UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

s120990

Scheduled Claim Ref # 1-F2-15259

YOUR CLAIM IS SCHEDULED AS

~~$41,828 84~~ UNSECURED

In re

Core-Mark International, Inc

Case Number

03-10944

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

0354429401681

Heinz North America
Div. of H.J.Heinz Company L.P.
357 6th Avenue
Pittsburgh, PA 15222

Creditor Telephone Number ( ) (412)442-6294

CREDITOR TAX I D #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim ☐ replaces or ☐ amends a previously filed claim dated _____
25-1872814	600470	

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 _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED 11/13/01-03/28/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$ 54,020.71	$	$ 42,102.38	$ 96,123.09
(unsecured)	(secured)	(unsecured priority)	(total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 SECURED CLAIM

☐ Check this box if your claim is secured by collateral (including a right of setoff)

Brief description of collateral

☐ Real Estate
☐ Motor Vehicle
☐ Other _____

Value of collateral $ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any $ _____

6 UNSECURED PRIORITY CLAIM

☒ Check this box if you have an unsecured priority claim

Specify the priority of the claim

☐ Wages salaries or commissions (up to $4 650*) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business whichever is earlier 11 U S C § 507(a)(3)

☐ Contributions to an employee benefit plan 11 U S C § 507(a)(4)

☐ Up to $2 100 of deposits toward purchase lease or rental of property or services for personal family or household use 11 U S C § 507(a)(6)

☐ Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)

☐ Taxes or penalties owed to governmental units - 11 U S C § 507(a)(8)

☒ Other Specify applicable paragraph of 11 U S C § 507(a) ~~$42,102.38~~

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

(Reclamation)

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 SUPPORTING DOCUMENTS *Attach copies of supporting documents,* such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4 00 p m , September 15, 2003, Pacific Daylight Time

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo CA 90245

THIS SPACE FOR COURT USE ONLY

FILED
SEP 15 2003
BMC

Fleming Companies Claim
13619

DATE SIGNED
09/11/03

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)
Herma M. Stewart-Supervisor, Credit Department

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

Heinz North America

Division of H J Heinz Company L P
Heinz 57 Center
357 6th Avenue
Pittsburgh Pennsylvania 15222 2530
Telephone 412 237 5757

September 11, 2003

United States Bankruptcy Court
District of Delaware
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

RE: Head Distributing Company
Case Number 03-10963

TO WHOM IT MAY CONCERN

I hereby enclose a stamped, self addressed envelope and an additional copy of this PROOF OF CLAIM, this in order to receive an acknowledgement of the filing of this claim

Respectfully,

Herma Stewart
Supervisor-Credit
Heinz North America

H.J. HEINZ COMPANY, L.P.
SUMMARY OF PRE-PETITION ITEMS
HEAD DISTRIBUTING, INC.

Business Unit	Reclamation Invoices	Unsecured Invoices	Unearned Cash Discounts
Heinz North America	$5,603 15	$2,759 30	$773 62
Totals	**$5,603 15**	**$2,759 30**	**$773 62**

Total Pre-Petition Claim for Head Distributing	**$9,136 07**

HEAD DISTRIBUTING BANKRUPTCY SUMMARY
Heinz North America Invoices

Account Number	Customer	Invoice	P O	Inv Date	Reclamation Claim	Unsecured Claim	Total
109650	HEAD DISTRIBUTING	60485300	204438	3/19/2003		2 759 30	2 759 30
109650	HEAD DISTRIBUTING	60491632	204668	3/27/2003	2 843 85		2 843 85
109650	HEAD DISTRIBUTING	60492393	204438	3/28/2003	2,759 30		2 542 69
				TOTAL	**$5,603 15**	**$2,759 30**	**$8,145 84**

Heinz North America
Fleming Head Distributing Account # 604376

Cust #	Sold To	Customer Name	Inv #	Invoice Date	P O #	Terms	Inv Amt	U.C D	Ck #	Post Mark Date	Lockbox Date	Pmt Days
604376	109650	HEAD DISTRIBUTING	60415006	12/3/2002	198276	2% 10 Net 11	$ 4 460 80	$ 89 22	244073	1/27/2003	1/29/2003	57
604376	109650	HEAD DISTRIBUTING	60434681	1/6/2003	199541	2% 10 Net 11	$ 147 65	$ 2 95	244073	1/27/2003	1/29/2003	23
604376	109650	HEAD DISTRIBUTING	60462418	2/13/2003	202507	2% 10 Net 11	$ 2 893 60	$ 57 73	245659	3/5/2003	3/7/2003	22
604376	109650	HEAD DISTRIBUTING	60452891	1/30/2003	201494	2% 10 Net 11	$ 2 918 65	$ 58 05	244621	2/12/2003	2/19/2003	20
604376	109650	HEAD DISTRIBUTING	60472014	2/27/2003	203055	2% 10 Net 11	$ 2 996 40	$ 59 93	246184	3/14/2003	3/19/2003	20
604376	109650	HEAD DISTRIBUTING	60432867	1/2/2003	199908	2% 10 Net 11	$ 4 076 35	$ 81 53	243759		1/21/2003	19
604376	109650	HEAD DISTRIBUTING	60439671	1/13/2003	200610	2% 10 Net 11	$ 4,793 60	$ 94 64	244166	1/29/2003	1/31/2003	18
604376	109650	HEAD DISTRIBUTING	60370827	10/4/2002	195460	2% 10 Net 11	$ 3 339 90	$ 66 80	239781		10/21/2002	17
604376	109650	HEAD DISTRIBUTING	60458749	2/7/2003	202208	2% 10 Net 11	$ 2 545 65	$ 50 91	245184	2/21/2003	2/24/2003	17
604376	109650	HEAD DISTRIBUTING	60318470	8/20/2002	192882	2% 10 Net 11	$ 4 355 75	$ 84 04	237706	8/30/2002	9/5/2002	16
604376	109650	HEAD DISTRIBUTING	60441862	1/15/2003	200687	2% 10 Net 11	$ 2 797 25	$ 55 81	244166	1/29/2003	1/31/2003	16
604376	109650	HEAD DISTRIBUTING	60446990	1/22/2003	201035	2% 10 Net 11	$ 3 600 50	$ 72 01	244376	2/5/2003	2/7/2003	16
							Total	**$ 773 62**				

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
109650-4834	204438	3/13/2003	60485300	3/19/2003

Payment Terms 2% 10 Net 11

SHIP TO
HEAD DISTRIBUTING
4820 NORTH CHURCH LANE
SMYRNA GA 30080

BILL TO
HEAD DISTRIBUTING
4820 NORTH CHURCH LANE
P O BOX 1666
SMYRNA GA 30080

Direct Inquiries to
Credit
Department
412-442-6296

Order#
324127

Ship #
Carrier ROADWAY EXPRESS, INC
Ship Date 3/19/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60485300 604376

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
28	28	CA	13000	54380	54380	200	S S CHOPPED ONIONS	7 20	7 20	201 60			201 60
3	3	CA	13000	51491	51491	6	KET 6/114OZ JUG	21 90	21 90	65 70			65 70
41	41	CA	13000	53050	53050	500	S S 1/5OZ 500PK MILD MUSTARD	7 80	7 80	319 80			319 80
118	118	CA	13000	53060	53060	200	S S 1/5OZ 200PK MILD MUSTARD	3 25	3 25	383 50			383 50
35	35	CA	13000	53140	53140	500	S S 12GR 500PK MAYONNAISE	21 55	21 55	754 25			754 25
34	34	CA	13000	53170	53170	200	S S 12GR 200PK MAYONNAISE	8 20	8 20	278 80			278 80
23	23	CA	13000	53180	53180	200	S S 9GR 200PK SWEET RELISH	6 95	6 95	159 85			159 85
2	2	CA	00258	27553	27553	1	EQUAL 2000'S	22 90	22 90	45 80			45 80
1	1	CA	13000	65220	65220	6	6 X 100 OZ YELLOW MUSTARD JUG	13 85	13 85	13 85			13 85
3	3	CA	13000	65760	65760	6	#10TIN HAMB SLICES	19 00	19 00	57 00			57 00
21	21	CA	13000	98010	98010	500	S S 9GR KETCHUP	9 25	9 25	194 25			194 25
74	74	CA	13000	98320	98320	200	S S 9GR KETCHUP	3 85	3 85	284 90			284 90

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
383	383	2,536 780 lbs	103 890		2,759 30	2,759 30
				Total discount of 2 0 % on $	2,759 30	55 19
				Amount due if paid by	3/29/2003	2,704 11
				Amount due after	3/29/2003	2 759 30

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
109650-4834	204668	3/17/2003	60491632	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
HEAD DISTRIBUTING
4820 NORTH CHURCH LANE
SMYRNA GA 30080

BILL TO
HEAD DISTRIBUTING
4820 NORTH CHURCH LANE
P O BOX 1666
SMYRNA GA 30080

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327018

Ship #
Carrier ROADWAY EXPRESS, INC
Ship Date 3/25/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/27/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491632 604376

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack		Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
18	18	CA	13000	54380	54380	200	S S	CHOPPED ONIONS	7 20	7 20	129 60			129 60
43	43	CA	13000	53050	53050	500	S S	1/5OZ 500PK MILD MUSTARD	7 80	7 80	335 40			335 40
63	63	CA	13000	53060	53060	200	S S	1/5OZ 200PK MILD MUSTARD	3 25	3 25	204 75			204 75
16	16	CA	13000	53140	53140	500	S S	12GR 500PK MAYONNAISE	21 55	21 55	344 80			344 80
41	41	CA	13000	53170	53170	200	S S	12GR 200PK MAYONNAISE	8 20	8 20	336 20			336 20
20	20	CA	13000	53180	53180	200	S S	9GR 200PK SWEET RELISH	6 95	6 95	139 00			139 00
8	8	CA	13000	54720	54720	60	S S	FAT FREE ITALIAN	8 65	8 65	69 20			69 20
2	2	CA	13000	65760	65760	6		#10TIN HAMB SLICES	19 00	19 00	38 00			38 00
11	11	CA	13000	75020	75020	60	S S	15OZ 60PK 1000 ISLAND DR	9 20	9 20	101 20			101 20
4	4	CA	13000	75030	75030	60	S S	1 5OZ 60PK FRENCH DRESS	9 15	9 15	36 60			36 60
44	44	CA	13000	75050	75050	60	S S	15OZ 60PK RANCH DRESSING	9 55	9 55	420 20			420 20
52	52	CA	13000	98010	98010	500	S S	9GR KETCHUP	9 25	9 25	481 00			481 00
54	54	CA	13000	98320	98320	200	S S	9GR KETCHUP	3 85	3 85	207 90			207 90

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
376	376	2 596 500 lbs	112 490		2,843 85	2,843 85
				Total discount of 2 0 % on $	2,843 85	56 88
				Amount due if paid by	4/06/2003	2,786 97
				Amount due after	4/06/2003	2 843 85

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
109650-4834	204438	3/27/2003	60492393	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
HEAD DISTRIBUTING
4820 NORTH CHURCH LANE
SMYRNA GA 30080

BILL TO
HEAD DISTRIBUTING
4820 NORTH CHURCH LANE
P O BOX 1666
SMYRNA GA 30080

Direct Inquiries to
Credit
Department
412-442-6296

Order#
337359

Ship #
Carrier ROADWAY EXPRESS, INC
Ship Date 3/28/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492393
604376

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
28	28	CA	13000	54380	54380	200	S S CHOPPED ONIONS	7 20	7 20	201 60			201 60
3	3	CA	13000	51491	51491	6	KET 6/114OZ JUG	21 90	21 90	65 70			65 70
41	41	CA	13000	53050	53050	500	S S 1/5OZ 500PK MILD MUSTARD	7 80	7 80	319 80			319 80
118	118	CA	13000	53060	53060	200	S S 1/5OZ 200PK MILD MUSTARD	3 25	3 25	383 50			383 50
35	35	CA	13000	53140	53140	500	S S 12GR 500PK MAYONNAISE	21 55	21 55	754 25			754 25
34	34	CA	13000	53170	53170	200	S S 12GR 200PK MAYONNAISE	8 20	8 20	278 80			278 80
23	23	CA	13000	53180	53180	200	S S 9GR 200PK SWEET RELISH	6 95	6 95	159 85			159 85
2	2	CA	00258	27553	27553	1	EQUAL 2000'S	22 90	22 90	45 80			45 80
1	1	CA	13000	65220	65220	6	6 X 100 OZ YELLOW MUSTARD JUG	13 85	13 85	13 85			13 85
3	3	CA	13000	65760	65760	6	#10TIN HAMB SLICES	19 00	19 00	57 00			57 00
21	21	CA	13000	98010	98010	500	S S 9GR KETCHUP	9 25	9 25	194 25			194 25
74	74	CA	13000	98320	98320	200	S S 9GR KETCHUP	3 85	3 85	284 90			284 90

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
383	383	2 536 780 lbs	103 890		2,759 30	2,759 30
				Total discount of 2 0 % on $	2 759 30	55 19
				Amount due if paid by	4/07/2003	2,704 11
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/07/2003	2,759 30

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CUSTOMER COPY

H.J. HEINZ COMPANY, L.P.
SUMMARY OF PRE-PETITION ITEMS
FLEMING COMPANIES INC.

Business Unit	Invoices			Deductions		Unearned Cash Discounts
	PACA	Reclamation Invoices	Unsecured Invoices	Trade to Repay	Unauthorized	
Heinz North America	$0 00	$582,545 94	$63,136 42	$336,611 02	$558 647 61	$41 266 42
Heinz Frozen Foods	$369 553 92	$509 592 26	$203,781 96	$456 906 58	$195,862 38	$73,332 28
Ethnic Gourmet Foods	$0 00	$2,386 00	$0 00	$0 00	$0 00	$0 00
Portion Pac Inc	$0 00	$2 641 96	$9,015 51	$0 00	$0 00	$0 00
Totals	**$369,553 92**	**$1,097,166 16**	**$275,933 89**	**$793,517 60**	**$754,509 99**	**$114,598 70**

Total Pre-Petition Claim for Fleming Companies Inc	**$3,405,280 26**

FLEMING BANKRUPTCY SUMMARY
Heinz Frozen Foods Invoices

Account Number	Customer	Invoice	P O	Inv Date	PACA Claim	Reclamation Claim	Unsecured Claim	Total
845035	FLEMING EWA BEACH	1015156	012273 hw	2/19/2003			1 112 40	1 112 40
845246	FLEMING NORTHERN CAL	1018214	302487 SC	2/28/2003			1 483 50	1 483 20
62723	FLEMING TULSA	1018686	675800 TU	3/3/2003			5 940 80	5 940 80
62712	FLEMING EWA BEACH	1019214	047403 HW	3/4/2003			3 626 79	3 626 79
845035	FLEMING EWA BEACH	1019312	047406 HW	3/4/2003			20 131 15	20 131 15
845035	FLEMING EWA BEACH	1019723	047407 HW	3/5/2003			741 60	741 60
71030	GATEWAY MINNEAPOLIS	1021193	706265	3/10/2003			6 261 90	6 261 90
62711	FLEMING GARLAND	1021194	333268 GA	3/10/2003			3 935 78	3 935 78
17844	FLEMING SUPERIOR	1023489	706517	3/17/2003	329 70		329 70	329 70
17919	FLEMING GENEVA	1023492	030604 GE	3/17/2003	1 204 32		1 204 32	1 204 32
62722	FLEMING LUBBOCK	1023493	505540 LU	3/17/2003			10 518 02	10 518 02
62711	FLEMING GARLAND	1023496	392020 GA	3/17/2003			8 168 60	8 168 60
62710	FLEMING FOODS GENEVA	1023497	582754 GE	3/17/2003	30 493 20		7 195 32	37 688 52
62720	FLEMING LINCOLN	1023500	680821 LI	3/17/2003			2 582 99	2 582 99
62712	FLEMING EWA BEACH	1023504	082545 HW	3/17/2003	4 762 72		926 01	5 688 73
845035	FLEMING EWA BEACH	1023647	082548 HW	3/17/2003	6 454 15		20 540 99	26 995 14
62725	FLEMING INDIANA	1023719	138303 IN	3/18/2003	390 96			390 96
24007	FLEMING MARSHFIELD	1024024	51-0023750	3/18/2003			5 527 50	5 527 50
17929	FLEMING MEMPHIS	1024568	54190	3/19/2003	2 339 52			2 339 52
174000	FLEMING WARSAW SCRIVNER	1024569	650648 WW	3/19/2003	1 719 44		4 009 56	5 729 00
62724	FLEMING MASSILLON	1024570	378003 MA	3/19/2003	31 417 36		13 793 94	45 211 30
62724	FLEMING MASSILLON	1024571	378005 MA	3/19/2003	34 182 48		9 328 94	43 511 42
62724	FLEMING MASSILLON	1024572	378006 MA	3/19/2003			884 11	884 11
62724	FLEMING MASSILLON	1024573	378004 MA	3/19/2003			663 08	663 08
62734	FLEMING SALT LAKE CITY	1024574	495946 SL	3/19/2003	5 388 33		7 501 52	12 889 85
845245	FLEMING SALT LAKE CITY	1024575	495947 SL	3/19/2003	5 116 32		5 218 46	10 334 78
62724	FLEMING MASSILLON	1024576	401245 MA	3/19/2003	14 066 93		40 535 63	54 602 56
62732	FLEMING NORTHERN CAL	1024577	077908 SC	3/19/2003	22 518 20		13 569 45	36 087 65
845246	FLEMING NORTHERN CAL	1024578	077909 SC	3/19/2003	5 154 74		8 049 90	13 204 64
62724	FLEMING MASSILLON	1025007	378007 MA	3/20/2003	34 549 68	8 238 19		42 787 87
62724	FLEMING MASSILLON	1025008	378008 MA	3/20/2003		663 09		663 09
71030	FLEMING GATEWAY MINNEA	1025010	710220	3/20/2003	3 694 00	65 831 59		69 525 59
62727	FLEMING PHOENIX	1025122	408954 PX	3/21/2003		350 40		350 40
71020	FLEMING LA CROSSE	1025316	710627	3/21/2003	13 820 64	17 628 32		31 448 96
17844	FLEMING SUPERIOR	1025317	711004	3/21/2003	570 24	1 319 10		1 889 34
71030	FLEMING GATEWAY MINNEA	1025842	710301	3/24/2003		6 118 40		6 118 40
845033	FLEMING GARLAND	1025843	450622 GA	3/24/2003	2 783 82	7 698 89		10 482 71
62723	FLEMING TULSA	1025844	051067 TU	3/24/2003	3 628 10	25 833 73		29 461 83
24006	FLEMING ALTOONA DIVISION	1026376	1430034650	3/25/2003		7 334 27		7 334 27
62724	FLEMING MASSILLON	1026389	378009 MA	3/25/2003	31 133 52	17 250 96		48 384 48
62724	FLEMING MASSILLON	1026390	378010 MA	3/25/2003		4 641 60		4 641 60
71040	FLEMING SUPERIOR	1026391	708785	3/25/2003	8 077 50	15 959 85		24 037 35
845034	FLEMING LUBBOCK (	1026392	525727 LU	3/25/2003		7 786 80		7 786 80
62722	FLEMING LUBBOCK	1026393	545920 LU	3/25/2003		9 095 24		9 095 24
71040	FLEMING SUPERIOR	1026394	710628	3/25/2003	9 373 88	6 551 50		15 925 38
62711	FLEMING GARLAND	1026395	450541 GA	3/25/2003		7 797 30		7 797 30
62711	FLEMING GARLAND	1026396	450621 GA	3/25/2003	18 073 90	34 429 96		52 503 86
62711	FLEMING GARLAND	1026397	450623 GA	3/25/2003		5 955 74		5 955 74
17769	FLEMING TULSA	1026398	327429	3/25/2003		4 982 04		4 982 04
62724	FLEMING MASSILLON	1026399	424484 MA	3/25/2003	6 020 38	56 821 25		62 841 63
62712	FLEMING EWA BEACH	1026400	100035 HW	3/25/2003	2 088 22	964 86		3 053 08
845035	FLEMING EWA BEACH	1026515	100038 HW	3/25/2003	5 598 88	11 660 70		17 259 58

Account Number	Customer	Invoice	P O	Inv Date	PACA Claim	Reclamation Claim	Unsecured Claim	Total
132540	FLEMING NASHVILLE DIV	1026594	348322 NA	3/26/2003	9 020 16			9 020 16
132540	FLEMING NASHVILLE DIV	1026832	555611 NA	3/26/2003	9 387 70	12 018 10		21 405 80
71020	FLEMING LA CROSSE	1026833	712090	3/26/2003	6 549 54	33 888 63		40 438 17
17929	FLEMING MEMPHIS	1026834	54849	3/26/2003	1 753 68	0 00		1 753 68
62706	FLEMING FRESNO	1027150	365728 FS	3/27/2003	10 908 30	4 928 84		15 837 14
11270	FLEMING LAFAYETTE	1027151	819318 LF	3/27/2003	9 908 47	3 092 62		13 001 09
62727	FLEMING PHOENIX	1027152	533409 PX	3/27/2003		6 628 80		6 628 80
71030	FLEMING GATEWAY MINNEA	1027153	712095	3/27/2003	3 635 64	75 317 56		78 953 20
845244	FLEMING PHOENIX (	1027370	297045 PX	3/28/2003	83 52			83 52
845034	FLEMING LUBBOCK (	1027576	579517 LU	3/28/2003	2 610 64	9 338 74		11 949 38
62722	FLEMING LUBBOCK	1027577	579518 LU	3/28/2003	2 338 65	3 389 56		5 728 21
62732	FLEMING NORTHEN CA	1027578	122005 SC	3/28/2003		5 424 30		5 424 30
845246	FLEMING NORTHERN CA (	1027579	122006-SC	3/28/2003		1 112 40		1 112 40
62722	FLEMING LUBBOCK	1027917	586215 LU	3/31/2003		8 864 03		8 864 03
17844	FLEMING SUPERIOR	1027918	711766	3/31/2003	329 70	0 00		329 70
71040	FLEMING SUPERIOR	1027919	712120	3/31/2003	7 450 39	17 696 66		25 147 05
845034	FLEMING LUBBOCK (	1027921	592916 LU	3/31/2003		2 966 40		2 966 40
62732	FLEMING NORTHEN CA	1028093	609710 SC	4/1/2003	626 40			626 40
62727	FLEMING PHOENIX	1028496	227028 PX	4/2/2003		11 84		11 84
				TOTAL	**$369 553 92**	**$509 592 26**	**$203 781 96**	**$1 081 393 82**

FLEMING BANKRUPTCY SUMMARY
Heinz North America Invoices

Account Number	Customer	Invoice	P O	Inv Date	Reclamation Claim	Unsecured Claim	Total Exposure
103994	GATEWAY FOODS OF ALTOONA	60470889	1430030490	02/26/03		1 325 08	1 325 08
175056	GATEWAY FOODS OF ALTOONA	60470890	1430030490	02/26/03		3 752 12	3 752 12
105326	FLEMING EWA BEACH	60476314	765278	03/06/03		2 900 20	2 900 20
105326	FLEMING EWA BEACH	60476315	770635	03/06/03		4 127 37	4 127 37
105326	FLEMING EWA BEACH	60476316	773382	03/06/03		4 070 69	4 070 69
100655	FLEMING EWA BEACH	60479206	069807 HW	03/11/03		11 197 96	11 197 96
107528	FLEMING INC HAWAII	60479207	069808 HW	03/11/03		21 235 30	21 235 30
175030	FLEMING CSD PLYMOUTH DI	60482051	32482	03/14/03		6 286 41	6 286 41
103999	FLEMING LACROSSE DIV	60484118	709058	03/18/03		2 385 65	2 385 65
175388	FLEMING ADEL DIV	60484282	179 0013860	03/18/03		5 738 14	5 738 14
107109	FLEMING SUPERIOR	60484864	707807	03/18/03		117 50	117 50
100619	FLEMING FRESNO DIV	60486231	364331 FS	03/20/03	3 036 00		3 036 00
104294	FLEMING MILWAUKEE/HUB CITY	60487388	34764 WK	03/21/03	42 464 59		42 464 59
100655	FLEMING EWA BEACH	60487533	101848 HW	03/21/03	15 052 72		15 052 72
107528	FLEMING INC HAWAII	60487534	101849 HW	03/21/03	19 002 04		19 002 04
175389	FLEMING KENTUCY DIVISION	60488305	175-0007000	03/24/03	3 546 04		3 546 04
105326	FLEMING EWA BEACH	60488999	821191	03/24/03	6 464 20		6 464 20
100553	FLEMING GARLAND	60489000	450652 GA	03/24/03	20 464 24		20 464 24
107624	FLEMING INC GARLAND PSC	60489001	450659 GA	03/24/03	21 987 80		21 987 80
107758	FLEMING INC LUBBOCK	60489002	572816 LU	03/24/03	11 125 05		11 125 05
107758	FLEMING INC LUBBOCK	60489003	572817 LU	03/24/03	14 336 37		14 336 37
100577	FLEMING LUBBOCK	60489004	572818 LU	03/24/03	6 822 32		6 822 32
100649	FLEMING NORCAL SACRAMENTO	60489539	086703 SC	03/25/03	24 085 23		24 085 23
104009	GATEWAY MAY FOODS INC	60490496	711212	03/26/03	37 077 16		37 077 16
100499	FLEMING PHILADELPHIA DIV	60490594	866682 NE	03/26/03	39 750 27		39 750 27
100499	FLEMING PHILADELPHIA DIV	60491051	866681 NE	03/26/03	33 551 12		33 551 12
175505	FLEMING LACROSSE DIV	60491503	710142	03/26/03	39 703 08		39 703 08
104287	FLEMING MEMPHIS DIV	60491504	019014 ME	03/26/03	47 125 45		47 125 45
175321	FLEMING TULSA DIVISION	60491505	082117 TU	03/26/03	40 759 48		40 759 48
175030	FLEMING CSD PLYMOUTH DI	60492193	33100	03/28/03	2 627 50		2 627 50
103994	GATEWAY FOODS OF ALTOONA	60492297	143-0037850	03/28/03	1 414 77		1 414 77
175056	GATEWAY FOODS OF ALTOONA	60492298	1430037850	03/28/03	9 998 80		9 998 80
100531	FLEMING COMPANY OF NEBRAS	60492299	736339 LI	03/28/03	38 738 68		38 738 68
107113	FLEMING MEMPHIS	60492449	640334 MG	03/28/03	1 482 87		1 482 87
104005	FLEMING MINNEAPOLIS	60492922	710894	03/28/03	38 002 98		38 002 98
107109	FLEMING SUPERIOR	60492923	710895	03/28/03	572 40		572 40
100649	FLEMING NORCAL SACRAMENTO	60493318	157102 SC	03/31/03	30 867 07		30 867 07
100649	FLEMING NORCAL SACRAMENTO	60493319	174665 SC	03/31/03	29 075 77		29 075 77
103999	FLEMING LACROSSE DIV	60494344	712216	04/01/03	1 866 94		1 866 94
103999	FLEMING LACROSSE DIV	60495157	713080	04/01/03	1,545 00		1,545 00
				TOTAL	**$582 545 94**	**$63 136 42**	**$645 682 36**

FLEMING BANKRUPTCY SUMMARY
Heinz Frozen Foods Invoices

Account Number	Customer	Invoice	P O	Inv Date	PACA Claim	Reclamation Claim	Unsecured Claim	Total
845035	FLEMING EWA BEACH	1015156	012273 hw	02/19/03			1 112 40	1 112 40
845246	FLEMING NORTHERN CAL	1018214	302487 SC	02/28/03			1 483 50	1 483 20
62723	FLEMING TULSA	1018686	675800 TU	03/03/03			5 940 80	5 940 80
62712	FLEMING EWA BEACH	1019214	047403 HW	03/04/03			3 626 79	3 626 79
845035	FLEMING EWA BEACH	1019312	047406 HW	03/04/03			20 131 15	20 131 15
845035	FLEMING EWA BEACH	1019723	047407 HW	03/05/03			741 60	741 60
71030	GATEWAY MINNEAPOLIS	1021193	706265	03/10/03			6 261 90	6 261 90
62711	FLEMING GARLAND	1021194	333268 GA	03/10/03			3 935 78	3 935 78
17844	FLEMING SUPERIOR	1023489	706517	03/17/03			329 70	329 70
17919	FLEMING GENEVA	1023492	030604 GE	03/17/03			1 204 32	1 204 32
62722	FLEMING LUBBOCK	1023493	505540 LU	03/17/03			10 518 02	10 518 02
62711	FLEMING GARLAND	1023496	392020 GA	03/17/03			8 168 60	8 168 60
62710	FLEMING FOODS GENEVA	1023497	582754 GE	03/17/03	30 493 20		7 195 32	37 688 52
62720	FLEMING LINCOLN	1023500	680821 LI	03/17/03			2 582 99	2 582 99
62712	FLEMING EWA BEACH	1023504	082545 HW	03/17/03	4 762 72		926 01	5 688 73
845035	FLEMING EWA BEACH	1023647	082548 HW	03/17/03	6 454 15		20 540 99	26 995 14
62725	FLEMING INDIANA	1023719	138303 IN	03/18/03	390 96			390 96
24007	FLEMING MARSHFIELD	1024024	51-0023750	03/18/03			5 527 50	5 527 50
17929	FLEMING MEMPHIS	1024568	54190	03/19/03			2 339 52	2 339 52
174000	FLEMING WARSAW SCRIVNER	1024569	650648 WW	03/19/03	1 719 44		4 009 56	5 729 00
62724	FLEMING MASSILLON	1024570	378003 MA	03/19/03	31 417 36		13 793 94	45 211 30
62724	FLEMING MASSILLON	1024571	378005 MA	03/19/03	34 182 48		9 328 94	43 511 42
62724	FLEMING MASSILLON	1024572	378006 MA	03/19/03			884 11	884 11
62724	FLEMING MASSILLON	1024573	378004 MA	03/19/03			663 08	663 08
62734	FLEMING SALT LAKE CITY	1024574	495946 SL	03/19/03	5 388 33		7 501 52	12 889 85
845245	FLEMING SALT LAKE CITY	1024575	495947 SL	03/19/03	5 116 32		5 218 46	10 334 78
62724	FLEMING MASSILLON	1024576	401245 MA	03/19/03	14 066 93		40 535 63	54 602 56
62732	FLEMING NORTHERN CAL	1024577	077908 SC	03/19/03	22 518 20		13 569 45	36 087 65
845246	FLEMING NORTHERN CAL	1024578	077909 SC	03/19/03	5 154 74		8 049 90	13 204 64
62724	FLEMING MASSILLON	1025007	378007 MA	03/20/03	34 549 68	8 238 19		42 787 87
62724	FLEMING MASSILLON	1025008	378008 MA	03/20/03		663 09		663 09
71030	FLEMING GATEWAY MINNEA	1025010	710220	03/20/03	3 694 00	65 831 59		69 525 59
62727	FLEMING PHOENIX	1025122	408954 PX	03/21/03	350 40			350 40
71020	FLEMING LA CROSSE	1025316	710627	03/21/03	13 820 64	17 628 32		31 448 96
17844	FLEMING SUPERIOR	1025317	711004	03/21/03		1 889 34		1 889 34
71030	FLEMING GATEWAY MINNEA	1025842	710301	03/24/03		6 118 40		6 118 40
845033	FLEMING GARLAND	1025843	450622 GA	03/24/03	2 783 82	7 698 89		10 482 71
62723	FLEMING TULSA	1025844	051067 TU	03/24/03	3 628 10	25 833 73		29 461 83
24006	FLEMING ALTOONA DIVISION	1026376	1430034650	03/25/03		7 334 27		7 334 27
62724	FLEMING MASSILLON	1026389	378009 MA	03/25/03	31 133 52	17 250 96		48 384 48
62724	FLEMING MASSILLON	1026390	378010 MA	03/25/03		4 641 60		4 641 60
71040	FLEMING SUPERIOR	1026391	708785	03/25/03	8 077 50	15 959 85		24 037 35
845034	FLEMING LUBBOCK (	1026392	525727 LU	03/25/03		7 786 80		7 786 80
62722	FLEMING LUBBOCK	1026393	545920 LU	03/25/03		9 095 24		9 095 24
71040	FLEMING SUPERIOR	1026394	710628	03/25/03	7 550 58	8 374 80		15 925 38
62711	FLEMING GARLAND	1026395	450541 GA	03/25/03		7 797 30		7 797 30
62711	FLEMING GARLAND	1026396	450621 GA	03/25/03	18 073 90	34 429 96		52 503 86
62711	FLEMING GARLAND	1026397	450623 GA	03/25/03		5 955 74		5 955 74
17769	FLEMING TULSA	1026398	327429	03/25/03		4 982 04		4 982 04
62724	FLEMING MASSILLON	1026399	424484 MA	03/25/03	2 527 92	60 313 71		62 841 63
62712	FLEMING EWA BEACH	1026400	100035 HW	03/25/03	2 088 22	964 86		3 053 08
845035	FLEMING EWA BEACH	1026515	100038 HW	03/25/03	5 598 88	11 660 70		17 259 58

Account Number	Customer	Invoice	P O	Inv Date	PACA Claim	Reclamation Claim	Unsecured Claim	Total
132540	FLEMING NASHVILLE DIV	1026594	348322 NA	03/26/03	9 020 16			9 020 16
132540	FLEMING NASHVILLE DIV	1026832	555611 NA	03/26/03	7 466 74	13 939 06		21 405 80
71020	FLEMING LA CROSSE	1026833	712090	03/26/03	6 549 54	33 888 63		40 438 17
17929	FLEMING MEMPHIS	1026834	54849	03/26/03		1 753 68		1 753 68
62706	FLEMING FRESNO	1027150	365728 FS	03/27/03	10 908 30	4 928 84		15 837 14
11270	FLEMING LAFAYETTE	1027151	819318 LF	03/27/03	9 908 47	3 092 62		13 001 09
62727	FLEMING PHOENIX	1027152	533409 PX	03/27/03		6 628 80		6 628 80
71030	FLEMING GATEWAY MINNEA	1027153	712095	03/27/03	3 635 64	75 317 56		78 953 20
845244	FLEMING PHOENIX (	1027370	297045 PX	03/28/03	83 52			83 52
845034	FLEMING LUBBOCK (	1027576	579517 LU	03/28/03	2 610 64	9 338 74		11 949 38
62722	FLEMING LUBBOCK	1027577	579518 LU	03/28/03	2 338 65	3 389 56		5 728 21
62732	FLEMING NORTHEN CA	1027578	122005 SC	03/28/03		5 424 30		5 424 30
845246	FLEMING NORTHERN CA (	1027579	122006 SC	03/28/03		1 112 40		1 112 40
62722	FLEMING LUBBOCK	1027917	586215 LU	03/31/03		8 864 03		8 864 03
17844	FLEMING SUPERIOR	1027918	711766	03/31/03		329 70		329 70
71040	FLEMING SUPERIOR	1027919	712120	03/31/03	7 614 19	17 532 86		25 147 05
845034	FLEMING LUBBOCK (	1027921	592916 LU	03/31/03		2 966 40		2 966 40
62732	FLEMING NORTHEN CA	1028093	609710 SC	04/01/03	626 40			626 40
62727	FLEMING PHOENIX	1028496	227028 PX	04/02/03		11 84		11 84
				TOTAL	**$356 304 24**	**$518 968 40**	**$206 121 48**	**$1 081 393 82**

FLEMING BANKRUPTCY SUMMARY

Ethnic Gourmet Invoices

Customer	Invoice	P O	Inv Date	Reclamation Claim	Unsecured Claim	Total Exposure
FLEMING - GARLAND	11687	4018867GA	03/21/03	2 386 00		2 386 00
			TOTAL	**$2,386 00**	**$0 00**	**$2,386 00**

FLEMING BANKRUPTCY SUMMARY
Portion Pac Invoices

Account Number	Customer	Invoice	P O	Inv Date	Reclamation Claim	Unsecured Claim	Total Exposure
908544	FLEMING - HAWAII	923996	765282	2/26/2003		1 569 95	1 569 95
908541	FLEMING - HAWAII	925036	767883	3/4/2003		1 978 10	1 978 10
908541	FLEMING - HAWAII	926157	773393	3/10/2003		1 672 95	1 672 95
908541	FLEMING - HAWAII	927474	818568	3/17/2003		2 240 35	2 240 35
427544	FLEMING KENTUCY DIVISION	927797	175 0004300	3/19/2003		1 554 16	1 554 16
336741	FLEMING- MARSHFIELD	928235	51 0024290	3/24/2003	543 26		543 26
908541	FLEMING HAWAII	928260	823884	3/21/2003	2 098 70		2 098 70
				TOTAL	**$2,641 96**	**$9,015 51**	**$11 657 47**

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
100499	FLEMING PHILADELPHIA DIV	X 41059652	NEP019823	4/26/2002	270 00
100499	FLEMING PHILADELPHIA DIV	X 41062307C	NEH000798	5/6/2002	184 98
100499	FLEMING PHILADELPHIA DIV	X 41063697BB	NEH000815	5/8/2002	400 00
100499	FLEMING PHILADELPHIA DIV	X 41064677	NEP019939	5/10/2002	2,352 00
100499	FLEMING PHILADELPHIA DIV	X 41079494AACDBB	NEX026281	6/26/2002	1,176 00
100499	FLEMING PHILADELPHIA DIV	X 41079495AECC	NEX026282	6/26/2002	1,960 00
100499	FLEMING PHILADELPHIA DIV	X 41084398B	NEH000945	7/10/2002	458 24
100499	FLEMING PHILADELPHIA DIV	X 41133798	NEF221092	1/7/2003	1,211 16
100499	FLEMING PHILADELPHIA DIV	X 41134388	NEP922214	1/9/2003	1,874 40
100499	FLEMING PHILADELPHIA DIV	X 41143560	NEU932824	2/25/2003	204 00
100499	FLEMING PHILADELPHIA DIV	X 41104726	NEP899862	9/10/2002	324 50
100517	FLEMING CO MASSILLON	X 41040628	MAC201538	3/8/2002	7,732 56
100517	FLEMING CO MASSILLON	X 41097794	MAN414796	8/16/2002	300 00
100517	FLEMING CO MASSILLON	X 41101699	MAC210206	8/29/2002	592 10
100517	FLEMING CO MASSILLON	X 41101758	MAC210240	8/29/2002	879 06
100517	FLEMING CO MASSILLON	X 41104733	MAB000095	9/10/2002	458 24
100517	FLEMING CO MASSILLON	X 41135641	MAF084393	1/16/2003	458 24
100517	FLEMING CO MASSILLON	X 41143554	MAX815403	2/25/2003	2,016 00
100521	FLEMING CO KANSAS CITY	X 41094646	KCC210086	8/7/2002	787 57
100521	FLEMING CO KANSAS CITY	X 41104740	KCC212020	9/10/2002	2,845 23
100521	FLEMING CO KANSAS CITY	X 41133663	KCF919864	1/7/2003	458 24
100521	FLEMING CO KANSAS CITY	X 41141017	KCR000036	37664	4,489 82
100531	FLEMING COMPANY OF NEBRASKA	46010515A	LIU959454	7/11/2001	1,056 00
100531	FLEMING COMPANY OF NEBRASKA	47179709AB	LIU959685	7/25/2001	840 00
100531	FLEMING COMPANY OF NEBRASKA	47296614A	LIU959670	7/26/2001	1,226 94
100531	FLEMING COMPANY OF NEBRASKA	X 41008460	LIC200354	1/1/2002	315 00
100531	FLEMING COMPANY OF NEBRASKA	X 41025274	LIC0000025	2/7/2002	612 00
100531	FLEMING COMPANY OF NEBRASKA	X 41069018A	LIU965175	5/21/2002	12,000 00
100531	FLEMING COMPANY OF NEBRASKA	X 41040646	LIC201227	3/8/2002	612 00
100531	FLEMING COMPANY OF NEBRASKA	X 41084393B	LIP742244	7/10/2002	3,148 80
100550	FLEMING MINNEAPOLIS	39712104	OKC000549	4/25/2001	211 41
100550	FLEMING MINNEAPOLIS	39854417	OKX156390	4/27/2001	1,176 00
100550	FLEMING MINNEAPOLIS	39854422	OKX156391	4/27/2001	1,102 50
100550	FLEMING MINNEAPOLIS	51625397	OKX158050	9/20/2001	250 00
100550	FLEMING MINNEAPOLIS	X 41026118	OKF538770	2/8/2002	500 00
100550	FLEMING MINNEAPOLIS	X 41059207	OKY899998	4/25/2002	230 16

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
100550	FLEMING MINNEAPOLIS	X 41083673	OKX883313	7/9/2002	250 00
100550	FLEMING MINNEAPOLIS	X 41091579	OKC212270	7/30/2002	315 00
100553	FLEMING CO GARLAND	15447346C	GAR483680	8/23/2000	926 28
100553	FLEMING CO GARLAND	25374309CB	GAR507047	11/20/2000	245 38
100553	FLEMING CO GARLAND	27498803C	GAR518638	12/14/2000	831 60
100553	FLEMING CO GARLAND	29017218	GAR100211	10/7/2002	1,000 00
100553	FLEMING CO GARLAND	53051624	GAL105294	10/8/2001	420 00
100553	FLEMING CO GARLAND	57538508D	GAP621099	11/28/2001	500 00
100553	FLEMING CO GARLAND	X 41056121	GAC201723	4/17/2002	3,535 84
100553	FLEMING CO GARLAND	X 41096771	GAC210333	8/14/2002	273 67
100553	FLEMING CO GARLAND	X 41096777	GAC210336	8/14/2002	997 50
100553	FLEMING CO GARLAND	X 41098862B	GAP675455	8/20/2002	500 00
100553	FLEMING CO GARLAND	X 41136231	GAF718406	1/21/2003	500 00
100579	FLEMING WARSAW	26181544C	WWG90579	11/30/2000	500 00
100579	FLEMING WARSAW	42003009	WWX104052	5/21/2001	192 34
100579	FLEMING WARSAW	52394429	WWG229618	9/28/2001	406 25
100579	FLEMING WARSAW	52692418	WWX106090	10/30/2001	405 00
100579	FLEMING WARSAW	56212014	WWU928850	11/13/2001	367 50
100579	FLEMING WARSAW	X 41035184	WWX108402	2/26/2002	275 33
100579	FLEMING WARSAW	X 41035185	WWX108414	2/26/2002	2,631 39
100579	FLEMING WARSAW	X 41044382	WWX502690	3/18/2002	600 00
100579	FLEMING WARSAW	X 41050577	WWX109350	4/2/2002	1,800 00
100579	FLEMING WARSAW	X 41050617	WWX109323	4/2/2002	332 94
100579	FLEMING WARSAW	X 41078521	WWU932628	6/24/2002	208 00
100579	FLEMING WARSAW	X 41097368	WWC210097	8/15/2002	1,241 84
100579	FLEMING WARSAW	X 41107252B	WWC210637	9/18/2002	2,885 00
100579	FLEMING WARSAW	X 41119064C	WWP920807	10/30/2002	520 00
100589	FLEMING SOUTH	13547916	FDCITYGRP3 312	6/13/2000	520 00
100589	FLEMING SOUTH	X 41136232	LUF809498	1/21/2003	312 00
100601	FLEMING INTERMOUNTAIN	19733310A	SLC117195	9/12/2000	260 00
100601	FLEMING INTERMOUNTAIN	21221601	35791095	10/2/2000	315 00
100601	FLEMING INTERMOUNTAIN	21221602	35791092	10/2/2000	267 91
100601	FLEMING INTERMOUNTAIN	21221603	35791093	10/2/2000	768 00
100601	FLEMING INTERMOUNTAIN	47907801	35791630	8/2/2001	270 00
100601	FLEMING INTERMOUNTAIN	X 41011081	SLC200981	1/8/2002	237 50
100601	FLEMING INTERMOUNTAIN	X 41117159	SLU959999	10/30/2002	362 88

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
100601	FLEMING INTERMOUNTAIN	X 41118035	SLC201557	10/26/2002	589 71
100610	FLEMING COMPANY PHOENIX	21763821	PXH810356	10/9/2000	408 00
100610	FLEMING COMPANY PHOENIX	26181594B	PXA001023	11/30/2000	231 84
100610	FLEMING COMPANY PHOENIX	26401725	PXH000003	12/4/2000	316 10
100610	FLEMING COMPANY PHOENIX	264017C2	PXH096042	12/4/2000	245 00
100610	FLEMING COMPANY PHOENIX	32552612	PXH101356	2/8/2001	416 75
100610	FLEMING COMPANY PHOENIX	32552613	PXH091356	2/8/2001	810 14
100610	FLEMING COMPANY PHOENIX	32700521	PXX035045	2/9/2001	532 51
100610	FLEMING COMPANY PHOENIX	34272711	PXH031356	2/27/2001	358 63
100610	FLEMING COMPANY PHOENIX	47429137CA	36093393	7/27/2001	965 00
100610	FLEMING COMPANY PHOENIX	51625344	PXX041473	9/20/2001	891 60
100610	FLEMING COMPANY PHOENIX	54525122A	PXU990756	10/24/2001	324 00
100610	FLEMING COMPANY PHOENIX	569432E2	PXH100988	11/20/2001	278 84
100610	FLEMING COMPANY PHOENIX	569432E3	PXH100990	11/20/2001	231 36
100610	FLEMING COMPANY PHOENIX	X 41007723	PXC202509	12/29/2001	220 80
100610	FLEMING COMPANY PHOENIX	X 41007724	PXC202510	12/29/2001	209 76
100610	FLEMING COMPANY PHOENIX	X 41013180	PXF135853	1/14/2002	184 77
100610	FLEMING COMPANY PHOENIX	X 41013194	PXF135858	1/14/2002	182 64
100610	FLEMING COMPANY PHOENIX	X 41023764BA	PXU994606	2/5/2002	180 00
100610	FLEMING COMPANY PHOENIX	X 41025295	PXC0001544	2/7/2002	195 00
100610	FLEMING COMPANY PHOENIX	X 41029297ABA	PXU994864	2/14/2002	4,743 63
100610	FLEMING COMPANY PHOENIX	X 41041296BA	PXY099935	3/11/2002	178 65
100610	FLEMING COMPANY PHOENIX	X 41044341	PXH001455	3/18/2002	609 45
100610	FLEMING COMPANY PHOENIX	X 41044412ABA	PXU995571	3/18/2002	234 30
100610	FLEMING COMPANY PHOENIX	X 41071304A	PXP169184	5/29/2002	1,836 00
100610	FLEMING COMPANY PHOENIX	X 41080917BA	PXC010017	6/28/2002	586 96
100610	FLEMING COMPANY PHOENIX	X 41080924	PXC010161	6/28/2002	667 95
100610	FLEMING COMPANY PHOENIX	X 41080930	PXC010162	6/28/2002	160 97
100610	FLEMING COMPANY PHOENIX	X 41084996CB	PXP174116	7/11/2002	500 00
100610	FLEMING COMPANY PHOENIX	X 41094190	PXB000196	8/6/2002	4,000 00
100610	FLEMING COMPANY PHOENIX	X 41094197	PXB000422	8/6/2002	867 00
100610	FLEMING COMPANY PHOENIX	X 41101586A	PXC211104	8/29/2002	250 00
100610	FLEMING COMPANY PHOENIX	X 41101588	PXC211013	8/29/2002	1,036 80
100610	FLEMING COMPANY PHOENIX	X 41101589	PXC212052	8/29/2002	172 80
100610	FLEMING COMPANY PHOENIX	X 41134786AA	PXH105153	1/13/2003	315 00
100610	FLEMING CO PHOENIX	X 41050497	PXX044883	4/2/2002	156 56

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
100610	FLEMING CO PHOENIX	X 41091554CA	PXX101944	7/30/2002	500 00
100619	FLEMING FRESNO DIV	X 41113916	FSP997250	10/10/2002	268 80
100619	FLEMING FRESNO DIV	X 41107269B	FSC210830	9/18/2002	4,158 00
100649	FLEMING NORCAL SACRAMENTO DIV	X 41097454	NCC210457	8/15/2002	197 52
100649	FLEMING NORCAL SACRAMENTO DIV	X 41122856B	NCP998934	11/15/2002	1,122 50
100649	FLEMING NORCAL SACRAMENTO DIV	X 41117137B	NCP998594	10/23/2002	196 28
100649	FLEMING NORCAL SACRAMENTO DIV	X 41119076B	NCP998760	10/30/2002	8,748 00
100649	FLEMING NORCAL SACRAMENTO DIV	X 41133686	NCU950741	37628	5,649 00
104005	FLEMING MINNEAPOLIS	X 41088643BB	SUP074719BB	7/22/2002	367 50
104005	FLEMING MINNEAPOLIS	X 41116306	SUP023183M	10/21/2002	367 50
104005	FLEMING MINNEAPOLIS	X 41124067	60398899	11/20/2002	367 50
104009	GATEWAY-MAY FOODS INC	32700536	SUP0994007PR	2/9/2001	1,000 00
104009	GATEWAY-MAY FOODS INC	34125605	MIN0993014PR	2/26/2001	1,000 00
104009	GATEWAY-MAY FOODS INC	47296606	MIN084444BB	7/26/2001	315 00
104009	GATEWAY-MAY FOODS INC	X 41127874	60449BRNB	12/6/2002	825 00
104009	GATEWAY-MAY FOODS INC	X 41128866A	MIN013186PR	12/11/2002	5,030 10
104009	GATEWAY-MAY FOODS INC	X 41101660A	51574ARNB	8/29/2002	2,305 60
104009	GATEWAY-MAY FOODS INC	X 41128874	MIN013194PR	37601	420 00
104009	GATEWAY-MAY FOODS INC	X 41128882	MIN013190PR	37601	210 00
104280	MALONE & HYDE INC	X 41119062	MIP999505	10/30/2002	609 84
104280	MALONE & HYDE INC	X 41138125	MIU930733	1/29/2003	846 00
104280	MALONE & HYDE INC	X 41124599BA	MIP999897	11/21/2002	504 50
104282	FLEMING NASHVILLE DIV	X 41094613	NAC210231	8/7/2002	1,591 70
104282	FLEMING NASHVILLE DIV	24899927A	NAH004614	11/14/2000	2,415 00
104282	FLEMING NASHVILLE DIV	43678812	NAH007260	6/11/2001	3,236 64
104282	FLEMING NASHVILLE DIV	49169311	NAH008048	8/21/2001	500 00
104282	FLEMING NASHVILLE DIV	51391777	NAH008274	9/18/2001	288 60
104282	FLEMING NASHVILLE DIV	52820728	NAH023805	10/4/2001	480 00
104282	FLEMING NASHVILLE DIV	54651414	NAH023961	10/25/2001	200 00
104282	FLEMING NASHVILLE DIV	56949330	NAH009002	11/20/2001	672 36
104282	FLEMING NASHVILLE DIV	X 41017057	NAH009507	1/23/2002	185 33
104282	FLEMING NASHVILLE DIV	X 41025296	NAC0002110	2/7/2002	190 16
104282	FLEMING NASHVILLE DIV	X 41031894	NAH009956	2/19/2002	1,108 80
104282	FLEMING NASHVILLE DIV	X 41031895	NAH009954	2/19/2002	540 00
104282	FLEMING NASHVILLE DIV	X 41031896	NAH009955	2/19/2002	4,545 46
104282	FLEMING NASHVILLE DIV	X 41038834	NAH010069	3/5/2002	4,359 36

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
104282	FLEMING NASHVILLE DIV	X 41041309A	NAH025096	3/11/2002	3,888 00
104282	FLEMING NASHVILLE DIV	X 41047134	NAH025236	3/25/2002	614 40
104282	FLEMING NASHVILLE DIV	X 41071324	NAH011077	5/29/2002	1,247 34
104282	FLEMING NASHVILLE DIV	X 41083661	NAH025888	7/9/2002	2,007 50
104282	FLEMING NASHVILLE DIV	X 41084380	NAH026061	7/10/2002	5,524 80
104282	FLEMING NASHVILLE DIV	X 41084947B	NAH026135	7/11/2002	315 00
104282	FLEMING NASHVILLE DIV	X 41089723	NAB000047	7/24/2002	1,686 30
104282	FLEMING NASHVILLE DIV	X 41094187	NAH011660	8/6/2002	163 59
104282	FLEMING NASHVILLE DIV	X 41094610	NAC210087	8/7/2002	1,926 78
104282	FLEMING NASHVILLE DIV	X 41096796	NAH026404	8/14/2002	1,442 00
104282	FLEMING NASHVILLE DIV	X 41098849	NAH026473	8/20/2002	900 00
104282	FLEMING NASHVILLE DIV	X 41100911	NAB000785	8/27/2002	358 24
104282	FLEMING NASHVILLE DIV	X 41107256	NAC211471	9/18/2002	1,944 00
104282	FLEMING NASHVILLE DIV	X 41110082	NAH026632	9/30/2002	420 00
104282	FLEMING NASHVILLE DIV	X 41119063	NAP920679	10/30/2002	283 00
104282	FLEMING NASHVILLE DIV	X 41121298A	NAC212402	11/7/2002	420 00
104282	FLEMING NASHVILLE DIV	X 41121299	NAC212468	11/7/2002	6,821 76
104282	FLEMING NASHVILLE DIV	X 41121918C	NAH012655	11/12/2002	271 68
104282	FLEMING NASHVILLE DIV	X 41127875A	NAH824603	12/6/2002	1,800 00
104282	FLEMING NASHVILLE DIV	X 41128883	NAX900751	12/11/2002	485 65
104282	FLEMING NASHVILLE DIV	X 41135161B	NAT447405	1/14/2003	5,500 00
104282	FLEMING NASHVILLE DIV	X 41130299CB	NAP921278	12/20/2002	853 60
104287	FLEMING MEMPHIS DIV	49051723A	MEU944649	8/17/2001	255 32
104287	FLEMING MEMPHIS DIV	X 41026138	MEC202318	2/8/2002	5,492 76
104287	FLEMING MEMPHIS DIV	X 41096727	MEC211009	8/14/2002	225 75
104287	FLEMING MEMPHIS DIV	X 41096751	MEC211008	8/14/2002	2,310 00
104287	FLEMING MEMPHIS DIV	X 41096818	MEC210966	8/14/2002	1,365 00
104287	FLEMING MEMPHIS DIV	X 41096825	MEC211007	8/14/2002	204 00
104287	FLEMING MEMPHIS DIV	X 41101585	MEC211154	8/29/2002	18,612 00
104287	FLEMING MEMPHIS DIV	X 41124020	MEX122003	11/20/2002	8,118 00
104287	FLEMING MEMPHIS DIV	X 41131772	MEU954225	12/30/2002	391 60
104287	FLEMING MEMPHIS DIV	X 41140999	MER000192	2/12/2003	342 93
104287	FLEMING MEMPHIS DIV	X 41141000	MER000193	2/12/2003	249 60
104287	FLEMING MEMPHIS DIV	X 41141018	MER000201	2/12/2003	662 40
104287	FLEMING MEMPHIS DIV	X 41141022	MER000172	2/12/2003	511 20
104294	FLEMING MILWAUKEE/HUB CITY DIV	25374323	GOD044282D	11/20/2000	3,395 39

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Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
104294	FLEMING MILWAUKEE/HUB CITY DIV	54262908	GOD046453D	10/22/2001	1,155 00
104294	FLEMING MILWAUKEE/HUB CITY DIV	X 41113928	GOD047821D	10/10/2002	1,032 00
104294	FLEMING MILWAUKEE/HUB CITY DIV	X 41117165	GOD11128072	10/23/2002	1,200 00
104294	FLEMING MILWAUKEE/HUB CITY DIV	X 41120895C	GOD026464	11/6/2002	259 25
104294	FLEMING MILWAUKEE/HUB CITY DIV	X 41122870	GOD047840D	11/15/2002	5,250 00
104294	FLEMING MILWAUKEE/HUB CITY DIV	X 41131463	GOD047668D	12/27/2002	420 00
104299	MALONE & HYDE	X 41007745	LFX418015	12/29/2001	5,185 14
104299	MALONE & HYDE	X 41070113	LFP667328	5/23/2002	1,389 60
104299	MALONE & HYDE	X 41074248BA	LFP668828	6/6/2002	197 50
104299	MALONE & HYDE	X 41082853B	LFX890091	7/4/2002	9,979 20
104299	MALONE & HYDE	X 41100936	LFX891490	8/27/2002	2,691 20
104299	MALONE & HYDE	X 41124023	LFP639601	37580	8,568 00
104299	MALONE & HYDE	X 41148318	LFX893325	3/27/2003	200 00
104299	MALONE & HYDE	X 41124024	LFX041622	37580	8,160 00
105840	FLEMING CO-GENEVA	49169806B	GEU941765	8/21/2001	344 78
105840	FLEMING CO-GENEVA	X 41130300A	GEP970597	12/20/2002	342 00
105840	FLEMING CO-GENEVA	X 41142295B	GEU952846	37672	192 00
109882	FLEMING - FORT WAYNE DIVISION	X 41064727	INF044314	5/10/2002	284 50
109882	FLEMING - FORT WAYNE DIVISION	X 41127865	INF066545	12/6/2002	22,914 00
175321	FLEMING TULSA DIVISION	X 41102946B	TUU900707	9/4/2002	203 82
175505	FLEMING LACROSSE DIV	X 41068378B	LAC0012184PR	5/20/2002	409 26
175505	FLEMING LACROSSE DIV	94836252	LAC09722	7/16/1999	2,839 68
175505	FLEMING LACROSSE DIV	X 41068366	LAC0012183PR	5/20/2002	756 25
175505	FLEMING LACROSSE DIV	X 41068367	LAC0012185PR	5/20/2002	1,087 20
175505	FLEMING LACROSSE DIV	X 41068368	LAC0012177PR	5/20/2002	1,262 22
600432	FLEMING COMPANIES INC	X 41139130	CSC02301SL	37655	350 00
600432	FLEMING COMPANIES INC	X 41139135	CSC02301SLC	37655	350 00
600432	FLEMING COMPANIES INC	50181124	LFL039311	8/31/2001	351 30
600432	FLEMING COMPANIES INC	50181126B	FSU933682	8/31/2001	285 19
600432	FLEMING COMPANIES INC	50756825	LFX039556	9/10/2001	2,800 00
600432	FLEMING COMPANIES INC	55911629	INL000163	11/8/2001	350 00
600432	FLEMING COMPANIES INC	55911630	INL000171	11/8/2001	350 00
600432	FLEMING COMPANIES INC	56025336	INL000214	11/9/2001	350 00
600432	FLEMING COMPANIES INC	X 41104785	CCM56553VSI	9/10/2002	350 00
600432	FLEMING COMPANIES INC	X 41107222	CSC100001FPRA	9/18/2002	350 00
600432	FLEMING COMPANIES INC	X 41107247	CCM56713	9/18/2002	350 00

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Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
600432	FLEMING MINNEAPOLIS	X 41139136	CSC02301WAR	37655	350 00
600432	FLEMING MINNEAPOLIS	X 41139137	CSC02301GAR	37655	5,021 94
600432	FLEMING MINNEAPOLIS	X 41139138	CSC02301GEN	37655	4,610 10
600432	FLEMING MINNEAPOLIS	X 41139139	CSC02301KC	37655	314 67
600432	FLEMING MINNEAPOLIS	X 41139140	CSC02301LAF	37655	263 27
600432	FLEMING MINNEAPOLIS	X 41139141	CSC02301LIN	37655	188 36
600432	FLEMING MINNEAPOLIS	X 41139142	CSC02301LUB	37655	196 13
600432	FLEMING MINNEAPOLIS	X 41139143	CSC02301NAS	37655	2,000 00
					$336,611 02

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Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
11270	FLEMING -LAFAYETTE (RT)	X 05039260B	LFX816905	2/7/2001	672 84
11270	FLEMING -LAFAYETTE (RT)	X 05039563	LFX816897	2/8/2001	8,291 05
11270	FLEMING -LAFAYETTE (RT)	X 05040296C	LFX816921	2/15/2001	2,419 20
11270	FLEMING -LAFAYETTE (RT)	X 05056452CCB	LFX817097	6/5/2001	446 60
11270	FLEMING -LAFAYETTE (RT)	X 05062425FB	LFP597625	7/24/2001	448 58
11270	FLEMING -LAFAYETTE (RT)	X 05114115	LFC210647	10/3/2002	296 90
11270	FLEMING -LAFAYETTE (RT)	X 05114120	LFC210935	10/3/2002	225 65
11270	FLEMING -LAFAYETTE (RT)	X 05114124	LFC210645	10/3/2002	173 40
11270	FLEMING -LAFAYETTE (RT)	X 05115358	CSC102045LAF	10/14/2002	2,500 00
62700	FLEMING - OKLAHOMA (RT)	X 05040319BBA	OKX153846	2/15/2001	505 20
62700	FLEMING - OKLAHOMA (RT)	X 05040320CA	OKX153948	2/15/2001	475 68
62700	FLEMING - OKLAHOMA (RT)	X 05041676	OKS783180	2/24/2001	2,269 20
62700	FLEMING - OKLAHOMA (RT)	X 05080987	OKC201234	1/1/2002	386 40
62700	FLEMING - OKLAHOMA (RT)	X 05117617A	CSC112028SL	10/29/2002	3,000 00
62706	FLEMING - FRESNO (RT)	X 05081973B	FSC201251	1/14/2002	744 60
62706	FLEMING - FRESNO (RT)	X 05095281	FSC201997	5/7/2002	201 60
62706	FLEMING - FRESNO (RT)	X 05108600	FSC210155	8/14/2002	404 40
62706	FLEMING - FRESNO (RT)	X 05108602	FSC210116	8/14/2002	369 60
62706	FLEMING - FRESNO (RT)	X 05112473	FSC210743	9/20/2002	268 88
62706	FLEMING - FRESNO (RT)	X 05114100	FSB000035	10/3/2002	854 16
62706	FLEMING - FRESNO (RT)	X 05114571	FSP997074	10/7/2002	1,207 87
62706	FLEMING - FRESNO (RT)	X 05114807	FSF689662	10/8/2002	1,657 50
62706	FLEMING - FRESNO (RT)	X 05122787	FSF399855	12/9/2002	627 00
62706	FLEMING - FRESNO (RT)	X 05134591	FSP999357	3/27/2003	184 79
62706	FLEMING - FRESNO (RT)	X 05117617E	CSC112028SL	10/29/2002	1 000 00
62706	FLEMING - FRESNO (RT)	X 05121192C	CSC122020SL	11/22/2002	2,000 00
62710	FLEMING - GENEVA (RT)	X 05114103	GEB000035	10/3/2002	581 59
62710	FLEMING - GENEVA (RT)	X 05114125	GEB000038	10/3/2002	168 15
62710	FLEMING - GENEVA (RT)	X 05114792B	GEU950675	10/8/2002	196 13
62711	FLEMING - GARLAND (RT)	X 05022475CA	GAR508617	10/11/2000	518 45
62711	FLEMING - GARLAND (RT)	X 05068904BA	GAP597945	9/17/2001	253 20
62711	FLEMING - GARLAND (RT)	X 05073034A	GAP609102	10/18/2001	263 30
62711	FLEMING - GARLAND (RT)	X 05076828A	GAP601251	11/15/2001	293 15
62711	FLEMING - GARLAND (RT)	X 05078325A	GAP619621	11/28/2001	199 68
62711	FLEMING - GARLAND (RT)	X 05078336A	GAP621206	11/28/2001	881 26
62711	FLEMING - GARLAND (RT)	X 05086781B	GAC201723	2/25/2002	715 04

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Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
62711	FLEMING - GARLAND (RT)	X 05087945	GAS724263	3/12/2002	1,116 76
62711	FLEMING - GARLAND (RT)	X 05108586	GAC210441	8/14/2002	780 07
62711	FLEMING - GARLAND (RT)	X 05108598	GAC210202	8/14/2002	432 00
62711	FLEMING - GARLAND (RT)	X 05108601	GAC210101	8/14/2002	383 76
62711	FLEMING - GARLAND (RT)	X 05108610	GAC210100	8/14/2002	244 80
62711	FLEMING - GARLAND (RT)	X 05108613	GAC210046	8/14/2002	232 00
62711	FLEMING - GARLAND (RT)	X 05108617	GAC210022	8/14/2002	203 67
62711	FLEMING - GARLAND (RT)	X 05111558	GAB000141	9/12/2002	194 10
62711	FLEMING - GARLAND (RT)	X 05114109	GAC211041	10/3/2002	406 88
62711	FLEMING - GARLAND (RT)	X 05114572	GAP995119	10/7/2002	1,162 13
62711	FLEMING - GARLAND (RT)	X 05116137	GAP995533	10/21/2002	2,988 24
62711	FLEMING - GARLAND (RT)	X 05119431	GAB000421	11/12/2002	479 52
62711	FLEMING - GARLAND (RT)	X 05119853	GAB000459	11/14/2002	2,240 28
62711	FLEMING - GARLAND (RT)	X 05124874	GAC213841	1/2/2003	300 00
62711	FLEMING - GARLAND (RT)	X 05117617D	CSC112028SL	10/29/2002	5,000 00
62711	FLEMING - GARLAND (RT)	X 05121192B	CSC122020SL	11/22/2002	10,000 00
62712	FLEMING - EWA BEACH (RT)	X 05084675	HWC9900111	2/8/2002	250 00
62718	FLEMING - KANSAS CITY (RT)	X 05051881BA	KAN799747	5/7/2001	194 62
62718	FLEMING - KANSAS CITY (RT)	X 05109434	KCC210007	8/22/2002	267 60
62718	FLEMING - KANSAS CITY (RT)	X 05109435	KCC210036	8/22/2002	2,153 48
62718	FLEMING - KANSAS CITY (RT)	X 05110486	KCC212138	9/3/2002	1,108 80
62718	FLEMING - KANSAS CITY (RT)	X 05114111	KCC211850	10/3/2002	380 16
62718	FLEMING - KANSAS CITY (RT)	X 05122767	KCG818998	12/9/2002	3,397 68
62718	FLEMING - KANSAS CITY (RT)	X 05133494	KCP982461	3/19/2003	203 94
62718	FLEMING - KANSAS CITY (RT)	X 05121193	CSC122020SL1	11/22/2002	15,000 00
62718	FLEMING - KANSAS CITY (RT)	X 05130752A	KCP982098	2/20/2003	223 74
62720	FLEMING - LINCOLN (RT)	X 05097919F	LIP732745	5/23/2002	13,325 11
62720	FLEMING - LINCOLN (RT)	X 05118878	LIC210679	11/6/2002	288 24
62720	FLEMING - LINCOLN (RT)	X 05120954	LIB000112	11/21/2002	3,552 48
62720	FLEMING - LINCOLN (RT)	X 05123224	LIG992182	12/11/2002	15,550 68
62720	FLEMING - LINCOLN (RT)	X 05125731	LIX992268	1/8/2003	13,397 14
62722	FLEMING - LUBBOCK (RT)	X 05089295	LUC201237	3/19/2002	2,332 45
62722	FLEMING - LUBBOCK (RT)	X 05118860	LUH052909	11/6/2002	1,243 00
62722	FLEMING - LUBBOCK (RT)	X 05122823	LUH053429	12/9/2002	1,115 00
62722	FLEMING - LUBBOCK (RT)	X 05124411	LUH053655	12/27/2002	1,296 20
62722	FLEMING - LUBBOCK (RT)	X 05124416	LUH053473	12/27/2002	325 00

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
62722	FLEMING - LUBBOCK (RT)	X 05125941	LUH053835	1/9/2003	1,607 00
62722	FLEMING - LUBBOCK (RT)	X 05131562	LUH054243	2/27/2003	424 00
62722	FLEMING - LUBBOCK (RT)	X 05132911	LUH060245	3/13/2003	860 00
62722	FLEMING - LUBBOCK (RT)	X 05117617C	CSC112028SL	10/29/2002	2,000 00
62722	FLEMING - LUBBOCK (RT)	X 05121196	CSC122020SL3	11/22/2002	1,500 00
62723	FLEIMING - TULSA	X 05106742AA	TUU900030	7/31/2002	542 90
62723	FLEIMING - TULSA	X 05114496B	TUT000289	10/7/2002	313 20
62723	FLEIMING - TULSA	X 05121192AB	CSC122020SL	11/22/2002	6,000 00
62723	FLEIMING - TULSA	X 05124813	TUU902702	1/1/2003	176 04
62723	FLEIMING - TULSA	X 05127016	TUO000879	1/21/2003	500 00
62723	FLEIMING - TULSA	X 05127021	TUO000875	1/21/2003	350 00
62723	FLEIMING - TULSA	X 05127022	TUO000878	1/21/2003	350 00
62723	FLEIMING - TULSA	X 05130603	TUO001062	2/19/2003	350 00
62724	FLEMING - MASSILLON (RT)	X 05089244A	AD CORR PD 2	3/19/2002	1,300 00
62724	FLEMING - MASSILLON (RT)	X 05095240	MAC201685	5/7/2002	2,907 84
62724	FLEMING - MASSILLON (RT)	X 05117825	MAF058455	10/30/2002	1,978 84
62724	FLEMING - MASSILLON (RT)	X 05117831	MAF058722	10/30/2002	530 28
62724	FLEMING - MASSILLON (RT)	X 05119838B	MAU957835	11/14/2002	1,872 72
62724	FLEMING - MASSILLON (RT)	X 05119854D	MAU957984	11/14/2002	624 24
62724	FLEMING - MASSILLON (RT)	X 05120718	MAU957957	11/20/2002	1,248 48
62724	FLEMING - MASSILLON (RT)	X 05122208	MAU958171	12/4/2002	11,954 26
62724	FLEMING - MASSILLON (RT)	X 05124783	MAB000864	1/1/2003	2,348 48
62724	FLEMING - MASSILLON (RT)	X 05124794	MAB000949	1/1/2003	242 40
62724	FLEMING - MASSILLON (RT)	X 05124795	MAB000866	1/1/2003	213 54
62724	FLEMING - MASSILLON (RT)	X 05125480	MAC210498	1/7/2003	6,529 92
62725	FLEMING INDIANA DIVISION (RT)	X 05098596	INU904873	5/29/2002	299 88
62725	FLEMING INDIANA DIVISION (RT)	X 05107290	INU905862	8/5/2002	309 78
62725	FLEMING INDIANA DIVISION (RT)	X 05108138	INU905970	8/12/2002	211 68
62725	FLEMING INDIANA DIVISION (RT)	X 05108618	INU906005	8/14/2002	195 84
62725	FLEMING INDIANA DIVISION (RT)	X 05112469A	INU906416	9/20/2002	305 16
62725	FLEMING INDIANA DIVISION (RT)	X 05114588	INU906546	10/7/2002	394 90
62725	FLEMING INDIANA DIVISION (RT)	X 05124868	INU907623	1/2/2003	710 40
62725	FLEMING INDIANA DIVISION (RT)	X 05126446	INU907770	1/15/2003	211 68
62727	FLEMING - PHOENIX (RT)	X 05017209	PXH810007	9/6/2000	367 15
62727	FLEMING - PHOENIX (RT)	X 05023561CB	PXH080099	10/18/2000	8,108 32
62727	FLEMING - PHOENIX (RT)	X 05023562	PXH080176	10/18/2000	8,360 98

