UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

612724

Bar Date Ref # 2-NVM-78580

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

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

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

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

Name of Creditor and Address

0354653612724

Caldwell Enterprises, INC
c/o LAW OFFICE OF
KATHY POPOFF
50-B PENINSULA CENTER DR , #301
ROLLING HILLS ESTATES, CA 90274-3506

Creditor Telephone Number (310) 831-4443

CREDITOR TAX I D #
86-0500221

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim ☐ replaces or ☐ amends a previously filed claim dated 9/15/03 supplements NOTICE OF PACA TRUST 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 _____ (date) to _____ (date)

*perishable agricultural commodities

2 DATE DEBT WAS INCURRED 6/15/00-10/23/02

3 IF COURT JUDGMENT, DATE OBTAINED None

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$	$	$	$
(unsecured)	(secured)	92,057 42 (unsecured priority)	92,057.42 (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

XX 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)

XX Other Specify applicable paragraph of 11 U S C § 507(a) *PACA Trust 7 USC 499e(c)

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 Summaries attached

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 15 2003
BMC

Fleming Companies Claim
09572

DATE SIGNED
9/15/03

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)

Kathy Popoff
KATHY POPOFF, Attorney for PACA TRUST Creditor

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

CALDWELL ENTERPRISES, INC.
P.O. BOX 6752
PHOENIX, AZ 85005
602-256-7783

September 10, 2003

Statement

Fleming Foods, Inc

Invoice Date	Invoice #	P O #	Amount	PACA	Description
10-4-02	12495	428117	1790 00	Yes	Unpaid
10-5-02	12496	425897	1650 00	Yes	Unpaid
		Total Due	**3440 00**		

Caldwell Enterprises, Inc
P O Box 9264
Phoenix, AZ 85001

Fleming Foods, Inc
Unauthorized Deductions Record
6-1-00 through 6-1-03

Spetember 2, 2003

Invoice Date	CEI#/Dedctn #	Amnt of Dedctn	Corspdnce #	PACA	Description
6/15/2000	4447/PXU973810	37 50	31074333	YES	Short pay
6/15/2000	4565/PXU972484	7 70	31068382	YES	Short pay
7/5/2000	4673/PXU973341	15 50	31072397	YES	Short pay
7/12/2000	4718/PXU974090	1524 40	31075594	YES	Short pay
7/24/2000	4799/PXU974089	45 85	31075594	YES	Short pay
8/4/2000	4859/PXU974815	2480 50	31081131	YES	Short pay
8/5/2000	4884/PXU974551	6 60	31078362	YES	Short pay
10/2/2000	5210/PXU976542	4700 52	31088785	YES	Short pay
10/10/2000	5277/PXT401646	430 05	31089900	YES	Short pay
10/24/2000	5333/PXT401915	850 00	25410116	YES	Short pay
10/27/2000	5405/PXU977460	37 50	23288896	YES	Short pay
11/1/2000	5404/PXU977663	1173 00	25413585	YES	Short pay
11/14/2000	5480/PXU978096	38 5	23293778	YES	Short pay
11/14/2000	5405/PXU978095	15 4	23293778	YES	Short pay
3/14/2001	6519/PXT403881	150 00	25478327	YES	Short pay
3/16/2001	6529/PXT403829	9 50	23334431	YES	Short pay
4/5/2001	6691/PXU984407	58 00	23345645	YES	Short pay
4/7/2001	6704/PXU983839	45 00	25487182	YES	Short pay
5/2/2001	6892/PXU984719	7 40	23348143	YES	Short pay
5/24/2001	6960 /PXG674324	700 00	25512273	YES	Short pay
6/23/2001	7324/PXU986980	45 00	23369721	YES	Short pay
8/3/2001	7393/PXU988366	434 5	23379391	YES	Short pay
8/3/2001	7416/PXT404817	44 25	23379391	YES	Short pay
8/3/2001	7398/PXU988322	41 25	23379391	YES	Short pay
8/10/2001	7585/PXT405068	144 00	23384688	YES	Short pay
8/11/2001	7567/PXU989010	832 50	23384263	YES	Short pay
8/14/2001	7425/PXG271787	2933 22	23379391	YES	Short pay
8/14/2001	7578/PXU988942	14 50	23384263	YES	Short pay
8/15/2001	7577/PXT404905	541 50	23384263	YES	Short pay
8/15/2001	7679/PXT405085	541 50	23384688	YES	Duplicate of PXT404905

