

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

PROOF OF CLAIM



s131929

Scheduled Claim Ref # 2-F2-19555
YOUR CLAIM IS SCHEDULED AS

\$67 381 54 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

0354429382255

BLISTEX INC
~~135 S LAGALLE DEPT 5144~~ 1800 SWIFT DRIVE
~~CHICAGO IL 60674~~ OAK BROOK, IL 60523

Creditor Telephone Number ()

CREDITOR TAX ID #

36-2094164

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

869400 AND OTHERS

Check here replaces or amends if this claim

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

\$ 56,981.16 (unsecured) \$ 20,492.40 (secured) ADMINISTRATIVE \$ _____ (unsecured priority) \$ 77,476.56 (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: \$ 20,492.40

- Real Estate
- Motor Vehicle
- Other RECLAMATION - SEE ATTACHED

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

DATE SIGNED

9 3 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).

Daniel S Liszka
DANIEL S LISZKA
MANAGER CREDIT & COLLECTION

THIS SPACE FOR COURT USE ONLY

FILED
SEP 10 2003

BMC

Fleming Companies Claim



09842

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

Creditor Blistex Inc
Proof of Claim Support
Pre-Petition Unsecured Claim Case Number 03-10945

Statement of Account due from Fleming (invoice copies attached)

Invoice Number	Invoice Date	PO Number	Amount
155223	2/12/2003	025858-KG	4,795 56
155634	2/17/2003	700179	5,182 20
155867	2/20/2003	376841-GS	4,788 00
156182	2/25/2003	076882-KG	1,296 96
156341	2/26/2003	097186-KG	5,760 12
156371	2/26/2003	641062-TG	6,965 52
156523	2/27/2003	412421-GS	3,158 04
156715	3/3/2003	705068	1,634 40
156750	3/3/2003	533751-MG	3,144 72
156907	3/5/2003	143-0031250	1,283 04
157192	3/7/2003	146473_KG	3,569 52
157277	3/10/2003	678263-TG	5,146 80
157439	3/11/2003	707284	3,594 84
157736	3/17/2003	201176-KG	2,729 16
157748	3/17/2003	484023-GS	3,932 28
Total Unsecured Claim			\$ 56,981 16

BLISTEX SALES ORDER # 167420

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	2/12/2003	2% 30 NET 31	025858-KG	02/12/03	155223

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	3	EA	\$44 16	\$0 00	\$132 48
04600	STRI DEX HERBAL ANTI BACTERIAL FOAMING WASH	041338046000	1	EA	\$44 16	\$0 00	\$44 16
04703	STRI DEX BODY FOCUS \$1 50 REFUND CAP LABEL	041338047030	3	EA	\$44 16	\$0 00	\$132 48
05554	STRI DEX MED/REG 7OCT 4X3	041338165550	10	EA	\$28 20	\$0 00	\$282 00
06550	STRI DEX SUPER SCRUB 55CT	041338156550	13	EA	\$32 64	\$0 00	\$424 32
07030	STRI DEX MAX 55CT 4X3	041338197010	10	EA	\$29 88	\$0 00	\$298 80
08160	STRI DEX DAY & NIGHT NON PROMO OPEN STOCK	041338081600	2	EA	\$63 00	\$0 00	\$126 00
09550	STRI DEX SEN 55CT 4X3	041338169550	7	EA	\$32 64	\$0 00	\$228 48
16000	38 OZ LIP MEDEX 1X12 SHELF PACK	041338160120	12	EA	\$12 29	\$0 00	\$147 48
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	42	EA	\$29 28	\$0 00	\$1 229 76
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	12	EA	\$19 20	\$0 00	\$230 40
41500	KANK A SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12
48240	CLEAR ADVANCE SHELF PACK 1 X 24	041338482400	6	EA	\$29 28	\$0 00	\$175 68
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



135 S LaSalle, Dept 5141
Chicago, IL 60674-5141

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

167420 1

FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126-8863

SHIP TO

FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 167420

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	2/12/2003	2% 30 NET 31	025858 KG	02/12/03	155223

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL	
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	24	EA	\$29 28	\$0 00	\$702 72	
83130	BERRY BALM SHELF PACK 1X24	041338831210	12	EA	\$18 00	\$0 00	\$216 00	
<i>YOU MAY DEDUCT</i>			\$95 91	<i>IF PAID BY</i>		3/14/2003	INVOICE TOTAL	<u>\$4,795 56</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO
167420 2
FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126 8863

SHIP TO
FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 167854

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	15	22	287200	287201	2/17/2003	2% 30 NET 31	700179	02/17/03	155634

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	4	EA	\$44 16	\$0 00	\$176 64
07030	STRI DEX MAX 55CT 4X3	041338197010	17	EA	\$29 88	\$0 00	\$507 96
08160	STRI DEX DAY & NIGHT NON PROMO OPEN STOCK	041338081600	4	EA	\$63 00	\$0 00	\$252 00
08201	STRI DEX FRUIT THERAPY S2 REFUND	041338082010	5	EA	\$44 16	\$0 00	\$220 80
09450	STRI DEX FACEWIPES TO GO 4X3	041338094500	3	EA	\$44 16	\$0 00	\$132 48
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	24	EA	\$19 20	\$0 00	\$460 80
28120	FRUIT SMOOTHIES SHELF PACK OPENSTOCK 12 PIECE	041338281200	24	EA	\$23 16	\$0 00	\$555 84
41500	KANK A SHELF PACK 1X12	041338415060	12	EA	\$41 52	\$0 00	\$498 24
48240	CLEAR ADVANCE SHELF PACK 1 X 24	041338482400	6	EA	\$29 28	\$0 00	\$175 68
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68
56121	HERBAL ANSWER TUBE SHELF PACK 12 PC	041338561210	12	EA	\$14 64	\$0 00	\$175 68
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	12	EA	\$29 28	\$0 00	\$351 36
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	12	EA	\$29 28	\$0 00	\$351 36
62120	ULTRA BALM SHELF PACK 1X24	041338621200	6	EA	\$29 28	\$0 00	\$175 68

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO
167854 1
FLEMING COMPANIES INC
PO BOX 26680

OKLAHOMA CITY OK 73126

SHIP TO
FLEMING/GATEWAY FOODS IN
322 CAUSEWAY BLVD

LA CROSSE WI 54601

BLISTEX SALES ORDER # 167854

PRT	ZONE	REP	SOLD TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	15	22	287200	287201	2/17/2003	2% 30 NET 31	700179	02/17/03	155634

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
83120	REGULAR BALM SHELF PACK 1X24	041338831220	48	EA	\$18 00	\$0 00	\$864 00
83140	MINT BALM SHELF PACK 1X24	041338831250	6	EA	\$18 00	\$0 00	\$108 00
<i>YOU MAY DEDUCT \$103 64</i>						<i>IF PAID BY 3/19/2003</i>	
INVOICE TOTAL							<u>\$5,182 20</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



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BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

167854 2

FLEMING COMPANIES INC
PO BOX 26680

OKLAHOMA CITY OK 73126

SHIP TO

FLEMING/GATEWAY FOODS IN
322 CAUSEWAY BLVD

LA CROSSE WI 54601

BLISTEX SALES ORDER # 168384

PRT	ZONE	REP	SOLD-TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	12	31	869400	869400	2/20/2003	2% 30 NET 31	376841 GS	02/20/03	155867

