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| UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE | | PROOF OF CLAIM |
| Name of Debtor C/M PRODUCTS, INC | Case Number 03 10952 (MFW) | THIS SPACE IS FOR COURT USE ONLY |
| <small>NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" of payment of an administrative expense may be filed pursuant to 11 U S C §503</small> | | |
| Name of Creditor <i>(The person or entity to whom the debtor owes money or property)</i> NESTLE USA, INC Name and Addresses Where Notices Should be Sent NANCY REYNOSO NESTLÉ USA 800 N BRAND BLVD GLENDALE CA 91203 Telephone number (818) 549 5638 | <input type="checkbox"/> 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 <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court | |
| ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR None | Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____ | |
| 1 BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U S C § 1114(a) <input type="checkbox"/> Wages salaries and compensations (Fill out below) Your social security number _____ Unpaid Compensations for services performed from _____ (date) to _____ (date) | | |
| 2 DATE DEBT WAS INCURRED | 3 IF COURT JUDGMENT, DATE OBTAINED | |
| 4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 12,419,184 26 If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input type="checkbox"/> 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 <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>Setoff rights</u> Value of Collateral \$ <u>Unknown at this time reconciliation/investigation continues</u> Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____ | 6 UNSECURED PRIORITY CLAIM <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ 3,246,766 13 Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 650) earned not more than 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) <input type="checkbox"/> Contributions to an employee benefit plan — U S C § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units — 11 U S C § 507(a)(8) <input checked="" type="checkbox"/> Other — Specify applicable paragraph of 11 U S C § 507(a) (Reclamation claim) <i>Amounts are subject to adjustment on 04/01/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</i> | |
| 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 <i>Attach copies of supporting documents</i> 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 the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim | THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; margin: 10px 0;">SEP 10 2003</div> <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">BMC</div> <div style="font-size: 0.8em; margin-top: 20px;">Fleming Companies Claim 09704</div> | |
| Date 9/9/03 | 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) By <u>Nancy Reynoso</u> Nancy Reynoso Its duly authorized agent | |
| Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571 | | |

STATEMENT OF ACCOUNT
As of March 31, 2003

CREDITOR Nestle USA, Inc

DEBTOR Fleming Companies Inc

REASON Chapter # 11

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT |
|--------------|------------|------------|----------------|
| 7/10/00 | 205083-001 | 158708-PX | \$ 2,343 60 |
| 11/7/00 | D82540-001 | 496755-001 | \$ 840 00 |
| 11/23/00 | 392190-001 | 451551-PX | \$ 334 60 |
| 12/27/00 | 430477-002 | 175839-SL | \$ 6 713 43 |
| 12/27/00 | 430477-001 | 175839-SL | \$ 408 21 |
| 2/5/01 | 474791-001 | 278107-GS | \$ 519 28 |
| 3/1/01 | D94160-001 | 079483OK | \$ 1,917 30 |
| 7/26/01 | 683017-001 | 446315-IN | \$ 10,778 04 |
| 8/17/01 | 658689-001 | 052087-WW | \$ 352 08 |
| 10/29/01 | 703766-001 | 586932-OK | \$ 773 03 |
| 11/21/01 | 836090-001 | 226641 | \$ 252 48 |
| 12/5/01 | 855953-001 | 502903-OK | \$ 318 60 |
| 12/26/01 | 874930-001 | 541717-LF | \$ 49,956 91 |
| 12/26/01 | 874930-002 | 541717-LF | \$ 4,772 04 |
| 2/14/02 | 228862-001 | 041848-LU | \$ 385 92 |
| 7/1/02 | 376807-001 | 784386 | \$ 418 69 |
| 7/17/02 | D39240-001 | 849114-NJ | \$ 3,801 60 |
| 7/25/02 | 2001357 | 290610-IN | \$ 78,617 59 |
| 11/28/02 | D45759-002 | 19250-015 | \$ 3 429 10 |
| 11/28/02 | D45760-001 | 19250-009 | \$ 2,721 24 |
| 11/28/02 | D45759-001 | 19250-01 | \$ 190 76 |
| 11/28/02 | D45760-002 | 19250-009 | \$ 50 64 |
| 11/28/02 | D45759-003 | 19250-015 | \$ 25 32 |
| 12/14/02 | 2035831 | 51-0012720 | \$ 56,310 40 |
| 12/17/02 | 8000880 | 627352-SC | \$ 302 64 |
| 12/24/02 | 8000952 | 290610-IN | \$ 731 76 |
| 1/1/03 | 2040983 | 026722-IN | \$ 6,885 00 |
| 1/13/03 | 581418-001 | 797854-HW | \$ 291 60 |
| 2/3/03 | 602674-001 | 1106 | \$ 90,354 01 |
| 2/5/03 | 605372-001 | 700444-MM | \$ 4,901 22 |
| 2/13/03 | 612541-002 | 160529-FS | \$ 27 20 |
| 2/14/03 | 2049673 | 739557-ME | \$ 5,166 00 |
| 2/14/03 | 2049697 | 999875 | \$ 3,864 00 |
| 2/14/03 | 614091-001 | 768513-MM | \$ 2,381 40 |
| 2/14/03 | 2049874 | 999738 | \$ 1,498 68 |
| 2/15/03 | 2050102 | 646390-TU | \$ 4,428 00 |

