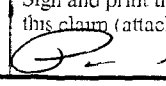
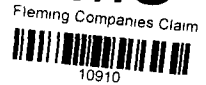


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>RAINBOW FOOD GROUP, INC</b>		Case Number <b>03-10967 (MFW)</b>
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503		
Name of Creditor (The person or other entity to whom the debtor owes money or property) <b>UNITED SUGARS CORPORATION</b>		<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.
Name and address where notices should be sent <b>PAM KRANK 7801 EAST BUSH LAKE RD STE 100 BLOOMINGTON MN 55439 Telephone number <b>877-602-7868</b></b>		
Account or other number by which creditor identifies debtor <b>627</b>		Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends _____
<b>1 Basis for Claim</b> <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 compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date)		
<b>2 Date debt was incurred</b> <u>3/03</u>		<b>3 If court judgment, date obtained</b>
<b>4 Total Amount of Claim at Time Case Filed</b> \$ <u>900,315.53</u>		
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.		
<b>5 Secured Claim</b> <input 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 type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____		<b>6 Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 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 owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
<b>7 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>8 Supporting Documents</b> 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. <b>9 Date-Stamped Copy</b> 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
Date <u>9/10/03</u>	Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).  <b>PAMELA J KRANK, CREDIT MGR</b>	

**FILED**

SEP 12 2003

**BMC**



All Fleming invoices for Bankruptcy xls

CustNo	Cust Name	InvNo	Amnt	Due Date	PoNo
627	Fleming Companies	90463597	\$ 13 824 00	03/27/03	5428
627	Fleming Companies	90463834	\$ 14 201 95	03/28/03	559441-GE
627	Fleming Companies	90463456	\$ 14 671 20	03/28/03	354750-MA
627	Fleming Companies	90463554	\$ 13 308 68	03/28/03	893629-MM
627	Fleming Companies	90463254	\$ 12 083 15	03/28/03	763766 LF
627	Fleming Companies	90464023	\$ 17 157 60	03/31/03	377999-MA
627	Fleming Companies	90463551	\$ 13 464 77	03/31/03	758073 LF
627	Fleming Companies	90463810	\$ 8 667 84	03/31/03	484803-NA
627	Fleming Companies	90463548	\$ 13 737 60	03/31/03	870788-ME
627	Fleming Companies	90463549	\$ 13 871 10	03/31/03	865920-ME
627	Fleming Companies	90463845	\$ 13 824 00	03/31/03	5438
627	Fleming Companies	90463809	\$ 12 070 08	03/31/03	499037-NA
627	Fleming Companies	90463808	\$ 8 787 36	03/31/03	477625-NA
627	Fleming Companies	90464095	\$ 13 158 00	03/31/03	513157-NA
627	Fleming Companies	90463832	\$ 13 374 90	03/31/03	870789-ME
627	Fleming Companies	90464137	\$ 13 871 10	04/01/03	875590-ME
627	Fleming Companies	90464426	\$ 13 387 32	04/02/03	708207
627	Fleming Companies	90464520	\$ 13 429 60	04/03/03	785961-LF
627	Fleming Companies	90465125	\$ 14 070 06	04/03/03	5435
627	Fleming Companies	90464747	\$ 13 198 80	04/03/03	708916
627	Fleming Companies	90465434	\$ 14 000 88	04/03/03	588651 GE
627	Fleming Companies	90465030	\$ 9 529 00	04/04/03	708214
627	Fleming Companies	90464841	\$ 13 100 40	04/04/03	890082-ME
627	Fleming Companies	90464748	\$ 13 716 00	04/04/03	354751-MA
627	Fleming Companies	90464842	\$ 13 737 60	04/04/03	885250-ME
627	Fleming Companies	90464843	\$ 13 737 60	04/04/03	885251-ME
627	Fleming Companies	90464844	\$ 13 737 60	04/04/03	885249-ME
627	Fleming Companies	90465029	\$ 5 717 60	04/04/03	708217
627	Fleming Companies	90465432	\$ 13 100 40	04/07/03	894909-ME
627	Fleming Companies	90465431	\$ 12 627 80	04/07/03	004566 ME
627	Fleming Companies	90465430	\$ 13 266 57	04/07/03	899757-ME
627	Fleming Companies	90466133	\$ 12 917 97	04/07/03	791565-LF
627	Fleming Companies	90465751	\$ 13 791 03	04/07/03	668880-WW
627	Fleming Companies	90465755	\$ 13 770 00	04/07/03	617798-GE
627	Fleming Companies	90465338	\$ 15 685 20	04/07/03	408992-MA
627	Fleming Companies	90465404	\$ 13 840 80	04/07/03	527305-NA
627	Fleming Companies	90466136	\$ 12 306 04	04/09/03	063967-MM
627	Fleming Companies	90466001	\$ 15 912 00	04/09/03	711571
627	Fleming Companies	90466002	\$ 14 126 40	04/10/03	199377-MA
627	Fleming Companies	90466131	\$ 12 921 57	04/10/03	018987 ME
627	Fleming Companies	90466130	\$ 13 304 78	04/10/03	023811-ME
627	Fleming Companies	90466114	\$ 13 692 93	04/10/03	704381 WW
634	Fleming Companies	90466377	\$ 20 526 84	04/10/03	711852
627	Fleming Companies	90467000	\$ 13 505 10	04/11/03	35135-WK
627	Fleming Companies	90467002	\$ 18 546 60	04/11/03	711854
627	Fleming Companies	90467003	\$ 7 719 76	04/11/03	711573