Caldwell Enterprises, Inc
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Phoenix, AZ 85001

Fleming Foods, Inc
Unauthorized Deductions Record
6-1-00 through 6-1-03

Spetember 2, 2003

Invoice Date	CEI#/Dedctn #	Amnt of Dedctn	Corspdnce #	PACA	Description
8/15/2001	7678/LFT405643	541 50	25568042	YES	Short pay
8/16/2001	7580/PXU988949	34 25	23384263	YES	Short pay
8/17/2001	7585/PXU988944	928 25	23384263	YES	Short pay
8/17/2001	7586/PXU988948	18 50	23384263	YES	Short pay
8/17/2001	7583/PXU988947	8 75	23384263	YES	Short pay
8/17/2001	7579/PXU989109	696 14	23384688	YES	Short pay
8/18/2001	7563/PXU988961	63 00	23384263	YES	Short pay
8/21/2001	7603/PXU989094	42 50	23384688	YES	Short pay
8/24/2001	7587/PXU989103	1500 00	23384688	YES	Short pay
8/28/2001	7716/PXU989540	17 50	25551476	YES	Short pay
8/28/2001	7710/PXU989609	8 75	25551476	YES	Short pay
8/29/2001	7717/PXT405302	29 00	25551476	YES	Short pay
8/30/2001	7746/PXU989552	170 00	25551476	YES	Short pay
8/31/2001	7663/PXU989557	444 00	25551476	YES	Short pay
8/31/2001	7709/PXX102008	166 67	23389498	YES	Short pay
8/31/2001	7782/PXX102010	150 00	23389498	YES	Short pay
8/31/2001	7850/PXU991208	1508 00	25571545	YES	Short pay
9/4/2001	7876/PXU992228	1607 50	23402872	YES	Short pay
9/5/2001	7666/PXG271770	442 50	25548007	YES	Short pay
9/5/2001	7664/PXG272258	152 40	25548007	YES	Short pay
12/6/2001	8646/PXU993117	7 50	23418987	YES	Short pay
12/12/2001	8682/PXU993520	72 50	23422497	YES	Short pay
12/20/2001	8531/PXG027542	255 00	23422497	YES	Short pay
12/20/2001	8183/PXU993898	845 00	25604914	YES	Short pay
1/16/2002	8976/PXU994499	600 00	23433298	YES	Short pay
1/31/2002	9120/PXU996065	135 00	23451229	YES	Short pay
2/4/2002	9113/PXU995182	331 50	23440906	YES	Short pay
4/11/2002	12032/PXT406700	133 50	23461332	YES	Short pay
4/24/2002	10349/PXU997221	391 50	23464945	YES	Short pay
4/24/2002	10383/PXU997324	1475 00	23465559	YES	Short pay
4/26/2002	10380/PXU997509	61 25	23467664	YES	Short pay
4/27/2002	10397/PXU997510	737 50	23467664	YES	Short pay
5/4/2002	10534/PXT406927	255 00	23469826	YES	Short pay
5/15/2002	10853/PXU997888	1000 00	23470325	YES	Short pay

Caldwell Enterprises, Inc
P O Box 9264
Phoenix, AZ 85001

Fleming Foods, Inc
Unauthorized Deductions Record
6-1-00 through 6-1-03

Spetember 2, 2003

Invoice Date	CEI#/Dedctn #	Amnt of Dedctn	Corspdnce #	PACA	Description
7/17/2002	11959/PXU900302	485 25	23497026	YES	Short pay
7/22/2002	11790/PXU999781	2400 00	23489596	YES	Short pay
7/22/2002	11781/PXU999780	400 00	23489596	YES	Short pay
7/22/2002	11835/PXU999952	100 00	23493683	YES	Short pay
7/30/2002	11756/PXT600180	737 50	23490747	YES	Short pay
8/1/2002	11932/PXU900176	200 00	23494253	YES	Short pay
8/8/2002	12008/PXU900301	445 00	23497026	YES	Short pay
10/18/2002	12555/PXT600392	557 00	23516262	YES	Short pay
		38059 35			

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Unauthorized Deductions Record
6-1-00 through 6-1-03

