHECK MAILED BY INVOICE TOTAL AMOUNT =====> (ALL ALLOWANCES HAVE BEEN APPLIED)				

*We prepay freight within the US unless otherwise indicated. Determine manner and routing of shipments and file all claims - Please send to us within 30 days of receipt of merchandise all supporting papers required in connection with loss and damage or shortage or overage claims. In case of damage, concealed or otherwise or shortage have full report written by agent on freight bill within fifteen days after receipt of merchandise. Railroad steamship lines express and motor truck companies will not accept claims unless such damage or loss is reported on freight bill or inspection report.

DO NOT RETURN GOODS WITHOUT INSTRUCTIONS FROM US

>>>>ACCOUNTING COPY<<<<				11 000MUMY 11				INVOICE DATE 03/21/03		INVOICE NBR 280739					
FOB POINT ASPEN - MONTEBEL 048 CARRIER SHAFER TRUCKING INC * FREIGHT PREPAID SHIP TO CORE-MARK DISTRIBUTING INC 3970 PELL CIRCLE SACRAMENTO CA 95838				KAL KAN 3250 E 44TH STREET P O BOX 5883 VERNON CA 90058-0853 DUNS NBR 0082859910000 UPC MANUF NBR 23100				When corresponding or remitting please refer to this number Questions? Please call 1-800-541-3061 PLEASE MAIL YOUR CHECK PAYABLE TO KAL KAN PO BOX 13308 CHICAGO, IL 60694-6100							
												MAIL TO CORE-MARK DISTR INC 16 PO BOX 348240 SACRAMENTO CA 95834			
								PAYMENT TERMS 2 00 8 10 DAYS NET 30 From Invoice Date On Invoice Total Amount							

CUST NBR	PURCHASE ORDER NBR	ORDER DATE	A/R NBR	SHIP DATE	TOTAL UNITS	LBS SHIP	QTY ADJ	OFF INVOICE	PROMO ALWNC
2008818	16-1519720	03/06/03	01350400	03/21/03	949	20196 30	\$322 17-		0 00

QUANTITY SHIPPED	UNIT OF MEASURE	UPC CASE CODE	ITEM DESCRIPTION	PER UNIT PRICE	PROMO NBR/ REF	PROMOTION ALLOWANCE	NET UNIT PRICE	EXTENDED NET AMOUNT
28	CASES	11101	PEDIGREE TGD STEW BEEF 12/625GR	10 0800			10 08	282 24
9	CASES	01015	WHISKAS BITS O' BEEF 24/350GR	11 5200			11 52	103 68
14	CASES	01095	WHISKAS WITH TURKEY & GIBLETS 24/156GR	7 4400			7 44	104 16
9	CASES	01096	WHISKAS CHOICE CUTS TRKY&GBLTS 24/12 30Z	11 5200			11 52	103 68
14	CASES	01104	WHISKAS KITTY STEW 24/156GR	7 4400			7 44	104 16
9	CASES	01105	WHISKAS KITTY STEW 24/350GR	11 5200			11 52	103 68
14	CASES	01124	WHISKAS SALMON 24/156GR	7 4400			7 44	104 16

PROMO	DESCRIPTION	PROMO	DESCRIPTION	TOTAL NET AMOUNT =====> \$11,635 41	
ALLOWANCES/CHARGES				TOTAL ALLOWANCES/CHARGES =====>	

Notice of all claims for discounts adjustments and allowances must be given in writing to the above address within TWO YEARS after the invoice date

CASH DISCOUNT EARNED IF CHECK MAILED BY
 03/31/03 15 \$232 71

INVOICE TOTAL AMOUNT =====> \$11,635 47
 (ALL ALLOWANCES HAVE BEEN APPLIED)

*We prepay freight within the US unless otherwise indicated. Determine manner and routing of shipments and file all claims - Please send to us within 30 days of receipt of merchandise. All supporting papers required in connection with loss and damage or shortage or overage claims. In case of damage concealed or otherwise or shortage have full report written by agent on freight bill within fifteen days after receipt of merchandise. Railroad steamship lines express and motor truck companies will not accept claims unless such damage or loss is reported on freight bill or inspection report.

