

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

PROOF OF CLAIM



s137674

Scheduled Claim Ref # 2-F2-25300

YOUR CLAIM IS SCHEDULED AS

\$6 351 36 UNSECURED

In re
Fleming Companies, Inc

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.

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.

Name of Creditor and Address

TRUCO ENTERPRISES
PO BOX 890643
DALLAS TX 75389

0354429436966

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

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

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

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

Creditor Telephone Number **(972) 869 4000**

CREDITOR TAX ID #
1-75-21601074

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here 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 **4-2-02 - 3-28-03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **14,625.60** (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.

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

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

THIS SPACE FOR COURT USE

FILED
SEP 08 2003

BMC

Fleming Companies Claim



08673

DATE SIGNED

9/3/03

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)

Debra White HR Manager

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

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
)
Fleming Companies, Inc , et al ,¹) Case No 03-10945 (MFW)
) Debtors) (Jointly Administered)

**NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

TO ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the "Debtors") filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including, without limitation, individuals, partnerships, corporations, estates, trusts, governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party), and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a "Creditor" and collectively, "Creditors"), holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the "Claims") or interest in any of the Debtors (collectively, the "Interests") arising on or before April 1, 2003 (the "Petition Date"), are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the "Proof of Claim") on account of any Claims such Creditors hold or wish to assert against the Debtors, so that the Proof of Claim is actually received on or before 4:00 p.m. Pacific Daylight Time on September 15, 2003 (the "General Bar Date"), or in the case of governmental units, by October 1, 2003, the "Governmental Unit Bar Date," by the Debtors' Official Notice and Claims Agent at the following address:

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue, El Segundo, CA 90245 (*for overnight mail or hand delivery*)
P O Box 900, El Segundo, CA 90245-0900 (*for regular mail*)
Telephone 1-888-909-0100

Notwithstanding the foregoing, AT THIS TIME, Proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively, the "Excluded Claims"):

- (a) Claims listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the creditor holding such claim as to nature, amount, or classification,
- (b) Claims on account of which a Proof of Claim has already been properly filed with the Court,
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court, including, without limitation, any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order,²
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases,
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors,
- (f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively, the "Notes") or any indenture in respect of each issue of the Notes (the "Indentures" and each such Indenture collectively with the Notes issued thereunder, the "Debt Instruments"), provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

¹ The Debtors are the following entities: Core-Mark International, Inc., Fleming Companies, Inc., ABCO Food Group, Inc., ABCO Markets, Inc., ABCO Realty Corp., ASI Office Automation, Inc., C/M Products, Inc., Core-Mark Interrelated Companies, Inc., Core-Mark Mid-Continent, Inc., Dunigan Fuels, Inc., Favar Concepts, Ltd., Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P., Fleming International, Ltd., Fleming Supermarkets of Florida, Inc., Fleming Transportation Service, Inc., Food 4 Less Beverage Company, Inc., Fuelserv, Inc., General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc., Minter-Weisman Co., Piggly Wiggly Company, Progressive Realty, Inc., Rambow Food Group, Inc., Retail Investments, Inc., Retail Supermarkets, Inc., RFS Marketing Services, Inc., and Richmar Foods, Inc.

² The term "Final DIP Order" refers to the Final Order Authorizing (I) Post-Petition Financing Pursuant to 11 U.S.C. § 364 and Bankruptcy Rule 4001(c), (II) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Bankruptcy Rules 4001(b) and (d), (III) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363, and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U.S.C. §§ 105 and 364(c)(3) and Rule 4001(c).

From Customer No [FLE001] To [FLE013]
 Account Type [All Customers]
 Age Transactions As Of [9/2/03]
 Cutoff by Year/Period Year [2003] Period [09]
 Print Customer Transactions In [Detail by Document Date]
 Contact/Phone/Credit [N]
 Space For Comments [N]
 Include Applied Details [N]
 Include Only Customers Over Their Credit Limits [N]
 Print Zero Balance Customers [N]
 Include Paid Transactions [N]
 Print Amounts In [Customer Currency]

Customer No	Customer Name/ Ty Document No	Doc Date	Due Date or Check/Recpt No	Current	1 To 30 Days	31 To 45 Days	46 To 60 Days	Over 60 Days	Total
FLE001	FLEMING COMPANIES								
	IN 23981	1/15/02	2/14/02					76 50	76 50
	IN 24876	4/2/02	5/2/02					2 104 12	2 104 12
	IN 24877	4/2/02	5/2/02					896 36	896 36
	IN 25073	4/23/02	5/23/02					372 06	372 06
	Customer Total (USD)			0 00	0 00	0 00	0 00	3 449 04	3 449 04
FLE012	FLEMING COMPANIES								
	IN 30183	3/7/03	4/6/03					2 503 20	2 503 20
	IN 31356	3/7/03	4/6/03					2 296 08	2 296 08
	IN 30184001	3/28/03	4/27/03					4 505 76	4 505 76
	IN 31895	3/28/03	4/27/03					2 177 28	2 177 28
	Customer Total (USD)			0 00	0 00	0 00	0 00	11 482 32	11 482 32
FLE013	FLEMING COMPANIES								
	IN 31259	2/14/03	3/16/03					142 80	142 80
	Customer Total (USD)			0 00	0 00	0 00	0 00	142 80	142 80
	Report Total USD			0 00	0 00	0 00	0 00	15 074 16	15 074 16

14,603.00

CR Credit Note DB Debit Note IN Invoice IT Interest Charge PI Prepayment UC Unapplied Cash
 AD Adjustment CF Applied Credit (from) CT Applied Credit (to) DF Applied Debit (from) DT Applied Debit (to) ED Earned Discount Taken
 GL Gain or Loss (multicurrency ledgers) PY Receipt WO Write-Off

3 customers printed

Special Accounts

Fleming Accounts

April 1st Filed CH 11 Per Lesa we will need to call 888 909 0100 to file a claim to retrieve money on invoices before chapter 11. Called BMC 06/04/03 they said that as soon as they receive the paperwork from Fleming we will see the claim form within 30 days. Then we need to submit paperwork for what they owe us and send it in with the form. They could not give me a date or timeframe. I called Fleming back and spoke with Lesa on 06/05/03 she said that they really couldn't talk to anyone about anything before April 1st and that I needed to take it up with BMC. I called and left a message at BMC 06/05/03 and have still not heard a response back. I will try Fleming again 06/06/03 and see if there is anyone that can help me out. 07/28/03 getting no response.