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04703	STRI DEX BODY FOCUS \$1 50 REFUND CAP LABEL	041338047030	1	EA	\$44 16	\$0 00	\$44 16
05554	STRI DEX MED/REG 70CT 4X3	041338165550	13	EA	\$28 20	\$0 00	\$366 60
07030	STRI DEX MAX 55CT 4X3	041338197010	21	EA	\$29 88	\$0 00	\$627 48
08160	STRI DEX DAY & NIGHT NON PROMO OPEN STOCK	041338081600	2	EA	\$63 00	\$0 00	\$126 00
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	6	EA	\$29 28	\$0 00	\$175 68
26003	33 PCT MORE FREE DCT 12PC SHELF PACK	041338260030	12	EA	\$13 86	\$0 00	\$166 32
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	12	EA	\$19 20	\$0 00	\$230 40
41500	KANK A SHELF PACK 1X12	041338415060	12	EA	\$41 52	\$0 00	\$498 24
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	36	EA	\$14 64	\$0 00	\$527 04
56121	HERBAL ANSWER TUBE SHELF PACK 12 PC	041338561210	12	EA	\$14 64	\$0 00	\$175 68
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	18	EA	\$29 28	\$0 00	\$527 04
62120	ULTRA BALM SHELF PACK 1X24	041338621200	12	EA	\$29 28	\$0 00	\$351 36
83120	REGULAR BALM SHELF PACK 1X24	041338831220	24	EA	\$18 00	\$0 00	\$432 00
83130	BERRY BALM SHELF PACK 1X24	041338831210	24	EA	\$18 00	\$0 00	\$432 00

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PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

168384 1

FLEMING INC
CTP/SACRAMENTO GMD
P O BOX 268864
OKLAHOMA CITY OK 73126-8864

SHIP TO

FLEMING INC
8301 FRUITRIDGE ROAD
SACRAMENTO CA 95826

BLISTEX SALES ORDER # 168384

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	12	31	869400	869400	2/20/2003	2% 30 NET 31	376841 GS	02/20/03	155867

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
83140	MINT BALM SHELF PACK 1X24	041338831250	6	EA	\$18 00	\$0 00	\$108 00
		YOU MAY DEDUCT \$95 76	IF PAID BY 3/22/2003		INVOICE TOTAL		\$4,788 00

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



135 S LaSalle, Dept 5141
Chicago, IL 60674-5141

BLISTEX INC.
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

168384 2

FLEMING INC
CTP/SACRAMENTO GMD
P O BOX 268864
OKLAHOMA CITY OK 73126 8864

SHIP TO

FLEMING INC
8301 FRUITRIDGE ROAD
SACRAMENTO CA 95826

BLISTEX SALES ORDER # 168328

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	2/25/2003	2% 30 NET 31	076882-KG	02/25/03	156182

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
58485	CM/WTRIAL HA & OINTMENT W/TRIAL CM 48 PCS FL	041338584850	16	EA	\$58 56	\$0 00	\$936 96
86480	REGULAR BALM W/FREE BLISTEX OINTMENT 1X48EA	041338864800	10	EA	\$36 00	\$0 00	\$360 00

YOU MAY DEDUCT \$25 94 IF PAID BY 3/27/2003 INVOICE TOTAL \$1,296 96

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

168328 1

FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126-8863

SHIP TO

FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 168754

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	2/26/2003	2% 30 NET 31	097186 K.G	02/26/03	156341

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	5	EA	\$44 16	\$0 00	\$220 80
04600	STRI DEX HERBAL ANTI BACTERIAL FOAMING WASH	041338046000	1	EA	\$44 16	\$0 00	\$44 16
04703	STRI DEX BODY FOCUS S1 50 REFUND CAP LABEL	041338047030	1	EA	\$44 16	\$0 00	\$44 16
05554	STRI DEX MED/REG 70CT 4X3	041338165550	18	EA	\$28 20	\$0 00	\$507 60
06550	STRI DEX SUPER SCRUB 55CT	041338156550	3	EA	\$32 64	\$0 00	\$97 92
07030	STRI DEX MAX 55CT 4X3	041338197010	22	EA	\$29 88	\$0 00	\$657 36
07090	STRI DEX MAX 90CT 4X3	041338197090	2	EA	\$44 16	\$0 00	\$88 32
08160	STRI DEX DAY & NIGHT NON PROMO OPEN STOCK	041338081600	3	EA	\$63 00	\$0 00	\$189 00
09450	STRI DEX FACEWIPES TO GO 4X3	041338094500	1	EA	\$44 16	\$0 00	\$44 16
09550	STRI DEX SEN 55CT 4X3	041338169550	13	EA	\$32 64	\$0 00	\$424 32
09650	STRI DEX SEN 90CT 4X3	041338169650	1	EA	\$44 16	\$0 00	\$44 16
16000	38 OZ LIP MEDEX 1X12 SHELF PACK	041338160120	24	EA	\$12 29	\$0 00	\$294 96
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	30	EA	\$29 28	\$0 00	\$878 40
26000	DCT SHELF PACK 1X12	041338260120	24	EA	\$13 86	\$0 00	\$332 64

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

168754 1

FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126-8863

SHIP TO

FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

* BLISTEX SALES ORDER # 168754

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	2/26/2003	2% 30 NET 31	097186 KG	02/26/03	156341

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL		
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	12	EA	\$19 20	\$0 00	\$230 40		
42240	LIP TONE SHELF PACK 1X24	041338422400	6	EA	\$29 28	\$0 00	\$175 68		
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	24	EA	\$14 64	\$0 00	\$351 36		
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	6	EA	\$29 28	\$0 00	\$175 68		
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	12	EA	\$29 28	\$0 00	\$351 36		
62120	ULTRA BALM SHELF PACK 1X24	041338621200	6	EA	\$29 28	\$0 00	\$175 68		
83130	BERRY BALM SHELF PACK 1X24	041338831210	18	EA	\$18 00	\$0 00	\$324 00		
83140	MINT BALM SHELF PACK 1X24	041338831200	6	EA	\$18 00	\$0 00	\$108 00		
<i>YOU MAY DEDUCT \$115 20</i>						<i>IF PAID BY 3/28/2003</i>		INVOICE TOTAL	<u>\$5,760 12</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



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Chicago, IL 60674-5141**

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PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

168754 2

FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126-8863

SHIP TO

FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 168385

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	16	20	869500	869500	2/26/2003	2% 30 NET 31	641062-TG	02/26/03	156371

