

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

**PROOF OF CLAIM**



s138235

Scheduled Claim Ref # 2-F2 25861

**YOUR CLAIM IS SCHEDULED AS**

\$654.24 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.

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.

**Name of Creditor and Address**

0354429442468

XCELL INTERNATIONAL CORP  
181 SHORE COURT  
BURR RIDGE IL 60527

Creditor Telephone Number ( )

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

3734123-4119800-3521925

Check here  replaces this claim or  amends a previously filed claim dated \_\_\_\_\_

**1 BASIS FOR CLAIM**

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

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

**2 DATE DEBT WAS INCURRED**

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE**

\$ 2,230.73 \$  
(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 ONLY

**FILED**

**SEP 10 2003**

**RMC**

Fleming Companies Claim



09796

DATE SIGNED

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

*Dean Fleming, President* 9/8/03

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**



\*\*\*\*\* INVOICE \*\*\*\*\*

PAGE: 1

04/15/02

CUSTOMER NO:  
4119800

0111590-IN

FLEMING COMPANIES, INC.  
MEMPHIS GM DIVISION  
4681 BURBANK / P.O. BOX 181008  
MEMPHIS TN 38118-1008

FLEMING COMPANIES, INC  
MEMPHIS GM DIVISION  
46888 HUNGERFORD  
Memphis TN 38118

CONFIRM TO: LIBBY TABB/BUYER

606806	04/11/02	0104379	DEAN	ROADWAY	04/12/02	01550	
1000 777	PRTY ACCNT DSPLY/64	17	0	17	131.20		2,230.40
	*64 reg jars Party Accents; 16 each of items 8014, 1014, 1015, and 1012						
	*UPC for display shipper: 715483007773						
	*Fleming item # 93656-7						
5000 888	CKOUT SSNG DSPLY/64	32	0	32	131.20		4,198 40
	*64 reg jars Cookout Seasonings; 32 each of items 4405 and 4504						
	*UPC for shipper display: 715483008886						
	*Fleming item # 93654-2						
P 999	SUM/PATR SPRNK DSPL	6	0	6	131.20		787 20
	*64 reg jars Summer/Patriotic Accents 32 each of items 1030 and 1250						
	*UPC for display shipper: 715483009999						
	*Fleming item # 93653-4						

Ship collect via Roadway ASAP!

NET INVOICE: 7,216 00  
FREIGHT: .00

INVOICE TOTAL: 7,216 00

COMMENT: SHIP COLLECT ASAP!

*7071.68*  
*144 32*

TERMS: NET 30 DAYS

\*\*\*\*\* INVOICE \*\*\*\*\*

10/17/02

CUSTOMER NO:  
4119800

0117323-IN

FLEMING COMPANIES, INC./MEMPHS  
MEMPHIS GM DIVISION  
4681 BURBANK / P.O. BOX 181008  
MEMPHIS TN 38118-1008

FLEMING COMPANIES, INC  
MEMPHIS GM DIVISION  
46888 HUNGERFORD  
MEMPHIS TN 38118

CONFIRM TO: CALL FOR APPT: 901-797-3916

787073 MG	10/15/02	0110637	DEAN	ROADWAY	10/15/02	03745
1000 505	JOLLY SPRNKL DISPLA	21	0	21	105.60	2,217.60
	*21 shippers/64 count display					
	*UPC 715483 0996 8					
	*Fleming item code 97336-2					
1000 404	AUTUMN ACCTS DS	2	0	2	105.60	211 20
	*2 shippers/64 count display					
	*UPC 715483 01017 9					
	*Fleming item code 97337-0					
DSSG DS1091	CLBRTN ACCT LRG DSP	3	0	3	91.20	273 60
	*3 shippers/40 count display					
	*UPC 715483 01091 9					
	*Fleming code 97347-9					
4500 DS4511	CRM BRULEE MX DSPLY	4	0	4	41.20	164.80
	*4 shippers/40 count display					
	*UPC 715483 04511 9					
	*Fleming code 97350-3					
4500 4512	CRM BRLEE MX/SGR PO	13	0	13	12.38	160 94
	*13 cs/12 units					
	*UPC 715483 04510 2					
	*Fleming code 97346-1					
4500 4535	CRM BRULEE SET	108	0	108	4.50	486 00
	*18 cs/6 units					
	*UPC 715483 4535 5					
	*Fleming item code 97348-7					

