

**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

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars

Check box if you have never received any notices from the bankruptcy court in this case

Check box if this address differs from the address on the envelope sent to you by the court

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

Name of Creditor and Address

0354653589172

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

Creditor Telephone Number () 909-631-2021

CREDITOR TAX ID #
75-1782453

ACCOUNT OR OTHER NUMBER BY WHICH
CREDITOR IDENTIFIES DEBTOR
INV# 90085090

Check here replaces 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 \$ 10,325.88 (unsecured) \$ (secured) \$ (unsecured priority) \$ 10,325.88 (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) NSF Check
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

Fleming Companies Claim



12839

DATE SIGNED

9/11/03

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)

EARTHA P KING CR & COLLECTION SUPERVISOR

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

Fleming

Box 26647 Oklahoma City, OK 73126

TEXAS COMMERCE
SAN ANGELO, TX

No. ^{64-88/1113}
23572725
AG

DO NOT RE-DEPOSIT

Date: 08/26/03 Amount: \$*****12,500.33*

Pay
TWELVE THOUSAND FIVE HUNDRED DOLLARS AND 33/100

REFER TO MAKER

**AUTHENTIC SPECIALTY FOODS
PO BOX 30358
LOS ANGELES, CA 90030**



Pay To The Order Of

08/26/03
FL85-8882

Unique Character Facsimile Signature

⑈ 23572725 ⑆ ⑆ 111300880 ⑆ 06300036 ⑆ 60 ⑆

⑆ 0001250033 ⑆

DEPOSITED ITEM RETURNED TO US UNPAID

DEPOSIT ACCOUNT	AMOUNT CHARGED	FEE	LOCATION
5322100304	12,500 33	ANALYSIS	240

YOUR ACCOUNT WAS CHARGED FOR THE FOLLOWING ITEMS WHICH WERE RETURNED TO US UNPAID

REASON FOR RETURN	REFERENCE NUMBER	AMOUNT
OTHER SEE CHECK	010201910	12,500 33

TOTAL ITEMS ENCLOSED - 1

Fleming

Box 26647 Oklahoma City, OK 73126

TEXAS COMMERCE
SAN ANGELO, TX

No. 23572725
AG

DO NOT RE-DEPOSIT

Date: 08/26/03 Amount: \$*****12,500.33*

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Unique Character Facsimile Signature

⑈ 23572725 ⑆ ⑆ 111300880 ⑆ 06300036 ⑆ 60 ⑆

⑆ 0001250033 ⑆

IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, PLEASE CALL THE NUMBER SHOWN ABOVE IF YOU CALL REGARDING THIS NOTICE, YOU MAY BE ASKED TO PROVIDE THE AMOUNT OF THE RETURNED ITEM AND THE REFERENCE NUMBER THANK YOU FOR DOING BUSINESS WITH UNION BANK OF CALIFORNIA

**AUTHENTIC
SPECIALTY
FOODS, INC.**



4340 EUCALYPTUS AVE TEL (909) 631-2000
CHINO, CA 91710 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 # 90085090
DATE 03/10/2003

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 # 291395 FS
SALES ORDER # 47173
SALES ORDER DATE 03/04/2003
SHIPPING DATE 03/10/2003
PRICING DATE 03/12/2003
ADDITIONAL

WAREHOUSE ASF CHINO (Southern Calif)
B/L NUMBER 80055001
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 **03/20/2003**

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
52		52	01125	12/8oz	LV Green Taco Sauce Mild UPC 10072101011251		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
14		14	01151	12/16oz	LV Salsa Suprema Medium UPC 10072101011510		284 2	21 00	21 00	294 00
13		13	01152	12/24oz	LV Salsa Suprema Medium UPC 10072101011527		365 3	27 72	27 72	360 36
20		20	01154	6/ 5 GAL	LV Salsa Suprema Medium UPC 10072101011541		560 0	25 56	25 56	511 20
56		56	01156	12/16oz	LV Salsa Victoria Hot UPC 10072101011565		1,136 8	21 00	21 00	1 176 00
10		10	01225	6/ 5 GAL	LV Thick N Chunky Medium UPC 10072101012258		280 0	31 62	31 62	316 20
42		42	01230	12/16oz	LV Thick N Chunky Medium UPC 10072101012302		852 6	23 04	23 04	967 68
13		13	01233	12/24oz	LV Thick N Chunky Medium UPC 10072101012333		365 3	31 32	31 32	407 16