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	2	EA	\$44 16	\$0 00	\$88 32
05554	STRI DEX MED/REG 70CT 4X3	041338165550	3	EA	\$28 20	\$0 00	\$84 60
07030	STRI DEX MAX 55CT 4X3	041338197010	29	EA	\$29 88	\$0 00	\$866 52
08200	STRI DEX FRUIT THERAPY (NON PROMO)	041338082000	18	EA	\$44 16	\$0 00	\$794 88
08201	STRI DEX FRUIT THERAPY \$2 REFUND	041338082010	3	EA	\$44 16	\$0 00	\$132 48
09450	STRI DEX FACEWIPES TO GO 4X3	041338094500	6	EA	\$44 16	\$0 00	\$264 96
09550	STRI DEX SEN 55CT 4X3	041338169550	7	EA	\$32 64	\$0 00	\$228 48
10120	25 OZ LIP MEDEX REFILL 1X12	041338101210	48	EA	\$7 55	\$0 00	\$362 40
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	18	EA	\$29 28	\$0 00	\$527 04
26000	DCT SHELF PACK 1X12	041338260120	12	EA	\$13 86	\$0 00	\$166 32
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	12	EA	\$19 20	\$0 00	\$230 40
28120	FRUIT SMOOTHIES SHELF PACK OPENSTOCK 12 PIECE	041338281200	12	EA	\$23 16	\$0 00	\$277 92
33020	FOILLE OINTMENT 1 OZ 1X6 INDUSTRIAL/FIRST AID	041338330260	12	EA	\$12 18	\$0 00	\$146 16
41500	KANK A SHELF PACK 1X12	041338415060	12	EA	\$41 52	\$0 00	\$498 24
42240	LIP TONE SHELF PACK 1X24	041338422400	6	EA	\$29 28	\$0 00	\$175 68

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

168385 1

FLEMING COMPANY
ACCOUNT PAYABLE/TOPEKA GMD DIV
P O BOX 268862
OKLAHOMA CITY OK 73126-8862

SHIP TO

FLEMING COMPANY
7215 S TOPEKA AVE
TOPEKA KS 66619

BLISTEX SALES ORDER # 168385

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	16	20	869500	869500	2/26/2003	2% 30 NET 31	641062 TG	02/26/03	156371

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
48240	CLEAR ADVANCE SHELF PACK 1 X 24	041338482400	12	EA	\$29 28	\$0 00	\$351 36
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	24	EA	\$14 64	\$0 00	\$351 36
56121	HERBAL ANSWER TUBE SHELF PACK 12 PC	041338561210	12	EA	\$14 64	\$0 00	\$175 68
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	6	EA	\$29 28	\$0 00	\$175 68
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	12	EA	\$29 28	\$0 00	\$351 36
62120	ULTRA BALM SHELF PACK 1X24	041338621200	6	EA	\$29 28	\$0 00	\$175 68
83120	REGULAR BALM SHELF PACK 1X24	041338831220	18	EA	\$18 00	\$0 00	\$324 00
83130	BERRY BALM SHELF PACK 1X24	041338831210	6	EA	\$18 00	\$0 00	\$108 00
83140	MINT BALM SHELF PACK 1X24	041338831250	6	EA	\$18 00	\$0 00	\$108 00

YOU MAY DEDUCT \$139 31 IF PAID BY 3/28/2003 INVOICE TOTAL \$6,965 52

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

168385 2

FLEMING COMPANY
ACCOUNT PAYABLE/TOPEKA GMD DIV
P O BOX 268862
OKLAHOMA CITY OK 73126-8862

SHIP TO

FLEMING COMPANY
7215 S TOPEKA AVE
TOPEKA KS 66619

BLISTEX SALES ORDER # 169196

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	12	31	869400	869400	2/27/2003	2% 30 NET 31	412421 GS	02/27/03	156523

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL	
05554	STRI DEX MED/REG 70CT 4X3	041338165550	2	EA	\$28 20	\$0 00	\$56 40	
07030	STRI DEX MAX 55CT 4X3	041338197010	10	EA	\$29 88	\$0 00	\$298 80	
08160	STRI DEX DAY & NIGHT NON PROMO OPEN STOCK	041338081600	2	EA	\$63 00	\$0 00	\$126 00	
10120	25 OZ LIP MEDEX REFILL 1X12	041338101210	12	EA	\$7 55	\$0 00	\$90 60	
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	18	EA	\$29 28	\$0 00	\$527 04	
41500	KANK A SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12	
42240	LIP TONE SHELF PACK 1X24	041338422400	6	EA	\$29 28	\$0 00	\$175 68	
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	30	EA	\$29 28	\$0 00	\$878 40	
83120	REGULAR BALM SHELF PACK 1X24	041338831220	30	EA	\$18 00	\$0 00	\$540 00	
83130	BERRY BALM SHELF PACK 1X24	041338831210	12	EA	\$18 00	\$0 00	\$216 00	
<i>YOU MAY DEDUCT</i>			\$63 16	<i>IF PAID BY</i>		3/29/2003	INVOICE TOTAL	<u>\$3,158 04</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



135 S LaSalle, Dept 5141
Chicago, IL 60674-5141

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

169196 1

FLEMING INC
CTP/SACRAMENTO GMD
P O BOX 268864
OKLAHOMA CITY OK

73126-8864

SHIP TO

FLEMING INC
8301 FRUITRIDGE ROAD

SACRAMENTO CA 95826

BLISTEX SALES ORDER # 169234

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	15	22	287200	287201	3/3/2003	2% 30 NET 31	705068	03/03/03	156715

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	6	EA	\$29 28	\$0 00	\$175 68
28120	FRUIT SMOOTHIES SHELF PACK OPENSTOCK 12 PIECE	041338281200	12	EA	\$23 16	\$0 00	\$277 92
41500	KANK A SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68
83120	REGULAR BALM SHELF PACK 1X24	041338831220	36	EA	\$18 00	\$0 00	\$648 00
83140	MINT BALM SHELF PACK 1X24	041338831250	6	EA	\$18 00	\$0 00	\$108 00
YOU MAY DEDUCT \$32 69			IF PAID BY 4/2/2003		INVOICE TOTAL		<u>\$1,634 40</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

169234 1

FLEMING COMPANIES INC
PO BOX 26680

OKLAHOMA CITY OK 73126

SHIP TO

FLEMING/GATEWAY FOODS IN
322 CAUSEWAY BLVD

LA CROSSE WI 54601

BLISTEX SALES ORDER # 169015

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	14	38	486600	486601	3/3/2003	2% 30 NET 31	533751 MG	03/03/03	156750

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
05554	STRI DEX MED/REG 70CT 4X3	041338165550	8	EA	\$28 20	\$0 00	\$225 60
06550	STRI DEX SUPER SCRUB 55CT	041338166550	4	EA	\$32 64	\$0 00	\$130 56
07030	STRI DEX MAX 55CT 4X3	041338197010	9	EA	\$29 88	\$0 00	\$268 92
08160	STRI DEX DAY & NIGHT NON PROMO OPEN STOCK	041338081600	1	EA	\$63 00	\$0 00	\$63 00
09450	STRI DEX FACEWIPES TO GO 4X3	041338094500	4	EA	\$44 16	\$0 00	\$176 64
09550	STRI DEX SEN 55CT 4X3	041338169550	8	EA	\$32 64	\$0 00	\$261 12
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	24	EA	\$29 28	\$0 00	\$702 72
41500	KANK A SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12
48240	CLEAR ADVANCE SHELF PACK 1 X 24	041338482400	6	EA	\$29 28	\$0 00	\$175 68
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	6	EA	\$29 28	\$0 00	\$175 68
83120	REGULAR BALM SHELF PACK 1X24	041338831220	24	EA	\$18 00	\$0 00	\$432 00
83140	MINT BALM SHELF PACK 1X24	041338831250	6	EA	\$18 00	\$0 00	\$108 00

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

169015 1

SHIP TO

CTP/MEMPHIS GMD
FLEMING INC
P O BOX 268865
OKLAHOMA CITY OK 73126 8865

FLEMING GMD
4681 BURBANK

MEMPHIS TN 38118

BLISTEX SALES ORDER # 169015

PRT	ZONE	REP	SOLD-TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	14	38	486600	486601	3/3/2003	2% 30 NET 31	5337-1 MG	03/03/03	156750