All Fleming invoices for Bankruptcy xls

CustNo	Cust_Name	InvNo	Amnt	Due_Date	PoNo
627	Fleming Companies	90467004	\$ 8 344 00	04/11/03	711572
627	Fleming Companies	90467005	\$ 15 912 00	04/11/03	711578
627	Fleming Companies	90467001	\$ 15 085 20	04/11/03	34918 WK
627	Fleming Companies	90466797	\$ 13 405 60	04/11/03	824905-LF
627	Fleming Companies	90467007	\$ 13 341 60	04/14/03	199555-MA
627	Fleming Companies	90467006	\$ 21 350 56	04/14/03	711574
Bounced ck#23573239				\$ 26 886 77	
627	Fleming Companies	90462896	\$ 13 362 00	03/24/03	470449-NA
7350	Fleming Companies	90463276	\$ 14 148 00	03/24/03	31347
Bounced ck#23573890				\$ 77 808 52	
627	Fleming Companies	90462951	\$ 13 100 40	03/24/03	856204-ME
627	Fleming Companies	90462952	\$ 13 241 40	03/28/03	861111-ME
627	Fleming Companies	90463173	\$ 5 945 38	03/24/03	707228
627	Fleming Companies	90463174	\$ 9 975 36	03/27/03	707227
627	Fleming Companies	90463230	\$ 13 362 00	03/27/03	470456-NA
627	Fleming Companies	90463231	\$ 8 632 80	03/28/03	470457-NA
627	Fleming Companies	90463457	\$ 8 852 70	03/27/03	708170
634	Fleming Companies	90463458	\$ 6 673 76	03/27/03	708172
<b>Total</b>			<b>\$ 807,730 34</b>		