**AUTHENTIC
SPECIALTY
FOODS, INC.**



4340 EUCALYPTUS AVE
CHINO, CA 91710

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

INVOICE # 90085090
DATE 03/10/2003

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		
56		56		01260		12/16OZ	LV T&C VERDE MED UPC 10072101012609		1	136	8	23	04	23	04	1	290	24
80		80		01525		12/28oz	LV Red Enchilada Trad UPC 10072101015259		2	000	0	18	50	18	50		1,480	00
60		60		01529		12/28OZ	LV GREEN CHILI ENCHILADA UPC 10072101015297		1,500	0		18	50	18	50		1,110	00

TTL ORD 524 000
TTL SHIP 524 000
TTL GROSS AMOUNT 10 325 88

TTL WEIGHT SHIPPED 11 070 600

TTL INVOICE AMOUNT NET OF ALLOWANCES(USD) 10 325 88
CASH DISCOUNT(USD) 206 52
PAYMENT POSTMARKED BY 03/20/2003 10 119 36

AUTHENTIC SPECIALTY FOODS, INC.



Picking list for delivery 80055001

4900174049

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

LAND STAR

***** ORDER *****
 Delivery Sales Order
 Number Date
 80055001 03/04/2003

Shipping point
 SOCA
 Plant/Warehouse
 SOCA/SC01

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

PIU
 3-10-03
 2:00pm

STOP
 (1)

J.B. HUNT

Account Number	Customer's PO Number	Req Date	Billing Terms	Freight Terms
LE459	291395-FS	03/12/2003	10 days 2%, 30 net	PREPAID

Item No	Material	Pack Size	Batch Number	Quantity Ordered	Ship'd	Weight
001	01115	12/12oz	V2C028	72CAS	72	1,310 4
		UPC10072101011152	12/12oz		LV Red Taco Sauce Mild	
002	01125	12/8oz	V3C0029	20X2	20	624 0
		UPC10072101011251	12/8oz		LV Green Taco Sauce Mild	
003	01146	12/12oz	V2C5281	18X2	36	655 2
		UPC10072101011466	12/12oz		LV Salsa Brava Hot	
004	01151	12/16oz	V2C0227	14X1	14	284 2
		UPC10072101011510	12/16oz		LV Salsa Suprema Medium	
005	01152	12/24oz	V2C0248	13X1	13	365 3
		UPC10072101011527	12/24oz		LV Salsa Suprema Medium	
006	01154	6/ 5 GAL	V2C0207	10X2	20	560 0
		UPC10072101011541	6/ 5 GAL		LV Salsa Suprema Medium	
007	01156	12/16oz	V2C0201	14X4	56	1,136 8
		UPC10072101011565	12/16oz		LV Salsa Victoria Hot	
008	01225	6/ 5 GAL	V2DB231	10X1	10	280 0
		UPC10072101012258	6/ 5 GAL		LV Thick 'N Chunky Medium	
009	01230	12/16oz	V1DB228	14X3	42	852 6
		UPC10072101012302	12/16oz		LV Thick 'N Chunky Medium	
010	01233	12/24oz	V2DB213	13X1	13	365 3
		UPC10072101012333	12/24oz		LV Thick 'N Chunky Medium	

DOOR #4

SHIP WITH
 SAFEWAY TRACY
 80054982

13-PALLETS
 DOOR #5

AUTHENTIC SPECIALTY FOODS, INC.



Picking list for delivery ^{Page 2} 80055001

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

***** O R D E R *****
 Delivery Sales Order
 Number Date
 80055001 03/04/2003

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	291395-FS	03/12/2003	10 days 2%, 30 net	PREPAID
011	01260	12/16OZ UPC10072101012609	<u>V2HL149</u> 12/16OZ	14X4 56CAS LV T&C VERDE MED
				<u>56</u> 1,136 8
012	01525	12/28oz UPC10072101015259	<u>V2D6149</u> 12/28oz	10X8 80CAS LV Red Enchilada Trad
				<u>80</u> 2,000 0
013	01529	12/28OZ UPC10072101015297	<u>V2D6169</u> 12/28OZ	60CAS LV GREEN CHILI ENCHILADA
				<u>60</u> 1,500 0

Date 03/05/2003
 Time 10 33 48
 Total Cases 524
 Total Each 0
 TOTAL WEIGHT 11,070 6

SG
 Pulled by _____
 Checked by Jenny G.