DO NOT RETURN GOODS WITHOUT INSTRUCTIONS FROM US

To Barbara Cafasso

From Mars Unit - M & M's

5-22-2003 2 52am p 13 of 19

Clear-CPU

NALS

NORTH AMERICAN LOGISTIC SERVICES

a division of Mars, Incorporated

P O Box 731 / 800 High Street, Hackensack, NJ 07640

Telephone 908-852-8599 / Fax: 908-852-8518

02SLO01350400

TO ASPEN OF CA KK #48
TERR N010
ATTN: DIANE
6285 EAST SLAUSON AVENUE
COMMERCE
CA 90040

(ORIGINAL)

MAY 21, 2003

FROM: MARILYN RICHARDSON
SUPPLY LOGISTICS OP.
PHONE: (800) 528-6393
FAX: (323) 586-4848

SUBJ: 40000-01350400
JUTTA BRYANT
CORE-MARK INTERNATIONAL
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO, CA 94080-193

TO: OUR VALUED CARRIER

MAY WE PLEASE HAVE PROOF OF DELIVERY ON THE FOLLOWING:
PLEASE PROVIDE INFORMATION ON THIS SHIPMENT INCLUDING ALL FREE ASTRAY,
REFUSED, AND RETURN INFORMATION IF NO INFORMATION IS PROVIDED AND THERE
IS A DISCREPANCY, A CLAIM WILL FOLLOW.

CORE-MARK DISTR, SAN LEANDRO, CA
UNITS-303, WEIGHT-5899, PICKUP
ENTIRE INVOICE-NEEDED FOR BANKRUPTCY.

SHIP FROM LOCATION: 048
BILL OF LADING # U3022701 CPU 48
INVOICE NUMBER: 256920
INVOICE DATE: FEB 26, 2003
SHIP TO LOC ID #: 1030215
FLD TRANS:
DEDUCTION ID 256920
DEDUCTION DATE: MAY 20, 2003
CORRESPONDENT ID: K22

JUST A REMINDER PROOF OF DELIVERY SHOULD BE PROVIDED WITHIN 24 HOURS.
PLEASE RETURN THIS FORM TO THE FAX NUMBER OR ADDRESS INDICATED ABOVE

✱

\$3944.49

To ASPEN OF CA KK #48

From Mars Unit - M & M's

5-22-2003 3 05am

p 1 of 1

8 pep



NORTH AMERICAN LOGISTIC SERVICES

a division of Mars, Incorporated

P O Box 731 / 800 High Street, Hackettstown NJ 07840
Telephone 908-852-8699 / Fax 908-852-6518

02SLO01350400

From.
TOASPEN OF CA KK #48
TERR. N010
ATTN' DIANE *DiANE*
6285 EAST SLAUSON AVENUE
COMMERCE
CA 90040

(ORIGINAL)

MAY 21, 2003

TO.

FROM: MARILYN RICHARDSON
SUPPLY LOGISTICS OP
PHONE (800) 528-6393
FAX (323) 586-4848SUBJ: 40000-01350400
JUTTA BRYANT
CORE-MARK INTERNATIONAL
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO, CA 94080-193

TO OUR VALUED CARRIER

MAY WE PLEASE HAVE PROOF OF DELIVERY ON THE FOLLOWING:
PLEASE PROVIDE INFORMATION ON THIS SHIPMENT INCLUDING ALL FREE ASTRAY,
REFUSED, AND RETURN INFORMATION IF NO INFORMATION IS PROVIDED AND THERE
IS A DISCREPANCY, A CLAIM WILL FOLLOW

CORE-MARK DISTR, SAN LEANDRO, CA
UNITS-303, WEIGHT-5899, PICKUP
ENTIRE INVOICE-NEEDED FOR BANKRUPTCY

SHIP FROM LOCATION' 048
BILL OF LADING #' U3022701 CPU 48
INVOICE NUMBER 256920
INVOICE DATE' FEB 26, 2003
SHIP TO LOC ID # 1030215
FLD TRANS
DEDUCTION ID 256920
DEDUCTION DATE, MAY 20, 2003
CORRESPONDENT ID K22

JUST A REMINDER PROOF OF DELIVERY SHOULD BE PROVIDED WITHIN 24 HOURS
PLEASE RETURN THIS FORM TO THE FAX NUMBER OR ADDRESS INDICATED ABOVE.