COMMENT SHIP PPD ASAP; DLVRD PRCNG

TERMS: NET 30 DAYS

CONTINUED

\*\*\*\*\* INVOICE \*\*\*\*\*

10/17/02

CUSTOMER NO:  
4119800

0117323-IN

FLEMING COMPANIES, INC./MEMPHS  
MEMPHIS GM DIVISION  
4681 BURBANK / P.O. BOX 181008  
MEMPHIS TN 38118-1008

FLEMING COMPANIES, INC  
MEMPHIS GM DIVISION  
46888 HUNGERFORD  
MEMPHIS TN 38118

CONFIRM TO. CALL FOR APPT: 901-797-3916

787073 MG	10/15/02	0110637	DEAN	ROADWAY	10/15/02	03745
1000 4815A	COFF FLVR DISPLY	8	0	8	105.60	844 80
	*8 shippers/64 count display					
	*Contains 32 units ea of UPC's.					
	715483 04811 0					
	715483 04810 3					
	*Fleming item code 97340-4					
1000 5588	JOLLY SPRNKL LRG DS	8	0	8	91.20	729 60
	*8 shippers/40 count display					
	*UPC 715483 01196 7					
	*Fleming item code 97335-4					
7000 DS7000	ALEX PASTA SSNG DSP	6G	0	6	98.40	590 40
	*6 shippers/40 count display					
	*UPC 715483 07000 2					
	*Fleming item code 97345-3					
8000 DS8000	4 PPCRN CHS DSPL LR	17	0	17	98.40	1,672 80
	*17 shippers/40 count display					
	*UPC 715483 08000 4					
	*Fleming item code 97339-6					
8000 DS86102	ALEX BRD DIP DSPLY	25	0	25	98.40	2,460 00
	*25 shippers/40 count display					
	*UPC 715483 86102 3					
	*Fleming item code 97344-6					
1000 222	FUN SHAPES DISPLY	6	0	6	105.60	633 60
	*6 shippers/64 count display					
	*Contains 16 units ea of UPC's:					

COMMENT: SHIP PPD ASAP; DLVRD PRCNG

TERMS: NET 30 DAYS

CONTINUED

\*\*\*\*\* INVOICE \*\*\*\*\*

10/17/02

CUSTOMER NO:  
4119800

0117323-IN

FLEMING COMPANIES, INC./MEMPHS  
MEMPHIS GM DIVISION  
4681 BURBANK / P.O. BOX 181008  
MEMPHIS TN 38118-1008

FLEMING COMPANIES, INC  
MEMPHIS GM DIVISION  
46888 HUNGERFORD  
MEMPHIS TN 38118

CONFIRM TO: CALL FOR APPT: 901-797-3916

787073 MG 10/15/02 0110637 DEAN ROADWAY 10/15/02 03745

715483 01014 8  
715483 01046 9  
715483 01056 8  
715483 01036 0

\*Fleming item code 97351-1

DIP 48614 6 PC DIP SET/BOX 114 0 114 7.25 826 50

\*19 cs/6 units

\*UPC 715483 48614 1

\*Fleming item code 97349-5

CKIT 21250-36HLDAY CKIE KIT DISP 4 0 4 135.00 540 00

\*4 shippers/36 count display

\*UPC 715483 85882 5

Fleming item code 97338-8

Ship ppd via Roadway ASAP!  
Call for delivery appointment!  
Princing is delivered.