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL	
			<i>YOU MAY DEDUCT \$62 89</i>		<i>IF PAID BY 4/2/2003</i>		INVOICE TOTAL	<u>\$3,144 72</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

169015 2
CTP/MEMPHIS GMD
FLEMING INC
P O BOX 268865
OKLAHOMA CITY OK 73126 8865

SHIP TO

FLEMING GMD
4681 BURBANK

MEMPHIS TN 38118

BLISTEX SALES ORDER # 168936

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	11	211	166300	166300	3/5/2003	2% 30 NET 31	143 0031250	03/05/03	156907

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	18	EA	\$29.28	\$0.00	\$527.04
83120	REGULAR BALM SHELF PACK 1X24	041338831220	42	EA	\$18.00	\$0.00	\$756.00
<i>YOU MAY DEDUCT \$25.66</i>			<i>IF PAID BY 4/4/2003</i>		INVOICE TOTAL		<u>\$1,283.04</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO
168936 1
FLEMING COMPANY / ALTOONA
3010 7TH AVENUE

ALTOONA PA 16603

SHIP TO
FLEMING COMPANY / ALTOON
3010 7TH AVENUE

ALTOONA PA 16603

BLISTEX SALES ORDER # 169541

PRT	ZONE	REP	SOLD-TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	3/7/2003	2% 30 NET 31	146473-KG	03/07/03	157192

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04564	STRI DEX COOLING WASH/FREE BERRY FRUIT SMOO!	041338045640	3	EA	\$44 16	\$0 00	\$132 48
04700	STRI DEX BODY FOCUS 10 OZ	041338047000	1	EA	\$44 16	\$0 00	\$44 16
05554	STRI DEX MED/REG 70CT 4X3	041338165550	6	EA	\$28 20	\$0 00	\$169 20
06550	STRI DEX SUPER SCRUB 55CT	041338156550	1	EA	\$32 64	\$0 00	\$32 64
0703B	STRI DEX MAXIMUM 55 CT \$ 70 IRC	0413380703B0	9	EA	\$29 88	\$0 00	\$268 92
07090	STRI DEX MAX 90CT 4X3	041338197090	2	EA	\$44 16	\$0 00	\$88 32
09455	STRIDEX FACWWIPES TO GO S1 IRC	041338094550	5	EA	\$44 16	\$0 00	\$220 80
09550	STRI DEX SEN 55CT 4X3	041338169550	10	EA	\$32 64	\$0 00	\$326 40
16000	38 OZ LIP MEDEX 1X12 SHELF PACK	041338160120	12	EA	\$12 29	\$0 00	\$147 48
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	12	EA	\$29 28	\$0 00	\$351 36
26000	DCT SHELF PACK 1X12	041338260120	12	EA	\$13 86	\$0 00	\$166 32
28120	FRUIT SMOOTHIES SHELF PACK OPENSTOCK 12 PIECE	041338281200	12	EA	\$23 16	\$0 00	\$277 92
41500	KANK A SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12
42240	LIP TONE SHELF PACK 1X24	041338422400	6	EA	\$29 28	\$0 00	\$175 68

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

169541 1

FLEMING CO, INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126 8863

SHIP TO

FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 169541

PRT	ZONE	REP	SOLD TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	3/7/2003	2% 30 NET 31	146473 KG	03/07/03	157192

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
48240	CLEAR ADVANCE SHELF PACK 1 X 24	041338482400	6	EA	\$29 28	\$0 00	\$175 68
56121	HERBAL ANSWER TUBE SHELF PACK 12 PC	041338561210	12	EA	\$14 64	\$0 00	\$175 68
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	6	EA	\$29 28	\$0 00	\$175 68
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	6	EA	\$29 28	\$0 00	\$175 68
83130	BERRY BALM SHELF PACK 1X24	041338831210	6	EA	\$18 00	\$0 00	\$108 00
83140	MINT BALM SHELF PACK 1X24	041338831250	6	EA	\$18 00	\$0 00	\$108 00
YOU MAY DEDUCT \$71 39			IF PAID BY 4/6/2003		INVOICE TOTAL		<u>\$3,569 52</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

169541 2

FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126 8863

SHIP TO

FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 169542

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	16	20	869500	869500	3/10/2003	2% 30 NET 31	678263 TG	03/10/03	157277

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04564	STRI DEX COOLING WASH/FREE BERRY FRUIT SMOO	041338045640	2	EA	\$44 16	\$0 00	\$88 32
04700	STRI DEX BODY FOCUS 10 OZ	041338047000	5	EA	\$44 16	\$0 00	\$220 80
05554	STRI DEX MED/REG 70CT 4X3	041338165550	2	EA	\$28 20	\$0 00	\$56 40
07030	STRI DEX MAX 55CT 4X3	041338197010	19	EA	\$29 88	\$0 00	\$567 72
08163	STRI DEX DAY & NIGHT \$1 50 REFUND	041338081630	3	EA	\$63 00	\$0 00	\$189 00
09450	STRI DEX FACEWIPES TO GO 4X3	041338094500	4	EA	\$44 16	\$0 00	\$176 64
09550	STRI DEX SEN 55CT 4X3	041338169550	8	EA	\$32 64	\$0 00	\$261 12
10120	25 OZ LIP MEDEX REFILL 1X12	041338101210	24	EA	\$7 55	\$0 00	\$181 20
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	12	EA	\$29 28	\$0 00	\$351 36
26000	DCT SHELF PACK 1X12	041338260120	12	EA	\$13 86	\$0 00	\$166 32
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	12	EA	\$19 20	\$0 00	\$230 40
33020	FOILLE OINTMENT 1 OZ 1X6 INDUSTRIAL/FIRST AID	041338330260	12	EA	\$12 18	\$0 00	\$146 16
41500	KANK A SHELF PACK 1X12	041338415060	12	EA	\$41 52	\$0 00	\$498 24
42240	LIP TONE SHELF PACK 1X24	041338422400	6	EA	\$29 28	\$0 00	\$175 68
48240	CLEAR ADVANCE SHELF PACK 1 X 24	041338482400	6	EA	\$29 28	\$0 00	\$175 68

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO:



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

169542 1

FLEMING COMPANY
ACCOUNT PAYABLE/TOPEKA GMD DIV
P O BOX 268862
OKLAHOMA CITY OK 73126 8862

SHIP TO

FLEMING COMPANY
7215 S TOPEKA AVE
TOPEKA KS 66619

BLISTEX SALES ORDER # 169542

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	16	20	869500	869500	3/10/2003	2% 30 NET 31	678263-TG	03/10/03	157277

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	36	EA	\$14 64	\$0 00	\$527 04
56121	HERBAL ANSWER TUBE SHELF PACK 12 PC	041338561210	12	EA	\$14 64	\$0 00	\$175 68
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	6	EA	\$29 28	\$0 00	\$175 68
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	12	EA	\$29 28	\$0 00	\$351 36
83120	REGULAR BALM SHELF PACK 1X24	041338831220	6	EA	\$18 00	\$0 00	\$108 00
83130	BERRY BALM SHELF PACK 1X24	041338831210	6	EA	\$18 00	\$0 00	\$108 00
83140	MINT BALM SHELF PACK 1X24	041338831250	12	EA	\$18 00	\$0 00	\$216 00