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

STORAGE RECEIVING MEMO

SHIPPER'S NO 800551001
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. Each 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

03/07/2000

FROM FRESNO CA 197 S ORANGE AVENUE FRESNO CA 93725		209-140-4700 FROM FRESNO, CA 197 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		
FLL450	12734	RL		PREPAID		
PRODUCT CODE	CASES	SIZE	COMMODITY	WEIGHT	If charges are to be prepaid write or stamp here To be Prepaid Received \$ _____ to apply in prepayment of the charges on the property described hereon AGENT OR CASHIER Per _____ (The signature here acknowledges only the amount prepaid) Charges Advanced \$ _____	
01115	1	6.5 GAL	1V Thick 'N Chunky Medium	7.00		
01120	1	1.100	1V Thick 'N Chunky Medium	0.50		
01127	1	1.500	1V Thick 'N Chunky Medium	1.50		
01130	1	1.100	1V 1&C VERDE MILD	1.10		
31520	30	1.100	1V Red Tomatoes	3.30		
31529	50	1.100	1V GREEN CHILE PEPPERS	5.50		
574 CANNED GOODS AND GLASS DETAIL ABOVE				11.20		
* 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 [Signature]
Permanent post office address of shipper

Agent

Per [Signature] 3/7/00 524 JB-HANT 1

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.)

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

STORAGE RECEIVING MEMO

SHIPPER'S NO 114-1141
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 Prudent Specialty Foods

At CHICAGO

0 07 10

SOLD TO			CONSIGNEE TO			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
ITEM FRESNO, CA 737 S ORANGE AVENUE FRESNO CA 93705			ITEM FRESNO, CA 737 S ORANGE AVENUE FRESNO CA 93705			
ACCOUNT #	CUSTOMER PO NUMBER	S/M	SHIP VIA	FREIGHT TERMS		SIGNATURE OF CONSIGNOR
11451	211515	RF		PREPAID		
PRODUCT CODE	CASES	SIZE	COMMODITY	WEIGHT		If charges are to be prepaid write or stamp here To be Prepaid
01146	57	12/16oz	LV Red Taco Sauce Mild	1, 12		
01151	57	12/16oz	LV Green Taco Sauce Mild	1, 12		Received \$ _____ to apply in prepayment of the charges on the property described hereon
01154	57	12/16oz	LV Salsa Prava Hot	1, 12		
01151	57	12/16oz	LV Salsa Suprema Medium	1, 12		AGENT OR CASHIER
01154	57	12/16oz	LV Salsa Suprema Medium	1, 12		
01154	57	6/5 GAL	LV Salsa Suprema Medium	5, 0		Per _____ (The signature here acknowledges only the amount prepaid)
01156	57	12/16oz	LV Salsa Suprema Hot	1, 12		
CANNED GOODS AND GLASS DETAIL ABOVE						Charges Advanced \$ _____
# 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

Per _____ 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)

SHIPPING/RECEIVING RECORD

DATE SHIPPED	CARRIER	SHIPPED TO:		DELIVERY #	
3-10-03	J B Hunt	Flem Fresno CA		80055001	
Product	1115	Product	1125	Product	1146
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
V2C0128	72	V3CQ029	52	V2C5281	36
Total	72	Total	52	Total	36
Product	1151	Product	1152	Product	1154
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
V2C0227	14	V2C0248	13	V2C0267	20
Total	14	Total	13	Total	20
Product	1156	Product	1225	Product	1230
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
V2CV231	56	V2DB231	10	V1DB228	42
Total	56	Total	10	Total	42
Product	1233	Product	1260	Product	1525
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
V2DB213	13	V2HL149	56	V2DG176	60
				V2DG149	20
Total	13	Total	56	Total	80

SHIPPING/RECEIVING RECORD

DATE SHIPPED	CARRIER	SHIPPED TO:		DELIVERY #	
3-10-03	JB HUNT	FLEM FRESNO CA		80055061	
Product	1529	Product		Product	
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
XXXXXXXXXX V2 HM316	60				
Total	60	Total		Total	
Product		Product		Product	
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
Total		Total		Total	
Product		Product		Product	
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
Total		Total		Total	
Product		Product		Product	
Date Code	# Cases	Date Code	# Cases	Date Code	# Cases
Total		Total		Total	

524

SOCA
117173

Credit Hold

80055001

GENERIC
PURCHASE ORDER
875

P O Status ORIGINAL P O Date 03/03/2003
P O Number 291395-FS
Date Qual REQUESTED DELIVERY DATE Date 03/12/2003
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

UPC Case Code Qty Ordered Item List Cost
007210101125 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 GREEN TACO SAUCE MILD

B
MAR 04 2003

6
MAR 05 2003

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 ✓	14 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 ✓	13 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
-----	-----	-----
007210101154 ✓	20 CA ✓	25 5600 ✓

Product/Service ID Qual

Product/Service ID

Product/Service ID Qual

Product/Service ID

Price Bracket ID

Item Desc 6/67 OZ LV SALSA SUPREMA MED

UPC Case Code	Qty Ordered	Item List Cost
007210101156	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 SALSA VICTORIA HOT		

UPC Case Code	Qty Ordered	Item List Cost
007210101225	10 CA	31 6200
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 6/67 OZ THICK N CHUNKY MED		