NET INVOICE: 11,811 84  
FREIGHT: 00

COMMENT: SHIP PPD ASAP; DLVRD PRCNG

INVOICE TOTAL: 11,811 84

pd - 10 675 60

pd - 236 24

900.00

TERMS: NET 30 DAYS

ALL OPEN INVOICES INCL DING PAID INVOICES - AGED AS OF 09/05/03

INCLUDING ALL TRANSACTIONS

CUSTOMER/	INVOICE	DISCOUNT	DISC AMT								DAYS
INV DATE	INVOICE NO	DUE DATE	DUE DATE	AMOUNT	BALANCE	CURRENT	30 DAYS	60 DAYS	90 DAYS	120 DAYS	DELQ
<i>Account #</i>											
3524820	FLEMING COMPANIES, INC	/SACRMN CONTACT	ROBERT CLARA/PJ DR	972906 PPHTE	972-906-8969	EXT			CR LMT		00
10/29/01	0105366-IN	11/26/01		00	12,717.46	00					
TRANS DATE 10/29/01											
COMMENT DELIVERED PRICES, SHIP BESTWAY SALES PRS 0099											
	PAYMNT REF	25594586	12/12/01		7,650.13-						
	PAYMNT REF	25619087	12/12/01		4,219.02-						
	CRDIT MEMO	0105366			73.32-						
02/19/02	0110009-IN	03/18/02		00	1,775.70	00					
TRANS DATE 02/19/02											
COMMENT DELIVERED PRICES SHIP BESTWAY SALES PRS 0099											
	PAYMNT REF	2345404	04/11/02		1,503.37-						
	CRDIT MEMO	0110009			236.92-						
	CRDIT MEMO	0110009			35.51-						
06/17/02	0113480-IN	07/13/02		00	150.00	00					
TRANS DATE 06/17/02											
COMMENT SHIP TO ARRIVE 06/17/02 SALES PRS 0099											
	PAYMNT REF	25717458	09/17/02		118.80-						
	PAYMNT REF	DSCNT APPL	03/17/02		3.00-						
	CRDIT MEMO	0113480			20.20-						
07/31/02	0114555-IN	08/31/02		00	785.43						98 74 370
TRANS DATE 07/31/02											
COMMENT Ship t/a 8/5/02 dlvrd prices SALES PRS 0099											
	PAYMNT REF	25717458	09/17/02		670.95-						
	PAYMNT REF	DSCNT APPL	09/17/02		15.71-						
09/23/02	0116376-IN	10/20/02		00	806.40	00					
TRANS DATE 09/23/02											
COMMENT Ship t/a 9/24/02, dlvrd prices SALES PRS 0099											
	PAYMNT REF	25740686	11/05/02		25.93-						
	PAYMNT REF	DSCNT APPL	11/05/02		10.13-						
	CRDIT MEMO	0116376			764.44-						
10/17/02	0117324-IN	11/16/02		00	9,883.10	00					
TRANS DATE 10/17/02											
COMMENT Ship ASA dlvrd prices SALES PRS 0099											
	PAYMNT REF	23526172	12/03/02		9,665.44-						
	PAYMNT REF	DSCNT APPL	12/03/02		197.66-						
12/20/02	0120716-IN	01/19/03		00	711.40	00					
TRANS DATE 12/20/02											
COMMENT Ship t/a 12/20 dlvrd prices SALES PRS 0099											
	PAYMNT REF	23546652	02/07/03		746.17-						
	PAYMNT REF	DSCNT APPL	02/07/03		1.23-						
01/17/03	0112429-IN	02/16/03		00	5,535.30						3 54 201
TRANS DATE 01/17/03											
COMMENT Ship ASAP SALES PRS 0099											
	PAYMNT REF	23553000	02/28/03		5,421.00-						
	PAYMNT REF	DSCNT APPL	02/28/03		110.71-						
02/21/03	0122490-IN	03/20/03		00	997.50						887 50 169
TRANS DATE 02/21/03											
COMMENT Ship t/a 02/21/03 dlvrd prices SALES PRS 0099											
07/31/03	0127474-IN	08/30/03		00	660.50						
TRANS DATE 07/31/03											
COMMENT Ship t/a 08/02/03 dlvrd prices SALES PRS 0099											
	PAYMNT REF	WIRETRANS	09/05/03		759.56-						

99 36-  
credit

ALL OPEN INVOICES INCLUDING PAID INVOICES - AGED AS OF 09/05/03

INCLUDING ALL TRANSACTIONS

CUSTOMER/ INV DATE	INVOICE NO	DISCOUNT DUE DATE	DISCOUNT DUE DATE	DISCOUNT AMOUNT	BALANCE	CURRENT	30 DAYS	60 DAYS	90 DAYS	120 DAYS	DAYS DELQ
***** ON CREDIT HOLD *****											
CUSTOMER 3524	020	TOTALS		00	890 42	00	99 36-	00	00	989 78	
		REPORT TOTALS		00	210 42	00	99 36-	00	00	989 78	
NUMBER OF CUSTOMERS	1										