	Invoice/ Adjustment/Credit	Invoice	Invoice Amnt	Outstanding Amnt	Due Date	30 60 90	Contact	
FLE001	Adjustment	24876	2 808 48	2 104 12	05/02/02	over 90		claim to retrieve money on invoices before chapter 11
	Adjustment	24877	9 132 00	896 36	05/02/02	over 90		claim to retrieve money on invoices before chapter 11
			\$ 11 940 48	\$ 3 000 48				
FLE012	Invoice	30183	\$ 2 503 20	\$ 2 503 20	04/06/03	over 90		claim to retrieve money on invoices before chapter 11
	Invoice	31356	\$ 2 296 08	\$ 2 296 08	04/06/03	over 90		claim to retrieve money on invoices before chapter 11
	Invoice	30184001	\$ 4 505 76	\$ 4 505 76	04/27/03	over 90		claim to retrieve money on invoices before chapter 11
	Invoice	31895	\$ 2 177 28	\$ 2 177 28	04/27/03	over 90		claim to retrieve money on invoices before chapter 11
			\$ 11 482 32	\$ 11 482 32				
FLE013	Invoice	31259	142 80	142 80	03/16/03	over 90		claim to retrieve money on invoices before chapter 11
			142 80	142 80				
FLE01P	Credit	UC891	(627 59)	(627 59)				UC credit Balance
	Invoice	32844	\$ 2 335 20	\$ 46 70	05/20/03	over 60		Unearned Discount they owe for
	Invoice	33970	4124 16	47 13	06/28/03	over 30		Unearned Discount they owe for
	Credit	UC788	\$ (4 037 64)	\$ (4 037 64)				UC Credit Balance
			\$ 1 794 13	\$ (4 571 40)				
FLE02P	Invoice	32173	4 734 48	94 69	05/24/03	over 60		unearned discount they owe for
			4 734 48	94 69				

Total Pre Petition \$ 23 665 60 \$ 14,625 60
 Total Post Petition \$ 6 528 61 \$ (4 476 71)
 Grand Total Owng \$ 10 148 89

Truco Enterprises, Inc

10515 King William Dr
 Dallas TX 75220
 Phone (972) 869-4600

INVOICE

DATE 2/14/2003	PAGE 1
INVOICE # 31259	

Remittance Address
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389 0643

SOLD TO Customer No **FLE013**
 FLEMING COMPANIES
 P O BOX 26647
 OKLAHOMA CITY OK 73126
 USA

SHIP TO
 FLEMING KING OF PRUSSIA
 KOP GM DIVISION
 201 W CHURCH RD
 KING OF PRUSSIA PA 19406
 USA
 PHONE 4058407200

ORDER # 31259	ORDER DATE 02 /14/2003	PO # 568445	SHIP VIA UPS	TERMS NET30
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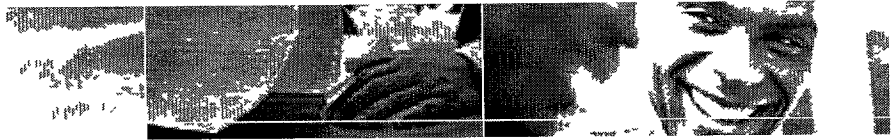
QTY ORD	QTY SHIP	QTY B/O	ITEM #	LOC	DESCRIPTION	UNIT PRICE	UOM	EXTENDED PRICE
14	14	0	10/002/12/01200	TRU	MIX Marg Frzn OTB 12oz 12/CS 120/PLT	10 20	CS	142 80

<u>DATE DUE</u> 03/16/03	<u>AMOUNT DUE</u> 142 80	<u>DISC DATE</u> 02/14/03	<u>DISCOUNT</u> 0 00
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LOAD #

**PLEASE REMIT ALL PAYMENTS TO LOCKBOX
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389-0643**

Comments	Tax summary		Subtotal	142 80
	DALLAS	0 00	Total sales tax	0 00
			Total amount	142 80
			Less payment	0 00
			Less prmt disc	0 00
			Amount due	\$ 142 80



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Tracking

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- **Track by Tracking Number**
- [Track by Reference Number](#)
- [Import Tracking Numbers](#)
- [Track by E-mail](#)
- [Get Quantum View Files](#)
- [Request Quantum View Notify](#)
- [Void a Shipment](#)
- [Help](#)

 **Track by Tracking Number**

View Details

Status Delivered
Delivered on Feb 20 2003 9 14 A M
Signed by STANGOVAGE
Location DOCK
Delivered to KING OF PRUSSIA, PA, US

Tracking Number 1Z 229 7W0 03 4389 104 0
Service Type GROUND

Package Progress

Date	Time	Location	Activity
Feb 20, 2003	9 14 A M	WEST CHESTER, PA, US	DELIVERY

Tracking results provided by UPS Sep 2, 2003 4 00 P M Eastern Time (USA)

NOTICE UPS authorizes you to use UPS tracking systems solely to track shipments tendered by or for you to delivery and for no other purpose Any other use of UPS tracking systems and information is strictly prohibited

