

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

PROOF OF CLAIM



589172

Bar Date Ref # 2-NVM-54350

In re
FLEMING COMPANIES, INC , ET AL

Case Number CHAPTER 11
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.

Name of Creditor and Address

Authentic Specialty Foods Inc
4340 Eucalyptus Ave
Chino CA 91710-9705

0354653589172

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.

Creditor Telephone Number () 909-631-2021

CREDITOR TAX ID #
75-1782453

ACCOUNT OR OTHER NUMBER BY WHICH
CREDITOR IDENTIFIES DEBTOR
INV# 90086698

Check here replaces
if this claim or amends

a previously filed claim dated _____

1 BASIS FOR CLAIM

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

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

\$ 14,844.04 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 14,844.04 (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.

THIS SPACE FOR COURT USE ONLY

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

FILED
SEP 12 2003
BMC

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)

9/11/03

EARTHA P KING, CR & COLLECTION SUPERVISOR

Fleming Companies Claim



12829

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

**AUTHENTIC
SPECIALTY
FOODS, INC.**



4340 EUCALYPTUS AVE
CHINO, CA 91710

TEL (909) 631-2000
FAX (909) 631-2100

SOLD TO FLE459
FLEM FRESNO CA
2797 S ORANGE AVENUE
FRESNO CA 93725
USA

SHIP TO FLE459
FLEM FRESNO CA
2797 S ORANGE AVENUE
FRESNO CA 93725

INVOICE # 90086698
DATE 03/25/2003

BROKER RE06 Advantage Sales & Mk

REGION RE0008 RE San Francisco

REMIT TO
P O BOX 30358
LOS ANGELES,
CA 90030-0358,USA

CUSTOMER P O # 365749 FS
SALES ORDER # 47799
SALES ORDER DATE 03/19/2003
SHIPPING DATE 03/25/2003
PRICING DATE 03/26/2003
ADDITIONAL

WAREHOUSE ASF - CHINO (Southern Calif)
B/L NUMBER 80055759
FREIGHT PREPAID
SHIP VIA

**BILL TO FLE458
CTP/FRESNO DIVISION
FLEMING INC
P O BOX 24730
OKLAHOMA CITY OK 73124
USA**

PAYMENT TERMS 10 days 2%, 30 net
TERMS ARE FROM DATE OF INVOICE NOT CONTINGENT UPON
DELIVERY NO ANTICIPATION CASH DISCOUNT IS COMPUTED
ON GROSS(LIST PRICE) CASH DISCOUNT CAN BE EARNED
IF PAYMENT IS POSTMARKED **04/04/2003**

QTY	ORD	QTY	SHIP	CODE#	PK	SIZE	DESCRIPTION	UNITS	GR	WT	GR	PRICE	NET PRICE	TOTAL NET
72		72		01115	12/12oz		LV Red Taco Sauce Mild UPC 10072101011152		1,310	4		16 44	16 44	1 183 68
48		48		01116	12/16 OZ		LV RED TACO MILD UPC 10072101011169		691	2		20 66	20 66	991 68
26		26		01125	12/8oz		LV Green Taco Sauce Mild UPC 10072101011251		312	0		12 26	12 26	318 76
72		72		01135	12/12oz		LV Green Taco Sauce Mild UPC 10072101011350		1,310	4		16 44	16 44	1,183 68
32		32		01136	12/16OZ		LV GREEN TACO MILD UPC 10072101011367		460	8		20 66	20 66	661 12
52		52		01145	12/8oz		LV Salsa Brava Hot UPC 10072101011459		624	0		12 26	12 26	637 52
36		36		01146	12/12oz		LV Salsa Brava Hot UPC 10072101011466		655	2		16 44	16 44	591 84
56		56		01151	12/16oz		LV Salsa Suprema Medium UPC 10072101011510		1,136	8		21 00	21 00	1 176 00
26		26		01152	12/24oz		LV Salsa Suprema Medium UPC 10072101011527		730	6		27 72	27 72	720 72
32		32		01166	12/12oz		LV Red Salsa Jalpn Ex Hot UPC 10072101011664		512	0		18 36	18 36	587 52