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
62727	FLEMING - PHOENIX (RT)	X 05039574	PXH091007	2/8/2001	367 15
62727	FLEMING - PHOENIX (RT)	X 05039575	PXH101007	2/8/2001	367 15
62727	FLEMING - PHOENIX (RT)	X 05042022	PXH031007	2/27/2001	367 15
62727	FLEMING - PHOENIX (RT)	X 05058100A	PXU985577	6/19/2001	1,947 70
62727	FLEMING - PHOENIX (RT)	X 05073577	PXH005049	10/23/2001	387 70
62727	FLEMING - PHOENIX (RT)	X 05074362	PXH004956	10/26/2001	368 00
62727	FLEMING - PHOENIX (RT)	X 05086860A	PXH079163	2/25/2002	1,509 84
62727	FLEMING - PHOENIX (RT)	X 05120063	PXX102900	11/16/2002	385 00
62727	FLEMING - PHOENIX (RT)	X 05127032	PXP962199	1/21/2003	1,774 27
62727	FLEMING - PHOENIX (RT)	X 05130056H	PXP962444	2/13/2003	825 64
62727	FLEMING - PHOENIX (RT)	X 05131119	PXC202868	2/25/2003	905 41
62727	FLEMING - PHOENIX (RT)	X 05135504A	PXH105505	4/7/2003	1,000 00
62727	FLEMING - PHOENIX (RT)	X 05135506A	PXH106042	4/7/2003	432 00
62727	FLEMING - PHOENIX (RT)	X 05135507A	PXH105868	4/7/2003	534 00
62727	FLEMING - PHOENIX (RT)	X 05135511	PXH105001	4/7/2003	760 80
62727	FLEMING - PHOENIX (RT)	X 05135505B	PXH105651	4/7/2003	341 20
62732	FLEMING - NORTHEN CA (RT)	X 05108512	NCC210746	8/14/2002	877 82
62732	FLEMING - NORTHEN CA (RT)	X 05115899C	CSC1120005SL	10/17/2002	1,500 00
62732	FLEMING - NORTHEN CA (RT)	X 05115910	NCB000130	10/17/2002	218 88
62732	FLEMING - NORTHEN CA (RT)	X 05106892	NCP766201	8/1/2002	2,015 44
62732	FLEMING - NORTHEN CA (RT)	X 05108510	NCC210200	8/14/2002	1,098 24
62732	FLEMING - NORTHEN CA (RT)	X 05108533	NCC210199	8/14/2002	359 04
62732	FLEMING - NORTHEN CA (RT)	X 05113350	NCP784261	9/25/2002	348 43
62732	FLEMING - NORTHEN CA (RT)	X 05114769	NCB000054	10/8/2002	162 10
62732	FLEMING - NORTHEN CA (RT)	X 05114796	NCF789354	10/8/2002	6,240 00
62732	FLEMING - NORTHEN CA (RT)	X 05125474	NCB000456	1/7/2003	220 00
62732	FLEMING - NORTHEN CA (RT)	X 05115902	NCB000124	10/17/2002	1,310 21
62732	FLEMING - NORTHEN CA (RT)	X 05115903	NCB000129	10/17/2002	763 20
62732	FLEMING - NORTHEN CA (RT)	X 05115906	NCB000131	10/17/2002	498 24
62732	FLEMING - NORTHEN CA (RT)	X 05115911	NCB000125	10/17/2002	204 00
62732	FLEMING - NORTHEN CA (RT)	X 05116170	NCU949480	10/21/2002	264 75
62732	FLEMING - NORTHEN CA (RT)	X 05117836	NCP998755	10/30/2002	169 84
62732	FLEMING - NORTHEN CA (RT)	X 05120255	NCF805878	11/18/2002	561 21
62732	FLEMING - NORTHEN CA (RT)	X 05120949	NCP999264	11/21/2002	478 50
62732	FLEMING - NORTHEN CA (RT)	X 05122790	NCL406923	12/9/2002	500 00
62732	FLEMING - NORTHEN CA (RT)	X 05122791	NCX947060	12/9/2002	500 00

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
62732	FLEMING - NORTHEN CA (RT)	X 05131559	NCG454357	2/27/2003	2,311 45
62734	FLEMING - SALT LAKE CITY (RT)	X 05121194	CSC122020SL2	11/22/2002	9,900 00
62734	FLEMING - SALT LAKE CITY (RT)	X 05089337	SLC201382	3/19/2002	1,480 71
62734	FLEMING - SALT LAKE CITY (RT)	X 05115323	SLP996850	10/14/2002	205 92
62734	FLEMING - SALT LAKE CITY (RT)	X 05121394	SLH527047	11/25/2002	1,000 00
62734	FLEMING - SALT LAKE CITY (RT)	X 05124878	SLP998349	1/2/2003	451 41
62734	FLEMING - SALT LAKE CITY (RT)	X 05127036CA	SLP998948	1/21/2003	202 80
62734	FLEMING - SALT LAKE CITY (RT)	X 05130761FA	SLP999461	2/20/2003	309 12
62734	FLEMING - SALT LAKE CITY (RT)	X 05132003	SLP999744	3/5/2003	472 76
71020	FLEMING- LA CROSSE (RT)	X 05101856A	LAC030924BB	6/25/2002	1,170 00
71020	FLEMING- LA CROSSE (RT)	X 05107292	LAC00000946557Q	8/5/2002	216 28
71020	FLEMING- LA CROSSE (RT)	X 05108115	LAC00000949215Q	8/12/2002	370 88
71020	FLEMING- LA CROSSE (RT)	X 05114591	LAC0000964845Q	10/7/2002	170 91
71020	FLEMING- LA CROSSE (RT)	X 05122213	LAC00000983649Q	12/4/2002	3,528 59
71020	FLEMING- LA CROSSE (RT)	X 05124881	LAC00000992704Q	1/2/2003	526 06
71020	FLEMING- LA CROSSE (RT)	X 05127930B	GOD065203	1/28/2003	500 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05036895E	IN081856BB	1/24/2001	37,066 80
71030	FLEMING - GATEWAY MINNEA (RT)	X 05119850	59252ARNB	11/14/2002	4,000 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122211A	59758ARNB	12/4/2002	4,000 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122212	59914ARNB	12/4/2002	4,000 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122770	MIN013205PR	12/9/2002	4,774 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122771	MIN013206PR	12/9/2002	3,458 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122773	MIN013202PR	12/9/2002	2,752 50
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122774	MIN013197PR	12/9/2002	2,046 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122776	MIN013195PR	12/9/2002	1,876 98
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122779	MIN013201PR	12/9/2002	1,136 60
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122780	MIN013198PR	12/9/2002	948 78
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122781	MIN013196PR	12/9/2002	924 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122788	MIN013200PR	12/9/2002	532 20
71030	FLEMING - GATEWAY MINNEA (RT)	X 05122796	MIN013199PR	12/9/2002	159 12
71030	FLEMING - GATEWAY MINNEA (RT)	X 05130078	64779ARNB	2/13/2003	2,000 00
71030	FLEMING - GATEWAY MINNEA (RT)	X 05130598B	64431ARNB	2/19/2003	4,000 00
132500	FLEMING - MEMPHIS (RT)	X 05030055	MEH022312	12/1/2000	9,106 64
132500	FLEMING - MEMPHIS (RT)	X 05048103	MEH600222	4/10/2001	4,012 80
132500	FLEMING - MEMPHIS (RT)	X 05073061	MEH000334	10/18/2001	7,811 00
132500	FLEMING - MEMPHIS (RT)	X 05091534	MEX131495	4/10/2002	16,969 68

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
132500	FLEMING - MEMPHIS (RT)	X 05092215	MEH010035	4/16/2002	3,000 00
132500	FLEMING - MEMPHIS (RT)	X 05092216	MEH010047	4/16/2002	1,842 87
132500	FLEMING - MEMPHIS (RT)	X 05092220	MEH010031	4/16/2002	2,000 00
132500	FLEMING - MEMPHIS (RT)	X 05092222	MEH010036	4/16/2002	986 24
132500	FLEMING - MEMPHIS (RT)	X 05117207	MEC212422	10/26/2002	472 50
132540	FLEMING - NASHVILLE DIV (RT)	X 05106741	NAC210477	7/31/2002	31,957 36
132540	FLEMING - NASHVILLE DIV (RT)	X 05106745	NAC210478	7/31/2002	327 81
132540	FLEMING - NASHVILLE DIV (RT)	X 05131669	NAX901295	3/3/2003	1,771 20
132540	FLEMING - NASHVILLE DIV (RT)	X 05133785	NAH013255	3/21/2003	271 17
132540	FLEMING - NASHVILLE DIV (RT)	X 05133792	NAH013267	3/21/2003	2,005 92
132540	FLEMING - NASHVILLE DIV (RT)	X 05079527	NAX032781	12/15/2001	2,504 70
132540	FLEMING - NASHVILLE DIV (RT)	X 05095214	NAH010665	5/7/2002	252 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05100107	NAH011022	6/11/2002	500 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05106890BB	NAH026331	8/1/2002	180 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05108117	NAH011685	8/12/2002	1,875 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05109066	NAX899778	8/19/2002	388 08
132540	FLEMING - NASHVILLE DIV (RT)	X 05109073	NAH011880	8/19/2002	296 34
132540	FLEMING - NASHVILLE DIV (RT)	X 05111367B	NAH011990	9/11/2002	7,704 40
132540	FLEMING - NASHVILLE DIV (RT)	X 05114587	NAH012262	10/7/2002	360 80
132540	FLEMING - NASHVILLE DIV (RT)	X 05117840	NAH012495	10/30/2002	2,589 12
132540	FLEMING - NASHVILLE DIV (RT)	X 05118885	NAH012600	11/6/2002	8,118 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05121411	NAX900573	11/25/2002	545 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05123222	NAP921644	12/11/2002	2,803 26
132540	FLEMING - NASHVILLE DIV (RT)	X 05126559	NAX900966	1/16/2003	2,568 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05128483	NAX901134	1/31/2003	1,685 88
132540	FLEMING - NASHVILLE DIV (RT)	X 05130593	NAH013093	2/19/2003	445 50
132540	FLEMING - NASHVILLE DIV (RT)	X 05130595	NAH013109	2/19/2003	2,184 00
132540	FLEMING - NASHVILLE DIV (RT)	X 05133491B	NAP923698	3/19/2003	514 80
132540	FLEMING - NASHVILLE DIV (RT)	X05106747	NAC210230	37468	595 00
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119429	WWB000220	11/12/2002	1,000 00
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119430	WWB000230	11/12/2002	540 00
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119432	WWB000227	11/12/2002	194 20
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119434	WWB000226	11/12/2002	179 25
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119436	WWB000221	11/12/2002	289 31
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119437	WWB000229	11/12/2002	177 73
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119438	WWB000225	11/12/2002	775 20

PRE-PETITION FLEMING TRADE TO REPAY DEDUCTIONS

Account Number	Customer	Deduction ID	Reference Number	Deduction Date	Amount
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119439	WWB000232	11/12/2002	157 39
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119440	WWB000219	11/12/2002	188 34
174000	FLEMING-WARSAW-SCRIVNER (RT)	X 05119441	WWB000222	11/12/2002	3,729 60
845033	FLEMING GARLAND (MD05)	X 05068149	GAM449643	9/12/2001	305 22
					$456,906 58

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
Market			
Start of	**100577**	**FLEMING FOODS**	
X 41116305	LUU956059	10/21/2002	$1 265 72
100577	**FLEMING FOODS**		**$1,265 72**
Affiliate	**HUSA**		
Market			
Total UDs		**$1,265 72**	
Territory			
Total UDs		**$1,265 72**	
UDs Over 90 Days		**$1,265 72**	
Region			
Total UDs		**$1,265 72**	
Market Wisconsin			
Start of	**104294**		
56943210A	GOD082426	11/20/2001	$1 088 64
X 41029345A	GOD088914	02/14/2002	$211 84
X 41089203	GOD020131	07/23/2002	$333 90
X 41097434	GOD021541	08/15/2002	$372 28
X 41098854	GOD022061	08/20/2002	$303 36
X 41120895B	GOD026464	11/06/2002	$996 80
X 41124375	GOD026893	11/20/2002	$328 93
X 41148065	GOD034439	03/26/2003	$577 79
X 41158134	WKT026870	05/28/2003	$5 733 50
X 41158135	WKK001406	05/28/2003	$28 792 29
104294		**FLEMING MILWAUK**	**$38,739 33**
Start of	**175505**	**FLEMING LACROSSE DIV**	
56413212	LAC00036195292	11/21/2001	$1 110 24
X 41025200	LAC00060030130Q	02/07/2002	$2 389 68
X 41074815B	LAC00060231490Q	06/07/2002	$320 23
X 41081630	LAC00060259118Q	07/02/2002	$258 24
X 41133700A	LAC00060427906Q	01/07/2003	$689 72
X 41139920	LAC00060448764Q	02/06/2003	$274 56
Market Wisconsin			**$5,042 67**
Start of	**175505**	**FLEMING LACROSSE DIV**	

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41158136	KGK005388	05/28/2003	$2,486 00
175505	**FLEMING LACROSSE DIV**		**$2,486 00**
Affiliate	**HUSA**		
Market	**Wisconsin**		
Total UDs		**$46,268 00**	
Territory	**Chicago**		
Total UDs		**$46,268 00**	
Market	**Cincinnati/Dayton**		
Start of	**109882**		
48985406S	CCM50918	08/17/2001	$6 500 00
56943219J	CCM51288	11/20/2001	$3 325 00
X 41008450B	CCM51295	01/01/2002	$450 00
X 41010019	INU903050	01/05/2002	$2 373 84
X 41044364A	INU903950	03/18/2002	$1 213 44
X 41057497	INU904390	04/22/2002	$1 245 60
X 41098898	INU906040	08/20/2002	$647 21
X 41138133	INU907872	01/29/2003	$660 00
109882		**FLEMING - FORT W/**	**$16,415 09**
Affiliate	**HUSA**		
Market	**Cincinnati/Dayton**		
Total UDs		**$16,415 09**	
Territory	**Detroit**		
Total UDs		**$16,415 09**	
Market	**KC/Sprngfld/Wichita**		
Start of	**100521**	**FLEMING CO**	
X 41063672	KCU956795	05/08/2002	$1 518 00
X 41073356	KCU957454	06/04/2002	$391 68
X 41100015B	KCU958969	08/23/2002	$585 12
X 41100913A	KCU959026	08/27/2002	$959 28
X 41101689	KCU959077	08/29/2002	$423 96
X 41110894	KCU959547	10/01/2002	$543 12
100521	**FLEMING CO**		**$4,421 16**
Affiliate	**HUSA**		
Start of	**100521**	**FLEMING CO**	

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HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
24564507	KCX033926	11/09/2000	$7 164 28
X 41107296	KCC000929	09/18/2002	$249 12
100521	**FLEMING CO**		**$7,413 40**
Affiliate	**Undefined**		
Market	**KC/Sprngfld/Wichita**		
Total UDs		**$11,834 56**	
Market	**Minneapolis**		
Start of	**104005**	**FLEMING MINNEAPOLIS**	
22484333	SUP00035839530	10/17/2000	$514 60
45640114	SUP015100M	07/06/2001	$2 852 00
X 41016934	SUP00060019613Q	01/23/2002	$1,318 80
X 41079528	SUP00060250019Q	06/26/2002	$357 13
X 41084932	SUP00060262914Q	07/11/2002	$1 035 27
X 41088614	SUP00060269359Q	07/22/2002	$698 49
X 41090296CBB	22302	07/29/2002	$3 434 00
X 41145781	SUP00060471832Q	03/12/2003	$315 36
X 41161038	60536322	06/18/2003	$8 753 60
X 41162809	60548472	07/01/2003	$8 568 00
104005	**FLEMING MINNEAPOLIS**		**$27,847 25**
Affiliate	**HUSA**		
Market	**Minneapolis**		
Total UDs		**$27,847 25**	
Market	**Oklahoma City**		
Start of	**100550**	**FLEMING MINNEAPOLIS**	
X 41063673	OKU949674	05/08/2002	$1 518 00
X 41073330B	OKU950046	06/04/2002	$2,387 20
X 41073331A	OKU950055	06/04/2002	$2 387 20
100550	**FLEMING MINNEAPOLIS**		**$6,292 40**
Start of	**600432**	**FLEMING COMPANIES INC**	
56945812	DE-108052M	11/20/2001	$1 529 76
DE-103283M	OAA090214	09/19/2001	$235 20
X 41059214QABA	ADWK41402	04/25/2002	$200 00
X 41059214QABBCBBB	ADWK41402	04/25/2002	$936 00
X 41091629A	CCM56529SL	07/30/2002	$2 500 00

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41101582ACA	ADWK81802	08/29/2002	$800 00
X 41117160	CP0638696	10/23/2002	$276 26
X 41117164	CP0639065	10/23/2002	$188 08
X 41117166	CP0638921	10/23/2002	$172 04
X 41117167	CP0639099	10/23/2002	$164 03
X 41118720	CP0647319	10/29/2002	$218 62
X 41119069	CP0649480	10/30/2002	$423 20
X 41119073	CP0649787	10/30/2002	$187 09
X 41131776	CCM58306NFS	12/30/2002	$1 980 00
X 41134386	CCM58626NFS	01/09/2003	$698 40
X 41134394	CCM58612NFS	01/09/2003	$324 00
X 41134788	CCM58731NFS	01/13/2003	$233 40
X 41135169	CP0713845	01/14/2003	$226 54
X 41135170	CP0719660	01/14/2003	$168 25
X 41137472	CCM58788NFS	01/27/2003	$259 20
X 41141417	CP0732648	02/14/2003	$233 25
Market	**Oklahoma City**		**$11,953 32**
Start of	**600432**	**FLEMING COMPANIES INC**	
X 41141418	CP0731857	02/14/2003	$228 52
X 41141425	CP0736005	02/14/2003	$164 71
X 41143562	CP0744087	02/25/2003	$273 23
X 41143566	CP0743809	02/25/2003	$178 04
X 41144544	CP0753760	03/05/2003	$418 99
X 41144546	CP0752819	03/05/2003	$301 95
X 41144547	CP0754724	03/05/2003	$282 77
X 41144550	CP0752709	03/05/2003	$168 31
X 41145463	CP0761334	03/10/2003	$182 66
X 41145465	CP0760909	03/10/2003	$165 37
X 41146367	CP0763268	03/17/2003	$306 35
X 41146371	CP0763230	03/17/2003	$250 11
X 41146382	CP0770150	03/17/2003	$210 34
X 41146383	CP0769324	03/17/2003	$188 92
X 41147223	CP0771642	03/21/2003	$275 96
X 41147832	CPO777243	03/25/2003	$354 97

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HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41148315	CP0786437	03/27/2003	$2 822 67
X 41148326	CP0783014	03/27/2003	$246 15
X 41148329	CP0782376	03/27/2003	$222 34
X 41148513	CP0778024	03/28/2003	$176 24
X 41148514	CP0776959	03/28/2003	$160 40
600432	**FLEMING COMPANIES INC**		**$7,579 00**
Affiliate	**HUSA**		
Market	**Oklahoma City**		
Start of	**100550**	**FLEMING MINNEAPOLIS**	
X 41001413	OKU947350	12/11/2001	$1 124 25
100550	**FLEMING MINNEAPOLIS**		**$1,124 25**
Start of	**600432**	**FLEMING COMPANIES INC**	
X 41108391	CP0619106	09/23/2002	$768 78
X 41108396	CP0614307	09/23/2002	$541 52
X 41108401	CP0614970	09/23/2002	$337 83
X 41108404	CP0613239	09/23/2002	$321 11
X 41108413	CP0616256	09/23/2002	$178 83
X 41108457	CP0617938	09/23/2002	$178 51
X 41110878	CP0619085	10/01/2002	$337 30
X 41110895	CP0626036	10/01/2002	$515 24
600432	**FLEMING COMPANIES INC**		**$3,179 12**
Affiliate	**Undefined**		
Market	**Oklahoma City**		
Total UDs		**$30,128 09**	
Market Omaha			
Start of	**100531**		
28671305	21517BK	01/16/2001	$2 312 56
56025310	LIP686729	11/09/2001	$1 762 20
57539407BCBA	LIT404607	11/28/2001	$265 44
X 41069018B	LIU965175	05/21/2002	$432 84
X 41079501	LIU965695	06/26/2002	$8 943 04
X 41082166Ab	QA2997	07/03/2002	$1 500 00
X 41111304A	LIH033976	10/02/2002	$1 612 70
X 41142972	LIH034091	02/24/2003	$417 20

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HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41142973	LIH034088	02/24/2003	$300 00
X 41143555	LIU969679	02/25/2003	$964 98
X 41146600	LIP921927	03/18/2003	$207 68
X 41147224	LIU969971	03/21/2003	$203 04
X 41147828	LIU969996	03/25/2003	$735 00
X 41160473	LIU970729	06/12/2003	$4 718 66
100531		**FLEMING COMPANY**	**$24,375 34**
Start of	**104009**		
22484314A	35839530	10/17/2000	$2 256 53
27060596	35860120	12/11/2000	$573 90
27384368	MIN0991318HS	12/13/2000	$1 476 04
56789306	MIN000036191166Q	11/19/2001	$3,119 05
X 41013173	MIN00060008201Q	01/14/2002	$2 367 36
X 41019481	36471ARNB	01/27/2002	$10 796 50
X 41029333BBC	MIN000060052397P	02/14/2002	$504 00
Market Omaha			**$21,093 38**
Start of	**104009**		
X 41031876BB	MIN086133BB	02/19/2002	$235 20
X 41045261BB	MIN00060130311P	03/20/2002	$325 96
X 41058052BA	MIN00060180543P	04/23/2002	$425 52
X 41069575	MIN08671388	05/22/2002	$1 890 00
X 41110865	MIN013099PR	10/01/2002	$14 700 00
X 41113924	MIN00060356501Q	10/10/2002	$453 60
X 41124376B	MIN00060392923Q	11/20/2002	$185 04
X 41128865	MIN013193PR	12/11/2002	$1 813 50
X 41128871	MIN013182PR	12/11/2002	$775 20
X 41130315B	MIN00060400641Q	12/20/2002	$230 40
104009	**GATEWAY-MAY FOODS INC**		**$21,034 42**
Affiliate	**HUSA**		
Start of	**100531**		
25403703B	LIN592815	12/27/2000	$990 94
26181560	LIU955519	11/30/2000	$842 10
27060548	LIB090595	12/11/2000	$199 92
29298417	LIX033413	01/09/2001	$2 586 00

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HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
44320701	46628BK	06/19/2001	$14 494 84
100531		**FLEMING COMPANY**	**$19,113 80**
Market Omaha			
Start of	**104009**		
08239306	MIN06966	03/20/2000	$1 500 00
21348418	SUP009403	10/03/2000	$2,620 80
21348427	SUP009357	10/03/2000	$1 000 00
21348438	SUP055369	10/03/2000	$500 00
21574415	MIN061322	10/05/2000	$2 772 00
22026119	SUP056488BB	10/11/2000	$403 20
22484348	SUP00035841440	10/17/2000	$215 38
23255607	SUP099103517	10/25/2000	$2 000 00
26178017	SUP058174BB	11/30/2000	$1,700 00
273843A0	SUP0991205HS	12/13/2000	$2 165 82
29013222	SUP00035903690	01/05/2001	$352 89
32555025	SUP012351M	02/08/2001	$750 00
35803629	SUP013707M	03/15/2001	$300 00
37179421	28528ARNB	03/29/2001	$195 12
X 41018168BB	MIN00060018597P	01/24/2002	$1 186 40
Market Omaha			**$17,661 61**
Start of	**104009**		
X 41114693	MIN013035PR	10/15/2002	$1 650 00
104009	**GATEWAY-MAY FOODS INC**		**$1,650 00**
Affiliate	**Undefined**		
Market	**Omaha**		
Total UDs		**$104,928 55**	
Territory	**Minneapolis**		
Total UDs		**$174,738 45**	
Region	**Central**		
Total UDs		**$237,421 54**	
Market	**Military Distributors**		
Start of	**107624**		
56789309B	GAU951524	11/19/2001	$1 581 17
X 41115630	GAU959072	10/17/2002	$3 213 00

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41115631	GAU959071	10/17/2002	$1 980 36
107624		**FLEMING INC - GAR**	**$6,774 53**
Start of	**107758**	**FLEMING, INC - LUBBOCK**	
X 41061399B	LUU953683	05/01/2002	$381 60
X 41102924	LUT846015	09/04/2002	$343 09
107758	**FLEMING, INC - LUBBOCK**		**$724 69**
Start of	**107881**	**FLEMING INC - FRESNO**	
46364632B	FSU932602	07/16/2001	$244 80
54525107	FSU934775	10/24/2001	$1 622 88
X 41144783	FSM434399	03/06/2003	$1 436 40
107881	**FLEMING INC - FRESNO**		**$3,304 08**
Market	**Military Distributors**		
Start of	**107883**	**FLEMING INC - PHOENIX**	
X 41129604	PXU902565	12/17/2002	$698 88
107883	**FLEMING INC - PHOENIX**		**$698 88**
Affiliate	**HUSA**		
Market	**Military Distributors**		
Total UDs		**$11,502 18**	
Territory	**Military**		
Total UDs		**$11,502 18**	
Region	**Military**		
Total UDs		**$11,502 18**	
Market	**USA Special 402**		
Start of	**107113**		
X 41130319	MGU909012	12/20/2002	$274 84
107113	**FLEMING COMPANIES, INC**		**$274 84**
Affiliate	**HUSA**		
Market	**USA Special 402**		
Total UDs		**$274 84**	
Territory	**Speciality Dist**		
Total UDs		**$274 84**	
Region	**Miscellaneous**		
Total UDs		**$274 84**	
Market	**Philadelphia**		

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HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
Start of	**100499**		
45903911	NEU924240	07/10/2001	$423 45
51391713AAB	NEU925841	09/18/2001	$2 239 20
54110707	NEU926577	10/19/2001	$1 231 20
56212006	NEU926989	11/13/2001	$1 539 00
57536208B	NEU927207/3620277	11/28/2001	$453 78
DE-85434M1	0090600889	09/13/2001	$1 663 20
X 41006437AB	NEU927416/3621229	12/22/2001	$897 60
X 41025192	YKC9900449	02/07/2002	$3 686 40
X 41036794	NEU928315	02/28/2002	$672 00
X 41045264BB	60130324	03/20/2002	$299 52
X 41065382B	NEU929324	05/13/2002	$954 82
X 41079494AACDAC	NEX026281	06/26/2002	$16 377 80
X 41104188	NEU931022	09/09/2002	$1 820 16
100499		**FLEMING PHILADEL**	**$32,258 13**
Affiliate	**HUSA**		
Market	**Philadelphia**		
Start of	**100499**		
HDE 015645	NE015645	09/19/2001	$4 400 00
X 41007775	NEN026181	12/29/2001	$1 489 20
100499		**FLEMING PHILADEL**	**$5,889 20**
Affiliate	**Undefined**		
Market	**Philadelphia**		
Total UDs		**$38,147 33**	
Territory	**New York**		
Total UDs		**$38,147 33**	
Market Cleveland			
Start of	**100517**	**FLEMING COMPANIES INC**	
49163525	MAX408669	08/21/2001	$2 000 00
50756802A	MAU946856	09/10/2001	$11 498 85
52394425	MAT404793	09/28/2001	$1 232 40
X 41010929AB	MAU950612	01/08/2002	$1 214 40
X 41014071E	MAU950348	01/15/2002	$203 50
X 41030144A	MAU951315	02/15/2002	$204 01

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41031087AB	MAU951433	02/18/2002	$1 489 20
X 41044368A	MAU950787	03/18/2002	$254 46
X 41059219D	MAU953296	04/25/2002	$2,065 92
X 41059224DA	MAU953295	04/25/2002	$284 40
X 41098296	MAT406230	08/19/2002	$1 722 75
X 41113660	MAU957262	10/09/2002	$420 48
X 41137468	MAU959182	01/27/2003	$2 597 76
X 41140868	MAU959450	02/11/2003	$1 700 16
Market Cleveland			**$26,888 29**
Start of	**175389**	**FLEMING- KENTUCKY DIV**	
X 41129098A	2207	12/12/2002	$551 82
X 41135141A	3151	01/14/2003	$1 750 00
175389	**FLEMING- KENTUCKY DIV**		**$2,301 82**
Start of	**175056**	**GATEWAY FOODS OF ALTOONA**	
X 41148309	ALR200801A	3/27/2003	$165 76
X 41148310	BB53241A	3/27/2003	$1 050 00
X 41116307B	184064BM	10/21/2002	$337 50
X 41121295B	184061BM	11/7/2002	$1 109 50
X 41140326A	14310252	2/7/2003	$299 57
X 41147505C	14310531	03/24/2003	$1,266 87
175056	**GATEWAY FOODS OF ALTOONA**		**$4,229 20**
Start of	**100517**	**FLEMING COMPANIES INC**	
X 41143568	MAU959702	02/25/2003	$175 20
100517	**FLEMING COMPANIES INC**		**$175 20**
Affiliate	**HUSA**		
Market	**Cleveland**		
Total UDs		**$27,063 49**	
Territory	**Pittsburgh**		
Total UDs		**$27,063 49**	
Region	**Northeast**		
Total UDs		**$65,210 82**	
Market	**Birm/Mont/Mobile**		
Start of	**105840**	**FLEMING CO-GENEVA**	
X 41107215A	GEL104923	09/18/2002	$250 00

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41107272B	GEU950384	09/18/2002	$305 88
X 41138126	GEU952527	01/29/2003	$274 56
105840	**FLEMING CO-GENEVA**		**$830 44**
Affiliate	**HUSA**		
Market	**Birm/Mont/Mobile**		
Total UDs		**$830 44**	
Market	**Memphis/L Rock/Jackson**		
Start of	**104287**	**FLEMING MEMPHIS DIV**	
40758904A	MEU941846	05/07/2001	$9,714 24
41177221A	MEU941888	05/10/2001	$2 215 20
47313114A	MEU94426	07/30/2001	$1 107 60
50181102B	MET402025	08/31/2001	$1 518 00
53975910	MEX127342	10/18/2001	$2 000 00
57539414	MEX100032	11/28/2001	$1,000 00
57539415	MEX100033	11/28/2001	$1 000 00
57539416	MEX100034	11/28/2001	$1 000 00
X 41020986	MEX100167	01/30/2002	$1,000 00
X 41026148	MEX100243	02/08/2002	$1 000 00
X 41026151	MEX100271	02/08/2002	$1 000 00
X 41031804CA	MEU948917	02/19/2002	$2 064 00
X 41040639	MEX100303	03/08/2002	$1,000 00
X 41040640	MEX100304	03/08/2002	$1,000 00
X 41040641	MEX100305	03/08/2002	$1 000 00
X 41040642	MEX100306	03/08/2002	$1 000 00
X 41040643	MEX100319	03/08/2002	$1 000 00
X 41040644	MEX100321	03/08/2002	$1 000 00
X 41059220B	MEU950288	04/25/2002	$298 92
X 41074254	MEU951054	06/06/2002	$645 24
X 41080934	MEU951566	06/28/2002	$242 08
X 41117144	MEU953210	10/23/2002	$1 249 44
X 41145782	MEU955072	03/12/2003	$274 56
X 41158138	MGK005389	05/28/2003	$1 483 00
Market	**Memphis/L Rock/Jackson**		**$34,812 28**
Start of	**175389**	**FLEMING ADEL DIV**	

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HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41140325A	P2011345990103	02/07/2003	$1 654 99
175389	**FLEMING ADEL DIV**		**$1,654 99**
Start of	**104287**	**FLEMING MEMPHIS DIV**	
X 41158139	MGK005390	05/28/2003	$1 348 00
104287	**FLEMING MEMPHIS DIV**		**$1,348 00**
Affiliate	**HUSA**		
Market	**Memphis/L Rock/Jackson**		
Total UDs		**$36,160 28**	
Market Nashville			
Start of	**104282**	**FLEMING NASHVILLE DIV**	
53975922	NAX443132	10/18/2001	$1 000 00
X 41018229BDBB	NAU950761	01/24/2002	$852 48
X 41091570	NAL447361	07/30/2002	$500 00
X 41104768	NAU955479	09/10/2002	$412 80
X 41126471	NAU956964	12/02/2002	$852 72
104282	**FLEMING NASHVILLE DIV**		**$3,618 00**
Affiliate	**HUSA**		
Start of	**104282**	**FLEMING NASHVILLE DIV**	
17736001	NAX060193	08/14/2000	$2 068 96
X 41043327	NAL446103	03/14/2002	$166 67
104282	**FLEMING NASHVILLE DIV**		**$2,235 63**
Affiliate	**Undefined**		
Market	**Nashville**		
Total UDs		**$5,853 63**	
Market	**New Orleans**		
Start of	**104299**	**MALONE & HYDE**	
24369407BH	LFX81643	11/07/2000	$387 83
51734701	LFX040578	09/21/2001	$2 000 00
53523039	LFX040811	10/12/2001	$1 000 00
X 41040630	LFG173811	03/08/2002	$1 804 80
X 41065384A	LFU916545	05/13/2002	$1 218 07
X 41098920	LFU917885	08/20/2002	$302 64
X 41139415	LFT406665	02/04/2003	$1 739 52
104299	**MALONE & HYDE**		**$8,452 86**

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
Affiliate	**HUSA**		
Start of	**104299**	**MALONE & HYDE**	
52394441	LFX500107	09/28/2001	$300 00
Market	**New Orleans**		**$300 00**
Start of	**104299**	**MALONE & HYDE**	
52394442	LFX500108	09/28/2001	$300 00
104299	**MALONE & HYDE**		**$300 00**
Affiliate	**Undefined**		
Market	**New Orleans**		
Total UDs		**$9,052 86**	
Territory	**Atlanta**		
Total UDs		**$51,897 21**	
Market Raleigh			
Start of	**100579**	**FLEMING**	
08893005B	MACK 030	03/29/2000	$683 84
44551204B	WWX104686	06/21/2001	$2 574 96
X 41014074	WWC200025	01/15/2002	$1,612 80
X 41098876B	WWU933948	08/20/2002	$800 04
X 41102950	WWA500406	09/04/2002	$250 00
X 41136230	WWU936499	01/21/2003	$1 388 88
X 41136234	WWT802443	01/21/2003	$191 88
100579	**FLEMING**		**$7,502 40**
Affiliate	**HUSA**		
Market	**Raleigh**		
Total UDs		**$7,502 40**	
Territory	**Charlotte**		
Total UDs		**$7,502 40**	
Market Miami			
Start of	**104280**	**MALONE & HYDE INC**	
DE-100882M	MIM014054	09/25/2001	$3 407 60
X 41079499A	MIP781214	06/26/2002	$3 028 98
X 41079499CA	MIP781214	06/26/2002	$302 90
X 41097388	MIG898712	08/15/2002	$768 80
X 41133688	MIU930432	01/07/2003	$3 494 40

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
104280	**MALONE & HYDE INC**		**$11,002 68**
Affiliate	**HUSA**		
Start of	**104280**	**MALONE & HYDE INC**	
25273929	MIX277675	11/17/2000	$1 382 09
28577906	BB070536481	01/16/2001	$1 000 00
49968210	MIX083901	08/29/2001	$729 12
Market Miami			**$3,111 21**
Start of	**104280**	**MALONE & HYDE INC**	
49970417	MIX073761	08/29/2001	$360 80
104280	**MALONE & HYDE INC**		**$360 80**
Affiliate	**Undefined**		
Market	**Miami**		
Total UDs		**$14,474 69**	
Territory	**Florida**		
Total UDs		**$14,474 69**	
Region	**Southern**		
Total UDs		**$73,874 30**	
Market	**Salt Lake City/Montana**		
Start of	**100601**	**FLEMING INTERMOUNTAIN**	
44195513	SLU949138	06/18/2001	$492 44
X 41011084	SLC200842	01/08/2002	$250 00
X 41074252	SLU957389	06/06/2002	$715 33
X 41110077	SLU959677	09/30/2002	$555 12
X 41119081	SLU960212	10/30/2002	$1 859 76
100601	**FLEMING INTERMOUNTAIN**		**$3,872 65**
Affiliate	**HUSA**		
Start of	**100601**	**FLEMING INTERMOUNTAIN**	
14759508	SLC212839	06/29/2000	$8 973 25
20155101	SLC800091	09/18/2000	$1 050 00
21348406	SLC117211	10/03/2000	$10 599 68
21348413	SLC117212	10/03/2000	$5 670 08
21694636	SLC212266	10/09/2000	$5 736 30
22484344	SLC213096	10/17/2000	$255 32
264017B4	SLU944192	12/04/2000	$344 44

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
30129530	SLX152868	01/17/2001	$1 000 00
Market	**Salt Lake City/Montana**		**$33,629 07**
Start of	**100601**	**FLEMING INTERMOUNTAIN**	
X 41083658	SLX208982	07/09/2002	$525 00
100601	**FLEMING INTERMOUNTAIN**		**$525 00**
Affiliate	**Undefined**		
Market	**Salt Lake City/Montana**		
Total UDs		**$38,026 72**	
Territory	**Denver**		
Total UDs		**$38,026 72**	
Market Hawaii			
Start of	**100655**	**FLEMING COMPANIES, INC**	
X 41119079	INV351424AR	10/30/2002	$407 30
100655	**FLEMING COMPANIES, INC**		**$407 30**
Affiliate	**HUSA**		
Start of	**100655**	**FLEMING COMPANIES, INC**	
17135217	HAW1M99609	08/04/2000	$411 77
18999202	HAWM379106	08/31/2000	$774 10
18999203	HAWM385427	08/31/2000	$435 95
29690001	HAW1M103091	01/12/2001	$471 47
100655	**FLEMING COMPANIES, INC**		**$2,093 29**
Affiliate	**Undefined**		
Market	**Hawaii**		
Total UDs		**$2,500 59**	
Market Phoenix			
Start of	**100610**	**FLEMING COMPANY**	
07628112	ABC071959	03/08/2000	$394 48
22350330	PXX453532	10/16/2000	$2 333 65
22350352	PXH710356	10/16/2000	$458 24
26401724	PXH000005	12/04/2000	$8 218 94
28564303	PXH080750	12/29/2000	$4 751 04
30129519	PXH055196	01/17/2001	$2 290 68
36444020	PXH060297	03/22/2001	$960 00
40345409B	PXK082921	05/01/2001	$7 591 79

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
49163554	PXH062748	08/21/2001	$365 68
52286849BB	PXU989649	09/27/2001	$540 21
X 41006157	PXU992664	12/21/2001	$484 46
X 41010914B	PXU993708	01/08/2002	$252 96
X 41014081F	PXC201609	01/15/2002	$488 40
X 41044412B	PXU995571	03/18/2002	$195 84
X 41053962A	PXU996377	04/11/2002	$211 20
X 41062289A	PXU996877	05/06/2002	$345 60
X 41091554CBBB	PXX101944	07/30/2002	$177 31
X 41094615	PXB000681	08/07/2002	$6 960 00
X 41097345C	PXX102718	08/15/2002	$1 397 19
X 41097375	PXT600206	08/15/2002	$1 057 11
X 41104200A	PXU900614	09/09/2002	$353 29
X 41108444	PXB001642	09/23/2002	$945 00
X 41124019	PXX039852	11/20/2002	$633 60
X 41133683	PX0104797	01/07/2003	$4 005 00
X 41135867	PXY100044	01/20/2003	$197 00
X 41138471	PXX809001	01/30/2003	$300 00
X 41139132	PXH105454	02/03/2003	$954 00
X 41140869	PXH105519	02/11/2003	$760 00
X 41144787	PXH105920	03/06/2003	$750 00
100610	**FLEMING COMPANY**		**$48,372 67**
Affiliate	**HUSA**		
Start of	**100610**	**FLEMING COMPANY**	
07628114	ABC072049	03/08/2000	$184 00
14980533	PHX028737	08/16/2000	$280 00
15447341	PHX028422	08/23/2000	$9 014 94
15447344	ABC078530	08/23/2000	$3 030 00
18999296	PHXFSP442476	08/31/2000	$242 40
19252805	PHX029896	09/06/2000	$4 638 26
19733353	PHX255672	09/12/2000	$335 00
20051608	PHX086916	09/15/2000	$1 400 00
20630508	PXX029952	09/25/2000	$5 000 00
23255601	DEALSHORT9913	10/25/2000	$1 089 66

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
28564307	PXH098965	12/29/2000	$1 201 10
28646511	PXA001624	01/02/2001	$1 888 80
29014003	PHO486506	01/05/2001	$1 858 56
29142246	PXH099019	01/08/2001	$231 20
29146604	PHO488756	01/08/2001	$223 04
31363812	PXH081154	01/29/2001	$774 16
41594830	PHO110987	05/15/2001	$302 94
44910906	PXP124395	06/26/2001	$1 430 35
54651405B	PXX041855	10/25/2001	$2 170 20
56028301	ABCO026720	11/09/2001	$520 00
56669808	PXP126570	11/26/2001	$3,234 22
56669827	PXP126568	11/26/2001	$383 35
X 41025257	PHX100398	02/07/2002	$366 91
X 41053054	PXH010180	04/09/2002	$1 118 45
X 41097432	PXC212036	08/15/2002	$382 40
X 41107248	PXB001627	09/18/2002	$2 945 49
100610	**FLEMING COMPANY**		**$44,245 43**
Affiliate	**Undefined**		
Market	**Phoenix**		
Total UDs		**$92,618 10**	
Market	**San Francisco**		
Start of	**100619**	**FLEMING FRESNO DIV**	
47429115C	CCM50843SL	07/27/2001	$1 330 00
49153215A	FSU933415	08/20/2001	$714 00
49153215B	FSU933415	08/20/2001	$395 38
569432C0	FSU934962	11/20/2001	$648 00
X 41020295	FST404772	01/29/2002	$328 32
X 41113925	FSU939829	10/10/2002	$349 44
X 41119086	FSU940071	10/30/2002	$176 88
X 41140993	FSU941161	02/12/2003	$230 40
X 41160475	FST405586	06/12/2003	$156 78
100619	**FLEMING FRESNO DIV**		**$4,329 20**
Start of	**100649**		
56028324	NCU943557	11/09/2001	$1 057 92

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41107229C	NCC211332	09/18/2002	$2 639 40
X 41126981A	60394732	12/03/2002	$946 94
X 41128900	NCU950364	12/11/2002	$649 44
100649		**FLEMING NORCAL '**	**$5,293 70**
Affiliate	**HUSA**		
Start of	**100649**		
20242319	NCW600523	09/19/2000	$224 87
22350356	NOR286495	10/16/2000	$397 32
Market	**San Francisco**		**$622 19**
Start of	**100649**		
23476413A	NOR555817	11/20/2000	$361 68
100649		**FLEMING NORCAL '**	**$361 68**
Affiliate	**Undefined**		
Market	**San Francisco**		
Total UDs		**$10,606 77**	
Territory	**Los Angeles**		
Total UDs		**$105,725 46**	
Market	**Dallas/Shreveport**		
Start of	**100553**	**FLEMING CO**	
54110719	GAP610376	10/19/2001	$277 20
X 41013183EB	GAU952606	01/14/2002	$357 60
X 41029298BB	GAU953762	02/14/2002	$826 08
X 41031088A	GAU953562	02/18/2002	$1 453 00
X 41031094	GAU953546	02/18/2002	$1 550 73
X 41062285A	GAU955361	05/06/2002	$473 36
X 41073262	GAU955982	06/04/2002	$1 518 00
X 41084410	GAU956522	07/10/2002	$284 16
X 41084974A	GAU956473	07/11/2002	$410 04
X 41085012A	GAU956419	07/11/2002	$1,012 00
X 41088625	GAU957174	07/22/2002	$336 00
X 41104175	GAU958346	09/09/2002	$1 029 60
X 41107219	GAU958555	09/18/2002	$307 50
X 41108443	GAC211110	09/23/2002	$1 016 81
X 41108892B	GAU958667	09/24/2002	$328 08

PRE-PETITION FLEMING

HNA UNAUTHORIZED DEDUCTIONS

Deduction #	Reference #	Deduction Date	Amount
X 41119814	GAU959473	11/04/2002	$295 92
X 41127873	GAU960087	12/06/2002	$2 048 88
100553	**FLEMING CO**		**$13,524 96**
Market	**Dallas/Shreveport**		
Start of	**175321**	**FLEMING TULSA DIVISION**	
X 41160474	TUP997137	06/12/2003	$187 00
175321	**FLEMING TULSA DIVISION**		**$187 00**
Affiliate	**HUSA**		
Market	**Dallas/Shreveport**		
Total UDs		**$13,711 96**	
Market	**West Texas**		
Start of	**100589**	**FLEMING SOUTH**	
51391715B	LUT402064	09/18/2001	$2,277 00
X 41080929	LUU954519	06/28/2002	$433 57
X 41086105	LUU954780	07/15/2002	$572 25
Market	**West Texas**		**$3,282 82**
Start of	**100589**	**FLEMING SOUTH**	
X 41094202	LUU955182	08/06/2002	$165 24
100589	**FLEMING SOUTH**		**$165 24**
Affiliate	**HUSA**		
Market	**West Texas**		
Total UDs		**$3,448 06**	
Territory	**Texas**		
Total UDs		**$17,160 02**	
Region	**West**		
Total UDs		**$160,912 20**	
			$558,647 61

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
Market	**ALABAMA**	**(RT)**	
Start of	**062710**		
X 05107314A	GEU948756	8/5/2002	$494 40
062710	**FLEMING - GENEVA**	**(RT)**	**$494 40**
ALABAMA (RT)			
Total UDs		**$494 40**	
Market	**C-STORES**	**(CS)**	
Start of	**024006**		
X 05120205	BB53534	11/16/2002	$1 023 15
024006		**FLEMING ALTOONA I**	**$1,023 15**
Start of	**024007**		
X 05104748B	J26960	7/17/2002	$399 00
X 05125468	5100214	1/7/2003	$356 70
X 05127138	5010199	1/22/2003	$1 534 90
024007		**FLEMING MARSHFIE**	**$2,290 60**
C-STORES (CS)			
Total UDs		**$3,313 75**	
Market	**CHARLOTTE**	**(RT)**	
Start of	**174000**		
X 05115519	WWU934972	10/15/2002	$416 93
X 05115921	WWU935044	10/17/2002	$446 12
X 05124807	WWU936167	1/1/2003	$396 00
174000		**FLEMING-WARSAW-'**	**$1,259 05**
CHARLOTTE (RT)			
Total UDs		**$1,259 05**	
Market	**CINCINNATI**		
Start of	**062725**		
X 05081516	INU903182	1/8/2002	$305 07
X 05105151	ING897559	7/19/2002	$9 832 20
X 05128128	INU907958	1/29/2003	$386 38
X 05130082	INU908068	2/13/2003	$1 333 56
062725		**FLEMING INDIANA DI**	**$11,857 21**
CINCINNATI			
Total UDs		**$11,857 21**	

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
Market	**CLEVELAND**	**(RT)**	
Start of	**062724**		
X 05075005	MAU948682	10/31/2001	$1 249 20
X 05075492C	MAU948718	11/7/2001	$626 40
X 05075895D	MAU948914	11/8/2001	$571 32
X 05075932C	MAU948888	11/8/2001	$1 501 92
X 05075938C	MAU948818	11/8/2001	$767 52
X 05078125A	MAU949306	11/27/2001	$781 44
X 05079962	MAU949661	12/21/2001	$1,143 84
X 05079968	MAU949662	12/21/2001	$455 28
X 05079969	MAU949630	12/21/2001	$440 64
X 05081988	MAU950385	1/14/2002	$334 08
X 05082671	MAU950988	1/23/2002	$426 24
X 05083158	MAU951128	1/25/2002	$1 013 04
X 05085663	MAT405015	2/18/2002	$249 84
X 05095257C	MAU953280	5/7/2002	$175 56
X 05097925C	MAU953670	5/23/2002	$1 222 04
X 05100261	MAU954412	6/12/2002	$355 20
X 05108574	MAU956114	8/14/2002	$1 249 20
X 05109580B	MAU956336	8/23/2002	$188 37
X 05117074C	MAU957459	10/25/2002	$1 249 20
X 05125939	MAU958834	1/9/2003	$4 247 32
062724		**FLEMING - MASSILL(**	**$18,247 65**
CLEVELAND (RT)			
Total UDs		**$18,247 65**	
Market	**DALLAS**	**(RT)**	
Start of	**062711**		
X 05083304	GAU953089	1/28/2002	$1 444 50
X 05100094	GAU956039	6/11/2002	$699 48
X 05101333	AD12702	6/19/2002	$1 600 00
X 05115345	GAT416089	10/14/2002	$168 78
X 05122188	GAU960080	12/4/2002	$876 96
X 05127038	GAU960934	1/21/2003	$714 00
X 05130093	GAU961297	2/13/2003	$177 60

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
062711		FLEMING - GARLANI	$5,681 32
Total UDs		$5,681 32	
Market	DES MOINES (RT)		
Start of	062720		
X 05108092	LIU966396	8/12/2002	$1 315 94
X 05109575	LIU966719	8/23/2002	$184 96
X 05111377	LIU967001	9/11/2002	$555 20
X 05114767	LIU967438	10/8/2002	$215 90
X 05116162	LIR202000	10/21/2002	$184 76
X 05116169	LIU967593	10/21/2002	$331 42
X 05117086	LIU967776	10/25/2002	$444 46
X 05124810	LIU968772	1/1/2003	$212 59
X 05129316	LIU969363	2/10/2003	$1 214 08
X 05129747	LIU969550	2/12/2003	$1 293 92
062720	FLEMING - LINCOLN (RT)		$5,953 23
DES MOINES (RT)			
Total UDs		$5,953 23	
Market	FS OI NORTHERN CA (FS)		
Market	HAWAII (RT)		
Start of	062712		
X 05107278	HIG1M113134	8/5/2002	$1 503 36
X 05108111	HIG1M113353	8/12/2002	$478 14
X 05115927	HIG1114941	10/17/2002	$178 35
062712		FLEMING - EWA BEA	$2,159 85
HAWAII (RT)			
Total UDs		$2,159 85	
Market	KANSAS		
Start of	017917		
X 05103636	KCU958163	7/9/2002	$183 48
X 05106532	KCU958410	7/30/2002	$231 40
X 05123643	MIU930243	12/17/2002	$800 00
017917		FLEMING-OKLAHOM	$1,214 88
KANSAS			
Total UDs		$1,214 88	

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
Market	**KANSAS CITY**	**(RT)**	
Start of	**062700**		
X 05081509	OKU947905	1/8/2002	$1,545 14
X 05102597	CP0549185	6/28/2002	$831 50
X 05112173	CP0612248	9/18/2002	$210 05
X 05113331	CP0620726	9/25/2002	$4 758 49
X 05114583	CPO621231	10/7/2002	$663 05
X 05114584	CP0623095	10/7/2002	$579 42
X 05114585	CP0621834	10/7/2002	$549 65
X 05114590A	CP0623676	10/7/2002	$212 27
X 05114785	CP0624798	10/8/2002	$548 79
X 05114790	CP0624715	10/8/2002	$323 42
X 05114808B	CP0627083	10/8/2002	$650 50
X 05115367	CP0632355	10/14/2002	$394 95
X 05115371	CP0636844	10/14/2002	$212 93
X 05115917	CP0640758	10/17/2002	$873 68
X 05117822	CP0649734	10/30/2002	$4 045 89
X 05117823	CP0645604	10/30/2002	$2,139 75
X 05117827	CP0647711	10/30/2002	$1 150 07
X 05117829	CP0648487	10/30/2002	$696 02
X 05117839	CP0646533	10/30/2002	$588 00
X 05117841	CP0646638	10/30/2002	$365 55
X 05118861B	CP0651598	11/6/2002	$481 41
X 05118868	CP0651397	11/6/2002	$161 21
X 05118873B	CP0653732	11/6/2002	$257 30
X 05120732	CP0661456	11/20/2002	$158 05
X 05125477	CP0706622	1/7/2003	$164 84
X 05125945	CP0710449	1/9/2003	$378 87
X 05127011	CP0719630	1/21/2003	$298 88
Market	**KANSAS CITY**	**(RT)**	**$23,239 68**
Start of	**062700**		
X 05131167B	CP0579659	2/25/2003	$811 40
062700		**FLEMING - OKLAHOI**	**$811 40**
Start of	**062718**		

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
X 05102606	KCU957850	6/28/2002	$214 56
X 05106734	KCU958391	7/31/2002	$3 256 52
062718		**FLEMING - KANSAS (**	**$3,471 08**
Start of	**062723**	**FLEIMING - TULSA**	
X 05107124AA	TUU900147	8/5/2002	$1 782 24
X 05109742AB	TUU900387	8/26/2002	$895 67
X 05130592	TUU903634	2/19/2003	$347 82
X 05134553	TUU904003	3/27/2003	$196 68
062723	**FLEIMING - TULSA**		**$3,222 41**
KANSAS CITY (RT)			
Total UDs		**$30,744 57**	
Market	**MEMPHIS (RT)**		
Start of	**132500**		
X 05123230	MEU953979	12/11/2002	$6 099 89
X 05124866	MEU954238	1/2/2003	$1 524 24
132500		**FLEMING - MEMPHIS**	**$7,624 13**
MEMPHIS (RT)			
Total UDs		**$7,624 13**	
Market	**MILITARY DISTRIBUTORS(RT)**		
Start of	**845033**		
X 05097894	GAU955575	5/23/2002	$462 24
X 05126057	GAU960731	1/10/2003	$2 776 88
845033		**FLEMING GARLAND**	**$3,239 12**
Start of	**845244**		
X 05112560	PXM292988	9/21/2002	$1 078 98
X 05115329	PXU901270	10/14/2002	$1 702 80
X 05115918	PXU901485	10/17/2002	$856 98
X 05133779	PXU904309	3/21/2003	$361 80
845244		**FLEMING PHOENIX**	**$4,000 56**
Start of	**845246**		
X 05090106B	NCU945859	3/26/2002	$501 12
X 05109574	NCU948781	8/23/2002	$202 86
X 05113121	NCU949081	9/24/2002	$202 86
845246		**FLEMING - NORTHEF**	**$906 84**

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
MILITARY DISTRIBUTORS(RT)			
Total UDs		$8,146 52	
Market	MILWAUKEE (RT)		
Start of	071020		
X 05076516	000870471Q	11/13/2001	$288 38
X 05087635	GOD8530110	3/7/2002	$229 88
X 05089286	LAC00000895816	3/19/2002	$168 15
X 05102601	LAC00000936798	6/28/2002	$721 78
X 05117206	LCR090217	10/26/2002	$883 38
X 05129312	LAC00001004716	2/10/2003	$2 433 37
X 05130075B	LAC00001008892	2/13/2003	$2,809 40
071020		FLEMING- LA CROSS	$7,534 34
Start of	071040		
X 05084220	SUP00000886924	2/6/2002	$626 40
X 05106893	SUP00009460080	8/1/2002	$221 99
X 05108136	SUP00000949213	8/12/2002	$227 30
X 05115922	SUP00000971018	10/17/2002	$365 82
X 05123236	SUP00000989196	12/11/2002	$172 36
X 05124413	SUP00000992206	12/27/2002	$964 56
X 05133500	SUP00001020096	3/19/2003	$156 53
071040		FLEMING-TWIN POR	$2,734 96
MILWAUKEE (RT)			
Total UDs		$10,269 30	
Market	MINNEAPOLIS (RT)		
Start of	071030		
X 05101897	MIN00000934934	6/25/2002	$394 68
X 05118867	MIN00000976240	11/6/2002	$186 48
X 05126447	MIN00000998323	1/15/2003	$156 60
X 05129751	MIN00001009977	2/12/2003	$538 83
071030		FLEMING - GATEWA	$1,276 59
MINNEAPOLIS (RT)			
Total UDs		$1,276 59	
Market	NASHVILLE (RT)		
Start of	132540		

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
X 05084112	NAU950982	2/5/2002	$200 52
X 05084585BEC	NAC0002035	2/8/2002	$518 52
X 05097896B	NAU952857	5/23/2002	$189 18
X 05098625	NAU953214	5/29/2002	$1 121 90
X 05103851	NAU953998	7/10/2002	$185 70
X 05113340	NAU955673	9/25/2002	$1 301 76
X 05117826	NAU956360	10/30/2002	$1 303 20
X 05119428B	NAU956611	11/12/2002	$763 37
X 05126694	NAU957843	1/17/2003	$216 49
X 05127026	NAU958025	1/21/2003	$635 04
X 05129337	NAU958287	2/10/2003	$222 56
X 05133499	NAU958859	3/19/2003	$179 64
132540		**FLEMING - NASHVILI**	**$6,837 88**
NASHVILLE (RT)			
Total UDs		**$6,837 88**	
Market	**NEW ORLEANS (RT)**		
Start of	**011270**		
X 05083305B	LFU915057	1/28/2002	$384 08
X 05101887	LFU917013	6/25/2002	$621 75
X 05114547	LFU918402	10/7/2002	$252 96
X 05117838	LFU918774	10/30/2002	$792 00
X 05118899	LFU918881	11/6/2002	$167 44
011270		**FLEMING -LAFAYETT**	**$2,218 23**
NEW ORLEANS (RT)			
Total UDs		**$2,218 23**	
Market	**OKLAHOMA**		
Start of	**017769**	**Fleming - Tulsa**	
X 05123225	TUU902523	12/11/2002	$792 12
X 05125729A	TUU902851	1/8/2003	$280 20
X 05129313	TUU903362	2/10/2003	$2 424 00
017769	**Fleming - Tulsa**		**$3,496 32**
OKLAHOMA			
Total UDs		**$3,496 32**	
Market	**PHOENIX (RT)**		

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
Start of	**062727**		
X 05031252	9620PHX	12/12/2000	$1 215 00
X 05053856	110895	5/17/2001	$390 98
X 05055725	PXK083203	5/30/2001	$3 531 77
X 05066383	PXH058888	8/23/2001	$6 656 55
X 05069559	PXY096872	9/20/2001	$2 337 14
X 05074688	PXY096528	10/30/2001	$760 00
X 05088210	PXY100058	3/13/2002	$1 161 00
X 05088214	PXH001407	3/13/2002	$210 00
X 05090452	PXH001501	3/28/2002	$210 00
X 05098521	PXP166173	5/29/2002	$910 27
X 05098523	PXP166197	5/29/2002	$880 31
X 05100071	PXP171187	6/11/2002	$286 44
X 05101313	897806	6/19/2002	$481 71
X 05101734	PXP174043	6/24/2002	$486 77
X 05101735	PXP174060	6/24/2002	$394 02
X 05102595	PXU998558	6/28/2002	$1 739 43
X 05111045	PXL272034	9/9/2002	$500 00
X 05114541	PXX102812	10/7/2002	$370 00
X 05117072	PXU901534	10/25/2002	$2 851 20
X 05117205	PXU901290	10/26/2002	$789 80
X 05120064	PXY099574	11/16/2002	$3 535 00
X 05120066	PXY098846	11/16/2002	$778 60
X 05120067	PXY100327	11/16/2002	$3 500 00
X 05120068	PXY098568	11/16/2002	$1 212 00
X 05120070	PXY099661	11/16/2002	$1 262 50
X 05120098	PXY101725	11/16/2002	$1 511 25
X 05122216B	PXU902250	12/4/2002	$211 68
X 05123511	PXU902572	12/16/2002	$347 22
X 05123642A	PXU902683	12/17/2002	$693 44
X 05124871	PXU902906	1/2/2003	$346 72
X 05127020	PXU903279	1/21/2003	$361 80
X 05129756	PXU903789	2/12/2003	$177 60
X 05132004	PXU904099	3/5/2003	$350 40

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
X 05133709	PXY100118	3/21/2003	$1 515 00
X 05134053B	PXX101791	3/25/2003	$3 891 77
X 05135505A	PXH105651	4/7/2003	$626 40
X 05135506B	PXH106042	4/7/2003	$2 356 92
X 05135507B	PXH105868	4/7/2003	$465 60
062727	**FLEMING - PHOENIX (RT)**		**$49,306 29**
PHOENIX (RT)			
Total UDs		**$49,306 29**	
Market	**SALT LAKE CITY (RT)**		
Start of	**062734**		
X 05084642	SLU954717	2/8/2002	$398 56
X 05116159	SLU959982	10/21/2002	$311 03
X 05127018B	SLU961455	1/21/2003	$203 69
X 05129750	SLB000014	2/12/2003	$549 97
X 05131175AA	00959099	2/25/2003	$2 716 56
062734		**FLEMING - SALT LAK**	**$4,179 81**
SALT LAKE CITY (RT)			
Total UDs		**$4,179 81**	
Market	**SAN FRANCISCO (RT)**		
Start of	**062706**		
X 05089266	FSGB78768	3/19/2002	$1 764 27
062706	**FLEMING - FRESNO (RT)**		**$1,764 27**
Start of	**062732**		
X 05095205B	NCU946637	5/7/2002	$2 004 48
X 05108080	NCU948589	8/12/2002	$4 155 60
X 05109748	NCL406789	8/26/2002	$500 00
X 05111212	NCU949016	9/10/2002	$1 241 76
X 05126539	NCU950750	1/16/2003	$4 843 80
X 05130091	NCU951239	2/13/2003	$361 80
062732		**FLEMING - NORTHEI**	**$13,107 44**
SAN FRANCISCO (RT)			
Total UDs		**$14,871 71**	
Market	**TENNESSE**		
Start of	**017918**		

PRE-PETITION FLEMING

HFF UNAUTHORIZED DEDUCTIONS

Deduction #	Claim #	Deduction Date	Amount
X 05105453	NAU954367	7/22/2002	$174 00
X 05131565	00949900	2/27/2003	$172 80
017918		**FLEMING-NASHVILLI**	**$346 80**
Start of	**017929**	**Fleming Memphis (DL)**	
X 05107303	MEN115725	8/5/2002	$3 000 00
017929	**Fleming Memphis (DL)**		**$3,000 00**
TENNESSE			
Total UDs		**$3,346 80**	
Market	**WEST TEXAS**	**(RT)**	
Start of	**062722**		
X 05088499A	LUC090164	3/13/2002	$357 86
X 05096075	LUU953695	5/10/2002	$300 59
X 05114791	LUC210501	10/8/2002	$292 49
X 05129161B	LUT846184	2/7/2003	$1 299 55
X 05132550	LUU957368	3/11/2003	$1 112 40
062722		**FLEMING - LUBBOCI**	**$3,362 89**
WEST TEXAS (RT)			
Total UDs		**$3,362 89**	
			$195,862 38

Fleming Dry Account 600432
Unearned Cash Discounts

Cust #	Sold to #	Customer Name	Inv #	Invoice Date	P O #	Terms	Inv. Amt	UCD	Check #	Post Mark Date	Lockbox Date	Pmt Days
600432	107528	FLEMING INC HAWAII	60449668	01/27/03	851467 HW	2% 30 Net 31	$ 13 314 38	$ 266 29	25790297	02/26/03	03/03/03	35
600432	107528	FLEMING INC HAWAII	60460113	02/10/03	886528-HW	2% 30 Net 31	$ 23 060 14	$ 461 20	23561442	03/12/03	03/17/03	35
600432	100655	FLEMING COMPANIES INC	60449667	01/27/03	851466-HW	2% 30 Net 31	$ 18 784 84	$ 377 50	25790297	02/26/03	03/03/03	35
600432	100655	FLEMING COMPANIES INC	60460112	02/10/03	886527 HW	2% 30 Net 31	$ 13 725 00	$ 275 40	23561442	03/12/03	03/17/03	35
600432	107528	FLEMING INC - HAWAII	60468704	02/24/03	031689-HW	2% 30 Net 31	$ 12 789 58	$	23572618		03/26/03	30
600432	100655	FLEMING COMPANIES INC	60468703	02/24/03	031688 HW	2% 30 Net 31	$ 17 500 12	$	23572618		03/26/03	30
							Total	$ 1 380 39				
600432	100619	FLEMING FRESNO DIV	60427907	12/20/02	10489	2% 10 Net 11	$ 33 037 20	$ 660 74	23572618		03/26/03	96
600432	175056	GATEWAY FOODS OF ALTOONA	60458708	02/07/03	143-0023780	2% 10 Net 11	$ 3 793 30	$ 75 87	904081179	03/19/03	03/24/03	45
600432	103994	GATEWAY FOODS OF ALTOONA	60458707	02/07/03	143-0023780	2% 10 Net 11	$ 1 225 80	$ 24 31	904081179	03/19/03	03/24/03	45
600432	175388	THE FLEMING COMPANy ADE	60462380	02/13/03	179 0008150	2% 10 Net 11	$ 9 481 51	$ 189 63	904079519	03/17/03	03/24/03	39
600432	175388	THE FLEMING COMPANy ADE	60465521	02/19/03	179 0009570	2% 10 Net 11	$ 3 525 14	$ 70 50	904079519	03/17/03	03/24/03	33
600432	103999	FLEMING LACROSSE DIV	60469214	02/24/03	700213	2% 10 Net 11	$ 2 281 90	$ 46 29	23564920	03/17/03	03/20/03	24
600432	175323	FLEMING KENTUCKY DIVISION	60473025	03/03/03	1294307 000	2% 10 Net 11	$ 4 493 08	$ 89 86	904082980		03/25/03	22
600432	175388	THE FLEMING COMPANy ADE	60476123	03/06/03	179-0011660	2% 10 Net 11	$ 4 524 31	$ 90 49	904083521	03/24/03	03/27/03	21
600432	100531	FLEMING COMPANY OF NEBRAS	60463842	02/14/03	506534 LI	2% 10 Net 11	$ 2 387 20	$ 47 74	23554704	03/03/03	03/06/03	20
600432	103999	FLEMING LACROSSE DIV	60467538	02/21/03	702540	2% 10 Net 11	$ 1 545 00	$ 30 90	23559167	03/10/03	03/13/03	20
600432	104294	FLEMING MILWAUKEE/HUB CIT	60462379	02/13/03	32945 WK	2% 10 Net 11	$ 50 178 03	$ 1 014 12	25790971	02/27/03	03/04/03	19
600432	107624	FLEMING INC - GARLAND PSC	60467067	02/20/03	174370 GA	2% 10 Net 11	$ 23 080 61	$ 466 59	23556610	03/05/03	03/10/03	18
600432	100517	FLEMING COMPANIES INC	60462911	02/13/03	174415-MA	2% 10 Net 11	$ 28 858 56	$ 589 25	25790297	02/26/03	03/03/03	18
600432	100649	FLEMING NORCAL SACRAMENTO	60463231	02/14/03	679860-SC	2% 10 Net 11	$ 25 607 57	$ 518 67	25790971	02/27/03	03/04/03	18
600432	100553	FLEMING CO	60467066	02/20/03	174369-GA	2% 10 Net 11	$ 11 362 91	$ 229 94	23556610	03/05/03	03/10/03	18
600432	100531	FLEMING COMPANY OF NEBRAS	60471834	02/27/03	585222 LI	2% 10 Net 11	$ 39 038 00	$ 781 17	23562252	03/13/03	03/17/03	18
600432	107113	FLEMING COMPANIES INC	60471831	02/27/03	482629 MG	2% 10 Net 11	$ 1 406 99	$ 28 14	23561442	03/12/03	03/17/03	18
600432	107881	FLEMING INC FRESNO	60467536	02/21/03	191616-FS	2% 10 Net 11	$ 12 995 46	$ 263 87	23557379	03/06/03	03/10/03	17
600432	100619	FLEMING FRESNO DIV	60467535	02/21/03	191615-FS	2% 10 Net 11	$ 20 078 88	$ 405 99	23557379	03/06/03	03/10/03	17
600432	100649	FLEMING NORCAL SACRAMENTO	60467537	02/21/03	784834-SC	2% 10 Net 11	$ 28 792 83	$ 582 43	23557380	03/06/03	03/10/03	17
600432	104280	FLEMING COMPANIES INC	60472873	03/03/03	845238-MM	2% 10 Net 11	$ 42 138 48	$ 842 77	23564920	03/17/03	03/20/03	17
600432	100499	FLEMING PHILADELPHIA DIV	60473512	03/03/03	676461 NE	2% 10 Net 11	$ 36 005 71	$ 728 25	23564920	03/17/03	03/20/03	17
600432	107560	FLEMING COMPANIES INC	60469216	02/24/03	086267KG	2% 10 Net 11	$ 2 702 60	$ 54 17	23559167	03/10/03	03/13/03	17
600432	107883	FLEMING INC PHOENIX	60469901	02/25/03	408879 PX	2% 10 Net 11	$ 9 123 49	$ 187 37	23559167	03/10/03	03/13/03	16
600432	107881	FLEMING INC - FRESNO	60474127	03/04/03	266266 FS	2% 10 Net 11	$ 16 414 90	$ 331 63	23564920	03/17/03	03/20/03	16
600432	104009	GATEWAY-MAY FOODS INC	60469784	02/25/03	703013	2% 10 Net 11	$ 46 170 00	$ 923 40	23559167	03/10/03	03/13/03	16
600432	100610	FLEMING COMPANY	60469902	02/25/03	408880-PX	2% 10 Net 11	$ 20 857 14	$ 431 39	23559167	03/10/03	03/13/03	16
600432	100517	FLEMING COMPANIES INC	60473968	03/04/03	284361 MA	2% 10 Net 11	$ 42 003 72	$ 848 40	23564920	03/17/03	03/20/03	16
600432	100619	FLEMING FRESNO DIV	60474126	03/04/03	266265-FS	2% 10 Net 11	$ 16 409 33	$ 331 24	23564920	03/17/03	03/20/03	16
600432	175321	FLEMING TULSA DIVISION	60474548	03/04/03	764339-TU	2% 10 Net 11	$ 46 557 84	$ 931 16	23564920	03/17/03	03/20/03	16
600432	100517	FLEMING COMPANIES INC	60474549	03/04/03	300018 MA	2% 10 Net 11	$ 36 240 23	$ 732 80	23564920	03/17/03	03/20/03	16
600432	107560	FLEMING COMPANIES INC	60464504	02/18/03	036873KG	2% 10 Net 11	$ 2 357 22	$ 47 24	23554704	03/03/03	03/06/03	16
600432	103999	FLEMING LACROSSE DIV	60479204	03/11/03	705890	2% 10 Net 11	$ 3 454 11	$ 69 26	23571737	03/25/03	03/27/03	16
600432	107883	FLEMING INC - PHOENIX	60476675	03/06/03	449642-PX	2% 10 Net 11	$ 14 021 69	$ 286 36	23567730		03/21/03	15
600432	107884	FLEMING INC - SALT LAKE C	60480037	03/12/03	462814-SL	2% 10 Net 11	$ 30 723 19	$ 659 54	23570143	03/24/03	03/27/03	15
600432	100649	FLEMING NORCAL SACRAMENTO	60465517	02/19/03	732417-SC	2% 10 Net 11	$ 30 159 17	$ 609 61	23554704	03/03/03	03/06/03	15
600432	104282	FLEMING NASHVILLE DIV	60465518	02/19/03	341049 NA	2% 10 Net 11	$ 51 754 64	$ 1 035 09	23554704	03/03/03	03/06/03	15
600432	100499	FLEMING PHILADELPHIA DIV	60465519	02/19/03	621475 NE	2% 10 Net 11	$ 35 709 87	$ 723 35	23554704	03/03/03	03/06/03	15
600432	100499	FLEMING PHILADELPHIA DIV	60465520	02/19/03	621476-NE	2% 10 Net 11	$ 33 658 01	$ 681 92	23554704	03/03/03	03/06/03	15