YOU MAY DEDUCT \$102 94 IF PAID BY 4/9/2003 INVOICE TOTAL \$5,146 80

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PLEASE REMIT TO



135 S LaSalle, Dept 5141

Chicago, IL 60674-5141

BLISTEX INC
 1800 SWIFT DRIVE
 OAK BROOK, ILLINOIS 60523-1574
 PHONE (800) 837-1800
 FAX (630) 571-0455

BLISTEX INC UPC #41388
DUN'S # 00-512-6354

SOLD TO

169542 2

FLEMING COMPANY
 ACCOUNT PAYABLE/TOPEKA GMD DIV
 P O BOX 268862
 OKLAHOMA CITY OK 73126-8862

SHIP TO

FLEMING COMPANY
 7215 S TOPEKA AVE
 TOPEKA KS 66619

BLISTEX SALES ORDER # 169923

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	15	22	287200	287201	3/11/2003	2% 30 NET 31	707284	03/11/03	157439

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	4	EA	\$44 16	\$0 00	\$176 64
07030	STRI DEX MAX 55CT 4X3	041338197010	37	EA	\$29 88	\$0 00	\$1 105 56
08201	STRI DEX FRUIT THERAPY S2 REFUND	041338082010	1	EA	\$44 16	\$0 00	\$44 16
09455	STRIDEX FACWIPES TO GO S1 IRC	041338094550	2	EA	\$44 16	\$0 00	\$88 32
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	18	EA	\$29 28	\$0 00	\$527 04
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	12	EA	\$19 20	\$0 00	\$230 40
28120	FRUIT SMOOTHIES SHELF PACK OPENSTOCK 12 PIECE	041338281200	12	EA	\$23 16	\$0 00	\$277 92
41601	KANK A SOFTBRUSH 07OZ \$2 00 REFUND	041338416010	6	EA	\$26 40	\$0 00	\$158 40
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68
56121	HERBAL ANSWER TUBE SHELF PACK 12 PC	041338561210	12	EA	\$14 64	\$0 00	\$175 68
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	6	EA	\$29 28	\$0 00	\$175 68
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	6	EA	\$29 28	\$0 00	\$175 68
62120	ULTRA BALM SHELF PACK 1X24	041338621200	6	EA	\$29 28	\$0 00	\$175 68
83130	BERRY BALM SHELF PACK 1X24	041338831210	6	EA	\$18 00	\$0 00	\$108 00

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO
169923 1
FLEMING COMPANIES INC
PO BOX 26680

OKLAHOMA CITY OK 73126

SHIP TO
FLEMING/GATEWAY FOODS IN
322 CAUSEWAY BLVD

LA CROSSE WI 54601

BLISTEX SALES ORDER # 169923

PRT	ZONE	REP	SOLD TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	15	22	287200	287201	3/11/2003	2% 30 NET 31	707284	03/11/03	157439

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
---------	-------------	----------	-----	-------	-----------	----------	-------

YOU MAY DEDUCT \$71 90 IF PAID BY 4/10/2003 INVOICE TOTAL **\$3,594 84**

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



135 S LaSalle, Dept 5141
Chicago, IL 60674-5141

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO
169923 2
FLEMING COMPANIES INC
PO BOX 26680
OKLAHOMA CITY OK 73126

SHIP TO
FLEMING/GATEWAY FOODS IN
322 CAUSEWAY BLVD
LA CROSSE WI 54601

BLISTEX SALES ORDER # 170566

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	3/17/2003	2% 30 NET 31	201176-KG	03/17/03	157736

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	4	EA	\$44 16	\$0 00	\$176 64
04600	STRI DEX HERBAL ANTI BACTERIAL FOAMING WASH	041338046000	1	EA	\$44 16	\$0 00	\$44 16
04700	STRI DEX BODY FOCUS 10 OZ	041338047000	1	EA	\$44 16	\$0 00	\$44 16
05559	STRI DEX REGULAR 55 CT \$ 70 IRC	041338055590	17	EA	\$28 20	\$0 00	\$479 40
06557	STRI DEX SUPER SCRUB \$ 70 IRC	041338065570	4	EA	\$32 64	\$0 00	\$130 56
0703B	STRI DEX MAXIMUM 55 CT \$ 70 IRC	0413380703B0	14	EA	\$29 88	\$0 00	\$418 32
07090	STRI DEX MAX 90CT 4X3	041338197090	3	EA	\$44 16	\$0 00	\$132 48
08163	STRI DEX DAY & NIGHT \$1 50 REFUND	041338081630	1	EA	\$63 00	\$0 00	\$63 00
08201	STRI DEX FRUIT THERAPY \$2 REFUND	041338082010	1	EA	\$44 16	\$0 00	\$44 16
09456	STRI DEX FACEWIPES TO GO 25PCT MORE	041338094560	4	EA	\$44 16	\$0 00	\$176 64
0955B	STRI DEX SENSITIVE 55 CT \$ 70 IRC	0413380955B0	15	EA	\$32 64	\$0 00	\$489 60
09650	STRI DEX SEN 90CT 4X3	041338169650	1	EA	\$44 16	\$0 00	\$44 16
16000	38 OZ LIP MEDEX 1X12 SHELF PACK	041338160120	12	EA	\$12 29	\$0 00	\$147 48
27120	SILK & SHINE SHELF PACK 12 PIECE BLISTERED OPEN	041338271200	12	EA	\$19 20	\$0 00	\$230 40

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

170566 1

SHIP TO

FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126 8863

FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 170566

PRT	ZONE	REP	SOLD TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	18	05	267400	267400	3/17/2003	2% 30 NET 31	201176-KG	03/17/03	157736

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL	
83140	MINT BALM SHELF PACK 1X24	041338831250	6	EA	\$18 00	\$0 00	\$108 00	
<i>YOU MAY DEDUCT</i>			\$54 58	<i>IF PAID BY</i>		4/16/2003	INVOICE TOTAL	<u>\$2,729 16</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO
170566 2
FLEMING CO , INC
ACCOUNTS PAYABLE
KING OF PRUSSIA DIVISION
OKLAHOMA CITY OK 73126 8863

SHIP TO
FLEMING CO INC
201 CHURCH ROAD
KING OF PRUSSIA PA 19406

BLISTEX SALES ORDER # 170567

PRT	ZONE	REP	SOLD TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	12	31	869400	869400	3/17/2003	2% 30 NET 31	484023 GS	03/17/03	157748

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
05559	STRI DEX REGULAR 55 CT \$ 70 IRC	041338055590	14	EA	\$28 20	\$0 00	\$394 80
0703B	STRI DEX MAXIMUM 55 CT \$ 70 IRC	0413380703B0	13	EA	\$29 88	\$0 00	\$388 44
08163	STRI DEX DAY & NIGHT \$1 50 REFUND	041338081630	2	EA	\$63 00	\$0 00	\$126 00
09456	STRI DEX FACEWIPES TO GO 25PCT MORE	041338094560	5	EA	\$44 16	\$0 00	\$220 80
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	36	EA	\$29 28	\$0 00	\$1 054 08
41503	KANK A \$2 00 SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12
42240	LIP TONE SHELF PACK 1X24	041338422400	6	EA	\$29 28	\$0 00	\$175 68
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	6	EA	\$29 28	\$0 00	\$175 68
83120	REGULAR BALM SHELF PACK 1X24	041338831220	30	EA	\$18 00	\$0 00	\$540 00
83130	BERRY BALM SHELF PACK 1X24	041338831210	24	EA	\$18 00	\$0 00	\$432 00
YOU MAY DEDUCT \$78 65			IF PAID BY 4/16/2003		INVOICE TOTAL		<u>\$3,932 28</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO
170567 1
FLEMING INC
CTP/SACRAMENTO GMD
P O BOX 268864
OKLAHOMA CITY OK 73126-8864

SHIP TO
FLEMING INC
8301 FRUITRIDGE ROAD
SACRAMENTO CA 95826

Fleming Companies, Inc.
Reclamation Claim Detail by Claimant (Bulstex Inc.)