**AUTHENTIC
SPECIALTY
FOODS, INC.**



4340 EUCALYPTUS AVE
CHINO, CA 91710

TEL (909) 631-2000
FAX (909) 631-2100

INVOICE # 90086698
DATE 03/25/2003

BROKER RE06 Advantage Sales & Mk

REGION RE0008 RE San Francisco

REMIT TO:
P O BOX 30358
LOS ANGELES,
CA 90030-0358,USA

BILL TO CTP/FRESNO DIVISION

Page
2

QTY	ORD	QTY SHIP	CODE#	PK SIZE	DESCRIPTION	UNITS	GR WT	GR PRICE	NET PRICE	TOTAL NET
42	42	42	01220	12/16oz	LV Thick 'N Chunky Mild UPC 10072101012203		852 6	23 04	23 04	967 68
42	42	42	01230	12/16oz	LV Thick 'N Chunky Medium UPC 10072101012302		852 6	23 04	23 04	967 68
52	52	52	01233	12/24oz	LV Thick 'N Chunky Medium UPC 10072101012333		1,461 2	31 32	31 32	1,628 64
80	80	80	01525	12/28oz	LV Red Enchilada Trad UPC 10072101015259		2,000 0	18 50	18 50	1 480 00
60	60	60	01529	12/28OZ	LV GREEN CHILI ENCHILADA UPC 10072101015297		1,500 0	18 50	18 50	1 110 00
52	52	52	01105	12/8oz	LV Red Taco Sauce Mild UPC 10072101011053		624 0	12 26	12 26	637 52

TTL ORD 780 000
TTL SHIP 780 000
TTL GROSS AMOUNT 14 844 04

TTL WEIGHT SHIPPED
15,033 800

TTL INVOICE AMOUNT NET OF ALLOWANCES(USD) 14 844 04
CASH DISCOUNT(USD) 296 88
PAYMENT POSTMARKED BY 04/04/2003 14 547 16

AUTHENTIC SPECIALTY FOODS, INC.



Picking list for delivery 80055759

TEL (888) 236-2272 FAX (714) 521-7996

LANDSTAR

4900175645

***** O R D E R *****
 Delivery Number 80055759 Sales Order Date 03/19/2003

Shipping point SOCA
 Plant/Warehouse SOCA/SC01

PIU
 3-24-03
 200PM

STOP
 (A)

209-442-4700
 FLEM FRESNO, CA
 2797 S ORANGE AVENUE
 FRESNO CA 93725

J B HUNT

Account Number	Customer's PO Number	Req Date	Billing Terms	Freight Terms
FLE459	365749-FS	03/26/2003	10 days 2%, 30 net	PREPAID

SPECIAL INSTRUCTIONS:

CFA 209-441-6564-48 HRS

Item No	Material	Pack Size	Batch Number	Quantity Ordered	Ship'd	Weight
001	01115 ✓	12/12oz	11152	72CAS	72	1,310 4
		UPC10072101011152	12/12oz	LV Red Taco Sauce Mild		
002	01116 ✓	12/16 OZ	11169	48CAS	48	691 2
		UPC10072101011169	12/16 OZ	LV RED TACO MILD		
003	01125 ✓	12/8oz	11251	26CAS	26	312 0
		UPC10072101011251	12/8oz	LV Green Taco Sauce Mild		
004	01135 ✓	12/12oz	11350	72CAS	72	1,310 4
		UPC10072101011350	12/12oz	LV Green Taco Sauce Mild		
005	01136 ✓	12/16OZ	11367	32CAS	32	460 8
		UPC10072101011367	12/16OZ	LV GREEN TACO MILD		
006	01145 ✓	12/8oz	11459	52CAS	52	624 0
		UPC10072101011459	12/8oz	LV Salsa Brava Hot		
007	01146 ✓	12/12oz	11466	36CAS	36	655 2
		UPC10072101011466	12/12oz	LV Salsa Brava Hot		
008	01151 ✓	12/16oz	11510	56CAS	56	1,136 8
		UPC10072101011510	12/16oz	LV Salsa Suprema Medium		
009	01152 ✓	12/24oz	11527	26CAS	- 26	730 6
		UPC10072101011527	12/24oz	LV Salsa Suprema Medium		

SHIP WITH
 SAFEWAY SAC
 80055854

AUTHENTIC SPECIALTY FOODS, INC.