Cust #	Sold to #	Customer Name	Inv #	Invoice Date	P O. #	Terms	Inv Amt	U C D	Check #	Post Mark Date	Lockbox Date	Pmt Days
600432	100517	FLEMING COMPANIES INC	60466077	02/19/03	197932-MA	2% 10 Net 11	$ 40 920 36	$ 826 54	23554704	03/03/03	03/06/03	15
600432	175505	FLEMING LACROSSE DIV	60469213	02/24/03	700709	2% 10 Net 11	$ 42 853 24	$ 857 06	23558065	03/07/03	03/11/03	15
600432	100517	FLEMING COMPANIES INC	60469215	02/24/03	237352 MA	2% 10 Net 11	$ 37 447 75	$ 761 65	23558065	03/07/03	03/11/03	15
600432	104287	FLEMING MEMPHIS DIV	60470706	02/26/03	797862 ME	2% 10 Net 11	$ 38 683 90	$ 790 45	23559167	03/10/03	03/13/03	15
600432	100517	FLEMING COMPANIES INC	60470810	02/26/03	260864 MA	2% 10 Net 11	$ 44 636 90	$ 905 31	23559167	03/10/03	03/13/03	15
600432	104280	FLEMING COMPANIES INC	60475673	03/05/03	863270-MM	2% 10 Net 11	$ 42 202 04	$ 844 04	23564920	03/17/03	03/20/03	15
600432	100610	FLEMING COMPANY	60476676	03/06/03	449643-PX	2% 10 Net 11	$ 23 132 09	$ 475 71	23567730		03/21/03	15
600432	100517	FLEMING COMPANIES INC	60476677	03/06/03	331330-MA	2% 10 Net 11	$ 30 860 67	$ 624 70	23567730		03/21/03	15
600432	104282	FLEMING NASHVILLE DIV	60480179	03/12/03	470408 NA	2% 10 Net 11	$ 51 899 68	$ 1 037 99	23570143	03/24/03	03/27/03	15
600432	107109	FLEMING-SUPERIOR	60471833	02/27/03	702121	2% 10 Net 11	$ 112 50	$ 2 25	23559167	03/10/03	03/13/03	14
600432	107109	FLEMING-SUPERIOR	60477652	03/07/03	704721	2% 10 Net 11	$ 342 40	$ 6 85	23567730		03/21/03	14
600432	104005	FLEMING MINNEAPOLIS	60471832	02/27/03	702120	2% 10 Net 11	$ 40 270 04	$ 809 36	23559167	03/10/03	03/13/03	14
600432	104294	FLEMING MILWAUKEE/HUB CIT	60477008	03/07/03	34065-WK	2% 10 Net 11	$ 28 515 28	$ 580 86	23567730		03/21/03	14
600432	100499	FLEMING PHILADELPHIA DIV	60477109	03/07/03	758869-NE	2% 10 Net 11	$ 35 375 20	$ 715 58	23567730		03/21/03	14
600432	104005	FLEMING MINNEAPOLIS	60477651	03/07/03	704720	2% 10 Net 11	$ 43 174 34	$ 863 49	23567731		03/21/03	14
600432	100649	FLEMING NORCAL SACRAMENTO	60477653	03/07/03	854723-SC	2% 10 Net 11	$ 26 973 48	$ 545 82	23567730		03/21/03	14
600432	175321	FLEMING TULSA DIVISION	60481060	03/13/03	852978-TU	2% 10 Net 11	$ 42 052 20	$ 841 04	23570143	03/24/03	03/27/03	14
600432	107113	FLEMING COMPANIES INC	60477108	03/07/03	533769-MG	2% 10 Net 11	$ 1 319 71	$ 26 39	23567730		03/21/03	14
600432	107560	FLEMING COMPANIES INC	60477654	03/07/03	151990KG	2% 10 Net 11	$ 2 617 90	$ 52 49	23567730		03/21/03	14
600432	107109	FLEMING SUPERIOR	60484864	03/18/03	707807	2% 10 Net 11	$ 117 50	$ 2 35	23575170	03/28/03	03/31/03	13
600432	107883	FLEMING INC - PHOENIX	60481967	03/14/03	490670 PX	2% 10 Net 11	$ 10 955 45	$ 223 68	23570143	03/24/03	03/27/03	13
600432	107881	FLEMING INC - FRESNO	60482131	03/14/03	328512-FS	2% 10 Net 11	$ 9 300 59	$ 189 35	23570143	03/24/03	03/27/03	13
600432	175505	FLEMING LACROSSE DIV	60477650	03/07/03	704169	2% 10 Net 11	$ 40 358 66	$ 807 17	23564920	03/17/03	03/20/03	13
600432	100610	FLEMING COMPANY	60481968	03/14/03	490671 PX	2% 10 Net 11	$ 17 601 84	$ 365 35	23571737	03/25/03	03/27/03	13
600432	100619	FLEMING FRESNO DIV	60482130	03/14/03	328511 FS	2% 10 Net 11	$ 13 887 95	$ 281 06	23570143	03/24/03	03/27/03	13
600432	104287	FLEMING MEMPHIS DIV	60482549	03/14/03	856250 ME	2% 10 Net 11	$ 39 079 45	$ 799 18	23570143	03/24/03	03/27/03	13
600432	100649	FLEMING NORCAL SACRAMENTO	60482550	03/14/03	016865-SC	2% 10 Net 11	$ 36 704 26	$ 740 47	23570143	03/24/03	03/27/03	13
600432	107560	FLEMING COMPANIES INC	60482132	03/14/03	190231	2% 10 Net 11	$ 2 857 30	$ 57 27	23571737	03/25/03	03/27/03	13
600432	104294	FLEMING MILWAUKEE/HUB CIT	60481966	03/14/03	34439-WK	2% 10 Net 11	$ 40 610 21	$ 822 61	23572618		03/26/03	12
600432	104009	GATEWAY MAY FOODS INC	60477988	03/10/03	705007	2% 10 Net 11	$ 37 609 96	$ 752 20	23567730		03/21/03	11
600432	100531	FLEMING COMPANY OF NEBRAS	60478148	03/10/03	627386 LI	2% 10 Net 11	$ 43 098 48	$ 861 97	23567731		03/21/03	11
600432	100619	FLEMING FRESNO DIV	60486231	03/20/03	364331-FS	2% 10 Net 11	$ 3 036 00	$ 61 33	23575170	03/28/03	03/31/03	11
							Total	**$ 34 193 02**				
600432	175031	FLEMING CSD - PLYMOUTH DI	60395820	11/05/02	27082	2% 10 Net 11	$ 3 235 18	$ 64 70	170016004		01/15/03	71
600432	175031	FLEMING CSD - PLYMOUTH DI	60409673	11/22/02	27987	2% 10 Net 11	$ 6 427 78	$ 128 56	170016068		01/16/03	55
600032	175030	FLEMING CSD PLYMOUTH DI	60428118	12/23/02	29295	2% 10 Net 11	$ 4 106 85	$ 82 14	170017448	02/06/03	02/11/03	50
600032	175030	FLEMING CSD - PLYMOUTH DI	60370549	10/04/02	99463	2% 10 Net 11	$ 2 950 65	$ 59 01	170013647	11/18/02	11/22/02	49
600032	175030	FLEMING CSD - PLYMOUTH DI	60395744	11/05/02	27082	2% 10 Net 11	$ 12 149 90	$ 243 00	170014775	12/12/02	12/17/02	42
600432	175031	FLEMING CSD - PLYMOUTH DI	60417587	12/05/02	28565	2% 10 Net 11	$ 4 064 12	$ 81 28	170016068		01/16/03	42
600032	101394	FLEMING CSD PLYMOUTH DI	60254535	06/17/02	20682	2% 10 Net 11	$ 4 757 84	$ 95 16	170008299		07/25/02	38
600032	101394	FLEMING CSD PLYMOUTH DI	60254536	06/17/02	20682-A	2% 10 Net 11	$ 1 382 40	$ 27 65	170008299		07/25/02	38
600032	101394	FLEMING CSD PLYMOUTH DI	60205703	04/29/02	18767	2% 10 Net 11	$ 5 336 24	$ 106 72	170005997	05/29/02	06/05/02	37
600032	175030	FLEMING CSD PLYMOUTH DI	60319272	08/20/02	23072	2% 10 Net 11	$ 2 611 75	$ 52 24	170010789	09/16/02	09/20/02	31
600432	175031	FLEMING CSD - PLYMOUTH DI	60319411	08/20/02	23072	2% 10 Net 11	$ 8 378 98	$ 167 58	170010789	09/16/02	09/20/02	31
600032	175030	FLEMING CSD PLYMOUTH DI	60352344	09/18/02	23072-1	2% 10 Net 11	$ 2 891 75	$ 57 84	170011932	10/14/02	10/17/02	29
600432	175031	FLEMING CSD PLYMOUTH DI	60352573	09/18/02	23072 1	2% 10 Net 11	$ 8 378 98	$ 167 58	170011932	10/14/02	10/17/02	29
600032	175030	FLEMING CSD PLYMOUTH DI	60330795	08/30/02	24258	2% 10 Net 11	$ 4 100 60	$ 82 01	170010923	09/19/02	09/24/02	25
600032	175030	FLEMING CSD - PLYMOUTH DI	60409593	11/22/02	27987	2% 10 Net 11	$ 7 151 30	$ 143 03	170014775	12/12/02	12/17/02	25
600432	175031	FLEMING CSD - PLYMOUTH DI	60330995	08/30/02	24258	2% 10 Net 11	$ 6 805 30	$ 136 11	170010923	09/19/02	09/24/02	25
600432	175031	FLEMING CSD - PLYMOUTH DI	60428212	12/23/02	29295	2% 10 Net 11	$ 6 845 10	$ 136 90	170016068		01/16/03	24
600032	175030	FLEMING CSD PLYMOUTH DI	60436745	01/08/03	29946	2% 10 Net 11	$ 2 311 20	$ 46 22	170016709	01/28/03	01/31/03	23

Cust #	Sold to #	Customer Name	Inv #	Invoice Date	P O. #	Terms	Inv Amt	U C D	Check #	Post Mark Date	Lockbox Date	Pmt Days
600432	175031	FLEMING CSD PLYMOUTH DI	60358145	09/23/02	25154	2% 10 Net 11	$ 7 323 26	$ 146 47	170011799		10/16/02	23
600032	175030	FLEMING CSD PLYMOUTH DI	60222579	05/16/02	19099	2% 10 Net 11	$ 4 242 90	$ 84 86	170005944	05/28/02	06/06/02	21
600032	101394	FLEMING CSD PLYMOUTH DI	60222578	05/16/02	19099	2% 10 Net 11	$ 8 508 90	$ 170 18	170005944	05/28/02	06/06/02	21
600032	175030	FLEMING CSD - PLYMOUTH DI	60436744	01/08/03	29911	2% 10 Net 11	$ 6 706 00	$ 134 12	170016601	01/24/03	01/28/03	20
600032	175030	FLEMING CSD - PLYMOUTH DI	60465350	02/19/03	31591	2% 10 Net 11	$ 3 970 30	$ 79 41	170019429	03/07/03	03/11/03	20
600032	101394	FLEMING CSD - PLYMOUTH DI	60161653	03/29/02	17563	2% 10 Net 11	$ 3 600 88	$ 72 02	170003779	04/12/02	04/18/02	20
600032	101394	FLEMING CSD - PLYMOUTH DI	60161654	03/29/02	17563	2% 10 Net 11	$ 592 80	$ 11 86	170003779	04/12/02	04/18/02	20
600032	175031	FLEMING CSD - PLYMOUTH DI	60465349	02/19/03	31591	2% 10 Net 11	$ 5 875 92	$ 117 52	170019429	03/07/03	03/11/03	20
600432	175031	FLEMING CSD - PLYMOUTH DI	60354902	09/19/02	25316	2% 10 Net 11	$ 3 815 98	$ 76 32	170011580		10/09/02	20
600432	175031	FLEMING CSD PLYMOUTH DI	60354903	09/19/02	25316	2% 10 Net 11	$ 939 96	$ 18 80	170011580		10/09/02	20
600032	175030	FLEMING CSD PLYMOUTH DI	60265706	06/27/02	21227	2% 10 Net 11	$ 5 472 20	$ 109 44	170007837	07/11/02	07/16/02	19
600032	175030	FLEMING CSD PLYMOUTH DI	60449324	01/24/03	30486	2% 10 Net 11	$ 5 499 35	$ 109 99	170017469	02/07/03	02/12/03	19
600032	101394	FLEMING CSD - PLYMOUTH DI	60265705	06/27/02	21227	2% 10 Net 11	$ 6 164 84	$ 123 30	170007837	07/11/02	07/16/02	19
600032	101394	FLEMING CSD - PLYMOUTH DI	60265707	06/27/02	21275	2% 10 Net 11	$ 2 690 92	$ 53 82	170007836	07/11/02	07/16/02	19
600032	101394	FLEMING CSD - PLYMOUTH DI	60265708	06/27/02	21275 A	2% 10 Net 11	$ 445 08	$ 8 90	170007836	07/11/02	07/16/02	19
600432	175031	FLEMING CSD PLYMOUTH DI	60321731	08/22/02	23937	2% 10 Net 11	$ 3 534 88	$ 70 70	170010414		09/10/02	19
600432	175031	FLEMING CSD PLYMOUTH DI	60321732	08/22/02	23937	2% 10 Net 11	$ 698 52	$ 13 97	170010414		09/10/02	19
600032	175030	FLEMING CSD PLYMOUTH DI	60374903	10/10/02	26070	2% 10 Net 11	$ 16 604 80	$ 332 10	170012434	10/24/02	10/28/02	18
600032	175030	FLEMING CSD - PLYMOUTH DI	60477549	03/07/03	32118	2% 10 Net 11	$ 5 497 60	$ 109 95	170019996	03/20/03	03/25/03	18
600032	101394	FLEMING CSD PLYMOUTH DI	60161651	03/29/02	17422	2% 10 Net 11	$ 7 276 18	$ 145 52	170003780	04/12/02	04/16/02	18
600032	101394	FLEMING CSD PLYMOUTH DI	60161652	03/29/02	440854	2% 10 Net 11	$ 2 718 90	$ 54 38	170003780	04/12/02	04/16/02	18
600032	175031	FLEMING CSD PLYMOUTH DI	60477548	03/07/03	32118	2% 10 Net 11	$ 7 761 86	$ 155 24	170019996	03/20/03	03/25/03	18
600432	175031	FLEMING CSD PLYMOUTH DI	60374971	10/10/02	26070	2% 10 Net 11	$ 6 002 94	$ 120 06	170012434	10/24/02	10/28/02	18
600032	175030	FLEMING CSD - PLYMOUTH DI	60459185	02/07/03	31048	2% 10 Net 11	$ 4 637 40	$ 92 75	61112788	02/21/03	02/24/03	17
600032	175031	FLEMING CSD - PLYMOUTH DI	60459184	02/07/03	31048	2% 10 Net 11	$ 6 934 90	$ 138 70	61112788	02/21/03	02/24/03	17
600032	101394	FLEMING CSD - PLYMOUTH DI	60017653	12/26/01	3896585	2% 10 Net 11	$ 1 944 25	$ 38 89	170002186	03/05/02	03/12/02	76
600032	101394	FLEMING CSD - PLYMOUTH DI	60030405	01/11/02	14297	2% 10 Net 11	$ 2 694 75	$ 53 90	170002186	03/05/02	03/12/02	60
600032	101394	FLEMING CSD - PLYMOUTH DI	60030406	01/11/02	14297	2% 10 Net 11	$ 8 108 84	$ 162 18	170002186	03/05/02	03/12/02	60
600032	101394	FLEMING CSD PLYMOUTH DI	60037243	01/18/02	15090	2% 10 Net 11	$ 2 989 68	$ 59 79	170000595	02/11/02	02/15/02	28
600032	101394	FLEMING CSD - PLYMOUTH DI	60037244	01/18/02	15090	2% 10 Net 11	$ 153 56	$ 3 57	170000595	02/11/02	02/15/02	28
600032	101394	FLEMING CSD PLYMOUTH DI	60013470	12/19/01	14016	2% 10 Net 11	$ 1 399 48	$ 31 09	293048	01/07/02	01/10/02	22
600032	101394	FLEMING CSD PLYMOUTH DI	60108267	02/21/02	16016	2% 10 Net 11	$ 6 131 14	$ 122 62	170002268	03/07/02	03/12/02	19
600032	101394	FLEMING CSD - PLYMOUTH DI	60108268	02/21/02	16016	2% 10 Net 11	$ 3 724 00	$ 74 48	170002268	03/07/02	03/12/02	19
600032	101394	FLEMING CSD PLYMOUTH DI	60053822	02/01/02	15155	2% 10 Net 11	$ 7 086 04	$ 141 72	170000653	02/12/02	02/19/02	18
600032	101394	FLEMING CSD - PLYMOUTH DI	60053823	02/01/02	15155	2% 10 Net 11	$ 3 028 80	$ 60 58	170000653	02/12/02	02/19/02	18
600032	101394	FLEMING CSD PLYMOUTH DI	60054933	02/01/02	15587	2% 10 Net 11	$ 3 534 56	$ 70 69	170000652	02/12/02	02/19/02	18
600032	101394	FLEMING CSD PLYMOUTH DI	60054934	02/01/02	15587	2% 10 Net 11	$ 811 92	$ 17 74	170000652	02/12/02	02/19/02	18
600032	101394	FLEMING CSD PLYMOUTH DI	60125986	03/05/02	16479	2% 10 Net 11	$ 3 138 18	$ 62 76	170002738	03/18/02	03/21/02	16
600032	101394	FLEMING CSD PLYMOUTH DI	60125987	03/05/02	16479	2% 10 Net 11	$ 352 20	$ 7 04	170002738	03/18/02	03/21/02	16
						Total		$ 5 335 16				
600358	103238	ADEL GROCERY CO INC	60308684	08/12/02	079396	2% 10 Net 11	$ 9 037 69	$ 180 75	124474	08/30/02	09/04/02	23
600358	103238	ADEL GROCERY CO INC	60372972	10/08/02	080367	2% 10 Net 11	$ 702 17	$ 14 04	125926		10/31/02	23
600358	103238	ADEL GROCERY CO INC	60178996	04/11/02	077244	2% 10 Net 11	$ 2 572 22	$ 51 44	121581	04/22/02	05/01/02	20
600358	103238	ADEL GROCERY CO INC	60413265	11/29/02	081210	2% 10 Net 11	$ 5 581 24	$ 111 62	127067	12/12/02	12/16/02	17
						Total		$ 357 85				
						Grand Total		**$ 41,266 42**				

Fleming Frozen Account 062700
Unearned Cash Discounts

Cust #	Sold to #	Customer Name	Inv. #	Date	Purchase Order	Terms	Inv Amt	U C D	Ck #	Post Mark Date	Lockbox Date	Pmt Days
845035	845035	FLEMING CO INC (	1004926	01/20/03	832232-HW	2% 30 NET 31	$ 20 174 23	$ 403 48	23553039		03/03/03	42
845035	845035	FLEMING CO INC (	1006045	01/22/03	832233-HW	2% 30 NET 31	$ 1 112 40	$ 22 25	23553039		03/03/03	40
62712	062712	FLEMING EWA BEACH	1004720	01/20/03	832229 HW	2% 30 NET 31	$ 3 849 99	$ 77 00	23553039		03/03/03	42
845035	845035	FLEMING CO INC (	1010114	02/03/03	867192-HW	2% 30 NET 31	$ 17 580 76	$ 351 62	23556872		03/10/03	35
62712	062712	FLEMING EWA BEACH	1009980	02/03/03	867189-HW	2% 30 NET 31	$ 2 704 28	$ 54 09	23558439		03/13/03	38
845035	845035	FLEMING CO INC (	1012656	02/11/03	884720-HW	2% 30 NET 31	$ 12 125 77	$ 242 52	23562480		03/18/03	35
62712	062712	FLEMING - EWA BEACH	1012579	02/11/03	884717 HW	2% 30 NET 31	$ 1 930 40	$ 38 61	23562480		03/18/03	35
62712	062712	FLEMING - EWA BEACH	1014075	02/17/03	012269 HW	2- 30 NET 31	$ 4 348 74	$ 86 97	23567894		03/20/03	31
845035	845035	FLEMING CO INC (	1014171	02/17/03	012272-HW	2- 30 NET 31	$ 13 616 71	$ 273 33	23572896		03/26/03	37
845035	845035	FLEMING CO INC (	1008996	01/29/03	849659-HW	2% 30 NET 31	$ 13 444 79	$ 268 90	25791798		03/04/03	34
62712	062712	FLEMING - EWA BEACH	1008900	01/29/03	849656 HW	2% 30 NET 31	$ 2 747 72	$ 54 95	25791798		03/04/03	34
						Total	$ 1 873 72					
62700	062724	FLEMING MASSILLON	1025007	03/20/03	378007-MA	2- 10 NET 11	$ 42 787 87	$ 869 43	23575704	03/31/03	03/31/03	11
62700	071030	FLEMING GATEWAY MINNEA	1025010	03/20/03	710220	2% 10 NET 11	$ 69 525 59	$ 1 390 51	23575705	03/31/03	03/31/03	11
62700	845246	FLEMING NORTHERN CA (	1022609	03/14/03	575244 SC	2% 10 NET 11	$ 217 20	$ 4 34	23572896	03/26/03	03/26/03	12
62700	174000	FLEMING-WARSAW-SCRIVNER	1024569	03/19/03	650648 WW	2% 10 NET 11	$ 5 729 00	$ 114 58	23575704	03/31/03	03/31/03	12
62700	845245	FLEMING - SALT LAKE (	1024575	03/19/03	495947 SL	2% 10 NET 11	$ 10 334 78	$ 206 72	23575704	03/31/03	03/31/03	12
62700	062734	FLEMING SALT LAKE CITY	1024574	03/19/03	495946 SL	2% 10 NET 11	$ 12 889 85	$ 257 80	23575704	03/31/03	03/31/03	12
62700	845246	FLEMING NORTHERN CA (	1024578	03/19/03	077909 SC	2% 10 NET 11	$ 13 204 64	$ 264 33	23575704	03/31/03	03/31/03	12
62700	062732	FLEMING NORTHEN CA	1024577	03/19/03	077908-SC	2% 10 NET 11	$ 36 087 65	$ 721 75	23575704	03/31/03	03/31/03	12
62700	062724	FLEMING MASSILLON	1024571	03/19/03	378005-MA	2% 10 NET 11	$ 43 511 42	$ 883 93	23575704	03/31/03	03/31/03	12
62700	062724	FLEMING MASSILLON	1024570	03/19/03	378003-MA	2% 10 NET 11	$ 45 211 30	$ 917 93	23575704	03/31/03	03/31/03	12
62700	062724	FLEMING - MASSILLON	1024576	03/19/03	401245 MA	2- 10 NET 11	$ 54 602 56	$ 1 104 84	23575705	03/31/03	03/31/03	12
62700	132540	FLEMING - NASHVILLE DIV	1020629	03/07/03	441752-NA	2% 10 NET 11	$ 53 662 04	$ 1 073 24	23567895	03/19/03	03/20/03	13
62700	845033	FLEMING GARLAND (	1022484	03/13/03	372696-GA	2% 10 NET 11	$ 11 554 40	$ 231 09	23572896	03/26/03	03/26/03	13
62700	062710	FLEMING GENEVA	1022482	03/13/03	559420 GE	2% 10 NET 11	$ 19 965 76	$ 406 22	23572896	03/26/03	03/26/03	13
62700	062711	FLEMING - GARLAND	1022483	03/13/03	372695 GA	2% 10 NET 11	$ 51 558 22	$ 1 031 16	23572897	03/26/03	03/26/03	13
62700	062734	FLEMING - SALT LAKE CITY	1020098	03/06/03	410830 SL	2% 10 NET 11	$ 1 439 46	$ 28 79	23567894	02/19/03	03/20/03	14
62700	062734	FLEMING - SALT LAKE CITY	1020099	03/06/03	410831 SL	2% 10 NET 11	$ 10 918 40	$ 218 37	23567894	02/19/03	03/20/03	14
62700	845246	FLEMING NORTHERN CA (	1020103	03/06/03	872131 SC	2- 10 NET 11	$ 12 674 56	$ 253 67	23567894	02/19/03	03/20/03	14
62700	845245	FLEMING SALT LAKE (	1020100	03/06/03	410832-SL	2- 10 NET 11	$ 13 081 81	$ 261 64	23567894	02/19/03	03/20/03	14
62700	062718	FLEMING KANSAS CITY	1020101	03/06/03	767395 KC	2% 10 NET 11	$ 16 623 19	$ 332 46	23567894	02/19/03	03/20/03	14
62700	062732	FLEMING NORTHEN CA	1020102	03/06/03	872130 SC	2% 10 NET 11	$ 46 060 81	$ 921 22	23567894	02/19/03	03/20/03	14
24006	024006	FLEMING ALTOONA DIVISION	1015932	02/21/03	1430028910	2% 10 NET 11	$ 16 065 15	$ 322 55	904073193	03/03/03	03/07/03	14
62700	017828	FLEMING - KANSAS CITY	1020097	03/06/03	762579 KC	2% 10 NET 11	$ 4 305 84	$ 86 12	23568013	03/19/03	03/20/03	14
62700	011270	fLEMING LAFAYETTE	1022151	03/12/03	741135 LF	2% 10 NET 11	$ 24 098 78	$ 481 98	23572896	03/26/03	03/26/03	14
62700	071030	FLEMING GATEWAY MINNEA	1022152	03/12/03	707219	2% 10 NET 11	$ 73 097 67	$ 1 461 95	23572897	03/26/03	03/26/03	14
62700	071030	FLEMING GATEWAY MINNEA	1017828	02/27/03	703752	2% 10 NET 11	$ 66 447 60	$ 1 328 95	23559744	03/10/03	03/14/03	15
62700	071040	FLEMING SUPERIOR	1020096	03/06/03	704367	2- 10 NET 11	$ 34 296 89	$ 685 94	23565564	03/17/03	03/21/03	15
62700	062724	FLEMING - MASSILLON	1021682	03/11/03	331313-MA	2% 10 NET 11	$ 57 873 69	$ 1 170 08	23572896	03/26/03	03/26/03	15
62700	132540	FLEMING - NASHVILLE DIV	1017534	02/26/03	369901-NA	2% 10 NET 11	$ 58 218 78	$ 1 164 38	23559744	03/10/03	03/14/03	16
62700	845033	FLEMING GARLAND (	1018694	03/03/03	273862 GA	2% 10 NET 11	$ 10 467 55	$ 209 35	23564296	03/14/03	03/19/03	16
62700	062710	FLEMING - GENEVA	1018697	03/03/03	512473 GE	2% 10 NET 11	$ 18 353 79	$ 373 81	23564296	03/14/03	03/19/03	16
62700	071040	FLEMING-SUPERIOR	1018687	03/03/03	702619	2% 10 NET 11	$ 51 095 10	$ 1 021 90	23564296	03/14/03	03/19/03	16
62700	062711	FLEMING - GARLAND	1018693	03/03/03	273861-GA	2% 10 NET 11	$ 66 072 21	$ 1 321 44	23564296	03/14/03	03/19/03	16
62700	062734	FLEMING SALT LAKE CITY	1019391	03/05/03	227084 SL	2% 10 NET 11	$ 17 88	$ 0 36	23565564	03/17/03	03/21/03	16

Cust #	Sold to #	Customer Name	Inv #	Date	Purchase Order	Terms	Inv Amt.	UCD	Ck #	Post Mark Date	Lockbox Date	Pmt Days
62700	071020	FLEMING LA CROSSE	1019392	03/05/03	977939	2% 10 NET 11	$ 2 601 00	$ 52 02	23565564	03/17/03	03/21/03	16
62700	011270	fLEMING LAFAYETTE	1019649	03/05/03	689667-LF	2% 10 NET 11	$ 13 425 56	$ 268 51	23565564	03/17/03	03/21/03	16
62700	174000	FLEMING WARSAW SCRIVNER	1019650	03/05/03	565729 WW	2% 10 NET 11	$ 13 512 37	$ 270 25	23565564	03/17/03	03/21/03	16
62700	132500	FLEMING MEMPHIS	1019651	03/05/03	827056 ME	2% 10 NET 11	$ 36 613 92	$ 732 28	23565564	03/17/03	03/21/03	16
62700	071030	FLEMING - GATEWAY MINNEA	1014072	02/17/03	999842	2% 10 NET 11	$ 59 712 18	$ 1 194 24	25791121		03/05/03	16
62700	071030	FLEMING GATEWAY MINNEA	1015945	02/21/03	701226	2% 10 NET 11	$ 50 764 09	$ 1 015 28	31118300	03/03/03	03/10/03	17
62700	062710	FLEMING GENEVA	1015946	02/21/03	459506-GE	2% 10 NET 11	$ 17 770 72	$ 362 25	23557575	03/05/03	03/10/03	17
62700	062727	FLEMING PHOENIX	1016509	02/24/03	408956-PX	2% 10 NET 11	$ 981 20	$ 19 62	23558439	03/07/03	03/13/03	17
62700	845244	FLEMING PHOENIX (	1016510	02/24/03	408957-PX	2% 10 NET 11	$ 2 105 82	$ 42 12	23558439	03/07/03	03/13/03	17
62700	062727	FLEMING - PHOENIX	1016507	02/24/03	408954 PX	2% 10 NET 11	$ 14 746 49	$ 294 93	23558439	03/07/03	03/13/03	17
62700	845244	FLEMING PHOENIX (	1016508	02/24/03	408955-PX	2% 10 NET 11	$ 17 572 38	$ 351 45	23558439	03/07/03	03/13/03	17
62700	062724	FLEMING MASSILLON	1016499	02/24/03	213689-MA	2% 10 NET 11	$ 46 785 70	$ 948 42	23558439	03/07/03	03/13/03	17
62700	062724	FLEMING - MASSILLON	1016500	02/24/03	221578-MA	2% 10 NET 11	$ 54 469 26	$ 1 101 83	23558439	03/07/03	03/13/03	17
62700	062720	FLEMING - LINCOLN	1019213	03/04/03	609323 LI	2% 10 NET 11	$ 30 303 07	$ 606 06	23565564	03/17/03	03/21/03	17
62700	062723	FLEMING - TULSA	1019210	03/04/03	762768 TU	2% 10 NET 11	$ 35 391 60	$ 707 83	23565564	03/17/03	03/21/03	17
62700	132500	FLEMING MEMPHIS	1019211	03/04/03	827055 ME	2% 10 NET 11	$ 35 435 92	$ 708 72	23565564	03/17/03	03/21/03	17
62700	017929	FLEMING MEMPHIS	1016511	02/24/03	53593	2% 10 NET 11	$ 1 533 12	$ 30 19	23558439		03/13/03	17
62700	174000	FLEMING-WARSAW SCRIVNER	1013289	02/13/03	441345-WW	2% 10 NET 11	$ 16 452 01	$ 329 04	25790036	02/25/03	03/03/03	18
62700	062723	FLEMING - TULSA	1013723	02/14/03	644843-TU	2% 10 NET 11	$ 43 541 51	$ 870 83	25791798	02/28/03	03/04/03	18
62700	132540	FLEMING - NASHVILLE DIV	1015512	02/20/03	348324-NA	2% 10 NET 11	$ 70 456 64	$ 1 409 13	23556872	03/05/03	03/10/03	18
62700	062723	FLEMING - TULSA	1016505	02/24/03	703760 TU	2% 10 NET 11	$ 61 222 23	$ 1 224 44	23559744	03/10/03	03/14/03	18
62700	071030	FLEMING - GATEWAY MINNEA	1018215	02/28/03	705344	2% 10 NET 11	$ 65 527 16	$ 1 310 54	23562480	03/13/03	03/18/03	18
62700	017919	FLEMING GENEVA	1018692	03/03/03	494859-GE	2% 10 NET 11	$ 2 584 10	$ 51 68	23566028	03/17/03	03/21/03	18
62700	062722	FLEMING LUBBOCK	1018700	03/03/03	451326-LU	2% 10 NET 11	$ 7 001 34	$ 140 03	23565564	03/17/03	03/21/03	18
62700	845034	FLEMING LUBBOCK (	1018689	03/03/03	410693-LU	2% 10 NET 11	$ 7 303 96	$ 146 08	23565564	03/17/03	03/21/03	18
62700	062722	FLEMING - LUBBOCK	1018690	03/03/03	410694 LU	2% 10 NET 11	$ 7 996 68	$ 159 93	23565564	03/17/03	03/21/03	18
62700	845034	FLEMING LUBBOCK (	1018699	03/03/03	451325-LU	2% 10 NET 11	$ 12 436 84	$ 248 85	23565564	03/17/03	03/21/03	18
62700	071030	FLEMING - GATEWAY MINNEA	1020104	03/06/03	706080	2% 10 NET 11	$ 38 350 56	$ 767 01	23565565	03/17/03	03/24/03	18
62700	062722	FLEMING - LUBBOCK	1012970	02/12/03	309426-LU	2% 10 NET 11	$ 11 309 75	$ 226 20	23553039	02/24/03	03/03/03	19
62700	845033	FLEMING GARLAND (	1013291	02/13/03	102749 GA	2% 10 NET 11	$ 21 401 24	$ 428 97	25790556	02/26/03	03/04/03	19
62700	062711	FLEMING - GARLAND	1013290	02/13/03	102748 GA	2% 10 NET 11	$ 43 033 96	$ 860 68	25790556	02/26/03	03/04/03	19
62700	062734	FLEMING SALT LAKE CITY	1015014	02/19/03	343646-SL	2% 10 NET 11	$ 1 480 60	$ 29 61	23555069	03/03/03	03/10/03	19
62700	017828	FLEMING - KANSAS CITY	1015010	02/19/03	700949-KC	2% 10 NET 11	$ 4 722 80	$ 94 46	25792673	03/03/03	03/10/03	19
62700	845245	FLEMING - SALT LAKE (	1015016	02/19/03	343648 SL	2% 10 NET 11	$ 6 038 17	$ 120 80	23555069	03/03/03	03/10/03	19
62700	062723	FLEMING - TULSA	1015008	02/19/03	568399 TU	2% 10 NET 11	$ 7 812 24	$ 156 24	23555069	03/03/03	03/10/03	19
62700	845246	FLEMING - NORTHERN CA (	1015018	02/19/03	767388 SC	2% 10 NET 11	$ 9 971 87	$ 199 75	23555069	03/03/03	03/10/03	19
62700	062734	FLEMING SALT LAKE CITY	1015015	02/19/03	343647 SL	2% 10 NET 11	$ 15 743 50	$ 314 87	23555069	03/03/03	03/10/03	19
62700	062718	FLEMING KANSAS CITY	1015013	02/19/03	720173-KC	2% 10 NET 11	$ 28 522 94	$ 570 46	23555069	03/03/03	03/10/03	19
62700	062732	FLEMING NORTHEN CA	1015017	02/19/03	767387-SC	2% 10 NET 11	$ 45 108 63	$ 902 17	31118300	03/03/03	03/10/03	19
62700	062720	FLEMING - LINCOLN	1015012	02/19/03	530725 LI	2% 10 NET 11	$ 53 666 97	$ 1 073 34	23555070	03/03/03	03/10/03	19
62700	062718	FLEMING - KANSAS CITY	1017535	02/26/03	743827-KC	2% 10 NET 11	$ 19 921 70	$ 398 43	23559743	03/10/03	03/17/03	19
62700	071020	FLEMING LA CROSSE	1017536	02/26/03	702961	2% 10 NET 11	$ 45 156 07	$ 911 72	23559743	03/10/03	03/17/03	19
62700	071030	FLEMING - GATEWAY MINNEA	1017537	02/26/03	703751	2% 10 NET 11	$ 56 723 68	$ 1 134 47	23559743	03/10/03	03/17/03	19
62700	845246	FLEMING NORTHERN CA (	1017830	02/27/03	811232 SC	2% 10 NET 11	$ 12 664 64	$ 253 45	23562480	03/13/03	03/18/03	19
62700	062706	FLEMING FRESNO	1017826	02/27/03	216381-FS	2% 10 NET 11	$ 14 314 95	$ 286 30	23562480	03/13/03	03/18/03	19
62700	062732	FLEMING NORTHEN CA	1017829	02/27/03	811231-SC	2% 10 NET 11	$ 39 501 01	$ 790 02	23562480	03/13/03	03/18/03	19
62700	132500	FLEMING - MEMPHIS	1017827	02/27/03	802768-ME	2% 10 NET 11	$ 41 079 52	$ 821 59	23562480	03/13/03	03/18/03	19
62700	071020	FLEMING- LA CROSSE	1020632	03/07/03	705670	2% 10 NET 11	$ 43 143 11	$ 869 17	23572896	03/26/03	03/26/03	19
62700	062720	FLEMING - LINCOLN	1012577	02/11/03	500420-LI	2% 10 NET 11	$ 20 937 26	$ 418 75	23553039	02/24/03	03/03/03	20
62700	062724	FLEMING - MASSILLON	1012578	02/11/03	166529-MA	2% 10 NET 11	$ 61 797 00	$ 1 247 46	23553039	02/24/03	03/03/03	20
62700	062711	FLEMING - GARLAND	1012576	02/11/03	092329 GA	2% 10 NET 11	$ 5 940 80	$ 118 82	25790036	02/25/03	03/03/03	20
62700	845033	FLEMING GARLAND (	1014410	02/18/03	174423-GA	2% 10 NET 11	$ 13 925 50	$ 279 06	23555069	03/03/03	03/10/03	20
62700	845033	FLEMING GARLAND (	1014400	02/18/03	153979-GA	2% 10 NET 11	$ 19 917 99	$ 398 36	23555069	03/03/03	03/10/03	20

Cust #	Sold to #	Customer Name	Inv. #	Date	Purchase Order	Terms	Inv Amt	UCD	Ck #	Post Mark Date	Lockbox Date	Pmt Days
62700	132500	FLEMING MEMPHIS	1014402	02/18/03	768707 ME	2% 10 NET 11	$ 21 450 20	$ 429 00	23555069	03/03/03	03/10/03	20
62700	062706	FLEMING FRESNO	1014403	02/18/03	179285-FS	2% 10 NET 11	$ 24 522 51	$ 490 45	23555069	03/03/03	03/10/03	20
62700	071020	FLEMING- LA CROSSE	1014406	02/18/03	700606	2% 10 NET 11	$ 29 139 02	$ 586 93	23555069	03/03/03	03/10/03	20
62700	174000	FLEMING-WARSAW SCRIVNER	1014405	02/18/03	485458-WW	2% 10 NET 11	$ 32 281 71	$ 645 63	23555069	03/03/03	03/10/03	20
62700	071040	FLEMING-SUPERIOR	1014401	02/18/03	700318	2% 10 NET 11	$ 45 412 68	$ 908 25	31118300	03/03/03	03/10/03	20
62700	062711	FLEMING GARLAND	1014399	02/18/03	153964 GA	2% 10 NET 11	$ 47 745 98	$ 955 41	31118300	03/03/03	03/10/03	20
62700	062711	FLEMING GARLAND	1014409	02/18/03	174422 GA	2% 10 NET 11	$ 50 017 02	$ 1 000 34	31118300	03/03/03	03/10/03	20
62700	062732	FLEMING NORTHEN CA	1014408	02/18/03	749910-SC	2% 10 NET 11	$ 53 297 88	$ 1 065 98	31118300	03/03/03	03/10/03	20
62700	062724	FLEMING MASSILLON	1014407	02/18/03	205799-MA	2% 10 NET 11	$ 55 109 72	$ 1 114 44	23555070	03/03/03	03/10/03	20
62700	062724	FLEMING MASSILLON	1017063	02/25/03	237326-MA	2% 10 NET 11	$ 36 470 42	$ 742 07	23559743	03/10/03	03/17/03	20
62700	132500	FLEMING - MEMPHIS	1019212	03/04/03	827057 ME	2% 10 NET 11	$ 43 538 63	$ 870 77	23565565	03/17/03	03/24/03	20
62700	071020	FLEMING LA CROSSE	1013293	02/13/03	999658	2% 10 NET 11	$ 64 662 12	$ 1 301 74	25791121		03/05/03	20
62700	062732	FLEMING - NORTHEN CA	1012068	02/10/03	644748-SC	2% 10 NET 11	$ 5 149 80	$ 103 00	23553039	02/24/03	03/03/03	21
62700	071030	FLEMING GATEWAY MINNEA	1012074	02/10/03	998802	2% 10 NET 11	$ 6 475 35	$ 129 51	23553039	02/24/03	03/03/03	21
62700	062722	FLEMING - LUBBOCK	1012069	02/10/03	302680 LU	2% 10 NET 11	$ 9 052 19	$ 181 04	23553039	02/24/03	03/03/03	21
62700	845034	FLEMING LUBBOCK (	1012070	02/10/03	309425 LU	2% 10 NET 11	$ 12 196 95	$ 243 99	23553039	02/24/03	03/03/03	21
62700	845246	FLEMING NORTHERN CA (	1012076	02/10/03	688633-SC	2% 10 NET 11	$ 16 547 73	$ 330 95	23553039	02/24/03	03/03/03	21
62700	062723	FLEMING TULSA	1012071	02/10/03	586287-TU	2% 10 NET 11	$ 18 833 80	$ 376 68	23553039	02/24/03	03/03/03	21
62700	071040	FLEMING-SUPERIOR	1012066	02/10/03	997017	2% 10 NET 11	$ 21 878 32	$ 437 57	23553039	02/24/03	03/03/03	21
62700	071040	FLEMING-SUPERIOR	1012073	02/10/03	998681	2% 10 NET 11	$ 26 844 21	$ 536 88	23553039	02/24/03	03/03/03	21
62700	062706	FLEMING FRESNO	1012072	02/10/03	141825 FS	2% 10 NET 11	$ 29 741 05	$ 594 82	23553039	02/24/03	03/03/03	21
62700	062732	FLEMING - NORTHEN CA	1012075	02/10/03	688627 SC	2% 10 NET 11	$ 39 981 90	$ 799 64	23553039	02/24/03	03/03/03	21
62700	017844	FLEMING SUPERIOR	1014069	02/17/03	998635	2% 10 NET 11	$ 2 824 68	$ 56 49	25792673	03/03/03	03/10/03	21
62700	017770	FLEMING-SALT LAKE CITY	1014070	02/17/03	285146-SL	2% 10 NET 11	$ 3 524 80	$ 70 50	23555069	03/03/03	03/10/03	21
62700	845246	FLEMING - NORTHERN CA (	1014074	02/17/03	749911-SC	2% 10 NET 11	$ 7 957 59	$ 159 48	23555069	03/03/03	03/10/03	21
62700	062722	FLEMING - LUBBOCK	1014073	02/17/03	376978 LU	2% 10 NET 11	$ 33 819 93	$ 676 40	23555069	03/03/03	03/10/03	21
62700	011270	fLEMING -LAFAYETTE	1014071	02/17/03	632537-LF	2% 10 NET 11	$ 33 885 01	$ 677 70	23555069	03/03/03	03/10/03	21
62700	062722	FLEMING - LUBBOCK	1016495	02/24/03	376976-LU	2% 10 NET 11	$ 480 00	$ 9 60	23559743	03/10/03	03/17/03	21
62700	062722	FLEMING - LUBBOCK	1016501	02/24/03	403910 LU	2% 10 NET 11	$ 1 523 96	$ 30 48	23559743	03/10/03	03/17/03	21
62700	017769	FLEMING - TULSA	1016504	02/24/03	705280 TU	2% 10 NET 11	$ 3 274 20	$ 65 48	23559743	03/10/03	03/17/03	21
62700	845034	FLEMING LUBBOCK (	1016496	02/24/03	376977-LU	2% 10 NET 11	$ 3 915 45	$ 78 31	23559743	03/10/03	03/17/03	21
62700	062722	FLEMING LUBBOCK	1016503	02/24/03	403912-LU	2% 10 NET 11	$ 7 253 36	$ 145 07	23559743	03/10/03	03/17/03	21
62700	845034	FLEMING LUBBOCK (	1016502	02/24/03	403911 LU	2% 10 NET 11	$ 15 621 32	$ 312 82	23559743	03/10/03	03/17/03	21
62700	132540	FLEMING - NASHVILLE DIV	1016494	02/24/03	348323 NA	2% 10 NET 11	$ 35 559 24	$ 711 18	23559743	03/10/03	03/17/03	21
62700	132540	FLEMING NASHVILLE DIV	1016493	02/24/03	348322 NA	2% 10 NET 11	$ 38 435 89	$ 768 72	23559743	03/10/03	03/17/03	21
62700	132500	FLEMING MEMPHIS	1018698	03/03/03	827054 ME	2% 10 NET 11	$ 41 878 86	$ 837 58	23565565	03/17/03	03/24/03	21
62700	062723	FLEMING - TULSA	1018696	03/03/03	762769-TU	2% 10 NET 11	$ 43 171 83	$ 863 44	23565565	03/17/03	03/24/03	21
62700	024007	FLEMING MARSHFIELD	1014404	02/18/03	51 0021180	2% 10 NET 11	$ 13 100 10	$ 262 00	904073921		03/11/03	21
62700	024007	FLEMING MARSHFIELD	1012575	02/11/03	51 0020530	2% 10 NET 11	$ 13 363 95	$ 267 28	904073921		03/11/03	28
63970	063970	FOOD 4 LESS	1007328	01/27/03	22830	2% 10 NET 11	$ 34 246 93	$ 704 07	6016		03/07/03	39
62700	062707	FLEMING-DROP SHIPMENTS	1002117	01/13/03	65790	2% 10 NET 11	$ 32 572 80	$ 651 46	23558439	03/07/03	03/13/03	59
62700	062707	FLEMING-DROP SHIPMENTS	1002118	01/13/03	65791	2% 10 NET 11	$ 32 572 80	$ 651 46	23558439	03/07/03	03/13/03	59
62700	024007	FLEMING MARSHFIELD	998637	01/02/03	51-0014210	2% 10 NET 11	$ 10 906 05	$ 218 12	904073921		03/11/03	68
62700	174000	FLEMING-WARSAW-SCRIVNER	957987	08/27/02	778805-WW	2% 10 NET 11	$ 214 56	$ 4 29	23553039	02/24/03	03/03/03	188
							Total	**$ 71 458 56**				
							Grand Total	**$ 73,332 28**				

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
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HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
103994-3000	1430030490	2/21/2003	60470889	2/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FOODS (FLEMING)
3000 7TH AVE
ALTOONA PA 16602

BILL TO
GATEWAY FOODS OF ALTOONA
3000 7TH AVE
ALTOONA PA 16602-1906

Direct Inquiries to
Credit
Department
412-442-6296

Order#
306421

Ship # 25483150
Carrier CUSTOMER PICK-UP
Ship Date 2/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 2/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60470889 600432

Remit To
HEINZ NORTH AMERICA
PO BOX 371605
PITTSBURGH PA 15251

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
18	18	CA	13000-79800		79800	12	12 OZ BROWN GRAVY	16 44	16 44	295 92			
							PICK-UP ALLOWANCE					2 94CR	292 98
20	20	CA	13000-00105		00105	20	24 OZ KETCHUP(PET)	25 30	25 30	506 00			
							PICK-UP ALLOWANCE					7 25CR	498 75
15	15	CA	13000-00124		00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	355 80			
							PICK-UP ALLOWANCE					4 01CR	351 79
3	3	CA	13000-00113		00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	44 28			
							PICK-UP ALLOWANCE					54CR	43 74
4	4	CA	13000-00752		00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	38 88			
							PICK-UP ALLOWANCE					88CR	38 00
7	7	CA	13000-00755		00852	12	PINTS WHITE VINEGAR	7 56	7 56	52 92			
							PICK-UP ALLOWANCE					1 54CR	51 38
6	6	CA	13000-00285		00285	12	5OZ WORCESTSHIRE SAUCE	8 16	8 16	48 96			
							PICK-UP ALLOWANCE					52CR	48 44

Pickup Allowance on Applicable Items 1 621 lbs @ 1 09 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
73	73	1,632 750 lbs	47 690	INVOICE TOTALS	1,342 76	17 68CR 1 325 08
				Total discount of 2 0 % on $	1 342 76	26 86
				Amount due if paid by	3/08/2003	1 298 22
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	3/08/2003	1 325 08

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

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Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
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HNA Customer No	Customer P O. Number	P O Date	Invoice Number	Invoice Date
175056-5249	1430030490	2/21/2003	60470890	2/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FOODS (FLEMING)
3000 7TH AVE
ALTOONA PA 16602

BILL TO
GATEWAY FOODS OF ALTOONA
3000 7TH AVE
ALTOONA PA 16602-1906

Direct Inquiries to
Credit
Department
412-442-6296

Order#
306650

Ship # 25483000
Carrier CUSTOMER PICK-UP
Ship Date 2/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 2/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60470890 600432

Remit To
HEINZ NORTH AMERICA
PO BOX 371605
PITTSBURGH PA 15251

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
5	5	CA	13000-51370	51370	6	#10 KETCHUP POUCH	20 90	20 90	104 50			
						PICK-UP ALLOWANCE					2 53CR	101 97
8	8	CA	13000-51290	51290	6	#10TIN KETCHUP	21 40	21 40	171 20			
						PICK-UP ALLOWANCE					4 19CR	167 01
188	188	CA	13000-98010	98010	500	S S 9GR KETCHUP	11 05	11 05	2 077 40			
						PICK-UP ALLOWANCE					24 59CR	2 052 81
10	10	CA	13000-53140	53140	500	S S 12GR 500PK MAYONNAISE	21 55	21 55	215 50			
						PICK-UP ALLOWANCE					1 53CR	213 97
6	6	CA	13000-69260	69260	6	#10TIN DELUXE SWEET RELISH	24 85	24 85	149 10			
						PICK-UP ALLOWANCE					3 17CR	145 93
139	139	CA	13000-53180	53180	200	S S 9GR 200PK SWEET RELISH	7 75	7 75	1,077 25			
						PICK-UP ALLOWANCE					6 82CR	1 070 43

Pickup Allowance on Applicable Items 3 928 lbs @ 1 09 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE				
356	356	3,929 000 lbs	143 550	INVOICE TOTALS	3 794 95	42 83CR	3 752 12
				Total discount of 2 0 % on $	3 794 95		75 90
				Amount due if paid by	3/08/2003		3 676 22
				Amount due after	3/08/2003		3 752 12

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
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HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
105326-6288	765278	2/19/2003	60476314	3/06/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING COMPANIES INC
91-315 HANUA ST
EWA BEACH HI 96707

BILL TO
FLEMING COMPANIES INC
91-315 HANUA ST
ACCOUNTS PAYABLE
EWA BEACH HI 96707-1799

Direct Inquiries to
Credit
Department
412-442-6296

Order#
303976

Ship # 303976
Carrier CUSTOMER PICK-UP
Ship Date 3/06/2003
Warehouse TRACY DC(ORD)
Dlvry Date 2/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60476314 600432

Remit To
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
100	100	CA	13000-98630		98630	500	20675258035759 SS BK KETCHUP	18 73	18 73	1 873 00			
							PICK-UP ALLOWANCE					210 15CR	1,662 85
150	150	CA	13000-51140		51140	1	20675258004168 VLPK BK KETCHUP	10 01	10 01	1 501 50			
							PICK-UP ALLOWANCE					264 15CR	1,237 35

Pickup Allowance on Applicable Items 8,080 lbs @ 5 87 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY Order	TOTAL QUANTITY Ship	TOTAL WEIGHT	TOTAL CUBE			
250	250	8 080 000 lbs	201 000	INVOICE TOTALS	3,374 50	474 30CR 2 900 20
				Total discount of 2 0 % on $	3,374 50	67 49
				Amount due if paid by	3/16/2003	2 832 71
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	3/16/2003	2,900 20

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
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HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
105326-6288	770635	2/21/2003	60476315	3/06/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING COMPANIES INC
91-315 HANUA ST
EWA BEACH HI 96707

BILL TO
FLEMING COMPANIES INC
91-315 HANUA ST
ACCOUNTS PAYABLE
EWA BEACH HI 96707-1799

Direct Inquiries to
Credit
Department
412-442-6296

Order#
306461

Ship # 303976
Carrier CUSTOMER PICK-UP
Ship Date 3/06/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/03/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60476315 600432

Remit To
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
150	150	CA	13000-98630		98630	500	20675258035759 SS BK KETCHUP	18 73	18 73	2,809 50			
							PICK-UP ALLOWANCE					315 22CR	2 494 28
150	150	CA	13000-51140		51140	1	20675258004168 VLPK BK KETCHUP	10 01	10 01	1 501 50			
							PICK-UP ALLOWANCE					264 15CR	1 237 35
20	20	CA	13000-52140		52140	12	BURGER KING CHILI BASE	21 90	21 90	438 00			
							PICK-UP ALLOWANCE					42 26CR	395 74

Pickup Allowance on Applicable Items 10 590 lbs @ 5 87 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
320	320	10,590 000 lbs	278 100	INVOICE TOTALS	4,749 00	621 63CR	4 127 37
				Total discount of 2 0 % on $	4 749 00		94 98
				Amount due if paid by	3/16/2003		4 032 39
				Amount due after	3/16/2003		4 127 37

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
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HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
105326-6288	773382	2/28/2003	60476316	3/06/2003

Payment Terms 2% 30 Net 31

SHIP TO
FLEMING COMPANIES INC
91-315 HANUA ST
EWA BEACH HI 96707

BILL TO
FLEMING COMPANIES INC
91-315 HANUA ST
ACCOUNTS PAYABLE
EWA BEACH HI 96707-1799

Direct Inquiries to
Credit
Department
412-442-6296

Order#
312425

Ship # 303976
Carrier CUSTOMER PICK-UP
Ship Date 3/06/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/10/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60476316 600432

Remit To
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
100	100	CA	13000-51140		51140	1	20675258004168 VLPK BK KETCHUP	10 01	10 01	1 001 00			
							PICK-UP ALLOWANCE					176 10CR	824 90
80	80	CA	13000-52140		52140	12	BURGER KING CHILI BASE	21 90	21 90	1 752 00			
							PICK-UP ALLOWANCE					169 06CR	1,582 94
100	100	CA	13000-98630		98630	500	20675258035759 SS BK KETCHUP	18 73	18 73	1,873 00			
							PICK-UP ALLOWANCE					210 15CR	1,662 85

Pickup Allowance on Applicable Items 9 460 lbs @ 5 87 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
280	280	9,460 000 lbs	237 400	INVOICE TOTALS	4,626 00	555 31CR 4 070 69
				Total discount of 2 0 % on $	4,626 00	92 52
				Amount due if paid by	4/05/2003	3,978 17
				Amount due after	4/05/2003	4 070 69

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
100655-0957	069807-HW	3/04/2003	60479206	3/11/2003

Payment Terms 2% 30 Net 31

SHIP TO
FLEMING COMPANIES, INC
91-315 HANUA ST
EWA BEACH HI 96707

BILL TO
FLEMING COMPANIES, INC
91-315 HANUA ST
ACCOUNTS PAYABLE
EWA BEACH HI 96707-1799

Direct Inquiries to
Credit
Department
412-442-6296

Order#
315770

Ship # 315770
Carrier SEALAND
Ship Date 3/10/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/11/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60479206 600432

Remit To
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
60	60	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	1,518 00			1,518 00
22	22	CA	13000-00113	00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	324 72			324 72
44	44	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1 043 68			1 043 68
21	21	CA	13000-00288	00288	12	8 OZ HORSERADISH SAUCE	11 16	11 16	234 36			234 36
16	16	CA	13000-00631	00631	12	10 OZ HOT DOG RELISH	13 20	13 20	211 20			211 20
16	16	CA	13000-00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	242 88			242 88
85	85	CA	13000-00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	826 20			826 20
85	85	CA	13000-00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	642 60			642 60
60	60	CA	13000-00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	576 00			576 00
56	56	CA	13000-00762	00762	6	VNGR 6 CIDER PLSTC GALLON	16 44	16 44	920 64			920 64
120	120	CA	13000-00765	00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	1,404 00			1,404 00
55	55	CA	13000-00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	884 40			884 40
17	17	CA	13000-45160	45160	24	16 OZ VEGETARIAN BEANS	14 88	14 88	252 96			252 96
18	18	CA	13000-79820	79820	12	12 OZ CHICKEN GRAVY	16 44	16 44	295 92			295 92
18	18	CA	13000-79830	79830	12	12 OZ MUSHROOM GRAVY	16 44	16 44	295 92			295 92
14	14	CA	41129-07742	07742	12	12-26 CLASSICO SPICY RED PEPPE	24 96	24 96	349 44			349 44
14	14	CA	41129-07790	07790	12	12-26 CLASSICO S BASIL MARINAR	24 96	24 96	349 44			349 44
32	0	CA	47496-48085	48085	12	YOSH 17OZ ORGINAL GOURMET SCE						
40	40	CA	00258-10950	10950	12	EQUAL 50 PACKETS X 12	20 64	20 64	825 60			825 60

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE		
793	761	19 871 750 lbs	594 028		
				INVOICE TOTALS	11,197 96
				Total discount of 2 0 % on $	11 197 96
				Amount due if paid by	4/10/2003
				Amount due after	4/10/2003

	11 197 96
	223 96
	10 974 00
	11 197 96

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
175030-1885	32482	3/06/2003	60482051	3/14/2003

Payment Terms Net 30

SHIP TO
FLEMING - PLYMOUTH
1035 NATHAN LN
MINNEAPOLIS MN 55441

BILL TO
FLEMING CSD - PLYMOUTH DIV
1035 NATHAN LN N
ATTN ACCOUNTS PAYABLE
MINNEAPOLIS MN 55441-5081

Direct Inquiries to
Credit
Department
412-442-6296

Order#
318393

Ship # 318393
Carrier M R F P Inc
Ship Date 3/14/2003
Warehouse QUALITY CHEF-HUBBARD
Dlvry Date 3/17/2003
Dlvry Trms FOB/Prepaid Cust Expense

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60482051 600032

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
8	8	CA	32414-63606	63606	6	QCF 6/8# CALIF MEDLEY	48 06	48 06	384 48			
						FREIGHT CHARGE					45 18	429 66
16	16	CA	32414-61406	61406	6	QCF 6/8# CHEDDR POTATO SOUP	56 55	56 55	904 80			
						FREIGHT CHARGE					90 36	995 16
8	8	CA	32414-63406	63406	6	QCF 6/8# CHIX N DUMPLNG	50 76	50 76	406 08			
						FREIGHT CHARGE					45 18	451 26
16	16	CA	32414-60806	60806	6	QCF 6/8# CHIXN NOODLE	38 22	38 22	611 52			
						FREIGHT CHARGE					90 36	701 88
8	8	CA	32414-60406	60406	6	QCF 6/8# CRM CHIX/WLD RICE	45 93	45 93	367 44			
						FREIGHT CHARGE					45 18	412 62
12	12	CA	32414-67604	67604	4	QCF 4/8# GOULASH SOUP	31 14	31 14	373 68			
						FREIGHT CHARGE					44 31	417 99
16	16	CA	32414-49006	49006	6	QCF 6/8# HRTY VEGTBLS BEEF	52 12	52 12	833 92			
						FREIGHT CHARGE					90 36	924 28
8	8	CA	32414-20906	20906	6	QCF 6/8# CHIXN POT PIE FILLING	68 38	68 38	547 04			
						FREIGHT CHARGE					45 18	592 22
8	8	CA	32414-52606	52606	6	QCF 6/6# SLOPPY JOE FILLING	54 37	54 37	434 96			
						FREIGHT CHARGE					35 62	470 58
8	8	CA	32414-68506	68506	6	QCF 6/8# TOMTO BSL RAVIOLTTI	55 70	55 70	445 60			
						FREIGHT CHARGE					45 18	490 78
8	8	CA	32414-62106	62106	6	QCF 6/8# WSCONSIN CHEESE	44 35	44 35	354 80			
						FREIGHT CHARGE					45 18	399 98

Freight Charge on Applicable Items 5 728 lbs @ 10 86 CWT = 622 09

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE				
116	116	5 728 000 lbs	181 360	INVOICE TOTALS	5 664 32	622 09	6 286 41
				Amount due			6,286 41
				Amount due			6 286 41

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
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HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
103999-5259	709058	3/12/2003	60484118	3/18/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FDS, INC
1637 SAINT JAMES ST
LA CROSSE WI 54603

BILL TO
FLEMING COMPANIES INC
P O BOX 26680
OKLAHOMA CITY OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
323686

Ship #
Carrier OVERNITE TRANSPORTATION
Ship Date 3/17/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/18/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60484118 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
20	20	CA	13000-00287	00287	12	8 OZ TARTAR SAUCE	10 63	9 04	212 60			
						OFF-INVOICE 14271-298	1 59CR			31 80CR		180 80
10	10	CA	13000-00288	00288	12	8 OZ HORSERADISH SAUCE	10 63	9 04	106 30			
						OFF-INVOICE 14271-299	1 59CR			15 90CR		90 40
5	5	CA	13000-00273	00273	12	10 OZ TRADITIONAL STEAK SAUCE	20 97	17 82	104 85			
						OFF-INVOICE 14271-300	3 15CR			15 75CR		89 10
15	12	CA	13000-00352	00352	12	10 OZ NACHO SLICED JALAPENOS	8 19	8 19	98 28			98 28
60	60	CA	13000-00175	00175	12	12 OZ WINE VINEGAR	15 45	13 13	927 00			
						OFF-INVOICE 14271-301	2 32CR			139 20CR		787 80
15	15	CA	13000-00177	00177	12	12 OZ TARRAGON VINEGAR	15 45	13 13	231 75			
						OFF-INVOICE 14271-303	2 32CR			34 80CR		196 95
15	15	CA	13000-00153	00153	12	14 OZ NO SALT KETCHUP	10 30	8 75	154 50			
						OFF-INVOICE 14271-297	1 55CR			23 25CR		131 25
10	10	CA	13000-00631	00631	12	10 OZ HOT DOG RELISH	9 20	9 20	92 00			92 00
24	24	CA	13000-00101	00101	12	ORGANIC KETCHUP	12 15	10 33	291 60			
						OFF-INVOICE 14271-296	1 82CR			43 68CR		247 92
1	1	CA	71850-12518	12518	24	24-8 MBT 1 5 SF INST BEEF BROT	21 60	19 44	21 60			
						OFF-INVOICE 7223-035	2 16CR			2 16CR		19 44
5	5	CA	71850-12528	12528	24	24-8 MBT 1 5 SF INST CHKN BROT	21 60	19 44	108 00			
						OFF-INVOICE 7223-047	2 16CR			10 80CR		97 20
27	27	CA	13000-00179	00179	12	12 OZ MALT VINEGAR	15 45	13 13	417 15			
						OFF-INVOICE 14271-305	2 32CR			62 64CR		354 51

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
207	204	3,128 950 lbs	83 230	INVOICE TOTALS	2,765 63	379 98CR	2,385 65
				Total discount of 2 0 % on $ 2 765 63			55 31
				Amount due if paid by 3/28/2003			2,330 34
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after 3/28/2003			2 385 65

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Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
175388-1150	179-0013860	3/12/2003	60484282	3/18/2003

Payment Terms 2% 10 Net 11

SHIP TO
THE FLEMING COMPANY - ADEL DIV
115 MAPLE STREET
ADEL GA 31620

BILL TO
FLEMING COMPANy - ADEL DIV
PO BOX 510
115 MAPLE STREET
ADEL GA 31620

Direct Inquiries to
Credit
Department
412-442-6296

Order#
323531

Ship #
Carrier ROADWAY EXPRESS, INC
Ship Date 3/18/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/21/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60484282 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
6	6	CA	13000	65760	65760	6	#10TIN HAMB SLICES	20 52	20 52	123 12			123 12
339	339	CA	13000	98010	98010	500	S S 9GR KETCHUP	11 95	11 95	4 051 05			4,051 05
12	12	CA	13000	98320	98320	200	S S 9GR KETCHUP	5 13	5 13	61 56			61 56
35	35	CA	13000	53050	53050	500	S S 1/5OZ 500PK MILD MUSTARD	8 42	8 42	294 70			294 70
13	13	CA	13000	53060	53060	200	S S 1/5OZ 200PK MILD MUSTARD	4 05	4 05	52 65			52 65
138	138	CA	13000	53180	53180	200	S S 9GR 200PK SWEET RELISH	8 37	8 37	1 155 06			1 155 06

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
543	543	5 318 000 lbs	214 800		5,738 14	5,738 14
				Total discount of 2 0 % on $	5,738 14	114 76
				Amount due if paid by	3/28/2003	5 623 38
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	3/28/2003	5,738 14

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
107109-9554	707807	3/10/2003	60484864	3/18/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING-SUPERIOR
1 GATEWAY CENTER
SUPERIOR WI 54880

BILL TO
FLEMING COMPANIES
P O BOX 26680
P O BOX 26680
OKLAHOMA CITY OK 73126-6680

Direct Inquiries to
Credit
Department
412-442-6296

Order#
320537

Ship #
Carrier SCHWEINFURTH TRANSPO IOWA CITY
Ship Date 3/18/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/19/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60484864 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack		Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
25	25	CA	13000-98320		98320	200	S S	9GR KETCHUP	4 70	4 70	117 50			117 50

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
25	25	106 250 lbs	4 750		117 50	117 50
				Total discount of 2 0 % on $	117 50	2 35
				Amount due if paid by	3/28/2003	115 15
				Amount due after	3/28/2003	117 50

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
100619-0941	364331-FS	3/17/2003	60486231	3/20/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING FRESNO DIV
HIGHWAY 99 & ORANGE ST
FRESNO CA 93725

BILL TO
FLEMING COMPANIES, INC
P O BOX 24730
P O BOX 24730
OKLAHOMA CITY OK 73124

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327457

Ship # 327457
Carrier USF BESTWAY
Ship Date 3/20/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60486231 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
18	18	CA	41258-21525		22819	8	8-7 45 SOUP STARTER BEEF STEW	17 52	17 52	315 36			315 36
28	28	CA	41129-07782		07782	12	12-26 CLASSICO ROASTED GARLIC	24 96	24 96	698 88			698 88
51	51	CA	41129-07763		07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	1 272 96			1,272 96
30	30	CA	41129-07712		07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	748 80			748 80

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
127	127	2,877 100 lbs	57 095		3 036 00	3,036 00
				Total discount of 2 0 % on $	3 036 00	60 72
				Amount due if paid by	3/30/2003	2,975 28
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	3/30/2003	3 036 00

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104294-5764	34764-WK	3/14/2003	60487388	3/21/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING MILWAUKEE/HUB CITY DIV
1200 W SUNSET DR
WAUKESHA WI 53186

BILL TO
FLEMING COMPANIES INC
1200 W SUNSET DR
WAUKESHA WI 53186-6597

Direct Inquiries to
Credit
Department
412-442-6296

Order#
325038

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/19/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/19/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487388
600432

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	Case UPC / MFR	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
16	16	CA	13000-00961	00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	336 00			
						PICK-UP ALLOWANCE					3 57CR	332 43
80	80	CA	13000-00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	1 214 40			
						PICK-UP ALLOWANCE					17 36CR	1,197 04
84	84	CA	13000-00605	00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	1 921 92			
						PICK-UP ALLOWANCE					28 12CR	1,893 80
50	50	CA	13000-06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	1,492 00			
						PICK-UP ALLOWANCE					24 49CR	1,467 51
100	100	CA	13000-00138	00138	12	46 OZ KETCHUP	29 06	29 06	2 906 00			
						PICK-UP ALLOWANCE					47 12CR	2 858 88
44	44	CA	13000-00112	00112	12	12 OZ CHILI SAUCE	14 76	14 76	649 44			
						PICK-UP ALLOWANCE					9 00CR	640 44
32	32	CA	13000-79860	79860	12	18 OZ CHICKEN GRAVY	18 96	18 96	606 72			
						PICK-UP ALLOWANCE					8 73CR	597 99
64	64	CA	13000-79770	79770	12	18 OZ BROWN GRAVY	18 96	18 96	1 213 44			
						PICK-UP ALLOWANCE					17 46CR	1 195 98
126	126	CA	13000-79820	79820	12	12 OZ CHICKEN GRAVY	16 44	16 44	2,071 44			
						PICK-UP ALLOWANCE					23 44CR	2,048 00
54	54	CA	13000-79830	79830	12	12 OZ MUSHROOM GRAVY	16 44	16 44	887 76			
						PICK-UP ALLOWANCE					10 04CR	877 72
126	126	CA	13000-79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	2 071 44			
						PICK-UP ALLOWANCE					23 44CR	2 048 00
126	126	CA	13000-79850	79850	12	12 OZ AU JUS GRAVY	16 44	16 44	2,071 44			
						PICK-UP ALLOWANCE					23 44CR	2 048 00
						(CONTINUED ON NEXT PAGE)						

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104294-5764	34764-WK	3/14/2003	60487388	3/21/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING MILWAUKEE/HUB CITY DIV
1200 W SUNSET DR
WAUKESHA WI 53186

BILL TO
FLEMING COMPANIES INC
1200 W SUNSET DR
WAUKESHA WI 53186-6597

Direct Inquiries to
Credit
Department
412-442-6296

Order#
325038

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/19/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/19/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487388 600432

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
54	54	CA	13000-	79910	79910	12	12 OZ TURKEY GRAVY	16 44	16 44	887 76			
							PICK-UP ALLOWANCE					10 04CR	877 72
32	32	CA	13000-	79840	79840	12	18 OZ TURKEY GRAVY	18 96	18 96	606 72			
							PICK-UP ALLOWANCE					8 73CR	597 99
252	252	CA	13000-	79890	79890	12	12 OZ PORK GRAVY	16 44	16 44	4 142 88			
							PICK-UP ALLOWANCE					46 87CR	4,096 01
36	0	CA	13000-	79620	79620	12	12 OZ FAT FREE BROWN GRAVY						
							PICK-UP ALLOWANCE					6 70CR	6 70CR
36	36	CA	13000-	79630	79630	12	12 OZ FAT FREE TURKEY GRAVY	16 44	16 44	591 84			
							PICK-UP ALLOWANCE					6 70CR	585 14
36	36	CA	13000-	79710	79710	12	12 OZ FAT FREE CHICKEN GRAVY	16 44	16 44	591 84			
							PICK-UP ALLOWANCE					6 70CR	585 14
68	68	CA	13000-	52130	52130	12	15 5OZ CLASSIC SLOPPY JOE SAUC	9 24	9 24	628 32			
							PICK-UP ALLOWANCE					11 38CR	616 94
24	24	CA	13000-	00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	305 28			
							PICK-UP ALLOWANCE					5 06CR	300 22
18	18	CA	13000-	00286	00286	12	18 OZ WORCESTERSHIRE SAUCE	15 12	15 12	272 16			
							PICK-UP ALLOWANCE					5 30CR	266 86
56	56	CA	13000-	00264	00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	1 915 20			
							PICK-UP ALLOWANCE					10 07CR	1,905 13
32	32	CA	41129-	07711	07711	12	12-14 CLASSICO TOMATO & BASIL	15 96	15 96	510 72			
							PICK-UP ALLOWANCE					7 14CR	503 58
42	42	CA	41129-	07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	1,048 32			
							PICK-UP ALLOWANCE					16 14CR	1,032 18
							(CONTINUED ON NEXT PAGE)						

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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 3

SHIP TO
FLEMING MILWAUKEE/HUB CITY DIV
1200 W SUNSET DR
WAUKESHA WI 53186

BILL TO
FLEMING COMPANIES INC
1200 W SUNSET DR
WAUKESHA WI 53186-6597

Direct Inquiries to
Credit Department
412-442-6296

Order#
325038

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104294-5764	34764-WK	3/14/2003	60487388	3/21/2003

Payment Terms 2% 10 Net 11

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/19/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/19/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487388 600432

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
28	28	CA	41129-07722		07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	698 88			
							PICK-UP ALLOWANCE					10 76CR	688 12
28	28	CA	41129-07762		07762	12	12-26 CLASSICO FOUR CHEESE	24 96	24 96	698 88			
							PICK-UP ALLOWANCE					10 76CR	688 12
14	14	CA	41129-07702		07702	12	12-26 CLASSICO ITAL SAUS PEP&O	24 96	24 96	349 44			
							PICK-UP ALLOWANCE					5 38CR	344 06
24	24	CA	13000-00765		00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	280 80			
							PICK-UP ALLOWANCE					8 33CR	272 47
17	17	CA	13000-00755		00852	12	PINTS WHITE VINEGAR	7 56	7 56	128 52			
							PICK-UP ALLOWANCE					4 27CR	124 25
44	44	CA	13000-00854		00854	12	QUARTS WHITE VINEGAR	12 00	12 00	528 00			
							PICK-UP ALLOWANCE					20 73CR	507 27
36	36	CA	13000-00756		00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	345 60			
							PICK-UP ALLOWANCE					12 50CR	333 10
56	56	CA	13000-00754		00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	692 16			
							PICK-UP ALLOWANCE					38 19CR	653 97
15	15	CA	00258-94267		94267	8	EQUAL 4OZ X 8 SPOONFUL JAR	21 68	21 68	325 20			
							PICK-UP ALLOWANCE					69CR	324 51
20	20	CA	00258-10931		10931	12	EQUAL 100 PACKETS X 12 FTD	36 24	36 24	724 80			
							PICK-UP ALLOWANCE					1 07CR	723 73
14	14	CA	53351-50916		50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	322 56			
							PICK-UP ALLOWANCE					54CR	322 02
20	20	CA	00258-99481		99481	12	NUTRA SWEEET 100 PACKETS X 12	18 36	18 36	367 20			
							PICK-UP ALLOWANCE					1 07CR	366 13