THIS MEMORANDUM

Is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record

RECEIVED subject to the classifications on the date of the receipt by the carrier of the property described in the Original Bill of Lading

AT 135 Aspen Montebello CA

999997 Customer Pickup

FROM **MASTERFOODS USA** A Mars, Incorporated Company
KAL KAN

LOADED BY SHIPPER

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked, consigned, and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agree to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed, as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof if this is a rail or a rail-water shipment or (2) in the applicable motor carrier classification if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification which governs the transportation of the shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

REFER TO MASTER BL U0022701

CONSIGNEE
TO

COPE-MARK DISTP INC
SALT LAKE CITY UT
2561 CRANT AVE

(PH) 8015311232

DESTINATION

SAN LEANDRO CA 94579

TO BE PREPAID

SEND INVOICES TO
PART OF MASTER BL -
NOT FOR FREIGHT PAYMENT

ATTACH RED COPY OF B/L TO ORIGINAL
FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE
010302150000	71-1041710	05256920	04 25-FEB-

QUANTITY	UPC ITEM CODE	WEIGHT (SUB TO GOR)	DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS
42	2310001014	473	WSKBOB 24/15
42	2310001054	473	WSKCHKNTNA 2
14	2310001104	158	WSKKTYYSTW 2
18	2310001108	425	PDTGDTTRYK&B
9	2310001301	212	PDHSTGDCKN&B
70	2310001304	788	WSKMT 24/156
27	2310001527	637	PCCBF 24/375
9	2310001573	212	PCCCHX 24/37
48	2310005104	2169	PDSCBBF 2KG
24	2310006997	353	WSKORIG 127

FREIGHT CLASSIFICATION

CASES

WEIGHT

DRY PET FOOD (KAL KAN)

72

2522

CANNED PET FOOD (KAL KAN)

231

3377

CHEP-PALLETIZE EACH CUBE
OPTION A

JOINT

BUY / PICK UP ORDER

COMBINE PO'S 65-1137980, 23-0748-04
95840.

The Fibre Boxes used for this shipment conform to the classifications set forth in the box maker's certificate thereon and all other requirements of the Uniform Freight Classification.

If the shipment moves between two ports by a carrier by water, the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.

NOTE-Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property.

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D
BY

Maintain temperature
at 60 F +/- 10 F

Reconditioned trailer XXXX
setpoint is 60 F
XXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING.

THIS IS TO CERTIFY THAT THE
ABOVE MATERIALS ARE PROPER
LY CLASSIFIED DESCRIBED PACK
AGED MARKED AND LABELED AND
ARE IN PROPER CONDITION FOR
TRANSPORTATION TO THE APPLICA
BLE REGULATIONS OF THE DEPART
MENT OF TRANSPORTATION

TOTAL CASES

TOTAL WEIGHT

TOTAL CUBE

MM 8031 F

PERMANENT POST OFFICES

MASTERFOODS USA
800 HIGH STREET
HACKETTSTOWN NJ
07840-1500

MASTERFOODS USA
P O BOX 58853
VERNON CA
90058 0853

SHIPPER PER

CARRIER NAME

PER PIECES

DATE

LICENSE PLATE NO STATE

Core Mark

02/27/03

THIS MEMORANDUM Is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record

RECEIVED subject to the classifications on the date of the receipt by the carrier of the property described in the Original

AT Bill of Lading **Aspen Montebello CA**

999997 Customer Pickup

FROM **MASTERFOODS USA** A Mars, Incorporated Company
KAL KAN

LOADED BY SHIP

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof (2) in the applicable motor carrier classification if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, set forth in the classification which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

REFER TO MASTER BL 03022701

CONSIGNEE TO

COPE-MARK DISTR INC
DAKERSFIELD CA
2561 GRANT AVE

(PH) 8053662673

TO BE PREPAID
SEND INVOICES TO
PART OF MASTER BL --
NOT FOR FREIGHT PAYMENT

DESTINATION

SAN LEANDRO CA 94579

ATTACH RED COPY OF B/L TO ORIGINAL
FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE
010302170000	23-0733660	05256915	04 25-FEB--

QUANTITY	UPC ITEM CODE	WEIGHT (SUB TO COR)	DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS
18	2310001009	425	PDTGDCHPLV2B
12	2310001014	159	WSKBDB 24/15
12	2310001027	425	PDTGDCHNKYBF
14	2310001054	158	WSKCHKNTNA
18	2310001073	425	PDTGDCHNKYCH
10	2310001103	425	PDTGDCHNKYBF
22	2310001304	315	WSKMT 24/156
9	2310001305	203	WSKMT 24/350
27	2310001527	637	PCCBF 24/375
28	2310001530	538	PCCBF 12/625
18	2310001573	425	PCCCHX 24/37
100	2310005102	2280	PDSCBBF 10KG
24	2310006997	353	WSKORIG 12/5
12	231000710302	510	WSKORIG 12/1
28	2310011006	538	PDTGDCHPPEDE
42	2310011030	806	PDTGDCHNKYBF
28	2310011032	538	PDTGDCHNKYLYB
28	2310011070	538	PDTGDCHNKYCH
14	2310011101	269	PDTGDSTWBF 1

The Fibre Boxes used for this shipment conform to the classifications set forth in the box maker's certificate thereon, and all other requirements of the Uniform Freight Classification

If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.

