

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

PROOF OF CLAIM



560608

Bar Date Ref # 2-NVM-19176

In re
Fleming Companies, Inc., et al.

Case Number
03-10945 (mfw)

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

Name of Creditor and Address

Adversign
30808 128th St
Princeton MN 55371

0354653560608

- 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 *(763) 441-0774*

CREDITOR TAX ID #
41-1634777

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

1 BASIS FOR CLAIM

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

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

2 DATE DEBT WAS INCURRED *3-7-2003*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ *5,756.09* (unsecured) \$ _____ (secured) \$ *5,756.09* (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 ONLY

FILED

SEP 09 2003

BMC

DATE SIGNED *9/4/03*

SIGN and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any) *owner Paul Volkhammer*

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

Adversign
30808 128th St
Princeton MN 55371
(763) 441-0774

Invoice

DATE INVOICE NO
 3/7/2003 1597

BILL TO
 Fleming Companies, Superior Division
 Attn Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI 54880

SHIP TO
 Jubilee Foods
 1316 Arrowhead Road
 Duluth MN 55811

P O NO	TERMS	DUE DATE	SHIP VIA
141500031-302	Net 15	3/22/2003	Morrell

ITEM	DESCRIPTION	AMOUNT
Sales Whlse	End display panels 51" x 96" Qty 12	4,110 12
Sales Whlse	Base panels 51" x 1 5" x 24" Qty 12	864 00
Shipping	Shipping	319 87

Thank you for your business Paul Vollkommer

A finance charge of 1 5%, minimum of \$2 00
 will be charged on all past due invoices

Total \$5 293 99

Statement

Adversign
 30808 128th St
 Princeton MN 55371
 (763) 441-0774

DATE
8/31/2003

TO
Fleming Companies, Superior Division Attn Don Olson/Store Planning #1 Gateway Court PO Box 1149 Superior WI 54880

AMOUNT DUE	AMOUNT ENC
\$5,756 09	

DATE	TRANSACTION			AMOUNT	BALANCE	
03/06/2003	Balance forward				0 00	
03/07/2003	Jubilee Foods Duluth, MN #3- INV #1597 - Jubilee Foods Duluth, MN			5,293 99	5,293 99	
08/31/2003	INV #FC 16 - Finance Charge			462 10	5,756 09	
	CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
	462 10	0 00	0 00	0 00	5 293 99	\$5 756 09

ADVERSIGN
30808 - 128TH ST
PRINCETON, MN 55371

This part of Purchase Order
was requested early by
Don Olson.

It is highlighted on the
2nd page of quotation.

NOTE TO FILE 2-11-03
DON
REQUESTED
12 END PANELS 51" W.
& BASE PANELS
TO BE SENT TO STORE
A.L.A.P. ~~3/2/03~~

PURCHASE ORDER



Fleming Companies, Superior Division
 #1 Gateway Court PO Box 1149
 Superior WI, 54880
 Don Olson - Store Planning Consultant - Superior Division
 715-392-8880, 715-394-1665 FAX, dolson2@email.fleming.com

Ship to Jubilee Foods (Constr Acct) 500031
 Street 1316 Arrowhead Road
 City ST ZIP Duluth MN 55811
 P O # 141500031-302
 Vendor Adversign
 Vendor # 300562
 Contact Paul Volkommer, FAX 763/389-3716
 Date January 20, 2003

Qty	Model Number and Product Description	Unit Cost	Ext Cost
1	Lot New "Festival Foods" interior decor components per plans and specifications dated 10/10/02 - per quote dated 1/6/03	106,064 71	106,064 71
1	Decor installation (union labor) Revised 1/22/03 per meeting	26,328 32	26,328 32
Ship to arrive 8/1/03 - verify		TOTAL	132,393 03

Invoice Fleming Companies, Superior Division
 Attn Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI, 54880