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Truco Enterprises, Inc

Picking Slip

173

Date Feb 14 2003	Page 1
Order Number 31259	

10515 King William Dr
 Dallas TX 75220
 Phone (972) 869-4600
 Fax (972) 869-8050

Sold To
 FLEMING COMPANIES
 P O BOX 26647
 OKLAHOMA CITY OK 73126
 USA

Ship To
 FLEMING KING OF PRUSSIA
 KOP GM DIVISION
 201 W CHURCH RD
 KING OF PRUSSIA PA 19406
 USA

UPS GROUND

Reference	PO Number 568445	Customer No FLE013	Salesperson	Ship Via UNI001	Ship Date Feb 21 2003
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Picking Sequence	Item Number	Description	Qty Ordered	UOM	Qty Shipped	Qty Backord
	10/002/12/01200	MIX Marg Frzn OTB 12oz 12/CS 120/PLT	14 0000	CS		
		<i>12 229 TWO 03 4389 1010</i>				
		<i>4391 4051</i>				
		<i>4388 4861</i>				
		<i>4308 7473</i>				
		<i>4332 5885</i>				
					<i>38</i>	<i>145</i>
					<i>38</i>	<i>145</i>
					<i>38</i>	<i>145</i>
					<i>38</i>	<i>145</i>
					<i>27</i>	<i>145</i>

Packed by _____

Total weight _____

Received by _____

Total packages _____

2-14-03 *8273*

Truco Enterprises, Inc

10515 King William Dr
 Dallas TX 75220
 Phone (972) 869-4600

INVOICE

DATE 4/2/2002	PAGE 1
INVOICE # 24876	

Remittance Address
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389 0643

SOLD TO FLEMING COMPANIES P O BOX 26647 OKLAHOMA CITY OK 73126 USA	Customer No FLE001	SHIP TO FLEMING COMPANIES 3400 DAN MORTON DRIVE DALLAS TX 75236 USA PHONE
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ORDER # 24876	ORDER DATE 03 /26/2002	PO # 550923	SHIP VIA RILEY TRANSPORTATION	TERMS 1
-------------------------	----------------------------------	-----------------------	---	-------------------

QTY ORD	QTY SHIP	QTY B/O	ITEM #	LOC	DESCRIPTION	UNIT PRICE	UOM	EXTENDED PRICE
672	672	0	14/010/16/01200	NAT	SALSA OTB Mld 16oz 12/CS 1344/PLT	1 54	EA	1 034 88
672	672	0	14/011/16/01200	NAT	SALSA OTB Medium 16oz 12/CS 1344/P	1 54	EA	1 034 88
432	432	0	12/016/20/00900	LEO	CHIP Tortilla OTB 20oz 9/cs 216/PLT	1 71	EA	738 72

- Delivered to 9114.0

<u>DATE DUE</u> 05/02/02	<u>AMOUNT DUE</u> 2 808 48	<u>DISC DATE</u> 04/02/02	<u>DISCOUNT</u> 0 00
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LOAD # 1763

**PLEASE REMIT ALL PAYMENTS TO LOCKBOX
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389-0643**

Comments	Tax summary DALLAS 0 00	Subtotal	2,808 48
		Total sales tax	0 00
		Total amount	2,808 48
		Less payment	0 00
		Less pmt disc	0 00
		Amount due	\$ 2,808 48

2167

Truco Enterprises, Inc

10515 King William Dr
 Dallas TX 75220
 Phone (972) 869-4600

INVOICE

DATE 4/2/2002	PAGE 1
INVOICE # 24877	

Remittance Address
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389 0643

SOLD TO Customer No **FLE001**
 FLEMING COMPANIES
 P O BOX 26647
 OKLAHOMA CITY OK 73126
 USA

SHIP TO
 FLEMING COMPANIES (DALLAS)
 3400 DAN MORTON DRIVE
 DALLAS TX 75236
 USA
 PHONE

ORDER # 24877	ORDER DATE 03 /26/2002	PO # 550851	SHIP VIA RILEY TRANSPORTATION	TERMS 1
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QTY ORD	QTY SHIP Shp	QTY B/O B/O	ITEM #	LOC	DESCRIPTION	UNIT PRICE	UOM	EXTENDED PRICE
480	480	0	10/002/96/00600	JUS	MIX Marg Frzn OTB 96oz 6/CS 240/PLT	3 98	EA	1 910 40
420	420	0	10/002/45/00600	JUS	MIX Marg Frzn OTB 45oz 6/CS 420/PLT	2 60	EA	1 092 00
240	240	0	10/007/90/00600	JUS	MIX Daq Frzn OTB 90oz 6/CS 240/PLT	3 98	EA	955 20
1 344	1 344	0	14/010/16/01200	NAT	SALSA OTB Mild 16oz 12/CS 1344/PLT	1 54	EA	2 069 76
1 344	1 344	0	14/011/16/01200	NAT	SALSA OTB Medium 16oz 12/CS 1344/P	1 54	EA	2 069 76
672	672	0	14/012/16/01200	NAT	SALSA OTB Hot 16oz 12/CS 1344/PLT	1 54	EA	1 034 88

<u>DATE DUE</u> 05/02/02	<u>AMOUNT DUE</u> 9 132 00	<u>DISC DATE</u> 04/02/02	<u>DISCOUNT</u> 0 00
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LOAD # 1763

**PLEASE REMIT ALL PAYMENTS TO LOCKBOX
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389-0643**

Comments	Tax summary DALLAS 0 00	Subtotal	9,132 00
		Total sales tax	0 00
		Total amount	9,132 00
		Less payment	0 00
		Less pmt disc	0 00
		Amount due	\$ 9,132 00