NOTE-Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D

FREIGHT CLASSIFICATION	CASES	WEIGHT
DRY PET FOOD (KAL KAN)	136	3143
CANNED PET FOOD (KAL KAN)	350	6819

COMBINE PO'S 65-1137920, 23-0748-04
95840.

CHEP-PALLETIZE EACH CUBE
OPTION A

BUY / PICK UP OPDEP

JOINT

XXXXXXXXXXXX
Maintain temperature
at 60°F XXXXXXXX
XXXXXXXXXXXX
XXXXXXXXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING.

THIS IS TO CERTIFY THAT THE
ABOVE MATERIALS ARE PROPER-
LY CLASSIFIED DESCRIBED, PACK
AGED MARKED AND LABELED AND
ARE IN PROPER CONDITION FOR
TRANSPORTATION TO THE APPLICA-
BLE REGULATIONS OF THE DEPART-
MENT OF TRANSPORTATION

MAN 8031 F TOTAL CASES

TOTAL WEIGHT 9266 TOTAL CUBE 257

PERMANENT POST-OFFICES

MASTERFOODS USA
800 HIGH STREET
HACKETTSTOWN NJ
07840 1500

MASTERFOODS USA
P O BOX 58853
VERNON CA
90058-0853

SHIPPER'S

CARRIER NAME

Core Mark

PER PIECES

DATE

02/27/03

LICENSE PLATE NO

STATE

THIS MEMORANDUM

is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record

RECEIVED subject to the classifications on the date of the receipt by the carrier of the property described in the Original

AT 078 Aspen Montebello CA

777999 Customer Pickup

FROM **MASTERFOODS USA** A Mars, Incorporated Company

KAL PAN

LOADED BY SHIPPER

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked, consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination, if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all terms and conditions of the Uniform Domestic Freight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof if this is a rail or a rail-water shipment or (2) in the applicable motor carrier classification if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

REFER TO MASTER BL UJ022701

CONSIGNEE TO

CORE-MARK DISTP INC 41

(PH) 5036520200

TO BE PREPAID

SEND INVOICES TO
PART OF MASTER BL -
NOT FOR FREIGHT PAYMENT

DESTINATION

CLAHAMAS OR

2561 CRANT AVE

SAN LEANDRO CA 94579

ATTACH RED COPY OF BL TO ORIGINAL
FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE
01000210000	44-1702570	05256916	04 25-FEB-

QUANTITY	UPC ITEM CODE	*WEIGHT (SUB TO COR.)	DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS
23	2310001014	315	WSKBOD 24/15
9	2310001017	212	PDTGDBFBCNCH
9	2310001027	212	PDTGDCHNKYBF
28	2310001054	315	WSKCHKNTNA
9	2310001073	212	PDTGDCHNKYCH
14	2310001144	158	WSKTNA 24/15
28	2310001304	315	WSKMT 24/156
7	2310001305	203	WSKMT 24/350
15	2310005104	678	PDSCBBF 2KG
96	2310006997	1411	WSKORIG 12/
28	2310011030	538	PDTGDCHNKYB

The Fibre Boxes used for this shipment conform to the classifications set forth in the box maker's certificate thereon, and all other requirements of the Uniform Freight Classification

If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.

NOTE-Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property

FREIGHT CLASSIFICATION

CASES

WEIGHT

DRY PET FOOD (KAL KAN)

111

2089

CANNED PET FOOD (KAL KAN)

162

2480

OPTION A

JOINT

BUY / PICK UP ORDER

COMBINE PO'S 65-1137980, 23-0748-04

95840.

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D

BY

Maintain temperature
at 60 F +/- 10 F

Recommended trailer
XXXXXX
XXXXXX
XXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING.