Spetember 2, 2003

Invoice Date	CEI#/Dedctn #	Amnt of Dedctn	Corspdnce #	PACA	Description
7/22/2000	/PXU974090	640 00	31075594	Yes	Unknown
8/11/2000	/PXU975800	13 00	31084449	Yes	Unknown
8/14/2000	/PXU975113	208 00	31081131	Yes	Unknown
8/30/2000	/PXU975460	19 30	31082802	Yes	Unknown
8/31/2000	/PXU975796	402 80	31084449	Yes	Unknown
9/1/2000	/PXU975623	7 50	31083389	Yes	Unknown
9/14/2000	/PXU976543	10 00	31088785	Yes	Unknown
9/18/2000	/PXU977070	20 00	25406827	Yes	Unknown
9/26/2000	/PXU976443	35 00	31087943	Yes	Unknown
9/27/2000	/PXT401575	355 00	31088785	Yes	Unknown
10/2/2000	/PXU978876	11 70	23300619	Yes	Unknown
10/2/2000	/PXU977179	505 50	25406827	Yes	Unknown
10/6/2000	/PXU976732	33 00	31089900	Yes	Unknown
10/6/2000	/PXH054937	800 80	31088785	Yes	Unknown
10/16/2000	/PXT401539	1750 00	31088785	Yes	Unknown
10/17/2000	/PXT401774	550 00	25406827	Yes	Unknown
10/20/2000	/PXG102300	11545 68	25406827	Yes	Unknown
10/24/2000	/PXU977352	120 00	2540116	Yes	Unknown
12/1/2000	/PXU978877	163 00	23300619	Yes	Unknown
12/1/2000	/PXT402612	112 50	23300619	Yes	Unknown
12/12/2000	/PXU979335	28 20	23302670	Yes	Unknown
12/13/2000	/PXU404632	7 70	25528512	Yes	Unknown
12/28/2000	/PXU979978	34 92	23309691	Yes	Unknown
12/29/2000	/PXU979943	92 50	23308015	Yes	Unknown
1/9/2001	/PXU980413	28 15	23310534	Yes	Unknown
1/24/2001	/PXU981260	105 00	23318808	Yes	Unknown
2/3/2001	/PXT404218	2627 50	23350703	Yes	Unknown
2/26/2001	/PXU982122	48 80	25466300	Yes	Unknown
2/27/2001	/PXU982123	9 00	25466300	Yes	Unknown

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Fleming Foods, Inc
Unauthorized Deductions Record
6-1-00 through 6-1-03

Spetember 2, 2003

Invoice Date	CEI#/Dedctn #	Amnt of Dedctn	Corspdnce #	PACA	Description
3/7/2001	/PXT404301	25 80	25506131	Yes	Unknown
3/7/2001	/PXT404301	25 80	25506131	Yes	Unknown
4/13/2001	/PXU984034	1043 50	23342851	Yes	Unknown
4/13/2001	/PXT404048	161 25	23342851	Yes	Unknown
5/22/2001	/PXU985546	9 00	25506131	Yes	Unknown
5/22/2001	/PXU985419	6 30	25506131	Yes	Unknown
5/23/2001	/PXU985416	41 75	25506131	Yes	Unknown
5/25/2001	/PXX100861	500 00	25502916	Yes	Late Truck Fee
5/29/2001	/PXX100894	1500 00	23353973	Yes	Late Truck Fee
5/29/2001	/PXX100901	1000 00	23353973	Yes	Late Truck Fee
5/29/2001	/PXX100884	500 00	23353973	Yes	Late Truck Fee
5/29/2001	/PXX100891	500 00	23353973	Yes	Late Truck Fee
5/29/2001	/PXX100892	500 00	23353973	Yes	Late Truck Fee
5/30/2001	/PXX100918	500 00	23353973	Yes	Late Truck Fee
5/30/2001	/PXU986008	412 65	23358939	Yes	Unknown
6/1/2001	/PXX100980	1281 60	25506131	Yes	Unknown
6/1/2001	/PXX100973	111 15	25506131	Yes	Unknown
6/28/2001	/PXU986986	7 10	23369721	Yes	Unknown
6/29/2001	/PXT404669	312 00	23373238	Yes	Unknown
7/10/2001	/PXU987591	29 25	23373238	Yes	Unknown
7/11/2001	/PXU987380	256 25	25528512	Yes	Unknown
7/12/2001	/PXU987382	9 70	25528512	Yes	Unknown
7/12/2001	/PXU987381	3 90	25528512	Yes	Unknown
7/13/2001	/PXU987595	294 00	23373238	Yes	Unknown
7/13/2001	/PXU987596	37 00	23373238	Yes	Unknown
7/18/2001	/PXU987671	420 00	23375004	Yes	Unknown
7/19/2001	/PXG268912	16 98	23370575	Yes	Unknown
7/20/2001	/PXU987676	30 40	23375004	Yes	Unknown
7/20/2001	/PXU987669	7 80	23375004	Yes	Unknown
7/23/2001	/PXT404701	76 00	23375004	Yes	Unknown
7/27/2001	/PXT404777	7 25	23377462	Yes	Unknown
8/1/2001	/PXU988142	435 00	23377764	Yes	Unknown
8/1/2001	/PXU988123	7 35	23377764	Yes	Unknown
8/7/2001	/PXU988569	144 00	23381947	Yes	Unknown