Picking list for delivery ^{Page 2} 80055759

TEL (888) 236-2272 FAX (714) 521-7996

***** O R D E R *****
 Delivery Sales Order
 Number Date
 80055759 03/19/2003

209-442-4700
 FLEM FRESNO, CA
 2797 S ORANGE AVENUE
 FRESNO CA 93725

Shipping point
 SOCA
 Plant/Warehouse

Account Number	Customer's PO Number	Req Date	Billing Terms	Freight Terms
FLE459	365749-FS	03/26/2003	10 days 2%, 30 net	PREPAID
010	01166 ✓	12/12oz UPC10072101011664	12/12oz	32CAS <u>32</u> 512 0 LV Red Salsa Jalpn Ex Hot
011	01220 ✓	12/16oz UPC10072101012203	12/16oz	42CAS <u>42</u> 852 6 LV Thick 'N Chunky Mild
012	01230 ✓	12/16oz UPC10072101012302	12/16oz	42CAS <u>42</u> 852 6 LV Thick 'N Chunky Medium
013	01233 ✓	12/24oz UPC10072101012333	12/24oz	52CAS <u>52</u> 1,461 2 LV Thick 'N Chunky Medium
014	01525 ✓	12/28oz UPC10072101015259	12/28oz	80CAS <u>80</u> 2,000 0 LV Red Enchilada Trad
015	01529 ✓	12/28OZ UPC10072101015297	12/28OZ	60CAS <u>60</u> 1,500 0 LV GREEN CHILI ENCHILADA
016	01105 ✓	12/8oz UPC10072101011053	12/8oz	52CAS <u>52</u> 624 0 LV Red Taco Sauce Mild

DOOR #12

Date 03/20/2003
 Time 10 47 43
 Total Cases 780
 Total Each 0
 TOTAL WEIGHT 15,033 8

17

Pulled by
 Checked by
Rigo

STRAIGHT BILL OF LADING-Short Form-Original-Not Negotiable

STORAGE RECEIVING MEMO

SHIPPER'S NO 80055759

CARRIER

CARRIER'S NO

RECEIVED subject to the classifications and tariffs in effect on the date of the issue of this Bill of Lading the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Official Southern Western and Illinois Freight Classifications in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading including those on the back thereof set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns

FROM Authentic Specialty Foods

At Chino

03/24/03

FROM FLEM FRESNO, CA 2797 S ORANGE AVENUE FRESNO CA 93725		CONSIGNED TO 209 441 1700 FLEM FRESNO, CA 2797 S ORANGE AVENUE FRESNO CA 93725		Subject to Section 7 of Conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges	
ACCOUNT #	CUSTOMER P O NUMBER	S/M	SHIP VIA	FREIGHT TERMS	
FILE 459	765749-09	RE		PREPAID	
PRODUCT CODE	CASES	SIZE	COMMODITY	WEIGHT	SIGNATURE OF CONSIGNOR
01529	50	12/780Z	LV GREEN CHILI ENCHILADA	1,000 W	If charges are to be prepaid write or stamp here To be Prepaid
01101	50	12/80	LV Red Taco Sauce Mild	1,000 W	
0FA 709	441	6504	48 HRS		Received \$ _____ to apply in prepayment of the charges on the property described hereon
	780		CANNED GOODS AND GLASS DETAIL ABOVE	1500 W	AGENT OR CASHIER
	# OF PKGS		DESCRIPTION OF ARTICLES	PROX WGT	Per _____ (The signature here acknowledges only the amount prepaid)
					Charges Advanced \$ _____

If the shipment moves between two parts by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight
 NOTE—Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property

The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding _____ per _____

Shippers,

Per _____

Permanent post office address of shipper

This is to certify that the above articles are properly described by name and are packed and marked and are in proper condition for transportation according to the regulations prescribed by the Interstate Commerce Commission

John Jay JB Hunt Trk# 49633 Agent
 Per 780 cases 03/24/03

The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Rule 41 of the Consolidated Freight Classification (This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

1

STRAIGHT BILL OF LADING-Short Form-Original-Not Negotiable

STORAGE RECEIVING MEMO

SHIPPER'S NO 82055750
CARRIER'S NO _____

CARRIER _____

RECEIVED subject to the classifications and tariffs in effect on the date of the issue of this Bill of Lading the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Official Southern Western and Illinois Freight Classifications in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading including those on the back thereof set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