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|--------------|------------|------------|----------------|
| 2/15/03 | 2050220 | 999739 | \$ 1,845 00 |
| 2/18/03 | 2050535 | 732390-SC | \$ 7,307 28 |
| 2/18/03 | 2050534 | 732381-SC | \$ 1,996 20 |
| 2/18/03 | 615078-001 | 438023-GE | \$ 1,890 00 |
| 2/18/03 | 616009-001 | 998229 | \$ 1,742 98 |
| 2/18/03 | 605726-001 | 333208-PX | \$ 393 03 |
| 2/19/03 | 604967-001 | 700393-MM | \$ 50,361 84 |
| 2/21/03 | 2051246 | 702189 | \$ 2,952 00 |
| 2/21/03 | 2051222 | 702031 | \$ 2,734 20 |
| 2/22/03 | 2051717 | 702007 | \$ 2,881 98 |
| 2/22/03 | 2051679 | 405346-TU | \$ 2,214 00 |
| 2/22/03 | 2051721 | 702008 | \$ 1,845 00 |
| 2/23/03 | 2052028 | 371046-SL | \$ 1,864 40 |
| 2/24/03 | 619718-001 | 23471 | \$ 22,400 30 |
| 2/25/03 | 2052296 | 784860-SC | \$ 7,153 68 |
| 2/25/03 | 622182-001 | 702907 | \$ 2,565 48 |
| 2/25/03 | 2052295 | 784863-SC | \$ 1,920 60 |
| 2/25/03 | 623257-001 | 978955 | \$ 579 60 |
| 2/25/03 | 622261-002 | 500056270 | \$ 138 24 |
| 2/27/03 | 627110-001 | 1430029650 | \$ 256 32 |
| 2/28/03 | 2053050 | 704260 | \$ 4,210 20 |
| 2/28/03 | 2052987 | 797808-ME | \$ 3,665 40 |
| 2/28/03 | 2053097 | 591250-LI | \$ 2,635 20 |
| 2/28/03 | 2053060 | 578107-VVW | \$ 1,845 00 |
| 2/28/03 | 2053039 | 518350-GE | \$ 1,771 20 |
| 3/1/03 | 2053489 | 704043 | \$ 17,240 94 |
| 3/1/03 | 2053512 | 764328-TU | \$ 5,686 20 |
| 3/1/03 | 2053406 | 410789-SL | \$ 2,804 88 |
| 3/1/03 | 2053488 | 704044 | \$ 2,583 00 |
| 3/1/03 | 2053402 | 410787-SL | \$ 1,476 00 |
| 3/4/03 | 2053876 | 837272-SC | \$ 16,068 48 |
| 3/4/03 | 2053875 | 837299-SC | \$ 3,646 20 |
| 3/4/03 | 8001376 | 371046-SL | \$ 246 00 |
| 3/4/03 | 8001355 | 214456-GA | \$ 147 60 |
| 3/5/03 | 2054068 | 047598-HW | \$ 26,407 10 |
| 3/5/03 | 2054257 | 723907-NE | \$ 3,027 60 |
| 3/5/03 | 622550-002 | 203163 | \$ 66 96 |
| 3/6/03 | 632385-001 | 888577 | \$ 24,715 84 |
| 3/6/03 | 2054586 | 705957 | \$ 4,210 20 |
| 3/6/03 | 2054608 | 627368-LI | \$ 3,840 60 |
| 3/6/03 | 2054599 | 705932 | \$ 3,419 40 |
| 3/6/03 | 2054611 | 51-0022530 | \$ 3,321 00 |
| 3/6/03 | D59388-001 | 870957 | \$ 1,119 36 |
| 3/6/03 | D59402-001 | 715626-ME | \$ 688 80 |
| 3/6/03 | D59418-001 | 715626-ME | \$ 402 00 |
| 3/7/03 | 630398-001 | 47609 | \$ 83,860 80 |
| 3/7/03 | 2054669 | 25222-WK | \$ 9,225 00 |
| 3/7/03 | 634329-001 | 066981-HW | \$ 6,516 96 |