(CONTINUED ON NEXT PAGE)

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
104294-5764	34764-WK	3/14/2003	60487388	3/21/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING MILWAUKEE/HUB CITY DIV
1200 W SUNSET DR
WAUKESHA WI 53186

BILL TO
FLEMING COMPANIES INC
1200 W SUNSET DR
WAUKESHA WI 53186-6597

Direct Inquiries to
Credit
Department
412-442-6296

Order#
325038

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/19/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/19/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487388 600432

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
40	40	CA	41258	75120	75120	12	12-3 75 WYLERS CHKN GRAN NO MS	22 44	22 44	897 60			
							PICK-UP ALLOWANCE					3 59CR	894 01
16	16	CA	41258	75125	75125	12	12-45 WYLERS CHICKEN CUBES	30 84	30 84	493 44			
							PICK-UP ALLOWANCE					2 38CR	491 06
20	20	CA	41258	75119	75119	12	12-3 75 WYLERS BEEF GRANULES	22 44	22 44	448 80			
							PICK-UP ALLOWANCE					1 79CR	447 01
40	40	CA	41258	75117	75117	12	12-25 WYLERS BEEF CUBES	19 32	19 32	772 80			
							PICK-UP ALLOWANCE					3 72CR	769 08
66	66	CA	74235	28451	28451	24	24-2PK MRS GRASS 2 5 CHKN NOOD	21 36	21 36	1 409 76			
							PICK-UP ALLOWANCE					9 08CR	1,400 68
15	0	CA	74235	29320	29320	48	48-1 35 MRS GRS ONION DIP FOIL						
							PICK-UP ALLOWANCE					1 08CR	1 08CR
34	34	CA	74235	27400	27400	12	12-2PK MRS GRASS 2 5 HS CHK ND	11 02	11 02	374 68			
							PICK-UP ALLOWANCE					2 74CR	371 94
36	36	CA	41258	21523	21523	8	8-6 25 SP STARTER CHICK NOODLE	17 52	17 52	630 72			
							PICK-UP ALLOWANCE					1 72CR	629 00
36	36	CA	41258	21525	21525	8	8-7 45 SOUP STARTER BEEF STEW	17 52	17 52	630 72			
							PICK-UP ALLOWANCE					1 49CR	629 23
36	36	CA	41258	21524	21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	630 72			
							PICK-UP ALLOWANCE					1 99CR	628 73
72	72	CA	41258	21528	21528	8	8-7 06 SP STRTR CHEDDR BROCOLI	17 52	17 52	1,261 44			
							PICK-UP ALLOWANCE					3 47CR	1 257 97
3	3	CA	13000	00113	00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	44 28			
							PICK-UP ALLOWANCE					61CR	43 67
							(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 5

SHIP TO
FLEMING MILWAUKEE/HUB CITY DIV
1200 W SUNSET DR
WAUKESHA WI 53186

BILL TO
FLEMING COMPANIES INC
1200 W SUNSET DR
WAUKESHA WI 53186-6597

HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
104294-5764	34764-WK	3/14/2003	60487388	3/21/2003

Payment Terms 2% 10 Net 11

Direct Inquiries to
Credit
Department
412-442-6296

Order#
325038

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/19/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/19/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487388 600432

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
3	3	CA	13000-00520		00520	6	46 OZ GENUINE DILLS	15 30	15 30	45 90			
							PICK-UP ALLOWANCE					1 00CR	44 90

Pickup Allowance on Applicable Items 42 417 lbs @ 1 24 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
2321	2270	41,795 820 lbs	1,147 788		42 045 94	525 99CR	41,519 95
				Total discount of 2 0 % on $	42 045 94		840 92
				Amount due if paid by	3/31/2003		40 679 03
				Amount due after	3/31/2003		41,519 95

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P O Number	P.O. Date	Invoice Number	Invoice Date
100655-0957	101848-HW	3/18/2003	60487533	3/21/2003

Payment Terms 2% 30 Net 31

SHIP TO.
FLEMING COMPANIES, INC
91-315 HANUA ST
EWA BEACH HI 96707

BILL TO
FLEMING COMPANIES, INC
91-315 HANUA ST
ACCOUNTS PAYABLE
EWA BEACH HI 96707-1799

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327790

Ship # 327790
Carrier SEALAND
Ship Date 3/21/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/25/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487533
600432

Remit To·
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Casmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
9	9	CA	13000-00103	00103	6	50 5OZ KETCHUP TWIN PACK	30 44	25 44	273 96			
						OFF-INVOICE 03000 14785-059	5 00CR			45 00CR		228 96
60	60	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	1 518 00			1,518 00
22	22	CA	13000-00112	00112	12	12 OZ CHILI SAUCE	14 76	14 76	324 72			324 72
22	22	CA	13000-00113	00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	324 72			324 72
11	11	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	260 92			260 92
60	60	CA	13000-00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	1,372 80			1,372 80
21	21	CA	13000-00288	00288	12	8 OZ HORSERADISH SAUCE	11 16	11 16	234 36			234 36
50	50	CA	13000-00618	00616	12	12 7 OZ SQEEZE SWEET RELISH	14 52	14 52	726 00			726 00
120	120	CA	13000-00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	1,152 00			1,152 00
120	120	CA	13000-00765	00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	1,404 00			1,404 00
55	55	CA	13000-00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	884 40			884 40
55	55	CA	13000-00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	660 00			660 00
16	16	CA	13000-00961	00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	336 00			336 00
18	18	CA	13000-79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	295 92			295 92
28	28	CA	41129-07700	07700	12	12-26 CLASSICO FR RSTD TOM-GAR	24 96	24 96	698 88			698 88
42	42	CA	41129-07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	1,048 32			1,048 32
28	28	CA	41129-07722	07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	698 88			698 88
14	14	CA	41129-07742	07742	12	12-26 CLASSICO SPICY RED PEPPE	24 96	24 96	349 44			349 44
14	14	CA	41129-07790	07790	12	12-26 CLASSICO S BASIL MARINAR	24 96	24 96	349 44			349 44
40	40	CA	00258-10931	10931	12	EQUAL 100 PACKETS X 12 FTD	36 24	36 24	1,449 60			1,449 60
20	20	CA	00258-10950	10950	12	EQUAL 50 PACKETS X 12	20 64	20 64	412 80			412 80
14	14	CA	53351-50916	50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	322 56			322 56

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
839	839	21,735 550 lbs	631 152		15,097 72	45 00CR	15,052 72
				Total discount of 2 0 % on $ 15 097 72			301 95
				Amount due if paid by 4/20/2003			14,750 77
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after 4/20/2003			15,052 72

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P O. Number	P.O. Date	Invoice Number	Invoice Date
107528-0155	101849-HW	3/18/2003	60487534	3/21/2003

Payment Terms 2% 30 Net 31

SHIP TO
FLEMING INC - HAWAII
91 - 315 HANUA STREET
MILITARY DEPT
KAPOLEI HI 96707

BILL TO
FLEMING INC - HAWAII
91 - 315 HANUA STREET
MILITARY DEPT
KAPOLEI HI 96707

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327791

Ship # 327790
Carrier SEALAND
Ship Date 3/21/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/25/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487534
600432

Remit To
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
10	10	CA	13000-00175	00175	12	12 OZ WINE VINEGAR	17 88	17 88	178 80			178 80
10	10	CA	13000-00185	00185	12	12 OZ IMPORTED BALSAMIC VGR	28 44	28 44	284 40			284 40
28	28	CA	13000-00264	00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	957 60			957 60
24	24	CA	13000-00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	305 28			305 28
80	80	CA	13000-00548	00548	12	24 OZ KOSHER DILL SPEARS	18 96	18 96	1,516 80			1,516 80
8	8	CA	13000-00578	00578	12	32 OZ HAMBURGER DILL SLICES	20 64	20 64	165 12			165 12
13	13	CA	13000-00579	00579	12	16 OZ HAMBURGER DILL CHIPS	14 16	14 16	184 08			184 08
13	13	CA	13000-00597	00597	12	16 OZ SWEET GHERKINS	22 44	22 44	291 72			291 72
256	256	CA	13000-00629	00629	12	10 OZ SWEET RELISH	13 20	13 20	3,379 20			3 379 20
28	28	CA	13000-00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	346 08			346 08
98	98	CA	13000-00762	00762	6	VNGR 6 CIDER PLSTC GALLON	16 44	16 44	1 611 12			1,611 12
16	16	CA	13000-00964	00964	12	JD 16OZ SIZZLIN SMOKEHOUSE	21 00	21 00	336 00			336 00
50	50	CA	13000-06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	1,492 00			1,492 00
14	14	CA	41129-07702	07702	12	12-26 CLASSICO ITAL SAUS PEP&O	24 96	24 96	349 44			349 44
15	15	CA	41129-07763	07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	374 40			374 40
14	14	CA	41129-07769	07769	12	12-16 CLASSICO S-D TOM ALFREDO	24 96	24 96	349 44			349 44
14	14	CA	41129-07782	07782	12	12-26 CLASSICO ROASTED GARLIC	24 96	24 96	349 44			349 44
14	14	CA	41129-07790	07790	12	12-26 CLASSICO S BASIL MARINAR	24 96	24 96	349 44			349 44
9	9	CA	41258-21523	21523	8	8-6 25 SP STARTER CHICK NOODLE	17 52	17 52	157 68			157 68
9	9	CA	41258-21524	21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	157 68			157 68
9	9	CA	41258-21528	21528	8	8-7 06 SP STRTR CHEDDR BROCOLI	17 52	17 52	157 68			157 68
10	10	CA	41258-75115	75115	12	12-25 WYLERS CHICKEN CUBES	19 32	19 32	193 20			193 20
13	13	CA	41258-75117	75117	12	12-25 WYLERS BEEF CUBES	19 32	19 32	251 16			251 16
10	10	CA	41258-75120	75120	12	12-3 75 WYLERS CHKN GRAN NO MS	22 44	22 44	224 40			224 40

(CONTINUED ON NEXT PAGE)

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

SHIP TO.
FLEMING INC - HAWAII
91 - 315 HANUA STREET
MILITARY DEPT
KAPOLEI HI 96707

BILL TO
FLEMING INC - HAWAII
91 - 315 HANUA STREET
MILITARY DEPT
KAPOLEI HI 96707

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327791

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
107528-0155	101849-HW	3/18/2003	60487534	3/21/2003

Payment Terms 2% 30 Net 31

Ship # 327790
Carrier SEALAND
Ship Date 3/21/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/25/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60487534
600432

Remit To
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Consmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
9	9	CA	41258-75156	75156	12	12-2 62 WYLERS SF CHKN BOUILLO	23 52	23 52	211 68			211 68
10	10	CA	41258-75192	75192	12	12-3 75 WYLERS CH-GAR-HERB SHA	22 44	22 44	224 40			224 40
80	80	CA	47496-48085	48085	12	YOSH 17OZ ORGINAL GOURMET SCE	25 08	25 08	2,006 40			2,006 40
84	84	CA	00258-10940	10940	1	EQUAL 500 PACKETS X 1	12 75	12 75	1,071 00			1,071 00
36	36	CA	00258-20131	20131	12	EQUAL 100 TABLETS X 12	20 64	20 64	743 04			743 04
48	48	CA	00258-99482	99482	6	NUTRA SWEET 200 PACKETS X 6	16 32	16 32	783 36			783 36

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE		
1032	1032	21,574 230 lbs	612 197		
				INVOICE TOTALS	19,002 04
				Total discount of 2 0 % on $ 19,002 04	380 04
				Amount due if paid by 4/20/2003	18,622 00
				Amount due after 4/20/2003	19,002 04

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

SHIP TO
FLEMING KENTUCY DIVISION
1055 SALT RIVER ROAD
LEITCHFIELD KY 42754

BILL TO
FLEMING COMPANY
PO BOX 4609
LEITHFIELD KY 42755

Direct Inquiries to
Credit
Department
412-442-6296

Order#
331164

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
175389-1055	175-0007000	3/20/2003	60488305	3/24/2003

Payment Terms 2% 10 Net 11

Ship #	
Carrier	OVERNITE TRANSPORTATION
Ship Date	3/24/2003
Warehouse	FREMONT FACTORY(ORD)
Dlvry Date	3/26/2003
Dlvry Trms	Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60488305 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack		Description	Last Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
5	5	CA	00258	27553	27553	1		EQUAL 2000'S	26 34	26 34	131 70			131 70
10	10	CA	13000	98480	98480		S S	9GR 1000PK HEINZ KETCHUP	22 60	22 60	226 00			226 00
104	104	CA	13000	98010	98010	500	S S	9GR KETCHUP	12 72	12 72	1,322 88			1 322 88
175	175	CA	13000	98320	98320	200	S S	9GR KETCHUP	5 46	5 46	955 50			955 50
23	23	CA	13000	53140	53140	500	S S	12GR 500PK MAYONNAISE	24 78	24 78	569 94			569 94
24	24	CA	13000	53050	53050	500	S S	1/5OZ 500PK MILD MUSTARD	8 97	8 97	215 28			215 28
14	14	CA	13000	53180	53180	200	S S	9GR 200PK SWEET RELISH	8 91	8 91	124 74			124 74

175 000700

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
355	355	2,809 950 lbs	117 650		3,546 04	3,546 04
				Total discount of 2 0 % on $	3,546 04	70 92
				Amount due if paid by	4/03/2003	3,475 12
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/03/2003	3 546 04

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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
105326-6288	821191	3/13/2003	60488999	3/24/2003

Payment Terms 2% 30 Net 31

SHIP TO
FLEMING COMPANIES INC
91-315 HANUA ST
EWA BEACH HI 96707

BILL TO·
FLEMING COMPANIES INC
91-315 HANUA ST
ACCOUNTS PAYABLE
EWA BEACH HI 96707-1799

Direct Inquiries to
Credit
Department
412-442-6296

Order#
324039

Ship # 324039
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms FOB Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60488999
600432

Remit To
HEINZ NORTH AMERICA
DEPT LA 21111
PASADENA CA 91185-1111

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
200	200	CA	13000-98630		98630	500	20675258035759 SS BK KETCHUP	16 74	16 74	3,348 00			3,348 00
200	200	CA	13000-51140		51140	1	20675258004168 VLPK BK KETCHUP	8 63	8 63	1,726 00			1 726 00
30	30	CA	13000-65250		65250	1	20675258000672 VLPK BK MUSTARD	6 54	6 54	196 20			196 20
60	60	CA	13000-52140		52140	12	BURGER KING CHILI BASE	19 90	19 90	1,194 00			1 194 00

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE		
490	490	16,085 000 lbs	413 600	INVOICE TOTALS	6 464 20
				Total discount of 2 0 % on $ 6,464 20	129 28
				Amount due if paid by 4/23/2003	6,334 92
				Amount due after 4/23/2003	6,464 20

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P O. Date	Invoice Number	Invoice Date
100553-0906	450652-GA	3/17/2003	60489000	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING CO
2600 MCCREE RD
GARLAND TX 75040

BILL TO
FLEMING/GARLAND DIVISION
P O BOX 469012
ACCOUNTS PAYABLE
GARLAND TX 75046-9012

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327702

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489000
600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
120	120	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	3,036 00			
						PICK-UP ALLOWANCE					35 11CR	3,000 89
55	55	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1 304 60			
						PICK-UP ALLOWANCE					11 86CR	1 292 74
72	72	CA	13000-00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	1 647 36			
						PICK-UP ALLOWANCE					19 01CR	1,628 35
40	40	CA	13000-00175	00175	12	12 OZ WINE VINEGAR	17 88	17 88	715 20			
						PICK-UP ALLOWANCE					6 34CR	708 86
37	37	CA	13000-00277	00269	12	HNZ 12/5OZ 57 SAUCE	23 04	23 04	852 48			
						PICK-UP ALLOWANCE					3 58CR	848 90
16	16	CA	13000-00470	00470	12	EZSQRT 19OZ STELLAR BLUE KET	15 60	15 60	249 60			
						PICK-UP ALLOWANCE					2 71CR	246 89
64	64	CA	13000-00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	971 52			
						PICK-UP ALLOWANCE					9 86CR	961 66
51	51	CA	13000-00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	495 72			
						PICK-UP ALLOWANCE					9 09CR	486 63
21	21	CA	13000-00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	259 56			
						PICK-UP ALLOWANCE					10 16CR	249 40
24	24	CA	13000-00765	00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	280 80			
						PICK-UP ALLOWANCE					5 91CR	274 89
11	11	CA	13000-00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	176 88			
						PICK-UP ALLOWANCE					3 68CR	173 20
32	32	CA	13000-00961	00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	672 00			
						PICK-UP ALLOWANCE					5 07CR	666 93
						(CONTINUED ON NEXT PAGE)						

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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P O Number	P.O Date	Invoice Number	Invoice Date
100553-0906	450652-GA	3/17/2003	60489000	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING CO
2600 MCCREE RD
GARLAND TX 75040

BILL TO
FLEMING/GARLAND DIVISION
P O BOX 469012
ACCOUNTS PAYABLE
GARLAND TX 75046-9012

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327702

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489000 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Consmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
32	32	CA	13000-00964	00964	12	JD 16OZ SIZZLIN SMOKEHOUSE	21 00	21 00	672 00			
						PICK-UP ALLOWANCE					5 00CR	667 00
16	16	CA	13000-00965	00965	12	JD 16OZ TENN HICKORY MESQUITE	21 00	21 00	336 00			
						PICK-UP ALLOWANCE					2 46CR	333 54
40	40	CA	13000-06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	1,193 60			
						PICK-UP ALLOWANCE					13 90CR	1,179 70
20	20	CA	13000-52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	885 60			
						PICK-UP ALLOWANCE					3 04CR	882 56
54	54	CA	13000-79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	887 76			
						PICK-UP ALLOWANCE					7 13CR	880 63
12	12	CA	41129-07785	07785	12	12-26 CLASSICO PORTABELLO MUSH	24 96	24 96	299 52			
						PICK-UP ALLOWANCE					3 27CR	296 25
18	18	CA	41258-21526	21526	8	8-5 83 SP STARTER CHKN&WLD RIC	17 52	17 52	315 36			
						PICK-UP ALLOWANCE					55CR	314 81
28	28	CA	53351-50916	50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	645 12			
						PICK-UP ALLOWANCE					76CR	644 36
36	36	CA	00258-10932	10931	18	EQUAL 100 PACKETS X 18 FTD	53 82	53 82	1 937 52			
						PICK-UP ALLOWANCE					2 06CR	1,935 46
24	24	CA	00258-10935	10935	12	EQUAL 200 PACKETS X 12 FTD	64 80	64 80	1,555 20			
						PICK-UP ALLOWANCE					1 69CR	1,553 51
60	60	CA	00258-10950	10950	12	EQUAL 50 PACKETS X 12	20 64	20 64	1 238 40			
						PICK-UP ALLOWANCE					1 32CR	1 237 08

Pickup Allowance on Applicable Items 18,584 lbs @ 88 CWT

(CONTINUED ON NEXT PAGE)

ACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection including attorney fees**

ıbject to the Terms and Conditions of Sale and Guaranty
inted on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earl e t date ha ch

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 3

HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
100553-0906	450652-GA	3/17/2003	60489000	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING CO
2600 MCCREE RD
GARLAND TX 75040

BILL TO
FLEMING/GARLAND DIVISION
P O BOX 469012
ACCOUNTS PAYABLE
GARLAND TX 75046-9012

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327702

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489000 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
						THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED						

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE				
883	883	18,646 510 lbs	620 082	INVOICE TOTALS	20,627 80	163 56CR	20,464 24
				Total discount of 2 0 % on $	20,627 80		412 56
				Amount due if paid by	4/03/2003		20,051 68
				Amount due after	4/03/2003		20 464 24

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P O. Number	P O Date	Invoice Number	Invoice Date
107624-0285	450659-GA	3/17/2003	60489001	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING INC - GARLAND PSC
2600 MCCREE ROAD
MILITARY DEPT
GARLAND TX 75041

BILL TO
CTP/GARLAND DIVISION/DSD
P O BOX 268964
FLEMING COMPANIES INC
OAKLAHOMA CITY OK 73126-8964

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327703

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489001 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
70	70	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	1,771 00			
						PICK-UP ALLOWANCE					20 48CR	1,750 52
72	72	CA	13000-00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	1,647 36			
						PICK-UP ALLOWANCE					19 01CR	1,628 35
20	20	CA	13000-00177	00177	12	12 OZ TARRAGON VINEGAR	17 88	17 88	357 60			
						PICK-UP ALLOWANCE					3 17CR	354 43
20	20	CA	13000-00179	00179	12	12 OZ MALT VINEGAR	17 88	17 88	357 60			
						PICK-UP ALLOWANCE					3 17CR	354 43
36	36	CA	13000-00273	00273	12	10 OZ TRADITIONAL STEAK SAUCE	21 36	21 36	768 96			
						PICK-UP ALLOWANCE					4 75CR	764 21
48	48	CA	13000-00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	610 56			
						PICK-UP ALLOWANCE					7 18CR	603 38
39	39	CA	13000-00520	00520	6	46 OZ GENUINE DILLS	15 30	15 30	596 70			
						PICK-UP ALLOWANCE					9 27CR	587 43
39	39	CA	13000-00539	00539	12	16 OZ SWEET CUCUMBER SLICES	16 92	16 92	659 88			
						PICK-UP ALLOWANCE					7 38CR	652 50
60	60	CA	13000-00548	00548	12	24 OZ KOSHER DILL SPEARS	18 96	18 96	1,137 60			
						PICK-UP ALLOWANCE					15 58CR	1,122 02
16	16	CA	13000-00578	00578	12	32 OZ HAMBURGER DILL SLICES	20 64	20 64	330 24			
						PICK-UP ALLOWANCE					5 35CR	324 89
39	39	CA	13000-00579	00579	12	16 OZ HAMBURGER DILL CHIPS	14 16	14 16	552 24			
						PICK-UP ALLOWANCE					7 04CR	545 20
80	80	CA	13000-00629	00629	12	10 OZ SWEET RELISH	13 20	13 20	1,056 00			
						PICK-UP ALLOWANCE					10 21CR	1,045 79
						(CONTINUED ON NEXT PAGE)						

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
107624-0285	450659-GA	3/17/2003	60489001	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING INC - GARLAND PSC
2600 MCCREE ROAD
MILITARY DEPT
GARLAND TX 75041

BILL TO
CTP/GARLAND DIVISION/DSD
P O BOX 268964
FLEMING COMPANIES INC
OAKLAHOMA CITY OK 73126-8964

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327703

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489001 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
34	34	CA	13000	00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	330 48			
							PICK-UP ALLOWANCE					6 06CR	324 42
42	42	CA	13000	00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	519 12			
							PICK-UP ALLOWANCE					20 33CR	498 79
36	36	CA	13000	00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	345 60			
							PICK-UP ALLOWANCE					8 87CR	336 73
7	7	CA	13000	00762	00762	6	VNGR 6 CIDER PLSTC GALLON	16 44	16 44	115 08			
							PICK-UP ALLOWANCE					3 39CR	111 69
22	22	CA	13000	00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	353 76			
							PICK-UP ALLOWANCE					7 36CR	346 40
16	16	CA	13000	00961	00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	336 00			
							PICK-UP ALLOWANCE					2 53CR	333 47
40	40	CA	13000	06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	1,193 60			
							PICK-UP ALLOWANCE					13 90CR	1,179 70
20	20	CA	13000	52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	885 60			
							PICK-UP ALLOWANCE					3 04CR	882 56
28	28	CA	41129	07702	07702	12	12-26 CLASSICO ITAL SAUS PEP&O	24 96	24 96	698 88			
							PICK-UP ALLOWANCE					7 64CR	691 24
28	28	CA	41129	07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	698 88			
							PICK-UP ALLOWANCE					7 64CR	691 24
14	14	CA	41129	07722	07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	349 44			
							PICK-UP ALLOWANCE					3 82CR	345 62
18	18	CA	41129	07763	07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	449 28			
							PICK-UP ALLOWANCE					3 16CR	446 12
							(CONTINUED ON NEXT PAGE)						

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P.O. Number	P.O Date	Invoice Number	Invoice Date
107624-0285	450659-GA	3/17/2003	60489001	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING INC - GARLAND PSC
2600 MCCREE ROAD
MILITARY DEPT
GARLAND TX 75041

BILL TO
CTP/GARLAND DIVISION/DSD
P O BOX 268964
FLEMING COMPANIES INC
OAKLAHOMA CITY OK 73126-8964

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327703

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489001 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
15	15	CA	41129	07769	07769	12	12-16 CLASSICO S-D TOM ALFREDO	24 96	24 96	374 40			
							PICK-UP ALLOWANCE					2 64CR	371 76
28	28	CA	41129	07782	07782	12	12-26 CLASSICO ROASTED GARLIC	24 96	24 96	698 88			
							PICK-UP ALLOWANCE					7 64CR	691 24
54	54	CA	41258	21524	21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	946 08			
							PICK-UP ALLOWANCE					2 11CR	943 97
18	18	CA	41258	21528	21528	8	8-7 06 SP STRTR CHEDDR BROCOLI	17 52	17 52	315 36			
							PICK-UP ALLOWANCE					62CR	314 74
28	28	CA	53351	50916	50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	645 12			
							PICK-UP ALLOWANCE					76CR	644 36
36	36	CA	00258	10931	10931	12	EQUAL 100 PACKETS X 12 FTD	36 24	36 24	1,304 64			
							PICK-UP ALLOWANCE					1 36CR	1,303 28
30	30	CA	00258	94267	94267	8	EQUAL 4OZ X 8 SPOONFUL JAR	21 68	21 68	650 40			
							PICK-UP ALLOWANCE					98CR	649 42
20	20	CA	00258	99481	99481	12	NUTRA SWEEET 100 PACKETS X 12	18 36	18 36	367 20			
							PICK-UP ALLOWANCE					76CR	366 44
48	48	CA	00258	99482	99482	6	NUTRA SWEET 200 PACKETS X 6	16 32	16 32	783 36			
							PICK-UP ALLOWANCE					1 90CR	781 46

Pickup Allowance on Applicable Items 24,894 lbs @ 88 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
1121	1121	24,934 720 lbs	709 721	INVOICE TOTALS	22 206 90	219 10CR 21,987 80
				Total discount of 2 0 % on $	22,206 90	444 14
				Amount due if paid by	4/03/2003	21,543 66
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/03/2003	21,987 80

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
107758-0465	572816-LU	3/18/2003	60489002	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING, INC - LUBBOCK
5824 ELM ST
WAREHOUSE FACILITY MILITARY
LUBBOCK TX 79408

BILL TO
FLEMING COMPANIES INC
P O BOX 24900
P O BOX 24900
OKLAHOMA OK 73124

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328730

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489002 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Consmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
26	26	CA	13000-00520	00520	6	46 OZ GENUINE DILLS	15 30	15 30	397 80			
						PICK-UP ALLOWANCE					10 46CR	387 34
13	13	CA	13000-00539	00539	12	16 OZ SWEET CUCUMBER SLICES	16 92	16 92	219 96			
						PICK-UP ALLOWANCE					4 16CR	215 80
24	24	CA	13000-00547	00547	6	46 OZ KOSHER DILLS	12 06	12 06	289 44			
						PICK-UP ALLOWANCE					9 66CR	279 78
30	30	CA	13000-00548	00548	12	24 OZ KOSHER DILL SPEARS	18 96	18 96	568 80			
						PICK-UP ALLOWANCE					13 19CR	555 61
13	13	CA	13000-00558	00558	12	16 OZ KOSHER BABY DILL PICKLE	17 76	17 76	230 88			
						PICK-UP ALLOWANCE					3 97CR	226 91
48	48	CA	13000-00578	00578	12	32 OZ HAMBURGER DILL SLICES	20 64	20 64	990 72			
						PICK-UP ALLOWANCE					27 18CR	963 54
32	32	CA	13000-00597	00597	12	16 OZ SWEET GHERKINS	22 44	22 44	718 08			
						PICK-UP ALLOWANCE					10 25CR	707 83
64	64	CA	13000-00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	971 52			
						PICK-UP ALLOWANCE					16 69CR	954 83
14	14	CA	13000-00762	00762	6	VNGR 6 CIDER PLSTC GALLON	16 44	16 44	230 16			
						PICK-UP ALLOWANCE					11 47CR	218 69
14	14	CA	41129-07702	07702	12	12-26 CLASSICO ITAL SAUS PEP&O	24 96	24 96	349 44			
						PICK-UP ALLOWANCE					6 47CR	342 97
14	14	CA	41129-07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	349 44			
						PICK-UP ALLOWANCE					6 47CR	342 97
42	42	CA	41129-07722	07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	1 048 32			
						PICK-UP ALLOWANCE					19 40CR	1 028 92
						(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
107758-0465	572816-LU	3/18/2003	60489002	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING INC - LUBBOCK
5824 ELM ST
WAREHOUSE FACILITY MILITARY
LUBBOCK TX 79408

BILL TO
FLEMING COMPANIES INC
P O BOX 24900
P O BOX 24900
OKLAHOMA OK 73124

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328730

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489002 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
28	28	CA	41129-07742	07742	12	12-26 CLASSICO SPICY RED PEPPE	24 96	24 96	698 88			
						PICK-UP ALLOWANCE					12 93CR	685 95
15	15	CA	41129-07763	07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	374 40			
						PICK-UP ALLOWANCE					4 47CR	369 93
45	45	CA	41129-07769	07769	12	12-16 CLASSICO S-D TOM ALFREDO	24 96	24 96	1,123 20			
						PICK-UP ALLOWANCE					13 40CR	1 109 80
14	14	CA	41129-07775	07775	12	12-26 CLASSICO SPICY TOM&PESTO	24 96	24 96	349 44			
						PICK-UP ALLOWANCE					6 47CR	342 97
28	28	CA	41129-07782	07782	12	12-26 CLASSICO ROASTED GARLIC	24 96	24 96	698 88			
						PICK-UP ALLOWANCE					12 93CR	685 95
14	14	CA	41129-07790	07790	12	12-26 CLASSICO S BASIL MARINAR	24 96	24 96	349 44			
						PICK-UP ALLOWANCE					6 47CR	342 97
10	10	CA	41258-75117	75117	12	12-25 WYLERS BEEF CUBES	19 32	19 32	193 20			
						PICK-UP ALLOWANCE					1 12CR	192 08
72	72	CA	00258-99482	99482	6	NUTRA SWEET 200 PACKETS X 6	16 32	16 32	1 175 04			
						PICK-UP ALLOWANCE					4 83CR	1,170 21

Pickup Allowance on Applicable Items 13,553 lbs @ 1 49 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
560	560	13,554 800 lbs	299 956	INVOICE TOTALS	11 327 04	201 99CR	11 125 05
				Total discount of 2 0 % on $	11,327 04		226 54
				Amount due if paid by	4/03/2003		10,898 51
				Amount due after	4/03/2003		11,125 05

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3

SHIP TO
FLEMING, INC - LUBBOCK
5824 ELM ST
WAREHOUSE FACILITY MILITARY
LUBBOCK TX 79408

BILL TO
FLEMING COMPANIES INC
P O BOX 24900
P O BOX 24900
OKLAHOMA OK 73124

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328731

HNA Customer No	Customer P O. Number	P O Date	Invoice Number	Invoice Date
107758-0465	572817-LU	3/18/2003	60489003	3/24/2003

Payment Terms 2% 10 Net 11

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489003 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
80	80	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	2,024 00			
						PICK-UP ALLOWANCE					39 63CR	1,984 37
22	22	CA	13000-00112	00112	12	12 OZ CHILI SAUCE	14 76	14 76	324 72			
						PICK-UP ALLOWANCE					5 41CR	319 31
22	22	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	521 84			
						PICK-UP ALLOWANCE					8 03CR	513 81
24	24	CA	13000-00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	549 12			
						PICK-UP ALLOWANCE					10 73CR	538 39
20	20	CA	13000-00175	00175	12	12 OZ WINE VINEGAR	17 88	17 88	357 60			
						PICK-UP ALLOWANCE					5 36CR	352 24
20	20	CA	13000-00178	00178	12	12 OZ SALAD VINEGAR	17 88	17 88	357 60			
						PICK-UP ALLOWANCE					5 36CR	352 24
48	48	CA	13000-00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	610 56			
						PICK-UP ALLOWANCE					12 16CR	598 40
52	52	CA	13000-00579	00579	12	16 OZ HAMBURGER DILL CHIPS	14 16	14 16	736 32			
						PICK-UP ALLOWANCE					15 88CR	720 44
12	12	CA	13000-00605	00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	274 56			
						PICK-UP ALLOWANCE					4 83CR	269 73
48	48	CA	13000-00629	00629	12	10 OZ SWEET RELISH	13 20	13 20	633 60			
						PICK-UP ALLOWANCE					10 37CR	623 23
48	48	CA	13000-00631	00631	12	10 OZ HOT DOG RELISH	13 20	13 20	633 60			
						PICK-UP ALLOWANCE					10 37CR	623 23
17	17	CA	13000-00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	165 24			
						PICK-UP ALLOWANCE					5 13CR	160 11
						(CONTINUED ON NEXT PAGE)						

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P.O Number	P.O Date	Invoice Number	Invoice Date
107758-0465	572817-LU	3/18/2003	60489003	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING, INC - LUBBOCK
5824 ELM ST
WAREHOUSE FACILITY MILITARY
LUBBOCK TX 79408

BILL TO
FLEMING COMPANIES INC
P O BOX 24900
P O BOX 24900
OKLAHOMA OK 73124

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328731

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489003 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
126	126	CA	13000-00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	1 557 36			
						PICK-UP ALLOWANCE					103 26CR	1,454 10
34	34	CA	13000-00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	257 04			
						PICK-UP ALLOWANCE					10 26CR	246 78
48	48	CA	13000-00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	460 80			
						PICK-UP ALLOWANCE					20 03CR	440 77
21	21	CA	13000-00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	252 00			
						PICK-UP ALLOWANCE					11 89CR	240 11
32	32	CA	13000-00961	00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	672 00			
						PICK-UP ALLOWANCE					8 58CR	663 42
16	16	CA	13000-00964	00964	12	JD 16OZ SIZZLIN SMOKEHOUSE	21 00	21 00	336 00			
						PICK-UP ALLOWANCE					4 23CR	331 77
16	16	CA	13000-00965	00965	12	JD 16OZ TENN HICKORY MESQUITE	21 00	21 00	336 00			
						PICK-UP ALLOWANCE					4 17CR	331 83
30	30	CA	13000-06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	895 20			
						PICK-UP ALLOWANCE					17 66CR	877 54
20	20	CA	13000-52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	885 60			
						PICK-UP ALLOWANCE					5 14CR	880 46
15	15	CA	00258-10931	10931	12	EQUAL 100 PACKETS X 12 FTD	36 24	36 24	543 60			
						PICK-UP ALLOWANCE					96CR	542 64
14	14	CA	00258-10935	10935	12	EQUAL 200 PACKETS X 12 FTD	64 80	64 80	907 20			
						PICK-UP ALLOWANCE					1 67CR	905 53
20	20	CA	00258-99481	99481	12	NUTRA SWEEET 100 PACKETS X 12	18 36	18 36	367 20			
						PICK-UP ALLOWANCE					1 28CR	365 92
						(CONTINUED ON NEXT PAGE)						

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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O. Number	P O Date	Invoice Number	Invoice Date
107758-0465	572817-LU	3/18/2003	60489003	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING, INC - LUBBOCK
5824 ELM ST
WAREHOUSE FACILITY MILITARY
LUBBOCK TX 79408

BILL TO
FLEMING COMPANIES INC
P O BOX 24900
P O BOX 24900
OKLAHOMA OK 73124

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328731

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489003 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	Case UPC / MFR	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
						Pickup Allowance on Applicable Items 21,636 lbs @ 1 49 CWT						
						THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED						

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
805	805	21,677 600 lbs	675 440		14,658 76	322 39CR	14,336 37
				Total discount of 2 0 % on $	14,658 76		293 18
				Amount due if paid by	4/03/2003		14,043 19
				Amount due after	4/03/2003		14 336 37

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
100577-0918	572818-LU	3/18/2003	60489004	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING FOODS
408 E 50TH ST
LUBBOCK TX 79404

BILL TO
FLEMING COMPANIES INC
P O BOX 1530
ACCOUNTS PAYABLE
LUBBOCK TX 79408-1530

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328732

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489004 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
10	10	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	253 00			
						PICK-UP ALLOWANCE					4 95CR	248 05
32	32	CA	13000-00110	00110	12	EZSQRT 24OZ KETCHUP	16 80	16 80	537 60			
						PICK-UP ALLOWANCE					9 77CR	527 83
20	20	CA	13000-00138	00138	12	46 OZ KETCHUP	29 06	29 06	581 20			
						PICK-UP ALLOWANCE					11 32CR	569 88
32	32	CA	13000-00470	00470	12	EZSQRT 19OZ STELLAR BLUE KET	15 60	15 60	499 20			
						PICK-UP ALLOWANCE					9 18CR	490 02
42	42	CA	13000-00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	519 12			
						PICK-UP ALLOWANCE					34 42CR	484 70
34	34	CA	13000-00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	257 04			
						PICK-UP ALLOWANCE					10 26CR	246 78
36	36	CA	13000-00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	345 60			
						PICK-UP ALLOWANCE					15 02CR	330 58
11	11	CA	13000-00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	132 00			
						PICK-UP ALLOWANCE					6 23CR	125 77
28	28	CA	41129-07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	698 88			
						PICK-UP ALLOWANCE					12 93CR	685 95
15	15	CA	41129-07763	07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	374 40			
						PICK-UP ALLOWANCE					4 47CR	369 93
15	0	CA	41258-75104	75104	24	24-15 WYLERS BEEF CUBES						
						PICK-UP ALLOWANCE					2 01CR	2 01CR
28	28	CA	53351-50916	50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	645 12			
						PICK-UP ALLOWANCE					1 29CR	643 83
						(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100577-0918	572818-LU	3/18/2003	60489004	3/24/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING FOODS
408 E 50TH ST
LUBBOCK TX 79404

BILL TO:
FLEMING COMPANIES INC
P O BOX 1530
ACCOUNTS PAYABLE
LUBBOCK TX 79408-1530

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328732

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/24/2003
Warehouse GRAND PRAIRIE DC(ORD)
Dlvry Date 3/24/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489004 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
24	24	CA	00258-10932	10931	18	EQUAL 100 PACKETS X 18 FTD	53 82	53 82	1,291 68			
						PICK-UP ALLOWANCE					2 32CR	1,289 36
20	20	CA	00258-10950	10950	12	EQUAL 12-50PACK	20 64	20 64	412 80			
						PICK-UP ALLOWANCE					75CR	412 05

Pickup Allowance on Applicable Items 8,382 lbs @ 1 49 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE				
347	332	8,254 500 lbs	272 673	INVOICE TOTALS	6,547 64	124 92CR	6,422 72
				Total discount of 2 0 % on $	6,547 64		130 95
				Amount due if paid by	4/03/2003		6,291 77
				Amount due after	4/03/2003		6,422 72

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz

Division of H J Heinz Company L P

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P O. Number	P O Date	Invoice Number	Invoice Date
100649-0954	086703-SC	3/14/2003	60489539	3/25/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit
Department
412-442-6296

Order#
326203

Ship # 326203
Carrier CUSTOMER PICK-UP
Ship Date 3/25/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/25/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489539
600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
88	88	CA	13000	00113	00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	1 298 88			
							PICK-UP ALLOWANCE					11 04CR	1 287 84
44	44	CA	13000	00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1 043 68			
							PICK-UP ALLOWANCE					8 19CR	1 035 49
120	120	CA	13000	00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	2,745 60			
							PICK-UP ALLOWANCE					27 36CR	2,718 24
60	60	CA	13000	00138	00138	12	46 OZ KETCHUP	29 06	29 06	1,743 60			
							PICK-UP ALLOWANCE					17 33CR	1,726 27
28	28	CA	13000	00264	00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	957 60			
							PICK-UP ALLOWANCE					3 09CR	954 51
48	48	CA	13000	00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	610 56			
							PICK-UP ALLOWANCE					6 20CR	604 36
84	84	CA	13000	00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	1 038 24			
							PICK-UP ALLOWANCE					35 11CR	1,003 13
85	85	CA	13000	00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	642 60			
							PICK-UP ALLOWANCE					13 08CR	629 52
56	56	CA	13000	00762	00762	6	VNGR 6 CIDER PLSTC GALLON	16 44	16 44	920 64			
							PICK-UP ALLOWANCE					23 41CR	897 23
44	44	CA	13000	00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	707 52			
							PICK-UP ALLOWANCE					12 71CR	694 81
176	176	CA	13000	00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	2 112 00			
							PICK-UP ALLOWANCE					50 83CR	2,061 17
50	50	CA	13000	06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	1,492 00			
							PICK-UP ALLOWANCE					15 01CR	1,476 99
							(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100649-0954	086703-SC	3/14/2003	60489539	3/25/2003

Payment Terms 2% 10 Net 11

SHIP TO:
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit
Department
412-442-6296

Order#
326203

Ship # 326203
Carrier CUSTOMER PICK-UP
Ship Date 3/25/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/25/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60489539 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
20	20	CA	13000-52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	885 60			
						PICK-UP ALLOWANCE					2 62CR	882 98
16	16	CA	13000-79730	79730	12	15 OZ BOSTON MAR CHICKEN GRAV	22 68	22 68	362 88			
						PICK-UP ALLOWANCE					2 25CR	360 63
56	56	CA	41129-07702	07702	12	12-26 CLASSICO ITAL SAUS PEP&O	24 96	24 96	1 397 76			
						PICK-UP ALLOWANCE					13 19CR	1,384 57
70	70	CA	41129-07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	1 747 20			
						PICK-UP ALLOWANCE					16 49CR	1,730 71
70	70	CA	41129-07722	07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	1,747 20			
						PICK-UP ALLOWANCE					16 49CR	1,730 71
42	42	CA	41129-07755	07755	12	12-26 CLASSICO SUN-DRIED TOMAT	24 96	24 96	1,048 32			
						PICK-UP ALLOWANCE					9 90CR	1,038 42
14	14	CA	41129-07790	07790	12	12-26 CLASSICO S BASIL MARINAR	24 96	24 96	349 44			
						PICK-UP ALLOWANCE					3 30CR	346 14
48	48	CA	47496-48085	48085	12	YOSH 17OZ ORGINAL GOURMET SCE	25 08	25 08	1 203 84			
						PICK-UP ALLOWANCE					7 11CR	1,196 73
15	15	CA	00258-94267	94267	8	EQUAL 4OZ X 8 SPOONFUL JAR	21 68	21 68	325 20			
						PICK-UP ALLOWANCE					42CR	324 78

Pickup Allowance on Applicable Items 38,834 lbs @ 76 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
1234	1234	38,834 700 lbs	1,018 682	INVOICE TOTALS	24,380 36	295 13CR 24,085 23
				Total discount of 2 0 % on $	24 380 36	487 61
				Amount due if paid by	4/04/2003	23,597 62
				Amount due after	4/04/2003	24,085 23

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104009-5283	711212	3/18/2003	60490496	3/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY-MAY FOODS INC
3501 MARSHALL ST NE
MINNEAPOLIS MN 55418

BILL TO
FLEMING COMPANIES INC
P O BOX 26680
P O BOX 26680
OKLAHOMA CITY OK 73126-6680

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329006

Ship #
Carrier WENGER TRUCK LINES
Ship Date 3/25/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60490496 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
24	24	CA	13000-00289		00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	305 28			305 28
84	84	CA	13000-00754		00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	1,038 24			1,038 24
68	68	CA	13000-00752		00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	660 96			660 96
68	68	CA	13000-00755		00852	12	PINTS WHITE VINEGAR	7 56	7 56	514 08			514 08
44	44	CA	13000-00854		00854	12	QUARTS WHITE VINEGAR	12 00	12 00	528 00			528 00
72	72	CA	13000-00756		00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	691 20			691 20
36	36	CA	13000-00765		00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	421 20			421 20
48	48	CA	13000-00618		00616	12	12 7 OZ SQEEZE SWEET RELISH	14 52	14 52	696 96			696 96
99	99	CA	13000-00124		00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	2,348 28			2,348 28
180	180	CA	13000-00133		00133	12	36 OZ KETCHUP (PET)	22 88	22 88	4 118 40			4,118 40
60	60	CA	13000-00105		00105	20	24 OZ KETCHUP(PET)	25 30	25 30	1,518 00			1 518 00
96	96	CA	13000-00605		00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	2,196 48			2,196 48
80	80	CA	13000-00640		00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	1 214 40			1,214 40
42	42	CA	13000-52130		52130	12	15 5OZ CLASSIC SLOPPY JOE SAUC	9 24	9 24	388 08			388 08
100	100	CA	13000-00138		00138	12	46 OZ KETCHUP	29 06	29 06	2,906 00			2 906 00
100	100	CA	13000-06121		00121	9	64 OZ KETCHUP (PET)	29 84	29 84	2,984 00			2,984 00
40	40	CA	13000-00285		00285	12	5OZ WORCESTSHIRE SAUCE	8 16	8 16	326 40			326 40
37	37	CA	13000-00277		00269	12	HNZ 12/5OZ 57 SAUCE	23 04	23 04	852 48			852 48
56	56	CA	13000-00264		00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	1 915 20			1 915 20
40	40	CA	13000-52680		52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	1 771 20			1,771 20
16	16	CA	13000-00963		00963	12	JD 16OZ SPCIY WESTERN CHRGRILD	21 00	21 00	336 00			336 00
34	34	CA	41129-07764		07764	12	12-16 CLSCO RSTD GRLC ALFREDO	24 96	24 96	848 64			848 64
18	18	CA	41258-75134		75134	12	12-6 25 WYLERS CHICKEN GRANULE	32 28	32 28	581 04			581 04
18	18	CA	41258-75125		75125	12	12-45 WYLERS CHICKEN CUBES	30 84	30 84	555 12			555 12

(CONTINUED ON NEXT PAGE)

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104009-5283	711212	3/18/2003	60490496	3/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY-MAY FOODS INC
3501 MARSHALL ST NE
MINNEAPOLIS MN 55418

BILL TO
FLEMING COMPANIES INC
P O BOX 26680
P O BOX 26680
OKLAHOMA CITY OK 73126-6680

Direct Inquiries to
Credit Department
412-442-6296

Order#
329006

Ship #
Carrier WENGER TRUCK LINES
Ship Date 3/25/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60490496 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
18	0	CA	13000-79620		79620	12	12 OZ FAT FREE BROWN GRAVY						
18	18	CA	13000-79830		79830	12	12 OZ MUSHROOM GRAVY	16 44	16 44	295 92			295 92
20	20	CA	41258-75115		75115	12	12-25 WYLERS CHICKEN CUBES	19 32	19 32	386 40			386 40
20	20	CA	41258-75117		75117	12	12-25 WYLERS BEEF CUBES	19 32	19 32	386 40			386 40
18	18	CA	13000-79850		79850	12	12 OZ AU JUS GRAVY	16 44	16 44	295 92			295 92
64	64	CA	13000-79770		79770	12	18 OZ BROWN GRAVY	18 96	18 96	1,213 44			1,213 44
48	48	CA	13000-79860		79860	12	18 OZ CHICKEN GRAVY	18 96	18 96	910 08			910 08
32	32	CA	13000-79730		79730	12	15 OZ BOSTON MAR CHICKEN GRAV	22 68	22 68	725 76			725 76
20	20	CA	74235-28451		28451	24	24-2PK MRS GRASS 2 5 CHKN NOOD	21 36	21 36	427 20			427 20
40	40	CA	00258-10950		10950	12	EQUAL 12-50PACK	20 64	20 64	825 60			825 60
20	20	CA	00258-10931		10931	12	EQUAL 100 PACKETS X 12 FTD	36 24	36 24	724 80			724 80
22	22	CA	53351-50916		50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	506 88			506 88
20	20	CA	00258-99481		99481	12	NUTRA SWEEET 100 PACKETS X 12	18 36	18 36	367 20			367 20

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
1820	1802	43,330 420 lbs	1,321 038		36 781 24	36 781 24
				Total discount of 2 0 % on $	36,781 24	735 62
				Amount due if paid by	4/05/2003	36,045 62
				Amount due after	4/05/2003	36 781 24

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P.O Number	P.O Date	Invoice Number	Invoice Date
100499-5221	866682-NE	3/19/2003	60490594	3/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING NORTHEAST DIVISION
#4 CENTER DRIVE
NORTH EAST MD 21901

BILL TO
FLEMING COMPANIES INC
Northeast Drop Ships
P O BOX 268999
Oklahoma City OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329873

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60490594 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
88	88	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	2 087 36			
						PICK-UP ALLOWANCE					23 72CR	2,063 64
42	42	CA	13000-00450	00450	24	8 OZ VEGETARIAN BEANS	10 08	10 08	423 36			
						PICK-UP ALLOWANCE					6 70CR	416 66
26	26	CA	13000-00551	00551	12	16 OZ BREAD N BUTTER SL	16 92	16 92	439 92			
						PICK-UP ALLOWANCE					6 15CR	433 77
54	54	CA	13000-00558	00558	12	16 OZ KOSHER BABY DILL PICKLE	17 76	17 76	959 04			
						PICK-UP ALLOWANCE					12 18CR	946 86
39	39	CA	13000-00579	00579	12	16 OZ HAMBURGER DILL CHIPS	14 16	14 16	552 24			
						PICK-UP ALLOWANCE					8 79CR	543 45
32	32	CA	13000-00592	00592	12	10 OZ SWEET MIDGET GHERKINS	16 68	16 68	533 76			
						PICK-UP ALLOWANCE					4 75CR	529 01
39	39	CA	13000-00597	00597	12	16 OZ SWEET GHERKINS	22 44	22 44	875 16			
						PICK-UP ALLOWANCE					9 22CR	865 94
72	72	CA	13000-00605	00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	1 647 36			
						PICK-UP ALLOWANCE					21 38CR	1,625 98
25	25	CA	13000-00618	00616	12	12 7 OZ SQEEZE SWEET RELISH	14 52	14 52	363 00			
						PICK-UP ALLOWANCE					3 58CR	359 42
32	32	CA	13000-00624	00624	12	10 OZ INDIA RELISH	13 20	13 20	422 40			
						PICK-UP ALLOWANCE					5 10CR	417 30
96	96	CA	13000-00629	00629	12	10 OZ SWEET RELISH	13 20	13 20	1 267 20			
						PICK-UP ALLOWANCE					15 31CR	1,251 89
32	32	CA	13000-00631	00631	12	10 OZ HOT DOG RELISH	13 20	13 20	422 40			
						PICK-UP ALLOWANCE					5 10CR	417 30
						(CONTINUED ON NEXT PAGE)						

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No.	Customer P O Number	P.O Date	Invoice Number	Invoice Date
100499-5221	866682-NE	3/19/2003	60490594	3/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING NORTHEAST DIVISION
#4 CENTER DRIVE
NORTH EAST MD 21901

BILL TO
FLEMING COMPANIES INC
Northeast Drop Ships
P O BOX 268999
Oklahoma City OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329873

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60490594 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
68	68	CA	13000	00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	660 96			
							PICK-UP ALLOWANCE					15 15CR	645 81
119	119	CA	13000	00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	899 64			
							PICK-UP ALLOWANCE					26 51CR	873 13
55	55	CA	13000	00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	884 40			
							PICK-UP ALLOWANCE					22 99CR	861 41
55	55	CA	13000	00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	660 00			
							PICK-UP ALLOWANCE					22 99CR	637 01
16	16	CA	13000	00963	00963	12	JD 16OZ SPCIY WESTERN CHRGRILD	21 00	21 00	336 00			
							PICK-UP ALLOWANCE					3 17CR	332 83
85	85	CA	13000	45160	45160	24	16 OZ VEGETARIAN BEANS	14 88	14 88	1,264 80			
							PICK-UP ALLOWANCE					26 18CR	1,238 62
36	36	CA	13000	79620	79620	12	12 OZ FAT FREE BROWN GRAVY	16 44	16 44	591 84			
							PICK-UP ALLOWANCE					5 94CR	585 90
36	36	CA	13000	79630	79630	12	12 OZ FAT FREE TURKEY GRAVY	16 44	16 44	591 84			
							PICK-UP ALLOWANCE					5 94CR	585 90
36	36	CA	13000	79710	79710	12	12 OZ FAT FREE CHICKEN GRAVY	16 44	16 44	591 84			
							PICK-UP ALLOWANCE					5 94CR	585 90
16	16	CA	13000	79740	79740	12	15 OZ BOSTON MAR TURKEY GRAVY	22 68	22 68	362 88			
							PICK-UP ALLOWANCE					3 26CR	359 62
216	216	CA	13000	79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	3 551 04			
							PICK-UP ALLOWANCE					35 64CR	3,515 40
180	180	CA	13000	79890	79890	12	12 OZ PORK GRAVY	16 44	16 44	2,959 20			
							PICK-UP ALLOWANCE					29 70CR	2,929 50
							(CONTINUED ON NEXT PAGE)						

ACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

ıbject to the Terms and Conditions of Sale and Guaranty
inted on the reverse side of Original Invoice

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P O Number	P O Date	Invoice Number	Invoice Date
100499-5221	866682-NE	3/19/2003	60490594	3/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING NORTHEAST DIVISION
#4 CENTER DRIVE
NORTH EAST MD 21901

BILL TO
FLEMING COMPANIES INC
Northeast Drop Ships
P O BOX 268999
Oklahoma City OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329873

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60490594 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
26	26	CA	41129-07700	07700	12	12-26 CLASSICO FR RSTD TOM-GAR	24 96	24 96	648 96			
						PICK-UP ALLOWANCE					8 87CR	640 09
28	28	CA	41129-07702	07702	12	12-26 CLASSICO ITAL SAUS PEP&O	24 96	24 96	698 88			
						PICK-UP ALLOWANCE					9 55CR	689 33
70	70	CA	41129-07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	1,747 20			
						PICK-UP ALLOWANCE					23 87CR	1 723 33
28	28	CA	41129-07722	07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	698 88			
						PICK-UP ALLOWANCE					9 55CR	689 33
28	28	CA	41129-07742	07742	12	12-26 CLASSICO SPICY RED PEPPE	24 96	24 96	698 88			
						PICK-UP ALLOWANCE					9 55CR	689 33
56	56	CA	41129-07762	07762	12	12-26 CLASSICO FOUR CHEESE	24 96	24 96	1,397 76			
						PICK-UP ALLOWANCE					19 10CR	1,378 66
28	28	CA	41129-07772	07772	12	12-26 CLASSICO RSTD PEP & ON	24 96	24 96	698 88			
						PICK-UP ALLOWANCE					9 55CR	689 33
60	60	CA	74235-27341	28451	12	12-2PK MRS GRASS 2 5 CNKN NOOD	10 68	10 68	640 80			
						PICK-UP ALLOWANCE					3 50CR	637 30
72	72	CA	00258-10932	10931	18	EQUAL 100 PACKETS X 18	53 82	53 82	3,875 04			
						PICK-UP ALLOWANCE					5 15CR	3 869 89
48	48	CA	00258-10935	10935	12	EQUAL 200 PACKETS X 12 FTD	64 80	64 80	3,110 40			
						PICK-UP ALLOWANCE					4 22CR	3,106 18
80	80	CA	00258-10950	10950	12	EQUAL 12-50PACK	20 64	20 64	1 651 20			
						PICK-UP ALLOWANCE					2 20CR	1,649 00
42	42	CA	53351-50916	50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	967 68			
						PICK-UP ALLOWANCE					1 43CR	966 25
						(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 4

HNA Customer No	Customer P O Number	P O Date	Invoice Number	Invoice Date
100499-5221	866682-NE	3/19/2003	60490594	3/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING NORTHEAST DIVISION
#4 CENTER DRIVE
NORTH EAST MD 21901

BILL TO
FLEMING COMPANIES INC
Northeast Drop Ships
P O BOX 268999
Oklahoma City OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329873

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60490594 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
							Pickup Allowance on Applicable Items 39,263 lbs @ 1 10 CWT						
							THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED						

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
2061	2061	39,264 950 lbs	970 966		40 182 20	431 93CR	39,750 27
				Total discount of	2 0 % on $ 40,182 20		803 64
				Amount due if paid by	4/05/2003		38,946 63
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/05/2003		39,750 27

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

SHIP TO
FLEMING NORTHEAST DIVISION
#4 CENTER DRIVE
NORTH EAST MD 21901

BILL TO
FLEMING COMPANIES INC
Northeast Drop Ships
P O BOX 268999
Oklahoma City OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329872

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100499-5221	866681-NE	3/19/2003	60491051	3/26/2003

Payment Terms 2% 10 Net 11

Ship # 26633720
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491051 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
400	400	CA	13000	00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	10,120 00			
							PICK-UP ALLOWANCE					146 30CR	9,973 70
120	120	CA	13000	00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	2,745 60			
							PICK-UP ALLOWANCE					39 60CR	2,706 00
90	90	CA	13000	00138	00138	12	46 OZ KETCHUP	29 06	29 06	2,615 40			
							PICK-UP ALLOWANCE					37 62CR	2,577 78
32	0	CA	13000	00961	00961	12	16 OZ JD ORG NO 7 BARBECUE						
							PICK-UP ALLOWANCE					6 34CR	6 34CR
16	16	CA	13000	00964	00964	12	JD 16OZ SIZZLIN SMOKEHOUSE	21 00	21 00	336 00			
							PICK-UP ALLOWANCE					3 12CR	332 88
100	100	CA	13000	06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	2,984 00			
							PICK-UP ALLOWANCE					43 45CR	2 940 55
108	108	CA	13000	79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	1,775 52			
							PICK-UP ALLOWANCE					17 82CR	1,757 70
90	0	CA	13000	79810	79810	12	12 OZ BROWN GRAVY WITH ONIONS						
							PICK-UP ALLOWANCE					14 85CR	14 85CR
216	216	CA	13000	79820	79820	12	12 OZ CHICKEN GRAVY	16 44	16 44	3 551 04			
							PICK-UP ALLOWANCE					35 64CR	3,515 40
198	198	CA	13000	79850	79850	12	12 OZ AU JUS GRAVY	16 44	16 44	3,255 12			
							PICK-UP ALLOWANCE					32 67CR	3,222 45
36	0	CA	13000	79870	79870	12	12 OZ ZESTY BEEF GRAVY/RST GA						
							PICK-UP ALLOWANCE					5 94CR	5 94CR
234	234	CA	13000	79910	79910	12	12 OZ TURKEY GRAVY	16 44	16 44	3 846 96			
							PICK-UP ALLOWANCE					38 61CR	3,808 35
							(CONTINUED ON NEXT PAGE)						

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1.5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100499-5221	866681-NE	3/19/2003	60491051	3/26/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING NORTHEAST DIVISION
#4 CENTER DRIVE
NORTH EAST MD 21901

BILL TO
FLEMING COMPANIES INC
Northeast Drop Ships
P O BOX 268999
Oklahoma City OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329872

Ship # 26633720
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491051 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
						Pickup Allowance on Applicable Items 38,360 lbs @ 1 10 CWT						
						THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED						

TOTAL QUANTITY	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
1640 1482	36,094 000 lbs	1,054 720		31,229 64	421 96CR	30,807 68
			Total discount of 2 0 % on $	31,229 64		624 59
			Amount due if paid by	4/05/2003		30,183 09
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT			Amount due after	4/05/2003		30,807 68

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Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P O Date	Invoice Number	Invoice Date
175505-0526	710142	3/13/2003	60491503	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING LACROSSE DIV
1637 SAINT JAMES ST IGA COURT
LA CROSSE WI 54603

BILL TO
FLEMING COMPANIES INC
P O BOX 1957
P O BOX 1957
LA CROSSE WI 54602

Direct Inquiries to
Credit
Department
412-442-6296

Order#
324712

Ship #
Carrier SCHWEINFURTH TRANSPO IOWA CITY
Ship Date 3/26/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/27/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491503 600432

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
44	44	CA	13000-00113		00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	649 44			649 44
51	51	CA	13000-00752		00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	495 72			495 72
48	48	CA	13000-00765		00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	561 60			561 60
60	60	CA	13000-00756		00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	576 00			576 00
68	68	CA	13000-00755		00852	12	PINTS WHITE VINEGAR	7 56	7 56	514 08			514 08
55	55	CA	13000-00854		00854	12	QUARTS WHITE VINEGAR	12 00	12 00	660 00			660 00
56	56	CA	13000-00754		00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	692 16			692 16
44	44	CA	13000-00124		00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1,043 68			1,043 68
120	120	CA	13000-00105		00105	20	24 OZ KETCHUP(PET)	25 30	25 30	3 036 00			3 036 00
150	150	CA	13000-06121		00121	9	64 OZ KETCHUP (PET)	29 84	29 84	4 476 00			4 476 00
50	50	CA	13000-00138		00138	12	46 OZ KETCHUP	29 06	29 06	1,453 00			1,453 00
112	112	CA	13000-00640		00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	1 700 16			1 700 16
60	60	CA	13000-00605		00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	1,372 80			1,372 80
44	44	CA	13000-00112		00112	12	12 OZ CHILI SAUCE	14 76	14 76	649 44			649 44
16	16	CA	13000-00964		00964	12	JD 16OZ SIZZLIN SMOKEHOUSE	21 00	21 00	336 00			336 00
37	37	CA	13000-00277		00269	12	HNZ 12/5OZ 57 SAUCE	23 04	23 04	852 48			852 48
56	56	CA	13000-00264		00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	1,915 20			1 915 20
20	20	CA	13000-52680		52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	885 60			885 60
40	40	CA	13000-00285		00285	12	5OZ WORCESTSHIRE SAUCE	8 16	8 16	326 40			326 40
24	24	CA	13000-00618		00616	12	12 7 OZ SQEEZE SWEET RELISH	14 52	14 52	348 48			348 48
45	45	CA	41129-07763		07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	1,123 20			1,123 20
28	28	CA	41129-07722		07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	698 88			698 88
28	28	CA	41129-07782		07782	12	12-26 CLASSICO ROASTED GARLIC	24 96	24 96	698 88			698 88
42	42	CA	41129-07712		07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	1 048 32			1,048 32

(CONTINUED ON NEXT PAGE)

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
175505-0526	710142	3/13/2003	60491503	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING LACROSSE DIV
1637 SAINT JAMES ST IGA COURT
LA CROSSE WI 54603

BILL TO
FLEMING COMPANIES INC
P O BOX 1957
P O BOX 1957
LA CROSSE WI 54602

Direct Inquiries to
Credit
Department
412-442-6296

Order#
324712

Ship #
Carrier SCHWEINFURTH TRANSPO IOWA CITY
Ship Date 3/26/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/27/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491503 600432

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
72	72	CA	13000-79800		79800	12	12 OZ BROWN GRAVY	16 44	16 44	1 183 68			1,183 68
18	0	CA	13000-79620		79620	12	12 OZ FAT FREE BROWN GRAVY						
36	36	CA	13000-79820		79820	12	12 OZ CHICKEN GRAVY	16 44	16 44	591 84			591 84
36	36	CA	13000-79830		79830	12	12 OZ MUSHROOM GRAVY	16 44	16 44	591 84			591 84
108	108	CA	13000-79890		79890	12	12 OZ PORK GRAVY	16 44	16 44	1,775 52			1 775 52
48	48	CA	13000-79770		79770	12	18 OZ BROWN GRAVY	18 96	18 96	910 08			910 08
16	16	CA	41258-75104		75104	24	24-15 WYLERS BEEF CUBES	26 64	26 64	426 24			426 24
20	20	CA	41258-75119		75119	12	12-3 75 WYLERS BEEF GRANULES	22 44	22 44	448 80			448 80
20	20	CA	41258-75120		75120	12	12-3 75 WYLERS CHKN GRAN NO MS	22 44	22 44	448 80			448 80
32	32	CA	41258-75102		75102	24	24-15 WYLERS CHICKEN CUBES	26 64	26 64	852 48			852 48
40	40	CA	41258-75117		75117	12	12-25 WYLERS BEEF CUBES	19 32	19 32	772 80			772 80
40	40	CA	41258-75115		75115	12	12-25 WYLERS CHICKEN	19 32	19 32	772 80			772 80
120	120	CA	74235-27341		28451	12	12-2PK MRS GRASS 2 5 CNKN NOOD	10 68	10 68	1,281 60			1,281 60
34	34	CA	74235-27400		27400	12	12-2PK MRS GRASS 2 5 HS CHK ND	11 02	11 02	374 68			374 68
36	36	CA	41258-21524		21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	630 72			630 72
34	34	CA	13000-52130		52130	12	15 5OZ CLASSIC SLOPPY JOE SAUC	9 24	9 24	314 16			314 16
40	40	CA	00258-10950		10950	12	EQUAL 50 PACKETS X 12	20 64	20 64	825 60			825 60
20	20	CA	00258-10931		10931	12	EQUAL 100 PACKETS X 12	36 24	36 24	724 80			724 80
20	20	CA	00258-99481		99481	12	NUTRA SWEEET 100 PACKETS X 12	18 36	18 36	367 20			367 20

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
2088	2070	42,912 050 lbs	1,266 773		39,407 16	39,407 16
				Total discount of 2 0 % on $	39 407 16	788 14
				Amount due if paid by	4/06/2003	38 619 02
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/06/2003	39,407 16

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104287-5757	019014-ME	3/18/2003	60491504	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING/ MEMPHIS
2929 STATE LINE ROAD
SOUTHAVEN MS 38671

BILL TO
FLEMING COMPANIES INC
P O BOX 149
P O BOX 149
SOUTHAVEN MS 38671-0149

Direct Inquiries to
Credit Department
412-442-6296

Order#
328939

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491504 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
44	44	CA	13000	00112	00112	12	12 OZ CHILI SAUCE	14 76	14 76	649 44			
							PICK-UP ALLOWANCE					14 59CR	634 85
90	90	CA	13000	00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	2,059 20			
							PICK-UP ALLOWANCE					54 27CR	2 004 93
100	100	CA	13000	00138	00138	12	46 OZ KETCHUP	29 06	29 06	2 906 00			
							PICK-UP ALLOWANCE					76 38CR	2 829 62
56	56	CA	13000	00264	00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	1,915 20			
							PICK-UP ALLOWANCE					16 32CR	1,898 88
259	259	CA	13000	00277	00269	12	HNZ 12/5OZ 57 SAUCE	23 04	23 04	5,967 36			
							PICK-UP ALLOWANCE					57 26CR	5,910 10
80	80	CA	13000	00285	00285	12	5OZ WORCESTSHIRE SAUCE	8 16	8 16	652 80			
							PICK-UP ALLOWANCE					12 86CR	639 94
24	24	CA	13000	00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	305 28			
							PICK-UP ALLOWANCE					8 20CR	297 08
64	64	CA	13000	00470	00470	12	EZSQRT 19OZ STELLAR BLUE KET	15 60	15 60	998 40			
							PICK-UP ALLOWANCE					24 76CR	973 64
32	32	CA	13000	00411	00411	12	EZ SQUEEZE 19OZ HT N SPCY KICK	15 18	15 18	485 76			
							PICK-UP ALLOWANCE					11 26CR	474 50
24	24	CA	13000	00605	00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	549 12			
							PICK-UP ALLOWANCE					13 02CR	536 10
16	16	CA	13000	00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	242 88			
							PICK-UP ALLOWANCE					5 63CR	237 25
119	119	CA	13000	00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	1,156 68			
							PICK-UP ALLOWANCE					48 43CR	1,108 25
							(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104287-5757	019014-ME	3/18/2003	60491504	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING/ MEMPHIS
2929 STATE LINE ROAD
SOUTHAVEN MS 38671

BILL TO
FLEMING COMPANIES INC
P O BOX 149
P O BOX 149
SOUTHAVEN MS 38671-0149

Direct Inquiries to
Credit
Department
412-442-6296

Order#
328939

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491504
600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
56	56	CA	13000	00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	692 16			
							PICK-UP ALLOWANCE					61 91CR	630 25
119	119	CA	13000	00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	899 64			
							PICK-UP ALLOWANCE					48 43CR	851 21
60	60	CA	13000	00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	576 00			
							PICK-UP ALLOWANCE					33 77CR	542 23
28	28	CA	13000	00762	00762	6	VNGR 6 CIDER PLSTC GALLON	16 44	16 44	460 32			
							PICK-UP ALLOWANCE					30 95CR	429 37
60	60	CA	13000	00765	00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	702 00			
							PICK-UP ALLOWANCE					33 77CR	668 23
55	55	CA	13000	00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	884 40			
							PICK-UP ALLOWANCE					42 01CR	842 39
55	55	CA	13000	00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	660 00			
							PICK-UP ALLOWANCE					42 01CR	617 99
80	80	CA	13000	00961	00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	1,680 00			
							PICK-UP ALLOWANCE					28 94CR	1,651 06
96	96	CA	13000	00965	00965	12	JD 16OZ TENN HICKORY MESQUITE	21 00	21 00	2,016 00			
							PICK-UP ALLOWANCE					33 77CR	1 982 23
50	50	CA	13000	06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	1,492 00			
							PICK-UP ALLOWANCE					39 70CR	1 452 30
60	60	CA	13000	52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	2,656 80			
							PICK-UP ALLOWANCE					20 80CR	2,636 00
16	16	CA	13000	79720	79720	12	15 OZ BOSTON MARKET BEEF GRVY	22 68	22 68	362 88			
							PICK-UP ALLOWANCE					5 95CR	356 93
							(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
104287-5757	019014-ME	3/18/2003	60491504	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING/ MEMPHIS
2929 STATE LINE ROAD
SOUTHAVEN MS 38671

BILL TO
FLEMING COMPANIES INC
P O BOX 149
P O BOX 149
SOUTHAVEN MS 38671-0149

Direct Inquiries to
Credit Department
412-442-6296

Order#
328939

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/26/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/26/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491504 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
16	16	CA	13000-79740	79740	12	15 OZ BOSTON MAR TURKEY GRAVY	22 68	22 68	362 88			
						PICK-UP ALLOWANCE					5 95CR	356 93
84	84	CA	41129-07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	2,096 64			
						PICK-UP ALLOWANCE					52 34CR	2,044 30
18	18	CA	41258-21524	21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	315 36			
						PICK-UP ALLOWANCE					1 61CR	313 75
16	16	CA	41258-75102	75102	24	24-15 WYLERS CHICKEN CUBES	26 64	26 64	426 24			
						PICK-UP ALLOWANCE					2 89CR	423 35
64	64	CA	41258-75104	75104	24	24-15 WYLERS BEEF CUBES	26 64	26 64	1 704 96			
						PICK-UP ALLOWANCE					11 58CR	1,693 38
72	72	CA	00258-10932	10931	18	EQUAL 100 PACKETS X 18 FTD	53 82	53 82	3 875 04			
						PICK-UP ALLOWANCE					9 41CR	3,865 63
60	60	CA	00258-10935	10935	12	EQUAL 200 PACKETS X 12 FTD	64 80	64 80	3,888 00			
						PICK-UP ALLOWANCE					9 65CR	3 878 35
140	140	CA	00258-10950	10950	12	EQUAL 12-50PACK	20 64	20 64	2,889 60			
						PICK-UP ALLOWANCE					7 04CR	2,882 56
80	80	CA	00258-99481	99481	12	NUTRA SWEEET 100 PACKETS X 12	18 36	18 36	1 468 80			
						PICK-UP ALLOWANCE					6 93CR	1,461 87