Claimant	Reference	Letter Assertion Amount	Letter Date	Reclamation Period	Self-Through Period	Weighted Avg Days to Consumption
Bulstex Inc	63	\$88,967.56	4/2/2003	3/22/2003 to 3/31/2003	3/22/2003 to 4/2/2003	36.0

Item ID	Purchase Order	Per Claimant Electronic Data		Electronic Assertion Detail	Untimely Assertion Adjustment	No Purchase Order Provided	Purchase Order Not Identified	PO Receipt Date	Not Received in Valid Period	Receipts Consumed by Letter Date	Maximum Valid Reclamation Claim
		Invoice Date	Invoice Number								
1426	500061680	3/24/2003	158232	\$2,754.72	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,754.72
1428	175 0006060	3/24/2003	158283	\$715.68	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$715.68
1427	143 0039628	3/27/2003	158685	\$1,458.72	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,458.72
1429	175 001-240	3/28/2003	158863	\$851.04	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$851.04
1434	708574TG	3/24/2003	158255	\$6,117.60	\$0.00	\$0.00	(\$6,117.60)	\$0.00	\$0.00	\$0.00	\$6,117.60
1431	535115GS	3/27/2003	158641	\$4,171.56	\$0.00	\$0.00	(\$4,171.56)	\$0.00	\$0.00	\$0.00	\$0.00
1435	92 0771480	3/27/2003	158695	\$7,414.56	\$0.00	\$0.00	(\$7,414.56)	\$0.00	\$0.00	\$0.00	\$0.00
1430	255923KG	3/28/2003	158800	\$4,223.76	\$0.00	\$0.00	(\$4,223.76)	\$0.00	\$0.00	\$0.00	\$0.00
1425	710852	3/24/2003	158230	\$2,618.16	\$0.00	\$0.00	\$0.00	3/24/2003	\$0.00	(\$222.80)	\$2,618.16
1432	621957MG	3/25/2003	158381	\$3,142.68	\$0.00	\$0.00	\$0.00	3/28/2003	\$0.00	(\$524.19)	\$3,142.68
1433	653300MG	3/28/2003	158766	\$3,687.84	\$0.00	\$0.00	\$0.00	4/1/2003	\$0.00	(\$295.00)	\$3,687.84
Claimant Subtotal				\$37,156.32	\$0.00	\$0.00	(\$21,927.49)		\$0.00	(\$1,457.07)	\$33,771.77

TOTAL CLAIM \$ 20,495.40

- ① Post Petition Deliveries, Invoices have been paid to Bulstex Inc.
- ② Product For Invoice 158255 Delivered on March 26, 2003 and not returned to Bulstex Proof of Delivery Attached
- ③ Product Returned to Bulstex
- ④ No Deduction should be made unless proof of consumption is documented to Bulstex Inc Request made for proof on 8-4-03, see attached, never received.

Wildman, Harrold, Allen & Dixon
225 West Wacker Drive
Chicago Illinois 60606-1229
312-201-2000
312-201-2555 fax
www.wildmanharrold.com

John W Costello
312 201-2971
costello@wildmanharrold.com

August 4, 2003



Wildman Harrold
Attorneys and Counselors

Alix Partners, LLC
Attn Jason Muskovich
1945 Lakepointe Drive
P O Box 299013
Lewisville, TX 75029

Re Blistex, Inc
Reclamation Claims

Dear Mr Muskovich

We are responding to the letter received dated July 21, 2003 regarding the reconciliation of the reclamation claim filed by Blistex, Inc

We would like to address several invoices that are listed on the Reclamation Claim Detail received with your letter

INVOICE PAID

(a) ~~The product invoiced under Invoice 158863 for \$851.04 was delivered on April 1, 2003 at 10:58 a.m. CST. Because the Chapter 11 petition was filed on April 1, 2003 at 9:35 a.m. EST, this invoice should be removed as a reclamation claim and treated as an administrative claim.~~

INVOICES PAID

(b) ~~The product invoiced under Invoice 158695 for \$7,414.56 and Invoice 158800 for \$4,223.76 were delivered respectively on April 2 and April 4, 2003 and should be treated in the same manner as paragraph (a) above.~~

(c) The product invoiced under Invoice 158641 for \$4,171.56 was returned to Blistex and should be removed as a reclamation claim - DONE

(d) The product invoiced under Invoice 158255 for \$6,117.60 was delivered on March 26, 2003 and not returned. The product was ordered under purchase order 708574-TG. Proof of delivery is attached.

(e) Finally, we request that the analysis and backup be forwarded to the undersigned for product purportedly consumed by the Debtor. No deduction should be made for this category unless proof of consumption is documented.



NEVER RECEIVED

August 4, 2003
Page 2



If you require further documentation, please advise. Please advise as to the disposition of the above requests

Very truly yours,

Wildman, Harrold, Allen & Dixon

John W Costello

JWC by
Enclosure

cc David Hight
Daniel S Liszka

9605957/10215868/75

BLISTEX SALES ORDER # 171920

PRT	ZONE	REF	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
P	14	115	920100	920100	3/28/2003	2% 30 NET 31	175-0010240	03/..8/03	158863

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	12	EA	\$29.28	\$0.00	\$351.36
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	6	EA	\$29.28	\$0.00	\$175.68
83120	REGULAR BALM SHELF PACK 1X24	041338831220	18	EA	\$18.00	\$0.00	\$324.00

YOU MAY DEDUCT \$17.02	IF PAID BY 4/27/2003	INVOICE TOTAL	\$851.04
-------------------------------	-----------------------------	----------------------	-----------------

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO:



135 S LaSalle, Dept 5141
Chicago, IL 60674-5141

BLISTEX INC.
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC #41388
DUN'S # 00-512 6354

SOLD TO

171920 1

SHIP TO

FLEMING
LEITCHFIELD DISTRIBUTION CTR
P. O BOX 4609
LEITCHFIELD KY 42755-0218

FLEMING
LEITCHFIELD DISTRIBUTION CTR
HWY 920 EST
LEITCHFIELD KY 42754



FedEx Ground
P O Box 108
Pittsburgh, PA 15230-0108

7/30/2003

Dear Customer

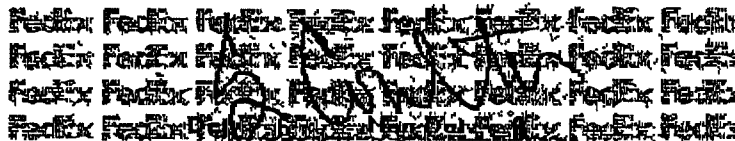
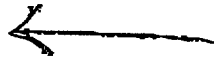
Here is the proof of delivery letter for the shipment with package tracking number 060305910215868. Our records reflect the following information:

Shipping Information:

Tracking ID	060305910215868
Invoice Number	171920
Purchase Order Number	
Cust Reference Number	
Delivered To	-
	1055 SALT RIVER RD
	Leitchfield KY 42754

Delivery Information:

Delivery Status:	Delivered
Delivery Location	Leitchfield
Signed for or Released By	SCOUTER
Delivery Stop Number:	041
Ship Date	03/28/2003
E-PDI Date	
Est. Delivery Date	Delivered
Delivery Date	04/01/2003 10 58 54 AM
Service Level	Ground-Domestic
Total Weight	18 0 Pounds, Gross Weight



Thank you for choosing FedEx Ground. We look forward to working with you in the future.