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|--------------|------------|-------------|----------------|
| 3/7/03 | 2054818 | 614633-WW | \$ 1,551 60 |
| 3/7/03 | 633643-001 | 450326-SL | \$ 360 00 |
| 3/8/03 | 2055216 | 705953 | \$ 9,151 20 |
| 3/8/03 | 2055215 | 705952 | \$ 6,598 68 |
| 3/8/03 | 2055127 | 469992-LU | \$ 436 20 |
| 3/9/03 | 2055547 | 823405-TU | \$ 20,620 20 |
| 3/9/03 | 2055523 | 450300-SL | \$ 1,551 60 |
| 3/9/03 | 2055569 | 143-0031860 | \$ 1,476 00 |
| 3/9/03 | 2055522 | 450302-SL | \$ 1,137 36 |
| 3/10/03 | 632930-001 | 058752-HW | \$ 30,232 00 |
| 3/10/03 | 631895-001 | 888579 | \$ 27,133 17 |
| 3/10/03 | 641710-001 | 32645 | \$ 21,932 58 |
| 3/10/03 | 632930-002 | 058752-HW | \$ 4,838 40 |
| 3/10/03 | 632085-001 | 058753-HW | \$ 2,762 28 |
| 3/10/03 | 621422-001 | 029408-HW | \$ 1,287 88 |
| 3/10/03 | 633527-001 | 32246 | \$ 1,283 04 |
| 3/10/03 | 631962-002 | 590533-WW | \$ 405 12 |
| 3/11/03 | 2055766 | 889413-SC | \$ 8,581 80 |
| 3/11/03 | 2055763 | 889420-SC | \$ 3,987 00 |
| 3/11/03 | 2055820 | 291327-FS | \$ 1,845 00 |
| 3/13/03 | 638452-001 | 774962-LF | \$ 26,573 90 |
| 3/13/03 | 634870-001 | 566379-MG | \$ 3,446 64 |
| 3/13/03 | 2056237 | 1430032100 | \$ 2 535 95 |
| 3/13/03 | 2056217 | 765157-NE | \$ 2,464 20 |
| 3/13/03 | 2056218 | 765187-NE | \$ 1,773 00 |
| 3/13/03 | 639747-001 | 489415-SL | \$ 1,108 80 |
| 3/14/03 | 2056465 | 708200 | \$ 54,642 88 |
| 3/14/03 | 2057188 | 882817-TU | \$ 9,253 20 |
| 3/14/03 | 2056584 | 662975-LI | \$ 8,167 20 |
| 3/14/03 | 2056536 | 484804-NA | \$ 7,659 00 |
| 3/14/03 | 2056576 | 707616 | \$ 4,797 00 |
| 3/14/03 | 2056552 | 861123-ME | \$ 2,952 00 |
| 3/14/03 | 2056521 | 34346-WK | \$ 2,529 00 |
| 3/14/03 | 2056541 | 354749-MA | \$ 2,365 20 |
| 3/14/03 | 641236-001 | 495168-PX | \$ 1,347 27 |
| 3/14/03 | 2056542 | 354731-MA | \$ 1,171 68 |
| 3/14/03 | 2056539 | 481446-PX | \$ 337 56 |
| 3/14/03 | 2056575 | 707615 | \$ 287 10 |
| 3/15/03 | 2056858 | 708527 | \$ 72,301 06 |
| 3/15/03 | 2056868 | 316162-FS | \$ 21,637 73 |
| 3/15/03 | 2057007 | 392037-GA | \$ 10,495 32 |
| 3/15/03 | 2056991 | 392044-GA | \$ 7,949 40 |
| 3/15/03 | 2056915 | 510565-LU | \$ 671 76 |
| 3/16/03 | 2057189 | 882816-TU | \$ 7,268 76 |
| 3/17/03 | 637353-001 | 707550 | \$ 48,070 25 |
| 3/17/03 | 640751-001 | 082853-HW | \$ 41,703 20 |
| 3/17/03 | 642079-001 | 680955 | \$ 35,379 77 |
| 3/17/03 | 639359-001 | 204236 | \$ 32,887 27 |

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|--------------|------------|-------------|----------------|
| 3/17/03 | 635055-001 | 068457-HW | \$ 31,612 56 |
| 3/17/03 | 641301-001 | 51725 | \$ 30,356 64 |
| 3/17/03 | 635667-001 | 346907-MA | \$ 24,522 54 |
| 3/17/03 | 638202-001 | 707751 | \$ 22,115 50 |
| 3/17/03 | 641298-001 | 51724 | \$ 21,732 38 |
| 3/17/03 | 640353-001 | 378033 | \$ 19,680 00 |
| 3/17/03 | 638699-001 | 36259-MA | \$ 18,264 96 |
| 3/17/03 | 637229-001 | 068458-HW | \$ 12,116 52 |
| 3/17/03 | 642171-001 | 179-0014060 | \$ 6,390 33 |
| 3/17/03 | 640009-001 | 082854-HW | \$ 5,288 52 |
| 3/17/03 | 638344-001 | 476364-SL | \$ 1,232 28 |
| 3/17/03 | 641297-001 | 51723 | \$ 1,072 71 |
| 3/17/03 | 2057233 | 899569-MM | \$ 1,049 22 |
| 3/17/03 | 635055-002 | 068457-HW | \$ 806 40 |
| 3/17/03 | 639359-002 | 204236 | \$ 334 80 |
| 3/18/03 | 2057287 | 708538 | \$ 74,394 36 |
| 3/18/03 | 641263-001 | 812794-NE | \$ 74,101 40 |
| 3/18/03 | 644251-001 | 347450 | \$ 63,186 39 |
| 3/18/03 | 2057627 | 378025-MA | \$ 60,896 79 |
| 3/18/03 | 2057579 | 362480-MA | \$ 57,995 74 |
| 3/18/03 | 2057323 | 890126-ME | \$ 53,741 38 |
| 3/18/03 | 641692-001 | 033828-MM | \$ 51,368 20 |
| 3/18/03 | 637238-001 | 800129-KC | \$ 38,260 12 |
| 3/18/03 | 641000-001 | 890112-ME | \$ 27,976 08 |
| 3/18/03 | 641001-001 | 890114-ME | \$ 27,925 26 |
| 3/18/03 | 640693-001 | 1430035960 | \$ 26,102 51 |
| 3/18/03 | 637681-001 | 888591 | \$ 25,898 80 |
| 3/18/03 | 640942-001 | 892961-TU | \$ 21,364 48 |
| 3/18/03 | 640464-001 | 513355 | \$ 21,360 00 |
| 3/18/03 | 643173-001 | 23959 | \$ 21,082 57 |
| 3/18/03 | 641794-001 | 708901 | \$ 20,892 16 |
| 3/18/03 | 2057431 | 179-0013270 | \$ 19,870 18 |
| 3/18/03 | 640947-001 | 812773-NE | \$ 19,225 32 |
| 3/18/03 | 640943-001 | 812798-NE | \$ 17,635 21 |
| 3/18/03 | 640940-001 | 812774-NE | \$ 17,635 21 |
| 3/18/03 | 640949-001 | 812799-NE | \$ 17,184 50 |
| 3/18/03 | 638520-001 | 362510-MA | \$ 17,103 63 |
| 3/18/03 | 639577-001 | 809527-KC | \$ 16,900 80 |
| 3/18/03 | 640291-001 | 582804-GE | \$ 15,669 28 |
| 3/18/03 | 641457-001 | 708899 | \$ 15,662 40 |
| 3/18/03 | 641739-001 | 708900 | \$ 12,787 50 |
| 3/18/03 | 2057299 | 814161-KC | \$ 9,903 70 |
| 3/18/03 | 640946-001 | 890115-ME | \$ 9,490 80 |
| 3/18/03 | 585739-001 | 589564-KC | \$ 7,214 40 |
| 3/18/03 | 2057280 | 495140-PX | \$ 3,962 40 |
| 3/18/03 | 2057317 | 051612-SC | \$ 3,915 36 |
| 3/18/03 | 638674-001 | 1430035500 | \$ 3,443 52 |
| 3/18/03 | 638925-001 | 1430035530 | \$ 2,740 32 |