THIS IS TO CERTIFY THAT THE
ABOVE MATERIALS ARE PROPER
LY CLASSIFIED DESCRIBED, PACK
AGED MARKED AND LABELED AND
ARE IN PROPER CONDITION FOR
TRANSPORTATION TO THE APPLICA
BLE REGULATIONS OF THE DEPART
MENT OF TRANSPORTATION

TOTAL CASES

TOTAL WEIGHT 456 TOTAL CUBE 176

MMN 8031 F

PERMANENT POST OFFICES

MASTERFOODS USA
800 HIGH STREET
HACKETTSTOWN NJ
07840 1500

MASTERFOODS USA
P O BOX 58853
VERNON CA
90058-0853

SHIPPER PER

CARRIER NAME

Core Mark

PER PIECES

DATE

702/27/05

LICENSE PLATE NO

STATE

THIS MEMORANDUM

Is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record

RECEIVED subject to the classifications on the date of the receipt by the carrier of the property described in the Original

AT 142 Aspen Montebello CA

779999 Customer Pickup

FROM MASTERFOODS USA A Mars, Incorporated Company
KAL KAN

LOADED BY SHIPPER

The property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned, and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all terms and conditions of the Uniform Domestic Freight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof if this is a rail or a rail-water shipment, or (2) in the applicable motor carrier classification if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and acceptor for himself and his assigns.

REFER TO MASTER DL U3022701

CONSIGNEE TO

CORE-MARK DISTR INC
ALBUQUERQUE NM
2561 GRANT AVE

(PH) 4155899445

DESTINATION

SAN LEANDRO CA 94577

TO BE PREPAID
SEND INVOICES TO
PART OF MASTER DL -
NOT FOR FREIGHT PAYMENT

ATTACH RED COPY OF B/L TO ORIGINAL FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE
010302130000	48-0495840	05256918	04 25-FEB-

QUANTITY	UPC ITEM CODE	WEIGHT (SUB TO COR)	DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS
4	2310001004	212	PDTGDBF 24/1
28	2310001014	315	WSKBOB 24/15
9	2310001027	212	PDTGDCHNKYBF
10	2310001073	425	PDTGDCHNKYBF
42	2310001134	473	WSKSSDSPFR 2
18	2310001301	425	PDHSTGDCCKNS
14	2310001304	158	WSKMT 24/156
18	2310001305	405	WSKMT 24/350
18	2310001527	425	PCCBF 24/37
15	2310005104	678	PDSCBBF 2KG
34	2310006997	353	WSKORIG 12/3
42	2310011030	806	PDTGDCHNKYBF

FREIGHT CLASSIFICATION	CASES	WEIGHT
DRY PET FOOD (KAL KAN)	39	1031
CANNED PET FOOD (KAL KAN)	216	3856

CHEP-PALLETIZE EACH CUBE
OPTION A JOINT
BUY / PICK UP ORDER
COMBINE PO'S 65-1137980, 23-0748-04
95840.

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D BY

Maintain temperature
at 60 F +/- 10 F
Recomended trail XXXXX
setpoint is 60 F XXXXXXXX
XXXXXXXXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING.

THIS IS TO CERTIFY THAT THE
ABOVE MATERIALS ARE PROPERLY
CLASSIFIED, DESCRIBED, PACKED,
AGED, MARKED AND LABELED AND
ARE IN PROPER CONDITION FOR
TRANSPORTATION TO THE APPLICABLE
REGULATIONS OF THE DEPARTMENT
OF TRANSPORTATION

TOTAL CASES

TOTAL WEIGHT 408 TOTAL CUBE 137

MMN 8031 F

PERMANENT POST OFFICES

MASTERFOODS USA
800 HIGH STREET
HACKETTSTOWN NJ
07840 1500

MASTERFOODS USA
P O BOX 68853
VERNON CA
90058 0853

SHIPPER PER

CARRIER NAME

PER PIECES

LICENSE PLATE NO

STATE

DATE

02/27/03

CoreMark

THIS MEMORANDUM is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record RECEIVED subject to the classifications on the date of the receipt by the carrier of the property described in the Original Bill of Lading AT 046 Aspen Montebello CA

Customer Pickup

FROM MASTERFOODS USA A Mars, Incorporated Company
FAL KAN

LOADED BY SHIPPER

The property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked, consigned, and destined as indicated below, which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination, if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed, as to each carrier of all or any of said property over all or any portion of said route to destination, and as to each party at any time interested in all or any of said property, that every service to be performed hereunder shall be subject to all terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof, if this is a rail or a rail-water shipment, or (2) in the applicable motor carrier classification if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, set forth in the classification which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

REFER TO MASTER BL U3022701

CONSIGNEE TO

COPE-MARK DISTR INC 45
CUSTOMER PICKUP

DESTINATION

2101 ORANT AVE

SAN LEANDRO CA 94579

TO BE PREPAID
SEND INVOICES TO
PART OF MASTER BL -
NOT FOR FREIGHT PAYMENT

ATTACH RED COPY OF B/L TO ORIGINAL FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE
010302220000	65-1137980	05256919	04 25-FEB-04