FROM Authentic Specialty Foods

At Chicago

01/24/00

FLEM FRESNO, CA 2797 S ORANGE AVENUE FRESNO CA 93705		707-442 4700 FLEM FRESNO, CA 2797 S ORANGE AVENUE FRESNO CA 93705		Subject to Section 7 of Conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement: The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.	
ACCOUNT #	CUSTOMER PO NUMBER	S/M	SHIP VIA	FREIGHT TERMS	
FLE450	305743-F5	RF		PREPAID	
PRODUCT CODE	CASES	SIZE	COMMODITY	WEIGHT	If charges are to be prepaid write or stamp here "To be Prepaid"
01115	7	12/12oz	LV Red Taco Sauce Mild	1.710	
01116	4	12/16oz	LV RED TACO MILD	6.71	Received \$ _____ to apply in prepayment of the charges on the property described hereon.
01117	20	12/8oz	LV Green Taco Sauce Mild	31.2	
01118	7	12/12oz	LV Green Taco Sauce Mild	1.710	AGENT OR CASHIER Per _____ (The signature here acknowledges only the amount prepaid)
01119	7	12/16oz	LV GREEN TACO MILD	4.00	
01145	5	12/8oz	LV Salsa Brava Hot	0.4	Charges Advanced \$ _____
01146	3	12/12oz	LV Salsa Brava Hot	6.55	
CANNED GOODS AND GLASS DETAIL ABOVE					
# OF PKGS	DESCRIPTION OF ARTICLES			PROX. WGT.	CLASS/RATE

If the shipment moves between two parts by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.
NOTE—Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property.

The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding _____ per _____

Shippers,

Per _____

Permanent post office address of shipper _____

This is to certify that the above articles are properly described by name and are packed and marked and are in proper condition for transportation according to the regulations prescribed by the Interstate Commerce Commission.

_____ Agent

Per _____

The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Rule 41 of the Consolidated Freight Classification (This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

1

STRAIGHT BILL OF LADING-Short Form-Original-Not Negotiable

STORAGE RECEIVING MEMO

SHIPPER'S NO 00055759
CARRIER'S NO _____

CARRIER _____

RECEIVED subject to the classifications and tariffs in effect on the date of the issue of this Bill of Lading the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below, which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its route otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in Official Southern Western and Illinois Freight Classifications in effect on the date hereof if this is a rail or a rail water shipment or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading including those on the back thereof set forth in the classification or tariff which governs the transportation of this shipment and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

FROM Authentic Specialty Foods At China 03/24/2003

SOLD TO FLEM FRESNO, CA 2797 S. ORANGE AVLNUE FRESNO CA 93725		CONSIGNEE TO 200 4th 1700 FLEM FRESNO, CA 2797 S ORANGE AVENUE FRESNO CA 93725		Subject to Section 7 of Conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement: The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.	
ACCOUNT #	CUSTOMER PO NUMBER	S/M	SHIP VIA	FREIGHT TERMS	
FLE453	365749-FS	RF		PREPAID	
PRODUCT CODE	CASES	SIZE	COMMODITY	WEIGHT	SIGNATURE OF CONSIGNOR If charges are to be prepaid write or stamp here To be Prepaid
01151	50	12/16oz	LV Salsa Suprema Medium	1,136 lb	
01150	16	12/4oz	LV Salsa Suprema Medium	770 lb	Received \$ _____ to apply in prepayment of the charges on the property described hereon
01106	27	12/12oz	LV Red Salsa Jalpn Fx Hot	512 lb	
01110	40	12/16oz	LV Thick 'N Chunky Mild	1,157 lb	AGENT OR CASHIER Per _____ (The signature here acknowledges only the amount prepaid)
01230	40	12/16oz	LV Thick 'N Chunky Medium	1,157 lb	
01232	50	12/24oz	LV Thick 'N Chunk, Medium	1,151 lb	Charges Advanced \$ _____
01525	80	12/28oz	LV Red Enchilada Trad.	1,010 lb	
CANNED GOODS AND GLASS DETAIL ABOVE					
* OF PKGS		** DESCRIPTION OF ARTICLES		PROX WGT	CLASS/RATE /