\*\*\*\*\* INVOICE \*\*\*\*\*

02/21/03

CUSTOMER NC  
3524820

0122490-IN

FLEMING COMPANIES, INC./SACRMN  
CTP - SACRAMENTO GMD  
P.O. BOX 268864  
OKLAHOMA CITY

OK 73126-8864

FLEMING GMD WHSE #68  
8371-200 ROVANA CIRCLE  
UNION TRCKS ONLY/CALL FOR APPT  
SACRAMENTO CA 95826

CONFIRM TO: ROBERT CLARK/BUYER 9729068969

346310                    02/17/03   0115515   0099                    ROADWAY                    02/20/03 00255

Pls note...order quantities and pricing  
are by the dozen EXCEPT item 4510  
which is by the unit/each.

1000 1044	4 FUN SHAPES LRG	8	0	8	27.00	216.00
	*4 mcs/24 units					
	*UPC 7 15483 01044 5					
	*Fleming item code 73032-5					
1000 1156	4 SEA ACCTS LRG	8	0	8	27.00	216 00
	*4 mcs/24 units					
	*UPC 7 15483 01156 5					
	*Fleming item code 72965-7					
1000 1300	4 SGR CRYSTAL LRG	8	0	8	27.00	216 00
	*4 mcs/24 units					
	*UPC 7 15483 01300 2					
	*Fleming item code 72882-4					
4500 4510	CRM BRULEE MX W/SGR	96	0	96	1.25	120 00
	*8 mcs/12 units					
	*UPC 715483 04510 2					
	*Fleming item code 72076-3					

Total no. cartons: 20

PO no. 346310            Vendor no. 89080

NET INVOICE:	768 00
FREIGHT:	119 50

INVOICE TOTAL: 887 50

COMMENT: Ship t/a 02/21/03; dlvr'd prcs

TERMS: NET 30 DAYS

*No money  
was put  
Towards this inv*

\*\*\*\*\* INVOICE \*\*\*\*\*

07/31/02

CUSTOMER NO:  
3524820

0114555-IN

FLEMING COMPANIES, INC./SACRMN  
CTP - SACRAMENTO GMD  
P.O. BOX 268864  
OKLAHOMA CITY

OK 73126-8864

FLEMING GMD WHSE #68  
8371-200 ROVANA CIRCLE  
UNION TRCKS ONLY/CALL FOR APPT  
SACRAMENTO CA 95826

CONFIRM TO: ROBERT CLARK/BUYER 9729068969

258626	07/26/02	0107359	0099	ROADWAY	07/31/02	00235
Pls note...order quantities and pricing are by the dozen EXCEPT item 4510 which is by the unit/each						
4500 4510	CRM BRULEE MX W/SGR	132	0	132	1.25	165 00
	*11 mcs/12 units *UPC 7 15483 04510 2 *Fleming item #72076-3					
7000 7100	4 PIZZA SSNGS LRG	10	0	10	28.20	282 00
	*5 mcs/24 units *UPC 7 15483 07100 2 *Fleming item #73180-2					
7000 7200	4 SALAD SSNGS LRG	12	0	12	28.20	338 40
	*6 mcs/24 units *UPC #7 15483 07200 9 *Fleming item #73182-8					

Ship via Roadway only! (ppd/dlvrd)

NET INVOICE:	785 40
FREIGHT:	00

COMMENT. Ship t/a 8/5/02; dlvr'd. prcs.