RILEY TRANSPORTATION,
 5029 MLK FREEWAY
 FORT WORTH, TX 76119
 817-496-4536

***** I N V O I C E *****

NO 18313
 INVOICED 04/03/02
 B/L NO 12520
 SHIPPED 04/01/02

BILL TO

TRUCO ENTERPRISES
 10515 KING WILLIAM DR
 DALLAS, TX 75220

24876
24877

SHIPPER

LEOS
 FT WORTH, TX

CONSIGNEE

FLEMING CO
 DALLAS, TX

DRV/CARR	TRACTOR	TRAILER	DELIVERED	SHIPPER NO	CARRIER REF
ENGLERT01	308	5312	04/02/02		101763 <i>[Signature]</i>

PIECES	DESCRIPTION	AMOUNT
	F A K	275 00
1 00	LUMPER UNLOADING CHARGES	50 00
		50 00

OK TO PAY RECEIVED
392
11,940 42
 APR - 8 2002
[Signature]

NOTE OF ASSIGNMENT

THIS ACCOUNT HAS BEEN SOLD AND
 ASSIGNED TO, AND IS OWNED BY AND
 PAYABLE TO

RTS FINANCIAL SERVICE
 P O BOX 802270
 KANSAS CITY, MO 64180-2270
 1-800-860-7926

PLEASE DIRECT YOUR REMITTANCE TO THEM

TOTAL DUE \$325 00

THANK YOU FOR YOUR BUSINESS

AD# 701763

PO# 550923 / 550851
TRIP #

LUMPER FEES OR UNLOADING FEES

LOCATION Truco

DATE 4/2/02

NAME OF FIRM WHERE DELIVERED Fleming Dallas

RECEIVED FROM RILEY TRANSPORTATION INC

DRIVER Al Jr TRUCK 308 TRAILER 5312 SUM 5000

NAME OF LABORER Alfred Engler SIGNATURE Alfred Engler

Truco Enterprises, Inc

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To				Ship From			
Name FLEMING COMPANIES				Name Truco Enterprises Inc			
Street 3400 DAN MORTON DRIVE				Street 9000 Premier Row			
Destination DALLAS TX 75236				Origin Dallas TX 75247			
Phone #		Cell #		Pager #			
Receiver - Load #				Plant Order # 12606/12607			
101763				TRAILER #: 3312			
Qty	*Haz	Items Shipped	Description	Weight	Batch #	Order #	PO #
56CA (0 5PA)		14/010/16/01200	SALSA,OTB, MILD 16oz, 12/cs 1344/plit	1120	052603 B	24876	550923
56CA (0 5PA)		14/011/16/01200	SALSA, OTB, MED 16oz, 12/cs, 1344/plit	1120	032603 B	24876	550923
112CA (1PA)		14/010/16/01200	SALSA,OTB, MILD, 16oz, 12/cs, 1344/plit	2240	032003 A	24877	550851
112CA (1PA)		14/011/16/01200	SALSA, OTB MED 16oz-12/cs-1344/plit	2240	032603 B	24877	550851
56CA (0 5PA)		14/012/16/01200	SALSA,OTB, HOT, 16oz, 12/cs, 1344/plit	1120	032603 C	24877	550851
Shipper Load - Driver Count / NO SLC				4 PALLETS			
Hazardous Materials Emergency Number (1-800-832-5452)				PLACARD Provided			
<p>If this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the follow statement. The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges</p> <p>RECEIVED subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of package unknown), marked, consigned, and destined as indicated above 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 the bill of lading terms and conditions in the governing classification on the date of the shipment. Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns</p> <p>This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and is in proper condition for transportation according to the applicable regulations of the Department of Transportation.</p>							
If prepaid send freight bill & copy of Bill of Lading to Truco Enterprises, Inc 10515 King William Dr Dallas TX75220				Freight charges are prepaid unless marked collect below if charges are collect <input type="checkbox"/>			
Shipper Dept		Phone 2149059700		Carrier Name RILEY TRANSPORTATION INC			
Shipper Signature		<i>Virgil Miller</i>		Carrier Signature <i>X Riley Olfe</i>		Date <i>X 4/2/02</i>	
Date of Departure				Time of Departure <i>X 2125</i>			
*Mark with "X" to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials. The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172.20(a)(1)(a) of Title 49 Code of Federal Regulations. Also, when shipping hazardous materials, the shipper's certification statement prescribed in Section 172.20-4(a) of the Federal Regulations must be indicated on the bill of lading, unless a specific exception from this requirement is provided in the Regulations for a particular material.							

12606
12607

1763

Enrique Dale
4-2-02

PERIOD

**FOODSTUFFS
DO NOT SHIP WITH
HAZARDOUS MATERIAL**

Truco Enterprises, Inc.

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To				Ship From			
Name FLEMING COMPANIES				Name Truco Enterprises, Inc			
Street 3400 DAN MORTON DRIVE				Street 3200 Northern Cross			
Destination DALLAS TX 75236				Origin Ft Worth TX 76127			
Phone #		Cell # ,		Pager #			
Receiver - Load #				Plant Order #			
101763				183995			
Qty	*Haz	Items Shipped	Description	Weight	Batch #	Order #	PO #
48CA (2PA)		12/016/20/00900	CHIP, TORTILLA, OTB, 20oz, 9/cs, 216/plt	768	July 1,2002	24876	550923
Shipper Load - Driver Count / NO SLC				TRC # 5312			
Hazardous Materials Emergency Number (1-800-832-5452)					PLACARD Provided		
<p>If this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the follow statement. The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges</p> <p>RECEIVED subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of package unknown) marked consigned and destined as indicated above 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 or 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 the bill of lading terms and conditions in the governing classification on the date of the shipment Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns</p> <p>This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and is in proper condition for transportation according to the applicable regulations of the Department of Transportation.</p>							
If prepaid send freight bill & copy of Bill of Lading to Truco Enterprises, Inc 10515 King William Dr Dallas , TX75220				Freight charges are prepaid unless marked collect below if charges are collect <input type="checkbox"/>			
Shipper Dept Phone 8174298883				Carrier Name RILEY TRANSPORTATION, INC			
Shipper Signature <i>Robert [unclear]</i> 41-02				Carrier Signature <i>Riley Alfred English</i> Date 4/2/02			
Date of Departure 04/01/2002				Time of Departure 5 00 PM			
<p><small>*Mark with 'X' to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials. The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172.20(a)(1)(iii) of Title 48 Code of Federal Regulations. Also when shipping hazardous materials the shipper's certification statement prescribed in Section 172.20-4(a) of the Federal Regulations must be indicated on the bill of lading, unless a specific exception from this requirement is provided in the Regulations for a particular material</small></p>							

