

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

PROOF OF CLAIM



In re
Rainbow Food Group, Inc.

Case Number
03-10967

Bar Date Ref #

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

0354653000000

Vogt Distributing
Larry B Ricke
Leonard Street & Deindard
150 S 5th St Ste 2300
Minneapolis, MN 55402

Creditor Telephone Number () 612-335-1500

CREDITOR TAX I D #

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 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 2/17/03-4/01/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 6,795.73 (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 CASE IS IN COURT
FILED
 SEP 10 2003
BMC

DATE SIGNED 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)
 LARRY B. RICKE

Filing Companies Claim
 09824

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

**VOGT DISTRIBUTING
RAINBOW FOODS - OUTSTANDING INVOICES
AS OF 4/1/03**

<u>INVOICE DATE</u>	<u>INVOICE #</u>	<u>AMOUNT</u>
3/15/2003	14476	\$229 40
3/17/2003	14512	\$506 06
3/20/2003	14521	\$275 92
3/24/2003	14549	\$498 14
3/25/2003	14805	\$493 44
3/27/2003	14558	\$328 36
3/31/2003	14591	\$428 21
3/31/2003	14592	\$130 11
4/1/2003	14600	\$35 04
SUBTOTAL OUTSTANDING		\$2 924 68

ADDITIONAL INVOICE OUTSTANDING - PAID WITH 2 CHECKS DATED 3/11 AND 3/18/03 RETURNED FOR INSUFFICIENT FUNDS

2/25/2003	14420	\$400 92
3/1/2003	14417	\$103 80
3/1/2003	14438	\$85 32
3/7/2003	14429	\$662 00
3/13/2003	14475	\$302 57
3/12/2003	14479	\$336 26
3/10/2003	14469	\$121 71
3/10/2003	14468	\$211 66
SUBTOTAL OF ADDITIONAL		\$2 224 24

ADDITIONAL INVOICE OUTSTANDING - PAID WITH 3 CHECKS DATED 2/28, 3/4, & 3/7/03 RETURNED FOR INSUFFICIENT FUNDS

2/17/2003	14359	\$330 14
2/20/2003	14364	\$137 82
2/20/2003	14365	\$177 50
2/22/2003	14385	\$99 31
2/22/2003	14386	\$103 80
2/24/2003	14405	\$310 70
2/27/2003	14418	\$419 54
3/1/2003	14436	\$68 00
SUBTOTAL OF ADDITIONAL		\$1 646 81
TOTAL OUTSTANDING		\$6,795 73

Statement of Claim

- 1 Claimant hereby reserves the right to amend this proof of claim pursuant to the Bankruptcy Code, Rules of Bankruptcy Procedure and applicable law. The filing of this claim does not constitute a waiver by Claimant of any applicable right of setoff, recoupment or similar claim or defense to which Claimant may be entitled under applicable law. Claimant reserves the right to assert that some portions of this claim may be entitled to allowance as an administrative expense under 11 USC § 503(a).
- 2 This proof of claim shall not constitute a waiver of any objection with respect to jurisdiction herein and shall not be deemed a waiver of the right a) to have final orders in non-core matters entered only after de novo review by a district judge, b) to trial by jury in any proceedings, c) to have the district court withdraw reference in any matter subject to mandatory or discretionary withdrawal, or d) to request abstention or transfer of venue with respect to any proceeding.
- 3 Claimant asserted a right of reclamation in the amount of \$2,924.68. Filing this claim does not constitute waiver of reclamation rights and Claimant reserves the right to amend this claim after reclamation rights have been fully reconciled.

LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

September 9, 2003

Susan Patterson
612-335-1664
susan.patterson@leonard.com

VIA FEDERAL EXPRESS

Bankruptcy Management Company
1330 East Franklin Avenue
El Segundo, California 90245

**RE Rainbow Food Group, Inc
Bankruptcy Case No 03-10967**

Dear Sir or Madam

Enclosed for filing is the original and a copy of Vogt Distributing's claim in the above case
Please return the date-stamped copy in the enclosed self-addressed stamped envelope

Very truly yours,

LEONARD, STREET AND DEINARD


Susan Patterson
Paralegal

Enclosures

cc Deb Mallory (w/ encl)

150 SOUTH FIFTH STREET SUITE 2300 MINNEAPOLIS, MINNESOTA 55402 TEL 612 335 1500 FAX 612 335 1657

LAW OFFICES IN MINNEAPOLIS, SAINT PAUL, MANKATO, SAINT CLOUD AND WASHINGTON, D C