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|--------------|------------|---------------|----------------|
| 3/18/03 | 640941-001 | 890113-ME | \$ 1,946 56 |
| 3/18/03 | 2057318 | 051615-SC | \$ 1,845 00 |
| 3/18/03 | 640945-001 | 892970-TU | \$ 948 72 |
| 3/18/03 | 2057275 | 495139-PX | \$ 644 94 |
| 3/18/03 | 641474-001 | 1430033440 | \$ 173 00 |
| 3/18/03 | 640944-001 | 892969-TU | \$ 134 40 |
| 3/19/03 | 642734-001 | 039780-MM | \$ 81,256 32 |
| 3/19/03 | 2057784 | 698974-LI | \$ 72,997 73 |
| 3/19/03 | 644278-001 | 709546 | \$ 65,978 02 |
| 3/19/03 | 2057849 | 362479-MA | \$ 63,678 18 |
| 3/19/03 | 2057853 | 378026-MA | \$ 51,468 84 |
| 3/19/03 | 639275-001 | 34519-WK | \$ 40,184 79 |
| 3/19/03 | 2057971 | 495951-SL | \$ 37,005 34 |
| 3/19/03 | 2057668 | 491931-NA | \$ 34,850 20 |
| 3/19/03 | 2057599 | 082733-HW | \$ 29,610 68 |
| 3/19/03 | 642087-001 | 539214-LU | \$ 25,886 18 |
| 3/19/03 | 640293-001 | 906477-NE | \$ 25,467 60 |
| 3/19/03 | 644252-001 | 77943 | \$ 23,883 93 |
| 3/19/03 | 2057618 | 495159-PX | \$ 23,455 57 |
| 3/19/03 | 641459-001 | 708905 | \$ 19,532 40 |
| 3/19/03 | 636412-001 | 559460-GE | \$ 18,526 47 |
| 3/19/03 | 644116-001 | 77944 | \$ 15,722 67 |
| 3/19/03 | 641458-001 | 708904 | \$ 15,230 40 |
| 3/19/03 | 641456-001 | 708903 | \$ 13,345 44 |
| 3/19/03 | D60794-001 | 725541/716177 | \$ 9,676 80 |
| 3/19/03 | 644115-001 | 77942 | \$ 6,334 68 |
| 3/19/03 | 640718-001 | 525722-LU | \$ 5,482 20 |
| 3/19/03 | 640292-001 | 806478-NE | \$ 4,826 48 |
| 3/19/03 | 641455-001 | 708902 | \$ 4,615 20 |
| 3/19/03 | 643708-001 | 204507 | \$ 3,441 60 |
| 3/19/03 | 642165-001 | 539216-LU | \$ 2,721 72 |
| 3/19/03 | 641461-001 | 532515-LU | \$ 2,210 16 |
| 3/19/03 | 642899-001 | 421320-GA | \$ 1,620 00 |
| 3/19/03 | 2057747 | 812800-NE | \$ 1,551 60 |
| 3/19/03 | 2057748 | 812797-NE | \$ 999 30 |
| 3/20/03 | 2057855 | 421328-GA | \$ 78,783 96 |
| 3/20/03 | 647025-001 | 518594 | \$ 54,693 77 |
| 3/20/03 | 640461-002 | 392474 | \$ 54,094 82 |
| 3/20/03 | 2058209 | 378027-MA | \$ 42,544 32 |
| 3/20/03 | 647069-001 | 366061 | \$ 39,980 87 |
| 3/20/03 | 641343-001 | 495005 | \$ 24,897 23 |
| 3/20/03 | 643472-001 | 504075 | \$ 24,879 27 |
| 3/20/03 | 2057919 | 011653-TU | \$ 22,720 60 |
| 3/20/03 | 640995-001 | 34520-WK | \$ 21,345 98 |
| 3/20/03 | 2058136 | 656791-WW | \$ 20,854 80 |
| 3/20/03 | 640463-001 | 513354 | \$ 20,562 56 |
| 3/20/03 | 632956-001 | 881727-MM | \$ 18,416 88 |
| 3/20/03 | 640462-001 | 392475 | \$ 17,241 72 |