INVOICE TOTAL: 785.40

7d - 670.95  
Discount - 15.71  
                      
\$ 918.74

TERMS: NET 30 DAYS

ALL OPEN INVOICES INCLUDING PAID INVOICES - AGED AS OF 09/05/03  
INCLUDING ALL TRANSACTIONS

CUSTOMER/	INVOICE	DISCOUNT	DISCOUNT								DAYS
INV DATE	INVOICE NO	DUE DATE	DUE DATE	AMOUNT	BALANCE	CURRENT	30 DAYS	60 DAYS	90 DAYS	120 DAYS	DELQ
<b>Account #</b>											
3734123	FLEMING COMPANIES, INC /KOP	CONTACT	JOSEPH W. HAN	610-768-3200	PHONE	610-768-8253	EXT	CR LMT			00
04/29/02	0111919-IN	05/21/02		00	7,21 00						144 32 468
TRANS DATE 04/29/02											
COMMENT SHIP COLLECT ASAP! SALES PRJ DEAN											
PAYMNT REF 2567094 06/17/02 7 07 68-											
08/19/02	0114941-IN	09/15/02		00	1,988 00	00					
TRANS DATE 08/19/02											
COMMENT SHIP PREPAID ASAP! LLVPE P-C SALES PFS DEAN											
PAYMNT REF 25725987 10/07/02 1 31 64-											
PAYMNT REF DSCNT APPL 10/07/02 39 30-											
11/13/02	0119900-IN	12/12/02		00	7 593 32						151 67 267
TRANS DATE 11/13/02											
COMMENT RUSH! SHIP ASAP! SALES PFS DEAN											
PAYMNT REF 23536378 11/30/02 7 43 65-											
***** ON CREDIT HOLD *****											
CUSTOMER 3734123 TOTALS				00	2 35 99	00	00	00	00	00	295 99
REPORT TOTALS				00	2 35 99	00	00	00	00	00	295 99
NUMBER OF CUSTOMERS				1							

\*\*\*\*\* INVOICE \*\*\*\*\*

PAGE: 1

11/13/02

CUSTOMER NO:  
3734123

0118900-IN

FLEMING COMPANIES, INC./KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P O. BOX 1526  
KING OF PRUSSIA PA 19406-1526

FLEMING COMPANIES, INC./KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P.O BOX 1526  
KING OF PRUSSIA PA 19406-152

6

CONFIRM TO: JOSEPH QUINN 610-768-8200

457139	11/07/02	0111966	DEAN	ROADWAY	11/12/02	02352
1000 505	JOLLY SPRNKL DISPLA	14	0	14	105.60	1,478 40
	*14 shippers/64 count display					
	*UPC 7 15483 00996 8					
	*Fleming item code 97336-2					
1000 404	AUTUMN ACCTS DS	4	0	4	105.60	422 40
	*4 shippers/64 count display					
	*UPC 7 15483 01017 9					
	*Fleming item code 97337-0					
1000 117	VALENTINE SPRNKL DI	2	0	2	105.60	211 20
	*2 shippers/64 count display					
	*UPC 7 15483 01020 9					
	*Fleming item code 97343-8					
1000 118	ALX SPRG/EASTR DISP	4	0	4	105.60	422 40
	*4 shippers/64 count display					
	*UPC 7 15483 01115 2					
	*Fleming item code 97342-1					
1000 5588	JOLLY SPRNKL LRG DS	2	0	2	91.20	182 40
	*2 shippers/40 count display					
	*UPC 7 15483 01196 7					
	*Fleming item code 97335-4					
4500 DS4511	CRM BRULEE MX DSPLY	17	0	17	41.20	700 40
	*17 shippers/40 count display					
	*UPC 7 15483 04511 9					
	*Fleming item code 97350-3					

COMMENT: RUSH! SHIP ASAP!

TERMS: NET 30 DAYS

CONTINUED

\*\*\*\*\* INVOICE \*\*\*\*\*

11/13/02

CUSTOMER NO:  
3734123

0118900-IN

FLEMING COMPANIES, INC./KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P.O. BOX 1526  
KING OF PRUSSIA PA 19406-1526

FLEMING COMPANIES, INC./KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P.O. BOX 1526  
KING OF PRUSSIA PA 19406-152