QUANTITY	UPC ITEM CODE	WEIGHT (SUB TO COR)	DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS
9	2310001009	212	PDTGDCCHPLV2B
38	2310001014	315	WSKBOB 24/15
76	2310001027	850	PDTGDCCHNKYBF
28	2310001054	315	WSKCHKNTNA
18	2310001073	425	PDTGDCCHNKYCF
18	2310001103	425	PDTGDCCHNKYBF
14	2310001104	158	WSKKTSTYSTM 2
9	2310001108	212	PDTGDCRKY2B
14	2310001134	158	WSKSSDSPPR
7	2310001301	212	PDHSTODCKN2
28	2310001304	315	WSKMT 24/15
14	2310001509	269	PED CC CNTRY
28	2310001530	538	PCCBF 12/625
28	2310001570	538	PCCCHX 12/62
7	2310001573	212	PCCCHX 24/3
40	2310005104	1808	PDSCBBF 2KG
60	2310006997	882	WSKORIG 12/3
70	2310011030	1344	PDTGDCCHNKYBF
29	2310011032	538	PDTGDCCHNKYLV
28	2310011101	538	PDTGDCSTWBF 1

The Fibre Boxes used for this shipment conform to the classifications set forth in the box maker's certificate thereon, and all other requirements of the Uniform Freight Classification.

If the shipment moves between two ports by a carrier by water, the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.

NOTE-Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property.

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D

BY

FREIGHT CLASSIFICATION	CASES	WEIGHT
DRY PET FOOD (KAL KAN)	100	2690
CANNED PET FOOD (KAL KAN)	416	7572

CHEP-PALLETIZE EACH CODE
OPTION A

JOINT

BUY / PICK UP ORDER 1

COMBINE PO'S 65-1137980, 23-0748-04
95840,

XXXXXXXXXXXX
Maintain temperature
at 60°F XXXXXXXX
Recommended trailer
setpoint is 60°F
XXXXXXXXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING.

THIS IS TO CERTIFY THAT THE
ABOVE MATERIALS ARE PROPER-
LY CLASSIFIED DESCRIBED PACK
AGED MARKED AND LABELED AND
ARE IN PROPER CONDITION FOR
TRANSPORTATION TO THE APPICA-
BLE REGULATIONS OF THE DEPART-
MENT OF TRANSPORTATION

TOTAL CASES

TOTAL WEIGHT

TOTAL CUBE

MMN 8031 F

PERMANENT POST OFFICES

MASTERFOODS USA
800 HIGH STREET
HACKETTSTOWN NJ
07840 1500

MASTERFOODS USA
P.O. BOX 58853
VERNON CA
90058-0853

SHIPPER'S SIGNATURE

CARRIER NAME

PER PIECES

DATE

LICENSE PLATE NO

STATE

THIS MEMORANDUM Is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record

RECEIVED subject to the classifications on the date of the receipt by the carrier of the property described in the Original

Bill of Lading
AT 145 4500 Montebello CA

999999 Customer Pickup

FROM **MASTERFOODS USA** A Mars, Incorporated Company

LOADED BY SHIPPER

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked, consigned, and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination, if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all terms and conditions of the Uniform Domestic Freight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof, if this is a rail or a rail-water shipment, or (2) in the applicable motor carrier classification if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

MASTER BILL OF LADING U3022701

CONSIGNEE
TO

COPE-MARK DISTR INC
SALT LAKE CITY UT
2561 ORANT AVE

(PH) 8015311232

TO BE PREPAID

LSA SEND INVOICES TO

CASS BANK

P O BOX 17653

ST LOUIS MO 63175

DESTINATION

SAN LEANDRO CA 94579

ATTACH RED COPY OF B/L TO ORIGINAL
FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE

QUANTITY	UPC ITEM CODE	WEIGHT (SUB TO COR)	DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS
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STOP NO 1 CORE-MARK DISTR INC
BAKERSFIELD CA
SAN LEANDRO CA 94579

B/L NO	CASES	WEIGHT
05256915	486	9962
	486	9962

STOP NO 2 CORE-MARK DISTR INC 44
CLAKAMAS OR
SAN LEANDRO CA 94579

B/L NO	CASES	WEIGHT
05256916	273	4569
	273	4569

STOP NO 3 CORE-MARK DISTR INC
ALBUQUERQUE NM
SAN LEANDRO CA 94579

B/L NO	CASES	WEIGHT
05256918	255	4586
	255	4586

CONTINUED ON NEXT PAGE

The Fibre Boxes used for this shipment conform to the classifications set forth in the box maker's certificate thereon, and all other requirements of the Uniform Freight Classification