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|--------------|------------|---------------|----------------|---|
| 3/20/03 | 639986-001 | 582791-GE | \$ 16,383 63 | |
| 3/20/03 | 639278-001 | 392030-GA | \$ 6,924 00 | R |
| 3/20/03 | 641069-001 | 473909 | \$ 6,186 23 | |
| 3/20/03 | 636971-001 | 453508-GS | \$ 5,973 84 | R |
| 3/20/03 | 646979-001 | 518595 | \$ 4,941 27 | |
| 3/20/03 | 636759-001 | 571000-MG | \$ 4,445 43 | R |
| 3/20/03 | 646980-001 | 518596 | \$ 4,268 25 | |
| 3/20/03 | 640717-001 | 525815-LU | \$ 3,410 40 | R |
| 3/20/03 | 644098-001 | 1790014340 | \$ 2,890 32 | R |
| 3/20/03 | 646974-001 | 366062 | \$ 2,227 02 | |
| 3/20/03 | 642362-001 | 594180-MG | \$ 1,624 43 | |
| 3/20/03 | D60981-001 | 420030-MA | \$ 1,008 00 | |
| 3/20/03 | 640461-001 | 343520 | \$ 988 38 | |
| 3/20/03 | 642381-001 | 1750005250 | \$ 916 56 | R |
| 3/21/03 | NSF Check | ck # 23569064 | \$ 84,633 02 | |
| 3/21/03 | 2058517 | 104328-SC | \$ 53,400 00 | R |
| 3/21/03 | 2058191 | 710274 | \$ 48,351 12 | R |
| 3/21/03 | 643252-001 | 710114 | \$ 39,708 78 | R |
| 3/21/03 | 642729-001 | 013109-TU | \$ 36,841 02 | R |
| 3/21/03 | 2058564 | 143-0035550 | \$ 29,824 07 | R |
| 3/21/03 | 2058132 | 525728-LU | \$ 22,448 88 | R |
| 3/21/03 | 2058222 | 710612 | \$ 22,203 96 | R |
| 3/21/03 | 2058509 | 365736-FS | \$ 21,122 00 | R |
| 3/21/03 | 2058323 | 710315 | \$ 15,442 32 | R |
| 3/21/03 | 643746-001 | 32743 | \$ 8,527 65 | R |
| 3/21/03 | 2058298 | 401253-MA | \$ 6,531 24 | R |
| 3/21/03 | 645730-001 | 204622 | \$ 5,476 80 | R |
| 3/21/03 | 643184-001 | 019827-TU | \$ 3,057 60 | R |
| 3/21/03 | 2058265 | 710225 | \$ 2,681 40 | R |
| 3/21/03 | 641182-001 | 190219-KG | \$ 2,613 64 | R |
| 3/21/03 | 2058321 | 710228 | \$ 2,571 12 | R |
| 3/21/03 | 2058311 | 34711-WK | \$ 2,529 00 | R |
| 3/21/03 | 2058325 | 698983-LI | \$ 2,476 80 | R |
| 3/21/03 | 2058299 | 401254-MA | \$ 2,214 00 | R |
| 3/21/03 | 645004-001 | 1430037050 | \$ 2,077 92 | R |
| 3/21/03 | 647464-001 | 523454-PX | \$ 1,665 39 | R |
| 3/21/03 | 2058334 | 832665-KC | \$ 1,476 00 | R |
| 3/21/03 | 2058322 | 710316 | \$ 1,476 00 | R |
| 3/21/03 | 2058309 | 508772-PX | \$ 1,182 60 | R |
| 3/21/03 | 643815-001 | 710081 | \$ 854 80 | R |
| 3/21/03 | 2058308 | 508771-PX | \$ 292 80 | R |
| 3/22/03 | 2058586 | 51-0024670 | \$ 33,440 28 | R |
| 3/22/03 | 2058621 | 808329-LF | \$ 19,410 84 | R |
| 3/22/03 | 2058742 | 450537-GA | \$ 8,292 00 | R |
| 3/22/03 | 2058743 | 450536-GA | \$ 6,133 98 | R |
| 3/22/03 | 2058773 | 537498-LU | \$ 1,476 00 | R |
| 3/22/03 | 2058777 | 528545-SL | \$ 1,386 18 | R |
| 3/22/03 | 2058774 | 537497-LU | \$ 506 28 | R |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT | |
|--------------|------------|----------------|----------------|---|
| 3/22/03 | 2058776 | 528538-SL | \$ 369 00 | R |
| 3/23/03 | 2058787 | 791555-LF | \$ 4,285 80 | R |
| 3/23/03 | 2058793 | 052605-TU | \$ 4,134 60 | R |
| 3/23/03 | 2058792 | 052595-TU | \$ 3,610 32 | R |
| 3/23/03 | 2058809 | 045728-MM | \$ 1,251 24 | R |
| 3/24/03 | 644556-001 | 510023530 | \$ 115,663 42 | R |
| 3/24/03 | 644952-001 | 1430037020 | \$ 108,833 76 | R |
| 3/24/03 | NSF Check | ck # 904083162 | \$ 103,650 74 | |
| 3/24/03 | 647092-001 | 555745 | \$ 87,631 60 | R |
| 3/24/03 | 646657-001 | 510024820 | \$ 77,481 36 | R |
| 3/24/03 | 647315-001 | 100343-HW | \$ 65,041 28 | R |
| 3/24/03 | 645659-001 | 710490 | \$ 48,921 32 | R |
| 3/24/03 | 647094-001 | 711494 | \$ 45,064 10 | R |
| 3/24/03 | 647024-001 | 450985 | \$ 43,028 12 | R |
| 3/24/03 | 643883-001 | 508750 | \$ 29,281 57 | R |
| 3/24/03 | 641344-001 | 495121 | \$ 24,897 23 | R |
| 3/24/03 | 643475-001 | 504192 | \$ 24,879 27 | R |
| 3/24/03 | 643471-001 | 504074 | \$ 24,879 27 | R |
| 3/24/03 | 641347-001 | 495127 | \$ 22,872 10 | R |
| 3/24/03 | 641346-001 | 495123 | \$ 22,036 33 | R |
| 3/24/03 | 646390-001 | 100348-HW | \$ 20,440 80 | R |
| 3/24/03 | 647043-001 | 555756 | \$ 20,220 80 | R |
| 3/24/03 | 643841-001 | 534501 | \$ 19,347 84 | P |
| 3/24/03 | 644225-001 | 606122-GE | \$ 18,373 82 | R |
| 3/24/03 | 645713-001 | 450522-GA | \$ 14,995 55 | R |
| 3/24/03 | 641348-001 | 495128 | \$ 12,150 80 | R |
| 3/24/03 | 647146-001 | 100344-HW | \$ 8,525 76 | R |
| 3/24/03 | 645005-001 | 500062540 | \$ 7,949 28 | R |
| 3/24/03 | 647779-001 | 105007-HW | \$ 7,284 24 | R |
| 3/24/03 | 643917-001 | 32756 | \$ 6,427 20 | R |
| 3/24/03 | 643984-001 | 508632 | \$ 4,431 23 | R |
| 3/24/03 | 646977-001 | 450986 | \$ 3,902 67 | R |
| 3/24/03 | 645059-001 | 1750005200 | \$ 3,211 92 | R |
| 3/24/03 | 645716-001 | 566038-LU | \$ 3,009 84 | R |
| 3/24/03 | 643882-001 | 508634 | \$ 2,915 03 | R |
| 3/24/03 | 646978-001 | 450987 | \$ 2,667 67 | R |
| 3/24/03 | 633064-001 | 058303-HW | \$ 2,527 38 | R |
| 3/24/03 | NSF Check | ck # 904083549 | \$ 2,384 88 | |
| 3/24/03 | 637241-001 | 476977-PX | \$ 1,767 84 | R |
| 3/24/03 | 646683-001 | 500062960 | \$ 1,117 80 | R |
| 3/24/03 | 645714-001 | 450521-GA | \$ 1,045 05 | R |
| 3/24/03 | 643881-001 | 508633 | \$ 783 17 | R |
| 3/24/03 | 647042-001 | 555755 | \$ 560 04 | R |
| 3/24/03 | 647283-001 | 572808-LU | \$ 366 66 | R |
| 3/24/03 | 643884-001 | 508751 | \$ 334 03 | R |
| 3/24/03 | 644556-002 | 510023530 | \$ 138 24 | R |
| 3/24/03 | 616861-001 | 643005-TU | \$ 92 40 | R |
| 3/25/03 | 647444-001 | 50 | \$ 72,218 16 | R |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT | |