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	13 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
-----	-----	-----
007210101260 ✓	56 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 MED S VERDE		

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)	524 CA
Weight (U/M)	11069 000 LB
Volume (U/M)	
Total Amount	
Price Bracket ID	

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

\$1596548

GENERIC
PURCHASE ORDER
875

COPY

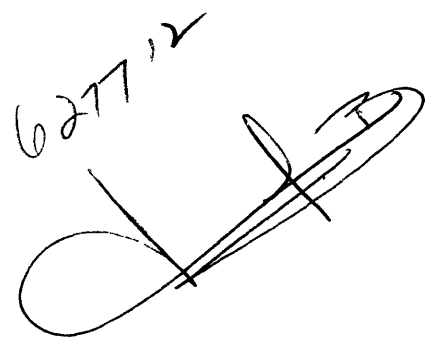
P O Status ORIGINAL P O Date 03/03/2003
P O Number 291395-FS
Date Qual REQUESTED DELIVERY DATE Date 03/12/2003
Note Reference DELIVERY
Message CFA 48HRS IN ADVANCE 209-441-6564
Payment Method PREPAID (BY SELLER) Transport Method MOTOR (CONTACT CARRIER)
Load Type F O B Point
Common Carrier

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		

118368

UPC Case Code	Qty Ordered	Item List Cost
007210101125	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 GREEN TACO SAUCE MILD		

627712


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	

59184

UPC Case Code	Qty Ordered	Item List Cost
007210101151	14 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	

29400

UPC Case Code	Qty Ordered	Item List Cost
007210101152	13 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	

36036

UPC Case Code	Qty Ordered	Item List Cost
007210101154	20 CA	25 5600
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 6/67 OZ	LV SALSA SUPREMA MED	

51120

UPC Case Code	Qty Ordered	Item List Cost
007210101156	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	SALSA VICTORIA HOT	

1176 00

UPC Case Code	Qty Ordered	Item List Cost
007210101225	10 CA	31 6200
Product/Service ID Qual		
Product/Service ID		
Product/Service ID Qual		
Product/Service ID		
Price Bracket ID		
Item Desc 6/67 OZ	THICK N CHUNKY MED	

316 20

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	

967 68

UPC Case Code	Qty Ordered	Item List Cost
007210101233	13 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	

407 16

UPC Case Code	Qty Ordered	Item List Cost
-----	-----	-----
007210101260	56 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 MED S VERDE		

129024

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		

1480.00

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)	524 CA
Weight (U/M)	11069 000 LB
Volume (U/M)	
Total Amount	
Price Bracket ID	

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

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND RED INK

Fleming

TEXAS COMMERCE
SAN ANGELO, TX

No ^{64-88/} 23572725 1113
AG

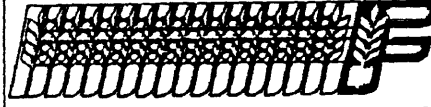
Box 26647 Oklahoma City OK 73126

Date Amount
03/26/03 \$*****12,500 33*

Pay
TWELVE THOUSAND FIVE HUNDRED DOLLARS AND 33/100

Pay
To
The
Order
Of

AUTHENTIC SPECIALTY FOODS
PO BOX 30358
LOS ANGELES, CA 90030



Unique Character Facsimile Signature

⑆ 23572725 ⑆ ⑆ 111300880⑆ 06300036160 ⑆

UNION
BANK OF
CALIFORNIA.

14-32980
6

LOCKBOX BATCH ITEM IMAGE DATE AMOUNT
30358 2 9 9 March 28, 2003 \$ 12,500.33

Fleming

151640

0024

When corresponding refer to ==> 23572725

Division	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
SALT LAKE CITY	03/21/03	03/05/03	SL0660935	-300 00	FL 500/501 ✓ 0.00
SALT LAKE CITY	03/21/03	03/05/03	SL0660936	-300 00	500/501 ✓ 0.00
CORPORATE CATEGORY MARKETING	03/19/03	03/24/03	GMD84752	-276 68	443/465 ✓ 0.00
RETAIL SERVICE (COUPONS)	02/24/03	03/22/03	CP0775720	-0.92	FL 500/501 ✓ 0.00
RETAIL SERVICE (COUPONS)	02/24/03	03/22/03	CP0775712	-0.33	COUPONS ✓ 0.00
GMD - LACROSSE	03/07/03	03/12/03	0090084974	3,332 23	1.25 ✓ -73 33
FRESNO CTP	03/10/03	03/12/03	0090085090	10,325 88	✓ -206 52

DATE OF CHECK 03/26/03

AMOUNT OF CHECK \$12,500.33