FedEx Ground
Delivery Information Department
1-800-Go-FedEx®



FedEx Ground
P O Box 108
Pittsburgh, PA 15230-0108

7/30/2003

Dear Customer

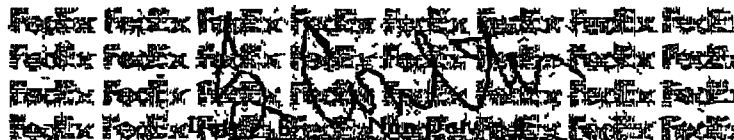
Here is the proof of delivery letter for the shipment with package tracking number 060305910215875. Our records reflect the following information

Shipping Information

Tracking ID	060305910215875
Invoice Number	171920
Purchase Order Number:	
Cust. Reference Number:	
Delivered To	-
	1055 SALT RIVER RD
	Leitchfield KY 42754

Delivery Information

Delivery Status:	Delivered
Delivery Location:	Leitchfield
Signed for or Released By:	SCOUTLER
Delivery Stop Number:	041
Ship Date	03/28/2003
E-PDI Date	
Est. Delivery Date:	Delivered
Delivery Date	04/01/2003 10 58 54 AM
Service Level:	Ground-Domestic
Total Weight:	18 0 Pounds, Gross Weight



Thank you for choosing FedEx Ground. We look forward to working with you in the future.

FedEx Ground
Delivery Information Department
1-800-Go-FedEx®

BLISTEX SALES ORDER # 170425

PRT	ZONE	REP	SOLD-TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	15	207	364400	364400	3/24/2003	2% 30 NET 31	0500061680	03/24/03	158232

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	24	EA	\$29 28	\$0 00	\$702 72
83120	REGULAR BALM SHELF PACK 1X24	041338831220	114	EA	\$18 00	\$0 00	\$2 052 00
		YOU MAY DEDUCT	\$55 09	IF PAID BY	4/23/2003	INVOICE TOTAL	\$2,754 72

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



135 S LaSalle, Dept 5141
Chicago, IL 60674-5141

BLISTEX INC.
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO
170425 1
FLEMING COMPANIES, INC
1700 SOUTH LAEMLE
MARSHFIELD WI 54449

SHIP TO
FLEMING COMPANIES, INC
1700 SOUTH LAEMLE
MARSHFIELD WI 54449

BLISTEX SALES ORDER # 170589

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
P	14	115	920100	920100	3/24/2003	2% 30 NET 31	175 0006060	03/24/03	158283

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	6	EA	\$29 28	\$0 00	\$175 68
83120	REGULAR BALM SHELF PACK 1X24	041338831220	30	EA	\$18 00	\$0 00	\$540 00
YOU MAY DEDUCT \$14 31							
IF PAID BY 4/23/2003							
INVOICE TOTAL							\$715 68

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

SOLD TO

170589 1

FLEMING
LEITCHFIELD DISTRIBUTION CTR
P O BOX 4609
LEITCHFIELD KY 42755-0218

SHIP TO

FLEMING
LEITCHFIELD DISTRIBUTION CTR
HWY 920 EST
LEITCHFIELD KY 42754

BLISTEX SALES ORDER # 171589

PRT	ZONE	REP	SOLD TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	11	211	166300	166300	3/27/2003	2% 30 NET 31	143-0039620	03/27/03	158685

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	24	EA	\$29 28	\$0 00	\$702 72
83120	REGULAR BALM SHELF PACK 1X24	041338831220	42	EA	\$18 00	\$0 00	\$756 00

YOU MAY DEDUCT \$29 17 IF PAID BY 4/26/2003 INVOICE TOTAL \$1,458 72

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC.
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO
171589 1
FLEMING COMPANY / ALTOONA
3010 7TH AVENUE

ALTOONA PA 16603

SHIP TO
FLEMING COMPANY / ALTOON
3010 7TH AVENUE

ALTOONA PA 16603

BLISTEX SALES ORDER # 170472

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	16	20	869500	869500	3/24/2003	2% 30 NET 31	708574 TG	03/24/03	158255

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	3	EA	\$44.16	\$0.00	\$132.48
04700	STRI DEX BODY FOCUS 10 OZ	041338047000	2	EA	\$44.16	\$0.00	\$88.32
05559	STRI DEX REGULAR 55 CT \$ 70 IRC	041338055590	3	EA	\$28.20	\$0.00	\$84.60
0703B	STRI DEX MAXIMUM 55 CT \$ 70 IRC	0413380703B0	32	EA	\$29.88	\$0.00	\$956.16
08163	STRI DEX DAY & NIGHT \$1 REFUND	041338081630	2	EA	\$63.00	\$0.00	\$126.00
08163	STRI DEX FRUIT THERAPY \$2 REFUND	041338082010	13	EA	\$44.16	\$0.00	\$574.08
09455	STRIDEX FACW WIPES TO GO \$1 IRC	041338094550	4	EA	\$44.16	\$0.00	\$176.64
0955B	STRI DEX SENSITIVE 55 CT \$ 70 IRC	0413380955B0	7	EA	\$32.64	\$0.00	\$228.48
10120	25 OZ LIP MEDEX REFILL 1X12	041338101210	24	EA	\$7.55	\$0.00	\$181.20
16000	38 OZ LIP MEDEX 1X12 SHELF PACK	041338160120	12	EA	\$12.29	\$0.00	\$147.48
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	12	EA	\$29.28	\$0.00	\$351.36
26003	33 PCF MORE FREE DCT 12PC SHELF PACK	041338260030	12	EA	\$13.86	\$0.00	\$166.32
28120	FRUIT SMOOTHIES SHELF PACK OPENSTOCK 12 PIECE	041338281200	12	EA	\$23.16	\$0.00	\$277.92
31513	IVAREST CREAM 2 OZ \$55 1X6	041338315130	6	EA	\$19.20	\$0.00	\$115.20

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO

Blistex INC.