Don Olson
 Store Planner

PREPAY AND ADD FREIGHT -- EQUIPMENT FOR RESALE TAX EXEMPT -- INVOICE IN DUPLICATE

ADVER SIGN
 30808 128th Street
 Princeton, MN 55371
 (763) 441-0774

Date 1/6/03

Terms
NET 15 DAYS

QUOTATION FESTIVAL FOODS - DULUTH, MN

NUMBER

TO:
FLEMING FOODS
STORE PLANNING
1 GATEWAY COURT
P O BOX 1149
SUPERIOR, WI 54880
SEND TO:
DON OLSON
PH 715-394-1708
FAX 715-394-1665

R E
Festival Foods
Duluth, MN

DESCRIPTION	SIZE	COLOR	FINISH	QTY	COST EA	TOTAL
DEPARTMENTS						
Produce Wall Sign w/ wings 3/4" gatorfoam letters Copy Festival Foods Logo w/ "fresh fruits & vegetables"	VARIES	VARIES	VARIES	1	2698 06	2698 06
Deli Wall Sign w/ no wings 3/4" gatorfoam letters Copy Festival Foods Logo w/ "family style deli"	VARIES	VARIES	VARIES	1	1986 91	1986 91
Meat Wall Sign w/ wings 3/4" gatorfoam letters Copy Festival Foods Logo w/ "variety meat & fresh seafood"	VARIES	VARIES	VARIES	1	2698 06	2698 06
Dairy Wall Sign w/ wings 3/4" gatorfoam letters Copy Festival Foods Logo w/ "fresh eggs milk & cheese"	VARIES	VARIES	VARIES	1	2698 06	2698 06
Bakery Wall Sign w/ wings 3/4" gatorfoam letters Copy Festival Foods Logo w/ "bread pastries pies & cakes"	VARIES	VARIES	VARIES	1	2698 06	2698 06
Frozen Wall Sign w/ wings 3/4" gatorfoam letters Copy Festival Foods Logo w/ "frozen entrees & pizza snaks"	VARIES	VARIES	VARIES	1	2698 06	2698 06
Thank you Wall Sign w/ wings 3/4" gatorfoam letters Copy "thank you "	VARIES	VARIES	VARIES	1	2698 06	2698 06

DESCRIPTION	SIZE	COLOR	FINISH	QTY	COST EA.	TOTAL
Logo Swosh 3/4" gatorfoam	29'-5"x	PAINT	PAINT	4	549 50	2198 00
KITCHEN CLASSICS SIGN 3D	46 5x119"	NOTED	NOTED	1	1885 31	1885.31
Trim for Fascia 3/4"x4" gatorfoam	3/4"x4"	GREEN	PAINT	488	3 55	1732 40
Case Fascia	16"	P LAM	FACT	488	12 84	6265.92
Case Fascia filler	12"	PAINT	FACT	140	5 70	798.00
Wood gussets	N/A	N/A	N/A	130	3 50	455.00
Trim for Lite Canopy 3/4"x4" gfoam	NOT	IN	BID	0	0 00	0.00
Lite Canopy w/ 3/4"X12"	NOT	IN	BID	0	0 00	0 00
* End display panel 48"- 60"	varies 96"	P. LAM	FACT	32	12x 342 51	10960 32
* End display panel over 60"	61"x 96"	P LAM	FACT	1	396 00	396 00
* Base panel 48"- 60"	varies 24"	BLACK	PAINT	32	12x 72 00	2304 00
Base panel over 60"	61"x 24"	BLACK	PAINT	1	108 00	108.00
End cap price sign Header	10"x48"	GREEN	VINYL	32	36 00	1152 00
Spiral sign number system mtd to End display panels Item supplied by Fleming Foods	NOTED	NOTED	FACT	32	0 00	0 00
Aisle directones #1- #17 (2 sets) Triangular shape. back panel to have product cards to match front	32"x 47 5"	NOTED	VINYL	34	655 46	22285 64
Slogan boards - 6mm sintra	36"x 72"	GREEN	VINYL	2	275 00	550 00
Slogan boards - 6mm sintra	36"x 72"	YELLOW	VINYL	0	275 00	0 00
Slogan boards - 6mm sintra	36"x 72"	ORANGE	VINYL	1	275 00	275 00
Slogan boards - 6mm sintra	36"x 72"	PURPLE	VINYL	0	275 00	0 00
Express sign - 6mm sintra	36"x 72"	GREEN	VINYL	1	275 00	275 00
Customer Service - 6mm sintra	36"x 72"	PURPLE	VINYL	1	275 00	275 00
One hour photo - 6mm sintra	NOT	IN	BID	0	0 00	0 00
Ground Beef Sign w/ Ground Beef Photo & Spiral number pads	36"x 72"	ORANGE	VINYL	1	552 42	552 42
ENTRY BANNERS Banners w/1yellow,1orange, 1green,1purple &1white w/copy 4 banners @ 23 5", 1@ 47 5"	23 5"x119" 47 5"x119"	AS NOTED	PAINT	1	853 00	853 00
MEAT BANNERS Banners w/2yellow,2orange, 2green,2purple &1white w/copy 8 banners @ 23 5", 1@ 47 5"	47 5"x 95 5"	AS NOTED	PAINT	1	1519 00	1519 00
FROZEN FOOD BANNERS Banners w/2yellow,2orange, 2green, &1white w/copy 6 banners @ 23 5", 1@ 47 5"	23 5"x 95 5" 47 5"x 95 5"	AS NOTED	PAINT	2	1519 00	3038 00