|--------------|------------|-----------------|----------------|---|
| 3/25/03 | 644182-001 | 508948 | \$ 46,154 71 | R |
| 3/25/03 | 649559-001 | 533280 | \$ 44,140 02 | R |
| 3/25/03 | 648201-001 | 0510024820-1 | \$ 42,735 84 | R |
| 3/25/03 | 643253-001 | 710141 | \$ 36,605 62 | R |
| 3/25/03 | 647796-001 | 019063-ME | \$ 32,071 92 | R |
| 3/25/03 | 645731-001 | 1790014770 | \$ 31,577 29 | R |
| 3/25/03 | 647609-001 | 572807-LU | \$ 29,254 24 | R |
| 3/25/03 | 648017-001 | 019065-ME | \$ 27,087 96 | R |
| 3/25/03 | 648233-001 | 1430038160 | \$ 26,379 22 | R |
| 3/25/03 | 643476-001 | 504193 | \$ 25,016 35 | R |
| 3/25/03 | 643473-001 | 504076 | \$ 24,879 27 | R |
| 3/25/03 | 641345-001 | 495122 | \$ 23,544 23 | R |
| 3/25/03 | 644629-001 | 004576-ME | \$ 20,080 60 | R |
| 3/25/03 | 2059068 | 104246-SC | \$ 18,941 76 | R |
| 3/25/03 | 2059062 | 100223-HW | \$ 18,738 28 | R |
| 3/25/03 | 649527-001 | 533281 | \$ 13,053 40 | R |
| 3/25/03 | 647795-001 | 019066-ME | \$ 9,988 60 | R |
| 3/25/03 | 648611-001 | 204971 | \$ 6,928 32 | R |
| 3/25/03 | NSF Check | ck # 904084314 | \$ 5,670 66 | |
| 3/25/03 | 2058950 | 841796-KC | \$ 4,643 94 | R |
| 3/25/03 | 2059069 | 104262-SC | \$ 3,619 80 | R |
| 3/25/03 | 2059071 | 523443-PX | \$ 3,055 80 | R |
| 3/25/03 | 647284-001 | 572809-LU | \$ 2,858 04 | P |
| 3/25/03 | 648794-001 | 075832-MM | \$ 2,840 40 | R |
| 3/25/03 | 2059001 | 365665-FS | \$ 2,214 00 | R |
| 3/25/03 | NSF Check | ck # 170-020355 | \$ 2,188 39 | |
| 3/25/03 | 646899-001 | 424492 | \$ 2,109 90 | R |
| 3/25/03 | 647794-001 | 019064-ME | \$ 1,946 56 | R |
| 3/25/03 | 648533-001 | 824895-LF | \$ 1,658 88 | R |
| 3/25/03 | 647029-001 | 217604-KG | \$ 1,638 56 | R |
| 3/25/03 | NSF Check | ck # 23571830 | \$ 1,436 95 | |
| 3/25/03 | 2059070 | 523441-PX | \$ 862 08 | R |
| 3/25/03 | 644182-002 | 508948 | \$ 840 06 | R |
| 3/25/03 | NSF Check | ck # 904083663 | \$ 250 00 | |
| 3/26/03 | 2059358 | 711500 | \$ 70,222 94 | R |
| 3/26/03 | 2059464 | 432218-MA | \$ 63,381 06 | R |
| 3/26/03 | 646973-001 | 424491 | \$ 59,196 24 | R |
| 3/26/03 | 2059189 | 122017-SC | \$ 58,788 91 | R |
| 3/26/03 | 2059129 | 122016-SC | \$ 53,400 68 | R |
| 3/26/03 | 647316-001 | 1750006780 | \$ 47,237 02 | R |
| 3/26/03 | NSF Check | ck # 23572590 | \$ 45,772 13 | |
| 3/26/03 | 2059157 | 523453-PX | \$ 31,365 16 | R |
| 3/26/03 | 650580-001 | 122051 | \$ 25,337 31 | R |
| 3/26/03 | 648066-001 | 623659-GE | \$ 23,794 84 | R |
| 3/26/03 | 651106-001 | 889249-NE | \$ 22,100 85 | R |
| 3/26/03 | 2059541 | 535162-SL | \$ 21,315 92 | R |
| 3/26/03 | 650579-001 | 122049 | \$ 20,536 11 | R |
| 3/26/03 | 640938-001 | 383772-MA | \$ 15,766 20 | R |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT | |
|--------------|------------|----------------|----------------|---|
| 3/26/03 | 647148-001 | 34932-WK | \$ 11,527 40 | R |
| 3/26/03 | NSF Check | ck # 23572704 | \$ 9,363 56 | |
| 3/26/03 | 649358-001 | 1750004710 | \$ 9,073 68 | R |
| 3/26/03 | 643493-001 | 045721-MM | \$ 7,707 28 | R |
| 3/26/03 | 2059366 | 866703-NE | \$ 6,499 80 | R |
| 3/26/03 | 642568-001 | 478985-GS | \$ 5,815 92 | R |
| 3/26/03 | 649445-001 | 175-0007700 | \$ 5,480 49 | R |
| 3/26/03 | 650159-001 | 122048 | \$ 4,821 36 | R |
| 3/26/03 | 651042-001 | 889250-NE | \$ 3,856 36 | R |
| 3/26/03 | 2059365 | 860391-NE | \$ 3,472 20 | R |
| 3/26/03 | 2059364 | 860390-NE | \$ 1,672 44 | R |
| 3/26/03 | 651106-002 | 889249-NE | \$ 405 12 | R |
| 3/26/03 | 650160-001 | 122050 | \$ 281 29 | R |
| 3/27/03 | NSF Check | ck # 23573522 | \$ 281,056 35 | |
| 3/27/03 | NSF Check | ck # 23573441 | \$ 210,174 74 | |
| 3/27/03 | NSF Check | ck # 23573523 | \$ 186,037 91 | |
| 3/27/03 | NSF Check | ck # 904084239 | \$ 177,889 09 | |
| 3/27/03 | NSF Check | ck # 904083679 | \$ 122,834 75 | |
| 3/27/03 | 2059514 | 480280-GA | \$ 73,987 31 | R |
| 3/27/03 | 2060135 | 122015-SC | \$ 72,348 24 | R |
| 3/27/03 | 641636-001 | 888610 | \$ 67,267 20 | R |
| 3/27/03 | 641633-001 | 888609 | \$ 67,267 20 | R |
| 3/27/03 | 2059727 | 018991-ME | \$ 31,345 21 | R |
| 3/27/03 | 2059555 | 586219-LU | \$ 27,335 00 | R |
| 3/27/03 | 637811-001 | 888602 | \$ 25,775 97 | R |
| 3/27/03 | 644630-001 | 004596-ME | \$ 19,335 99 | R |
| 3/27/03 | 644631-001 | 004598-ME | \$ 17,035 97 | R |
| 3/27/03 | 644267-001 | 004597-ME | \$ 12,490 56 | R |
| 3/27/03 | NSF Check | ck # 23573708 | \$ 8,972 04 | |
| 3/27/03 | 650858-001 | 51-0025100 | \$ 3,201 12 | R |
| 3/27/03 | 651378-001 | 204930 | \$ 851 40 | R |
| 3/28/03 | 648357-001 | 32953-1 | \$ 68,275 20 | R |
| 3/28/03 | 647533-001 | 32953 | \$ 55,522 11 | R |
| 3/28/03 | 2059769 | 070901-TU | \$ 25,320 52 | R |
| 3/28/03 | NSF Check | ck # 904085246 | \$ 23,202 89 | |
| 3/28/03 | 650582-001 | 577050 | \$ 18,941 60 | R |
| 3/28/03 | 646900-001 | 32869 | \$ 13,547 52 | R |
| 3/28/03 | 646655-001 | 175-0006480 | \$ 8,080 20 | R |
| 3/28/03 | 2059928 | 023819-ME | \$ 4,428 00 | R |
| 3/28/03 | 2059901 | 576865-NA | \$ 4,249 92 | R |
| 3/28/03 | 645428-001 | 500064360 | \$ 4,212 72 | R |
| 3/28/03 | 652598-001 | 175-0008330 | \$ 3,905 16 | R |
| 3/28/03 | 652432-001 | 175-0008540 | \$ 3,758 40 | R |
| 3/28/03 | 648204-001 | 32960 | \$ 3,342 60 | R |
| 3/28/03 | 647137-001 | 710699 | \$ 2,846 46 | R |
| 3/28/03 | 2059966 | 712141 | \$ 2,681 40 | R |
| 3/28/03 | 2059932 | 736314-LI | \$ 2,575 20 | R |
| 3/28/03 | 2059925 | 35105-WK | \$ 2,547 00 | R |