# Claims

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2200205468	\$95 73	3/18/2003	\$17 92-65 02 12 75	23561270	03/11/03	
2200201394	\$500 00	12/16/2002	104996 GEN	23531610	12/12/02	
2200197183	\$454 40	9/24/2002	211079 CORP	23504838	09/20/02	
2200197183	\$1,001 95	9/24/2002	211101 CORP	23504838	09/20/02	
2200199161	\$1,369 05	11/1/2002	211511 CORP	CAT 23517931	10/29/02	
2200199161	\$1,413 72	11/1/2002	211582 CORP	CAT 23517931	10/29/02	
2200200078	\$3,385 88	11/19/2002	211631 CORP	23523252	11/15/02	
2200199388	\$288 00	11/5/2002	212093 CORP	23518657	11/01/02	
2200199388	\$162 00	11/5/2002	212094 CORP	23518657	11/01/02	
2200199388	\$105 00	11/5/2002	212232 CORP	23518657	11/01/02	
2200200078	\$52 64	11/19/2002	212349 CORP	23523252	11/15/02	
2200200078	\$1,001 95	11/19/2002	212410 CORP	23523252	11/15/02	
2200200078	\$151 20	11/19/2002	214064 CORP	23523252	11/15/02	
2200200078	\$299 25	11/19/2002	214277 CORP	23523252	11/15/02	
2400059628	\$108 00	1/28/2003	23009 MLW	23519653	11/04/02	
2400059631	\$324 00	1/28/2003	23183 MILW	23520921	11/08/02	
2200199222	\$88 55	11/4/2002	25461 MLW	23518220	10/30/02	
2200199809	\$64 90	11/14/2002	26217 MILW	23520649	11/07/02	
2200199947	\$152 69	11/18/2002	26625 MLW	23521964	11/11/02	
2200200791	\$1,575 65	12/3/2002	27184 MLW	23526658	11/25/02	
2200200791	\$60 17	12/3/2002	27446 MLW	23526658	11/25/02	
2200200497	\$66 86	11/26/2002	27447 MLW	23525596	11/22/02	
2200201145	\$70 85	12/10/2002	27520 MILW	25756873	12/06/02	
2200201884	\$51 36	12/27/2002	28721 MILW	23534017	12/20/02	
2200202188	\$68 22	1/3/2003	29806 MLWK	23537470	12/31/02	
2200197678	\$3,651 08	10/4/2002	33991 LIN	23507949	09/30/02	
2200187404	\$500 00	3/26/2002	414163 MSN	23449620	03/20/02	
2200195381	\$500 00	8/22/2002	415175 MSN	23496256	08/20/02	
2400055722	\$500 00	8/27/2002	415184 MSN	23497222	08/23/02	
2200198380	\$500 00	10/17/2002	415356 MSN	23513402	10/15/02	
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2200199391	\$7,239 00	11/5/2002	430524 NAS	23518396	10/31/02	
2200201394	\$7,394 63	12/16/2002	442809 NASH	23531610	12/12/02	
2400056059	\$279 00	9/4/2002	56467	23499177	08/29/02	
2400053846	\$500 00	4/24/2002	80472881	23376789	23376789	08/13/01
2400053846	\$500 00	4/24/2002	80473088	23376789	23376789	08/13/01
2200194438	\$723 60	8/6/2002	891153 GEN	23490219	07/31/02	
700045673	\$1,883 37	4/19/2001	90280432REPY	GEU935823	01/00/00	
700045672	\$1,883 15	4/19/2001	90280658REPY	GEU935824	01/00/00	
700054432	\$470 40	8/28/2001	90295701	01/00/00		
700074898	\$261 66	7/29/2002	90399808	MEU951948	01/00/00	
2400056281	\$364 95	9/17/2002	90420791	65036077	23477069	06/18/02
2400057116	\$667 80	10/22/2002	90424963	01/00/00		
2400059446	\$1,484 86	1/23/2003	90426938	01/00/00		
2400057559	\$1,224 65	11/11/2002	90429775	01/00/00		
2200204485	\$50 20	2/26/2003	90456811	MPLS 23552182	02/19/03	
2200197183	\$164 34	9/24/2002	910191 LIN	23504838	09/20/02	
2200202618	\$190 08	1/13/2003	921235	23539658	01/09/03	
2200190791	\$141 71	5/31/2002	927157 MIAMI	23470971	05/28/02	
2200190791	\$141 71	5/31/2002	927172 MIAMI	23470971	05/28/02	
2200190791	\$141 71	5/31/2002	927174 MIAMI	23470971	05/28/02	
2200190791	\$141 71	5/31/2002	927175 MIAMI	23470971	05/28/02	