x 110 12
564 00

DESCRIPTION	SIZE	COLOR	FINISH	QTY	COST EA.	TOTAL
21" Spiral sign system by Fleming mtd above one deck ref cases & along wall of values 8' o c Item supplied by Fleming Foods	21" wide	NOTED	FACT	21	0 00	0 00
Frozen Food Directors 6"x24" (w/6mm sintra) & metal bracket	6"x24"	AS NOTED	VINYL	13	75 00	975 00
TOT SPOT sign w/ copy on 2 sides 6" foam	47 5"x92"	AS NOTED	PAINT	1	878 08	878.08
Kitchen Classics Ceiling Posters Single sided 79"x38 5" 6mm sintra	79"x38 5"	PHOTO	UV FILM	5	462 72	2313 60
Kitchen Classics Ceiling Posters double sided 79"x38 5" 6mm sintra	79"x38 5"	PHOTO	UV FILM	0	693 10	0 00
Photo Ceiling Posters Single sided 79"x38 5" 6mm sintra	79"x38 5"	GREEN	UV FILM	0	462 72	0 00
Photo Ceiling Posters Single sided 79"x38 5" 6mm sintra	79"x38 5"	ORANGE	UV FILM	5	462 72	2313 60
Photo Ceiling Posters Single sided 79"x38 5" 6mm sintra	79"x38 5"	YELLOW	UV FILM	0	462 72	0 00
Photo Ceiling Posters Single sided 79"x38 5" 6mm sintra	79"x38 5"	PURPLE	UV FILM	1	462 72	462 72
Photo Ceiling Posters Double sided 79"x38 5" 6mm sintra	79"x38 5"	GREEN	UV FILM	7	693 10	4851 70
Photo Ceiling Posters Double sided 79"x38 5" 6mm sintra	79"x38 5"	ORANGE	UV FILM	5	693 10	3465 50
Photo Ceiling Posters Double sided 79"x38 5" 6mm sintra	79"x38.5"	YELLOW	UV FILM	2	693.10	1386.20
Photo Ceiling Posters Double sided 79"x38 5" 6mm sintra	79"x38.5"	PURPLE	UV FILM	7	693.10	4851.70
pet care center sign 4 photos over 6mm sintra	36"x 95 5"	GREEN	UV FILM	1	762 00	762 00
the baby space sign 4 photos over 6mm sintra	36"x 95 5"	PURPLE	UV FILM	1	762 00	762 00
party tray central sign 6mm sintra Single sided	NOT	IN	BID	0	394 24	0 00
H B C Mother & Child Photo Ceiling Poster Double sided on 6mm sintra	NOT	IN	BID	0	0 00	0 00
H B C Guy & Gal Photo Ceiling Poster Double sided on 6mm sintra	NOT	IN	BID	0	0 00	0 00