Pickup Allowance on Applicable Items 43,401 lbs @ 2 01 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
2193	2193	43,403 400 lbs	1,316 464	47 997 84		872 39CR	47,125 45
				Total discount of 2 0 % on $	47 997 84		959 96
				Amount due if paid by	4/06/2003		46 165 49

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

Amount due after 4/06/2003 47 125 45

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
175321-4200	082117-TU	3/20/2003	60491505	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING TULSA DIVISION
420 SOUTH 145 EAST AVENUE
TULSA OK 74108

BILL TO
FLEMING TULSA DIVISION
PO BOX 268959
OKLAHOMA CITY OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
331721

Ship #
Carrier HEARTLAND EXPRESS INC
Ship Date 3/26/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/27/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491505 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
120	120	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	3,036 00			3,036 00
16	16	CA	13000-00110	00110	12	EZSQRT 24OZ KETCHUP	16 80	16 80	268 80			268 80
22	22	CA	13000-00112	00112	12	12 OZ CHILI SAUCE	14 76	14 76	324 72			324 72
44	44	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1,043 68			1,043 68
120	120	CA	13000-00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	2,745 60			2,745 60
50	50	CA	13000-00138	00138	12	46 OZ KETCHUP	29 06	29 06	1,453 00			1,453 00
20	20	CA	13000-00175	00175	12	12 OZ WINE VINEGAR	17 88	17 88	357 60			357 60
112	112	CA	13000-00264	00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	3,830 40			3,830 40
74	74	CA	13000-00277	00269	12	HNZ 12/5OZ 57 SAUCE	23 04	23 04	1,704 96			1,704 96
80	80	CA	13000-00285	00285	12	5OZ WORCESTSHIRE SAUCE	8 16	8 16	652 80			652 80
90	90	CA	13000-00286	00286	12	18 OZ WORCESTERSHIRE SAUCE	15 12	15 12	1,360 80			1,360 80
48	48	CA	13000-00411	00411	12	EZ SQUEEZE 19OZ HT N SPCY KICK	15 18	15 18	728 64			728 64
72	72	CA	13000-00605	00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	1,647 36			1,647 36
48	48	CA	13000-00618	00616	12	12 7 OZ SQEEZE SWEET RELISH	14 52	14 52	696 96			696 96
64	64	CA	13000-00629	00629	12	10 OZ SWEET RELISH	13 20	13 20	844 80			844 80
112	112	CA	13000-00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	1 700 16			1,700 16
32	32	CA	13000-00654	00654	12	10 OZ DILL RELISH	13 20	13 20	422 40			422 40
51	51	CA	13000-00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	495 72			495 72
84	84	CA	13000-00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	1,038 24			1 038 24
60	60	CA	13000-00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	576 00			576 00
48	48	CA	13000-00765	00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	561 60			561 60
44	44	CA	13000-00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	707 52			707 52
44	44	CA	13000-00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	528 00			528 00
32	32	CA	13000-00961	00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	672 00			672 00

(CONTINUED ON NEXT PAGE)

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
175321-4200	082117-TU	3/20/2003	60491505	3/27/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING TULSA DIVISION
420 SOUTH 145 EAST AVENUE
TULSA OK 74108

BILL TO
FLEMING TULSA DIVISION
PO BOX 268959
OKLAHOMA CITY OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
331721

Ship #
Carrier HEARTLAND EXPRESS INC
Ship Date 3/26/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/27/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60491505 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
16	16	CA	13000-00963	00963	12	JD 16OZ SPCIY WESTERN CHRGRILD	21 00	21 00	336 00			336 00
32	32	CA	13000-00965	00965	12	JD 16OZ TENN HICKORY MESQUITE	21 00	21 00	672 00			672 00
100	100	CA	13000-06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	2,984 00			2,984 00
40	40	CA	13000-52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	1,771 20			1,771 20
16	16	CA	13000-79730	79730	12	15 OZ BOSTON MAR CHICKEN GRAV	22 68	22 68	362 88			362 88
36	36	CA	41258-21524	21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	630 72			630 72
18	18	CA	41258-21528	21528	8	8-7 06 SP STRTR CHEDDR BROCOLI	17 52	17 52	315 36			315 36
15	15	CA	41258-75125	75125	12	12-45 WYLERS CHICKEN CUBES	30 84	30 84	462 60			462 60
18	18	CA	41258-75133	75133	12	12-6 25 WYLERS BEEF GRANULES	32 28	32 28	581 04			581 04
54	54	CA	41258-75134	75134	12	12-6 25 WYLERS CHICKEN GRANULE	32 28	32 28	1 743 12			1,743 12
20	20	CA	41258-75192	75192	12	12-3 75 WYLERS CH-GAR-HERB SHA	22 44	22 44	448 80			448 80
20	20	CA	00258-10931	10931	12	EQUAL 100 PACKETS X 12 FTD	36 24	36 24	724 80			724 80
36	36	CA	00258-10932	10931	18	EQUAL 100 PACKETS X 18 FTD	53 82	53 82	1,937 52			1,937 52
24	24	CA	00258-99482	99482	6	NUTRA SWEET 200 PACKETS X 6	16 32	16 32	391 68			391 68

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE			
1932	1932	43,811 270 lbs	1,318 080	INVOICE TOTALS	40 759 48	40,759 48
				Total discount of 2 0 % on $ 40,759 48		815 19
				Amount due if paid by	4/06/2003	39,944 29
				Amount due after	4/06/2003	40,759 48

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
175030-1885	33100	3/20/2003	60492193	3/28/2003

Payment Terms Net 30

SHIP TO
FLEMING - PLYMOUTH
1035 NATHAN LN
MINNEAPOLIS MN 55441

BILL TO
FLEMING CSD - PLYMOUTH DIV
1035 NATHAN LN N
ATTN ACCOUNTS PAYABLE
MINNEAPOLIS MN 55441-5081

Direct Inquiries to
Credit
Department
412-442-6296

Order#
331297

Ship # 331297
Carrier M R F P Inc
Ship Date 3/28/2003
Warehouse QUALITY CHEF-HUBBARD
Dlvry Date 3/31/2003
Dlvry Trms FOB/Prepaid Cust Expense

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492193 600032

Remit To
HEINZ NORTH AMERICA
DEPT CH 10388
PALATINE IL 60055-0388

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
8	8	CA	32414	63406	63406	6	QCF 6/8# CHIX N DUMPLNG	50 76	50 76	406 08			
							FREIGHT CHARGE					45 18	451 26
8	8	CA	32414	60806	60806	6	QCF 6/8# CHIXN NOODLE	38 22	38 22	305 76			
							FREIGHT CHARGE					45 18	350 94
8	8	CA	32414	63806	63806	6	QCF 6/8# CRM BROCCLI W/CHEESE	42 45	42 45	339 60			
							FREIGHT CHARGE					45 18	384 78
8	8	CA	32414	60406	60406	6	QCF 6/8# CRM CHIX/WLD RICE	45 93	45 93	367 44			
							FREIGHT CHARGE					45 18	412 62
16	16	CA	32414	67604	67604	4	QCF 4/8# GOULASH SOUP	31 14	31 14	498 24			
							FREIGHT CHARGE					59 08	557 32
8	8	CA	32414	52606	52606	6	QCF 6/6# SLOPPY JOE FILLING	54 37	54 37	434 96			
							FREIGHT CHARGE					35 62	470 58

Freight Charge on Applicable Items 2,536 lbs @ 10 86 CWT = 275 42

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE				
56	56	2 536 000 lbs	78 240	INVOICE TOTALS	2,352 08	275 42	2,627 50
				Amount due			2,627 50

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT Amount due 2,627 50

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
103994-3000	143-0037850	3/19/2003	60492297	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FOODS (FLEMING)
3000 7TH AVE
ALTOONA PA 16602

BILL TO
GATEWAY FOODS OF ALTOONA
3000 7TH AVE
ALTOONA PA 16602-1906

Direct Inquiries to
Credit Department
412-442-6296

Order#
329523

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/28/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/28/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492297 600432

Remit To
HEINZ NORTH AMERICA
PO BOX 371605
PITTSBURGH PA 15251

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
3	3	CA	13000-00579	00579	12	16 OZ HAMBURGER DILL CHIPS	14 16	14 16	42 48			
						PICK-UP ALLOWANCE					67CR	41 81
11	11	CA	13000-79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	180 84			
						PICK-UP ALLOWANCE					1 80CR	179 04
20	20	CA	13000-00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	506 00			
						PICK-UP ALLOWANCE					7 25CR	498 75
22	22	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	521 84			
						PICK-UP ALLOWANCE					5 88CR	515 96
4	4	CA	13000-00113	00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	59 04			
						PICK-UP ALLOWANCE					72CR	58 32
5	5	CA	13000-00752	00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	48 60			
						PICK-UP ALLOWANCE					1 10CR	47 50
10	10	CA	13000-00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	75 60			
						PICK-UP ALLOWANCE					2 21CR	73 39

Pickup Allowance on Applicable Items 1,799 lbs @ 1 09 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
75	75	1,810 250 lbs	53 450		1 434 40	19 63CR	1,414 77
				Total discount of 2 0 % on $	1 434 40		28 69
				Amount due if paid by	4/07/2003		1,386 08
				Amount due after	4/07/2003		1 414 77

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P.O. Number	P O Date	Invoice Number	Invoice Date
175056-5249	1430037850	3/19/2003	60492298	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FOODS (FLEMING)
3000 7TH AVE
ALTOONA PA 16602

BILL TO
GATEWAY FOODS OF ALTOONA
3000 7TH AVE
ALTOONA PA 16602-1906

Direct Inquiries to
Credit Department
412-442-6296

Order#
329561

Ship #
Carrier CUSTOMER PICK-UP
Ship Date 3/28/2003
Warehouse MECHANICSBURG DC(ORD)
Dlvry Date 3/28/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492298 600432

Remit To
HEINZ NORTH AMERICA
PO BOX 371605
PITTSBURGH PA 15251

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
17	17	CA	13000-65760		65760	6	#10TIN HAMB SLICES	19 00	19 00	323 00			
							PICK-UP ALLOWANCE					8 34CR	314 66
10	10	CA	13000-51370		51370	6	#10 KETCHUP POUCH	20 90	20 90	209 00			
							PICK-UP ALLOWANCE					5 07CR	203 93
9	9	CA	13000-51290		51290	6	#10TIN KETCHUP	21 40	21 40	192 60			
							PICK-UP ALLOWANCE					4 71CR	187 89
275	275	CA	13000-98010		98010	500	S S 9GR KETCHUP	11 05	11 05	3,038 75			
							PICK-UP ALLOWANCE					35 97CR	3,002 78
789	789	CA	13000-53050		53050	500	S S 1/5OZ 500PK MILD MUSTARD	7 80	7 80	6,154 20			
							PICK-UP ALLOWANCE					64 50CR	6,089 70
6	6	CA	13000-69260		69260	6	#10TIN DELUXE SWEET RELISH	24 85	24 85	149 10			
							PICK-UP ALLOWANCE					3 17CR	145 93
7	7	CA	13000-53180		53180	200	S S 9GR 200PK SWEET RELISH	7 75	7 75	54 25			
							PICK-UP ALLOWANCE					34CR	53 91

Pickup Allowance on Applicable Items 11,201 lbs @ 1 09 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
1113	1113	11,202 000 lbs	408 060		10,120 90	122 10CR	9,998 80
				Total discount of 2 0 % on $	10,120 90		202 42
				Amount due if paid by	4/07/2003		9,796 38
				Amount due after	4/07/2003		9 998 80

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

P O Box 57
Pittsburgh, PA 15222

Heinz North America

Division of H J Heinz Company L P

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P.O. Number	P.O Date	Invoice Number	Invoice Date
100531-0882	736339-LI	3/21/2003	60492299	3/28/2003

Payment Terms 2% 10 Net 11

To insure proper credit return the remittance copy of the invoice with your payment and reference the number

60492299
600432

TO AMERICA

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P.O. Number	P.O Date	Invoice Number	Invoice Date
100531-0882	736339-LI	3/21/2003	60492299	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING COMPANY OF NEBRASKA
1601 PIONEER ST
LINCOLN NE 68502

BILL TO·
FLEMING COMPANIES INC
P O BOX 24670
CTP/LINCOLN DIVISION
OKLAHOMA CITY OK 73124-0670

Direct Inquiries to
Credit
Department
412-442-6296

Order#
332865

Ship #
Carrier
Ship Date 3/27/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/28/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492299
600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
300	300	CA	13000	00105	00105	20	24 OZ KETCHUP(PET)	25 30	25 30	7,590 00			7,590 00
15	15	CA	13000	00112	00112	12	12 OZ CHILI SAUCE	14 76	14 76	221 40			221 40
45	45	CA	13000	00113	00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	664 20			664 20
11	11	CA	13000	00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	260 92			260 92
144	144	CA	13000	00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	3,294 72			3,294 72
100	100	CA	13000	00138	00138	12	46 OZ KETCHUP	29 06	29 06	2,906 00			2,906 00
52	52	CA	13000	00175	00175	12	12 OZ WINE VINEGAR	17 88	17 88	929 76			929 76
72	72	CA	13000	00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	915 84			915 84
48	48	CA	13000	00578	00578	12	32 OZ HAMBURGER DILL SLICES	20 64	20 64	990 72			990 72
39	39	CA	13000	00579	00579	12	16 OZ HAMBURGER DILL CHIPS	14 16	14 16	552 24			552 24
72	72	CA	13000	00605	00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	1,647 36			1,647 36
40	40	CA	13000	00629	00629	12	10 OZ SWEET RELISH	13 20	13 20	528 00			* 528 00
112	112	CA	13000	00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	1,700 16			1,700 16
35	35	CA	13000	00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	432 60			432 60
34	34	CA	13000	00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	257 04			257 04
48	48	CA	13000	00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	460 80			460 80
24	24	CA	13000	00765	00765	6	1/2GAL CIDER VINEGAR PLASTIC	11 70	11 70	280 80			280 80
33	33	CA	13000	00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	530 64			530 64
16	16	CA	13000	00963	00963	12	JD 16OZ SPCIY WESTERN CHRGRILD	21 00	21 00	336 00			336 00
16	16	CA	13000	00965	00965	12	JD 16OZ TENN HICKORY MESQUITE	21 00	21 00	336 00			336 00
80	80	CA	13000	06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	2,387 20			2,387 20
48	48	CA	13000	79720	79720	12	15 OZ BOSTON MARKET BEEF GRVY	22 68	22 68	1,088 64			1 088 64
72	72	CA	13000	79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	1,183 68			1,183 68
24	24	CA	13000	79820	79820	12	12 OZ CHICKEN GRAVY	16 44	16 44	394 56			394 56

(CONTINUED ON NEXT PAGE)

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue.

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
100531-0882	736339-LI	3/21/2003	60492299	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING COMPANY OF NEBRASKA
1601 PIONEER ST
LINCOLN NE 68502

BILL TO
FLEMING COMPANIES INC
P O BOX 24670
CTP/LINCOLN DIVISION
OKLAHOMA CITY OK 73124-0670

Direct Inquiries to
Credit
Department
412-442-6296

Order#
332865

Ship #
Carrier
Ship Date 3/27/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/28/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492299 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
12	12	CA	13000-79830		79830	12	12 OZ MUSHROOM GRAVY	16 44	16 44	197 28			197 28
90	90	CA	41258-21525		21525	8	8-7 45 SOUP STARTER BEEF STEW	17 52	17 52	1,576 80			1,576 80
55	55	CA	41258-75106		75106	24	24-2 25 WYLERS BEEF GRANULES	32 88	32 88	1 808 40			1,808 40
33	33	CA	41258-75108		75108	24	24-2 25 WYLER CHKN GRANULES	32 88	32 88	1,085 04			1,085 04
26	26	CA	41258-75115		75115	12	12-25 WYLERS CHICKEN CUBES	19 32	19 32	502 32			502 32
65	65	CA	41258-75119		75119	12	12-3 75 WYLERS BEEF GRANULES	22 44	22 44	1,458 60			1,458 60
44	44	CA	53351-50916		50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	1,013 76			1 013 76
40	40	CA	74235-27341		28451	12	12-2PK MRS GRASS 2 5 CNKN NOOD	10 68	10 68	427 20			427 20
20	20	CA	00258-10950		10950	12	EQUAL 12-50PACK	20 64	20 64	412 80			412 80
20	20	CA	00258-99481		99481	12	NUTRA SWEEET 100 PACKETS X 12	18 36	18 36	367 20			367 20

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
1885	1885	43,133 650 lbs	1,334 860		38 738 68	38,738 68
				Total discount of 2 0 % on $	38,738 68	774 77
				Amount due if paid by	4/07/2003	37,963 91
				Amount due after	4/07/2003	38,738 68

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
107113-9560	640334-MG	3/21/2003	60492449	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING COMPANIES, INC
4688 HUNGERFORD
MEMPHIS GM DIVISION
MEMPHIS TN 38118

BILL TO·
FLEMING COMPANIES, INC
4681 BURBANK
MEMPHIS GMD
MEMPHIS TN 38118

Direct Inquiries to
Credit
Department
412-442-6296

Order#
332864

Ship #
Carrier ROADWAY EXPRESS, INC
Ship Date 3/27/2003
Warehouse FREMONT FACTORY(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492449 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
5	5	CA	13000	00153	00153	12	14 OZ NO SALT KETCHUP	10 30	10 30	51 50			51 50
4	4	CA	13000	00176	00176	12	12 OZ GARLIC VINEGAR	15 45	15 45	61 80			61 80
27	27	CA	13000	00178	00178	12	12 OZ SALAD VINEGAR	15 45	15 45	417 15			417 15
14	14	CA	13000	00179	00179	12	12 OZ MALT VINEGAR	15 45	15 45	216 30			216 30
12	12	CA	13000	00185	00185	12	12 OZ IMPORTED BALSAMIC VGR	24 58	24 58	294 96			294 96
12	12	CA	13000	00287	00287	12	8 OZ TARTAR SAUCE	10 63	10 63	127 56			127 56
27	27	CA	13000	00288	00288	12	8 OZ HORSERADISH SAUCE	10 63	10 63	287 01			287 01
1	0	CA	13000	00352	00352	12	10 OZ NACHO SLICED JALAPENOS						
2	2	CA	13000	00624	00624	12	10 OZ INDIA RELISH	9 20	9 20	18 40			18 40

219518749

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
104	103	1,596 500 lbs	41 090		1 474 68	1,474 68
				Total discount of 2 0 % on $	1,474 68	29 49
				Amount due if paid by	4/07/2003	1 445 19
				Amount due after	4/07/2003	1,474 68

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

SHIP TO
GATEWAY FOODS OF TWIN PORTS
#1 GATEWAY COURT
SUPERIOR WI 54880

BILL TO
FLEMING COMPANIES INC
P O BOX 26680
OKLAHOMA CITY OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327472

HNA Customer No.	Customer P O. Number	P O Date	Invoice Number	Invoice Date
104005-5273	710894	3/17/2003	60492922	3/28/2003

Payment Terms 2% 10 Net 11

Ship #
Carrier SCHWEINFURTH TRANSPO IOWA CITY
Ship Date 3/28/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492922 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
22	22	CA	13000-00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	353 76			353 76
40	40	CA	13000-00175	00175	12	12 OZ WINE VINEGAR	17 88	17 88	715 20			715 20
72	72	CA	13000-00756	00756	6	VNGR 1/2GAL WHITE PLASTIC	9 60	9 60	691 20			691 20
40	40	CA	13000-52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	1,771 20			1,771 20
28	28	CA	13000-00264	00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	957 60			957 60
80	80	CA	13000-00285	00285	12	5OZ WORCESTSHIRE SAUCE	8 16	8 16	652 80			652 80
24	24	CA	13000-00618	00616	12	12 7 OZ SQEEZE SWEET RELISH	14 52	14 52	348 48			348 48
55	55	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1,304 60			1,304 60
128	128	CA	13000-00640	00640	12	EZ SQUEEZE 20OZ KETCHUP	15 18	15 18	1 943 04			1,943 04
108	108	CA	13000-00605	00605	12	EZ SQUEEZE 32OZ KETCHUP	22 88	22 88	2,471 04			2,471 04
16	16	CA	13000-00411	00411	12	EZ SQUEEZE 19OZ HT N SPCY KICK	15 18	15 18	242 88			242 88
420	420	CA	13000-00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	9,609 60			9,609 60
100	100	CA	13000-00138	00138	12	46 OZ KETCHUP	29 06	29 06	2,906 00			2 906 00
150	150	CA	13000-06121	00121	9	64 OZ KETCHUP (PET)	29 84	29 84	4,476 00			4,476 00
66	66	CA	13000-00112	00112	12	12 OZ CHILI SAUCE	14 76	14 76	974 16			974 16
12	12	CA	13000-00470	00470	12	EZSQRT 19OZ STELLAR BLUE KET	15 60	15 60	187 20			187 20
14	14	CA	41129-07722	07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	349 44			349 44
30	30	CA	41129-07763	07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	748 80			748 80
144	144	CA	13000-79800	79800	12	12 OZ BROWN GRAVY	16 44	16 44	2 367 36			2 367 36
72	72	CA	13000-79820	79820	12	12 OZ CHICKEN GRAVY	16 44	16 44	1,183 68			1,183 68
36	36	CA	13000-79910	79910	12	12 OZ TURKEY GRAVY	16 44	16 44	591 84			591 84
30	30	CA	00258-94267	94267	8	EQUAL 4OZ X 8 SPOONFUL JAR	21 68	21 68	650 40			650 40
36	36	CA	41258-21524	21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	630 72			630 72
17	17	CA	74235-27400	27400	12	12-2PK MRS GRASS 2 5 HS CHK ND	11 02	11 02	187 34			187 34

(CONTINUED ON NEXT PAGE)

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P O Date	Invoice Number	Invoice Date
104005-5273	710894	3/17/2003	60492922	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FOODS OF TWIN PORTS
#1 GATEWAY COURT
SUPERIOR WI 54880

BILL TO
FLEMING COMPANIES INC
P O BOX 26680
OKLAHOMA CITY OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
327472

Ship #
Carrier SCHWEINFURTH TRANSPO IOWA CITY
Ship Date 3/28/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492922 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
40	40	CA	74235-27341		28451	12	12-2PK MRS GRASS 2 5 CNKN NOOD	10 68	10 68	427 20			427 20
16	16	CA	41258-75102		75102	24	24-15 WYLERS CHICKEN CUBES	26 64	26 64	426 24			426 24
20	20	CA	41258-75117		75117	12	12-25 WYLERS BEEF CUBES	19 32	19 32	386 40			386 40
20	20	CA	41258-75120		75120	12	12-3 75 WYLERS CHKN GRAN NO MS	22 44	22 44	448 80			448 80

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE		
1836	1836	41,898 500 lbs	1,292 954		
				INVOICE TOTALS	38,002 98
				Total discount of 2 0 % on $ 38 002 98	760 06
				Amount due if paid by 4/07/2003	37,242 92
				Amount due after 4/07/2003	38,002 98

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No.	Customer P.O. Number	P.O Date	Invoice Number	Invoice Date
107109-9554	710895	3/18/2003	60492923	3/28/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING-SUPERIOR
1 GATEWAY CENTER
SUPERIOR WI 54880

BILL TO
FLEMING COMPANIES
P O BOX 26680
P O BOX 26680
OKLAHOMA CITY OK 73126-6680

Direct Inquiries to
Credit
Department
412-442-6296

Order#
329062

Ship #
Carrier SCHWEINFURTH TRANSPO IOWA CITY
Ship Date 3/28/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60492923 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Consmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
25	25	CA	13000-98320	98320	200	S S 9GR KETCHUP	4 70	4 70	117 50			117 50
30	30	CA	13000-53060	53060	200	S S 1/5OZ 200PK MILD MUSTARD	3 75	3 75	112 50			112 50
16	16	CA	13000-51290	51290	6	#10TIN KETCHUP	21 40	21 40	342 40			342 40

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
71	71	979 250 lbs	24 570		572 40	572 40
				Total discount of 2 0 % on $	572 40	11 45
				Amount due if paid by	4/07/2003	560 95
				Amount due after	4/07/2003	572 40

PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT

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Heinz North America

Division of H.J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

SHIP TO
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit Department
412-442-6296

Order#
334289

HNA Customer No.	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100649-0954	157102-SC	3/25/2003	60493318	3/31/2003

Payment Terms 2% 10 Net 11

Ship # 334289
Carrier CUSTOMER PICK-UP
Ship Date 3/31/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60493318 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
44	44	CA	13000-00124		00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1 043 68			
							PICK-UP ALLOWANCE					8 19CR	1,035.49
120	120	CA	13000-00133		00133	12	36 OZ KETCHUP (PET)	22 88	22 88	2 745 60			
							PICK-UP ALLOWANCE					27 36CR	2,718 24
90	90	CA	13000-00138		00138	12	46 OZ KETCHUP	29 06	29 06	2,615 40			
							PICK-UP ALLOWANCE					25 99CR	2,589.41
68	68	CA	13000-00752		00752	12	PINTS CIDER VINEGAR 12 PACK	9 72	9 72	660 96			
							PICK-UP ALLOWANCE					10 47CR	650 49
140	140	CA	13000-00754		00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	1,730 40			
							PICK-UP ALLOWANCE					58 52CR	1,671 88
85	85	CA	13000-00755		00852	12	PINTS WHITE VINEGAR	7 56	7 56	642 60			
							PICK-UP ALLOWANCE					13 08CR	629 52
44	44	CA	13000-00814		00814	12	QUARTS CIDER VINEGAR	16 08	16 08	707 52			
							PICK-UP ALLOWANCE					12 71CR	694 81
88	88	CA	13000-00854		00854	12	QUARTS WHITE VINEGAR	12 00	12 00	1,056 00			
							PICK-UP ALLOWANCE					25 41CR	1,030 59
48	48	CA	13000-00961		00961	12	16 OZ JD ORG NO 7 BARBECUE	21 00	21 00	1,008 00			
							PICK-UP ALLOWANCE					6 57CR	1,001 43
32	32	CA	13000-00964		00964	12	JD 16OZ SIZZLIN SMOKEHOUSE	21 00	21 00	672 00			
							PICK-UP ALLOWANCE					4 32CR	667 68
50	50	CA	13000-06121		00121	9	64 OZ KETCHUP (PET)	29 84	29 84	1 492 00			
							PICK-UP ALLOWANCE					15 01CR	1,476 99
18	18	CA	13000-79830		79830	12	12 OZ MUSHROOM GRAVY	16 44	16 44	295 92			
							PICK-UP ALLOWANCE					2 05CR	293 87
							(CONTINUED ON NEXT PAGE)						

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100649-0954	157102-SC	3/25/2003	60493318	3/31/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO·
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit
Department
412-442-6296

Order#
334289

Ship # 334289
Carrier CUSTOMER PICK-UP
Ship Date 3/31/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60493318 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
90	90	CA	41129	07711	07711	12	12-14 CLASSICO TOMATO & BASIL	15 96	15 96	1,436 40			
							PICK-UP ALLOWANCE					12 31CR	1,424 09
70	70	CA	41129	07712	07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	1,747 20			
							PICK-UP ALLOWANCE					16 49CR	1,730 71
45	45	CA	41129	07721	07721	12	12-14 CLASSICO MUSH & RP OLIVE	15 96	15 96	718 20			
							PICK-UP ALLOWANCE					6 16CR	712 04
70	70	CA	41129	07722	07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	1,747 20			
							PICK-UP ALLOWANCE					16 49CR	1,730 71
85	85	CA	41129	07763	07763	12	12-16 CLASSICO ALFREDO	24 96	24 96	2,121 60			
							PICK-UP ALLOWANCE					12 91CR	2,108 69
75	75	CA	41129	07764	07764	12	12-16 CLSCO RSTD GRLC ALFREDO	24 96	24 96	1 872 00			
							PICK-UP ALLOWANCE					11 39CR	1,860 61
56	56	CA	41129	07782	07782	12	12-26 CLASSICO ROASTED GARLIC	24 96	24 96	1,397 76			
							PICK-UP ALLOWANCE					13 19CR	1,384 57
28	28	CA	41129	07785	07785	12	12-26 CLASSICO PORTABELLO MUSH	24 96	24 96	698 88			
							PICK-UP ALLOWANCE					6 60CR	692 28
54	54	CA	41258	21523	21523	8	8-6 25 SP STARTER CHICK NOODLE	17 52	17 52	946 08			
							PICK-UP ALLOWANCE					1 58CR	944 50
54	54	CA	41258	21524	21524	8	8-7 45 SOUP STARTER BEEF VEG	17 52	17 52	946 08			
							PICK-UP ALLOWANCE					1 83CR	944 25
12	12	CA	53351	50916	50916	12	EQUAL SPOONFUL 2OZ X 12	23 04	23 04	276 48			
							PICK-UP ALLOWANCE					28CR	276 20
40	0	CA	74235	27341	28451	12	12-2PK MRS GRASS 2 5 CNKN NOOD						
							PICK-UP ALLOWANCE					1 61CR	1 61CR
							(CONTINUED ON NEXT PAGE)						

'ACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

ubject to the Terms and Conditions of Sale and Guaranty
rinted on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100649-0954	157102-SC	3/25/2003	60493318	3/31/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit
Department
412-442-6296

Order#
334289

Ship # 334289
Carrier CUSTOMER PICK-UP
Ship Date 3/31/2003
Warehouse TRACY DC(ORD)
Dlvry Date 3/31/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60493318 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
60	60	CA	00258	10931	10931	12	EQUAL 100 PACKETS X 12 FTD	36 24	36 24	2,174 40			
							PICK-UP ALLOWANCE					1 97CR	2,172 43

Pickup Allowance on Applicable Items 41,113 lbs @ 76 CWT

THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
1566	1526	40,904 050 lbs	1,105 894		30 752 36	312 49CR	30,439 87
				Total discount of 2 0 % on $	30 752 36		615 05
				Amount due if paid by	4/10/2003		29,824 82
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/10/2003		30,439 87

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities; all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1.5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
100649-0954	174665-SC	3/26/2003	60493319	3/31/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit
Department
412-442-6296

Order#
336709

Ship # 336709
Carrier CUSTOMER PICK-UP
Ship Date 3/31/2003
Warehouse TRACY DC(ORD)
Dlvry Date 4/01/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60493319 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
88	88	CA	13000-00113	00113	12	12 OZ COCKTAIL SAUCE	14 76	14 76	1,298 88			
						PICK-UP ALLOWANCE					11 04CR	1,287 84
44	44	CA	13000-00124	00124	24	14 OZ KETCHUP GROCERY	23 72	23 72	1,043 68			
						PICK-UP ALLOWANCE					8 19CR	1,035 49
180	180	CA	13000-00133	00133	12	36 OZ KETCHUP (PET)	22 88	22 88	4,118 40			
						PICK-UP ALLOWANCE					41 04CR	4,077 36
60	60	CA	13000-00138	00138	12	46 OZ KETCHUP	29 06	29 06	1 743 60			
						PICK-UP ALLOWANCE					17 33CR	1,726 27
28	28	CA	13000-00264	00264	12	10 OZ HEINZ 57 SAUCE	34 20	34 20	957 60			
						PICK-UP ALLOWANCE					3 09CR	954 51
48	48	CA	13000-00289	00289	12	12 OZ WORCESTSHIRE SAUCE	12 72	12 72	610 56			
						PICK-UP ALLOWANCE					6 20CR	604 36
56	56	CA	13000-00754	00754	4	VNGR 6 WHITE PLSTC GALLONS	12 36	12 36	692 16			
						PICK-UP ALLOWANCE					23 41CR	668 75
85	85	CA	13000-00755	00852	12	PINTS WHITE VINEGAR	7 56	7 56	642 60			
						PICK-UP ALLOWANCE					13 08CR	629 52
56	56	CA	13000-00762	00762	6	VNGR 6 CIDER PLSTC GALLON	16 44	16 44	920 64			
						PICK-UP ALLOWANCE					23 41CR	897 23
88	88	CA	13000-00814	00814	12	QUARTS CIDER VINEGAR	16 08	16 08	1 415 04			
						PICK-UP ALLOWANCE					25 41CR	1,389 63
132	132	CA	13000-00854	00854	12	QUARTS WHITE VINEGAR	12 00	12 00	1,584 00			
						PICK-UP ALLOWANCE					38 12CR	1,545 88
20	20	CA	13000-52680	52680	12	20 OZ HEINZ 57 SAUCE (PET)	44 28	44 28	885 60			
						PICK-UP ALLOWANCE					2 62CR	882 98
						(CONTINUED ON NEXT PAGE)						

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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 2

HNA Customer No	Customer P O. Number	P O Date	Invoice Number	Invoice Date
100649-0954	174665-SC	3/26/2003	60493319	3/31/2003

Payment Terms 2% 10 Net 11

SHIP TO
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO·
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit
Department
412-442-6296

Order#
336709

Ship # 336709
Carrier CUSTOMER PICK-UP
Ship Date 3/31/2003
Warehouse TRACY DC(ORD)
Dlvry Date 4/01/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60493319 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
36	36	CA	13000-79800		79800	12	12 OZ BROWN GRAVY	16 44	16 44	591 84			
							PICK-UP ALLOWANCE					4 10CR	587 74
14	14	CA	41129-07700		07700	12	12-26 CLASSICO FR RSTD TOM-GAR	24 96	24 96	349 44			
							PICK-UP ALLOWANCE					3 30CR	346 14
56	56	CA	41129-07702		07702	12	12-26 CLASSICO ITAL SAUS PEP&O	24 96	24 96	1 397 76			
							PICK-UP ALLOWANCE					13 19CR	1,384 57
140	140	CA	41129-07712		07712	12	12-26 CLASSICO TOMATO & BASIL	24 96	24 96	3,494 40			
							PICK-UP ALLOWANCE					32 98CR	3,461 42
70	70	CA	41129-07722		07722	12	12-26 CLASSICO MUSH & RP OLIVE	24 96	24 96	1,747 20			
							PICK-UP ALLOWANCE					16 49CR	1 730 71
42	42	CA	41129-07755		07755	12	12-26 CLASSICO SUN-DRIED TOMAT	24 96	24 96	1,048 32			
							PICK-UP ALLOWANCE					9 90CR	1 038 42
45	45	CA	41129-07769		07769	12	12-16 CLASSICO S-D TOM ALFREDO	24 96	24 96	1,123 20			
							PICK-UP ALLOWANCE					6 83CR	1,116 37
14	14	CA	41129-07790		07790	12	12-26 CLASSICO S BASIL MARINAR	24 96	24 96	349 44			
							PICK-UP ALLOWANCE					3 30CR	346 14
96	96	CA	47496-48085		48085	12	YOSH 17OZ ORGINAL GOURMET SCE	25 08	25 08	2 407 68			
							PICK-UP ALLOWANCE					14 23CR	2,393 45
36	36	CA	74235-29100		29100	12	12-1 68 MRS GRASS HS VEG FOIL	10 68	10 68	384 48			
							PICK-UP ALLOWANCE					47CR	384 01
50	50	CA	74235-29330		29320	24	24-1 35 MRS GRS ONION DIP FOIL	11 76	11 76	588 00			
							PICK-UP ALLOWANCE					1 02CR	586 98

Pickup Allowance on Applicable Items 41 940 lbs @ 76 CWT

(CONTINUED ON NEXT PAGE)

PACA Trust The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attornev fees**

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 3

HNA Customer No.	Customer P O Number	P.O Date	Invoice Number	Invoice Date
100649-0954	174665-SC	3/26/2003	60493319	3/31/2003

Payment Terms 2% 10 Net 11

SHIP TO.
FLEMING WEST SACRAMENTO
3771 CHANNEL DR
WEST SACRAMENTO CA 95691

BILL TO
FLEMING COMPANIES INC
P O BOX 15127
SACRAMENTO CA 95851-1127

Direct Inquiries to
Credit
Department
412-442-6296

Order#
336709

Ship # 336709
Carrier CUSTOMER PICK-UP
Ship Date 3/31/2003
Warehouse TRACY DC(ORD)
Dlvry Date 4/01/2003
Dlvry Trms Pickup

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60493319 600432

Remit To
HEINZ NORTH AMERICA
DEPT AT 40020
ATLANTA GA 31192-0020

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
							THIS IS A PICKUP ORDER NO DEDUCTIONS FOR SHORTAGE OR DAMAGE WILL BE ALLOWED						

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
1484	1484	41,940 550 lbs	1,069 471		29,394 52	318 75CR	29,075 77
				Total discount of 2 0 % on $	29 394 52		587 89
				Amount due if paid by	4/10/2003		28,487 88
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/10/2003		29,075 77

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T * 3 Page 1

HNA Customer No	Customer P O. Number	P.O Date	Invoice Number	Invoice Date
103999-5259	712216	3/24/2003	60494344	4/01/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FDS, INC
1637 SAINT JAMES ST
LA CROSSE WI 54603

BILL TO
FLEMING COMPANIES INC
P O BOX 26680
OKLAHOMA CITY OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
334002

Ship #
Carrier OVERNITE TRANSPORTATION
Ship Date 3/31/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 4/01/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60494344
600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR	Case UPC	Cnsmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
15	15	CA	13000-00175		00175	12	12 OZ WINE VINEGAR	15 45	15 45	231 75			231 75
10	10	CA	13000-00177		00177	12	12 OZ TARRAGON VINEGAR	15 45	15 45	154 50			154 50
15	15	CA	13000-00178		00178	12	12 OZ SALAD VINEGAR	15 45	15 45	231 75			231 75
5	5	CA	13000-00185		00185	12	12 OZ IMPORTED BALSAMIC VGR	24 58	24 58	122 90			122 90
44	44	CA	13000-00153		00153	12	14 OZ NO SALT KETCHUP	10 30	10 30	453 20			453 20
2	2	CA	71850-12518		12518	24	24-8 MBT 1 5 SF INST BEEF BROT	21 60	19 44	43 20			
							OFF-INVOICE 7223-035	2 16CR			4 32CR		38 88
4	4	CA	71850-12528		12528	24	24-8 MBT 1 5 SF INST CHKN BROT	21 60	19 44	86 40			
							OFF-INVOICE 7223-047	2 16CR			8 64CR		77 76
36	36	CA	13000-00179		00179	12	12 OZ MALT VINEGAR	15 45	15 45	556 20			556 20

639128604

TOTAL QUANTITY	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
131 131	2 044 200 lbs	58 880		1 879 90	12 96CR	1,866 94
			Total discount of 2 0 % on $	1,879 90		37 60
			Amount due if paid by	4/11/2003		1,829 34
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT			Amount due after	4/11/2003		1,866 94

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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

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CUSTOMER COPY

Heinz North America

Division of H J Heinz Company L P

P O Box 57
Pittsburgh, PA 15222

INVOICE
* R E P R I N T *

HNA Customer No	Customer P O Number	P.O Date	Invoice Number	Invoice Date
103999-5259	713080	3/26/2003	60495157	4/01/2003

Payment Terms 2% 10 Net 11

SHIP TO
GATEWAY FDS, INC
1637 SAINT JAMES ST
LA CROSSE WI 54603

BILL TO.
FLEMING COMPANIES INC
P O BOX 26680
OKLAHOMA CITY OK 73126

Direct Inquiries to
Credit
Department
412-442-6296

Order#
336558

Ship #
Carrier OVERNITE TRANSPORTATION
Ship Date 3/31/2003
Warehouse MUSCATINE FACTORY(ORD)
Dlvry Date 4/01/2003
Dlvry Trms Delivered

To insure proper credit return the remittance copy of the invoice with your payment and reference the number 60495157 600432

Remit To
HEINZ NORTH AMERICA
DEPT 730403
DALLAS TX 75373-0403

Quantity Order	Quantity Ship	UOM	MFR Case UPC	Cusmr UPC	Pack	Description	List Price	Net Price	Gross Amount	Promo Allow	Misc Allow	Amount
100	100	CA	13000-00175	00175	12	12 OZ WINE VINEGAR	15 45	15 45	1 545 00			1,545 00

639128630

TOTAL QUANTITY		TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS		
100	100	1,800 000 lbs	50 000		1,545 00	1 545 00
				Total discount of 2 0 % on $	1,545 00	30 90
				Amount due if paid by	4/11/2003	1,514 10
PICKUP ALLOWANCE CALCULATED ON ORDERED WEIGHT				Amount due after	4/11/2003	1,545 00

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Subject to the Terms and Conditions of Sale and Guaranty
printed on the reverse side of Original Invoice

Important Remittance exceptions must be supported with Sellers or Carriers acknowledgment of claim due Freight claims within 9 months from shipping date all others within 24 months after the earliest date that such claim shall accrue

CUSTOMER COPY

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	012273-HW	298906	2/13/2003	1015156	2/19/2003	NET 15 DAYS

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	2/17/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
2/19/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** ***UCS Invoice For Customer And Broker*** ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAQUITOS						
10	10	CA	17696-17696000028	8	TAQUITO, BEEF	37 08	37 08	370 80			370 80
10	10	CA	17696-17696000029	8	TAQUITO, CHICKEN	37 08	37 08	370 80			370 80
10	10	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 08	37 08	370 80			370 80
30	30		271		TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	1 112 40
30	30	271	442 500 lbs	20 400	Total discount of	% on Gross Amount	$ 1 112 40	
						Amount due if paid by	2/19/2003	1,112 40
						Amount due after	3/06/2003	1 112 40

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845246-3771	302487-SC	304603	2/19/2003	1018214	2/28/2003	NET 15 DAYS

Ship To: FLEMING FOODS (MD21)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	2/27/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
2/28/2003

B I L L FLEMING - NORTHERN CA (MD21)
CTP-NORTHERN CA DIVISION
P O BOX 24840
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAQUITOS						
20	20	CA	17696-17696000028	8	TAQUITO BEEF	37 08	37 08	741 60			741 60
10	10	CA	17696-17696000029	8	TAQUITO, CHICKEN	37 08	37 08	370 80			370 80
10	10	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 08	37 08	370 80			370 80
40	40		271		TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	1 483 20
40	40	271	590 000 lbs	27 200	Total discount of	% on Gross Amount	$ 1 483 20	
						Amount due if paid by 2/28/2003		1 483 20

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Amount due after 3/15/2003 1 483 20

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62723-0420	675800-TU	299987	2/13/2003	1018686	3/03/2003	NET 15 DAYS

Ship To FLEMING - TULSA (RT)
420 S 145 EAST AVENUE
TULSA OK 74108

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	2/28/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/03/2003

B I L L T O FLEMING - TULSA (RT)
TULSA DIVISION
P O BOX 268959
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						TAQUITOS						
80	80	CA	17696-17696000028		8	TAQUITO, BEEF	37 13	37 13	2970 40			2,970 40
80	80	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 13	37 13	2970 40			2,970 40
160	160		57			TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	00	5 940 80
160	160	57	2360 000 lbs	108 800	Total discount of	% on Gross Amount	$ 5 940 80		
						Amount due if paid by	3/03/2003		5 940 80
						Amount due after	3/18/2003		5 940 80

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62712-9020	047403-HW	308769	2/25/2003	1019214	3/04/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (RT)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	215049
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/03/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/05/2003

BILL TO: FLEMING - EWA BEACH (RT)
91-315 HANUA STREET
EWA BEACH HI 96706

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						FUNKY FRIES						
10	10	CA	13120-0918	00918	12	CRUNCHY TATER RING-FUNKY FRIES	23 29	23 29	232 90			232 90
10	10		918			TOTAL CASES - FUNKY FRIES						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	356 70			356 70
30	30	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 89	11 89	356 70			356 70
15	15	CA	70085-3500	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 89	11 89	178 35			178 35
75	75		10505			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
16	16	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 37	31 37	501 92			501 92
16	16	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 37	31 37	501 92			501 92
32	32		544			TOTAL CASES - PRIME						
						SPECIALITY						
30	30	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 37	31 37	941 10			941 10
30	30		82			TOTAL CASES - SPECIALITY						
						HASHBROWN						
16	16	CA	13120-0192	00192	12	OI TOASTER HASHBROWN R 12-7	13 37	13 37	213 92			213 92
6	6	CA	13120-0833Z	00833	12	O-I COUNTRY STYLE HB 12-30	20 93	20 93	125 58			125 58
22	22		1025			TOTAL CASES - HASHBROWN						
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62712-9020	047403-HW	308769	2/25/2003	1019214	3/04/2003	2% 30 NET 31

Ship To FLEMING - EWA BEACH (RT)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	215049
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/03/2003
WAREHOUSE	AMERICOLD ONTARIO OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/05/2003

B I L L T O FLEMING - EWA BEACH (RT)
91-315 HANUA STREET
EWA BEACH HI 96706

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						SEASON/BATTERED POTATOES						
10	10	CA	13120-1417Z	01417	12	O-I FAST FOOD FRIES R 12-26	21 77	21 77	217 70			217 70
10	10		1417			TOTAL CASES - SEASON/BATTERED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	3 626 79
					Total discount of 2 0 % on Gross Amount	$ 3 626 79		
179	179	14491	3362 500 lbs	161 750	Amount due if paid by 4/03/2003			3 626 79
					Amount due after 4/04/2003			3 626 79

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	047406-HW	308770	2/25/2003	1019312	3/04/2003	2% 30 NET 31

Ship To FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	215049
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/03/2003
WAREHOUSE	AMERICOLD ONTARIO OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE: 3/05/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						FUNKY FRIES						
20	20	CA	13120-0918	00918	12	CRUNCHY TATER RING-FUNKY FRIES	23 24	23 24	464 80			464 80
8	8	CA	13120-0922	00922	12	CINNAMON STIX- FUNKY FRIES	23 24	23 24	185 92			185 92
28	28		1840			TOTAL CASES - FUNKY FRIES						
						RETAIL T G I FRIDAY'S						
5	5	CA	46704-46704004940		8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	89 75			89 75
10	10	CA	46704-46704006430		8	HONEY BBQ WINGS- TGIF	17 95	17 95	179.50			179 50
5	5	CA	46704-46704006750		8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	89 75			89 75
22	22	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	17 95	17 95	394 90			394.90
88	88	CA	46704-46704006840		8	CHEDDAR & BACON SKINS- TGIF	17 95	17 95	1579.60			1,579 60
22	22	CA	46704-46704006850		8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	394 90			394 90
152	152		38640			TOTAL CASES - RETAIL T G I FRIDAY'S						
						BOSTON MKT SIDES						
12	12	CA	71984-4531P	04531	12	MASHED POTATOES	17 88	17 88	214 56			214 56
12	12		4531			TOTAL CASES - BOSTON MKT SIDES						
						BOSTON MKT ENTREES						
18	18	CA	71984-4501P	04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	571 32			571 32
27	27	CA	71984-4502P	04502	12	MEATLOAF MASHED POTATOES GRAVY	31 74	31 74	856 98			856 98
9	9	CA	71984-4503P	04503	12	CNTRY FRD CHICK POTATOES GRAVY	31 74	31 74	285 66			285 66
18	18	CA	71984-4506P	04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	571 32			571 32

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	047406-HW	308770	2/25/2003	1019312	3/04/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	215049
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/03/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE: 3/05/2003

B I T L O L FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
9	9	CA	71984-4509P	04509	12	POT ROAST	31 74	31 74	285 66			285 66
9	9	CA	71984-4510P	04510	12	SWEDISH MEATBALLS	31 74	31 74	285 66			285 66
9	9	CA	71984-4514P	04514	12	FILET OF BEEF W/GARLIC MSD POT	31 74	31 74	285 66			285 66
16	16	CA	71984-4520	04520	12	BM CHICKEN POT PIE	31 74	31 74	507 84			507 84
115	115		36065			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
75	75	CA	25800-0003	00003	12	LASAGNA WITH MEAT SAUCE	17 64	17 64	1323 00			1,323 00
15	15	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	264 60			264 60
12	12	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	211 68			211 68
14	14	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	246 96			246 96
12	12	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	211 68			211 68
12	12	CA	25800-2252	02252	12	CHICKEN MIRABELLA (SOS)	17 64	17 64	211 68			211 68
12	12	CA	25800-2254	02254	12	FIESTA CHICKEN (SOS)	17 64	17 64	211 68			211 68
12	12	CA	25800-2289	02289	12	RAVIOLI FLORENTINE (SOS)	17 64	17 64	211 68			211 68
72	72	CA	25800-2360	02360	12	SANTA FE STYLE RICE & BEANS	17 64	17 64	1270 08			1,270 08
236	236		17671			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
15	15	CA	25800-1959S	01959	12	PEPPERONI PIZZA	24 12	24 12	361 80			361 80
12	12	CA	25800-2315	02315	12	RSTD CHICK W/SOUR CREAM/CHIVE	24 12	24 12	289 44			289 44
12	12	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	289 44			289 44
12	12	CA	25800-2326	02326	12	FIRE GRLD CHICKEN & VEGETABLES	24 12	24 12	289 44			289 44
12	12	CA	25800-2372	02372	12	PENNE POLLO	24 12	24 12	289 44			289 44

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	047406-HW	308770	2/25/2003	1019312	3/04/2003	2% 30 NET 31

Ship To FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	215049
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/03/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE: 3/05/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
14	14	CA	25800-2563	02563	12	THREE CSE&ITAL MTBLS SMARTWICH	24 12	24 12	337 68			337 68
77	77		13855			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
13	13	CA	25800-1968	01968	12	STRAWBERRY CHEESECAKE	17 16	17 16	223 08			223 08
13	13	CA	25800-1986	01986	12	CHOCOLATE MOUSSE	17 16	17 16	223 08			223 08
13	13	CA	25800-2075	02075	12	DOUBLE FUDGE CAKE	17 16	17 16	223 08			223 08
13	13	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	223 08			223 08
52	52		8335			TOTAL CASES - SOS DESSERTS						
						RETAIL ONIONS						
9	9	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 67	21 67	195.03			195 03
9	9		856			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	177 60			177 60
30	30	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 84	11 84	355 20			355 20
15	15	CA	70085-3535X	03535	12	BAGEL BITE CHEESE 18CT R 12-14	31 08	31 08	466 20			466 20
60	60		10540			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
24	24	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	751 68			751 68
24	24	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 32	31 32	751 68			751 68
48	48		544			TOTAL CASES - PRIME						
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	047406-HW	308770	2/25/2003	1019312	3/04/2003	2% 30 NET 31

Ship To· FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	215049
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/03/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/05/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						SPECIALITY						
10	10	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	313 20			313 20
8	8	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	167 04			167 04
18	18		1118			TOTAL CASES - SPECIALITY						
						HASHBROWN						
10	10	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 88	20 88	208 80			208 80
10	10	CA	13120-0469Z	00469	12	OI POTATOES OBRIEN R 12-28	20 88	20 88	208.80			208 80
12	12	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	250 56			250 56
32	32		1694			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
10	10	CA	13120-0040Z	00040	12	O-I OVEN CHIPS 12-26	21 72	21 72	217 20			217 20
20	20	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 72	21 72	434 40			434 40
20	20	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	434 40			434 40
10	10	CA	13120-0764Z	00764	12	O-I TXS PB R 12-30	21 72	21 72	217 20			217 20
10	10	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 72	21 72	217 20			217 20
70	70		3188			TOTAL CASES - SEASON/BATTERED POTATOES						
						ROSETTO						
13	13	CA	41549-3702	03702	6	ROSETTO CHEESE TORTELLINI 6-19	14 49	14 49	188 37			188 37
16	16	CA	41549-3708	00361	6	ROSETTO SM ROUND RAV R 6-24	14 49	14 49	231 84			231 84
13	13	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	188 37			188 37

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	047406-HW	308770	2/25/2003	1019312	3/04/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	215049
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/03/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/05/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
42	42		11221			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	20 131 15
					Total discount of 2 0 % on Gross Amount	$ 20 131 15		
951	951	150098	11962 524 lbs	642 017	Amount due if paid by 4/03/2003			20 131 15
					Amount due after 4/04/2003			20 131 15

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV. DATE	PAYMENT TERMS
845035-4819	047407-HW	308771	2/25/2003	1019723	3/05/2003	NET 15 DAYS

Ship To. FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/04/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/05/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAQUITOS						
20	20	CA	17696-17696000028	8	TAQUITO, BEEF	37 08	37 08	741 60			741 60
20	20		28		TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	00	741 60
					Total discount of	% on Gross Amount	$ 741 60		
20	20	28	295 000 lbs	13 600		Amount due if paid by	3/05/2003		741 60
						Amount due after	3/20/2003		741 60

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71030-0100	706265	314024	3/03/2003	1021193	3/10/2003	NET 15 DAYS

Ship To· GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/07/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/11/2003

B I L L T O
FLEMING - GATEWAY MINNEA (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAQUITOS						
60	60	CA	17696-17696000029	8	TAQUITO CHICKEN	37 13	37 13	2227 80			2,227 80
30	30	CA	17696-17696000028	8	TAQUITO, BEEF	37 13	37 13	1113 90			1,113 90
20	20	CA	17696-17696000213	8	TAQUITO, BEEF & CHEDDAR	37 13	37 13	742 60			742 60
20	20	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 13	37 13	742 60			742 60
130	130		484		TOTAL CASES - TAQUITOS						
					MINI TAQUITOS						
20	20	CA	17696-17696000163	8	TAQUITO BITES, NACHO SUPREME	14 35	14 35	287 00			287 00
30	30	CA	17696-17696000162	8	TAQUITO BITES, CHEESE & SALSA	14 35	14 35	430 50			430 50
30	30	CA	17696-17696000165	8	TAQUITO BITES, CHKN,CHS,SALSA	14 35	14 35	430 50			430 50
20	20	CA	17696-17696000164	8	TAQUITO BITES, BEEF & CHEDDAR	14 35	14 35	287 00			287 00
100	100		654		TOTAL CASES - MINI TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	00	6 261 90
230	230	1138	2552 500 lbs	130 400	Total discount of	% on Gross Amount	$ 6 261 90		
						Amount due if paid by	3/10/2003		6 261 90

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

Amount due after 3/25/2003 6 261 90

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62711-2600	333268-GA	314524	3/03/2003	1021194	3/10/2003	NET 15 DAYS

Ship To FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/07/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/11/2003

B I L L T O FLEMING - GARLAND (RT)
CTP / GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			###EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE									
			BEST PRICING APPLIES									
						TAQUITOS						
50	50	CA	17696-17696000028		8	TAQUITO, BEEF	37 13	37 13	1856 50			1,856 50
50	50	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 13	37 13	1856 50			1,856 50
6	6	CA	17696-17696000214		8	TAQUITO, THREE CHEESE	37 13	37 13	222 78			222 78
106	106		271			TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	3 935 78
					Total discount of	% on Gross Amount	$ 3 935 78	
106	106	271	1563 500 lbs	72 080		Amount due if paid by	3/10/2003	3 935 78
						Amount due after	3/25/2003	3 935 78

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
17844-1000	706517	314748	3/04/2003	1023489	3/17/2003	2% 10 NET 11

Ship To· FLEMING - SUPERIOR (DL)
1101 SUSQUEHANNA AVENUE
SUPERIOR WI 54880

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/14/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	218 RETAIL MARKETING AND SALES (DL)
MARKET CODE	233 MINNESOTA (DL)

DELIV DATE
3/19/2003

B I T L O L FLEMING - SUPERIOR (DL)
P O BOX 26680
OKLAHOMA CITY OK 73126

****** ***UCS Invoice For Customer And Broker*** ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					HEINZ DELI- ANCHOR						
21	21	CA	46704-46704005300	4	BATTERED ONION RINGS	15 70	15 70	329 70			329 70
21	21		5300		TOTAL CASES - HEINZ DELI- ANCHOR						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
21	21	5300	252 000 lbs	20 664

INVOICE TOTALS			
	00	00	329 70
Total discount of 2 0 % on Gross Amount	$ 329 70		
Amount due if paid by	3/27/2003		329 70
Amount due after	3/28/2003		329 70

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
17919-2001	030604-GE	317936	3/06/2003	1023492	3/17/2003	2% 10 NET 11

Ship To: FLEMING-GENEVA (DL)
2001 W MAGNOLIA
GENEVA AL 36340

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/14/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	247 SOUTHERN FOOD CONCEPTS (DL)
MARKET CODE	262 ALABAMA (DL)

DELIV DATE
3/17/2003

BILL TO: FLEMING-GENEVA (DL)
PO BOX 26680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						HEINZ DELI- ANCHOR						
78	78	CA	46704-46704005880		6	BATTERED CORN NUGGETS	18 84	15 44	1469 52			1,469 52
						OFF-INVOICE 14227-846	3 40CR			265 20		265 20CR
78	78			5880		TOTAL CASES - HEINZ DELI- ANCHOR						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
78	78	5880	1014 000 lbs	52 104

INVOICE TOTALS			
		265 20	00 1,204 32
Total discount of	2 0 % on Gross Amount	$ 1 469 52	29 39
	Amount due if paid by	3/27/2003	1,174 93
	Amount due after	3/28/2003	1 204 32

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62722-5824	505540-LU	318245	3/06/2003	1023493	3/17/2003	NET 15 DAYS

Ship To FLEMING COMPANY (RT)
LUBBOCK DIVISION
5824 ELM AVE
LUBBOCK TX 79404

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/14/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/17/2003

B I L L: FLEMING - LUBBOCK (RT)
CTP / LUBBOCK DIVISION
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			UPDATE CALL 806-765-3682 DRY									
						TAQUITOS						
189	189	CA	17696-17696000028		8	TAQUITO, BEEF	37 13	37 13	7017 57			7,017 57
85	85	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 13	37 13	3156 05			3,156 05
274	274		57			TOTAL CASES - TAQUITOS						
						MINI TAQUITOS						
13	13	CA	17696-17696000164		8	TAQUITO BITES, BEEF & CHEDDAR	14 35	14 35	186.55			186 55
11	11	CA	17696-17696000165		8	TAQUITO BITES, CHKN,CHS,SALSA	14 35	14 35	157 85			157 85
24	24		329			TOTAL CASES - MINI TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	10 518 02
					Total discount of	% on Gross Amount	$ 10 518 02	
298	298	386	4193 900 lbs	196 400		Amount due if paid by 3/17/2003		10 518 02
						Amount due after 4/01/2003		10 518 02

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62711-2600	392020-GA	320867	3/10/2003	1023496	3/17/2003	NET 15 DAYS

Ship To FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/14/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/18/2003

B I L L FLEMING - GARLAND (RT)
CTP / GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			###EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE								
			BEST PRICING APPLIES								
					TAQUITOS						
100	100	CA	17696-17696000028	8	TAQUITO, BEEF	37 13	37 13	3713 00			3,713 00
100	100	CA	17696-17696000029	8	TAQUITO CHICKEN	37 13	37 13	3713 00			3,713 00
20	20	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 13	37 13	742 60			742 60
220	220		271		TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	00	8 168 60
220	220	271	3245 000 lbs	149 600	Total discount of	% on Gross Amount	$ 8 168 60		
						Amount due if paid by	3/17/2003		8 168 60
						Amount due after	4/01/2003		8 168 60

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62710-0041	582754-GE	321229	3/10/2003	1023497	3/17/2003	2% 10 NET 11

Ship To FLEMING FOODS-GENEVA DIV (RT)
2001 W MAGNOLIA
GENEVA AL 36340

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/14/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/14/2003

B I L L FLEMING - GENEVA (RT)
P O BOX 24760
CTP/GENEVA DIVISION
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						RETAIL POPPERS- ANCHOR						
66	66	CA	46704-46704008900		8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	1040 16			1,040 16
66	66		8900			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
66	66	CA	46704-46704006430		8	HONEY BBQ WINGS- TGIF	17 95	17 95	1184 70			1,184 70
30	30	CA	46704-46704006750		8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	538 50			538 50
110	110	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	17 95	17 95	1974 50			1,974 50
66	66	CA	46704-46704006840		8	CHEDDAR & BACON SKINS- TGIF	17 95	17 95	1184 70			1,184 70
272	272		26850			TOTAL CASES - RETAIL T G I FRIDAY'S						
						RETAIL BAGEL BITES/HOT BITE						
60	60	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	710 40			710 40
90	90	CA	70085-3503X	06013	8	CHEESE,SAUSAGE PEPP BB 9 COUNT	11 84	11 84	1065 60			1,065 60
15	15	CA	70085-3573X	03573	8	SUPREME 9 CT BAGEL BITE	11 84	11 84	177 60			177 60
165	165		10578			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
90	90	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	2818 80			2,818 80
80	80	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	1670 40			1,670 40
15	15	CA	13120-1012Z	01012	12	O-I HOME STYLE WEDGE R 12-24	20 88	20 88	313 20			313 20
410	410	CA	13120-0286	00286	18	OI CRINKLE CUTS R 18-2	31 32	31 32	12841 20			12,841 20

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62710-0041	582754-GE	321229	3/10/2003	1023497	3/17/2003	2% 10 NET 11

Ship To FLEMING FOODS-GENEVA DIV (RT)
2001 W MAGNOLIA
GENEVA AL 36340

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/14/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/14/2003

B I L L T O FLEMING - GENEVA (RT)
P O BOX 24760
CTP/GENEVA DIVISION
OKLAHOMA CITY OK 73124

****** ***UCS Invoice For Customer And Broker*** ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
60	60	CA	13120-0828Z	00828	12	O-I SHOESTRINGS 12-28	20 88	20 88	1252 80			1,252 80
655	655		3184			TOTAL CASES - PRIME						
						SPECIALITY						
32	32	CA	13120-0133Z	00133	12	O-I CRISPY CROWNS 12-30	20 88	20 88	668 16			668 16
64	64	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	1336 32			1,336 32
96	96		1169			TOTAL CASES - SPECIALITY						
						HASHBROWN						
30	30	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 88	20 88	626 40			626 40
42	42	CA	13120-0392	00392	12	O-I SO STYLE HBROWN PB R 12-2	20 88	20 88	876 96			876 96
15	15	CA	13120-0469Z	00469	12	O-I POTATOES OBRIEN 12-28	20 88	20 88	313 20			313 20
87	87		945			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
80	80	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 72	21 72	1737 60			1,737 60
48	48	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 72	21 72	1042 56			1 042 56
80	80	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	1737 60			1,737 60
60	60	CA	13120-0764Z	00764	12	O-I TXS PB R 12-30	21 72	21 72	1303 20			1,303 20
40	40	CA	13120-1176Z	01176	12	OI WAFFLE FRENCH FRIES R 12-22	21 72	21 72	868 80			868 80
50	50	CA	13120-1417	01417	12	OI FAST FRIES R 12-26	21 72	21 72	1086 00			1,086 00
358	358		4752			TOTAL CASES - SEASON/BATTERED POTATOES						
			PICK UP ALLOWANCE PER CWT								680 84	680 84CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
1699	1699	56378	37641 790 lbs	1756 044

INVOICE TOTALS 00 680 84 37 688 52
Total discount of 2 0 % on Gross Amount $ 38 369 36 767 39
Amount due if paid by 3/27/2003 36 921 13
Amount due after 3/28/2003 37 688 52

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62720-0481	680821-LI	322244	3/11/2003	1023500	3/17/2003	NET 15 DAYS

Ship To· FLEMING FOODS (RT)
1601 PIONEERS BLVD
LINCOLN NE 68501

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/14/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/18/2003

B I L L T O FLEMING - LINCOLN (RT)
CTP / LINCOLN DIVISION
P O BOX 24670
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						TAMALES						
11	11	CA	17696-17696000024		10	TAMALE, BEEF	32 29	32 29	355 19			355 19
11	11		24			TOTAL CASES - TAMALES						
						TAQUITOS						
60	60	CA	17696-17696000214		8	TAQUITO, THREE CHEESE	37 13	37 13	2227 80			2 227 80
60	60		214			TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
71	71	238	1075 850 lbs	46 520

INVOICE TOTALS 00 00 2 582 99

Total discount of % on Gross Amount $ 2,582 99

Amount due if paid by 3/17/2003 2 582 99

Amount due after 4/01/2003 2 582 99

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62712-9020	082545-HW	321365	3/11/2003	1023504	3/17/2003	2% 30 NET 31

Ship To FLEMING - EWA BEACH (RT)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	305600
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/17/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L T O FLEMING - EWA BEACH (RT)
91-315 HANUA STREET
EWA BEACH HI 96706

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL ONIONS						
18	18	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	390 96			390 96
18	18		856			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3500X	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 89	11 89	178 35			178 35
15	15	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	178 35			178 35
15	15	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 89	11 89	178.35			178 35
45	45		10505			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
8	8	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 37	31 37	250 96			250 96
48	48	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 37	31 37	1505 76			1 505 76
56	56		544			TOTAL CASES - PRIME						
						SPECIALITY						
20	20	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 37	31 37	627 40			627 40
20	20		82			TOTAL CASES - SPECIALITY						
						HASHBROWN						
15	15	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 93	20 93	313 95			313 95
15	15	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 93	20 93	313 95			313 95
32	32	CA	13120-0192	00192	12	OI TOASTER HASHBROWN R 12-7	13 37	13 37	427 84			427 84

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62712-9020	082545-HW	321365	3/11/2003	1023504	3/17/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (RT)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	305600
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/17/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I T L O L FLEMING - EWA BEACH (RT)
91-315 HANUA STREET
EWA BEACH HI 96706

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
10	10	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 93	20 93	209 30			209 30
10	10	CA	13120-0469Z	00469	12	O-I POTATOES OBRIEN 12-28	20 93	20 93	209 30			209 30
12	12	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 93	20 93	251 16			251 16
94	94		2050			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
10	10	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 77	21 77	217 70			217 70
10	10	CA	13120-0764Z	00764	12	O-I TXS PB R 12-30	21 77	21 77	217 70			217 70
10	10	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 77	21 77	217 70			217 70
30	30		2665			TOTAL CASES - SEASON/BATTERED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
263	263	16702	5720 350 lbs	257 150

INVOICE TOTALS			
	00	00	5 688 73
Total discount of 2 0 % on Gross Amount	$ 5 688 73		113 77
Amount due if paid by	4/16/2003		5,574 96
Amount due after	4/17/2003		5 688 73

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	082548-HW	321366	3/11/2003	1023647	3/17/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	305600
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/17/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/20/2003

BILL TO:
FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					FUNKY FRIES						
10	10	CA	13120-0918 00918	12	CRUNCHY TATER RING-FUNKY FRIES	23 24	23 24	232 40			232 40
11	11	CA	13120-0923 00923	12	CRISPY COLORS,BLUE-FUNKY FRIES	23 24	23 24	255 64			255 64
21	21		1841		TOTAL CASES - FUNKY FRIES						
					RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008900	8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	346 72			346 72
22	22	CA	46704-46704008910	8	BRD CREAM CHEESE POPPERS	15 76	15 76	346 72			346 72
44	44		17810		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					RETAIL T G.I FRIDAY'S						
10	10	CA	46704-46704004940	8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	179 50			179 50
5	5	CA	46704-46704006430	8	HONEY BBQ WINGS- TGIF	17 95	17 95	89 75			89 75
10	10	CA	46704-46704006750	8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	179 50			179 50
5	5	CA	46704-46704006780	8	CHEDDAR & BROCCOLI SKINS- TGIF	17 95	17 95	89 75			89 75
44	44	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	17 95	17 95	789 80			789 80
88	88	CA	46704-46704006840	8	CHEDDAR & BACON SKINS- TGIF	17 95	17 95	1579 60			1,579 60
66	66	CA	46704-46704006850	8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	1184 70			1,184 70
228	228		45420		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT SIDES						
12	12	CA	71984-4531P 04531	12	MASHED POTATOES	17 88	17 88	214 56			214 56
12	12		4531		TOTAL CASES - BOSTON MKT SIDES						
					(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	082548-HW	321366	3/11/2003	1023647	3/17/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	305600
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/17/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/20/2003

B I T L O L FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						BOSTON MKT ENTREES						
18	18	CA	71984-4501P	04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	571 32			571 32
27	27	CA	71984-4502P	04502	12	MEATLOAF MASHED POTATOES GRAVY	31 74	31 74	856 98			856 98
9	9	CA	71984-4503P	04503	12	CNTRY FRD CHICK POTATOES GRAVY	31 74	31 74	285 66			285 66
9	9	CA	71984-4505P	04505	12	OVEN RSTS TURKEY POTATOS GRAVY	31 74	31 74	285 66			285 66
27	27	CA	71984-4506P	04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	856 98			856 98
9	9	CA	71984-4508P	04508	12	BEEF SIRLOIN W/BUTTER EGG NDLS	31 74	31 74	285 66			285 66
9	9	CA	71984-4509P	04509	12	POT ROAST	31 74	31 74	285.66			285 66
9	9	CA	71984-4510P	04510	12	SWEDISH MEATBALLS	31 74	31 74	285 66			285 66
9	9	CA	71984-4514P	04514	12	FILET OF BEEF W/GARLIC MSD POT	31 74	31 74	285 66			285.66
9	9	CA	71984-4516P	04516	12	TERIYAKI CHICKEN WITH RICE	31 74	31 74	285.66			285 66
16	16	CA	71984-4520	04520	12	BM CHICKEN POT PIE	31 74	31 74	507 84			507 84
16	16	CA	71984-4521	04521	12	BM TURKEY POT PIE	31 74	31 74	507 84			507 84
9	9	CA	71984-4522	04522	12	HOMESTYLE CHICK W/NOODLES 17OZ	31 74	31 74	285 66			285 66
9	9	CA	71984-4524	04524	12	SALISBURY STEAK W/MAC & CHEESE	31 74	31 74	285 66			285 66
185	185		63161			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
15	15	CA	25800-0003	00003	12	LASAGNA WITH MEAT SAUCE	17 64	17 64	264 60			264 60
15	15	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	264 60			264 60
12	12	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	211 68			211 68
12	12	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	211 68			211 68
12	12	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 64	17 64	211 68			211 68

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	082548-HW	321366	3/11/2003	1023647	3/17/2003	2% 30 NET 31

Ship To. FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	305600
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/17/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/20/2003

B I T L O L FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL ONIONS						
13	13	CA	13120-0473	00473	12	O-I CHOPPED ONIONS R 12-12	7 98	7 98	103 74			103 74
9	9	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 67	21 67	195 03			195 03
10	10	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	216 70			216 70
32	32		2757			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	177.60			177 60
15	15	CA	70085-3503X	06013	8	CHEESE,SAUSAGE PEPP BB 9 COUNT	11 84	11.84	177.60			177 60
15	15	CA	70085-3535X	03535	12	BAGEL BITE CHEESE 18CT R 12-14	31 08	31 08	466.20			466.20
30	30	CA	70085-3665	03665	8	LI'L CALZONIES - SAUS,CHS,PEPP	11 84	11 84	355 20			355 20
10	10	CA	70085-3670	03670	12	BLASTS - CHSE & PEPP-MID SIZE	31 08	31 08	310 80			310 80
85	85		17875			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
8	8	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	250 56			250 56
45	45	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	1249 20			1,249 20
30	30	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	626 40			626 40
83	83		1377			TOTAL CASES - PRIME						
						SPECIALITY						
16	16	CA	13120-0133Z	00133	12	O-I CRISPY CROWNS 12-30	20 88	20 88	334 08			334 08
8	8	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	167 04			167 04

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	082548-HW	321366	3/11/2003	1023647	3/17/2003	2% 30 NET 31

DELIV DATE
3/20/2003

Ship To FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	305600
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/17/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