Rec 160

FRIGHT

Eupie Dale
4-2-02

Truco Enterprises, Inc.

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To				Ship From			
Name FLEMING COMPANIES				Name Truco Enterprises, Inc			
Street.3400 DAN MORTON DRIVE				Street 9761 Clifford Street, Suite 100			
Destination DALLAS TX 75236				Origin Dallas TX 75220			
Phone #		Cell # ,		Pager #.			
Receiver - Load #				Plant Order #			
101763				71527			
Qty	*Haz	Items Shipped	Description	Weight	Batch #	Order #	PO #
40CA (1PA)		10/007/90/00600	MIX,DAQ ,FRZN, OTB, (BOX), 90oz, 6/cs, 240/plt	1760	10079030326A	24877	550851
80CA (2PA)		10/002/96/00600	MIX, MARG, FRZN, OTB, (BOX), 96oz, 6/cs, 240/plt	3680	10029630307A 10029630401A	24877	550851
70CA (1PA)		10/002/45/00600	MIX,MARG,FRZN,OTB, NEW (BOX), 45oz, 6/cs, 420/plt	1575	10024530220A	24877	550851
Shipper Load - Driver Count / NO SLC				5312			
Hazardous Materials Emergency Number (1-800-832-5452)					PLACARD Provided		
If this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the follow statement The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges							
<p>RECEIVED subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of package unknown) marked consigned and destined as indicated above 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 the bill of lading terms and conditions in the governing classification on the date of the shipment Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns</p>							
This is to certify that the above named materials are properly classified described packaged marked and labeled and is in proper condition for transportation according to the applicable regulations of the Department of Transportation							
If prepaid send freight bill & copy of Bill of Lading to Truco Enterprises, Inc 10515 King William Dr Dallas , TX75220				Freight charges are prepaid unless marked collect below if charges are collect <input type="checkbox"/>			
Shipper Dept: Phone 9722415544				Carrier Name RILEY TRANSPORTATION, INC			
Shipper Signature <i>[Signature]</i>				Carrier Signature <i>[Signature]</i> Date 4/1/02			
Date of Departure 04/01/2002				Time of Departure 3 40 PM			
<p>*Mark with 'X' to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172.20(a)(1)(iii) of Title 48 Code of Federal Regulations Also when shipping hazardous materials the shipper's certification statement prescribed in Section 172.20 4(a) of the Federal Regulations must be indicated on the bill of lading unless a specific exception from this requirement is provided in the Regulations for a particular material</p>							

See 470

Print B.O.L.

Exp Date 4-2-02

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND RED INK

Fleming

Box 26647 Oklahoma City OK 73126

BANK OF AMERICA
WALNUT CREEK, CA

No 90-4182/ 1211
25651754
AG

Date Amount
04/17/02 \$*****748 19*

Pay
SEVEN HUNDRED FORTY EIGHT DOLLARS AND 19/100

Pay
To
The
Order
Of

TRUCO ENTERPRISES
10515 KING WILLIAM DR
DALLAS, TX 75220

4



Unlque Character Facsimile Signature

⑈ 25651754 ⑆ 12114182217313901222 ⑆

Flem

175797

0196

When corresponding refer to ==> **25651754**

DIvision	Invoice Date	Receipt Date	Inv No./Credit Request	Amount	Discount
CORPORATE CATEGORY MARKETING	03/27/02	04/02/02	GMD82060	-7,953 00	0 00
CORPORATE CATEGORY MARKETING	12/21/01	04/04/02	V20961	-3,000 00	0 00
GMD - DALLAS CTP	04/02/02	04/12/02	24876	2,808 00	-56 17
GMD - DALLAS CTP	04/02/02	04/12/02	24877	9,132 00	-182 64

DATE OF CHECK 04/17/02

AMOUNT OF CHECK

\$748 19

4

Truco Enterprises, Inc

10515 King William Dr
 Dallas TX 75220
 Phone (972) 869-4600

INVOICE

DATE 3/28/2003	PAGE 1
INVOICE # 31895	

Remittance Address
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389 0643

SOLD TO Customer No **FLE012**
 FLEMING COMPANIES
 P O BOX 26647
 OKLAHOMA CITY OK 73126
 USA

SHIP TO
 FLEMING MEMPHIS
 4688 HUNGERFORD
 MEMPHIS TN 38118
 USA
 PHONE 4058407200

ORDER # 31895	ORDER DATE 03 /18/2003	PO # 621964	SHIP VIA CLICKSHIP, INC	TERMS NET30
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QTY ORD	QTY SHIP	QTY B/O	ITEM #	LOC	DESCRIPTION	UNIT PRICE	UOM	EXTENDED PRICE
672	672	0	14/011/16/01200	NAT	SALSA OTB Medium 16oz 12/CS 1344/P	1 62	EA	1 088 64
336	336	0	14/012/16/01200	NAT	SALSA OTB Hot 16oz 12/CS 1344/PLT	1 62	EA	544 32
336	336	0	14/010/16/01200	NAT	SALSA OTB Mild 16oz 12/CS 1344/PLT	1 62	EA	544 32