| INVOICE DATE | INVOICE # | PO # | INVOICE AMOUNT | |
|--------------|------------|----------------|----------------|---|
| 3/28/03 | 2059904 | 710226 | \$ 2,365 20 | R |
| 3/28/03 | 645733-001 | 50-0062840 | \$ 1,473 09 | R |
| 3/28/03 | 650000-001 | 805477-NE | \$ 880 11 | R |
| 3/29/03 | NSF Check | ck # 904085445 | \$ 32,395 64 | |
| 3/29/03 | NSF Check | ck # 904085750 | \$ 659 56 | |
| 3/31/03 | 650597-001 | 3510 | \$ 46,771 49 | |
| 3/31/03 | 649836-001 | 204906 | \$ 35,026 01 | |
| 3/31/03 | 648610-001 | 204879 | \$ 29,669 98 | |
| 3/31/03 | 651048-001 | 712078 | \$ 9,453 60 | |
| 3/31/03 | 654783-001 | 179-0016180 | \$ 8,544 21 | |
| 3/31/03 | 654782-001 | 178-0003380 | \$ 1,371 60 | |
| 3/31/03 | 648610-002 | 204879 | \$ 267 84 | |
| 4/3/03 | D61906-001 | 872694-TU | \$ 425 79 | R |
| 4/7/03 | 653496-001 | 100045-MM | \$ 61,065 66 | R |
| 4/7/03 | 654995-001 | 103146-MM | \$ 32,091 42 | R |
| 4/7/03 | 653496-002 | 100045-MM | \$ 285 12 | R |