If the shipment moves between two ports by a carrier by water, the law requires that the bill of lading shall state whether it is carrier's or shipper's weight

NOTE-Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D
BY

XXXXXXXXXXXXX
Maintain temperature
at 60°F ± 10°F XXXXXXX
Refrigerated trailer XXXXX
setpoint is 60°F XXXXXXX
XXXXXXXXXXXXX

**SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING.**

THIS IS TO CERTIFY THAT THE ABOVE MATERIALS ARE PROPERLY CLASSIFIED DESCRIBED PACKAGED MARKED AND LABELED AND ARE IN PROPER CONDITION FOR TRANSPORTATION TO THE APPLICABLE REGULATIONS OF THE DEPARTMENT OF TRANSPORTATION

TOTAL CASES

TOTAL WEIGHT

TOTAL CUBE

MMF-8031 F

PERMANENT POST-OFFICES

MASTERFOODS USA
800 HIGH STREET
HACKETTSTOWN NJ
07840-1500

MASTERFOODS USA
P O BOX 58853
VERNON CA
90058-0853

SHIPPER PER

DATE

CARRIER NAME

PER PIECES

LICENSE PLATE NO

STATE

THIS MEMORANDUM Is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record.

RECEIVED subject to the classifications on the date of the receipt by the carrier of the property described in the Original Bill of Lading

AT 043 Karen Montebello CA

099979 Customer Pickup

FROM MASTERFOODS USA A Mars, Incorporated Company

LOADED BY SHIPPER

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked, consigned, and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination, if on its route, otherwise to deliver to another carrier on the route to said destination. It is mutually agreed, as to each carrier of all or any of said property over all or any portion of said route to destination, and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Uniform Freight Classifications in effect on the date hereof, if this is a rail or a rail-water shipment, or (2) in the applicable motor carrier classification if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading set forth in the classification which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

MASTER BILL OF LADING 03022701

CONSIGNEE
TO

DESTINATION

CONTINUED FROM PREVIOUS PAGE

TO BE PREPAID

LSA SEND INVOICES TO

CASS BANK

P O BOX 17653

ST LOUIS MO 63175

ATTACH RED COPY OF B/L TO ORIGINAL
FREIGHT BILL

CUST NO	PURCHASE ORDER NO	SHIPPER'S NO	DELIVER DATE

QUANTITY	UPC ITEM CODE	*WEIGHT (SUB TO COR)	DESCRIPTION OF ARTICLES SPECIAL MARKS & EXCEPTIONS
----------	------------------	-------------------------	--

STOP NO 4 CORE-MARK DISTR INC 45
CUSTOMER PICKUP
SAN LEANDRO CA 94579

B/L NO	CASES	WEIGHT
05256919	516	10262
	516	10262

STOP NO 5 COPE-MARK DISTR INC
SALT LAKE CITY UT
SAN LEANDRO CA 94579

B/L NO	CASES	WEIGHT
05256920	303	5899
	303	5899

TOTAL FOR TRUCK		
FREIGHT CLASSIFICATION	CASES	WEIGHT
DRY PET FOOD (KAL KAN)	458	11475
CANNED PET FOOD (KAL KAN)	1375	24104

The Fibre Boxes used for this shipment conform to the classifications set forth in the box maker's certificate thereon, and all other requirements of the Uniform Freight Classification.

If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is 'carrier's or shipper's weight.'

NOTE-Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property.

DATE DELIVERED

CONSIGNEE SIGNATURE

REC'D
BY

XXXXXXXXXXXX
Maintain temperature
at 60°F XXXXXXXX
Recommended
setpoint is 60°F
XXXXXXXXXXXX

SHIPMENT RECEIVED
IN GOOD CONDITION
EXCEPT AS NOTED
ON THIS STRAIGHT
BILL OF LADING.