<u>DATE DUE</u>	<u>AMOUNT DUE</u>	<u>DISC DATE</u>	<u>DISCOUNT</u>
04/27/03	2 177 28	03/28/03	0 00

LOAD # 106857

**PLEASE REMIT ALL PAYMENTS TO LOCKBOX
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389-0643**

Comments	Tax summary		Subtotal	2,177 28
	DALLAS	0 00	Total sales tax	0 00
			Total amount	2,177 28
			Less payment	0 00
			Less pmt disc	0 00
			Amount due	\$ 2,177 28

5000412-474

Truco Enterprises

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To		Ship From	
Name FLEMING MEMPHIS		Name Truco Enterprises, Inc	
Street 4688 HUNGERFORD		Street 9000 PREMIER ROW	
Destination MEMPHIS TN 38118		Origin DALLAS TX 75247	
Phone # 4058407200	Cell #	Pager #	
Receiver - Load #		Plant Order #	
106857		13964	

CS	Plt	*Haz	Items Shipped	Description	Weight	Batch #	Order #	PO #
56CA	0 50		14/011/16/01200	salsa, otb, med, 16oz, 12/cs, 1344/plt	1147 44	032604B	31895	621964
28CA	0 25		14/012/16/01200	salsa,otb, hot 16oz, 12/cs 1344/plt	573 72	DOWN	31895	621964
28CA	0 25		14/010/16/01200	salsa otb mild, 16oz, 12/cs, 1344/plt	573 72	032604A	31895	621964

Shipper Load - Driver Count / NO SLC - Carrier's Responsibility to Secure Load

Hazardous Materials Emergency Number (1-800-832-5452) PLACARD Provided

If this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the follow statement The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

RECEIVED subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of package unknown), marked consigned and destined as indicated above which said carner (the word carner 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 carner on the route to said destination It is mutually agreed as to each carner 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 the bill of lading terms and conditions in the governing classification on the date of the shipment Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

OTB HOT 16oz 032604C=7 21cs.
 OTB. HOT 16oz 032604C=7 21cs
 Fleming
 3-28-03
 Alien Great
 112

This is to certify that the above named materials are properly classified described packaged marked and labeled and is in proper condition for transportation according to the applicable regulations of the Department of Transportation

If prepaid send freight bill & copy of Bill of Lading to Truco Enterprises 10515 King William Drive Dallias , TX75220	Freight charges are prepaid unless marked collect below if charges are collect <input type="checkbox"/>
--	--

Shipper Dept Phone 2149059700	Carrier Name CLICKSHIP COM
Shipper Signature <i>[Signature]</i>	Carrier Signature <i>[Signature]</i>
Date of Departure 03-27-03	Date <i>[Signature]</i>
Time of Departure	

Seal #	Trailer #	Carrier Phone #
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*Mark with "X" to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172.20(a)(1)(ii) of Title 48 Code of Federal Regulations Also when shipping hazardous materials the shipper's certification statement prescribed in Section 172.20-4(a) of the Federal Regulations must be indicated on the bill of lading unless a specific exception from this requirement is provided in the Regulations for a particular material

Do NOT Double Stack

FOODSTUFFS
DO NOT SHIP WITH
HAZARDOUS MATERIAL

LOAD# 106857

Truco Enterprises

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To		Ship From	
Name FLEMING MEMPHIS		Name Truco Enterprises, Inc	
Street: 4688 HUNGERFORD		Street: 3200 NORTHERN CROSS	
Destination MEMPHIS TN 38118		Origin FT WORTH TX 76127	
Phone # 4058407200	Cell #	Pager #	

Receiver - Load #	Plant Order #
106856	141547

CS	Plt	Haz	Items Shipped	Description	Weight	Batch #	Order #	PO #
252CA	9 00		12/016/14/01200	chip, tortilla, otb, 14oz bag, 12/case, 336/plt	3958 92	8-14-03	30184	806930

Shipper Load - Driver Count / NO SLC - Carrier's Responsibility to Secure Load

Hazardous Materials Emergency Number (1-800-832-5452) PLACARD Provided

If this shipment is to be delivered to the consignee without recourse on the carrier and the consignor shall sign the below statement. The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.

RECEIVED, subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading, the property described above in apparent good order, except as noted (contents and condition of contents of package unknown) marked, consigned, and destined as indicated above 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 the bill of lading terms and conditions in the governing classification on the date of the shipment. Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

9-pits

 252-CASES

This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and is in proper condition for transportation according to the applicable regulations of the Department of Transportation.

If prepaid send freight bill & copy of Bill of Lading to
 Truco Enterprises
 10515 King William Drive
 Dallas, TX 75220

Freight charges are prepaid unless marked collect below
 if charges are collect

Shipper Dept. Phone 8174298883

Carrier Name CLICKSHIP.COM

Shipper Signature *Remberto Becerra* 3-27-03

Carrier Signature *[Signature]*
 Date 3-27-03

Date of Departure 03/27/2003

Time of Departure 3 20 PM

Seal # 00727

Trailer # 3090

Carrier Phone # 615 566 5552

*Mark with "X" to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials. The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172-20(a)(1)(iii) of Title 49 Code of Federal Regulations. Also when shipping hazardous materials the shipper's certification statement prescribed in Section 172.20-4(a) of the Federal Regulations must be indicated on the bill of lading, unless a specific exception from this requirement is provided in the Regulations for a particular material.