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2200200796	\$151 91	12/3/2002	930082	MIAMI	23527892	11/29/02
2200200796	\$151 91	12/3/2002	930083	MIAMI	23527892	11/29/02
2200200796	\$151 91	12/3/2002	930084	MIAMI	23527892	11/29/02
2200194032	\$196 00	7/30/2002	949537	GEN	23488231	07/25/02
2200194032	\$424 60	7/30/2002	949538	GEN	23488231	07/25/02
2200194032	\$416 50	7/30/2002	949539	GEN	23488231	07/25/02
2200194032	\$98 00	7/30/2002	949540	GEN	23488231	07/25/02
2200187146	\$214 35	3/22/2002	949709	MEM	23449343	03/19/02
2200187146	\$239 27	3/22/2002	949716	MEM	23449343	03/19/02
2200187902	\$292 80	4/5/2002	949989	MEM	23453972	04/02/02
2200187902	\$266 93	4/5/2002	949990	MEM	23453972	04/02/02
2200189637	\$148 72	5/7/2002	950633	MEM	23463888	05/03/02
2200193035	\$223 79	7/15/2002	951846	MEM	23482894	07/08/02
2200192936	\$214 35	7/11/2002	951886	MEM	23483507	07/09/02
2200193146	\$214 35	7/16/2002	951907	MEM	23483777	07/10/02
2200193172	\$214 35	7/16/2002	951947	MEM	23483993	07/11/02
2200193162	\$214 35	7/16/2002	951973	MEM	23484250	07/12/02
2200194015	\$95 55	7/30/2002	952146	MEM	23488010	07/24/02
2200194015	\$95 55	7/30/2002	952147	MEM	23488010	07/24/02
2200194015	\$95 55	7/30/2002	952148	MEM	23488010	07/24/02
2200194184	\$365 04	8/2/2002	952222	MEM	25697326	07/29/02
2200194438	\$220 06	8/6/2002	952247	MEM	23490219	07/31/02
2200194456	\$235 86	8/6/2002	952300	MEM	23490677	08/02/02
2200194456	\$95 55	8/6/2002	952301	MEM	23490677	08/02/02
2200194456	\$95 55	8/6/2002	952302	MEM	23490677	08/02/02
2200194599	\$370 50	8/9/2002	952318	MEM	23491516	08/05/02
2200199524	\$291 74	11/8/2002	953552	MEM	23519653	11/04/02
2200200497	\$203 55	11/26/2002	953870	MEM	23525596	11/22/02
2200193162	\$285 30	7/16/2002	954460	NAS	23484250	07/12/02
2200193162	\$168 00	7/16/2002	954461	NAS	23484250	07/12/02
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700045631	\$1,832 15	4/19/2001	GEU935826	90280889	REPY	01/00/00
2200170297	\$1,248 00	4/18/2001	GEU938117	25481276		04/13/01
2400052359	\$723 00	1/23/2002	GEX103974	23430019		01/18/02
2200205504	\$1,858 00	3/19/2003	GEX854096	GEV	23564625	03/14/03
2400061064	\$109 70	3/16/2003	GOD031248	65039126	23545000	01/27/03
2400061023	\$80 80	3/12/2003	GOD033054	MLW	23557846	03/06/03
2400051942	\$500 00	12/21/2001	INL000729	INDIANA	25595856	12/17/01
2400052358	\$500 00	1/23/2002	INL001460	23429751		01/17/02
2200180642	\$500 00	10/30/2001	INL1269	INDIANA	25571397	10/26/01
2200180642	\$500 00	10/30/2001	INL53	INDIANA	25571397	10/26/01
2200178815	\$277 58	9/26/2001	INU901940	INDIANA	25553918	09/20/01
2200170370	\$378 00	4/19/2001	KCG080543	KANSAS CITY	25481899	04/16/01
2200170370	\$504 00	4/19/2001	KCG080543-1	KANSAS CITY	25481899	04/16/01
2400060922	\$245 60	3/9/2003	LAC040288BB	90443776	23552320	02/20/03
2200181189	\$294 84	11/13/2001	LFU913986	LAFAYETTE	23406342	11/07/01
2200186107	\$810 00	6/25/2002	MAC201492	CORP	23441928	02/25/02
2200181694	\$3 258 00	11/20/2001	MAF556045	MASSILLON	23409642	11/16/01
2200182995	\$765 45	12/18/2001	MAF563361	MSN	25594819	12/13/01
2200182995	\$378 00	12/18/2001	MAF563362	MSN	25594819	12/13/01
2200178182	\$500 00	9/14/2001	MAL409915	MASSILLON	25548526	09/10/01