DESCRIPTION	SIZE	COLOR	FINISH	QTY	COST EA	TOTAL
Checkstand lights #'s 1 thru 11	18"x 18"	AS NOTED	N/A	11	330 33	3633 63
Decor treatment for One Hour Photo Film strip photo frame 6mm sintra	NOT	IN	BID	0	0 00	0 00
Festival Mission Statement Sign Color Festival logo w/ black copy 6mm white sintra	NOT	IN	BID	0	0 00	0 00
Air Craft Cable	#12	N/A	N/A	4000	0 50	2000 00
Cable crimps	1/16"	N/A	N/A	908	0 15	136.20
Tubes of Adhesive	N/A	N/A	N/A	100	4 50	450 00
"S" Hooks	N/A	N/A	N/A	230	0 20	46 00
Touch up paint & brushes	N/A	N/A	N/A	14	5 25	73 50
Packaging Costs	N/A	N/A	N/A	1	650 00	650 00
Shipping Costs not included						
					TOTAL	106064 71

UNION DECOR INSTALL	N/A	N/A	N/A	1	26328 32	26328.32
NON-UNION DECOR INSTALL	N/A	N/A	N/A	1	22784 21	22784 21
DELIVERY TO BE DETERMINED	PREPARED BY Roger/Paul					

IF THIS DECOR QUOTATION MEETS WITH YOUR APPROVAL, PLEASE SIGN AND RETURN TO ADVERSIGN BY FAX OR MAIL
 ADVERSIGN WILL REQUIRE AN ONE HALF DOWN PAYMENT TO START THIS ORDER

THANK YOU

Accepted By: _____

Date _____



10752 - 171st Ave
 ELK RIVER, MINNESOTA 55330
 DAILY SERVICE TO AND FROM TWIN CITIES
 763/441 2011 • 1 800 776 5592

SCAC MORR

PLEASE SHOW THIS PRO NUMBER ON REMITTANCE

DATE SHIPPED 2/20/03	SHIPPER'S NO 66355	TRAILER POOL	ORIGIN MORR	DEST 900	ACCOUNT *ADVERS	BILLING DATE 2/21/03	PRO NO 659529
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CONSIGNEE

JUBILEE FOODS-DULUTH
 1316 ARROWHEAD ROAD
 DULUTH MN 55811

ADV C/L	ADV C/L PRO	DATE OF C/L PRO	ADV C/L REVENUE
BYD C/L	ACCTS REC	MORR REVENUE	BYD C/L REVENUE
RANT	319.87	127.95	191.92

SHIPPER

DUEVEL WOODWORKING
 612-801-1867
 931 ANDOVER BLVD
 HAM LAKE MN 55304

KJP-R

HUBERIC

BILL TO

ADVERSIGN
 ATTN ACCT PAYABLE CAROL
 30808 128TH STREET
 PRINCETON MN 55371

PIECES	DESCRIPTION OF ARTICLES	WEIGHT	RATE	CHARGES
2	SPOTS/5X8 PALLET STC 12 END PANELS DISCOUNT 55% LTL FSC	2,500 LBS 673 75 303 19	26 95 55- 055	673 75 370 56- 16 68
PAID				
BILL TO CHANGES NOT ALLOWED PAST 30 DAYS RECEIVED THE ABOVE PROPERTY IN GOOD CONDITION EXCEPT AS NOTED		TOTALS	2,500 LBS	PPD 319.87

Receiver's signature _____
 Printed Name _____

DATE	ARRIVAL	DEPARTURE	<input type="checkbox"/> YES _____ SWP INTACT <input type="checkbox"/> NO _____ PCS	DRIVER NAME	TRUCK/TRAILER NO
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