THIS IS TO CERTIFY THAT THE
ABOVE MATERIALS ARE PROPER
LY CLASSIFIED DESCRIBED PACK
AGED MARKED AND LABELED AND
ARE IN PROPER CONDITION FOR
TRANSPORTATION TO THE APPLICA
BLE REGULATIONS OF THE DEPART
MENT OF TRANSPORTATION

Trailer # C404

MNR 5/23 F

TOTAL CASES

TOTAL WEIGHT

TOTAL CUBE

MASTERFOODS USA
800 HIGH STREET
HACKETTSTOWN NJ
07840 1500

MASTERFOODS USA
P O BOX 58853
VERNON CA
90058 0853

SHIPPER/PER

CARRIER NAME

PER PIECES

DATE

LICENSE PLATE NO

STATE

>>>>ACCOUNTING COPY<<<<					1E 000MUMY 11		INVOICE DATE 02/26/03		INVOICE NBR 256920	
FOB POINT ASPEN - MONTEBEL 048 CARRIER PICKUP SHIP TO CORE-MARK DISTR INC SALT LAKE CITY UT 2561 CRANT AVE SAN LEANDRO CA 94579					KAL KAN 3250 E 44TH STREET P O BOX 5883 VERNON CA 90058-0853		When corresponding or remitting please refer to this number Questions? Please call 1-800-541-3061 PLEASE MAIL YOUR CHECK PAYABLE TO KAL KAN PO BOX 33308 CHICAGO, IL 60694-6100			
					DUNS NBR 0082859910000 UPC MANUF NBR 23100					
MAIL TO CORE-MARK DISTR INC 71 PO BOX 26547 SALT LAKE CITY UT 84126-0547					BILL TO CORE-MARK DISTR INC 71 PO BOX 26547 SALT LAKE CITY UT 84126-0547		PAYMENT TERMS 2 00 % 10 DAYS NET 30 From Invoice Date On Invoice Total Amount			
CUST NBR 1030215		PURCHASE ORDER NBR 71-1041/10		ORDER DATE 02/17/03	A/R NBR 01350400	SHIP DATE 02/26/03	TOTAL UNITS 303	LBS SHIP 5699 20	QTY ADJ \$144 96-	OFF INVOICE PROMO ALWNC 0 00
QUANTITY SHIPPED	UNIT OF MEASURE	UPC CASE CODE	ITEM DESCRIPTION			PER UNIT PRICE	PROMO NBR/ R-F	PROMOTION ALLOWANCE	NET UNIT PRICE	EXTENDED NET AMOUNT
70	CASES	01304	WHISKAS MEALTIME 24/156GR			7 4400			7 44	520 80
27	CASES	01527	PEDIGREE CHOICE CUTS BEEF 24/375GR			13 6800			13 68	369 36
9	CASES	01573	PEDIGREE CHOICE CUTS CHICKEN 24/375GR			13 6800			13 68	123 12
48	BALES	05104	PEDIGREE SMALL CRUNCHY BITES BEEF 10/2KG			32 8000			32 80	1574 40
24	CASES	06997	WHISKAS ORIGINAL RECIPE 12/500GR			13 3200			13 32	319 68
42	CASES	01014	WHISKAS BITS O BEEF 24/156GR			7 4400			7 44	312 48
42	CASES	01054	WHISKAS CHICKEN & TUNA 24/156GR			7 4400			7 44	312 48
9	CASES	01301	PEDIGREE HEALTHY START TGD C&B 24/350GR			13 6800			13 68	123 12
18	CASES	01108	PEDIGREE TGD CHUNKY TURKEY&BACN 24/375GR			13 6800			13 68	246 24
14	CASES	01104	WHISKAS KITTY STEW 24/156GR			7 4400			7 44	104 16
PROMO		DESCRIPTION		PROMO		DESCRIPTION		TOTAL NET AMOUNT =====> \$4 005 84		
								ALLOWANCES/CHARGES		
						PICKUP		(61 35)		
								TOTAL ALLOWANCES/CHARGES =====> (61 35)		
Notice of all claims for discounts adjustments and allowances must be given in writing to the above address within TWO YEARS after the invoice date						CASH DISCOUNT EARNED IF CHECK MAILED BY 03/08/03 IS \$80 12				
						INVOICE TOTAL AMOUNT =====> \$3 944 49 (ALL ALLOWANCES HAVE BEEN APPLIED)				

*We prepay freight within the US unless otherwise indicated. Determine manner and routing of shipments and file all claims - Please send to us within 30 days of receipt of merchandise. all supporting papers required in connection with loss and damage or shortage or overage claims. In case of damage concealed or otherwise or shortage have full report written by agent on freight bill within fifteen days after receipt of merchandise. Railroad steamship lines express and motor truck companies will not accept claims unless such damage or loss is reported on freight bill or inspection report

DO NOT RETURN GOODS WITHOUT INSTRUCTIONS FROM US