Caldwell Enterprises, Inc
P O Box 9264
Phoenix, AZ 85001

Fleming Foods, Inc
Unauthorized Deductions Record
6-1-00 through 6-1-03

Spetember 2, 2003

Invoice Date	CEI#/Dedctn #	Amnt of Dedctn	Corspdnce #	PACA	Description
8/8/2001	/PXU988621	231 50	23381947	Yes	Unknown
8/9/2001	/PXU988934	31 75	23384263	Yes	Unknown
8/10/2001	/PXU988941	43 75	23384263	Yes	Unknown
8/16/2001	/PXT404906	7 35	23384263	Yes	Unknown
8/16/2001	/PXX040550	8418 75	25548007	Yes	Unknown
8/23/2001	/PXU989107	29 40	23384688	Yes	Unknown
9/1/2001	/PXL102271	500 00	25568042	Yes	Late Truck Fee
9/1/2001	/PXL102277	500 00	25568042	Yes	Late Truck Fee
9/1/2001	/PXX102243	500 00	23393789	Yes	Late Truck Fee
9/1/2001	/PXX102245	500 00	23393789	Yes	Late Truck Fee
9/1/2001	/PXX102259	500 00	23393789	Yes	Late Truck Fee
9/1/2001	/PXL102123	500 00	23392786	Yes	Late Truck Fee
9/1/2001	/PXL102130	500 00	23392786	Yes	Late Truck Fee
9/1/2001	/PXL102037	250 00	25557960	Yes	Late Truck Fee
9/1/2001	/PXU989801	87 50	25554701	Yes	Unknown
9/7/2001	/PXU989289	29 00	23390655	Yes	Unknown
9/8/2001	/PXU989842	330 00	23390655	Yes	Unknown
9/8/2001	/PXU989839	10 25	23390655	Yes	Unknown
9/15/2001	/PXU990929	114 75	25568042	Yes	Unknown
9/22/2001	/PXX102574	300 00	25568042	Yes	Late Truck Fee
9/28/2001	/PXU990937	20 40	25568042	Yes	Unknown
9/29/2001	/PXX102529	300 00	25568042	Yes	Late Truck Fee
10/1/2001	/PXX041816	391 20	25568042	Yes	Unknown
10/1/2001	/PXU990940	9 00	25568042	Yes	Unknown
10/2/2001	/PXU991077	19 50	23400894	Yes	Unknown
10/3/2001	/PXU991144	43 50	23401508	Yes	Unknown
10/8/2001	/PXU991148	32 80	23401508	Yes	Unknown
10/9/2001	/PXT405544	441 00	23401508	Yes	Unknown
10/10/2001	/PXU991152	120 00	23401508	Yes	Unknown
10/13/2001	/PXU991433	283 00	25575091	Yes	Unknown
10/15/2001	/PXU991231	75 00	23402872	Yes	Unknown
10/17/2001	/PXU991405	5 10	25575091	Yes	Unknown
10/17/2001	/PXU991242	157 50	23402872	Yes	Unknown
10/17/2001	/PXU991243	91 50	23402872	Yes	Unknown

Caldwell Enterprises, Inc
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Fleming Foods, Inc
Unauthorized Deductions Record
6-1-00 through 6-1-03

Spetember 2, 2003

Invoice Date	CEI#/Dedctn #	Amnt of Dedctn	Corspdnce #	PACA	Description
10/24/2001	/PXU991440	14 00	25575091	Yes	Unknown
11/6/2001	/PXU992064	26 50	25582448	Yes	Unknown
11/12/2001	/PXG272260	1461 25	25585642	Yes	Unknown
11/12/2001	/PXG272835	737 50	25585642	Yes	Unknown
1/21/2002	/PXU994696	20 00	25617518	Yes	Unknown
3/13/2002	/PXU996184	330 00	23453593	Yes	Unknown
4/1/2002	/PXU996641	70 00	23459112	Yes	Unknown
5/10/2002	/PXU997885	54 25	23470325	Yes	Unknown
6/4/2002	/PXT600010	21 75	23473595	Yes	Unknown
10/23/2002	/PXT600408	172 50	23516262	Yes	Unknown
****9/4/2001	/PXX041223	1779 49	25548007	Yes	Illegal Service Rate Deduction
		50558.07			