BILL TO FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
24	24		1169			TOTAL CASES - SPECIALITY						
						HASHBROWN						
15	15	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 88	20 88	313 20			313 20
15	15	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 88	20 88	313 20			313 20
10	10	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 88	20 88	208 80			208 80
12	12	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	250 56			250 56
52	52		1389			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
10	10	CA	13120-0040Z	00040	12	O-I OVEN CHIPS 12-26	21 72	21 72	217.20			217.20
10	10	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 72	21 72	217 20			217 20
10	10	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	217 20			217 20
30	30	CA	13120-0764Z	00764	12	O-I TXS PB R 12-30	21 72	21 72	651 60			651 60
20	20	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 72	21 72	434 40			434 40
80	80		3188			TOTAL CASES - SEASON/BATTERED POTATOES						
						ROSETTO						
13	13	CA	41549-3702	03702	6	ROSETTO CHEESE TORTELLINI 6-19	14 49	14 49	188 37			188 37
16	16	CA	41549-3708	00361	6	ROSETTO SM ROUND RAV R 6-24	14 49	14 49	231 84			231 84
13	13	CA	41549-3710	00370	6	ROSETTO BEEF RAVIOLI-50 R 6-25	14 49	14 49	188 37			188 37
14	14	CA	41549-3762	03762	6	ROSETTO STFD SHELLS R 6-20	14 49	14 49	202 86			202 86
26	26	CA	41549-3774	03774	6	ROSETTO CHS MANICOT 8CT R 6-20	14 49	14 49	376 74			376 74
39	39	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	565 11			565 11

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	082548-HW	321366	3/11/2003	1023647	3/17/2003	2% 30 NET 31

Ship To· FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	305600
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/17/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/20/2003

B I T L O L FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
121	121		22467			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	26 995 14
					Total discount of 2 0 % on Gross Amount	$ 26 995 14		539 90
1294	1294	230012	15940 299 lbs	829 474	Amount due if paid by	4/16/2003		26 455 24
					Amount due after	4/17/2003		26 995 14

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

DEBIT * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62725-0650	138303-IN	328627	3/18/2003	1023719	3/18/2003	2% 10 NET 11

Ship To: FLEMING PERISHABLE WHSE (RT)
650 IONIA AVENUE SW
GRAND RAPIDS MI 49503

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/18/2003

BILL TO: FLEMING INDIANA DIVISION (RT)
P O BOX 268917
OKLAHOMA CITY OK 73126

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE CNSMR UPC	UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
							BILLING FOR PRODUCT SHIPPED, NOT INVOICED PER BOL						
							REFERENCE INV#1008896 SO#281260 DTD 1/29/03						
							SEASON/BATTERED POTATOES						
18	18	CA	13120-0650	00650	12	OI	CRISPY CRUNCHIES R 12-2	21 72	21 72	390 96			390 96
18	18			650			TOTAL CASES - SEASON/BATTERED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
18	18	650	463 500 lbs	20 700

INVOICE TOTALS			
	00	00	390 96
Total discount of 2 0 % on Gross Amount	$ 390 96		7 82
Amount due if paid by	3/28/2003		383 14
Amount due after	3/29/2003		390 96

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
24007-1251	51-0023750	319861	3/07/2003	1024024	3/18/2003	2% 10 NET 11

Ship To. FLEMING FOODS (CS)
1251 SCHMIDT ROAD
ROMEOVILLE IL 60446

SHIPMENT #	307226
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	703 ACOSTA CINCINNATI (CS)
MARKET CODE	703 C-STORE CINCINNATI (CS)

DELIV DATE
3/18/2003

B I L L FLEMING MARSHFIELD (CS)
T O P O BOX 490
MARSHFIELD DIVISION
MARSHFIELD WI 54449

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					RETAIL T G I FRIDAY'S						
66	66	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	18 00	18 00	1188 00			1 188 00
22	22	CA	46704-46704006430	8	HONEY BBQ WINGS- TGIF	18 00	18 00	396 00			396 00
32	32	CA	46704-46704004940	8	SPINACH & ARTICHOKE DIP- TGIF	18 00	18 00	576 00			576 00
66	66	CA	46704-46704006750	8	SOUTHWESTERN EGG ROLLS- TGIF	18 00	18 00	1188 00			1,188 00
22	22	CA	46704-46704006840	8	CHEDDAR & BACON SKINS- TGIF	18 00	18 00	396 00			396 00
208	208		31790		TOTAL CASES - RETAIL T G I FRIDAY'S						
					RETAIL BAGEL BITES/HOT BITE						
75	75	CA	70085-3111X	03111	8 BLASTS-CHEESE & PEPP	11 89	11 89	891 75			891.75
30	30	CA	70085-3502X	06012	8 B-BITE PEPPERONI 9 COUNT	11 89	11 89	356 70			356 70
45	45	CA	70085-3500X	06010	8 THREE CHEESE 9 CT BAGEL BITE	11 89	11 89	535 05			535 05
150	150		10113		TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	5 527 50
					Total discount of 2 0 % on Gross Amount	$ 5 527 50		
358	358	41903	2063 540 lbs	133 250	Amount due if paid by 3/28/2003			5 527 50
					Amount due after 3/29/2003			5 527 50

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
17929-2929	54190	314952	3/04/2003	1024568	3/19/2003	2% 10 NET 11

Ship To· FLEMING - MEMPHIS (DL)
2929 STATELINE
SOUTHAVEN MS 38671

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	247 SOUTHERN FOOD CONCEPTS (DL)
MARKET CODE	262 ALABAMA (DL)

DELIV DATE
3/19/2003

B I L L T O FLEMING - MEMPHIS (DL)
P O BOX 24810
OKLAHOMA CITY OK 73124

****** ***UCS Invoice For Customer And Broker*** ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						HEINZ DELI- ANCHOR						
138	138	CA	46704-46704005880		6	BATTERED CORN NUGGETS	18 84	15 44	2599 92			2,599 92
						OFF-INVOICE 15208-270	3 40CR			469 20		469 20CR
10	10	CA	46704-46704005750		6	BATTERED CAULIFLOWER	20 88	20 88	208 80			208 80
148	148		11630			TOTAL CASES - HEINZ DELI- ANCHOR						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
148	148	11630	1924 000 lbs	97 884

INVOICE TOTALS			
		469 20	00
Total discount of 2 0 % on Gross Amount	$	2 808 72	56 17
Amount due if paid by 3/29/2003			2 283 35
Amount due after 3/30/2003			2 339 52

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
174000-0970	650648-WW	320469	3/10/2003	1024569	3/19/2003	2% 10 NET 11

Ship To: FLEMING (RT)
1018 US HIGHWAY 117 SOUTH
WARSAW NC 28398

SHIPMENT #	308332
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/19/2003

BILL TO: FLEMING-WARSAW-SCRIVNER (RT)
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##						
						MINIMUM CASE XCEP FOR DELIMEX ITEMS ONLY						
						500 LB MINIMUM VALID THRU 03/2003						
						RETAIL T G I FRIDAY'S						
22	22	CA	46704-46704006850		8	BRD MOZZ CHEESE STICKS- TGIF	18 00	18 00	396 00			396 00
66	66	CA	46704-46704008630		8	CHICKEN QUESADILLAS- TGIF	18 00	18 00	1188 00			1,188 00
88	88		15480			TOTAL CASES - RETAIL T G I FRIDAY'S						
						BOSTON MKT ENTREES						
9	9	CA	71984-4501P	04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	32 10	32 10	288 90			288 90
9	9	CA	71984-4502P	04502	12	MEATLOAF MASHED POTATOES GRAVY	32 10	32 10	288 90			288 90
9	9	CA	71984-4503P	04503	12	CNTRY FRD CHICK POTATOES GRAVY	32 10	32 10	288 90			288 90
9	9	CA	71984-4508P	04508	12	BEEF SIRLOIN W/BUTTER EGG NDLS	32 10	32 10	288 90			288 90
36	36		18014			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
12	12	CA	25800-2295	02295	12	WW SALISBURY STEAK	17 88	17 88	214 56			214 56
12	12		2295			TOTAL CASES - SOS LOW TIER						
						SOS DESSERTS						
13	13	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 40	17 40	226 20			226 20
13	13		2306			TOTAL CASES - SOS DESSERTS						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
174000-0970	650648-WW	320469	3/10/2003	1024569	3/19/2003	2% 10 NET 11

Ship To. FLEMING (RT)
1018 US HIGHWAY 117 SOUTH
WARSAW NC 28398

SHIPMENT #	308332
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/19/2003

BILL TO FLEMING-WARSAW-SCRIVNER (RT)
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						CLUB APPETIZERS						
12	12	CA	13120-7774	07774	8	MOZZ CHS STX R 8-2 5	39 00	39 00	468 00			468 00
12	12		7774			TOTAL CASES - CLUB APPETIZERS						
						RETAIL ONIONS						
8	8	CA	13120-0881E	00881	12	8OZ VIDALIA ON R 12-8	18 00	18 00	144 00			144 00
10	10	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 72	21 72	217 20			217 20
18	18		2309			TOTAL CASES - RETAIL ONIONS						
						PRIME						
45	45	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 81	27 81	1251.45			1,251.45
45	45		291			TOTAL CASES - PRIME						
						SPECIALITY						
9	9	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 81	27 81	250 29			250 29
9	9		1203			TOTAL CASES - SPECIALITY						
						SEASON/BATTERED POTATOES						
10	10	CA	13120-0764Z	00764	12	O-I TEXAS CRISPERS R 12-30	21 77	21 77	217 70			217 70
10	10		764			TOTAL CASES - SEASON/BATTERED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	5 729 00
					Total discount of 2 0 % on Gross Amount	$ 5 729 00		114 58
243	243	50436	4183 430 lbs	193 444	Amount due if paid by	3/29/2003		5 614 42
					Amount due after	3/30/2003		5 729 00

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378003-MA	321361	3/11/2003	1024570	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/18/2003

B I L L T O FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008910		8	BRD CREAM CHEESE POPPERS	15 76	15 76	346 72			346 72
22	22		8910			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
22	22	CA	46704-46704006430		8	HONEY BBQ WINGS- TGIF	17 95	17 95	394 90			394 90
22	22	CA	46704-46704006750		8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	394 90			394 90
220	220	CA	46704-46704006840		8	CHEDDAR & BACON SKINS- TGIF	17 95	17 95	3949 00			3,949 00
114	114	CA	46704-46704008630		8	CHICKEN QUESADILLAS- TGIF	17 95	17 95	2046.30			2,046.30
378	378		28650			TOTAL CASES - RETAIL T G I FRIDAY'S						
						SOS LOW TIER						
24	24	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	423 36			423 36
24	24		2240			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
30	30	CA	25800-1959S	01959	12	PEPPERONI PIZZA	24 12	24 12	723 60			723 60
24	24	CA	25800-2315	02315	12	RSTD CHICK W/SOUR CREAM/CHIVE	24 12	24 12	578 88			578 88
12	12	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	289 44			289 44
12	12	CA	25800-2373	02373	12	PEPPERSTEAK	24 12	24 12	289 44			289 44
15	15	CA	25800-2550	02550	12	VEGETABLE ULTIMATE PIZZA	24 12	24 12	361 80			361 80
15	15	CA	25800-2553	02553	12	FOUR CHEESE PIZZA	24 12	24 12	361 80			361 80

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378003-MA	321361	3/11/2003	1024570	3/19/2003	2% 10 NET 11

Ship To. FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE: 3/18/2003

B I L L T O FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
14	14	CA	25800-2565	02565	12	HAM & CHEDDAR SMARTWICH	24 12	24 12	337 68			337 68
14	14	CA	25800-5501	05501	12	GNOCCHI W/GRILLED CHICKEN	24 12	24 12	337 68			337 68
14	14	CA	25800-5511	05511	12	CHICKEN STIR-FRY BOWL	24 12	24 12	337 68			337 68
14	14	CA	25800-5512	05512	12	TERIYAKI CHICKEN & VEG BOWL	24 12	24 12	337 68			337 68
164	164		33159			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL BAGEL BITES/HOT BITE						
105	105	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	1243 20			1,243 20
30	30	CA	70085-3665	03665	8	LI'L CALZONIES - SAUG,CHS,PEPP	11 84	11 84	355.20			355 20
135	135		7167			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
48	48	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	1503 36			1,503 36
192	192	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 32	31 32	6013 44			6 013 44
10	10	CA	13120-0296Z	00296	12	O-I PIXIE CRINKLES 12-26	20 88	20 88	208 80			208 80
80	80	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	1670 40			1 670 40
80	80	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	1670 40			1,670 40
410	410		2468			TOTAL CASES - PRIME						
						SPECIALITY						
50	50	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	1566 00			1 566 00
80	80	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	1670 40			1,670 40
130	130		1118			TOTAL CASES - SPECIALITY						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378003-MA	321361	3/11/2003	1024570	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/18/2003

B I L L FLEMING - MASSILLON (RT)
T O CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						HASHBROWN						
15	15	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 88	20 88	313 20			313 20
75	75	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 88	20 88	1566 00			1,566 00
80	80	CA	13120-0469Z	00469	12	OI POTATOES OBRIEN R 12-28	20 88	20 88	1670 40			1,670 40
162	162	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	3382 56			3,382 56
210	210	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 88	20 88	4384 80			4,384 80
542	542		1858			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
60	60	CA	13120-0455Z	00455	12	O-I ZESTY TWIRLS 12-28	21 72	21 72	1303 20			1,303 20
120	120	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 72	21 72	2606 40			2,606 40
70	70	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	1520 40			1,520 40
80	80	CA	13120-0650Z	00650	12	OI CRISPY CRUNCHIES R 12-2	21 72	21 72	1737 60			1,737 60
330	330		2072			TOTAL CASES - SEASON/BATTERED POTATOES						
			PICK UP ALLOWANCE PER CWT								685 32	685 32CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	685 32	45 211 30
					Total discount of 2 0 % on Gross Amount	$ 45 896 62		917 93
2135	2135	87642	41796 630 lbs	2053 155	Amount due if paid by	3/29/2003		44 293 37
					Amount due after	3/30/2003		45 211 30

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378005-MA	321362	3/11/2003	1024571	3/19/2003	2% 10 NET 11

Ship To FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/19/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008900		8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	346 72			346 72
66	66	CA	46704-46704008910		8	BRD CREAM CHEESE POPPERS	15 76	15 76	1040 16			1,040 16
88	88		17810			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
48	48	CA	46704-46704004940		8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	861.60			861 60
44	44	CA	46704-46704006430		8	HONEY BBQ WINGS- TGIF	17 95	17.95	789 80			789 80
22	22	CA	46704-46704006750		8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	394.90			394.90
114	114	CA	46704-46704008630		8	CHICKEN QUESADILLAS- TGIF	17 95	17 95	2046 30			2,046 30
228	228		26750			TOTAL CASES - RETAIL T G I FRIDAY'S						
						SOS MAINSTREET BISTRO						
12	12	CA	25800-2315	02315	12	RSTD CHICK W/SOUR CREAM/CHIVE	24 12	24 12	289 44			289 44
12	12	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	289 44			289 44
12	12	CA	25800-2373	02373	12	PEPPERSTEAK	24 12	24 12	289 44			289 44
15	15	CA	25800-2550	02550	12	VEGETABLE ULTIMATE PIZZA	24 12	24 12	361 80			361 80
14	14	CA	25800-2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 12	24 12	337 68			337 68
14	14	CA	25800-5501	05501	12	GNOCCHI W/GRILLED CHICKEN	24 12	24 12	337 68			337 68
14	14	CA	25800-5503	05503	12	SPICY BEEF & VEG RICE BOWL	24 12	24 12	337 68			337 68
14	14	CA	25800-5511	05511	12	CHICKEN STIR-FRY BOWL	24 12	24 12	337 68			337 68
107	107		28641			TOTAL CASES - SOS MAINSTREET BISTRO						
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, includmg attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378005-MA	321362	3/11/2003	1024571	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/19/2003

B I L L T O FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3111X	03111	8	BLASTS-CHEESE & PEPP	11 84	11 84	177 60			177 60
105	105	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	1243 20			1,243 20
45	45	CA	70085-3665	03665	8	LI'L CALZONIES - SAUG,CHS,PEPP	11 84	11 84	532 80			532 80
165	165		10278			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
48	48	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	1503.36			1,503 36
144	144	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 32	31 32	4510 08			4,510 08
20	20	CA	13120-0296Z	00296	12	O-I PIXIE CRINKLES 12-26	20 88	20 88	417.60			417.60
70	70	CA	13120-0377Z	00377	12	O-I COTTAGE FRIES PB R 12-2	20 88	20 88	1461.60			1,461 60
80	80	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	1670 40			1,670 40
80	80	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	1670 40			1,670 40
100	100	CA	13120-1012Z	01012	12	O-I HOME STYLE WEDGE R 12-24	20 88	20 88	2088 00			2,088 00
542	542		3857			TOTAL CASES - PRIME						
						SPECIALITY						
100	100	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	3132 00			3,132 00
100	100		82			TOTAL CASES - SPECIALITY						
						HASHBROWN						
30	30	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 88	20 88	626 40			626 40
75	75	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 88	20 88	1566 00			1,566 00

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378005-MA	321362	3/11/2003	1024571	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE: 3/19/2003

BILL TO: FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
80	80	CA	13120-0469Z	00469	12	OI POTATOES OBRIEN R 12-28	20 88	20 88	1670 40			1 670 40
108	108	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	2255 04			2,255 04
140	140	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 88	20 88	2923 20			2,923 20
433	433		1858			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
80	80	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 72	21 72	1737 60			1,737 60
70	70	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	1520 40			1,520 40
80	80	CA	13120-1176Z	01176	12	OI WAFFLE FRENCH FRIES R 12-32	21 72	21 72	1737 60			1,737 60
90	90	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 72	21 72	1954 80			1,954 80
80	80	CA	13120-1461Z	01461	12	OI COUNTRY FRIES R 12-30	21 72	21 72	1737 60			1,737 60
400	400		4966			TOTAL CASES - SEASON/BATTERED POTATOES						
			PICK UP ALLOWANCE PER CWT								684 98	684 98CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
2063	2063	94242	41802 110 lbs	1911 511

INVOICE TOTALS			
	00	684 98	43 511 42
Total discount of 2 0 % on Gross Amount	$ 44 196 40		883 93
Amount due if paid by	3/29/2003		42 627 49
Amount due after	3/30/2003		43 511 42

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378006-MA	321843	3/11/2003	1024572	3/19/2003	NET 15 DAYS

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

DELIV DATE
3/19/2003

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

B I L L FLEMING - MASSILLON (RT)
T O CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						TAQUITOS						
24	24	CA	17696-17696000028		8	TAQUITO, BEEF	37 08	37 08	889 92			889 92
24	24		28			TOTAL CASES - TAQUITOS						
			PICK UP ALLOWANCE PER CWT								5 81	5 81CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
					Total discount of	% on Gross Amount	$	00	5 81
24	24	28	354 000 lbs	16 320		Amount due if paid by		3/19/2003	884 11
						Amount due after		4/03/2003	884 11

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378004-MA	321847	3/11/2003	1024573	3/19/2003	NET 15 DAYS

Ship To· FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/18/2003

B I L L T O FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##						
						TAQUITOS						
18	18	CA	17696-17696000028		8	TAQUITO, BEEF	37 08	37 08	667 44			667 44
18	18		28			TOTAL CASES - TAQUITOS						
						PICK UP ALLOWANCE PER CWT					4 35	4 35CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
18	18	28	265 500 lbs	12 240

INVOICE TOTALS 00 4 35 663 09

Total discount of % on Gross Amount $ 667 44

Amount due if paid by 3/19/2003 663 09

Amount due after 4/03/2003 663 09

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62734-0440	495946-SL	322695	3/12/2003	1024574	3/19/2003	2% 10 NET 11

Ship To: FLEMING COMPANY (RT)
SALT LAKE CITY DIVISION
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

SHIPMENT #	306557
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L FLEMING - SALT LAKE CITY (RT)
CTP / SALT LAKE CITY DIVISION
P O BOX 24930
OKLAHOMA CITY OK 73124

****** ***UCS Invoice For Customer And Broker*** ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##						
						BOSTON MKT ENTREES						
8	8	CA	71984-4501P	04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	32 10	32 10	256 80			256 80
16	16	CA	71984-4503P	04503	12	CNTRY FRD CHICK POTATOES GRAVY	32 10	32 10	513 60			513 60
24	24		9004			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
48	48	CA	25800-1965	01965	12	CHICKEN ENCHILADAS SUIZA	17 88	17 88	858.24			858 24
36	36	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 88	17 88	643 68			643 68
17	17	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 88	17 88	303 96			303.96
26	26	CA	25800-2249	02249	12	CHICKEN CHOW MEIN (SOS)	17 88	17 88	464 88			464 88
39	39	CA	25800-2256	02256	12	WW TUNA NOODLE CASSEROLE	17 88	17 88	697 32			697 32
12	12	CA	25800-2295	02295	12	WW SALISBURY STEAK	17 88	17 88	214 56			214 56
14	14	CA	25800-2360	02360	12	SANTA FE STYLE RICE & BEANS	17 88	17 88	250 32			250 32
192	192		15392			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
14	14	CA	25800-5512	05512	12	TERIYAKI CHICKEN & VEG BOWL	24 47	24 47	342 58			342 58
14	14		5512			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL ONIONS						
18	18	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	390 96			390 96
10	10	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 72	21 72	217 20			217 20
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62734-0440	495946-SL	322695	3/12/2003	1024574	3/19/2003	2% 10 NET 11

Ship To. FLEMING COMPANY (RT)
SALT LAKE CITY DIVISION
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

SHIPMENT #	306557
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/20/2003

B I L L: FLEMING - SALT LAKE CITY (RT)
CTP / SALT LAKE CITY DIVISION
P O BOX 24930
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
28	28		2284			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3500X	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 89	11 89	178 35			178 35
60	60	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	713 40			713 40
15	15	CA	70085-3538X	03538	12	B-BITE PEPPERONI 18CT R 12-14	31 13	31 13	466 95			466 95
90	90		10540			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
7	7	CA	13120-0278Z	00278	8	O-I FRENCH FRY PB R 8-5	27 81	27 81	194 67			194 67
18	18	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 81	27 81	500 58			500 58
25	25		569			TOTAL CASES - PRIME						
						SPECIALITY						
21	21	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 81	27 81	584 01			584 01
21	21		1203			TOTAL CASES - SPECIALITY						
						HASHBROWN						
42	42	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 93	20 93	879 06			879 06
15	15	CA	13120-0469Z	00469	12	O-I POTATOES OBRIEN 12-28	20 93	20 93	313 95			313 95
96	96	CA	13120-0833Z	00833	12	O-I COUNTRY STYLE HB 12-30	20 93	20 93	2009 28			2,009 28
153	153		1386			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62734-0440	495946-SL	322695	3/12/2003	1024574	3/19/2003	2% 10 NET 11

Ship To: FLEMING COMPANY (RT)
SALT LAKE CITY DIVISION
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

SHIPMENT #	306557
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/20/2003

B I L L FLEMING - SALT LAKE CITY (RT)
CTP / SALT LAKE CITY DIVISION
P O BOX 24930
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CASE UPC CNSMR	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
10	10	CA	13120-1176Z	01176	12	OI WAFFLE FRENCH FRIES R 12-22	21 77	21 77	217 70			217 70
20	20	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 77	21 77	435 40			435 40
30	30		2593			TOTAL CASES - SEASON/BATTERED POTATOES						
						CLUB POTATOES - RETAIL						
12	12	CA	13120-0862N	00862	6	HASHBROWN 6LB CLUB PACK	21 14	21 14	253 68			253 68
12	12		862			TOTAL CASES - CLUB POTATOES - RETAIL						
						ROSETTO						
26	26	CA	41549-3702	03702	6	ROSETTO CHEESE TORTELLINI 6-19	14 54	14 54	378 04			378 04
16	16	CA	41549-3708	00361	6	ROSETTO SM ROUND RAV R 6-24	14 54	14 54	232 64			232 64
26	26	CA	41549-3710	00370	6	ROSETTO BEEF RAVIOLI-50 R 6-25	14 54	14 54	378 04			378 04
68	68		11120			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	12 889 85
					Total discount of 2 0 % on Gross Amount	$ 12 889 85		257 80
657	657	60465	10387 278 lbs	547 482	Amount due if paid by	3/29/2003		12 632 05
					Amount due after	3/30/2003		12 889 85

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845245-2455	495947-SL	322696	3/12/2003	1024575	3/19/2003	2% 10 NET 11

Ship To: FLEMING COMPANY (MD20)
SALT LAKE CITY DIVISION
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

SHIPMENT #	306557
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/20/2003

B FLEMING - SALT LAKE (MD20)
I T CTP-SALT LAKE CITY DIVISION
L O P O BOX 24930
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL POPPERS- ANCHOR						
8	8	CA	46704-46704008900		8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	126 08			126 08
8	8	CA	46704-46704008910		8	BRD CREAM CHEESE POPPERS	15 76	15 76	126 08			126 08
16	16		17810			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
6	6	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	17 95	17 95	107 70			107 70
6	6		6830			TOTAL CASES - RETAIL T G I FRIDAY'S						
						BOSTON MKT SIDES						
7	7	CA	71984-4531P	04531	12	MASHED POTATOES	17 88	17 88	125 16			125 16
7	7		4531			TOTAL CASES - BOSTON MKT SIDES						
						BOSTON MKT ENTREES						
16	16	CA	71984-4501P	04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	507 84			507 84
8	8	CA	71984-4502P	04502	12	MEATLOAF MASHED POTATOES GRAVY	31 74	31 74	253 92			253 92
8	8	CA	71984-4505P	04505	12	OVEN RSTS TURKEY POTATOS GRAVY	31 74	31 74	253 92			253 92
8	8	CA	71984-4506P	04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	253 92			253 92
40	40		18014			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
6	6	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	105 84			105 84
13	13	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 64	17 64	229 32			229 32

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845245-2455	495947-SL	322696	3/12/2003	1024575	3/19/2003	2% 10 NET 11

Ship To: FLEMING COMPANY (MD20)
SALT LAKE CITY DIVISION
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

SHIPMENT #	306557
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE: 3/20/2003

B I L L — FLEMING - SALT LAKE (MD20)
CTP-SALT LAKE CITY DIVISION
P O BOX 24930
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
26	26	CA	25800-2290	02290	12	HONEY-DIJON CHICKEN	17 64	17 64	458 64			458 64
45	45		6548			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
12	12	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	289 44			289 44
10	10	CA	25800-2372	02372	12	PENNE POLLO	24 12	24 12	241 20			241 20
15	15	CA	25800-2553	02553	12	FOUR CHEESE PIZZA	24 12	24 12	361 80			361 80
37	37		7245			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
2	2	CA	25800-1968	01968	12	STRAWBERRY CHEESECAKE	17 16	17 16	34 32			34.32
3	3	CA	25800-2075	02075	12	DOUBLE FUDGE CAKE	17 16	17 16	51 48			51 48
3	3	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	51 48			51 48
8	8		6349			TOTAL CASES - SOS DESSERTS						
						RETAIL ONIONS						
6	6	CA	13120-0473	00473	12	O-I CHOPPED ONIONS R 12-12	7 98	7 98	47 88			47 88
10	10	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	216 70			216 70
16	16		1901			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	177 60			177 60
30	30	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 84	11 84	355 20			355 20
15	15	CA	70085-3535X	03535	12	BAGEL BITE CHEESE 18CT R 12-14	31 08	31 08	466 20			466 20

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845245-2455	495947-SL	322696	3/12/2003	1024575	3/19/2003	2% 10 NET 11

Ship To: FLEMING COMPANY (MD20)
SALT LAKE CITY DIVISION
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

SHIPMENT #	306557
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE: 3/20/2003

B FLEMING - SALT LAKE (MD20)
I T CTP-SALT LAKE CITY DIVISION
L O P O BOX 24930
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
60	60		10540			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
8	8	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	250 56			250 56
16	16	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 32	31 32	501 12			501 12
27	27	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	749 52			749 52
20	20	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	417 60			417 60
10	10	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	208 80			208 80
81	81		2463			TOTAL CASES - PRIME						
						SPECIALITY						
8	8	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	250 56			250 56
10	10	CA	13120-0133Z	00133	12	O-I CRISPY CROWNS 12-30	20 88	20 88	208 80			208 80
9	9	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	187 92			187 92
9	9	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 76	27 76	249 84			249 84
36	36		2454			TOTAL CASES - SPECIALITY						
						HASHBROWN						
14	14	CA	13120-0392Z	00392	12	O-I SO STYLE HBROWN PB R 12-2	20 88	20 88	292 32			292 32
30	30	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	626 40			626 40
44	44		1225			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
16	16	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 72	21 72	347 52			347 52
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845245-2455	495947-SL	322696	3/12/2003	1024575	3/19/2003	2% 10 NET 11

Ship To: FLEMING COMPANY (MD20)
SALT LAKE CITY DIVISION
2455 WEST 1500 SOUTH
SALT LAKE CITY UT 84104

SHIPMENT #	306557
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS (RT)

DELIV DATE: 3/20/2003

B I L L FLEMING - SALT LAKE (MD20)
CTP-SALT LAKE CITY DIVISION
P O BOX 24930
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
18	18	CA	13120-0484Z		00484	12	OI ZESTIES PB R 12-2	21 72	21 72	390 96			390 96
10	10	CA	13120-0764Z		00764	12	O-I TXS PB R 12-30	21 72	21 72	217 20			217 20
10	10	CA	13120-1417Z		01417	12	OI FAST FRIES R 12-26	21 72	21 72	217 20			217 20
54	54		3148				TOTAL CASES - SEASON/BATTERED POTATOES						
							ROSETTO						
13	13	CA	41549-3702		03702	6	ROSETTO CHEESE TORTELLINI 6-19	14 49	14 49	188 37			188 37
13	13	CA	41549-3811		03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	188 37			188 37
26	26		7513				TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
476	476	96571	8509 419 lbs	425 854

INVOICE TOTALS

		00	00 10 334 78
Total discount of	2 0 % on Gross Amount	$ 10 334 78	206 70
	Amount due if paid by	3/29/2003	10 128 08
	Amount due after	3/30/2003	10 334 78

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	401245-MA	324440	3/13/2003	1024576	3/19/2003	2% 10 NET 11

Ship To. FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/19/2003

B I L L T O FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##								
					RETAIL POPPERS- ANCHOR						
20	20	CA	46704-46704008402	8	BRD MOZZ STICKS,OVENABLE	39 70	39 70	794 00			794 00
10	10	CA	46704-46704008903	8	BRD CHEDDAR CHEESE POPPERS	46 88	46 88	468 80			468 80
66	66	CA	46704-46704008921	8	BRD MOZZARELLA STICKS,OVENABLE	13 25	13 25	874 50			874 50
96	96		26226		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					BOSTON MKT SIDES						
48	48	CA	71984-4531P 04531	12	MASHED POTATOES	17 88	17 88	858 24			858 24
36	36	CA	71984-4532P 04532	12	MACARONI AND CHEESE	17 88	17 88	643 68			643 68
24	24	CA	71984-4533P 04533	12	CREAMED SPINACH	17 88	17 88	429 12			429 12
28	28	CA	71984-4537P 04537	12	CORNBREAD	17 88	17 88	500 64			500 64
136	136		18133		TOTAL CASES - BOSTON MKT SIDES						
					BOSTON MKT ENTREES						
90	90	CA	71984-4501P 04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	2856 60			2,856 60
81	81	CA	71984-4506P 04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	2570 94			2,570 94
81	81	CA	71984-4509P 04509	12	POT ROAST	31 74	31 74	2570 94			2,570 94
63	63	CA	71984-4514P 04514	12	FILET OF BEEF W/GARLIC MSD POT	31 74	31 74	1999 62			1,999 62
32	32	CA	71984-4520 04520	12	BM CHICKEN POT PIE	31 74	31 74	1015 68			1 015 68
347	347		22550		TOTAL CASES - BOSTON MKT ENTREES						
					SOS LOW TIER						
					(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62724-0825	401245-MA	324440	3/13/2003	1024576	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #
SHIP VIA CUSTOMER PICK-UP
SHIP DATE 3/19/2003
WAREHOUSE AMERICOLD MASSILLON-62
BROKER # 553 LEEPER & DEROSE MKTG
MARKET CODE 152 FLEMING TEAM - LEEPER

DELIV DATE
3/19/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
56	56	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	987 84			987 84
84	84	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	1481 76			1,481 76
72	72	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	1270 08			1,270 08
84	84	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	1481 76			1,481 76
84	84	CA	25800-2249	02249	12	CHICKEN CHOW MEIN (SOS)	17 64	17 64	1481 76			1,481 76
48	48	CA	25800-2254	02254	12	FIESTA CHICKEN (SOS)	17 64	17 64	846 72			846 72
428	428		13016			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
60	60	CA	25800-1959S	01959	12	PEPPERONI PIZZA	24 12	24 12	1447 20			1,447 20
60	60	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	1447.20			1,447.20
56	56	CA	25800-5512	05512	12	TERIYAKI CHICKEN & VEG BOWL	24 12	24 12	1350.72			1,350 72
176	176		9791			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
39	39	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	669 24			669 24
39	39		2306			TOTAL CASES - SOS DESSERTS						
						RETAIL ONIONS						
240	240	CA	13120-0473	00473	12	O-I CHOPPED ONIONS R 12-12	7 98	7 98	1915 20			1,915 20
180	180	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 67	21 67	3900 60			3,900 60
60	60	CA	13120-0881E	00881	12	8OZ VIDALIA ON R 12-8	17 95	17 95	1077 00			1,077 00
90	90	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	1950 30			1,950 30
570	570		3638			TOTAL CASES - RETAIL ONIONS						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	401245-MA	324440	3/13/2003	1024576	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE: 3/19/2003

B I L L: FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL BAGEL BITES/HOT BITE						
66	66	CA	13120-4028	04028	8	MOZZARELLA STIX 7 OZ R 8-7	11 84	11 84	781 44			781 44
105	105	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 84	11 84	1243 20			1,243 20
171	171		7531			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
45	45	CA	13120-0278Z	00278	8	O-I FRENCH FRY PB R 8-5	27 76	27 76	1249 20			1,249 20
180	180	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	4996.80			4,996 80
225	225		569			TOTAL CASES - PRIME						
						SPECIALITY						
72	72	CA	13120-0019Z	00019	12	O-I ONION TATER TOT 12-2	20 88	20 88	1503.36			1,503 36
45	45	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 76	27 76	1249 20			1,249 20
117	117		1222			TOTAL CASES - SPECIALITY						
						HASHBROWN						
63	63	CA	13120-0192	00192	12	OI TOASTER HASHBROWN R 12-7	13 32	13 32	839 16			839 16
63	63		192			TOTAL CASES - HASHBROWN						
						CONVENIENCE						
108	108	CA	13120-1198	01198	8	O-I SNACKIN FRY R 16-5	11 84	11 84	1278 72			1,278 72
108	108		1198			TOTAL CASES - CONVENIENCE						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	401245-MA	324440	3/13/2003	1024576	3/19/2003	2% 10 NET 11

Ship To. FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/19/2003

BILL TO
FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						NON-FRIED POTATOES						
110	110	CA	13120-0783D	00783	12	OI MSH POT R 12-22	17 47	17 47	1921 70			1,921 70
63	63	CA	13120-1064	01064	12	TWICE BKD S&C CN R 12-10	16 33	16 33	1028 79			1,028 79
173	173		1847			TOTAL CASES - NON-FRIED POTATOES						
						ROSETTO						
78	78	CA	41549-3712	00382	6	ITALIAN STYLE RAV W/SAUSGE50CT	14 49	14 49	1130 22			1,130 22
78	78	CA	41549-3763R	03763	6	ROSETTO CHKN RAVIOLI-50 R 6-25	14 49	14 49	1130 22			1,130 22
156	156		7475			TOTAL CASES - ROSETTO						
						PICK UP ALLOWANCE PER CWT					639 59	639 59CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
2805	2805	115694	39009 200 lbs	2007 270

INVOICE TOTALS			
	00	639 59	54 602 56
Total discount of 2 0 % on Gross Amount	$ 55 242 15		1 104 84
Amount due if paid by 3/29/2003			53 497 72
Amount due after 3/30/2003			54 602 56

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62732-1430	077908-SC	324608	3/13/2003	1024577	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	308092
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L FLEMING - NORTHEN CA (RT)
CTP / NORCAL DIVISION
P O BOX 24840
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704006140		8	BRD MUSHROOMS,OVENABLE	13 25	13 25	291 50			291 50
22	22		6140			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						SOS LOW TIER						
120	120	CA	25800-1965	01965	12	CHICKEN ENCHILADAS SUIZA	17 64	17 64	2116 80			2,116 80
42	42	CA	25800-2251	02251	12	LASAGNA FLORENTINE (SOS)	17 64	17 64	740 88			740 88
162	162		4216			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
60	60	CA	25800-2013	02013	12	CHICKEN FETTUCINI	24 12	24 12	1447.20			1 447 20
60	60		2013			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
26	26	CA	25800-1968	01968	12	STRAWBERRY CHEESECAKE	17 16	17 16	446 16			446 16
26	26	CA	25800-1986	01986	12	CHOCOLATE MOUSSE	17 16	17 16	446 16			446 16
34	34	CA	25800-2046	02046	12	CHOCOLATE ECLAIR	17 16	17 16	583 44			583 44
26	26	CA	25800-2075	02075	12	DOUBLE FUDGE CAKE	17 16	17 16	446 16			446 16
52	52	CA	25800-2231	02231	12	MISSISSIPPI MUD PIE	17 16	17 16	892 32			892 32
164	164		10306			TOTAL CASES - SOS DESSERTS						
						RETAIL ONIONS						
54	54	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 67	21 67	1170 18			1,170 18
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62732-1430	077908-SC	324608	3/13/2003	1024577	3/19/2003	2% 10 NET 11

Ship To. FLEMING FOODS (RT)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	308092
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L FLEMING - NORTHEN CA (RT)
CTP / NORCAL DIVISION
P O BOX 24840
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
20	20	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	433 40			433 40
74	74		2284			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
70	70	CA	70085-3510X	61540	5	BAGEL B SA/PPN/CHS IS R 5-40	28 85	28 85	2019 50			2,019 50
70	70		3510			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
80	80	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	2505 60			2 505 60
80	80	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 32	31 32	2505 60			2,505 60
96	96	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	2004 48			2,004 48
90	90	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	1879 20			1,879 20
346	346		2172			TOTAL CASES - PRIME						
						SPECIALITY						
30	30	CA	13120-0026Z	00026	12	O-I MINI TOTS R 12-28	20 88	20 88	626 40			626 40
150	150	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	4698 00			4,698 00
180	180		108			TOTAL CASES - SPECIALITY						
						SEASON/BATTERED POTATOES						
90	90	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 72	21 72	1954 80			1,954 80
48	48	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 72	21 72	1042 56			1,042 56
120	120	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	2606 40			2,606 40
108	108	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 72	21 72	2345 76			2,345 76

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62732-1430	077908-SC	324608	3/13/2003	1024577	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	308092
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L FLEMING - NORTHEN CA (RT)
CTP / NORCAL DIVISION
P O BOX 24840
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
366	366		2812			TOTAL CASES - SEASON/BATTERED POTATOES						
						NON-FRIED POTATOES						
20	20	CA	13120-0783	D 00783	12	OI MASHED POTATOES R 8-22	17 47	17 47	349 40			349 40
20	20		783			TOTAL CASES - NON-FRIED POTATOES						
						ROSETTO						
78	78	CA	41549-3702	03702	6	ROSETTO CHEESE TORTELLINI 6-19	14 49	14 49	1130 22			1,130 22
32	32	CA	41549-3708	00361	6	ROSETTO SM ROUND RAV R 6-24	14 49	14 49	463.68			463 68
65	65	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14.49	941 85			941 85
175	175		11221			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
1639	1639	45565	32445 874 lbs	1549 524

INVOICE TOTALS 00 00 36 087 65
Total discount of 2 0 % on Gross Amount $ 36 087 65 721 75
Amount due if paid by 3/29/2003 35 365 90
Amount due after 3/30/2003 36 087 65

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845246-3771	077909-SC	324609	3/13/2003	1024578	3/19/2003	2% 10 NET 11

Ship To FLEMING FOODS (MD21)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	308092
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/20/2003

B FLEMING - NORTHERN CA (MD21)
I T CTP-NORTHERN CA DIVISION
L O P O BOX 24840
L OKLAHOMA CITY OK 73124

****** ***UCS Invoice For Customer And Broker*** ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC / CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					FUNKY FRIES						
20	20	CA	13120-0918 00918	12	CRUNCHY TATER RING-FUNKY FRIES	23 24	23 24	464 80			464 80
8	8	CA	13120-0922 00922	12	CINNAMON STIX- FUNKY FRIES	23 24	23 24	185 92			185 92
28	28		1840		TOTAL CASES - FUNKY FRIES						
					RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008900	8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	346 72			346 72
22	22		8900		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					RETAIL T G I FRIDAY'S						
44	44	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	17 95	17 95	789 80			789 80
44	44		6830		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT SIDES						
15	15	CA	71984-4531P 04531	12	MASHED POTATOES	17 88	17 88	268 20			268 20
15	15		4531		TOTAL CASES - BOSTON MKT SIDES						
					BOSTON MKT ENTREES						
24	24	CA	71984-4501P 04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	761 76			761 76
32	32	CA	71984-4503P 04503	12	CNTRY FRD CHICK POTATOES GRAVY	31 74	31 74	1015 68			1 015 68
18	18	CA	71984-4508P 04508	12	BEEF SIRLOIN W/BUTTER EGG NDLS	31 74	31 74	571 32			571 32
74	74		13512		TOTAL CASES - BOSTON MKT ENTREES						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845246-3771	077909-SC	324609	3/13/2003	1024578	3/19/2003	2% 10 NET 11

Ship To: FLEMING FOODS (MD21)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	308092
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/20/2003

B I L L FLEMING - NORTHERN CA (MD21)
CTP-NORTHERN CA DIVISION
P O BOX 24840
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						SOS MAINSTREET BISTRO						
24	24	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	578 88			578 88
24	24	CA	25800-2326	02326	12	FIRE GRLD CHICKEN & VEGETABLES	24 12	24 12	578 88			578 88
24	24	CA	25800-2372	02372	12	PENNE POLLO	24 12	24 12	578 88			578 88
72	72		7018			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
13	13	CA	25800-1968	01968	12	STRAWBERRY CHEESECAKE	17 16	17 16	223 08			223 08
13	13	CA	25800-1986	01986	12	CHOCOLATE MOUSSE	17 16	17 16	223.08			223 08
17	17	CA	25800-2046	02046	12	CHOCOLATE ECLAIR	17 16	17 16	291.72			391 72
13	13	CA	25800-2075	02075	12	DOUBLE FUDGE CAKE	17 16	17 16	223.08			223.08
13	13	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	223.08			223 08
69	69		10381			TOTAL CASES - SOS DESSERTS						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	355 20			355 20
15	15	CA	70085-3535X	03535	12	BAGEL BITE CHEESE 18CT R 12-14	31 08	31 08	466 20			466 20
15	15	CA	70085-3665	03665	8	LI'L CALZONIES - SAUG,CHS PEPP	11 84	11 84	177 60			177 60
60	60		10702			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
18	18	CA	13120-0278Z	00278	8	O-I FRENCH FRY PB R 8-5	27 76	27 76	499 68			499 68
42	42	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	1165 92			1,165 92
48	48	CA	13120-0800Z	00800	12	O-I STEAK FRY 12-28	20 88	20 88	1002 24			1,002 24

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845246-3771	077909-SC	324609	3/13/2003	1024578	3/19/2003	2% 10 NET 11

Ship To. FLEMING FOODS (MD21)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	308092
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/18/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE: 3/20/2003

B I L L: FLEMING - NORTHERN CA (MD21)
CTP-NORTHERN CA DIVISION
P O BOX 24840
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
108	108		1369			TOTAL CASES - PRIME						
						SPECIALITY						
18	18	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 76	27 76	499 68			499 68
18	18		1203			TOTAL CASES - SPECIALITY						
						SEASON/BATTERED POTATOES						
20	20	CA	13120-0484Z	00484	12	O-I ZESTIES 12-2	21 72	21 72	434 40			434 40
18	18	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 72	21 72	390 96			390 96
10	10	CA	13120-1461Z	01461	12	OI COUNTRY FRIES R 12-30	21 72	21 72	217 20			217 20
48	48		3362			TOTAL CASES - SEASON/BATTERED POTATOES						
						NON-FRIED POTATOES						
18	18	CA	13120-1063	01063	12	TBP TWICE BAKED CHS R 12-10	16 33	16 33	293 94			293 94
18	18		1063			TOTAL CASES - NON-FRIED POTATOES						
						ROSETTO						
26	26	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	376 74			376 74
26	26		3811			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
602	602	74522	9539 780 lbs	459 190

INVOICE TOTALS 00 00 13 204 64

Total discount of 2 0 % on Gross Amount $ 13 204 64 264 09

Amount due if paid by 3/29/2003 12 940 55

Amount due after 3/30/2003 13 204 64

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities, and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378007-MA	321363	3/11/2003	1025007	3/20/2003	2% 10 NET 11

Ship To. FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/20/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/20/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						RETAIL POPPERS- ANCHOR						
44	44	CA	46704-46704008900		8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	693 44			693 44
88	88	CA	46704-46704008910		8	BRD CREAM CHEESE POPPERS	15 76	15 76	1386 88			1,386 88
132	132		17810			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
32	32	CA	46704-46704004940		8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17.95	574.40			574 40
22	22	CA	46704-46704006430		8	HONEY BBQ WINGS- TGIF	17 95	17.95	394 90			394 90
22	22	CA	46704-46704006750		8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	394 90			394.90
220	220	CA	46704-46704006850		8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	3949.00			3,949 00
296	296		24970			TOTAL CASES - RETAIL T G I FRIDAY'S						
						SOS MAINSTREET BISTRO						
14	14	CA	25800-2565	02565	12	HAM & CHEDDAR SMARTWICH	24 12	24 12	337 68			337 68
14	14	CA	25800-2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 12	24 12	337 68			337 68
14	14	CA	25800-5501	05501	12	GNOCCHI W/GRILLED CHICKEN	24 12	24 12	337 68			337 68
14	14	CA	25800-5511	05511	12	CHICKEN STIR-FRY BOWL	24 12	24 12	337 68			337 68
56	56		16145			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3111X	03111	8	BLASTS-CHEESE & PEPP	11 84	11 84	177 60			177 60
15	15		3111			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O. #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378007-MA	321363	3/11/2003	1025007	3/20/2003	2% 10 NET 11

Ship To. FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/20/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE: 3/20/2003

B I L L: FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						PRIME						
96	96	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	3006 72			3,006 72
96	96	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 32	31 32	3006 72			3,006 72
30	30	CA	13120-0296Z	00296	12	O-I PIXIE CRINKLES 12-26	20 88	20 88	626 40			626 40
160	160	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	3340 80			3,340 80
80	80	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	1670 40			1,670 40
462	462		2468			TOTAL CASES - PRIME						
						SPECIALITY						
100	100	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	3132.00			3,132.00
80	80	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	1670.40			1,670 40
180	180		1118			TOTAL CASES - SPECIALITY						
						HASHBROWN						
30	30	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 88	20 88	626 40			626 40
75	75	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 88	20 88	1566 00			1,566 00
160	160	CA	13120-0469Z	00469	12	OI POTATOES OBRIEN R 12-28	20 88	20 88	3340 80			3,340 80
108	108	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	2255 04			2,255 04
140	140	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 88	20 88	2923 20			2,923 20
513	513		1858			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
20	20	CA	13120-0040Z	00040	12	O-I OVEN CHIPS 12-26	21 72	21 72	434 40			434 40
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378007-MA	321363	3/11/2003	1025007	3/20/2003	2% 10 NET 11

Ship To· FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/20/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/20/2003

B FLEMING - MASSILLON (RT)
I T CTP/MASSILON
L O P O BOX 24800
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
80	80	CA	13120	0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 72	21 72	1737 60			1,737 60
70	70	CA	13120	0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	1520 40			1,520 40
80	80	CA	13120	0764Z	00764	12	O-I TXS PB R 12-30	21 72	21 72	1737 60			1,737 60
90	90	CA	13120	1417Z	01417	12	OI FAST FRIES R 12-26	21 72	21 72	1954 80			1,954 80
340	340		3133				TOTAL CASES - SEASON/BATTERED POTATOES						
							PICK UP ALLOWANCE PER CWT					683 65	683 65CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
1994	1994	70613	41584 910 lbs	1896 050

INVOICE TOTALS 00 683 65 42,787 87

Total discount of 2 0 % on Gross Amount $ 43 471 52 869 43

Amount due if paid by 3/30/2003 41 918 44

Amount due after 3/31/2003 42,787 87

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378008-MA	321845	3/11/2003	1025008	3/20/2003	NET 15 DAYS

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/20/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/20/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE CNSMR UPC	UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
				##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
							TAQUITOS						
18	18	CA	17696-17696000028			8	TAQUITO, BEEF	37 08	37 08	667 44			667 44
18	18		28				TOTAL CASES - TAQUITOS						
				PICK UP ALLOWANCE PER CWT								4 35	4 35CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	4 35	663 09
18	18	28	265 500 lbs	12 240	Total discount of	% on Gross Amount	$ 667 44		
						Amount due if paid by	3/20/2003		663 09
						Amount due after	4/04/2003		663 09

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71030-0100	710220	324988	3/14/2003	1025010	3/20/2003	2% 10 NET 11

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	307979
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L FLEMING - GATEWAY MINNEA (RT)
T O FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL POPPERS- ANCHOR						
44	44	CA	46704-46704008921		8	BRD MOZZARELLA STICKS,OVENABLE	13 25	13 25	583 00			583 00
44	44	CA	46704-46704008910		8	BRD CREAM CHEESE POPPERS	15 76	15 76	693 44			693 44
88	88		17831			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
44	44	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	17 95	17 95	789 80			789 80
22	22	CA	46704-46704004940		8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	394.90			394 90
22	22	CA	46704-46704003040		8	FOUR CHS&PEPPERONI SKINS TGIF	17 95	17 95	394 90			394 90
88	88		14810			TOTAL CASES - RETAIL T G I FRIDAY'S						
						BOSTON MKT SIDES						
24	24	CA	71984-4400P	04400	12	CINNAMON APPLES	17 88	17 88	429 12			429 12
24	24	CA	71984-4534P	04534	12	GARLIC DILL NEW POTATOES	17 88	17 88	429 12			429 12
48	48		8934			TOTAL CASES - BOSTON MKT SIDES						
						SOS LOW TIER						
96	96	CA	25800-2243	02243	12	THREE CHEESE MACARONI	17 64	17 64	1693 44			1,693 44
192	192	CA	25800-2256	02256	12	WW TUNA NOODLE CASSEROLE	17 64	17 64	3386 88			3 386 88
216	216	CA	25800-2296	02296	12	SWEDISH MEATBALLS	17 64	17 64	3810 24			3 810 24
216	216	CA	25800-2295	02295	12	WW SALISBURY STEAK	17 64	17 64	3810 24			3,810 24
96	96	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	1693 44			1,693 44
144	144	CA	25800-2241	02241	12	LASAGNA BOLOGNESE	17 64	17 64	2540 16			2,540 16

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
71030-0100	710220	324988	3/14/2003	1025010	3/20/2003	2% 10 NET 11

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	307979
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV. DATE
3/20/2003

BILL TO:
FLEMING - GATEWAY MINNEA (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
144	144	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	2540 16			2,540 16
168	168	CA	25800-2244	02244	12	SOS SZECHUAN VEGTBLES & CHIKN	17 64	17 64	2963 52			2,963 52
72	72	CA	25800-1965	01965	12	CHICKEN ENCHILADAS SUIZA	17 64	17 64	1270 08			1,270 08
48	48	CA	25800-2028	02028	12	ANGEL HAIR MARINARA	17 64	17 64	846 72			846 72
60	60	CA	25800-2246	02246	12	SHRIMP MARINARA	17 64	17 64	1058 40			1,058 40
72	72	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 64	17 64	1270 08			1,270 08
84	84	CA	25800-2248	02248	12	ROAST TURKEY MEDALLIONS (SOS)	17 64	17 64	1481 76			1,481 76
144	144	CA	25800-2249	02249	12	CHICKEN CHOW MEIN (SOS)	17 64	17 64	2540 16			2,540 16
140	140	CA	25800-2251	02251	12	LASAGNA FLORENTINE (SOS)	17 64	17 64	2469 60			2,469 60
112	112	CA	25800-2252	02252	12	CHICKEN MIRABELLA (SOS)	17 64	17 64	1975 68			1,975 68
84	84	CA	25800-2289	02289	12	RAVIOLI FLORENTINE (SOS)	17 64	17 64	1481 76			1,481 76
96	96	CA	25800-2290	02290	12	HONEY-DIJON CHICKEN	17 64	17 64	1693 44			1,693 44
96	96	CA	25800-1937	01937	12	SPAGHETTI BOLOGNESE	17 64	17 64	1693 44			1,693 44
72	72	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	1270 08			1,270 08
112	112	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	1975 68			1,975 68
72	72	CA	25800-2360	02360	12	SANTA FE STYLE RICE & BEANS	17 64	17 64	1270 08			1,270 08
72	72	CA	25800-2254	02254	12	FIESTA CHICKEN (SOS)	17 64	17 64	1270 08			1,270 08
2608	2608		50704			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
28	28	CA	25800-5508	05508	12	CARIBBEAN STYLE JERK CHICK&VEG	24 12	24 12	675 36			675 36
30	30	CA	25800-2550	02550	12	VEGETABLE ULTIMATE PIZZA	24 12	24 12	723 60			723 60
84	84	CA	25800-2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 12	24 12	2026 08			2,026 08
42	42	CA	25800-2561	02561	12	GARDEN VEGGIE & MOZZ SMARTWICH	24 12	24 12	1013 04			1,013 04

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
71030-0100	710220	324988	3/14/2003	1025010	3/20/2003	2% 10 NET 11

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	307979
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L FLEMING - GATEWAY MINNEA (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
36	36	CA	25800-1941	01941	12	STUFFED TURKEY BREAST	24 12	24 12	868 32			868 32
30	30	CA	25800-1959S	01959	12	PEPPERONI PIZZA	24 12	24 12	723 60			723 60
36	36	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	868 32			868 32
286	286		19407			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
30	30	CA	25800-2046	02046	12	CHOCOLATE ECLAIR	17 16	17 16	514 80			514 80
26	26	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	446 16			446 16
56	56		4352			TOTAL CASES - SOS DESSERTS						
						SOS BREAKFASTS						
28	28	CA	25800-2345	02345	12	CHOC CHOCOLATE CHIP MUFFINS	15 00	15 00	420.00			420 00
28	28		2345			TOTAL CASES - SOS BREAKFASTS						
						CLUB APPETIZERS						
30	30	CA	13120-7774	07774	8	MOZZ CHS STX R 8-2 5	38 95	38 95	1168 50			1,168 50
30	30		7774			TOTAL CASES - CLUB APPETIZERS						
						RETAIL BAGEL BITES/HOT BITE						
105	105	CA	70085-3500X	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 84	11 84	1243 20			1,243 20
105	105	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	1243 20			1,243 20
45	45	CA	70085-3573X	03573	8	SUPREME 9 CT BAGEL BITE	11 84	11 84	532 80			532 80
45	45	CA	70085-3501	06011	8	CHEESE/SAUSAGE 9 CT BAGEL BITE	11 84	11 84	532 80			532 80
75	75	CA	70085-3503X	06013	8	CHEESE SAUSAGE,PEPP BB 9 COUNT	11 84	11 84	888 00			888 00

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
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ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71030-0100	710220	324988	3/14/2003	1025010	3/20/2003	2% 10 NET 11

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	307979
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/19/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/20/2003

B I L L FLEMING - GATEWAY MINNEA (RT)
T O FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
30	30	CA	70085-3110	03110	8	BLASTS-THREE CHEESE	11 84	11 84	355 20			355 20
405	405		20689			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						SEASON/BATTERED POTATOES						
40	40	CA	13120-0650Z	00650	12	O-I CRISPY CRUNCHIES R 12-2	21 72	21 72	868 80			868 80
50	50	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 72	21 72	1086 00			1,086 00
50	50	CA	13120-0040Z	00040	12	O-I OVEN CHIPS 12-26	21 72	21 72	1086 00			1,086 00
140	140		1118			TOTAL CASES - SEASON/BATTERED POTATOES						
						NON-FRIED POTATOES						
20	20	CA	13120-1063	01063	12	TBP TWICE BAKED CHS R 12-10	16 33	16 33	326 60			326 60
20	20	CA	13120-1064	01064	12	TWICE BKD S&C CN R 12-10	16 33	16 33	326 60			326 60
40	40		2127			TOTAL CASES - NON-FRIED POTATOES						
						ROSETTO						
39	39	CA	41549-3793	03793	6	LRG SQ BROC CHEESE RAV R 6-24	14 49	14 49	565 11			565 11
39	39	CA	41549-3712	00382	6	ITALIAN STYLE RAV W/SAUSGE50CT	14 49	14 49	565 11			565 11
51	51	CA	41549-3708	00361	6	ROSETTO SM ROUND RAV R 6-24	14 49	14 49	738 99			738 99
129	129		11213			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	69 525 59
					Total discount of 2 0 % on Gross Amount	$ 69 525 59		1,390 51
3946	3946	161304	34985 184 lbs	1966 266	Amount due if paid by 3/30/2003			68 135 08
					Amount due after 3/31/2003			69,525 59

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

DEBIT * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST. ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62727-9602	408954-PX	332670	3/21/2003	1025122	3/21/2003	2% 10 NET 11

Ship To FLEMING (RT)
C/O MESA COLD STORAGE
9602 BUCKEYE ROAD
TOLLESON AZ 85353

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/21/2003

B I L L FLEMING - PHOENIX (RT)
CTP / PHOENIX DIVISION
P O BOX 24900
OKLAHOMA CITY OK 73124

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC / CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					NON-FRIED POTATOES						
20	20	CA	13120-0783D / 00783	12	OI MSH POT R 12-22	17 52	17 52	350 40			350 40
20	20		783		TOTAL CASES - NON-FRIED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
20	20	783	351 600 lbs	16 000

INVOICE TOTALS 00 00 350 40
Total discount of 2 0 % on Gross Amount $ 350 40 7 01
Amount due if paid by 3/31/2003 343 39
Amount due after 4/01/2003 350 40

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	710627	326752	3/17/2003	1025316	3/21/2003	2% 10 NET 11

Ship To: GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #
SHIP VIA CUSTOMER PICK-UP
SHIP DATE 3/21/2003
WAREHOUSE AMERICOLD LOGISTICS ROCH 530
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/21/2003

BILL TO
FLEMING- LA CROSSE (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE									
						RETAIL T G I FRIDAY'S						
3	3	CA	46704-46704004940		8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	53 85			53 85
44	44	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	17 95	17 95	789 80			789 80
10	10	CA	46704-46704006847		8	CHDR & BAC STUFFED SKIN- TGIF	48 00	48 00	480 00			480 00
57	57		18617			TOTAL CASES - RETAIL T G I FRIDAY'S						
						BOSTON MKT SIDES						
24	24	CA	71984-4531	04531	12	MASHED POTATOES	17 88	17 88	429 12			429 12
24	24		4531			TOTAL CASES - BOSTON MKT SIDES						
						BOSTON MKT ENTREES						
16	16	CA	71984-4521	04521	12	BM TURKEY POT PIE	31 74	31 74	507 84			507 84
16	16		4521			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
36	36	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	635 04			635 04
36	36	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	635 04			635 04
36	36	CA	25800-2241	02241	12	LASAGNA BOLOGNESE	17 64	17 64	635 04			635 04
36	36	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	635 04			635 04
26	26	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 64	17 64	458 64			458 64
36	36	CA	25800-2248	02248	12	ROAST TURKEY MEDALLIONS (SOS)	17 64	17 64	635 04			635 04
28	28	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	493 92			493 92

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	710627	326752	3/17/2003	1025316	3/21/2003	2% 10 NET 11

Ship To· GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/21/2003

B I L L T O FLEMING- LA CROSSE (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
36	36	CA	25800	2256	02256	12	WW TUNA NOODLE CASSEROLE	17 64	17 64	635 04			635 04
36	36	CA	25800	2376	02376	12	WW THREE CHEESE ZITI MARINARA	17 64	17 64	635 04			635 04
36	36	CA	25800	2360	02360	12	SANTA FE STYLE RICE & BEANS	17 64	17 64	635 04			635 04
342	342			22241			TOTAL CASES - SOS LOW TIER						
							SOS MAINSTREET BISTRO						
36	36	CA	25800	2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	868 32			868 32
24	24	CA	25800	2318	02318	12	FILLET OF BEEF W/GARLIC MSHD	24 12	24 12	578 88			578 88
28	28	CA	25800	5507	05507	12	SOUTHWESTERN STYLE CHICK & VEG	24 12	24 12	675.36			675 36
30	30	CA	25800	2553	02553	12	FOUR CHEESE PIZZA	24 12	24 12	723 60			723 60
28	28	CA	25800	5511	05511	12	CHICKEN STIR-FRY BOWL	24 12	24 12	675.36			675.36
28	28	CA	25800	2561	02561	12	GARDEN VEGGIE & MOZZ SMARTWICH	24 12	24 12	675 36			675 36
28	28	CA	25800	2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 12	24 12	675 36			675 36
28	28	CA	25800	2565	02565	12	HAM & CHEDDAR SMARTWICH	24 12	24 12	675 36			675 36
28	28	CA	25800	2563	02563	12	THREE CSE&ITAL MTBLS SMARTWICH	24 12	24 12	675 36			675 36
258	258			28466			TOTAL CASES - SOS MAINSTREET BISTRO						
							SOS DESSERTS						
13	13	CA	25800	2231	02231	12	MISSISSIPPI MUD PIE	17 16	17 16	223 08			223 08
13	13			2231			TOTAL CASES - SOS DESSERTS						
							SOS BREAKFASTS						
3	3	CA	25800	2057M	02057	12	BLUEBERRY MUFFINS	15 00	15 00	45 00			45 00
14	14	CA	25800	2345	02345	12	CHOC CHOCOLATE CHIP MUFFINS	15 00	15 00	210 00			210 00

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	710627	326752	3/17/2003	1025316	3/21/2003	2% 10 NET 11

Ship To: GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #
SHIP VIA CUSTOMER PICK-UP
SHIP DATE 3/21/2003
WAREHOUSE AMERICOLD LOGISTICS ROCH 530
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/21/2003

B I L L T O
FLEMING- LA CROSSE (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
17	17		4402			TOTAL CASES - SOS BREAKFASTS						
						RETAIL ONIONS						
39	39	CA	13120-0473	00473	12	O-I CHOPPED ONIONS R 12-12	7 98	7 98	311 22			311 22
30	30	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	650 10			650 10
69	69		1901			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	355 20			355 20
30	30	CA	70085-3500X	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 84	11 84	355 20			355 20
22	22	CA	13120-4028	04028	8	MOZZARELLA STIX 7 OZ R 8-7	11 84	11 84	260 48			260 48
82	82		11030			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
30	30	CA	13120-1012Z	01012	12	O-I HOME STYLE WEDGE R 12-24	20 88	20 88	626 40			626 40
80	80	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	1670 40			1,670 40
45	45	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	1249 20			1,249 20
155	155		2103			TOTAL CASES - PRIME						
						SPECIALITY						
40	40	CA	13120-0019Z	00019	12	O-I ONION TATER TOT 12-2	20 88	20 88	835 20			835 20
45	45	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 76	27 76	1249 20			1,249 20
30	30	CA	13120-0026Z	00026	12	OI MINI TOTS R 12-28	20 88	20 88	626 40			626 40
50	50	CA	13120-0082Z	00082	18	O-I TATER TOT PB R 18-2	31 32	31 32	1566 00			1,566 00

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	710627	326752	3/17/2003	1025316	3/21/2003	2% 10 NET 11

Ship To. GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/21/2003

B I L L FLEMING- LA CROSSE (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
60	60	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	1252 80			1,252 80
225	225		2366			TOTAL CASES - SPECIALITY						
						HASHBROWN						
30	30	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 88	20 88	626 40			626 40
30	30		80			TOTAL CASES - HASHBROWN						
						CONVENIENCE						
36	36	CA	13120-1198	01198	8	O-I SNACKIN FRY R 16-5	11 84	11 84	426.24			426 24
36	36		1198			TOTAL CASES - CONVENIENCE						
						SEASON/BATTERED POTATOES						
30	30	CA	13120-1461Z	01461	12	O-I COUNTRY FRIES R 12-30	21 72	21 72	651 60			651 60
100	100	CA	13120-1417Z	01417	12	O-I FAST FOOD FRIES R 12-26	21 72	21 72	2172 00			2,172 00
40	40	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 72	21 72	868 80			868 80
170	170		3361			TOTAL CASES - SEASON/BATTERED POTATOES						
						ROSETTO						
65	65	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	941 85			941 85
65	65		3811			TOTAL CASES - ROSETTO						
						PICK UP ALLOWANCE PER CWT					240 26	240 26CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	240 26	31,448 96
					Total discount of 2 0 % on Gross Amount	$ 31 689 22		
1559	1559	110859	23554 420 lbs	1174 543	Amount due if paid by 3/31/2003			31,448 96
					Amount due after 4/01/2003			31,448 96

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
17844-1000	711004	327868	3/18/2003	1025317	3/21/2003	2% 10 NET 11

Ship To: FLEMING - SUPERIOR (DL)
1101 SUSQUEHANNA AVENUE
SUPERIOR WI 54880

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	218 RETAIL MARKETING AND SALES (DL)
MARKET CODE	233 MINNESOTA (DL)

DELIV DATE
3/25/2003

BILL TO: FLEMING - SUPERIOR (DL)
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					HEINZ DELI- ANCHOR						
24	24	CA	46704-46704005640	6	BATTERED MUSHROOMS	23 76	23 76	570 24			570 24
35	35	CA	46704-46704888920	6	BREADED MOZZ STICKS,OVENABLE	32 10	32 10	1123 50			1,123 50
59	59		94560		TOTAL CASES - HEINZ DELI- ANCHOR						
					DELI POPPERS- ANCHOR						
5	5	CA	46704-46704887962	6	BRD CREAM CHEESE POPPER	39 12	39 12	195 60			195 60
5	5		87962		TOTAL CASES - DELI POPPERS- ANCHOR						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
							00	00	1,889 34
					Total discount of	2 0 % on Gross Amount	$ 1 889 34		
64	64	182522	832 000 lbs	49 920		Amount due if paid by	3/31/2003		1,889 34
						Amount due after	4/01/2003		1,889 34

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
71030-0100	710301	325388	3/14/2003	1025842	3/24/2003	NET 15 DAYS

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/21/2003
WAREHOUSE INNOVATIVE COLD STORAGE
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/25/2003

BILL TO
FLEMING - GATEWAY MINNEA (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAQUITOS						
10	10	CA	17696-17696000029	8	TAQUITO, CHICKEN	37 13	37 13	371 30			371 30
40	40	CA	17696-17696000028	8	TAQUITO, BEEF	37 13	37 13	1485 20			1,485 20
40	40	CA	17696-17696000213	8	TAQUITO, BEEF & CHEDDAR	37 13	37 13	1485 20			1,485 20
40	40	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 13	37 13	1485 20			1,485 20
130	130		484		TOTAL CASES - TAQUITOS						
					MINI TAQUITOS						
40	40	CA	17696-17696000165	8	TAQUITO BITES, CHKN,CHS,SALSA	14 35	14 35	574 00			574 00
50	50	CA	17696-17696000164	8	TAQUITO BITES, BEEF & CHEDDAR	14 35	14 35	717.50			717.50
90	90		329		TOTAL CASES - MINI TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	00	6,118 40
220	220	813	2489 000 lbs	126 200	Total discount of	% on Gross Amount	$ 6,118 40		
						Amount due if paid by	3/24/2003		6,118 40
						Amount due after	4/08/2003		6,118 40

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

Heinz

aIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845033-2600	450622-GA	327232	3/17/2003	1025843	3/24/2003	2% 10 NET 11

Ship To: FLEMING GARLAND (MD05)
2600 MCCREE ROAD
GARLAND TX 75041

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/24/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 287 MILITARY DISTRIBUTOR ONLY
MARKET CODE 911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/24/2003

B I T L O L FLEMING GARLAND (MD05)
CTP GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC / CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					RETAIL T G I FRIDAY'S						
44	44	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	17 95	17 95	789 80			789 80
22	22	CA	46704-46704006840	8	CHEDDAR & BACON SKINS- TGIF	17 95	17 95	394 90			394 90
44	44	CA	46704-46704006850	8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	789 80			789 80
110	110		20520		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT ENTREES						
32	32	CA	71984-4502P 04502	12	MEATLOAF MASHED POTATOES GRAVY	31 74	31 74	1015.68			1,015 68
16	16	CA	71984-4503P 04503	12	CNTRY FRD CHICK POTATOES GRAVY	31 74	31 74	507.84			507 84
24	24	CA	71984-4506P 04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	761 76			761.76
72	72		13511		TOTAL CASES - BOSTON MKT ENTREES						
					SOS LOW TIER						
24	24	CA	25800-2289 02289	12	RAVIOLI FLORENTINE (SOS)	17 64	17 64	423 36			423 36
36	36	CA	25800-2290 02290	12	HONEY-DIJON CHICKEN	17 64	17 64	635 04			635 04
60	60		4579		TOTAL CASES - SOS LOW TIER						
					SOS MAINSTREET BISTRO						
15	15	CA	25800-2553 02553	12	FOUR CHEESE PIZZA	24 12	24 12	361 80			361 80
15	15		2553		TOTAL CASES - SOS MAINSTREET BISTRO						
					SOS DESSERTS						
13	13	CA	25800-2306 02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	223 08			223 08

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

EDI * R E P R I N T *

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845033-2600	450622-GA	327232	3/17/2003	1025843	3/24/2003	2% 10 NET 11

Ship To. FLEMING GARLAND (MD05)
2600 MCCREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/24/2003

B I L L FLEMING GARLAND (MD05)
CTP GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
13	13		2306			TOTAL CASES - SOS DESSERTS						
						RETAIL ONIONS						
9	9	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 67	21 67	195 03			195 03
9	9		856			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
60	60	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	710 40			710 40
10	10	CA	70085-3670	03670	12	BLASTS - CHSE & PEPP-MID SIZE	31 08	31 08	310.80			310 80
70	70		7172			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
27	27	CA	13120-02912	00291	8	O-I CRINKLE CUT PB # 8-5	27 76	27 76	749.52			749 52
8	8	CA	13120-0800Z	00800	12	O-I STEAK FRY 12-28	20 88	20 88	167 04			167 04
10	10	CA	13120-0828Z	00828	12	O-I SHOESTRINGS 12-28	20 88	20 88	208 80			208 80
45	45		1919			TOTAL CASES - PRIME						
						SPECIALITY						
10	10	CA	13120-0133Z	00133	12	O-I CRISPY CROWNS 12-30	20 88	20 88	208 80			208 80
9	9	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 76	27 76	249 84			249 84
19	19		1336			TOTAL CASES - SPECIALITY						
						HASHBROWN						
32	32	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	668 16			668 16
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
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Amount due after

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ORIGINAL INVOICE

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

EDI * R E P R I N T *

PACA Trust
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emit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845033-2600	450622-GA	327232	3/17/2003	1025843	3/24/2003	2% 10 NET 11

DELIV DATE
3/24/2003

Ship To: FLEMING GARLAND (MD05)
2600 MCCREE ROAD
GARLAND TX 75041

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/24/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 287 MILITARY DISTRIBUTOR ONLY
MARKET CODE 911 MILITARY DISTRIBUTORS (RT)

B I L L T O
FLEMING GARLAND (MD05)
CTP GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
32	32			833			TOTAL CASES - HASHBROWN						
							SEASON/BATTERED POTATOES						
10	10	CA	13120-1461Z		01461	12	OI COUNTRY FRIES R 12-30	21 72	21 72	217 20			217 20
10	10			1461			TOTAL CASES - SEASON/BATTERED POTATOES						
							NON-FRIED POTATOES						
18	18	CA	13120-0783D		00783	12	OI MSH POT R 12-22	17 47	17 47	314 46			314 46
18	18			783			TOTAL CASES - NON-FRIED POTATOES						
							ROSETTO						
26	26	CA	41549-3708		00361	6	ROSETTO SM ROUND RAV R 6-24	14 49	14 49	376 74			376 74
14	14	CA	41549-3762		03762	6	ROSETTO STFD SHELLS R 6-20	14 49	14 49	202.86			202 86
40	40			7470			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
513	513	65299	6850 870 lbs	353 718		00	00	10 482 71
					Total discount of 2 0 % on Gross Amount	$ 10 482 71		23CR
					Amount due if paid by	4/03/2003		10 482 94
					Amount due after	4/04/2003		10 482 71

bject to the Terms and Conditions of Sale and Guaranty
nted on the reverse side of Original Invoice