TOTAL INVOICES \$ 8,187,744 63

R = invoice was included in reclamation

Reclamation Invoices \$ 3,246,766 13

Non-Reclamation Invoices \$ 4,940,978 50

TOTAL INVOICES \$ 8,187,744 63

1/1/01 - 4/1/03 Unauthorized Deductions (Fleming) \$ 3,958,896 26

TOTAL \$ 3,958,896 26

1/1/03 - 3/31/03 Unearned Cash Discounts

GRAND TOTAL \$272,543 37

GRAND TOTAL \$ 12,419,184 26

Nestle USA

800 NORTH BPAIRD BLVD
GLENDALE, CA 91203
TEL (818) 549 6000

www.nestleusa.com



September 9, 2003

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

RE C/M PRODUCTS, INC
Case #03-10952 (MFW)

Dear Sirs

Enclosed is a proof of claim and two copies. Please acknowledge the filing of our claim, time stamp a copy for our records and return to my attention.

Enclosed, for your convenience, is a self-addressed stamped envelope.

Sincerely,

Margot Johnson

Margot Johnson
Credit Assistant

/mj

Enclosures

| | | |
|--|--|----------------------------------|
| UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE | | PROOF OF CLAIM |
| Name of Debtor C/M PRODUCTS, INC | Case Number 03 10952 (MFW) | THIS SPACE IS FOR COURT USE ONLY |
| NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503 | | |
| Name of Creditor (The person or entity to whom the debtor owes money or property) NESTLE USA, INC Name and Addresses Where Notices Should be Sent NANCY REYNOSO NESTLÉ USA 800 N BRAND BLVD GLENDALE CA 91203 Telephone number (818) 549 5638 | <input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. | |
| ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR None | Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____ | |
| 1 BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid Compensations for services performed from _____ (date) to _____ (date) | | |
| 2 DATE DEBT WAS INCURRED | 3 IF COURT JUDGMENT, DATE OBTAINED | |
| 4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 12,419,184.26 If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below. <input type="checkbox"/> 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 <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>Setoff rights</u> Value of Collateral \$ <u>Unknown at this time reconciliation/investigation continues</u> Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____ | 6 UNSECURED PRIORITY CLAIM <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ <u>3,246,766.13</u> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650) earned not more than 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) <input type="checkbox"/> Contributions to an employee benefit plan — U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child — 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units — 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> Other — Specify applicable paragraph of 11 U.S.C. § 507(a) (Reclamation claim). <i>Amounts are subject to adjustment on 04/01/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i> | |
| 7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. | THIS SPACE IS FOR COURT USE ONLY | |
| 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. | FILED SEP 10 2003 BMC | |
| 9 DATE STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | Date: <u>9/9/03</u> 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). By: <u>Nancy Reynoso</u> Nancy Reynoso, Its duly authorized agent | |

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571