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re Fleming Companies, Inc et al
Case No 03-10945-(MFW)-11

DOCUMENTS APPENDED TO CLAIM

On January 6, 2006, document(s) were appended to Claim Numbers **9572, 9573 and 1930** for the following reason(s)

☐ Stipulation and Settlement Order

☐ Proof of Payment

☐ Change of Address Update

☒ Notice of Withdrawal of Claim

☒ Other Docket Number 12378 EOD 1/6/06

KATHY POPOFF, CA State Bar #66589
50-B Peninsula Center Dr., #301
Rolling Hills Estates, CA 90274-3506
Telephone & Fax: (310) 831-4443

Attorney for Creditor,
CALDWELL ENTERPRISES, INC

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re.	Chapter 11
FLEMING COMPANIES, INC., *et al.*, *	Case No. 03-10945 (MFW) Jointly Administered
Debtors	NOTICE OF WITHDRAWAL WITH PREJUDICE, OF PROOFS OF CLAIM
	Hearing Date. None Required

NOTICE OF WITHDRAWAL, WITH PREJUDICE, OF PROOFS OF CLAIM

TO THE HONORABLE MARY F WALRATH, Judge of the United States Bankruptcy Court, THE UNITED STATES TRUSTEE; and those persons who have requested notice pursuant to the Court's October 20, 2004 order limiting service [Docket No. 9696]:

CALDWELL ENTERPRISES, INC. ("CEI"), through its undersigned attorney, hereby withdraws, with prejudice to re-filing its Proofs of Claim filed in the above-entitled action as more particularly set forth as follows:

* The former Debtors whose cases are still open are: Core-Mark International, Inc.; Fleming Companies, Inc.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; and Minter-Weisman Co.

Docket #12378 eod 1-6-06

1. On April 1, 2003, Fleming Companies, Inc. ("Fleming") and certain of its subsidiaries filed voluntary petitions for relief under Chapter 11 of Title 11 of the United Stated States Bankruptcy Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the District of Delaware (the "Court")

2. On May 28, 2004, Fleming filed the Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies Inc. and Its Filing Subsidiaries under Chapter 11 of the Bankruptcy Code (the "Plan").

3. On July 26, 2004 the Court entered an Order confirming the Plan (the "Confirmation Order").

4. Pursuant to the Plan and the Confirmation Order litigation claims and causes of action including customer accounts receivable and related obligations such as those claimed by Fleming were assigned to the Post-Confirmation Trust (the "PCT") on the effective date of August 23 2004

5. The PCT is a fiduciary for the creditors of Fleming and is empowered to pursue collect settle and resolve all claims relating to assets of the PCT.

6 On September 15 2003, CEI, through its undersigned attorney, filed two separate Proofs of Claim in the above-entitled case (1) Claim No. 9572, alleging services rendered to Fleming in the amount of $2,843.50 and (2) Claim No. 9573 (later restated as Claim No. 12508), alleging trust claims against Fleming in the amount of $92,057 42 under the Perishable Agricultural Commodities Act of 1930 7 U.S C. § 499e(c) (the "PACA")

7. In August 2005, the PCT filed an action in Arizona state court, Case No CV 2005-01338, seeking $32,438 10 from CEI, *inter alia*, for outstanding accounts receivable claimed due from CEI and others by Fleming.

///

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8. The PCT and CEI have entered into a Settlement Agreement and Mutual Release (the "Release"), dated December 14, 2005, to settle all outstanding amounts claimed due PCT and/or CEI from the other.

9 In consideration of the Release, CEI, through its undersigned attorney, hereby withdraws with prejudice to re-filing, its Proofs of Claim in the above-entitled case (1) Claim No. 9572, and (2) Claim No. 9573 (later restated as Claim No. 12508), and hereby dismisses its PACA Trust Claim.

Dated: December 29, 2005.

Respectfully Submitted:

Kathy Popoff

KATHY POPOFF, Attorney for Creditor,
CALDWELL ENTERPRISES, INC.