ORIGINAL

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62723-0420	051067-TU	327873	3/18/2003	1025844	3/24/2003	2% 10 NET 11

Ship To: FLEMING - TULSA (RT)
420 S 145 EAST AVENUE
TULSA OK 74108

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/24/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV. DATE
3/25/2003

BILL TO:
FLEMING - TULSA (RT)
TULSA DIVISION
P O BOX 268959
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					RETAIL POPPERS- ANCHOR						
66	66	CA	46704-46704008900	8	BRD CHEDDAR CHEESE POPPERS	15 81	15 81	1043 46			1,043 46
20	20	CA	46704-46704008903	8	BRD CHEDDAR CHEESE POPPERS	46 93	46 93	938 60			938 60
44	44	CA	46704-46704008921	8	BRD MOZZARELLA STICKS,OVENABLE	13 30	13 30	585 20			585 20
130	130		26724		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					RETAIL T G I FRIDAY'S						
32	32	CA	46704-46704004940	8	SPINACH & ARTICHOKE DIP- TGIF	18 00	18.00	576.00			576 00
66	66	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	18 00	18.00	1188 00			1,188 00
20	20	CA	46704-46704006832	8	BUFFALO WINGS- TGIF	48 05	48 05	961.00			961.00
66	66	CA	46704-46704006840	8	CHEDDAR & BACON SKINS- TGIF	18 00	18 00	1188.00			1,188 00
22	22	CA	46704-46704006850	8	BRD MOZZ CHEESE STICKS- TGIF	18 00	18 00	396 00			396.00
206	206		32292		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT SIDES						
24	24	CA	71984-4400P 04400	12	CINNAMON APPLES	18 12	18 12	434 88			434 88
12	12	CA	71984-4534P 04534	12	GARLIC DILL NEW POTATOES	18 12	18 12	217 44			217 44
12	12	CA	71984-4536P 04536	12	BROCCOLI W/CHEDDAR CHSE SAUCE	18 12	18 12	217 44			217 44
48	48		13470		TOTAL CASES - BOSTON MKT SIDES						
					BOSTON MKT ENTREES						
27	27	CA	71984-4516P 04516	12	TERIYAKI CHICKEN WITH RICE	32 10	32 10	866 70			866 70
36	36	CA	71984-4554P 04554	12	OVEN RSTD TURKEY MED W/GRAVY	32 10	32 10	1155 60			1,155 60

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62723-0420	051067-TU	327873	3/18/2003	1025844	3/24/2003	2% 10 NET 11

Ship To: FLEMING - TULSA (RT)
420 S 145 EAST AVENUE
TULSA OK 74108

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/24/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/25/2003

BILL TO
FLEMING - TULSA (RT)
TULSA DIVISION
P O BOX 268959
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
63	63		9070			TOTAL CASES - BOSTON MKT ENTREES						
						BOSTON MARKET MULTISERVE						
9	9	CA	71984-9531	09531	6	DINNER 4 TWO- MEATLOAF,MSH POT	29 53	29 53	265 77			265 77
18	18	CA	71984-9533	09533	6	DINNER 4 TWO- CHICKEN,MSHD POT	29 53	29 53	531 54			531 54
27	27		19064			TOTAL CASES - BOSTON MARKET MULTISERVE						
						SOS LOW TIER						
60	60	CA	25800-1965	01965	12	CHICKEN ENCHILADAS SUIZA	17 88	17.88	1072.80			1,072 80
12	12	CA	25800-2256	02256	12	WW TUNA NOODLE CASSEROLE	17 88	17.88	214 56			214 56
72	72		4221			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
30	30	CA	25800-0057S	00057	12	SPICY SAUSAGE PIZZA	24 47	24 47	734 10			734 10
36	36	CA	25800-1941	01941	12	STUFFED TURKEY BREAST	24 47	24 47	880 92			880 92
12	12	CA	25800-2315	02315	12	RSTD CHICK W/SOUR CREAM/CHIVE	24 47	24 47	293 64			293 64
36	36	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 47	24 47	880 92			880 92
36	36	CA	25800-2323	02323	12	FAJITA CHICKEN SUPREME	24 47	24 47	880 92			880 92
24	24	CA	25800-2325	02325	12	CHICKEN CARBONARA	24 47	24 47	587 28			587 28
12	12	CA	25800-2326	02326	12	FIRE GRLD CHICKEN & VEGETABLES	24 47	24 47	293 64			293 64
12	12	CA	25800-2372	02372	12	PENNE POLLO	24 47	24 47	293 64			293 64
24	24	CA	25800-2373	02373	12	PEPPERSTEAK	24 47	24 47	587 28			587 28
30	30	CA	25800-2550	02550	12	VEGETABLE ULTIMATE PIZZA	24 47	24 47	734 10			734 10
30	30	CA	25800-2553	02553	12	FOUR CHEESE PIZZA	24 47	24 47	734 10			734 10

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

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ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62723-0420	051067-TU	327873	3/18/2003	1025844	3/24/2003	2% 10 NET 11

Ship To. FLEMING - TULSA (RT)
420 S 145 EAST AVENUE
TULSA OK 74108

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/25/2003

B I L T O L FLEMING - TULSA (RT)
TULSA DIVISION
P O BOX 268959
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
14	14	CA	25800-2561	02561		12	GARDEN VEGGIE & MOZZ SMARTWICH	24 47	24 47	342 58			342 58
296	296		26016				TOTAL CASES - SOS MAINSTREET BISTRO						
							SOS DESSERTS						
26	26	CA	25800-2231	02231		12	MISSISSIPPI MUD PIE	17 40	17 40	452 40			452 40
39	39	CA	25800-2306	02306		12	CHOCOLATE CHIP COOKIE DOUGH	17 40	17 40	678 60			678 60
65	65		4537				TOTAL CASES - SOS DESSERTS						
							CLUB APPETIZERS						
66	66	CA	13120-7774	07774		8	MOZZ CHS STX R 8-2.5	39 00	39.00	2574 00			2,574 00
66	66		7774				TOTAL CASES - CLUB APPETIZERS						
							RETAIL ONIONS						
27	27	CA	13120-0856	00856		12	O-I N FOR PB R 12-20	21 72	21 72	586 44			586 44
20	20	CA	13120-1428	01428		12	O-I WHOLE ONION RING R 12-16	21 72	21 72	434 40			434 40
47	47		2284				TOTAL CASES - RETAIL ONIONS						
							RETAIL BAGEL BITES/HOT BITE						
44	44	CA	13120-4028	04028		8	MOZZARELLA STIX 7 OZ R 8-7	11 89	11 89	523 16			523 16
15	15	CA	70085-3502X	06012		8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	178 35			178 35
15	15	CA	70085-3535X	03535		12	BAGEL BITE CHEESE 18CT R 12-14	31 13	31 13	466 95			466 95
74	74		11065				TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
							PRIME						
							(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
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ORIGINAL INVOICE

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HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62723-0420	051067-TU	327873	3/18/2003	1025844	3/24/2003	2% 10 NET 11

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420 S 145 EAST AVENUE
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SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/24/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/25/2003

B FLEMING - TULSA (RT)
I T TULSA DIVISION
L O P O BOX 268959
L OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
45	45	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 81	27 81	1251 45			1,251 45
45	45		291			TOTAL CASES - PRIME						
						SPECIALITY						
45	45	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 81	27 81	1251 45			1,251 45
45	45		1203			TOTAL CASES - SPECIALITY						
						CLUB POTATOES - RETAIL						
24	24	CA	13120-8564	08564	6	O-I CC PB R 6-8	28 13	28 13	675.12			675 12
16	16	CA	13120-8565	08565	6	O-I FF PB R 6-8	28 13	28.13	450 08			450 08
40	40		17129			TOTAL CASES - CLUB POTATOES - RETAIL						
						ROSETTO						
32	32	CA	41549-3708	00361	6	ROSETTO SM ROUND RAV R 6-24	14 54	14 54	465 28			465 28
26	26	CA	41549-3710	00370	6	ROSETTO BEEF RAVIOLI-50 R 6-25	14 54	14 54	378 04			378 04
58	58		7418			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
1282	1282	182558	16768 890 lbs	866 308			00	00	29,461 83
					Total discount of 2 0 % on Gross Amount	$	29,461 83		
					Amount due if paid by 4/03/2003				29,461 83
					Amount due after 4/04/2003				29,461.83

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
24006-1660	1430034650	317959	3/06/2003	1026376	3/25/2003	2% 10 NET 11

Ship To FLEMING FOODS (CS)
3010 SEVENTH AVENUE
ALTOONA DIVISION
ALTOONA PA 16602

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/20/2003
WAREHOUSE	AMERICOLD FOGELSVILLE 537-62
BROKER #	706 ACOSTA MARLBORO (CS)
MARKET CODE	706 C-STORE MARLBORO (CS)

DELIV DATE
3/20/2003

B I L L T O FLEMING ALTOONA DIVISION (CS)
P O BOX 470
ALTOONA PA 16603

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL T G I FRIDAY'S						
101	101	CA	46704-46704006840		8	CHEDDAR & BACON SKINS- TGIF	18 00	18 00	1818 00			1,818 00
91	91	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	18 00	18 00	1638 00			1,638 00
71	71	CA	46704-46704006850		8	BRD MOZZ CHEESE STICKS- TGIF	18 00	18 00	1278 00			1,278 00
32	32	CA	46704-46704004940		8	SPINACH & ARTICHOKE DIP- TGIF	18 00	18 00	576 00			576 00
8	8	CA	46704-46704006430		8	HONEY BBQ WINGS- TGIF	18 00	18 00	144 00			144 00
10	10	CA	46704-46704006750		8	SOUTHWESTERN EGG ROLLS- TGIF	18 00	18 00	180 00			180 00
313	313		38640			TOTAL CASES - RETAIL T G I FRIDAY'S						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 89	11 89	178.35			178 35
17	17	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	202 13			202 13
60	60	CA	70085-3500X	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 89	11 89	713 40			713 40
51	51	CA	70085-3111X	03111	8	BLASTS-CHEESE & PEPP	11 89	11 89	606 39			606 39
143	143		13616			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
456	456	52256	2658 050 lbs	173 478

INVOICE TOTALS			
	00	00	7 334 27
Total discount of 2 0 % on Gross Amount	$ 7 334 27		146 69
Amount due if paid by	4/04/2003		7 187 58
Amount due after	4/05/2003		7 334 27

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly. Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62724-0825	378009-MA	321364	3/11/2003	1026389	3/25/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #
SHIP VIA CUSTOMER PICK-UP
SHIP DATE 3/21/2003
WAREHOUSE AMERICOLD MASSILLON-62
BROKER # 553 LEEPER & DEROSE MKTG
MARKET CODE 152 FLEMING TEAM - LEEPER

DELIV DATE
3/21/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						RETAIL POPPERS- ANCHOR						
110	110	CA	46704-46704008900		8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	1733 60			1,733 60
110	110	CA	46704-46704008910		8	BRD CREAM CHEESE POPPERS	15 76	15 76	1733 60			1,733 60
220	220		17810			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
64	64	CA	46704-46704004940		8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	1148 80			1,148 80
22	22	CA	46704-46704006430		8	HONEY BBQ WINGS- TGIF	17 95	17 95	394 90			394 90
22	22	CA	46704-46704006750		8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	394 90			394 90
220	220	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	17 95	17 95	3949 00			3,949 00
220	220	CA	46704-46704006850		8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	3949 00			3,949 00
114	114	CA	46704-46704008630		8	CHICKEN QUESADILLAS- TGIF	17 95	17 95	2046 30			2,046 30
662	662		40430			TOTAL CASES - RETAIL T G I FRIDAY'S						
						SOS MAINSTREET BISTRO						
28	28	CA	25800-2561	02561	12	GARDEN VEGGIE & MOZZ SMARTWICH	24 12	24 12	675 36			675 36
28	28	CA	25800-2563	02563	12	THREE CSE&ITAL MTBLS SMARTWICH	24 12	24 12	675 36			675 36
14	14	CA	25800-5501	05501	12	GNOCCHI W/GRILLED CHICKEN	24 12	24 12	337 68			337 68
14	14	CA	25800-5503	05503	12	SPICY BEEF & VEG RICE BOWL	24 12	24 12	337 68			337 68
84	84		16128			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL BAGEL BITES/HOT BITE						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62724-0825	378009-MA	321364	3/11/2003	1026389	3/25/2003	2% 10 NET 11

Ship To· FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/21/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
45	45	CA	70085-3111X	03111	8	BLASTS-CHEESE & PEPP	11 84	11 84	532 80			532 80
45	45		3111			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
96	96	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	3006 72			3,006 72
50	50	CA	13120-0296Z	00296	12	O-I PIXIE CRINKLES PB R 12-26	20 88	20 88	1044 00			1,044 00
80	80	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	1670 40			1,670 40
80	80	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	1670 40			1,670 40
306	306		3182			TOTAL CASES - PRIME						
						SPECIALITY						
160	160	CA	13120-0026Z	00026	12	O-I MINI TOTS R 12-28	20 88	20 88	3340 80			3,340 80
150	150	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	4698 00			4,698 00
80	80	CA	13120-0133Z	00133	12	O-I CRISPY CROWNS 12-30	20 88	20 88	1670 40			1,670 40
160	160	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	3340 80			3,340 80
550	550		1277			TOTAL CASES - SPECIALITY						
						HASHBROWN						
45	45	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 88	20 88	939 60			939 60
75	75	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 88	20 88	1566 00			1,566 00
80	80	CA	13120-0469Z	00469	12	OI POTATOES OBRIEN R 12-28	20 88	20 88	1670 40			1,670 40
200	200		633			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust.
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	378009-MA	321364	3/11/2003	1026389	3/25/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/21/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC / UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
50	50	CA	13120-0040Z 00040	12	O-I OVEN CHIPS 12-26	21 72	21 72	1086 00			1,086 00
80	80	CA	13120-0650Z 00650	12	OI CRISPY CRUNCHIES R 12-2	21 72	21 72	1737 60			1,737 60
90	90	CA	13120-1417Z 01417	12	OI FAST FRIES R 12-26	21 72	21 72	1954 80			1 954 80
80	80	CA	13120-1461Z 01461	12	OI COUNTRY FRIES R 12-30	21 72	21 72	1737 60			1,737 60
300	300		3568		TOTAL CASES - SEASON/BATTERED POTATOES						
			PICK UP ALLOWANCE PER CWT							658 02	658 02CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	658 02	48,384 48
2367	2367	85139	40057 370 lbs	1886 508	Total discount of 2 0 % on Gross Amount	$ 49,042 50		980 85
					Amount due if paid by	4/04/2003		47,403 63
					Amount due after	4/05/2003		48 384 48

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62724-0825	378010-MA	321848	3/11/2003	1026390	3/25/2003	NET 15 DAYS

Ship To. FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/21/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						TAQUITOS						
6	6	CA	17696-17696000028		8	TAQUITO, BEEF	37 08	37 08	222 48			222 48
120	120	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 08	37 08	4449 60			4,449 60
126	126		57			TOTAL CASES - TAQUITOS						
			PICK UP ALLOWANCE PER CWT								30 48	30 48CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	30 48	4,641 60
126	126	57	1858 500 lbs	85 680	Total discount of	% on Gross Amount	$ 4 672 08		
						Amount due if paid by	3/25/2003		4,641 60
						Amount due after	4/09/2003		4,641 60

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	708785	322385	3/11/2003	1026391	3/25/2003	2% 10 NET 11

Ship To GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	310428
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/23/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/26/2003

B I T L O L FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					RETAIL POPPERS- ANCHOR						
44	44	CA	46704-46704008910	8	BRD CREAM CHEESE POPPERS	15 81	15 81	695 64			695 64
44	44	CA	46704-46704008921	8	BRD MOZZARELLA STICKS,OVENABLE	13 30	13 30	585 20			585 20
88	88		17831		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					RETAIL T G I FRIDAY'S						
22	22	CA	46704-46704006850	8	BRD MOZZ CHEESE STICKS- TGIF	18 00	18 00	396 00			396 00
44	44	CA	46704-46704006840	8	CHEDDAR & BACON SKINS- TGIF	18 00	18 00	792.00			792 00
44	44	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	18 00	18.00	792.00			792 00
110	110		20520		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT ENTREES						
27	27	CA	71984-4505P 04505	12	OVEN RST TURKEY POTATOES GRAVY	32 10	32 10	866 70			866 70
18	18	CA	71984-4502P 04502	12	MEATLOAF MASHED POTATOES GRAVY	32 10	32 10	577 80			577 80
45	45		9007		TOTAL CASES - BOSTON MKT ENTREES						
					SOS LOW TIER						
24	24	CA	25800-1937 01937	12	SPAGHETTI BOLOGNESE	17 88	17 88	429 12			429 12
36	36	CA	25800-2256 02256	12	WW TUNA NOODLE CASSEROLE	17 88	17 88	643 68			643 68
36	36	CA	25800-2296 02296	12	SWEDISH MEATBALLS	17 88	17 88	643 68			643 68
36	36	CA	25800-2240 02240	12	MACARONI & CHEESE	17 88	17 88	643 68			643 68
24	24	CA	25800-2241 02241	12	LASAGNA BOLOGNESE	17 88	17 88	429 12			429 12
36	36	CA	25800-2242 02242	12	SOS RIGATONI W/BROC & CHICKEN	17 88	17 88	643 68			643 68

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

TAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	708785	322385	3/11/2003	1026391	3/25/2003	2% 10 NET 11

Ship To: GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	310428
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/23/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

BILL TO
FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
24	24	CA	25800-2295	02295	12	WW SALISBURY STEAK	17 88	17 88	429 12			429 12
24	24	CA	25800-2246	02246	12	SHRIMP MARINARA	17 88	17 88	429 12			429 12
24	24	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 88	17 88	429 12			429 12
60	60	CA	25800-2248	02248	12	ROAST TURKEY MEDALLIONS (SOS)	17 88	17 88	1072 80			1,072 80
24	24	CA	25800-2249	02249	12	CHICKEN CHOW MEIN (SOS)	17 88	17 88	429 12			429 12
24	24	CA	25800-2254	02254	12	FIESTA CHICKEN (SOS)	17 88	17 88	429 12			429 12
24	24	CA	25800-2290	02290	12	HONEY-DIJON CHICKEN	17 88	17 88	429 12			429 12
24	24	CA	25800-2289	02289	12	RAVIOLI FLORENTINE (SOS)	17 88	17 88	429 12			429 12
420	420		31330			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
14	14	CA	25800-2561	02561	12	GARDEN VEGGIE & MOZZ SMARTWICH	24 47	24 47	342 58			342 58
14	14	CA	25800-2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 47	24 47	342 58			342 58
28	28	CA	25800-2565	02565	12	HAM & CHEDDAR SMARTWICH	24 47	24 47	685 16			685 16
14	14	CA	25800-2563	02563	12	THREE CSE&ITAL MTBLS SMARTWICH	24 47	24 47	342 58			342 58
30	30	CA	25800-1959S	01959	12	PEPPERONI PIZZA	24 47	24 47	734 10			734 10
28	28	CA	25800-5511	05511	12	CHICKEN STIR-FRY BOWL	24 47	24 47	685 16			685 16
128	128		17727			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL ONIONS						
20	20	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 72	21 72	434 40			434 40
20	20		1428			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

Heinz

ETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	708785	322385	3/11/2003	1026391	3/25/2003	2% 10 NET 11

DELIV DATE
3/26/2003

Ship To: GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT # 310428
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/23/2003
WAREHOUSE AMERICOLD LOGISTICS ROCH 530
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

B I L T O L
FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
15	15	CA	70085-3503X		06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 89	11 89	178 35			178 35
15	15			3503			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
							PRIME						
48	48	CA	13120-0286Z		00286	18	O-I CRINKLE CUTS	31 37	31 37	1505 76			1,505 76
32	32	CA	13120-0800Z		00800	12	O-I STEAK FRY R 12-28	20 93	20 93	669 76			669 76
32	32	CA	13120-0258Z		00258	18	O-I FRENCH FRY PB R 18-2	31 37	31 37	1003 84			1,003 84
112	112			1344			TOTAL CASES - PRIME						
							SPECIALITY						
60	60	CA	13120-0082Z		00082	18	O-I TATER TOT PB R 18-2	31 37	31 37	1882.20			1,882.20
48	48	CA	13120-1036Z		01036	12	O-I CRISPERS R 12-20	20 93	20 93	1004.64			1,004 64
24	24	CA	13120-0133Z		00133	12	OI CRISPY CROWNS PB R 12-30	20 93	20 93	502 32			502.32
132	132			1251			TOTAL CASES - SPECIALITY						
							SEASON/BATTERED POTATOES						
30	30	CA	13120-0650Z		00650	12	OI CRISPY CRUNCHIES R 12-2	21 77	21 77	653 10			653 10
20	20	CA	13120-0483Z		00483	12	OI GOLDEN TWIRL PB R 12-28	21 77	21 77	435 40			435.40
50	50			1133			TOTAL CASES - SEASON/BATTERED POTATOES						
							NON-FRIED POTATOES						
24	24	CA	13120-0783D		00783	12	OI MASHED POTATOES R 8-22	17 52	17 52	420 48			420 48
24	24			783			TOTAL CASES - NON-FRIED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS	00	00	24 037 35
1144	1144	105857	15900 524 lbs	827 004	Total discount of 2 0 % on Gross Amount	$ 24,037 35		480 75
					Amount due if paid by	4/04/2003		23,556 60
					Amount due after	4/05/2003		24,037 35

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845034-5824	525727-LU	323780	3/12/2003	1026392	3/25/2003	2% 10 NET 11

Ship To: FLEMING LUBBOCK (MD18)
5824 ELM STREET
LUBBOCK TX 79408

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/21/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/24/2003

BILL TO: FLEMING LUBBOCK (MD18)
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC / UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAQUITOS						
90	90	CA	17696-17696000028	8	TAQUITO, BEEF	37 08	37 08	3337 20			3,337 20
80	80	CA	17696-17696000029	8	TAQUITO, CHICKEN	37 08	37 08	2966 40			2,966 40
20	20	CA	17696-17696000213	8	TAQUITO, BEEF & CHEDDAR	37 08	37 08	741 60			741 60
20	20	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 08	37 08	741 60			741 60
210	210		484		TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	7,786 80
					Total discount of 2 0 % on Gross Amount	$ 7,786 80		155 74
210	210	484	3097 500 lbs	142 800	Amount due if paid by	4/04/2003		7,631 06
					Amount due after	4/05/2003		7,786 80

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62722-5824	545920-LU	324607	3/13/2003	1026393	3/25/2003	NET 15 DAYS

Ship To: FLEMING COMPANY (RT)
LUBBOCK DIVISION
5824 ELM AVE
LUBBOCK TX 79404

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/21/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/24/2003

B I L L T O: FLEMING - LUBBOCK (RT)
CTP / LUBBOCK DIVISION
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			UPDATE CALL 806-765-3682 DRY									
						TAQUITOS						
175	175	CA	17696-17696000028		8	TAQUITO, BEEF	37 13	37 13	6497 75			6,497 75
63	63	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 13	37 13	2339 19			2,339 19
238	238		57			TOTAL CASES - TAQUITOS						
						MINI TAQUITOS						
11	11	CA	17696-17696000164		8	TAQUITO BITES, BEEF & CHEDDAR	14 35	14 35	157 85			157 85
7	7	CA	17696-17696000165		8	TAQUITO BITES, CHKN,CHS,SALSA	14 35	14 35	100 45			100 45
18	18		329			TOTAL CASES - MINI TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	00	9,095 24
					Total discount of	% on Gross Amount	$ 9,095 24		
256	256	386	3624 800 lbs	169 400		Amount due if paid by	3/25/2003		9,095 24
						Amount due after	4/09/2003		9 095 24

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these comodities, all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	710628	326753	3/17/2003	1026394	3/25/2003	2% 10 NET 11

Ship To. GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	310428
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/23/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

B I L L T O FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008900		8	BRD CHEDDAR CHEESE POPPERS	15 81	15 81	347 82			347 82
22	22	CA	46704-46704006140		8	BRD MUSHROOMS,OVENABLE	13 30	13 30	292 60			292 60
44	44		15040			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						RETAIL T G I FRIDAY'S						
22	22	CA	46704-46704006850		8	BRD MOZZ CHEESE STICKS- TGIF	18 00	18 00	396 00			396 00
22	22		6850			TOTAL CASES - RETAIL T G I FRIDAY'S						
						BOSTON MKT ENTREES						
27	27	CA	71984-45032	04503	12	CNTRY FRD CHICK POTATOES GRAVY	32 10	32 10	866 70			866 70
27	27		4503			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
28	28	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 88	17 88	500 64			500 64
24	24	CA	25800-2296	02296	12	SWEDISH MEATBALLS	17 88	17 88	429 12			429 12
36	36	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 88	17 88	643 68			643 68
24	24	CA	25800-2290	02290	12	HONEY-DIJON CHICKEN	17 88	17 88	429 12			429 12
24	24	CA	25800-2289	02289	12	RAVIOLI FLORENTINE (SOS)	17 88	17 88	429 12			429 12
136	136		11128			TOTAL CASES - SOS LOW TIER						
						SOS DESSERTS						
26	26	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 40	17 40	452 40			452 40

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

.mit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	710628	326753	3/17/2003	1026394	3/25/2003	2% 10 NET 11

Ship To. GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	310428
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/23/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

B I L L T O FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
26	26	CA	25800-2231	02231	12	MISSISSIPPI MUD PIE	17 40	17 40	452 40			452 40
12	12	CA	25800-2046	02046	12	CHOCOLATE ECLAIR	17 40	17 40	208 80			208 80
64	64		6583			TOTAL CASES - SOS DESSERTS						
						RETAIL ONIONS						
30	30	CA	13120-0881E	00881	12	8OZ VIDALIA ON R 12-8	18 00	18 00	540 00			540 00
26	26	CA	13120-0473	00473	12	O-I CHOPPED ONIONS R 12-12	8 03	8 03	208 78			208 78
36	36	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	781 92			781 92
92	92		2210			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
22	22	CA	13120-4028	04028	8	MOZZARELLA STIX 7 OZ R 8-7	11 89	11 89	261.58			261 58
22	22		4028			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
30	30	CA	13120-0377Z	00377	12	O-I COTTAGE FRIES PB R 12-2	20 93	20 93	627 90			627 90
48	48	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 37	31 37	1505 76			1,505 76
18	18	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 81	27 81	500 58			500 58
32	32	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 93	20 93	669 76			669 76
128	128		1754			TOTAL CASES - PRIME						
						SPECIALITY						
18	18	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 81	27 81	500 58			500 58
30	30	CA	13120-0082Z	00082	18	O-I TATER TOT PB R 18-2	31 37	31 37	941 10			941 10

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	710628	326753	3/17/2003	1026394	3/25/2003	2% 10 NET 11

Ship To: GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	310428
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/23/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

BILL TO: FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
48	48		1285			TOTAL CASES - SPECIALITY						
						HASHBROWN						
30	30	CA	13120-0392	00392	12	O-I SO STYLE HBROWN PB R 12-2	20 93	20 93	627 90			627 90
30	30		392			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
60	60	CA	13120-0484Z	00484	12	O-I ZESTIES 12-2	21 77	21 77	1306 20			1,306 20
20	20	CA	13120-1461Z	01461	12	O-I COUNTRY FRIES R 12-30	21 77	21 77	435.40			435 40
20	20	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 77	21 77	435 40			435 40
100	100		2428			TOTAL CASES - SEASON/BATTERED POTATOES						
						ROSETTO						
78	78	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 54	14 54	1134 12			1,134 12
78	78		3811			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	15,925 38
					Total discount of 2 0 % on Gross Amount	$ 15 925 38		318 51
791	791	60012	13472 866 lbs	645 684	Amount due if paid by	4/04/2003		15,606 87
					Amount due after	4/05/2003		15,925 38

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62711-2600	450541-GA	327230	3/17/2003	1026395	3/25/2003	NET 15 DAYS

Ship To: FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/21/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/25/2003

B I L L TO: FLEMING - GARLAND (RT)
CTP / GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			###EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE									
			BEST PRICING APPLIES									
						TAQUITOS						
100	100	CA	17696-17696000028		8	TAQUITO, BEEF	37 13	37 13	3713 00			3,713 00
100	100	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 13	37 13	3713 00			3,713 00
10	10	CA	17696-17696000213		8	TAQUITO, BEEF & CHEDDAR	37 13	37 13	371 30			371 30
210	210		270			TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
							00	00	7,797 30
					Total discount of	% on Gross Amount	$ 7 797 30		
210	210	270	3097 500 lbs	142 800		Amount due if paid by	3/25/2003		7 797 30
						Amount due after	4/09/2003		7 797 30

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, includmg attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST. ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62711-2600	450621-GA	327231	3/17/2003	1026396	3/25/2003	2% 10 NET 11

Ship To: FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/24/2003

B FLEMING - GARLAND (RT)
I T CTP / GARLAND DIVISION
L O P O BOX 24750
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR - UPC - UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			###EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE BEST PRICING APPLIES								
					FUNKY FRIES						
10	10	CA	13120-0918 00918	12	CRUNCHY TATER RING-FUNKY FRIES	23 24	23 24	232 40			232 40
8	8	CA	13120-0923 00923	12	CRISPY COLORS,BLUE-FUNKY FRIES	23 24	23 24	185 92			185 92
18	18		1841		TOTAL CASES - FUNKY FRIES						
					RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704006140	8	BRD MUSHROOMS,OVENABLE	13 25	13.25	291.50			291 50
22	22		6140		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					RETAIL T G I FRIDAY'S						
96	96	CA	46704-46704004940	8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	1723 20			1 723 20
110	110	CA	46704-46704006750	8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	1974 50			1,974 50
206	206		11690		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT SIDES						
36	36	CA	71984-4531P 04531	12	MASHED POTATOES	17 88	17 88	643 68			643 68
36	36		4531		TOTAL CASES - BOSTON MKT SIDES						
					BOSTON MKT ENTREES						
27	27	CA	71984-4501P 04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	856 98			856.98
27	27	CA	71984-4502P 04502	12	MEATLOAF MASHED POTATOES GRAVY	31 74	31 74	856 98			856 98
					(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST. ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62711-2600	450621-GA	327231	3/17/2003	1026396	3/25/2003	2% 10 NET 11

Ship To: FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/24/2003

B FLEMING - GARLAND (RT)
I T CTP / GARLAND DIVISION
L O P O BOX 24750
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
27	27	CA	71984-4505P	04505	12	OVEN RSTS TURKEY POTATOS GRAVY	31 74	31 74	856 98			856 98
18	18	CA	71984-4506P	04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	571 32			571 32
27	27	CA	71984-4508P	04508	12	BEEF SIRLOIN W/BUTTER EGG NDLS	31 74	31 74	856 98			856 98
9	9	CA	71984-4509P	04509	12	POT ROAST	31 74	31 74	285 66			285 66
9	9	CA	71984-4554P	04554	12	OVEN RSTD TURKEY MED W/GRAVY	31 74	31 74	285 66			285 66
144	144		31585			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
42	42	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17.64	740.88			740 88
72	72	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17.64	1270 08			1,270 08
84	84	CA	25800-2241	02241	12	LASAGNA BOLOGNESE	17 64	17 64	1481.76			1,481.76
72	72	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	1270.08			1,270 08
48	48	CA	25800-2243	02243	12	THREE CHEESE MACARONI	17 64	17 64	846.72			846.72
42	42	CA	25800-2251	02251	12	LASAGNA FLORENTINE (SOS)	17 64	17 64	740 88			740 88
60	60	CA	25800-2256	02256	12	WW TUNA NOODLE CASSEROLE	17 64	17 64	1058 40			1,058 40
96	96	CA	25800-2289	02289	12	RAVIOLI FLORENTINE (SOS)	17 64	17 64	1693 44			1,693 44
72	72	CA	25800-2360	02360	12	SANTA FE STYLE RICE & BEANS	17 64	17 64	1270 08			1,270 08
588	588		19913			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
60	60	CA	25800-1959S	01959	12	PEPPERONI PIZZA	24 12	24 12	1447 20			1,447 20
36	36	CA	25800-2013	02013	12	CHICKEN FETTUCINI	24 12	24 12	868 32			868.32
52	52	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	1254 24			1,254 24
60	60	CA	25800-2550	02550	12	VEGETABLE ULTIMATE PIZZA	24 12	24 12	1447 20			1,447 20
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62711-2600	450621-GA	327231	3/17/2003	1026396	3/25/2003	2% 10 NET 11

Ship To: FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/24/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/24/2003

B I T L O L FLEMING - GARLAND (RT)
CTP / GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
28	28	CA	25800-2551	02551	12	BBQ STYLE CHICKEN PIZZA	24 12	24 12	675 36			675 36
60	60	CA	25800-2553	02553	12	FOUR CHEESE PIZZA	24 12	24 12	1447 20			1,447 20
30	30	CA	25800-2565	02565	12	HAM & CHEDDAR SMARTWICH	24 12	24 12	723 60			723 60
40	40	CA	25800-2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 12	24 12	964 80			964 80
366	366		19079			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
38	38	CA	25800-2046	02046	12	CHOCOLATE ECLAIR	17 16	17 16	652 08			652 08
52	52	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	892.32			892 32
30	30	CA	25800-2349	02349	12	DOUBLE FUDGE BROWNIE PARFAIT	17 16	17.16	514.80			514 80
120	120		16701			TOTAL CASES - SOS DESSERTS						
						RETAIL ONIONS						
30	30	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	650 10			650 10
30	30		1428			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3111X	03111	8	BLASTS-CHEESE & PEPP	11 84	11 84	355 20			355 20
90	90	CA	70085-3500X	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 84	11 84	1065 60			1,065 60
30	30	CA	70085-3539X	03539	12	B-BITE SA/CHS/PEP 18CT R 12-14	31 08	31 08	932 40			932 40
30	30	CA	70085-3573X	03573	8	SUPREME 9 CT BAGEL BITE	11 84	11 84	355 20			355 20
180	180		13723			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62711-2600	450621-GA	327231	3/17/2003	1026396	3/25/2003	2% 10 NET 11

Ship To: FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/24/2003

B I L L FLEMING - GARLAND (RT)
CTP / GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
40	40	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 32	31 32	1252 80			1,252 80
40	40	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 32	31 32	1252 80			1,252 80
45	45	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	1249 20			1,249 20
40	40	CA	13120-0296Z	00296	12	O-I PIXIE CRINKLES PB R 12-26	20 88	20 88	835 20			835 20
48	48	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	1002 24			1,002 24
40	40	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 88	20 88	835 20			835 20
253	253		2759			TOTAL CASES - PRIME						
						SPECIALITY						
90	90	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	2818 80			2,818 80
40	40	CA	13120-0133Z	00133	12	O-I CRISPY CROWNS 12-30	20 88	20 88	835 20			835 20
18	18	CA	13120-1203Z	01203	8	OI TATER TOTS R 8-5	27 76	27 76	499 68			499 68
148	148		1418			TOTAL CASES - SPECIALITY						
						HASHBROWN						
40	40	CA	13120-0392	00392	12	O-I SO STYLE HBROWN PB R 12-2	20 88	20 88	835 20			835 20
72	72	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	1503 36			1,503 36
112	112		1225			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
40	40	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 72	21 72	868 80			868 80
50	50	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	1086 00			1,086 00
30	30	CA	13120-0650Z	00650	12	OI CRISPY CRUNCHIES R 12-2	21 72	21 72	651 60			651 60
80	80	CA	13120-1176Z	01176	12	OI WAFFLE FRENCH FRIES R 12-22	21 72	21 72	1737 60			1,737 60

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62711-2600	450621-GA	327231	3/17/2003	1026396	3/25/2003	2% 10 NET 11

Ship To. FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/24/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/24/2003

BILL TO
FLEMING - GARLAND (RT)
CTP / GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
10	10	CA	13120-1461Z	01461	12	OI COUNTRY FRIES R 12-30	21 72	21 72	217 20			217 20
210	210		4199			TOTAL CASES - SEASON/BATTERED POTATOES						
						NON-FRIED POTATOES						
10	10	CA	13120-0783D	00783	12	OI MASHED POTATOES R 8-22	17 47	17 47	174 70			174 70
10	10		783			TOTAL CASES - NON-FRIED POTATOES						
						ROSETTO						
42	42	CA	41549-3866	03766	6	ROSETTO ROUND RAV R 6-24	14 49	14 49	608.58			608 58
42	42		3866			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	52,503 86
					Total discount of 2 0 % on Gross Amount	$ 52 503 86		1 050 08
2485	2485	130881	35244 150 lbs	1844 536	Amount due if paid by	4/04/2003		51 453 78
					Amount due after	4/05/2003		52 503 86

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62711-2600	450623-GA	327234	3/17/2003	1026397	3/25/2003	NET 15 DAYS

Ship To: FLEMING - GARLAND (RT)
2600 MC CREE ROAD
GARLAND TX 75041

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/21/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/25/2003

B I T L O L FLEMING - GARLAND (RT)
CTP / GARLAND DIVISION
P O BOX 24750
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			###EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE									
			BEST PRICING APPLIES									
						TAQUITOS						
21	21	CA	17696-17696000048		12	TAQUITO, BEEF	79 92	79 92	1678 32			1,678 32
30	30	CA	17696-17696000028		8	TAQUITO, BEEF	37 13	37 13	1113 90			1,113 90
20	20	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 13	37 13	742 60			742 60
20	20	CA	17696-17696000213		8	TAQUITO, BEEF & CHEDDAR	37 13	37 13	742 60			742 60
21	21	CA	17696-17696000012		12	TAQUITO, CHICKEN CLUB PACK	79 92	79 92	1678.32			1,678 32
112	112		330			TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
112	112	330	2335 130 lbs	100 100	Total discount of	% on Gross Amount	$ 5,955 74	00	00 5,955 74
						Amount due if paid by	3/25/2003		5,955 74
						Amount due after	4/09/2003		5 955 74

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
17769-0420	052508-TU	327429	3/17/2003	1026398	3/25/2003	2% 10 NET 11

Ship To· FLEMING - TULSA (DL)
420 S 145 EAST AVENUE
TULSA OK 74108

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/21/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	213 PIONEER BROKERAGE INC (DL)
MARKET CODE	228 OKLAHOMA (DL)

DELIV DATE
3/24/2003

B I T L O L FLEMING - TULSA (DL)
TULSA DIVISION
P O BOX 268959
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE CNSMR UPC / UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						HEINZ DELI- ANCHOR						
66	66	CA	46704-46704518920		6	BREADED MOZZ STICKS	32 10	32 10	2118 60			
66	66			18920		TOTAL CASES - HEINZ DELI- ANCHOR						2,118 60
						DELI POPPERS- ANCHOR						
123	123	CA	46704-46704513830		6	MINI CREAM CHEESE POPPER	26 76	23 28	3291 48			
						OFF-INVOICE 15208-211	3 48CR					
123	123			13830		TOTAL CASES - DELI POPPERS- ANCHOR				428 04		3,291 48 428 04CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
189	189	32750	2494 800 lbs	137 142

INVOICE TOTALS

		428 04	00 4,982 04
Total discount of	2 0 % on Gross Amount	$ 5 410 08	108 20
	Amount due if paid by	4/04/2003	4,873 84
	Amount due after	4/05/2003	4 982 04

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees** to pay interest on past due balances at the rate of 1 5% monthly **Buyer** agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62724-0825	424484-MA	327869	3/18/2003	1026399	3/25/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #
SHIP VIA CUSTOMER PICK-UP
SHIP DATE 3/25/2003
WAREHOUSE AMERICOLD MASSILLON-62
BROKER # 553 LEEPER & DEROSE MKTG
MARKET CODE 152 FLEMING TEAM - LEEPER

DELIV. DATE
3/25/2003

B I L L FLEMING - MASSILLON (RT)
CTP/MASSILON
P O BOX 24800
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						BOSTON MKT SIDES						
24	24		CA 71984-4400P	04400	12	CINNAMON APPLES	17 88	17 88	429 12			429 12
28	28		CA 71984-4537P	04537	12	CORNBREAD	17 88	17 88	500 64			500 64
52	52		8937			TOTAL CASES - BOSTON MKT SIDES						
						BOSTON MKT ENTREES						
36	36		CA 71984-4501P	04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	1142.64			1,142 64
18	18		CA 71984-4506P	04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	571 32			571 32
27	27		CA 71984-4509P	04509	12	POT ROAST	31 74	31 74	856.98			856.98
27	27		CA 71984-4514P	04514	12	FILET OF BEEF W/GARLIC MSD POT	31 74	31 74	856.98			856 98
32	32		CA 71984-4520	04520	12	BM CHICKEN POT PIE	31 74	31 74	1015 68			1,015.68
140	140		22550			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
72	72		CA 25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	1270 08			1,270 08
60	60		CA 25800-2028	02028	12	ANGEL HAIR MARINARA	17 64	17 64	1058 40			1,058 40
72	72		CA 25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	1270 08			1,270 08
84	84		CA 25800-2256	02256	12	WW TUNA NOODLE CASSEROLE	17 64	17 64	1481 76			1,481 76
288	288		8546			TOTAL CASES - SOS LOW TIER						
						RETAIL ONIONS						
48	48		CA 13120-0473	00473	12	O-I CHOPPED ONIONS R 12-12	7 98	7 98	383 04			383 04

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62724-0825	424484-MA	327869	3/18/2003	1026399	3/25/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/25/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/25/2003

B FLEMING - MASSILLON (RT)
I T CTP/MASSILON
L O P O BOX 24800
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
36	36	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 67	21 67	780 12			780 12
60	56	CA	13120-0881E	00881	12	8OZ VIDALIA ON R 12-8	17 95	17 95	1005 20			1,005 20
30	30	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	650 10			650 10
174	170		3638			TOTAL CASES - RETAIL ONIONS						
						PRIME						
45	45	CA	13120-0278Z	00278	8	O-I FRENCH FRY PB R 8-5	27 76	27 76	1249 20			1,249 20
45	45		278			TOTAL CASES - PRIME						
						CONVENIENCE						
108	108	CA	13120-1198	01198	8	O-I SNACKIN FRY R 16-5	11 84	11 84	1278.72			1,278.72
108	108		1198			TOTAL CASES - CONVENIENCE						
						ROSETTO						
420	420	CA	41549-3702	03702	6	ROSETTO CHEESE TORTELLINI 6-19	14 49	14 49	6085 80			6,085 80
340	340	CA	41549-3708	00361	6	ROSETTO SM ROUND RAV R 6-24	14 49	14 49	4926 60			4,926 60
468	468	CA	41549-3710	00370	6	ROSETTO BEEF RAVIOLI-50 R 6-25	14 49	14 49	6781 32			6,781 32
234	234	CA	41549-3712	00382	6	ITALIAN STYLE RAV W/SAUSGE50CT	14 49	14 49	3390 66			3,390 66
336	336	CA	41549-3762	03762	6	ROSETTO STFD SHELLS R 6-20	14 49	14 49	4868 64			4,868 64
78	78	CA	41549-3763R	03763	6	ROSETTO CHKN RAVIOLI-50 R 6-25	14 49	14 49	1130 22			1,130 22
286	286	CA	41549-3774	03774	6	ROSETTO CHS MANICOT 8CT R 6-20	14 49	14 49	4144 14			4,144 14
78	78	CA	41549-3793	03793	6	LRG SQ BROC CHEESE RAV R 6-24	14 49	14 49	1130 22			1,130 22
858	858	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	12432 42			12,432 42
195	195	CA	41549-3866	03766	6	ROSETTO ROUND RAV R 6-24	14 49	14 49	2825 55			2,825 55

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly. Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62724-0825	424484-MA	327869	3/18/2003	1026399	3/25/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
4676 S ERIE STREET
MASSILLON OH 44646

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/25/2003
WAREHOUSE	AMERICOLD MASSILLON-62
BROKER #	553 LEEPER & DEROSE MKTG
MARKET CODE	152 FLEMING TEAM - LEEPER

DELIV DATE
3/25/2003

B FLEMING - MASSILLON (RT)
I T CTP/MASSILON
L O P O BOX 24800
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
3293	3293		37601			TOTAL CASES - ROSETTO						
						PICK UP ALLOWANCE PER CWT					674 00	674 00CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
4100	4096	82748	41097 385 lbs	2050 954			00	674 00	62,841 63
					Total discount of 2 0 % on Gross Amount	$	63,515 63		1,270 31
					Amount due if paid by		4/04/2003		61 571 32
					Amount due after		4/05/2003		62 841 63

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62712-9020	100035-HW	327874	3/18/2003	1026400	3/25/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (RT)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	310289
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/26/2003

B I L L T O FLEMING - EWA BEACH (RT)
91-315 HANUA STREET
EWA BEACH HI 96706

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL ONIONS						
18	18	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	390 96			390 96
10	10	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 72	21 72	217 20			217 20
28	28		2284			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	178 35			178 35
15	15	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 89	11 89	178 35			178 35
30	30		7005			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
8	8	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 37	31 37	250 96			250 96
8	8	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 37	31 37	250 96			250 96
16	16		544			TOTAL CASES - PRIME						
						SPECIALITY						
10	10	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 37	31 37	313 70			313 70
10	10		82			TOTAL CASES - SPECIALITY						
						HASHBROWN						
15	15	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 93	20 93	313 95			313 95
15	15	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 93	20 93	313 95			313 95
10	10	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 93	20 93	209 30			209 30

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

- EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62712-9020	100035-HW	327874	3/18/2003	1026400	3/25/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (RT)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	310289
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

BILL TO: FLEMING - EWA BEACH (RT)
91-315 HANUA STREET
EWA BEACH HI 96706

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
40	40		556			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
10	10	CA	13120-0484Z	00484	12	O-I ZESTIES 12-2	21 77	21 77	217 70			217 70
10	10	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 77	21 77	217 70			217 70
20	20		1901			TOTAL CASES - SEASON/BATTERED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
144	144	12372	2900 350 lbs	135 380

INVOICE TOTALS			
		00	00 3,053 08
Total discount of	2 0 % on Gross Amount $	3 053 08	61 06
	Amount due if paid by	4/24/2003	2,992 02
	Amount due after	4/25/2003	3,053 08

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	100038-HW	327875	3/18/2003	1026515	3/25/2003	2% 30 NET 31

Ship To FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	310289
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/26/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					FUNKY FRIES						
8	8	CA	13120-0924 00924	12	SOUR CREAM & JIVE- FUNKY FRIES	23 24	23 24	185 92			185 92
8	8		924		TOTAL CASES - FUNKY FRIES						
					RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008900	8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	346 72			346 72
22	22	CA	46704-46704008910	8	BRD CREAM CHEESE POPPERS	15 76	15 76	346 72			346 72
10	10	CA	46704-46704008921	8	BRD MOZZARELLA STICKS,OVENABLE	13 25	13 25	132.50			132 50
54	54		26731		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					RETAIL T G I FRIDAY'S						
5	5	CA	46704-46704004940	8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	89 75			89 75
44	44	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	17 95	17 95	789 80			789 80
21	21	CA	46704-46704006850	8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	376 95			376 95
70	70		18620		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT SIDES						
12	12	CA	71984-4531P 04531	12	MASHED POTATOES	17 88	17 88	214 56			214 56
12	12		4531		TOTAL CASES - BOSTON MKT SIDES						
					BOSTON MKT ENTREES						
9	9	CA	71984-4501P 04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	285 66			285 66
18	18	CA	71984-4502P 04502	12	MEATLOAF MASHED POTATOES GRAVY	31 74	31 74	571 32			571 32

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities, and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	100038-HW	327875	3/18/2003	1026515	3/25/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	310289
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/26/2003

BILL TO: FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
9	9	CA	71984-4505P	04505	12	OVEN RSTS TURKEY POTATOS GRAVY	31 74	31 74	285 66			285 66
18	18	CA	71984-4506P	04506	12	OVEN RST TURKEY STUFFING GRAVY	31 74	31 74	571 32			571 32
16	16	CA	71984-4520	04520	12	BM CHICKEN POT PIE	31 74	31 74	507 84			507 84
70	70		22534			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
15	15	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	264 60			264 60
14	14	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	246 96			246 96
12	12	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	211 68			211 68
12	12	CA	25800-2252	02252	12	CHICKEN MIRABELLA (SOS)	17 64	17 64	211 68			211 68
14	14	CA	25800-2256	02256	12	WW TUNA NOODLE CASSEROLE	17 64	17 64	246 96			246 96
12	12	CA	25800-2289	02289	12	RAVIOLI FLORENTINE (SOS)	17 64	17 64	211 68			211 68
12	12	CA	25800-2290	02290	12	HONEY-DIJON CHICKEN	17 64	17 64	211 68			211 68
12	12	CA	25800-2360	02360	12	SANTA FE STYLE RICE & BEANS	17 64	17 64	211 68			211 68
103	103		17940			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
24	24	CA	25800-2315	02315	12	RSTD CHICK W/SOUR CREAM/CHIVE	24 12	24 12	578 88			578 88
24	24	CA	25800-2320	02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	578 88			578 88
12	12	CA	25800-2326	02326	12	FIRE GRLD CHICKEN & VEGETABLES	24 12	24 12	289 44			289 44
12	12	CA	25800-2372	02372	12	PENNE POLLO	24 12	24 12	289 44			289 44
15	15	CA	25800-2553	02553	12	FOUR CHEESE PIZZA	24 12	24 12	361 80			361 80
14	14	CA	25800-2561	02561	12	GARDEN VEGGIE & MOZZ SMARTWICH	24 12	24 12	337 68			337 68
14	14	CA	25800-2563	02563	12	THREE CSE&ITAL MTBLS SMARTWICH	24 12	24 12	337 68			337 68

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST. ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	100038-HW	327875	3/18/2003	1026515	3/25/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	310289
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/26/2003

B I L L T O FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC / CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
115	115		17010		TOTAL CASES - SOS MAINSTREET BISTRO						
					SOS DESSERTS						
13	13	CA	25800-1986 01986	12	CHOCOLATE MOUSSE	17 16	17 16	223 08			223 08
13	13		1986		TOTAL CASES - SOS DESSERTS						
					RETAIL ONIONS						
10	10	CA	13120-1428 01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	216 70			216 70
10	10		1428		TOTAL CASES - RETAIL ONIONS						
					RETAIL BAGEL BITES/HOT BITE						
45	45	CA	70085-3502X 06012	8	B-BITE PEPPERONI 9 COUNT	11 84	11 84	532 80			532 80
15	15	CA	70085-3503X 06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 84	11 84	177 60			177 60
15	15	CA	70085-3535X 03535	12	BAGEL BITE CHEESE 18CT R 12-14	31 08	31 08	466 20			466 20
30	30	CA	70085-3665 03665	8	LI'L CALZONIES - SAUG,CHS,PEPP	11 84	11 84	355 20			355 20
105	105		14205		TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
					PRIME						
8	8	CA	13120-0258Z 00258	18	O-I FRENCH FRY 18-2	31 32	31 32	250 56			250 56
48	48	CA	13120-0286Z 00286	18	O-I CRINKLE CUTS	31 32	31 32	1503 36			1,503 36
45	45	CA	13120-0291Z 00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	1249 20			1,249 20
101	101		835		TOTAL CASES - PRIME						
					SPECIALITY						
					(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845035-4819	100038-HW	327875	3/18/2003	1026515	3/25/2003	2% 30 NET 31

Ship To: FLEMING - EWA BEACH (MD17)
HAWAIIAN EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94545

SHIPMENT #	310289
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV DATE: 3/26/2003

BILL TO:
FLEMING CO INC (MD17)
91-315 HANUA STREET
KAPOLEI HI 96746

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
10	10	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 32	31 32	313 20			313 20
8	8	CA	13120-0133Z	00133	12	O-I CRISPY CROWNS 12-30	20 88	20 88	167 04			167 04
8	8	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 88	20 88	167 04			167 04
26	26		1251			TOTAL CASES - SPECIALITY						
						HASHBROWN						
10	10	CA	13120-0392Z	00392	12	O-I SO STYLE HBROWN PB R 12-2	20 88	20 88	208 80			208 80
12	12	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 88	20 88	250 56			250 56
22	22		1225			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
10	10	CA	13120-0040Z	00040	12	O-I OVEN CHIPS 12-26	21 72	21 72	217 20			217 20
20	20	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-26	21 72	21 72	434.40			434.40
10	10	CA	13120-0484Z	00484	12	OI ZESTIES PB R 12-2	21 72	21 72	217 20			217 20
10	10	CA	13120-0764Z	00764	12	O-I TXS PB R 12-30	21 72	21 72	217 20			217 20
10	10	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 72	21 72	217 20			217 20
60	60		3188			TOTAL CASES - SEASON/BATTERED POTATOES						
						ROSETTO						
13	13	CA	41549-3702	03702	6	ROSETTO CHEESE TORTELLINI 6-19	14 49	14 49	188 37			188 37
14	14	CA	41549-3762	03762	6	ROSETTO STFD SHELLS R 6-20	14 49	14 49	202 86			202 86
13	13	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	188 37			188 37
40	40		11275			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	17,259 58
					Total discount of 2 0 % on Gross Amount	$ 17 259 58		345 19
809	809	143683	11760 669 lbs	598 671	Amount due if paid by	4/24/2003		16 914 39
					Amount due after	4/25/2003		17 259 58

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

DEBIT

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
132540-0770	348322-NA	336725	3/26/2003	1026594	3/26/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
500 SOUTH CARTWRIGHT
GOODLETTSVILLE TN 37072

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/26/2003
WAREHOUSE AMERICOLD LOGISTICS ATL 533
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

B I T L O L FLEMING - NASHVILLE DIV (RT)
P O BOX 24830
OKLAHOMA CITY OK 73124

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						PRIME						
288	288	CA	13120-0258	00258	18	O-I FRENCH FRY PB R 18-2	31 32	31 32	9020 16			
~~288~~	288		258			TOTAL CASES - PRIME						9,020 16

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
288	288	258	10944 000 lbs	480 960

INVOICE TOTALS

		00	00
Total discount of 2 0 % on Gross Amount	$ 9 020 16		9,020 16
			180 40
Amount due if paid by 4/05/2003			8 839 76
Amount due after 4/06/2003			9,020 16

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
132540-0770	555611-NA	327871	3/18/2003	1026832	3/26/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
500 SOUTH CARTWRIGHT
GOODLETTSVILLE TN 37072

SHIPMENT #	312629
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/25/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

BILL TO: FLEMING - NASHVILLE DIV (RT)
P O BOX 24830
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
			MINIMUM CASE XCEP FOR DELIMEX ITEMS ONLY									
			500 LB MINIMUM VALID THRU 03/2003									
						RETAIL POPPERS- ANCHOR						
60	60	CA	46704-46704006140		8	BRD MUSHROOMS,OVENABLE	13 30	13 30	798 00			798 00
44	44	CA	46704-46704008650		8	BRD THREE CHEESE POPPERS	15 81	15 81	695 64			695 64
88	88	CA	46704-46704008921		8	BRD MOZZARELLA STICKS,OVENABLE	13 30	13 30	1170 40			1,170 40
192	192		23711			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						BOSTON MKT ENTREES						
16	16	CA	71984-4520	04520	12	BM CHICKEN POT PIE	32 10	32 10	513.60			513 60
16	16		4520			TOTAL CASES - BOSTON MKT ENTREES						
						SOS MAINSTREET BISTRO						
24	24	CA	25800-2315	02315	12	RSTD CHICK W/SOUR CREAM/CHIVE	24 47	24 47	587 28			587 28
12	12	CA	25800-2323	02323	12	FAJITA CHICKEN SUPREME	24 47	24 47	293 64			293 64
12	12	CA	25800-2325	02325	12	CHICKEN CARBONARA	24 47	24 47	293 64			293 64
12	12	CA	25800-2372	02372	12	PENNE POLLO	24 47	24 47	293 64			293 64
36	36	CA	25800-2373	02373	12	PEPPERSTEAK	24 47	24 47	880 92			880 92
14	14	CA	25800-2561	02561	12	GARDEN VEGGIE & MOZZ SMARTWICH	24 47	24 47	342 58			342 58
110	110		14269			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
132540-0770	555611-NA	327871	3/18/2003	1026832	3/26/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
500 SOUTH CARTWRIGHT
GOODLETTSVILLE TN 37072

SHIPMENT #	312629
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/25/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 3/26/2003

B I L L T O FLEMING - NASHVILLE DIV (RT)
P O BOX 24830
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC / CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
36	36	CA	25800-2046 02046	12	CHOCOLATE ECLAIR	17 40	17 40	626 40			626 40
26	26	CA	25800-2047 02047	12	BROWNIE ALA MODE	17 40	17 40	452 40			452 40
26	26	CA	25800-2231 02231	12	MISSISSIPPI MUD PIE	17 40	17 40	452 40			452 40
15	15	CA	25800-2349 02349	12	DOUBLE FUDGE BROWNIE PARFAIT	17 40	17 40	261 00			261 00
23	23	CA	25800-2358 02358	12	NEW YORK STYLE CHEESECAKE	17 40	17 40	400 20			400 20
126	126		11031		TOTAL CASES - SOS DESSERTS						
					SOS BREAKFASTS						
28	28	CA	25800-2057M 02057	12	BLUEBERRY MUFFIN	15 24	15 24	426 72			426 72
16	16	CA	25800-2058 02058	12	ENGLISH MUFFIN SANDWICH	15 24	15 24	243 84			243 84
28	28	CA	25800-2345 02345	12	CHOC CHOCOLATE CHIP MUFFINS	15 24	15 24	426.72			426.72
72	72		6460		TOTAL CASES - SOS BREAKFASTS						
					RETAIL SNACKS						
66	66	CA	13120-4020 04020	8	DYNABITE MON JCK JALP R 8-7 5	11 89	11 89	784 74			784 74
66	66		4020		TOTAL CASES - RETAIL SNACKS						
					RETAIL ONIONS						
54	54	CA	13120-0856 00856	12	O-I N FOR PB R 12-20	21 72	21 72	1172 88			1,172 88
40	40	CA	13120-1428 01428	12	O-I WHOLE ONION RING R 12-16	21 72	21 72	868 80			868 80
94	94		2284		TOTAL CASES - RETAIL ONIONS						
					RETAIL BAGEL BITES/HOT BITE						
110	110	CA	13120-4028 04028	8	MOZZARELLA STIX 7 OZ R 8-7	11 89	11 89	1307 90			1,307 90

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
132540-0770	555611-NA	327871	3/18/2003	1026832	3/26/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
500 SOUTH CARTWRIGHT
GOODLETTSVILLE TN 37072

SHIPMENT #	312629
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/25/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

BILL TO: FLEMING - NASHVILLE DIV (RT)
P O BOX 24830
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC / CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
10	10	CA	70085-3670 03670	12	BLASTS - CHSE & PEPP-MID SIZE	31 13	31 13	311 30			311 30
120	120		7698		TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
					PRIME						
45	45	CA	13120-0278Z 00278	8	O-I FRENCH FRY PB R 8-5	27 81	27 81	1251 45			1,251 45
45	45		278		TOTAL CASES - PRIME						
					SPECIALITY						
54	54	CA	13120-1203Z 01203	8	OI TATER TOTS R 8-5	27 81	27 81	1501.74			1,501 74
54	54		1203		TOTAL CASES - SPECIALITY						
					HASHBROWN						
32	32	CA	13120-0192 00192	12	OI TOASTER HASHBROWN R 12-7	13 37	13 37	427 84			427.84
32	32		192		TOTAL CASES - HASHBROWN						
					CONVENIENCE						
12	12	CA	13120-0672 00672	8	MICRO TATER TOT CN R 24-4	11 89	11 89	142 68			142 68
24	24	CA	13120-1198 01198	8	O-I SNACKIN FRY R 16-5	11 89	11 89	285 36			285 36
36	36		1870		TOTAL CASES - CONVENIENCE						
					SEASON/BATTERED POTATOES						
135	135	CA	13120-0484Z 00484	12	O-I ZESTIES 12-2	21 77	21 77	2938 95			2,938 95
135	135		484		TOTAL CASES - SEASON/BATTERED POTATOES						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
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Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

REPRINT

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1.5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
132540-0770	555611-NA	327871	3/18/2003	1026832	3/26/2003	2% 10 NET 11

Ship To: FLEMING FOODS (RT)
500 SOUTH CARTWRIGHT
GOODLETTSVILLE TN 37072

SHIPMENT #	312629
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/25/2003
WAREHOUSE	AMERICOLD LOGISTICS ATL 533
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

BILL TO: FLEMING - NASHVILLE DIV (RT)
P O BOX 24830
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
							NON-FRIED POTATOES						
24	24	CA	13120-0527		00527	12	BK POTATO BROCCOLI & CHEESE	16 38	16 38	393 12			393 12
30	30	CA	13120-0783D		00783	12	OI MSH POT R 12-22	17 52	17 52	525 60			525 60
54	54			1310			TOTAL CASES - NON-FRIED POTATOES						
							ROSETTO						
13	13	CA	41549-3774		03774	6	ROSETTO CHS MANICOT 8CT R 6-20	14 54	14 54	189 02			189 02
10	10	CA	41549-3866		03766	6	ROSETTO ROUND RAV R 6-24	14 54	14 54	145 40			145 40
23	23			7640			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
1175	1175	86970	15050 600 lbs	780 643

INVOICE TOTALS

Total discount of 2 0 % on Gross Amount	$ 21,405 80	00	00 21,405 80
			428.12
Amount due if paid by	4/05/2003		20,977 68
Amount due after	4/06/2003		21,405 80

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	712090	333108	3/24/2003	1026833	3/26/2003	2% 10 NET 11

Ship To: GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/26/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

B I L T O L
FLEMING- LA CROSSE (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE									
						RETAIL T G I FRIDAY'S						
88	88	CA	46704-46704006830		8	BUFFALO WINGS- TGIF	17 95	17 95	1579 60			
88	88	CA	46704-46704006850		8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	1579 60			1,579 60
176	176		13680			TOTAL CASES - RETAIL T G I FRIDAY'S						1,579 60
						BOSTON MKT SIDES						
24	24	CA	71984-4531P	04531	12	MASHED POTATOES	17 88	17 88	429 12			429 12
24	24		4531			TOTAL CASES - BOSTON MKT SIDES						
						BOSTON MKT ENTREES						
90	90	CA	71984-4501P	04501	12	OVEN RSTD CHICK MSHD POT/GRAVY	31 74	31 74	2856 60			2,856 60
45	45	CA	71984-4502P	04502	12	MEATLOAF MASHED POTATOES GRAVY	31 74	31 74	1428 30			1,428 30
45	45	CA	71984-4505P	04505	12	OVEN RST TURKEY POTATOES GRAVY	31 74	31 74	1428 30			1 428 30
56	56	CA	71984-4521	04521	12	BM TURKEY POT PIE	31 74	31 74	1777 44			1,777 44
88	88	CA	71984-4520	04520	12	BM CHICKEN POT PIE	31 74	31 74	2793 12			2 793 12
45	45	CA	71984-4514P	04514	12	FILET OF BEEF W/GARLIC MSD POT	31 74	31 74	1428 30			1,428 30
369	369		27063			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
72	72	CA	25800-2249	02249	12	CHICKEN CHOW MEIN (SOS)	17 64	17 64	1270 08			1,270 08
70	70	CA	25800-2251	02251	12	LASAGNA FLORENTINE (SOS)	17 64	17 64	1234 80			1,234 80
72	72	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	1270 08			1,270 08
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

Heinz

.L - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	712090	333108	3/24/2003	1026833	3/26/2003	2% 10 NET 11

DELIV DATE
3/26/2003

Ship To: GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #
SHIP VIA CUSTOMER PICK-UP
SHIP DATE 3/26/2003
WAREHOUSE AMERICOLD LOGISTICS ROCH 530
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

B I L L T O
FLEMING- LA CROSSE (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
72	72	CA	25800-2241		02241	12	LASAGNA BOLOGNESE	17 64	17 64	1270 08			1,270 08
72	72	CA	25800-2242		02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	1270 08			1,270 08
26	26	CA	25800-2247		02247	12	LEMON HERB CHICKEN (SOS)	17 64	17 64	458 64			458 64
56	56	CA	25800-2011		02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	987 84			987 84
72	72	CA	25800-2256		02256	12	WW TUNA NOODLE CASSEROLE	17 64	17 64	1270 08			1,270 08
72	72	CA	25800-2376		02376	12	WW THREE CHEESE ZITI MARINARA	17 64	17 64	1270 08			1,270 08
72	72	CA	25800-2360		02360	12	SANTA FE STYLE RICE & BEANS	17 64	17 64	1270 08			1,270 08
656	656			22473			TOTAL CASES - SOS LOW TIER						
							SOS MAINSTREET BISTRO						
36	36	CA	25800-2326		02326	12	FIRE GRLD CHICKEN & VEGETABLES	24 12	24 12	868.32			868.32
36	36	CA	25800-2320		02320	12	SLOW ROASTED TURKEY BREAST	24 12	24 12	868 32			868 32
72	72			4646			TOTAL CASES - SOS MAINSTREET BISTRO						
							SOS DESSERTS						
20	20	CA	25800-2046		02046	12	CHOCOLATE ECLAIR	17 16	17 16	343 20			343 20
20	20			2046			TOTAL CASES - SOS DESSERTS						
							SOS BREAKFASTS						
28	28	CA	25800-2345		02345	12	CHOC CHOCOLATE CHIP MUFFINS	15 00	15 00	420 00			420 00
28	28			2345			TOTAL CASES - SOS BREAKFASTS						
							RETAIL ONIONS						
45	45	CA	13120-0856		00856	12	O-I N FOR PB R 12-20	21 67	21 67	975 15			975 15
							(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice.