If the shipment moves between two parts by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight

NOTE—Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property

The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding _____ per _____

Shippers,
Per _____
Permanent post office address of shipper _____

Agent
Per _____

This is to certify that the above articles are properly described by name and are packed and marked and are in proper condition for transportation according to the regulations prescribed by the Interstate Commerce Commission

The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon and all other requirements of Rule 41 of the Consolidated Freight Classification (This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

1

SHIPPING/RECEIVING RECORD

DATE SHIPPED	CARRIER	SHIPPED TO:			DELIVERY #
03-24-03	S.B. Hunt	FLEM			80055759
Product	1525	Product	1233	Product	1105
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
✓200176	80	✓205214	52	✓200239	52
Total	80	Total	52	Total	52
Product	1151	Product	1146	Product	1145
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
✓200277	56	✓305030	36	✓205178	52
Total	56	Total	36	Total	52
Product	1136	Product	1125	Product	1116
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
✓300029	32	✓300029	26	✓300008	48
Total	32	Total	26	Total	48
Product	1166	Product	1152	Product	1230
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
✓200290	32	✓200248	26	✓200242	42
Total	32	Total	26	Total	42

1115-✓200130-720

1220-✓2001275-42cs / 1529-✓3001065-60cs / 1135-✓200154-72cs

459
~~CREAT~~

SOCA 47799
80055759

GENERIC
PURCHASE ORDER
875

P O Status ORIGINAL P O Date 03/17/2003
P O Number 365749-FS
Date Qual REQUESTED DELIVERY DATE Date 03/26/2003
Note Reference DELIVERY
Message CFA 48HRS IN ADVANCE 209-441-6564
Payment Method PREPAID (BY SELLER) Transport Method MOTOR (CONTACT CARRIER)
Load Type F O B Point
Common Carrier

ID Code Qual D-U-N-S+4, D-U-N-S NUMBER WITH FOUR CHARACTER SUFFIX
ID Code 006943773FS00
Entity ID SHIP TO
Name FLEMING/FRESNO/PRIMARY WHSE
2797 SOUTH ORANGE AVENUE
FRESNO CA 93772
Country Code

UPC Case Code Qty Ordered Item List Cost

007210101115 72 CA ✓ 16 4400 ✓
Product/Service ID Qual
Product/Service ID
Product/Service ID Qual
Product/Service ID
Price Bracket ID
Item Desc 12/12 OZ LV RD TACO SAUCE MILD

6
MAR 20 2003

UPC Case Code Qty Ordered Item List Cost

007210101116 48 CA / 20 6600 /
Product/Service ID Qual
Product/Service ID
Product/Service ID Qual
Product/Service ID
Price Bracket ID
Item Desc 12/16 OZ LV RED TACO SAUCE MILD

UPC Case Code	Qty Ordered	Item List Cost
----- 007210101125	----- 26 CA ✓	----- 12 2600 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/8 OZ	LV GREEN TACO SAUCE MILD	

UPC Case Code	Qty Ordered	Item List Cost
----- 007210101135	----- 72 CA ✓	----- 16 4400 /
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/12 OZ	LV GREEN TACO SAUCE MILD	

UPC Case Code	Qty Ordered	Item List Cost
----- 007210101136	----- 32 CA ✓	----- 20 6600 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ	LV TACO SAUCE GREEN MILD	

UPC Case Code	Qty Ordered	Item List Cost
----- 007210101145	----- 52 CA ✓	----- 12 2600 /
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/8 OZ	LV SALSA BRAVA HOT	

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101146	36 CA ✓	16 4400 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/12 OZ LV SALSA BRAVA HOT		

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101151	56 CA	21 0000 ✓
Product/Service ID Qual		✓
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ LV SALSA SUPREMA MEDIUM		

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101152	26 CA ✓	27 7200 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/24 OZ LV SALSA SUPREMA MEDIUM		

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101166	32 CA ✓	18 3600 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/12 OZ LV RED SALSA JALAPENA X-HOT		

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101220	42 CA ✓	23 0400 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ THICK N CHNKY SALSA MILD		

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101230	42 CA ✓	23 0400 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ THICK N CHUNKY SALSA MED		