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2400050938	\$500 00	10/19/2001	MAL411182	MASSILLON	23396124	10/11/01
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2200186107	\$500 00	6/25/2002	MAL413910	MSN	23441928	02/25/02
2400052969	\$500 00	3/5/2002	MAL413977	MASSILLON	23442991	02/28/02
2400052969	\$500 00	3/5/2002	MAL413979	MASSILLON	23442991	02/28/02
2200183812	\$570 15	1/7/2002	MAT405367	MSN	23425681	01/04/02
2200178182	\$500 00	9/14/2001	MAX409850	MASSILLON	25548526	09/10/01
2200181117	\$500 00	1/8/2003	MAX411807	MASSILLON	25575659	11/05/01
2200181117	\$500 00	1/8/2003	MAX411816	MASSILLON	25575659	11/05/01
2200181117	\$500 00	1/8/2003	MAX411820	MASSILLON	25575659	11/05/01
2200181117	\$500 00	1/8/2003	MAX411827	MASSILLON	25575659	11/05/01
2200181117	\$500 00	1/8/2003	MAX411838	MASSILLON	25575659	11/05/01
2200182336	\$500 00	12/5/2001	MAX412376	MASSILLON	23414130	11/29/01
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2200178182	\$1,935 00	9/14/2001	MET402102	MEMPHIS	25548526	09/10/01
2200192819	\$797 55	7/9/2002	MET500080	MEMPHIS	23481113	07/01/02
2200192819	\$797 55	7/9/2002	MET500081	MEMPHIS	23481113	07/01/02
2200192819	\$797 55	7/9/2002	MET500082	MEMPHIS	23481113	07/01/02
2400052358	\$326 22	1/23/2002	MEU48554		23429751	01/17/02
2400052358	\$156 80	1/23/2002	MEU948555		23429751	01/17/02
2200184759	\$1,986 75	2/1/2002	MEU948606		23432299	01/25/01
2200184759	\$2,062 80	2/1/2002	MEU948633		23432299	01/25/01
2200188192	\$257 20	4/10/2002	MEU950034	MEM	25646196	04/04/02
2200192819	\$222 58	7/9/2002	MEU951742	MEMPHIS	23481113	07/01/02
2200192584	\$214 35	7/5/2002	MEU951783	MEMPHIS	23481511	07/02/02
2200192584	\$214 35	7/5/2002	MEU951784	MEMPHIS	23481511	07/02/02
2200202816	\$203 55	1/21/2003	MEU954442	MEMPHIS	23540519	01/13/03
2200202816	\$203 55	1/21/2003	MEU954443	MEMPHIS	23540519	01/13/03
2200202937	\$854 70	1/21/2003	MEU954503	MEMPHIS	23541561	01/17/03
2200203953	\$3,876 00	2/13/2003	MEU954806		23549300	02/10/03
2400060799	\$63 60	3/4/2003	MEU954982		23554225	02/26/03
2400060799	\$407 04	3/4/2003	MEU954988		23554225	02/26/03
2200184263	\$961 10	1/21/2002	WWP330517	WAR	25608883	01/15/02

**\$ 92,585 19**