6

CONFIRM TO: JOSEPH QUINN 610-768-8200

457139	11/07/02	0111966	DEAN	ROADWAY	11/12/02	02352
4500 4512	CRM BRLEE MX/SGR PO	4	0	4	12.38	49 52
	*4 mcs/12 units					
	*UPC 7 15483 04510 2					
	*Fleming item code 97346-1					
4500 4535	CRM BRULEE SET	30	0	30	4.50	135 00
	*5 mcs/6 sets					
	*UPC 7 15483 04535 5					
	*Fleming item code 97348-7					
1000 4815A	COFF ACCENTS DSPLY	16	0	16	105.60	1,689.60
	*16 shippers/64 count display					
	*Contains 32 units each of UPC's:					
	*UPC 7 15483 04811 0 (Choc Flavors)					
	*UPC 715483 04810 3 (Classic Flvrs)					
	*Fleming item code 97340-4					
8000 DSD8000	40CT PPCRN CHS DSPL	8	0	8	98.40	787 20
	*8 shippers/40 count display					
	*UPC 7 15483 08000 4					
	*Fleming item code 97339-6					
8000 DS86102	ALEX BRD DIP DSPLY	11	0	11	98.40	1,082 40
	*11 shippers/40 count display					
	*UPC 7 15483 86102 3					
	*Fleming item code 97344-4					
1000 222	FUN SHAPES DISPLAY	4	0	4	105.60	422 40
	*6 shippers/64 count display					
	*Contains 16 ea of UPC's					

COMMENT: RUSH! SHIP ASAP!

TERMS: NET 30 DAYS

CONTINUED

\*\*\*\*\* INVOICE \*\*\*\*\*

11/13/02

CUSTOMER NO:  
3734123

0118900-IN

FLEMING COMPANIES, INC./KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P.O. BOX 1526  
KING OF PRUSSIA PA 19406-1526

FLEMING COMPANIES, INC /KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P.O. BOX 1526  
KING OF PRUSSIA PA 19406-152

CONFIRM TO: JOSEPH QUINN 610-768-8200

6

457139                    11/07/02   0111966   DEAN                    ROADWAY                    11/12/02   02352

- \*UPC 7 15483 01014 8 (Fun Shapes)
- \*UPC 7 15483 01146 9 (Zoo Accents)
- \*UPC 7 154483 01056 8 (Sea Accents)
- \*UPC 7 15483 1036 0 (Barn Pals)
- \*Fleming item code 97351-

Ship ppd ASAP! Dlvrd Pricing

NET INVOICE:	7,583 32
FREIGHT:	.00

COMMENT • RUSH! SHIP ASAP!

INVOICE TOTAL:	7,583 32
----------------	----------

Pd 7431 65  
\$ 151 67

TERMS: NET 30 DAYS

\*\*\*\*\* INVOICE \*\*\*\*\*

04/29/02

CUSTOMER NO:  
3734123

0111910-IN

FLEMING COMPANIES, INC./KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P.O. BOX 1526  
KING OF PRUSSIA PA 19406-1526

FLEMING COMPANIES, INC./KOP  
KING OF PRUSSIA GM DIVISION  
201 CHURCH ROAD/P O. BOX 1526  
KING OF PRUSSIA PA 19406-152

6

CONFIRM TO: JOSEPH QUINN 610-768-8200

067071	04/24/02	0104749	DEAN	ROADWAY	04/25/02	01615	
1000 777	PRTY ACCNT DSPLY/64	15	0	15	131.20	1,968.00	
	*64 reg jars Party Accents; 16 each of items 8014, 1014, 1015, and 1012						
	*UPC for display shipper: 715483007773						
	*Fleming item # 93656-7						
5000 888	CKOUT SSNG DSPLY/64	20	0	20	131.20	2,624.00	
	*64 reg jars Cookout Seasonings; 32 each of items 4405 and 4504						
	*UPC for shipper display: 715483008886						
	*Fleming item # 93654-2						
P 999	SUM/PATR SPRNK DSPL	20	0	20	131.20	2,624 00	
	*64 reg jars Summer/Patriotic Accents 32 each of items 1030 and 1250						
	*UPC for display shipper: 715483009999						
	*Fleming item # 93653-4						

Ship collect via Roadway ASAP!  
Call for delivery appt: 610-768-8262

NET INVOICE:	7,216 00
FREIGHT:	.00

COMMENT: SHIP COLLECT ASAP!

INVOICE TOTAL:	7,216 00
----------------	----------

7d

7071.68

144 32

TERMS: NET 30 DAYS