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101233	52 CA ✓	31 3200 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/24 OZ MED THICK N CHNKY SALSA		

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101525	80 CA ✓	18 5000 ✓
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/28 OZ ENCHILADA SAUCE		

UPC Case Code	Qty Ordered	Item List Cost
----- 007210101529	----- 60 CA	----- 18 5000 ✓

Product/Service ID Qual

Product/Service ID

Product/Service ID Qual

Product/Service ID

Price Bracket ID

Item Desc 12/28 OZ ENCHILADA GREEN CHILE

Qty Ordered (U/M)	728 CA
Weight (U/M)	14405 000 LB
Volume (U/M)	
Total Amount	
Price Bracket ID	

728
52

780 - TOTAL CASES

***** End of Purchase Order *****

*BUYER CALLED TO ADD ITEM TO PO.
3/19 - 01105 - 52 CASES*

Noreen Grissom

From Paloma French [pfrench@email.fleming.com]
Sent March 19, 2003 10:54 AM
To Noreen Grissom
Subject Re: FRESNO po 365749-FS - ADD ON OF 01105

Noreen please add 52 cases of code 01105 to po # 365749 FS Authentic Foods her is a copy with the add on

18086	_	52	12 260	12 260	✓
				0 72101 01105	
18141	_	72	16 440	16 440	
				0 72101 01115	
18069	_	48	20 660	20 660	
				0 72101 01116	
18091	_	26	12 260	12 260	
				0 72101 01125	
18142	_	72	16 440	16 440	
				0 72101 01135	
18070	_	32	20 660	20 660	
				0 72101 01136	
18021	_	52	12 260	12 260	
				0 72101 01145	
18090	_	36	16 440	16 440	
				0 72101 01146	
18061	_	56	21 000	21 000	
				0 72101 01151	
18022	_	26	27 720		
				0 721	
18019	_	32	17 760		
				0 721	
18030	_	42	23 040		
				0 721	
18031	_	42	23 040		
				0 721	
18016	_	52	31 320		
				0 721	
18059	_	80	18 500		
				0 721	
18065	_	60	18 500		
				0 721	

THANKS

Paloma French
Inventory Specialists
Sacramento
Fresno, Salt Lake
Ph# 972 906-7173
Fx# 972 906-1515
pfrench@email.fleming.com

>>> Noreen Grissom <NGrissom@asf-inc.com> 03/19/03 12:51PM >>>
Please revise the above PO to reflect add on of 52 cases of item 01105

Thanks

Noreen Grissom
Customer Service
(909) 631-2073
(909) 631-2173 Fax

*ac index
2/19 - Rafael*

78005

14,844.04

GENERIC
PURCHASE ORDER
875

P O Status ORIGINAL P O Date 03/17/2003
P O Number 365749-FS
Date Qual REQUESTED DELIVERY DATE Date 03/26/2003
Note Reference DELIVERY
Message CFA 48HRS IN ADVANCE 209-441-6564
Payment Method PREPAID (BY SELLER) Transport Method MOTOR (CONTACT CARRIER)
Load Type F O B Point
Common Carrier

ID Code Qual D-U-N-S+4, D-U-N-S NUMBER WITH FOUR CHARACTER SUFFIX
ID Code 006943773FS00
Entity ID SHIP TO
Name FLEMING/FRESNO/PRIMARY WHSE
2797 SOUTH ORANGE AVENUE
FRESNO CA 93772
Country Code

COPY

UPC Case Code Qty Ordered Item List Cost

007210101115 72 CA 16 4400
Product/Service ID Qual
Product/Service ID
Product/Service ID Qual
Product/Service ID
Price Bracket ID
Item Desc 12/12 OZ LV RD TACO SAUCE MILD

1183.68

UPC Case Code Qty Ordered Item List Cost

007210101116 48 CA 20 6600
Product/Service ID Qual
Product/Service ID
Product/Service ID Qual
Product/Service ID
Price Bracket ID
Item Desc 12/16 OZ LV RED TACO SAUCE MILD

991.68

UPC Case Code	Qty Ordered	Item List Cost
007210101125	26 CA	12 2600
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/8 OZ	LV GREEN TACO SAUCE MILD	