Print B.O.L

5000411-475

Truco Enterprises, Inc

10515 King William Dr
 Dallas TX 75220
 Phone (972) 869 4600

INVOICE

DATE 3/7/2003	PAGE 1
INVOICE # 30183	

Remittance Address
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389 0643

SOLD TO Customer No **FLE012**
 FLEMING COMPANIES
 P O BOX 26647
 OKLAHOMA CITY OK 73126
 USA

SHIP TO
 FLEMING MEMPHIS
 4688 HUNGERFORD
 MEMPHIS TN 38118
 USA
 PHONE 4058407200

ORDER # 30183	ORDER DATE 09 /30/2002	PO # 806929	SHIP VIA CLICKSHIP, INC	TERMS NET30
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QTY ORD	QTY SHIP	QTY B/O	ITEM #	LOC	DESCRIPTION	UNIT PRICE	UOM	EXTENDED PRICE
1 680	1 680	0	12/016/14/01200	LEO	CHIP Tortilla OTB 14oz 12/CS 336/PLT	1 49	EA	2 503 20

<u>DATE DUE</u> 04/06/03	<u>AMOUNT DUE</u> 2 503 20	<u>DISC DATE</u> 03/07/03	<u>DISCOUNT</u> 0 00
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LOAD # 106471

**PLEASE REMIT ALL PAYMENTS TO LOCKBOX
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389-0643**

Comments	Tax summary DALLAS 0 00	Subtotal	2,503 20
		Total sales tax	0 00
		Total amount	2,503 20
		Less payment	0 00
		Less pmt disc	0 00
		Amount due	\$ 2,503 20

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To				Ship From			
Name MEMPHIS GM DIVISION				Name Truco Enterprises, Inc			
Street: 4688 HUNGERFORD				Street: 3200 NORTHERN CROSS			
Destination MEMPHIS TN 38118				Origin FT WORTH TX 76127			
Phone # 4058407200		Cell #		Pager #			
Receiver - Load # 106471				Plant Order # 140923, 140924, 140925			
CS	Pit	Haz	Items Shipped	Description	Weight	Batch #	Order # PO #
140CA	5 00		12/016/14/01200	chip, tortilla, otb, 14oz bag, 12/case, 336/pit	1785	6-3-03	30183 806929
Shipper Load - Driver Count / NO SLC - Carrier's Responsibility to Secure Load							
Hazardous Materials Emergency Number (1-800-832-5452)				PLACARD Provided			
If this shipment is to be delivered to the consignee without recourse on the consignor, the consignor shall sign the follow statement. The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges							
<p>RECEIVED, subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading, the property described above in apparent good order, except as noted (contents and condition of contents of package unknown), marked, consigned, and destined as indicated above 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 the bill of lading terms and conditions in the governing classification on the date of the shipment. Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns</p>					<p><i>H.T.I.</i></p>		
This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and is in proper condition for transportation according to the applicable regulations of the Department of Transportation							
If prepaid send freight bill & copy of Bill of Lading to Truco Enterprises 10515 King William Drive Dallas, TX 75220				Freight charges are prepaid unless marked collect below if charges are collect <input type="checkbox"/>			
Shipper Dept: Phone 8174298883				Carrier Name CLICKSHIP.COM			
Shipper Signature <i>[Signature]</i> 3/4/03				Carrier Signature <i>[Signature]</i> Date 3-4-03			
Date of Departure 03/04/2003				Time of Departure 8 30 AM			
<p>*Mark with "X" to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials. The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172-20(a)(1)(iii) of Title 48 Code of Federal Regulations. Also, when shipping hazardous materials, the shipper's certification statement prescribed in Section 172.20-4(a) of the Federal Regulations must be indicated on the bill of lading, unless a specific exception from this requirement is provided in the Regulations for a particular material</p>							

SEAL # 00418

5000369-371

Part B.O.L.

5302

Fleming
3-7-03

Allen Grear
5/14/0

Truco Enterprises, Inc

10515 King William Dr
 Dallas TX 75220
 Phone (972) 869 4600

INVOICE

DATE 3/7/2003	PAGE 1
INVOICE # 31356	

Remittance Address
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389 0643

SOLD TO Customer No **FLE012**
 FLEMING COMPANIES
 P O BOX 26647
 OKLAHOMA CITY OK 73126
 USA

SHIP TO
 MEMPHIS GM DIVISION
 4688 HUNGERFORD
 MEMPHIS TN 38118
 USA
 PHONE 4058407200

ORDER # 31356	ORDER DATE 02 /19/2003	PO # 515186	SHIP VIA CLICKSHIP, INC	TERMS NET30
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QTY ORD	QTY SHIP	QTY B/O	ITEM #	LOC	DESCRIPTION	UNIT PRICE	UOM	EXTENDED PRICE
240	240	0	10/002/96/00600	JUS	MIX Marg Frzn OTB 96oz 6/CS 240/PLT	3 98	EA	955 20
30	30	0	10/002/12/01200	JUS	MIX Marg Frzn OTB 12oz 12/CS 120/PLT	10 20	CS	306 00
336	336	0	14/011/16/01200	NAT	SALSA OTB Medium 16oz 12/CS 1344/P	1 54	EA	517 44
336	336	0	14/012/16/01200	NAT	SALSA OTB Hot 16oz 12/CS 1344/PLT	1 54	EA	517 44

<u>DATE DUE</u> 04/06/03	<u>AMOUNT DUE</u> 2 296 08	<u>DISC DATE</u> 03/07/03	<u>DISCOUNT</u> 0 00
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LOAD # 106471

**PLEASE REMIT ALL PAYMENTS TO LOCKBOX
 TRUCO ENTERPRISES
 PO BOX #890643
 DALLAS TX 75389-0643**

Comments	Tax summary	Subtotal	2,296 08
	DALLAS 0 00	Total sales tax	0 00
		Total amount	2,296 08
		Less payment	0 00
		Less pmt disc	0 00
		Amount due	\$ 2,296 08