135 S LaSalle, Dept 5141
Chicago, IL 60674-5141

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

170472 1

SHIP TO

FLEMING COMPANY
ACCOUNT PAYABLE/TOPEKA GMD DIV
P O BOX 268862
OKLAHOMA CITY OK 73126 8862

FLEMING COMPANY
7215 S TOPEKA AVE
TOPEKA

BLISTEX
1800 SWIFT
OAK BROOK
PHONE (800) 837-1800
FAX (630) 571-0455

FLEMING COMPANY
ACCOUNT PAYABLE
P O BOX 268862
OKLAHOMA CITY OK 73126 8862

BLISTEX SALES ORDER # 170804

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	15	22	287200	287201	3/24/2003	2% 30 NET 31	710852	03/24/03	158230

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
0703B	STRI DEX MAXIMUM 55 CT \$ 70 IRC	0413380703B0	16	EA	\$29 88	\$0 00	\$478 08
08163	STRI DEX DAY & NIGHT \$1 50 REFUND	041338081630	2	EA	\$63 00	\$0 00	\$126 00
08201	STRI DEX FRUIT THERAPY \$2 REFUND	041338082010	1	EA	\$44 16	\$0 00	\$44 16
09456	STRI DEX FACEWIPES TO GO 25PCT MORE	041338094560	3	EA	\$44 16	\$0 00	\$132 48
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	12	EA	\$29 28	\$0 00	\$351 36
28120	FRUIT SMOOTHIES SHELF PACK OPENSTOCK 12 PIECE	041338281200	12	EA	\$23 16	\$0 00	\$277 92
41503	KANK A \$2 00 SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68
56240	HERBAL ANSWER SHELF PACK 24 PC	041338562400	6	EA	\$29 28	\$0 00	\$175 68
59240	COMPLETE MOISTURE SHELF PACK 24 PC OPENSTOC	041338592400	6	EA	\$29 28	\$0 00	\$175 68
83120	REGULAR BALM SHELF PACK 1X24	041338831220	24	EA	\$18 00	\$0 00	\$432 00

 YOU MAY DEDUCT \$52 36 IF PAID BY 4/23/2003 INVOICE TOTAL \$2,618 16

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO

Blistex INC.

135 S LaSalle, Dept 5141
 Chicago, IL 60674-5141

BLISTEX INC
 1800 SWIFT DRIVE
 OAK BROOK, ILLINOIS 60523-1574
 PHONE (800) 837-1800
 FAX (630) 571-0455

BLISTEX INC UPC # 41388
 DUN'S # 00-512-6354

SOLD TO

170804 1

FLEMING COMPANIES INC
 PO BOX 26680

OKLAHOMA CITY OK 73126

SHIP TO

FLEMING/GATEWAY FOODS IN
 322 CAUSEWAY BLVD

LA CROSSE WI 54601

BLISTEX SALES ORDER # 170978

PRT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	14	38	486600	486601	3/25/2003	2% 30 NET 31	621957 MG	03/25/03	158381

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
04560	STRI DEX FOAMING WASH 6 OZ 2X6EA	041338045600	2	EA	\$44 16	\$0 00	\$88 32
04703	STRI DEX BODY FOCUS \$1 50 REFUND CAP LABEL	041338047030	2	EA	\$44 16	\$0 00	\$88 32
05559	STRI DEX REGULAR 55 CT \$ 70 IRC	041338055590	8	EA	\$28 20	\$0 00	\$225 60
06550	STRI DEX SUPER SCRUB 55CT	041338156550	3	EA	\$32 64	\$0 00	\$97 92
0703B	STRI DEX MAXIMUM 55 CT \$ 70 IRC	0413380703B0	13	EA	\$29 88	\$0 00	\$388 44
08163	STRI DEX DAY & NIGHT \$1 50 REFUND	041338081630	2	EA	\$63 00	\$0 00	\$126 00
09456	STRI DEX FACEWIPES TO GO 25PCT MORE	041338094560	9	EA	\$44 16	\$0 00	\$397 44
0955B	STRI DEX SENSITIVE 55 CT \$ 70 IRC	0413380955B0	2	EA	\$32 64	\$0 00	\$65 28
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	18	EA	\$29 28	\$0 00	\$527 04
33020	FOILLE OINTMENT 1 OZ 1X6 INDUSTRIAL/FIRST AID	041338330260	12	EA	\$12 18	\$0 00	\$146 16
41503	KANK A \$2 00 SHELF PACK 1X12	041338415060	6	EA	\$41 52	\$0 00	\$249 12
42240	LIP TONE SHELF PACK 1X24	041338422400	6	EA	\$29 28	\$0 00	\$175 68
55120	LIP REVITALIZER 25OZ SHELF PACK 1X12	041338551200	12	EA	\$14 64	\$0 00	\$175 68
62120	ULTRA BALM SHELF PACK 1X24	041338621200	6	EA	\$29 28	\$0 00	\$175 68

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO

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Chicago, IL 60674-5141

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 1800 SWIFT DRIVE
 OAK BROOK, ILLINOIS 60523-1574
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 FAX (630) 571-0455

BLISTEX INC UPC # 41388
 DUN'S # 00-512-6354

SOLD TO

170978 1

CTP/MEMPHIS GMD
 FLEMING INC
 P O BOX 268865
 OKLAHOMA CITY OK 73126 8865

SHIP TO

FLEMING GMD
 4681 BURBANK
 MEMPHIS TN 38118

BLISTEX SALES ORDER # 170978

PRT	ZONE	REP	SOLD-TO	SHIP TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	14	38	486600	486601	3/25/2003	2% 30 NET 31	621957 MG	03/25/03	158381

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
83120	REGULAR BALM SHELF PACK 1X24	041338831220	12	EA	\$18 00	\$0 00	\$216 00
		<i>YOU MAY DEDUCT \$62 85</i>	<i>IF PAID BY 4/24/2003</i>		INVOICE TOTAL		<u>\$3,142 68</u>

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



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1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

BLISTEX INC UPC # 41388
DUN'S # 00-512-6354

SOLD TO

170978 2

CTP/MEMPHIS GMD
FLEMING INC
P O BOX 268865
OKLAHOMA CITY OK 73126-8865

SHIP TO

FLEMING GMD
4681 BURBANK
MEMPHIS TN 38118

BLISTEX SALES ORDER # 171749

PORT	ZONE	REP	SOLD-TO	SHIP-TO	DATE SHIPPED	TERMS	PO NUMBER	INVOICE DATE	INVOICE NO
N	14	38	486600	486601	3/28/2003	2% 30 NET 31	653530-MG	03/28/03	158766

STOCK #	DESCRIPTION	CASE UPC	QTY	UNITS	UNIT COST	DISCOUNT	TOTAL
22880	BLISTEX OINTMENT SHELF PACK 1X24	041338228820	78	EA	\$29 28	\$0 00	\$2 283 84
83120	REGULAR BALM SHELF PACK 1X24	041338831220	78	EA	\$18 00	\$0 00	\$1 404 00
		YOU MAY DEDUCT \$73 76	IF PAID BY 4/27/2003		INVOICE TOTAL		\$3,687 84

PLEASE PAY FROM THIS INVOICE * CASH DISCOUNTS ON NET INVOICE AMOUNT ONLY

PLEASE REMIT TO



**135 S LaSalle, Dept 5141
Chicago, IL 60674-5141**

BLISTEX INC
1800 SWIFT DRIVE
OAK BROOK, ILLINOIS 60523-1574
PHONE (800) 837-1800
FAX (630) 571-0455

**BLISTEX INC UPC # 41388
DUN'S # 00-512-6354**

SOLD TO

171749 1

CTP/MEMPHIS GMD
FLEMING INC
P O BOX 268865
OKLAHOMA CITY OK 73126 8865

SHIP TO

FLEMING GMD
4681 BURBANK

MEMPHIS TN 38118