31876

UPC Case Code	Qty Ordered	Item List Cost
007210101135	72 CA	16 4400
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/12 OZ	LV GREEN TACO SAUCE MILD	

118368

UPC Case Code	Qty Ordered	Item List Cost
007210101136	32 CA	20 6600
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ	LV TACO SAUCE GREEN MILD	

66612

UPC Case Code	Qty Ordered	Item List Cost
007210101145	52 CA	12 2600
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/8 OZ	LV SALSA BRAVA HOT	

62752

UPC Case Code	Qty Ordered	Item List Cost
007210101146	36 CA	16 4400
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/12 OZ	LV SALSA BRAVA HOT	

591.84

UPC Case Code	Qty Ordered	Item List Cost
007210101151	56 CA	21 0000
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ	LV SALSA SUPREMA MEDIUM	

1176.00

UPC Case Code	Qty Ordered	Item List Cost
007210101152	26 CA	27 7200
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/24 OZ	LV SALSA SUPREMA MEDIUM	

720.72

UPC Case Code	Qty Ordered	Item List Cost
007210101166	32 CA	18 3600
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/12 OZ	LV RED SALSA JALAPENA X-HOT	

587.52

UPC Case Code	Qty Ordered	Item List Cost
007210101220	42 CA	23 0400
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ THICK N CHNKY SALSA MILD		

96768

UPC Case Code	Qty Ordered	Item List Cost
007210101230	42 CA	23 0400
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/16 OZ THICK N CHUNKY SALSA MED		

96768

UPC Case Code	Qty Ordered	Item List Cost
007210101233	52 CA	31 3200
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/24 OZ MED THICK N CHNKY SALSA		

162864

UPC Case Code	Qty Ordered	Item List Cost
007210101525	80 CA	18 5000
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/28 OZ ENCHILADA SAUCE		

148002

UPC Case Code	Qty Ordered	Item List Cost
007210101529	60 CA	18 5000
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 12/28 OZ	ENCHILADA GREEN CHILE	

1110 ⁰⁰

Qty Ordered (U/M)	728 CA
Weight (U/M)	14405 000 LB
Volume (U/M)	
Total Amount	
Price Bracket ID	

63752

728
52 x 12 = 624

780

***** End of Purchase Order *****

BUYER CALLED TO ADD ITEM TO PO.
3/19 - 01105 - 52 CASES
TOTAL of 780 CASES.

Noreen Grissom

From Paloma French [pfrench@email.fleming.com]
Sent March 19, 2003 10:54 AM
To Noreen Grissom
Subject Re: FRESNO po 365749-FS - ADD ON OF 01105

Noreen please add 52 cases of code 01105 to po # 365749 FS Authentic Foods her is a copy with the add on

18086	_	52	12 260	12 260
			0 72101	01105
18141	_	72	16 440	16 440
			0 72101	01115
18069	_	48	20 660	20 660
			0 72101	01116
18091	_	26	12 260	12 260
			0 72101	01125
18142	_	72	16 440	16 440
			0 72101	01135
18070	_	32	20 660	20 660
			0 72101	01136
18021	_	52	12 260	12 260
			0 72101	01145
18090	_	36	16 440	16 440
			0 72101	01146
18061	_	56	21 000	21 000
			0 72101	01151
18022	_	26	27 720	
			0 721	
18019	_	32	17 760	
			0 721	
18030	_	42	23 040	
			0 721	
18031	_	42	23 040	
			0 721	
18016	_	52	31 320	
			0 721	
18059	_	80	18 500	
			0 721	
18065	_	60	18 500	
			0 721	

THANKS

Paloma French
Inventory Specialists
Sacramento
Fresno, Salt Lake
Ph# 972 906-7173
Fx# 972 906-1515
pfrench@email.fleming.com

>>> Noreen Grissom <NGrissom@asf-inc.com> 03/19/03 12:51PM >>>
Please revise the above PO to reflect add on of 52 cases of item 01105

Thanks

Noreen Grissom
Customer Service
(909) 631-2073
(909) 631-2173 Fax

AUTHENTIC. SPECIALTY FOODS, INC.