Truco Enterprises, Inc

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To				Ship From				
Name MEMPHIS GM DIVISION				Name Truco Enterprises, Inc				
Street 4688 HUNGERFORD				Street 9761 CLIFFORD STREET, SUITE 100				
Destination MEMPHIS TN 38118				Origin DALLAS TX 75220				
Phone # 4058407200		Cell #		Pager #				
Receiver - Load #				Plant Order #				
106471				78983, 78984				
CS	Plt	*Haz	Items Shipped	Description	Weight	Batch #	Order #	PO #
30CA	0 25		10/002/12/01200	mix, marg, frzn, otb, boxed, 12oz cups, 12/case, 120 cases/pallet	362 4	10021240212A	31356	515186
40CA	1 00		10/002/96/00600	mix marg, frzn, otb (boxed), 96oz, 6/cs 240/plt	1895 2	10029640226A	31356	515186
Shipper Load - Driver Count / NO SLC - Carrier's Responsibility to Secure Load								
Hazardous Materials Emergency Number (1-800-832-5452)						PLACARD Provided		
If this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the follow statement The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges								
RECEIVED subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of package unknown) marked consigned and destined as indicated above 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 the bill of lading terms and conditions in the governing classification on the date of the shipment Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns								
This is to certify that the above named materials are properly classified described packaged marked and labeled and is in proper condition for transportation according to the applicable regulations of the Department of Transportation								
If prepaid send freight bill & copy of Bill of Lading to Truco Enterprises, Inc 10515 King William Dr Dallas , TX75220					Freight charges are prepaid unless marked collect below if charges are collect <input type="checkbox"/>			
Shipper Dept Phone 9722415544				Carrier Name CLICKSHIP COM				
Shipper Signature				Carrier Signature				
Date of Departure 03/03/2003				Time of Departure 3 53 PM				
Mark with X to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172 20(a)(1)(iii) of Title 48 Code of Federal Regulations Also when shipping hazardous materials the shipper's certification statement prescribed in Section 172 20-4 (a) of the Federal Regulations must be indicated on the bill of lading unless a specific exception from this requirement is provided in the Regulations for a particular material								

5000369-371

Print B O L

Fleming
3-7-03
Allen Gear 10

Truco Enterprises, Inc

STRAIGHT BILL OF BILLING - FOR MOTOR CARRIERS - ORIGINAL - NOT NEGOTIABLE

Ship To		Ship From	
Name MEMPHIS GM DIVISION		Name Truco Enterprises Inc	
Street 4688 HUNGERFORD		Street 9000 PREMIER ROW	
Destination MEMPHIS TN 38118		Origin DALLAS TX 75247	
Phone # 4058407200	Cell #	Pager #	

Receiver - Load #	Plant Order #
106471	13841

CS	Plt	*Haz	Items Shipped	Description	Weight	Batch #	Order #	PO #
28CA	0 25		14/011/16/01200	salsa otb med, 16oz 12/cs 1344/plit	573 72	027504	31356	515186
28CA	0 25		14/012/16/01200	salsa otb hot, 16oz, 12/cs 1344/plit	573 72	022140	31356	515186

Shipper Load - Driver Count / NO SLC - Carrier's Responsibility to Secure Load

Hazardous Materials Emergency Number (1-800-832-5452)	PLACARD Provided
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If this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the follow statement The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

RECEIVED subject to the classifications and contracts in effect on the date of the issue of this Bill of Lading the property described above in apparent good order except as noted (contents and condition of contents of package unknown) marked consigned and destined as indicated above 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 the bill of lading terms and conditions in the governing classification on the date of the shipment Shipper hereby certifies that he is familiar with all the lading terms and conditions in the governing classification and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

Inailer # 200

This is to certify that the above named materials are properly classified described packaged marked and labeled and is in proper condition for transportation according to the applicable regulations of the Department of Transportation

If prepaid send freight bill & copy of Bill of Lading to
 Truco Enterprises Inc
 10515 King William Dr
 Dallas TX75220

Freight charges are prepaid unless marked collect below
 if charges are collect

Shipper Dept Phone 2149059700	Carrier Name CLICKSHIP COM
Shipper Signature	Carrier Signature
	Date

Date of Departure	Time of Departure
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*Mark with X to designate Hazardous Materials as defined in the Department of Transportation Regulations governing the transportation of hazardous materials The use of this column is an optional method for identifying hazardous materials on bills of lading per Section 172.20(a)(1)(iii) of Title 48 Code of Federal Regulations Also when shipping hazardous materials the shipper's certification statement prescribed in Section 172.20-4(a) of the Federal Regulations must be indicated on the bill of lading unless a specific exception from this requirement is provided in the Regulations for a particular material

Do NOT Double Stack

56

5000369-371

LOAD # 106471

Fleming
37-03
Allenger

CLICKSHIP

TRUCO ENTERPRISES, INC.

10515 King William Drive Dallas Texas 75220 USA email truco2@airmail.net tel (972) 869-4600 fax (972) 869-8050

September 3, 2003

Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

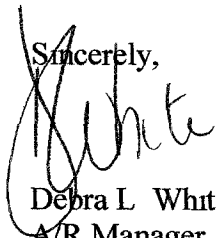
To Whom It May Concern:

Attached, please find a copy of Truco Enterprises, Inc 's Aging and analysis of Fleming Food, Inc The outstanding pre-petition amount totals ***\$14,625 60***

I have also attached the proper documentation to support that amount and have provided a second Proof of Claim form and self-stamped addressed envelope Please return a copy of the Proof of Claim to the address given on the envelope so we may have a copy for our records

Should you have any questions, please do not hesitate to contact me at the number and/or email below

Sincerely,



Debra L White
A/R Manager
972-869-4600 ext 326
800-471-7723
Dwhite@truco.com