ATTN. EILEEN

TEL (888) 236-2272 FAX (714) 521-7996

Sold-to address
FLEM FRESNO, CA
2797 S ORANGE AVENUE
FRESNO CA 93725

Ship-to address
FLEM FRESNO, CA
2797 S ORANGE AVENUE
FRESNO CA 93725

Order Confirmation

Number/Date
47799 / 03/19/2003
Purchase Order no /Date
365749-FS /03/17/2003
Cust no
FLE459
CSR Name / Extension
01 / Noreen Grissom

We deliver according to the following conditions

Currency USD

Terms of payment Within 10 days 2 000 % cash discount
Within 30 days without deduction

Terms of delivery PREPAID

Requested Delivery Date 03/26/2003

Gross weight 15,033 800 LB CUBE 395 500 FT3

Item	Material	Quantity	GR PRICE	NET PRICE	TOTAL NET
001	01115	72CAS	16 44	16 44	1,183 68
	12/12oz	LV Red Taco Sauce Mild			
002	01116	48CAS	20 66	20 66	991 68
	12/16 OZ	LV RED TACO MILD			
003	01125	26CAS	12 26	12 26	318 76
	12/8oz	LV Green Taco Sauce Mild			
004	01135	72CAS	16 44	16 44	1,183 68
	12/12oz	LV Green Taco Sauce Mild			
005	01136	32CAS	20 66	20 66	661 12
	12/16OZ	LV GREEN TACO MILD			
006	01145	52CAS	12 26	12 26	637 52
	12/8oz	LV Salsa Brava Hot			
007	01146	36CAS	16 44	16 44	591 84
	12/12oz	LV Salsa Brava Hot			
008	01151	56CAS	21 00	21 00	1,176 00
	12/16oz	LV Salsa Suprema Medium			
009	01152	26CAS	27 72	27 72	720 72
	12/24oz	LV Salsa Suprema Medium			
010	01166	32CAS	18 36	18 36	587 52
	12/12oz	LV Red Salsa Jalpn Ex Hot			

**AUTHENTIC.
SPECIALTY
FOODS, INC.**



TEL (888) 236-2272 FAX (714) 521-7996

Sold-to address
FLEM FRESNO, CA
FRESNO CA 93725

Doc no /Date
47799 / 03/19/2003

Item	Material	Quantity	GR PRICE	NET PRICE	TOTAL NET
011	01220	42CAS	23 04	23 04	967 68
	12/16oz	LV Thick 'N Chunky	Mild		
012	01230	42CAS	23 04	23 04	967 68
	12/16oz	LV Thick 'N Chunky	Medium		
013	01233	52CAS	31 32	31 32	1,628 64
	12/24oz	LV Thick 'N Chunky	Medium		
014	01525	80CAS	18 50	18 50	1,480 00
	12/28oz	LV Red Enchilada	Trad		
015	01529	60CAS	18 50	18 50	1,110 00
	12/28OZ	LV GREEN CHILI	ENCHILADA		
016	01105	52CAS	12 26	12 26	637 52
	12/8oz	LV Red Taco Sauce	Mild		
Final amount					14,844 04
Total Cases		780CAS			

MIRN. GLEEN

Order Confirmation

Number/Date
 47799 / 03/19/2003
 Purchase Order no /Date
 365749-FS /03/17/2003
 Cust no
 FLE459
 CSR Name / Extension
 01 / Noreen Grissom

Ship-to address
 FLEM FRESNO, CA
 2797 S ORANGE AVENUE
 FRESNO CA 93725

Currency USD

ns
 3 without deduction

003
 CUBE 395 500 FT3

R PRICE	NET PRICE	TOTAL NET
5 44 Mild	16 44	1,183 68
0 66	20 66	991 68
2 26 e Mild	12 26	318 76
5 44 e Mild	16 44	1,183 68
0 66	20 66	661 12
2 26	12 26	637 52
5 44	16 44	591 84
1 00 medium	21 00	1,176 00
7 72 medium	27 72	720 72
3 36 1 Ex Hot	18 36	587 52

TRANSMISSION OK

TX/RX NO 0396
 CONNECTION TEL 912104948525
 SUBADDRESS
 CONNECTION ID
 ST TIME 03/20 09 08
 USAGE T 00:57
 PGS SENT 2
 RESULT OK

 *** TX REPORT ***

03/19/03 03:03 FAX 909 031 21/0 AUTHENTIC SPECIALTY FDS 001