ORIGINAL INVOICE

Heinz

IL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	712090	333108	3/24/2003	1026833	3/26/2003	2% 10 NET 11

Ship To: GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #	
SHIP VIA	CUSTOMER PICK-UP
SHIP DATE	3/26/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

B FLEMING- LA CROSSE (RT)
I T FLEMING FOODS - SCRIVNER GROUP
L O P O BOX 26680
L OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
70	70	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 67	21 67	1516 90			
115	115		2284			TOTAL CASES - RETAIL ONIONS						1 516 90
						PRIME						
80	80	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 88	20 88	1670 40			
60	60	CA	13120-0296Z	00296	12	O-I PIXIE CRINKLES PB R 12-26	20 88	20 88	1252 80			1,670 40
140	140		1096			TOTAL CASES - PRIME						1 252 80
						SPECIALITY						
48	48	CA	13120-0133Z	00133	12	OI CRISPY CROWNS PB R 12-30	20 88	20 88	1002 24			
48	48		133			TOTAL CASES - SPECIALITY						1,002 24
						SEASON/BATTERED POTATOES						
50	50	CA	13120-1176Z	01176	12	OI WAFFLE FRENCH FRIES R 12-22	21 72	21 72	1086 00			
50	50		1176			TOTAL CASES - SEASON/BATTERED POTATOES						1,086 00
						NON-FRIED POTATOES						
30	30	CA	13120-1064	01064	12	TWICE BKD S&C CN R 12-10	16 33	16 33	489 90			489 90
60	60	CA	13120-0783D	00783	12	OI MASHED POTATOES R 8-22	17 47	17 47	1048 20			1,048 20
90	90		1847			TOTAL CASES - NON-FRIED POTATOES						
						ROSETTO						
65	65	CA	41549-3710	00370	6	ROSETTO BEEF RAVIOLI-50 R 6-25	14 49	14 49	941 85			941 85
65	65	CA	41549-3811	03811	6	ROSETTO CHEESE RAV R 6-25	14 49	14 49	941 85			941 85
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

Heinz

IL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71020-0520	712090	333108	3/24/2003	1026833	3/26/2003	2% 10 NET 11

Ship To: GATEWAY FOODS, INC (RT)
1637 ST JAMES STREET
LA CROSSE WI 54602

SHIPMENT #
SHIP VIA CUSTOMER PICK-UP
SHIP DATE 3/26/2003
WAREHOUSE AMERICOLD LOGISTICS ROCH 530
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/26/2003

B I L L T O
FLEMING- LA CROSSE (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
26	26	CA	41549-3774		03774	6	ROSETTO CHS MANICOT 8CT R 6-20	14 49	14 49	376 74			376 74
156	156			11295			TOTAL CASES - ROSETTO						
				PICK UP ALLOWANCE PER CWT								235 92	235 92CR

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
1944	1944	94615	23068 115 lbs	1240 042		00	235 92	40,438 17
					Total discount of 2 0 % on Gross Amount	$ 40 674 09		813 48
					Amount due if paid by	4/05/2003		39,624 69
					Amount due after	4/06/2003		40,438 17

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust.
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
17929-2929	54849	331815	3/20/2003	1026834	3/26/2003	2% 10 NET 11

Ship To: FLEMING - MEMPHIS (DL)
2929 STATELINE
SOUTHAVEN MS 38671

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/25/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	247 SOUTHERN FOOD CONCEPTS (DL)
MARKET CODE	262 ALABAMA (DL)

DELIV DATE
3/26/2003

BILL TO: FLEMING - MEMPHIS (DL)
P O BOX 24810
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC / UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					HEINZ DELI- ANCHOR						
96	96	CA	46704-46704005880	6	BATTERED CORN NUGGETS	18 84	15 44	1808 64			1,808 64
					OFF-INVOICE 15208-270	3 40CR			326 40		326 40CR
20	13	CA	46704-46704005750	6	BATTERED CAULIFLOWER	20 88	20 88	271 44			271 44
116	109		11630		TOTAL CASES - HEINZ DELI- ANCHOR						

TOTAL QUANTITY	TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
116 109	11630	1417 000 lbs	71 538

INVOICE TOTALS			
		326 40	00 1 753 68
Total discount of	2 0 % on Gross Amount	$ 2 080 08	41 60
	Amount due if paid by	4/05/2003	1,712 08
	Amount due after	4/06/2003	1,753 68

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62706-1400	365728-FS	327671	3/17/2003	1027150	3/27/2003	2% 10 NET 11

Ship To: FLEMING FOODS - FRESNO (RT)
2797 SOUTH ORANGE
FRESNO CA 93725

SHIPMENT #	310390
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B I L L T O FLEMING - FRESNO (RT)
CTP / FRESNO DIVISION
P O BOX 24730
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			##EDI CUSTOMER-DO NOT MAIL HARD COPY OF INVOICE##									
						SOS LOW TIER						
30	30	CA	25800-1965	01965	12	CHICKEN ENCHILADAS SUIZA	17 88	17 88	536 40			536 40
14	14	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 88	17 88	250 32			250 32
30	30	CA	25800-2028	02028	12	ANGEL HAIR MARINARA	17 88	17 88	536 40			536 40
40	40	CA	25800-2248	02248	12	ROAST TURKEY MEDALLIONS (SOS)	17 88	17 88	715 20			715 20
114	114		8252			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
20	20	CA	25800-1959	01959	12	PEPPERONI PIZZA	24 47	24 47	489 40			489.40
10	10	CA	25800-2013	02013	12	CHICKEN FETTUCINI	24 47	24 47	244.70			244 70
30	30		3972			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL ONIONS						
36	36	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	781 92			781 92
36	36		856			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3503X	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 89	11 89	356 70			356 70
30	30		3503			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
40	40	CA	13120-0258Z	00258	18	O-I FRENCH FRY 18-2	31 37	31 37	1254 80			1,254 80
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62706-1400	365728-FS	327671	3/17/2003	1027150	3/27/2003	2% 10 NET 11

Ship To: FLEMING FOODS - FRESNO (RT)
2797 SOUTH ORANGE
FRESNO CA 93725

SHIPMENT #	310390
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B I L L T O
FLEMING - FRESNO (RT)
CTP / FRESNO DIVISION
P O BOX 24730
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
60	60	CA	13120-0286Z	00286	18	O-I CRINKLE CUTS	31 37	31 37	1882 20			1,882 20
54	54	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 93	20 93	1130 22			1,130 22
154	154		1372			TOTAL CASES - PRIME						
						SPECIALITY						
36	36	CA	13120-0026Z	00026	12	O-I MINI TOTS R 12-28	20 93	20 93	753 48			753 48
60	60	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 37	31 37	1882 20			1,882 20
12	12	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 93	20 93	251 16			251 16
108	108		1144			TOTAL CASES - SPECIALITY						
						HASHBROWN						
20	20	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 93	20 93	418 60			418.60
48	48	CA	13120-0392Z	00392	12	O-I SOUTHERN STYLE HBROWN 12-2	20 93	20 93	1004 64			1,004 64
24	24	CA	13120-0833Z	00833	12	OI COUNTRY STYLE HB 30OZ 12-30	20 93	20 93	502 32			502 32
92	92		1309			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
36	36	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 77	21 77	783 72			783 72
48	48	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 77	21 77	1044 96			1,044 96
84	84		911			TOTAL CASES - SEASON/BATTERED POTATOES						
						ROSETTO						
30	30	CA	41549-3710	00370	6	ROSETTO BEEF RAVIOLI-50 R 6-25	14 54	14 54	436 20			436 20
10	10	CA	41549-3712	00382	6	ITALIAN STYLE RAV W/SAUSGE50CT	14 54	14 54	145 40			145.40

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

emit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62706-1400	365728-FS	327671	3/17/2003	1027150	3/27/2003	2% 10 NET 11

Ship To: FLEMING FOODS - FRESNO (RT)
2797 SOUTH ORANGE
FRESNO CA 93725

SHIPMENT #	310390
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/24/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B FLEMING - FRESNO (RT)
I T CTP / FRESNO DIVISION
L O P O BOX 24730
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR	CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
30	30	CA	41549-3811	03811		6	ROSETTO CHEESE RAV R 6-25	14 54	14 54	436 20			436 20
70	70			11233			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
718	718	32552	15223 860 lbs	719 798

INVOICE TOTALS

Total discount of 2 0 % on Gross Amount	$ 15 837 14	00	00 15,837 14
			316 74
Amount due if paid by 4/06/2003			15,520 40
Amount due after 4/07/2003			15,837 14

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P O DATE	INVOICE #	INV. DATE	PAYMENT TERMS
11270-1130	819318-LF	327870	3/18/2003	1027151	3/27/2003	2% 10 NET 11

Ship To: FLEMING (RT)
113 KOL DRIVE
BROUSSARD LA 70518

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/26/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B fLEMING -LAFAYETTE (RT)
I T CTP/LAFAYETTE DIVISION
L O P O BOX 24660
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008900		8	BRD CHEDDAR CHEESE POPPERS	15 81	15 81	347 82			347 82
22	22		8900			TOTAL CASES - RETAIL POPPERS- ANCHOR						
						SOS MAINSTREET BISTRO						
14	14	CA	25800-2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 47	24 47	342 58			342 58
14	14		2568			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL SNACKS						
22	22	CA	13120-4026	04026	8	DYNABITE CHEESE/BROC R 8-7.5	11 89	11 89	261.58			261.58
22	22		4026			TOTAL CASES - RETAIL SNACKS						
						RETAIL ONIONS						
22	22	CA	13120-0473	00473	12	O-I CHOPPED ONIONS R 12-12	8 03	8 03	176 66			176 66
54	54	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	1172 88			1 172 88
20	20	CA	13120-1428	01428	12	O-I WHOLE ONION RING R 12-16	21 72	21 72	434 40			434 40
96	96		2757			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	356 70			356 70
30	30		3502			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
11270-1130	819318-LF	327870	3/18/2003	1027151	3/27/2003	2% 10 NET 11

Ship To: FLEMING (RT)
113 KOL DRIVE
BROUSSARD LA 70518

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/26/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B fLEMING -LAFAYETTE (RT)
I T CTP/LAFAYETTE DIVISION
L O P O BOX 24660
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
27	27	CA	13120-0278Z	00278	8	O-I FRENCH FRY PB R 8-5	27 81	27 81	750 87			750 87
144	144	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 81	27 81	4004 64			4,004 64
60	60	CA	13120-0800Z	00800	12	O-I STEAK FRY R 12-28	20 93	20 93	1255 80			1,255 80
18	18	CA	13120-0828Z	00828	12	OI SHOESTRING R 12-28	20 93	20 93	376 74			376 74
249	249		2197			TOTAL CASES - PRIME						
						SPECIALITY						
12	12	CA	13120-0019Z	00019	12	O-I ONION TATER TOT 12-2	20 93	20 93	251 16			251 16
40	40	CA	13120-0082Z	00082	18	O-I TATER TOT 18-2	31 37	31 37	1254 80			1,254 80
18	18	CA	13120-1036Z	01036	12	O-I CRISPERS R 12-20	20 93	20 93	376 74			376 74
70	70		1137			TOTAL CASES - SPECIALITY						
						HASHBROWN						
20	20	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 93	20 93	418 60			418 60
20	20		84			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
10	10	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 77	21 77	217 70			217 70
16	16	CA	13120-0483Z	00483	12	OI GOLDEN TWIRL PB R 12-28	21 77	21 77	348 32			348 32
30	30	CA	13120-1417Z	01417	12	OI FAST FRIES R 12-26	21 77	21 77	653 10			653 10
56	56		2328			TOTAL CASES - SEASON/BATTERED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	13 001 09
					Total discount of 2 0 % on Gross Amount	$ 13 001 09		260 02
579	579	27499	14656 680 lbs	629 570	Amount due if paid by 4/06/2003			12,741 07
					Amount due after 4/07/2003			13,001 09

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL

Heinz

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62727-9602	533409-PX	331576	3/20/2003	1027152	3/27/2003	NET 15 DAYS

DELIV DATE
3/27/2003

Ship To: FLEMING (RT)
C/O MESA COLD STORAGE
9602 BUCKEYE ROAD
TOLLESON AZ 85353

SHIPMENT #
SHIP VIA INNOVATIVE COLD STORAGE
SHIP DATE 3/26/2003
WAREHOUSE INNOVATIVE COLD STORAGE
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

BILL TO
FLEMING - PHOENIX (RT)
CTP / PHOENIX DIVISION
P O BOX 24900
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAMALES						
37	37	CA	17696-17696000024	10	TAMALE, BEEF	32 29	32 29	1194 73			1,194 73
37	37		24		TOTAL CASES - TAMALES						
					TAQUITOS						
54	54	CA	17696-17696000028	8	TAQUITO, BEEF	37 13	37 13	2005 02			2,005 02
35	35	CA	17696-17696000029	8	TAQUITO, CHICKEN	37 13	37 13	1299 55			1,299 55
44	44	CA	17696-17696000213	8	TAQUITO, BEEF & CHEDDAR	37 13	37.13	1633.72			1,633 72
10	10	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 13	37.13	371,30			371 30
143	143		484		TOTAL CASES - TAQUITOS						
					QUESADILLAS						
4	4	CA	17696-17696000210	8	QUESADILLA, CHICKEN & CHEESE	31 12	31 12	124 48			124 48
4	4		210		TOTAL CASES - QUESADILLAS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			00	00	6,628 80
					Total discount of	% on Gross Amount	$	6 628 80		
184	184	718	2802 200 lbs	119 240		Amount due if paid by		3/27/2003		6,628 80
						Amount due after		4/11/2003		6,628 80

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71030-0100	712095	333109	3/24/2003	1027153	3/27/2003	2% 10 NET 11

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	313431
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/26/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B I L L FLEMING - GATEWAY MINNEA (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					RETAIL POPPERS- ANCHOR						
242	242	CA	46704-46704008910	8	BRD CREAM CHEESE POPPERS	15 76	15 76	3813 92			3,813 92
264	264	CA	46704-46704008900	8	BRD CHEDDAR CHEESE POPPERS	15 76	15 76	4160 64			4,160 64
44	44	CA	46704-46704008890	8	BRD MOZZARELLA NUGGETS,OVENABL	13 25	13 25	583 00			583 00
550	550		26700		TOTAL CASES - RETAIL POPPERS- ANCHOR						
					RETAIL T G I FRIDAY'S						
264	264	CA	46704-46704006850	8	BRD MOZZ CHEESE STICKS- TGIF	17 95	17 95	4738.80			4,738 80
352	352	CA	46704-46704006840	8	CHEDDAR & BACON SKINS- TGIF	17 95	17 95	6318 40			6,318 40
440	440	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	17 95	17 95	7898.00			7,898.00
88	88	CA	46704-46704004940	8	SPINACH & ARTICHOKE DIP- TGIF	17 95	17 95	1579.60			1,579 60
30	30	CA	46704-46704006832	8	BUFFALO WINGS- TGIF	48 00	48 00	1440.00			1,440 00
88	88	CA	46704-46704003040	8	FOUR CHS&PEPPERONI SKINS TGIF	17 95	17 95	1579 60			1,579 60
44	44	CA	46704-46704006430	8	HONEY BBQ WINGS- TGIF	17 95	17 95	789 80			789 80
110	110	CA	46704-46704006750	8	SOUTHWESTERN EGG ROLLS- TGIF	17 95	17 95	1974 50			1,974 50
220	220	CA	46704-46704008630	8	CHICKEN QUESADILLAS- TGIF	17 95	17 95	3949 00			3 949 00
1636	1636		57142		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT SIDES						
28	28	CA	71984-4537P 04537	12	CORNBREAD	17 88	17 88	500 64			500 64
24	24	CA	71984-4532P 04532	12	MACARONI AND CHEESE	17 88	17 88	429 12			429 12
60	60	CA	71984-4531P 04531	12	MASHED POTATOES	17 88	17 88	1072 80			1,072 80
112	112		13600		TOTAL CASES - BOSTON MKT SIDES						
					(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice.

ORIGINAL INVOICE

RETAIL - EDI *REPRINT*

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
71030-0100	712095	333109	3/24/2003	1027153	3/27/2003	2% 10 NET 11

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	313431
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/26/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B I L L TO
FLEMING - GATEWAY MINNEA (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						SOS LOW TIER						
72	72	CA	25800-2295	02295	12	WW SALISBURY STEAK	17 64	17 64	1270 08			1,270 08
36	36	CA	25800-2240	02240	12	MACARONI & CHEESE	17 64	17 64	635 04			635 04
60	60	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	1058 40			1,058 40
36	36	CA	25800-2244	02244	12	SOS SZECHUAN VEGTBLES & CHIKN	17 64	17 64	635 04			635 04
72	72	CA	25800-1965	01965	12	CHICKEN ENCHILADAS SUIZA	17 64	17 64	1270 08			1,270 08
84	84	CA	25800-2028	02028	12	ANGEL HAIR MARINARA	17 64	17 64	1481 76			1,481 76
84	84	CA	25800-2246	02246	12	SHRIMP MARINARA	17 64	17 64	1481 76			1,481 76
84	84	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 64	17 64	1481 76			1,481 76
84	84	CA	25800-2248	02248	12	ROAST TURKEY MEDALLIONS (SOS)	17 64	17 64	1481 76			1,481 76
144	144	CA	25800-2249	02249	12	CHICKEN CHOW MEIN (SOS)	17 64	17 64	2540 16			2,540 16
42	42	CA	25800-2251	02251	12	LASAGNA FLORENTINE (SOS)	17 64	17 64	740 88			740 88
84	84	CA	25800-2252	02252	12	CHICKEN MIRABELLA (SOS)	17 64	17 64	1481 76			1,481 76
84	84	CA	25800-2290	02290	12	HONEY-DIJON CHICKEN	17 64	17 64	1481 76			1,481 76
84	84	CA	25800-1937	01937	12	SPAGHETTI BOLOGNESE	17 64	17 64	1481 76			1,481 76
72	72	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	1270 08			1,270 08
56	56	CA	25800-2011	02011	12	BROCCOLI&CHEDDAR BAKED POTATO	17 64	17 64	987 84			987 84
1178	1178		34765			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
56	56	CA	25800-5512	05512	12	TERIYAKI CHICKEN & VEG BOWL	24 12	24 12	1350 72			1,350 72
60	60	CA	25800-2553	02553	12	FOUR CHEESE PIZZA	24 12	24 12	1447 20			1,447 20
36	36	CA	25800-2373	02373	12	PEPPERSTEAK	24 12	24 12	868 32			868 32

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71030-0100	712095	333109	3/24/2003	1027153	3/27/2003	2% 10 NET 11

Ship To: GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	313431
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/26/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B FLEMING - GATEWAY MINNEA (RT)
I T FLEMING FOODS - SCRIVNER GROUP
L O P O BOX 26680
L OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
60	60	CA	25800-2325	02325	12	CHICKEN CARBONARA	24 12	24 12	1447 20			1,447 20
72	72	CA	25800-2323	02323	12	FAJITA CHICKEN SUPREME	24 12	24 12	1736 64			1,736 64
284	284		15086			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
65	65	CA	25800-1968	01968	12	STRAWBERRY CHEESECAKE	17 16	17 16	1115 40			1,115 40
26	26	CA	25800-2306	02306	12	CHOCOLATE CHIP COOKIE DOUGH	17 16	17 16	446 16			446 16
23	23	CA	25800-2358	02358	12	NEW YORK STYLE CHEESECAKE	17 16	17 16	394 68			394 68
30	30	CA	25800-2349	02349	12	DOUBLE FUDGE BROWNIE PARFAIT	17 16	17 16	514 80			514 80
26	26	CA	25800-2231	02231	12	MISSISSIPPI MUD PIE	17 16	17 16	446 16			446 16
26	26	CA	25800-1986	01986	12	CHOCOLATE MOUSSE	17 16	17 16	446 16			446 16
196	196		13198			TOTAL CASES - SOS DESSERTS						
						SOS BREAKFASTS						
28	28	CA	25800-2345	02345	12	CHOC CHOCOLATE CHIP MUFFINS	15 00	15 00	420 00			420 00
28	28		2345			TOTAL CASES - SOS BREAKFASTS						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3573X	03573	8	SUPREME 9 CT BAGEL BITE	11 84	11 84	355 20			355 20
105	105	CA	70085-3500	06010	8	THREE CHEESE 9 CT BAGEL BITE	11 84	11 84	1243 20			1,243 20
135	135		7073			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
27	27	CA	13120-0278Z	00278	8	O-I FRENCH FRY PB R 8-5	27 76	27 76	749 52			749 52
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
71030-0100	712095	333109	3/24/2003	1027153	3/27/2003	2% 10 NET 11

Ship To. GATEWAY - MINNEAPOLIS (RT)
3501 MARSHALL ST N E
MINNEAPOLIS MN 55418

SHIPMENT #	313431
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/26/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/27/2003

B I L L T O FLEMING - GATEWAY MINNEA (RT)
FLEMING FOODS - SCRIVNER GROUP
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
27	27		278			TOTAL CASES - PRIME						
						HASHBROWN						
21	21	CA	13120-0192	00192	12	OI TOASTER HASHBROWN R 12-7	13 32	13 32	279 72			279 72
21	21		192			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
40	40	CA	13120-0650Z	00650	12	O-I CRISPY CRUNCHIES R 12-2	21 72	21 72	868 80			868 80
40	40	CA	13120-0428Z	00428	12	O-I COUNTRY STEAK R 12-28	21 72	21 72	868 80			868 80
40	40	CA	13120-0040Z	00040	12	O-I OVEN CHIPS 12-26	21 72	21 72	868 80			868 80
120	120		1118			TOTAL CASES - SEASON/BATTERED POTATOES						
						ROSETTO						
102	102	CA	41549-3866	03766	6	ROSETTO ROUND RAV R 6-24	14 49	14 49	1477 98			1,477 98
102	102		3866			TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	78 953 20
					Total discount of 2 0 % on Gross Amount	$ 78 953 20		1,579 06
4389	4389	175363	34777 620 lbs	2026 393		Amount due if paid by 4/06/2003		77,374 14
						Amount due after 4/07/2003		78 953 20

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

DEBIT * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To· HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P O #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845244-9602	297045-PX	338341	3/28/2003	1027370	3/28/2003	2% 10 NET 11

Ship To. FLEMING (MD19)
C/O MESA COLD STORAGE
9602 BUCKEYE ROAD
TOLLESON AZ 85353

SHIPMENT #
SHIP VIA
SHIP DATE 3/28/2003
WAREHOUSE AMERICOLD ONTARIO, OR 563-62
BROKER # 287 MILITARY DISTRIBUTOR ONLY
MARKET CODE 911 MILITARY DISTRIBUTORS (RT)

DELIV DATE
3/28/2003

B I L L FLEMING PHOENIX (MD19)
T O CTP - PHOENIX DIVISION
P O BOX 24900
OKLAHOMA CITY OK 73124

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE MFR	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL ONIONS						
4	4	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 67	20 88	86 68			86 68
4	4		856			TOTAL CASES - RETAIL ONIONS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
4	4	856	67 000 lbs	4 280

INVOICE TOTALS 00 00 83 52
Total discount of 2 0 % on Gross Amount $ 86 68 1 73
Amount due if paid by 4/07/2003 81 79
Amount due after 4/08/2003 83 52

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845034-4080	579517-LU	330165	3/19/2003	1027576	3/28/2003	2% 10 NET 11

Ship To: FLEMING LUBBOCK (MD18)
408 E 50TH STREET
LUBBOCK TX 79404

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/28/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 287 MILITARY DISTRIBUTOR ONLY
MARKET CODE 911 MILITARY DISTRIBUTORS (RT)

DELIV DATE
3/31/2003

BILL TO: FLEMING LUBBOCK (MD18)
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					RETAIL T G I FRIDAY'S						
22	22	CA	46704-46704006830	8	BUFFALO WINGS- TGIF	17 95	17 95	394 90			394 90
22	22		6830		TOTAL CASES - RETAIL T G I FRIDAY'S						
					BOSTON MKT SIDES						
30	30	CA	71984-4531P 04531	12	MASHED POTATOES	17 88	17 88	536 40			536 40
30	30		4531		TOTAL CASES - BOSTON MKT SIDES						
					BOSTON MKT ENTREES						
72	72	CA	71984-4503P 04503	12	CNTRY FRD CHICK POTATOES GRAVY	31 74	31 74	2285.28			2,285.28
48	48	CA	71984-4520 04520	12	BM CHICKEN POT PIE	31 74	31 74	1523.52			1,523 52
120	120		9023		TOTAL CASES - BOSTON MKT ENTREES						
					SOS LOW TIER						
14	14	CA	25800-2020 02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 64	17 64	246 96			246 96
39	39	CA	25800-2242 02242	12	SOS RIGATONI W/BROC & CHICKEN	17 64	17 64	687 96			687 96
13	13	CA	25800-2247 02247	12	LEMON HERB CHICKEN (SOS)	17 64	17 64	229 32			229.32
28	28	CA	25800-2252 02252	12	CHICKEN MIRABELLA (SOS)	17 64	17 64	493 92			493 92
14	14	CA	25800-2256 02256	12	WW TUNA NOODLE CASSEROLE	17 64	17 64	246 96			246 96
12	12	CA	25800-2289 02289	12	RAVIOLI FLORENTINE (SOS)	17 64	17 64	211 68			211 68
120	120		13306		TOTAL CASES - SOS LOW TIER						
					SOS MAINSTREET BISTRO						

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities, and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845034-4080	579517-LU	330165	3/19/2003	1027576	3/28/2003	2% 10 NET 11

Ship To: FLEMING LUBBOCK (MD18)
408 E 50TH STREET
LUBBOCK TX 79404

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/28/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 287 MILITARY DISTRIBUTOR ONLY
MARKET CODE 911 MILITARY DISTRIBUTORS(RT)

DELIV DATE
3/31/2003

B I L L TO: FLEMING LUBBOCK (MD18)
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
12	12	CA	25800-2326	02326	12	FIRE GRLD CHICKEN & VEGETABLES	24 12	24 12	289 44			289 44
10	10	CA	25800-2372	02372	12	PENNE POLLO	24 12	24 12	241 20			241 20
15	15	CA	25800-2553	02553	12	FOUR CHEESE PIZZA	24 12	24 12	361 80			361 80
37	37		7251			TOTAL CASES - SOS MAINSTREET BISTRO						
						SOS DESSERTS						
15	15	CA	25800-2046	02046	12	CHOCOLATE ECLAIR	17 16	17 16	257 40			257 40
15	15		2046			TOTAL CASES - SOS DESSERTS						
						RETAIL BAGEL BITES/HOT BITE						
30	30	CA	70085-3110Z	03110	8	BLASTS-THREE CHEESE	11 84	11 84	355.20			355.20
30	30	CA	70085-3503Z	06013	8	CHEESE,SAUSAGE,PEPP BB 9 COUNT	11 84	11 84	355.20			355 20
20	20	CA	70085-3535	03535	12	BAGEL BITE CHEESE 18CT R 12-14	31 08	31 08	621 60			621.60
80	80		10148			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
28	28	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 76	27 76	777 28			777 28
30	30	CA	13120-0800Z	00800	12	O-I STEAK FRY 12-28	20 88	20 88	626 40			626 40
58	58		1091			TOTAL CASES - PRIME						
						HASHBROWN						
15	15	CA	13120-0080	00080	12	9 CT GOLDEN PATTY R 12-20 25	20 88	20 88	313 20			313 20
10	10	CA	13120-0084	00084	12	OI HASHBROWNS CN R 12-27	20 88	20 88	208 80			208 80
12	12	CA	13120-0833Z	00833	12	O-I COUNTRY STYLE HB 12-30	20 88	20 88	250 56			250 56
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845034-4080	579517-LU	330165	3/19/2003	1027576	3/28/2003	2% 10 NET 11

Ship To: FLEMING LUBBOCK (MD18)
408 E 50TH STREET
LUBBOCK TX 79404

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/28/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS(RT)

DELIV. DATE
3/31/2003

BILL
FLEMING LUBBOCK (MD18)
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC MFR	CASE UPC CNSMR	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
37	37		997			TOTAL CASES - HASHBROWN						
						SEASON/BATTERED POTATOES						
20	20	CA	13120-1461Z	01461	12	O-I COUNTRY FRIES R 12-30	21 72	21 72	434 40			434 40
20	20		1461			TOTAL CASES - SEASON/BATTERED POTATOES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
539	539	56684	7184 700 lbs	360 451

INVOICE TOTALS			
		00	00	11,949 38
Total discount of	2 0 % on Gross Amount	$ 11 949 38		238 99
	Amount due if paid by	4/07/2003		11,710 39
	Amount due after	4/08/2003		11,949 38

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice.

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62722-0470	579518-LU	330166	3/19/2003	1027577	3/28/2003	2% 10 NET 11

Ship To: FLEMING COMPANIES (RT)
408 E 50th
LUBBOCK TX 79412

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/28/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/31/2003

BILL TO:
FLEMING - LUBBOCK (RT)
CTP / LUBBOCK DIVISION
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			#EDI CUSTOMER DO NOT MAIL HARD COPY OF INVOICE##									
						SOS LOW TIER						
20	20	CA	25800-0003	00003	12	LASAGNA WITH MEAT SAUCE	17 88	17 88	357 60			357 60
24	24	CA	25800-1965	01965	12	CHICKEN ENCHILADAS SUIZA	17 88	17 88	429 12			429 12
34	34	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 88	17 88	607 92			607 92
78	78		4215			TOTAL CASES - SOS LOW TIER						
						RETAIL SNACKS						
22	22	CA	13120-4020	04020	8	DYNABITE MON JCK JALP R 8-7.5	11 89	11.89	261 58			261 58
22	22		4020			TOTAL CASES - RETAIL SNACKS						
						RETAIL ONIONS						
27	27	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	586 44			586 44
27	27		856			TOTAL CASES - RETAIL ONIONS						
						RETAIL BAGEL BITES/HOT BITE						
15	15	CA	70085-3111X	03111	8	BLASTS-CHEESE & PEPP	11 89	11 89	178 35			178 35
45	45	CA	70085-3502X	06012	8	B-BITE PEPPERONI 9 COUNT	11 89	11 89	535 05			535 05
15	15	CA	70085-3508X	03508	5	BAGEL BITE-CHEESE & PEPP 5-40	28 90	28 90	433 50			433 50
75	75		10121			TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						
						PRIME						
36	36	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 81	27 81	1001 16			1,001 16
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS
Total discount of % on Gross Amount
Amount due if paid by
Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62722-0470	579518-LU	330166	3/19/2003	1027577	3/28/2003	2% 10 NET 11

DELIV DATE
3/31/2003

Ship To: FLEMING COMPANIES (RT)
408 E 50th.
LUBBOCK TX 79412

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 3/28/2003
WAREHOUSE AMERICOLD CARTHAGE 520
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

B I L L T O FLEMING - LUBBOCK (RT)
CTP / LUBBOCK DIVISION
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR UPC / MFR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
36	36		291		TOTAL CASES - PRIME						
					SPECIALITY						
21	21		CA 13120-1203Z 01203	8	OI TATER TOTS R 8-5	27 81	27 81	584 01			584 01
21	21		1203		TOTAL CASES - SPECIALITY						
					HASHBROWN						
36	36		CA 13120-0833Z 00833	12	O-I COUNTRY STYLE HB 12-30	20 93	20 93	753 48			753 48
36	36		833		TOTAL CASES - HASHBROWN						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
295	295	21539	4998 690 lbs	247 992

INVOICE TOTALS 00 00 5,728 21
Total discount of 2 0 % on Gross Amount $ 5 728 21 114 56
Amount due if paid by 4/07/2003 5,613 65
Amount due after 4/08/2003 5,728 21

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62732-1430	122005-SC	330168	3/19/2003	1027578	3/28/2003	NET 15 DAYS

Ship To: FLEMING FOODS (RT)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/27/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV. DATE
3/28/2003

B FLEMING - NORTHEN CA (RT)
I T CTP / NORCAL DIVISION
L O P O BOX 24840
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAMALES						
30	30	CA	17696-17696000032	10	TAMALE, CHICKEN	32 29	32 29	968 70			968 70
30	30		32		TOTAL CASES - TAMALES						
					TAQUITOS						
120	120	CA	17696-17696000028	8	TAQUITO, BEEF	37 13	37 13	4455 60			4,455 60
120	120		28		TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
150	150	60	2290 500 lbs	97 200	Total discount of	% on Gross Amount	$ 5,424 30	00	00	5,424 30
						Amount due if paid by	3/28/2003			5 424 30
						Amount due after	4/12/2003			5,424 30

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
845246-3771	122006-SC	330420	3/19/2003	1027579	3/28/2003	NET 15 DAYS

Ship To: FLEMING FOODS (MD21)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/27/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS (RT)

DELIV DATE
3/28/2003

B FLEMING - NORTHERN CA (MD21)
I T CTP-NORTHERN CA DIVISION
L O P O BOX 24840
L OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR UPC	MFR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						TAQUITOS						
20	20	CA	17696-17696000028		8	TAQUITO, BEEF	37 08	37 08	741 60			741 60
10	10	CA	17696-17696000213		8	TAQUITO, BEEF & CHEDDAR	37 08	37 08	370 80			370 80
30	30		241			TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS				
30	30	241	442 500 lbs	20 400	Total discount of	% on Gross Amount	$ 1,112 40	00	00	1,112 40
						Amount due if paid by	3/28/2003			1 112 40
						Amount due after	4/12/2003			1,112 40

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O. #	CUST ORDER #	P O. DATE	INVOICE #	INV. DATE	PAYMENT TERMS
62722-5824	586215-LU	331575	3/20/2003	1027917	3/31/2003	NET 15 DAYS

Ship To FLEMING COMPANY (RT)
LUBBOCK DIVISION
5824 ELM AVE
LUBBOCK TX 79404

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/28/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
3/31/2003

BILL TO
FLEMING - LUBBOCK (RT)
CTP / LUBBOCK DIVISION
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
			UPDATE CALL 806-765-3682 DRY									
						TAQUITOS						
147	147	CA	17696-17696000028		8	TAQUITO, BEEF	37 13	37 13	5458 11			5,458 11
84	84	CA	17696-17696000029		8	TAQUITO, CHICKEN	37 13	37 13	3118 92			3,118 92
231	231		57			TOTAL CASES - TAQUITOS						
						MINI TAQUITOS						
11	11	CA	17696-17696000164		8	TAQUITO BITES, BEEF & CHEDDAR	14 35	14.35	157.85			157 85
9	9	CA	17696-17696000165		8	TAQUITO BITES, CHKN,CHS,SALSA	14 35	14.35	129 15			129 15
20	20		329			TOTAL CASES - MINI TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	8 864 03
251	251	386	3534 250 lbs	165 480	Total discount of	% on Gross Amount	$ 8 864 03	
						Amount due if paid by	3/31/2003	8 864 03
						Amount due after	4/15/2003	8 864 03

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

Ship To: FLEMING - SUPERIOR (DL)
1101 SUSQUEHANNA AVENUE
SUPERIOR WI 54880

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
17844-1000	711766	331758	3/20/2003	1027918	3/31/2003	2% 10 NET 11

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/28/2003
WAREHOUSE	AMERICOLD CARTHAGE 520
BROKER #	218 RETAIL MARKETING AND SALES (DL)
MARKET CODE	233 MINNESOTA (DL)

DELIV DATE
4/02/2003

BILL TO
FLEMING - SUPERIOR (DL)
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					HEINZ DELI- ANCHOR						
21	21	CA	46704-46704005300	4	BATTERED ONION RINGS	15 70	15 70	329 70			329 70
21	21		5300		TOTAL CASES - HEINZ DELI- ANCHOR						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
21	21	5300	252 000 lbs	20 664

INVOICE TOTALS			
	00	00	329 70
Total discount of 2 0 % on Gross Amount	$ 329 70		6.59
Amount due if paid by	4/10/2003		323.11
Amount due after	4/11/2003		329 70

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	712120	333110	3/24/2003	1027919	3/31/2003	2% 10 NET 11

Ship To: GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	314779
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/28/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
4/01/2003

B I L T O L FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						RETAIL POPPERS- ANCHOR						
22	22	CA	46704-46704008921		8	BRD MOZZARELLA STICKS,OVENABLE	13 30	13 30	292 60			
22	22		8921			TOTAL CASES - RETAIL POPPERS- ANCHOR						292 60
						RETAIL T G I FRIDAY'S						
22	22	CA	46704-46704006840		8	CHEDDAR & BACON SKINS- TGIF	18 00	18 00	396 00			
22	22		6840			TOTAL CASES - RETAIL T G I FRIDAY'S						396 00
						BOSTON MKT ENTREES						
18	18	CA	71984-45052	04505	12	OVEN RST TURKEY POTATOES GRAVY	32 10	32 10	577 80			577 80
18	18	CA	71984-45032	04503	12	CNTRY FRD CHICK POTATOES GRAVY	32 10	32 10	577 80			577 80
18	18	CA	71984-45022	04502	12	MEATLOAF MASHED POTATOES GRAVY	32 10	32 10	577 80			577 80
54	54		13510			TOTAL CASES - BOSTON MKT ENTREES						
						SOS LOW TIER						
24	24	CA	25800-2020	02020	12	FETTUCINI ALFREDO W/BROCCOLI	17 88	17 88	429 12			429 12
48	48	CA	25800-1937	01937	12	SPAGHETTI BOLOGNESE	17 88	17 88	858 24			858 24
60	60	CA	25800-2256	02256	12	WW TUNA NOODLE CASSEROLE	17 88	17 88	1072 80			1,072 80
60	60	CA	25800-2296	02296	12	SWEDISH MEATBALLS	17 88	17 88	1072 80			1,072 80
36	36	CA	25800-2240	02240	12	MACARONI & CHEESE	17 88	17 88	643 68			643 68
60	60	CA	25800-2242	02242	12	SOS RIGATONI W/BROC & CHICKEN	17 88	17 88	1072 80			1,072 80
24	24	CA	25800-2295	02295	12	WW SALISBURY STEAK	17 88	17 88	429 12			429 12
48	48	CA	25800-2246	02246	12	SHRIMP MARINARA	17 88	17 88	858 24			858 24

(CONTINUED ON NEXT PAGE)

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE** **INVOICE TOTALS**

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P O. #	CUST ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	712120	333110	3/24/2003	1027919	3/31/2003	2% 10 NET 11

Ship To: GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	314779
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/28/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE: 4/01/2003

B I L L: FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR / CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
48	48	CA	25800-2247	02247	12	LEMON HERB CHICKEN (SOS)	17 88	17 88	858 24			858 24
48	48	CA	25800-2248	02248	12	ROAST TURKEY MEDALLIONS (SOS)	17 88	17 88	858 24			858 24
60	60	CA	25800-2249	02249	12	CHICKEN CHOW MEIN (SOS)	17 88	17 88	1072 80			1,072 80
36	36	CA	25800-2254	02254	12	FIESTA CHICKEN (SOS)	17 88	17 88	643 68			643 68
24	24	CA	25800-2290	02290	12	HONEY-DIJON CHICKEN	17 88	17 88	429 12			429 12
28	28	CA	25800-2251	02251	12	LASAGNA FLORENTINE (SOS)	17 88	17 88	500 64			500 64
36	36	CA	25800-2289	02289	12	RAVIOLI FLORENTINE (SOS)	17 88	17 88	643 68			643 68
24	24	CA	25800-2360	02360	12	SANTA FE STYLE RICE & BEANS	17 88	17 88	429 12			429 12
664	664		35720			TOTAL CASES - SOS LOW TIER						
						SOS MAINSTREET BISTRO						
14	14	CA	25800-2561	02561	12	GARDEN VEGGIE & MOZZ SMARTWICH	24 47	24 47	342 58			342 58
14	14	CA	25800-2568	02568	12	PEPPERONI PIZZA SMARTWICH	24 47	24 47	342 58			342 58
14	14	CA	25800-2563	02563	12	THREE CSE&ITAL MTBLS SMARTWICH	24 47	24 47	342 58			342 58
30	30	CA	25800-1959S	01959	12	PEPPERONI PIZZA	24 47	24 47	734 10			734 10
14	14	CA	25800-5512	05512	12	TERIYAKI CHICKEN & VEG BOWL	24 47	24 47	342 58			342 58
86	86		15163			TOTAL CASES - SOS MAINSTREET BISTRO						
						RETAIL ONIONS						
36	36	CA	13120-0856	00856	12	O-I N FOR PB R 12-20	21 72	21 72	781 92			781 92
36	36		856			TOTAL CASES - RETAIL ONIONS						
						PRIME						
27	27	CA	13120-0291Z	00291	8	O-I CRINKLE CUT PB R 8-5	27 81	27 81	750 87			750 87
						(CONTINUED ON NEXT PAGE)						

TOTAL QUANTITY **TOTAL HASH** **TOTAL WEIGHT** **TOTAL CUBE**

INVOICE TOTALS

Total discount of % on Gross Amount

Amount due if paid by

Amount due after

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
71040-0200	712120	333110	3/24/2003	1027919	3/31/2003	2% 10 NET 11

Ship To: GATEWAY FOODS (RT)
#1 GATEWAY COURT
SUPERIOR DIVISION
SUPERIOR WI 54880

SHIPMENT #	314779
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	3/28/2003
WAREHOUSE	AMERICOLD LOGISTICS ROCH 530
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV. DATE
4/01/2003

B I L T O L FLEMING-SUPERIOR (RT)
GATEWAY FOODS OF TWIN PORTS
P O BOX 26680
OKLAHOMA CITY OK 73126

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE UPC / CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
27	27		291		TOTAL CASES - PRIME						
					SPECIALITY						
32	32		CA 13120-0019Z 00019	12	O-I ONION TATER TOT 12-2	20 93	20 93	669 76			669 76
18	18		CA 13120-1203Z 01203	8	OI TATER TOTS R 8-5	27 81	27 81	500 58			500 58
30	30		CA 13120-0026Z 00026	12	OI MINI TOTS R 12-28	20 93	20 93	627 90			627 90
24	24		CA 13120-1036Z 01036	12	O-I CRISPERS R 12-20	20 93	20 93	502 32			502 32
48	48		CA 13120-0133Z 00133	12	OI CRISPY CROWNS PB R 12-30	20 93	20 93	1004 64			1,004 64
152	152		2417		TOTAL CASES - SPECIALITY						
					SEASON/BATTERED POTATOES						
60	60		CA 13120-0484Z 00484	12	OI ZESTIES PB R 12-2	21 77	21 77	1306 20			1,306 20
40	40		CA 13120-1176Z 01176	12	OI WAFFLE FRENCH FRIES R 12-22	21 77	21 77	870 80			870 80
20	20		CA 13120-0483Z 00483	12	OI GOLDEN TWIRL PB R 12-28	21 77	21 77	435 40			435 40
120	120		2143		TOTAL CASES - SEASON/BATTERED POTATOES						
					NON-FRIED POTATOES						
10	10		CA 13120-1063 01063	12	TBP TWICE BAKED CHS R 12-10	16 38	16 38	163 80			163 80
10	10		1063		TOTAL CASES - NON-FRIED POTATOES						
					ROSETTO						
78	78		CA 41549-3811 03811	6	ROSETTO CHEESE RAV R 6-25	14 54	14 54	1134 12			1,134.12
78	78		3811		TOTAL CASES - ROSETTO						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE	INVOICE TOTALS			
						00	00	25,147 05
					Total discount of 2 0 % on Gross Amount	$ 25 147 05		502.94
1271	1271	90735	16619 410 lbs	856 454	Amount due if paid by 4/10/2003			24,644.11
					Amount due after 4/11/2003			25,147 05

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

RETAIL - EDI

* R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
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Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST. P.O. #	CUST. ORDER #	P.O DATE	INVOICE #	INV DATE	PAYMENT TERMS
845034-5824	592916-LU	334765	3/25/2003	1027921	3/31/2003	NET 15 DAYS

Ship To: FLEMING LUBBOCK (MD18)
5824 ELM STREET
LUBBOCK TX 79408

SHIPMENT #	
SHIP VIA	INNOVATIVE COLD STORAGE
SHIP DATE	3/28/2003
WAREHOUSE	INNOVATIVE COLD STORAGE
BROKER #	287 MILITARY DISTRIBUTOR ONLY
MARKET CODE	911 MILITARY DISTRIBUTORS (RT)

DELIV DATE
3/31/2003

B I L L T O FLEMING LUBBOCK (MD18)
P O BOX 24680
OKLAHOMA CITY OK 73124

****** *UCS Invoice For Customer And Broker* ******

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR UPC / UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
					TAQUITOS						
20	20	CA	17696-17696000028	8	TAQUITO, BEEF	37 08	37 08	741 60			741 60
20	20	CA	17696-17696000029	8	TAQUITO, CHICKEN	37 08	37 08	741 60			741 60
20	20	CA	17696-17696000213	8	TAQUITO, BEEF & CHEDDAR	37 08	37 08	741 60			741 60
20	20	CA	17696-17696000214	8	TAQUITO, THREE CHEESE	37 08	37 08	741 60			741 60
80	80		484		TOTAL CASES - TAQUITOS						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
80	80	484	1180 000 lbs	54 400

INVOICE TOTALS

Total discount of	% on Gross Amount	$ 2 966 40	00	00 2 966 40
	Amount due if paid by	3/31/2003		2 966 40
	Amount due after	4/15/2003		2 966 40

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

DEBIT * R E P R I N T *

HEINZ FROZEN FOOD

Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To: HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST. ORDER #	P O DATE	INVOICE #	INV DATE	PAYMENT TERMS
62732-1430	609710-SC	340248	4/01/2003	1028093	4/01/2003	2% CASH IN ADV

Ship To FLEMING FOODS (RT)
3771 CHANNEL DRIVE
WEST SACRAMENTO CA 95691

SHIPMENT #
SHIP VIA AMERICOLD TRANSPORTATION
SHIP DATE 4/01/2003
WAREHOUSE AMERICOLD ONTARIO OR 563-62
BROKER # 552 ACOSTA
MARKET CODE 151 FLEMING TEAM - ACOSTA

DELIV DATE
4/01/2003

BILL TO
FLEMING - NORTHEN CA (RT)
CTP / NORCAL DIVISION
P O BOX 24840
OKLAHOMA CITY OK 73124

QUANTITY ORDER	QUANTITY SHIP	UOM	MFR CASE UPC	CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
						BILLING FOR PRODUCT SHIPPED, NOT INVOICED PER BOL						
						REFERENCE INV#1008898 SO#283180 DTD 01/29/03						
						PRODUCT SUBBED FOR ITEM 0392Z PER BOL						
						HASHBROWN						
30	30	CA	13120-0392	00392	12	O-I SO STYLE HBROWN PB R 12-2	20 88	20 88	626 40			626 40
30	30		392			TOTAL CASES - HASHBROWN						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
30	30	392	780 000 lbs	26 700

INVOICE TOTALS			
	00	00	626 40
Total discount of 2 0 % on Gross Amount	$ 626 40		12 53
Amount due if paid by	4/01/2003		613 87
Amount due after	4/01/2003		626 40

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

DEBIT * R E P R I N T *

HEINZ FROZEN FOOD
Division of H J Heinz Company, L P
1062 PROGRESS STREET
PITTSBURGH, PA 15212

PACA Trust
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5(c) of the Perishable Agricultural Commodities Act 1930 (7 U S C 499e(c)) The seller of these commodities retains a trust claim over these commodities all inventories of food or other products derived from these comodities and any receivables or proceeds from the sale of these commodities until full payment is received **Buyer agrees to pay interest on past-due balances at the rate of 1 5% monthly Buyer agrees to pay all costs of collection, including attorney fees**

Remit To. HEINZ FROZEN FOOD
DEPT CH-10429
PALATINE IL 60055-0429

ACCOUNT #	CUST P.O #	CUST ORDER #	P.O. DATE	INVOICE #	INV DATE	PAYMENT TERMS
62727-9602	227028-PX	342152	4/02/2003	1028496	4/02/2003	2% CASH IN ADV

Ship To. FLEMING (RT)
C/O MESA COLD STORAGE
9602 BUCKEYE ROAD
TOLLESON AZ 85353

SHIPMENT #	
SHIP VIA	AMERICOLD TRANSPORTATION
SHIP DATE	4/02/2003
WAREHOUSE	AMERICOLD ONTARIO, OR 563-62
BROKER #	552 ACOSTA
MARKET CODE	151 FLEMING TEAM - ACOSTA

DELIV DATE
4/02/2003

B I T L O L FLEMING - PHOENIX (RT)
CTP / PHOENIX DIVISION
P O BOX 24900
OKLAHOMA CITY OK 73124

QUANTITY ORDER	QUANTITY SHIP	UOM	CASE CNSMR MFR	CASE CNSMR UPC	CASE CNSMR UPC	PACK	DESCRIPTION	LIST PRICE	NET PRICE	GROSS AMOUNT	PROMO ALLOW	MISC ALLOW	AMOUNT
							BILLING FOR PRODUCT NOT INVOICED REFERENCE INV#1003758 SO#260403 DTD 1/16/03						
							RETAIL BAGEL BITES/HOT BITES						
1	1	CA	70085-3100	03100	8		DEEP DISH MINIS-THREE CHEESE	11 84	11 84	11 84			11 84
1	1		3100				TOTAL CASES - RETAIL BAGEL BITES/HOT BITES						

TOTAL QUANTITY		TOTAL HASH	TOTAL WEIGHT	TOTAL CUBE
1	1	3100	5 000 lbs	390

INVOICE TOTALS				
		00	00	11 84
Total discount of	2 0 % on Gross Amount	$ 11 84		24
	Amount due if paid by	4/02/2003		11 60
	Amount due after	4/02/2003		11 84

Subject to the Terms and Conditions of Sale and Guaranty printed on the reverse side of Original Invoice

ORIGINAL INVOICE

20030814 *REPRINT*
PORTION PAC, INC (10)
9140 LURLINE AVENUE
CHATSWORTH, CA 91311-5994

DISTRICT - M2

INVOICE

0018

PORTIONPAC INC
Good things come in small packages™

INVOICE NO.	INVOICE DATE	SHIP DATE	PAGE
923996	02/26/2003	02/26/2003	1

CUSTOMER PURCHASE ORDER	
765282	SEE BELOW

REMIT TO
PORTION PAC, INC
7325 SNIDER ROAD
MASON, OHIO 45040 USA

ENTERED	BY	FREIGHT
02/13/2003	SERGIOS	PREPAID-(DELIV

CUSTOMER CONTACT	
KELLI	

SHIPPED VIA
391326 TAMERAT AMANUEL

SHIP TO
908544
FLEMING FOOD SERVICE
91-290 KALAELOA BLVD, #D
KAPOLEI HI 96707

BILL TO
908541 B380 G905 G912
FLEMING FOODS CO
HAWAII DIVISION
91-315 HANUA ST
EWA BEACH HI 96707

ORDERED	SHIPPED	ITEM / PACK	DESCRIPTION	GROSS UNIT PRICE	L C	OFF INVOICE	NET UNIT PRICE	EXTENDED AMOUNT
		AAAX010	PALLETS	65000	X		65000	
5	5	BURH005 200 7/16 O	BURGER KING GRAPE JAM POUCH 7/ PROMO-135312/1A	48300	N		48300	2415
5	5	BURH010 200 7/16 O	BURGER KING STRAWBERRY JAM PCH PROMO-135313/1A	68300	N		68300	3415
10	10	BURL307 100 4 GM	BURGER KING LEMON JUICE 4 GM PROMO-135320/1A	17800	N		17800	1780
5	5	BURL061 500 1/5 OZ	BURGER KING MUSTARD 1/5 OZ POL PROMO 135319/1A	39300	N		39300	1965
50	50	BURJ277 100 1 FL O	BURGER KING SYRUP 1 FL OZ PROMO 135314/1A	46800	N		46800	23400
100	100	BURJ302 100 1 OZ	BURGER KING BBQ SAUCE 1 OZ PROMO-135316/1A	40300	N		40300	40300
30	30	BURJ300 100 1 OZ	BURGER KING HONEY MUSTARD 1 OZ PROMO-135315/1A	51400	N		51400	15420
80	80	BURJ305 100 1 OZ	BURGER KING SWEET & SOUR SAUCE PROMO-135317/1A	43200	N		43200	34560
20	20	BURJ350 300 89 OZ	BURGER KING RANCH .89 OZ CUP PROMO-135318/1A	168700	N		168700	33740

X-NON-PRODUCT
N-NET PRICING

TOTAL ORDERED	TOTAL SHIPPED	TOTAL WEIGHT	TERMS 1% 30 TAKE $15 70 DISCOUNT IF PAID BY 3/28/2003	NET DUE
305	305	2757 4		1 569 95

FOB SHIP POINT

REV 12/99 (SAL3c0)

INVOICE

A1% PER MONTH SERVICE CHARGE WILL BE ASSESSED ON PAST DUE AMOUNTS ALL CLAIMS MUST BE MADE IN WRITING WITHIN 15 DAYS AFTER DELIVERY.

20030814 *REPRINT*
PORTION PAC INC (10)
9140 LURLINE AVENUE
CHATSWORTH, CA 91311-5994

DISTRICT - M2

INVOICE

0019

PORTIONPAC INC.
Good things come in small packages™

INVOICE NO.	INVOICE DATE	SHIP DATE	PAGE
925036	03/04/2003	03/04/2003	1

CUSTOMER PURCHASE ORDER	
767883	SEE BELOW

SHIP TO
908541
FLEMING FOODS (315)
91-315 HANUA ST
KAPOLEI HI 96707

BILL TO
908541 B380 G905 G912
FLEMING FOODS CO
HAWAII DIVISION
91-315 HANUA ST
EWA BEACH HI 96707

REMIT TO
PORTION PAC, INC
7325 SNIDER ROAD
MASON, OHIO 45040 USA

ENTERED	BY	FREIGHT
02/20/2003	SERGIOS	PREPAID (DELIV

CUSTOMER CONTACT	
KELLI	

SHIPPED VIA
391326 TAMERAT AMANUEL

ORDERED	SHIPPED	ITEM / PACK	DESCRIPTION	GROSS UNIT PRICE	L C	OFF INVOICE	NET UNIT PRICE	EXTENDED AMOUNT
		AAAX010	PALLETS	65000	X		65000	
50	50	BURJ277 100 1 FL O	BURGER KING SYRUP 1 FL OZ PROMO-135314/1A	46800	N		46800	23400
150	150	BURJ302 100 1 OZ	BURGER KING BBQ SAUCE 1 OZ PROMO 135316/1A	40300	N		40300	60450
40	40	BURJ300 100-1 OZ	BURGER KING HONEY MUSTARD 1 OZ PROMO-135315/1A	51400	N		51400	20560
60	60	BURJ305 100 1 OZ	BURGER KING SWEET & SOUR SAUCE PROMO-135317/1A	43200	N		43200	25920
40	40	BURJ350 300 89 OZ	BURGER RANCH 89 OZ CUP PROMO-135318/1A	168700	N		168700	67480

X-NON-PRODUCT
N-NET PRICING

TOTAL ORDERED	TOTAL SHIPPED	TOTAL WEIGHT
340	340	3377 0

TERMS 1% 30
TAKE $19 78 DISCOUNT
IF PAID BY 4/03/2003

NET DUE 1 978 10

FOB SHIP POINT

PEV 12 99 (SAL360)

INVOICE

A1% PER MONTH SERVICE CHARGE WILL BE ASSESSED ON PAST DUE AMOUNTS. ALL CLAIMS MUST BE MADE IN WRITING WITHIN 15 DAYS AFTER DELIVERY

20030814 *REPRINT*
PORTION PAC INC (10)
9140 LURLINE AVENUE
CHATSWORTH, CA 91311-5994

DISTRICT - M2

INVOICE

0020

PORTIONPAC INC
Good things come in small packages™

INVOICE NO.	INVOICE DATE	SHIP DATE	PAGE
926157	03/10/2003	03/10/2003	1

CUSTOMER PURCHASE ORDER	
773393	SEE BELOW

REMIT TO
PORTION PAC, INC
7325 SNIDER ROAD
MASON, OHIO 45040 USA

ENTERED	BY	FREIGHT
02/27/2003	SERGIOS	PREPAID-(DELIV

CUSTOMER CONTACT	
KELLI	

SHIPPED VIA
391972 UNI TRANSPORT

SHIP TO
908541
FLEMING FOODS (315)
91-315 HANUA ST
KAPOLEI HI 96707

BILL TO
908541 B380 G905 G912
FLEMING FOODS CO
HAWAII DIVISION
91-315 HANUA ST
EWA BEACH HI 96707

ORDERED	SHIPPED	ITEM / PACK	DESCRIPTION	GROSS UNIT PRICE	L C	OFF INVOICE	NET UNIT PRICE	EXTENDED AMOUNT
		AAAX010	PALLETS	65000	X		65000	
5	5	BURH010 200-7/16 O	BURGER KING STRAWBERRY JAM PCH PROMO-135404/1A	68300	N	**SUB FOR XBURH010	68300	3415
50	50	BURJ277 100-1 FL O	BURGER KING SYRUP 1 FL OZ PROMO-135405/1A	46800	N	**SUB FOR XBURJ277	46800	23400
100	100	BURJ302 100-1 OZ	BURGER KING BBQ SAUCE 1 OZ PROMO-135406/1A	40300	N	**SUB FOR XBURJ302	40300	40300
10	10	BURJ408 100-1 OZ	BURGER KING HONEY SAUCE 1 OZ PROMO-135409/1A	51400	N	**SUB FOR XBURJ408	51400	5140
20	20	BURJ300 100 1 OZ	BURGER KING HONEY MUSTARD 1 OZ PROMO-135315/1A	51400	N		51400	10280
40	40	BURJ305 100 1 OZ	BURGER KING SWEET & SOUR SAUCE PROMO-135407/1A	43200	N	**SUB FOR XBURJ305	43200	17280
40	40	BURJ350 300- 89 OZ	BURGER KING RANCH 89 OZ CUP PROMO-135408/1A	168700	N	**SUB FOR XBURJ350	168700	67480
			X-NON-PRODUCT N-NET PRICING					

TOTAL ORDERED	TOTAL SHIPPED	TOTAL WEIGHT		NET DUE
265	265	2769 7	TERMS 1% 30 TAKE $16 73 DISCOUNT IF PAID BY 4/09/2003	1 672 95

FOB SHIP POINT

REV 12/99 (SAL360)

INVOICE

- SERVICE CHARGE WILL BE ASSESSED
TS ALL CLAIMS MUST BE MADE IN
15 DAYS AFTER DELIVERY

20030814 *REPRINT* 0021
PORTION PAC INC (10)
9140 LURLINE AVENUE
CHATSWORTH, CA 91311-5994

DISTRICT - M2

PORTIONPAC INC
Good things come in small packages™

INVOICE

INVOICE NO.	INVOICE DATE	SHIP DATE	PAGE
927474	03/17/2003	03/17/2003	1

CUSTOMER PURCHASE ORDER	
818568	SEE BELOW

SHIP TO
908541
FLEMING FOODS (315)
91-315 HANUA ST
KAPOLEI HI 96707

BILL TO
908541 B380 G905 G912
FLEMING FOODS CO
HAWAII DIVISION
91-315 HANUA ST
EWA BEACH HI 96707

REMIT TO
PORTION PAC INC
7325 SNIDER ROAD
MASON, OHIO 45040 USA

ENTERED	BY	FREIGHT
03/07/2003	SERGIOS	FOB FREIGHT FO

CUSTOMER CONTACT	
KELLI	

SHIPPED VIA
391326 TAMERAT AMANUEL

ORDERED	SHIPPED	ITEM / PACK	DESCRIPTION	GROSS UNIT PRICE	L C	OFF INVOICE	NET UNIT PRICE	EXTENDED AMOUNT
		AAAX010	PALLETS	65000	X		65000	
5	5	BURH005 200 7/16 O	BURGER KING GRAPE JAM POUCH 7/ PROMO-135694/1A	48300	N	**SUB FOR XBURH005	48300	2415
10	10	BURH010 200 7/16 O	BURGER KING STRAWBERRY JAM PCH PROMO-135404/1A	68300	N	**SUB FOR XBURH010	68300	6830
5	5	BURL307 100 4 GM	BURGER KING LEMON JUICE 4 GM PROMO-135695/1A	17800	N	**SUB FOR XBURL307	17800	890
80	80	BURJ277 100-1 FL O	BURGER KING SYRUP 1 FL OZ PROMO 135405/1A	46800	N	**SUB FOR XBURJ277	46800	37440
150	150	BURJ302 100 1 OZ	BURGER KING BBQ SAUCE 1 OZ PROMO-135406/1A	40300	N	**SUB FOR XBURJ302	40300	60450
10	10	BURJ408 100-1 OZ	BURGER KING HONEY SAUCE 1 OZ PROMO-135409/1A	51400	N	**SUB FOR XBURJ408	51400	5140
50	50	BURJ300 100 1 OZ	BURGER KING HONEY MUSTARD 1 OZ PROMO-135315/1A	51400	N		51400	25700
80	80	BURJ305 100-1 OZ	BURGER KING SWEET & SOUR SAUCE PROMO-135407/1A	43200	N	**SUB FOR XBURJ305	43200	34560
30	30	BURJ350 300 89 OZ	BURGER KING RANCH 89 OZ CUP PROMO 135408/1A	168700	N	**SUB FOR XBURJ350	168700	50610

X-NON-PRODUCT
N-NET PRICING

TOTAL ORDERED	TOTAL SHIPPED	TOTAL WEIGHT		NET DUE
420	420	3917 3	TERMS 1% 30 TAKE $22 40 DISCOUNT IF PAID BY 4/16/2003	2 240 35

FOB SHIP POINT

INVOICE

REV 12 99 (CAL360)

SERVICE CHARGE WILL BE ASSESSED
ALL CLAIMS MUST BE MADE IN
AFTER DELIVERY

20030814 *REPRINT*
PORTION PAC, INC (F1)
7325 SNIDER ROAD
MASON OHIO 45040

0017

INVOICE

PORTION PAC INC
Good things come in small packages™

DISTRICT - B4

INVOICE NO.	INVOICE DATE	SHIP DATE	PAGE
927797	03/19/2003	03/19/2003	1

CUSTOMER PURCHASE ORDER	
175-0004300	SEE BELOW - -

REMIT TO
PORTION PAC, INC
7325 SNIDER ROAD
MASON, OHIO 45040 USA

ENTERED	BY	FREIGHT
03/11/2003	BERNIE	CUSTOMER PICK-

CUSTOMER CONTACT	

SHIPPED VIA
333333 CUSTOMER PICK UP

SHIP TO
427544
FLEMING FOODS
KENTUCKY DIVISION
920 E INDUSTRIAL
LEITCHFIELD KY 42754

BILL TO
427544 B235 G910 L133
FLEMING FOODS
P O BOX 4609
LEITCHFIELD KY 42755 4609

ORDERED	SHIPPED	ITEM / PACK	DESCRIPTION	GROSS UNIT PRICE	L/C	OFF INVOICE	NET UNIT PRICE	EXTENDED AMOUNT
5	5	0048900 200 1/2 OZ	PPI STRAWBERRY JAM 1/2 POUCH F PROMO K72624/1A	98800	L		98800	4940
12	12	0001590 1M-9 GM	PPI FCY KETCHUP 9 GM FOIL PROMO-K72487/1A	182300	L		182300	21876
16	16	0006945 100 1 OZ	T P DIJON HONEY MUST SCE 1OZ PROMO T72499/1A	122100	L		122100	19536
40	40	0001530 500 9 GM	PPI FCY KETCHUP 9 GM POLY PROMO K72477/1A	83800	L		83800	33520
17	17	0027810 200 12 GM	PPI BARBECUE SAUCE 12 GM PROMO K72573/1A	78100	L		78100	13277
9	9	0095570 200 9 GM	PPI CHOPPED ONIONS 9GM PROMO K72653/1A.	70200	L		70200	6318
4	4	0001570 200 9 GM	PPI FCY KETCHUP 9 GM FOIL PROMO K72484/1A	37700	L		37700	1508
13	13	0021810 200 12 GM	PPI MAYONNAISE 12 GM PROMO-K72548/1A	79800	L		79800	10374
59	59	0005380 200 5 5 GM	PPI MUSTARD 5.5 GM PROMO K72496/1A	27800	L		27800	16402
4	4	0023810 200 12 GM	PPI SALAD DR 12 GM PROMO K72564/1A	65200	L		65200	2608
16	16	0039520 200 9 GM	PPI SWEET RELISH 9 GM POUCH PROMO-K72593/1A	68800	L		68800	11008
11	11	0043810 200 12 GM	PPI TARTAR SAUCE 12 GM PROMO-K72609/1A	77900	L		77900	8569
8	8	541V961 60-1 5 OZ	WISHBONE 1000 IS 1.5OZ FOIL PO PROMO-135340/1A	68500	N		68500	5480
		AAAX010	PALLETS	65000	X		65000	

L-LIST PRICE
N-NET PRICING
X NON-PRODUCT

TOTAL ORDERED	TOTAL SHIPPED	TOTAL WEIGHT	TERMS 1% 10, NET 30 TAKE $15 54 DISCOUNT IF PAID BY 3/29/2003	NET DUE
214	214	1475 3		1 554 16

FOB SHIP POINT

REV 12/99 SAL3601

INVOICE

A1% PER MONTH SERVICE CHARGE WILL BE ASSESSED ON PAST DUE AMOUNTS ALL CLAIMS MUST BE MADE IN WRITING WITHIN 15 DAYS AFTER DELIVERY

20030911 *REPRINT* 0003
PORTION PAC, INC. (F1)
7325 SNIDER ROAD
MASON OHIO 45040

INVOICE

PORTIONPAC INC
Good things come in small packages™

DISTRICT C3

INVOICE NO.	INVOICE DATE	SHIP DATE	PAGE
928235	03/24/2003	03/24/2003	1

CUSTOMER PURCHASE ORDER	
51 0024290	SEE BELOW

REMIT TO
PORTION PAC, INC
7325 SNIDER ROAD
MASON, OHIO 45040 USA

ENTERED	BY	FREIGHT
03/12/2003	BERNIE	PREPAID-(DELIV

CUSTOMER CONTACT

SHIPPED VIA
360268 OVERNITE TRANSPORTATION

SHIP TO
604466
FLEMING COMPANIES - CHICAGO
1251 N SCHMIDT RD
ROMEOVILLE IL 60446

BILL TO
336741 B177
FLEMING COMPANIES, INC
MARSHFIELD DIVISION
P O BOX 490
MARSHFIELD WI 54449

ORDERED	SHIPPED	ITEM PACK	DESCRIPTION	GROSS UNIT PRICE	L	OFF INVOICE	NET UNIT PRICE	EXTENDED AMOUNT
		AAAX010	PALLETS	65000	X		65000	
24	24	0073060 3M 75 GM	PPI IODIZED PAPER SALT 75 GM PROMO T18745/1A	61300	L		61300	14712
8	8	541J961 60 1 5 OZ	WISHBONE FF ITAL 1 5OZ FOIL PO PROMO 135843/1A	62900	N		62900	5032
34	34	541T961 60 1 5 OZ	WISHBONE FRENCH 1 5OZ FOIL POU PROMO 135844/1A	70500	N		70500	23970
6	6	541U961 60 1 5 OZ	WISHBONE RANCH 1.5OZ FOIL POUC PROMO 135845/1A	79000	N		79000	4740
8	8	541V961 60 1 5 OZ	WISHBONE I000 IS 1 5OZ FOIL PO PROMO 135846/1A	73400	N		73400	5872

X-NON-PRODUCT
L-LIST PRICE
N NET PRICING

TOTAL ORDERED	TOTAL SHIPPED	TOTAL WEIGHT
80	80	511 3

TERMS 1% 10, NET 30
TAKE $5 43, DISCOUNT
IF PAID BY 4/03/2003

NET DUE
543 26

FOB SHIP POINT

REV 12/99 (SAL360)

INVOICE

A1% PER MONTH SERVICE CHARGE WILL BE ASSESSED ON PAST DUE AMOUNTS ALL CLAIMS MUST BE MADE IN WRITING WITHIN 15 DAYS AFTER DELIVERY

20030814 *REPRINT*
PORTION PAC, INC (10)
9140 LURLINE AVENUE
CHATSWORTH, CA 91311-5994

DISTRICT - M2

INVOICE

0022

PORTION PAC INC.
Good things come in small packages™

INVOICE NO.	INVOICE DATE	SHIP DATE	PAGE
928260	03/21/2003	03/21/2003	1

CUSTOMER PURCHASE ORDER	
823884	SEE BELOW

SHIP TO
908541
FLEMING FOODS (315)
91-315 HANUA ST
KAPOLEI HI 96707

BILL TO
908541 B380 G905 G912
FLEMING FOODS CO
HAWAII DIVISION
91-315 HANUA ST
EWA BEACH HI 96707

REMIT TO
PORTION PAC, INC
7325 SNIDER ROAD
MASON, OHIO 45040 USA

ENTERED	BY	FREIGHT
03/12/2003	SERGIOS	PREPAID-(DELIV

CUSTOMER CONTACT	
KELLI	

SHIPPED VIA
391972 UNI TRANSPORT

ORDERED	SHIPPED	ITEM / PACK	DESCRIPTION	GROSS UNIT PRICE	L C	OFF INVOICE	NET UNIT PRICE	EXTENDED AMOUNT
5	5	BURH005 200-7/16 0	BURGER KING GRAPE JAM POUCH 7/ PROMO-135694/1A	48300	N	**SUB FOR XBURH005	48300	2415
5	5	BURH010 200-7/16 0	BURGER KING STRAWBERRY JAM PCH PROMO-135404/1A	68300	N	**SUB FOR XBURH010	68300	3415
5	5	BURL307 100-4 GM	BURGER KING LEMON JUICE 4 GM PROMO-135695/1A	17800	N	**SUB FOR XBURL307	17800	890
10	10	BURJ277 100-1 FL 0	BURGER KING SYRUP 1 FL OZ PROMO-135405/1A	46800	N	**SUB FOR XBURJ277	46800	4680
150	150	BURJ302 100-1 OZ	BURGER KING BBQ SAUCE 1 OZ PROMO-135406/1A	40300	N	**SUB FOR XBURJ302	40300	60450
20	20	BURJ408 100-1 OZ	BURGER KING HONEY SAUCE 1 OZ PROMO-135409/1A	51400	N	**SUB FOR XBURJ408	51400	10280
50	50	BURJ300 100 1 OZ	BURGER KING HONEY MUSTARD 1 OZ PROMO-135315/1A	51400	N		51400	25700
80	80	BURJ305 100-1 OZ	BURGER KING SWEET & SOUR SAUCE PROMO-135407/1A	43200	N	**SUB FOR XBURJ305	43200	34560
40	40	BURJ350 300- 89 OZ	BURGER KING RANCH 89 OZ CUP PROMO-135408/1A	168700	N	**SUB FOR XBURJ350	168700	67480
		AAAX010	PALLETS	65000	X		65000	

N-NET PRICING
X-NON PRODUCT

TOTAL ORDERED	TOTAL SHIPPED	TOTAL WEIGHT
365	365	3422 8

TERMS 1% 30
TAKE $20 99 DISCOUNT
IF PAID BY 4/20/2003

NET DUE 2 098 70

FOR SHIP POINT

INVOICE

A1% PER MONTH SERVICE CHARGE ON PAST DUE AMOUNTS ALLOWED WRITING WITHIN 15 DAYS AFTER DUE

ETHNIC GOURMET FOODS
190 Fountain St
Framingham, MA 01702-6213
(508) 875-6212
Fax (508) 875 6457

Invoice

DATE	INVOICE #
3 21 2003	11687

Fleming Companies inc

VENDOR NO.

BILL TO:	SHIP TO:
FLEMING FOODS P.O. BOX 24750 OKLAHOMA CITY OK 73126 ATTN ACCOUNTS PAYABLE	FLEMING FOODS 2600 McGREE ROAD GARLAND TX 75041

P.O. NUMBER	TERMS	REP	SHIP	VIA	F.O.B.	PROJECT
401867 GA	2% 10 Net 30		3/21/2003			

QUANTITY	ITEM CODE	DESCRIPTION	PRICE EACH	AMOUNT
24	18687	CHICKEN TIKKA MASALA	26.32	631.68
28	10402	PAD THAI WITH TOFU - BOWL	26.32	736.96
27	80016	CHICKEN SAMOSA	14.16	382.32
		WRAP VEGETABLE PANEER	17.64	635.04

PLEASE COUNT AND INSPECT THE CASES BEFORE ACCEPTING THE DELIVERY. EGF WILL ONLY ACCEPT SIGNATURES FOR CASE COUNT. WE DO NOT ACCEPT RECEIVING "SUBJECT TO COUNT" OR "TOR # OF SHRINK WRAPPED PALLETS. ONCE YOU HAVE ACCEPTED THE PRODUCT, WE CANNOT TAKE RESPONSIBILITY FOR SHORTAGES AND DAMAGES.

THANK YOU

PLEASE EXCHANGE EQUAL NUMBER OF EMPTY PALLETS WITH THE CARRIER.

HE DRIVER CONFIRMS THAT THE PRODUCT WAS RECEIVED
ROZEN THANK YOU FOR YOUR BUSINESS

TOTAL $2 386 00

3/12/03

ADDENDUM TO PROOFS OF CLAIM FILED BY H J HEINZ COMPANY L P

H J Heinz Company, L P ("H J Heinz") submits this Addendum to Proofs of Claim and asserts as follows

THE DEBTORS

1 The "Debtors" are certain debtors in possession in the bankruptcy cases jointly-administered under Case No 03-10945(MFW) in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), captioned *In re Fleming Companies, Inc , et al* Specifically, the Debtors are the following entities against which H J Heinz asserts a claim

Fleming Companies, Inc - 03-10945(MFW)

Core-Mark International, Inc - 03-10944(MFW)

Core-Mark Mid-Continental, Inc - 03-10950(MFW)

Head Distributing Company - 03-10963(MFW)

Minter-Weisman Co - 03-10964(MFW)

BASIS FOR CLAIMS

2 On April 1, 2003 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief in the Bankruptcy Court pursuant to chapter 11 of title 11 of the United States Code, 11 U S C §§ 101-1330, as amended (the "Bankruptcy Code"), thereby commencing the above-referenced cases

The Sale of Products to the Debtors

3 Prior to the Petition Date, the Debtors purchased goods from H J Heinz

4 The Debtors have not paid H J Heinz for many of the goods that the Debtors purchased prior to the Petition Date

The PACA Obligation

5 Prior to the Petition Date, H J Heinz shipped certain product to the Debtors that may constitute "perishable agricultural commodities" under the Perishable Agricultural Commodities Act, 7 U S C §§ 499a-499t (as amended, "PACA")

6 H J Heinz intends to continue enforcing its rights to the PACA trust *res* with respect to product shipped to the Debtors prior to the Petition Date (the "PACA Obligation")

7 The Bankruptcy Court has not yet entered an order allowing the PACA Obligation

The Reclamation Claim

8 H J Heinz made a timely reclamation demand upon the Debtors (the "Reclamation Claim") H J Heinz reclaimed all goods received by the Debtors during the period set forth in UCC Section 2-702 and Bankruptcy Code Section 546(c)

9 The amount of H J Heinz's Reclamation Claim is set forth on the face of the Proofs of Claim

10 On the Petition Date, the Debtors filed a Motion for Entry of an Order, Under 11 U S C §§ 105(a), 503(b), and 546(c) (A) Establishing Procedure for Treatment of Reclamation Claim and (B) Prohibiting Third Parties From Interfering With Delivery of Debtors' Goods (Docket No 8, the "Reclamation Procedures Motion") On April 22, 2003, upon consideration of many objections and after much negotiation, this Court entered an Order granting the Reclamation Procedures Motion (Docket No 510, the "Reclamation Procedures Order")

11 The Debtors have not filed a final report under the Reclamation Procedures Order In addition, the Bankruptcy Court has not entered an order resolving the Reclamation Claim

SECURITY/RIGHT OF SETOFF

12 Section 506(a) of the Bankruptcy Code provides that "[a]n allowed claim of a creditor that is subject to a right of setoff is a secured claim to the extent of the amount subject to setoff and is an unsecured claim to the extent that the amount so subject to setoff is less than the amount of such allowed claim " 11 U S C § 506(a)

13 Pursuant to Section 506(a), H J Heinz's claim is secured by a right of setoff in approximately the amount indicated on the face of the Proof of Claim The bases of the setoff claim are (i) any obligation that H J Heinz would owe to the Debtors under those certain non-exclusive military distributor agreements entered into between H J Heinz and the Debtors and (ii) any other obligation that H J Heinz would owe to the Debtors

14 H J Heinz specifically reserves its right of setoff [1] H J Heinz anticipates seeking relief from the stay to effect any setoff absent the Debtors' agreement to the setoff In addition, to the extent, if any, that H J Heinz does not have a right of setoff, H J Heinz reserves the right to increase the unsecured portion of its claim

THE PACA OBLIGATION AND THE PACA TRUST

15 Section 499e(c) of PACA imposes a floating, non-segregated trust on produce buyers for the benefit of unpaid produce sellers or suppliers See 7 U S C § 499e(c) The corpus of this trust is comprised of (1) the perishable agricultural commodities purchased

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[1] Of course, H J Heinz reserves its right of recoupment and all other defenses as well

from these suppliers, (2) all inventories of food or other products derived from the perishable agricultural commodities, and (3) receivables or proceeds from the sale of such commodities or products See 7 U S C § 499e(c)(2), In re Magic Restaurants, Inc , 205 F 3d 108, 111-12 (3d Cir 2000), Idahoan Fresh v Advantage Produce, Inc , 157 F 3d 197, 203 (3d Cir 1998)

16 The statutory trustee is the delinquent "commission merchant, dealer, or broker " 7 U S C § 499(e)(c)(2), see Magic Restaurants, 205 F 3d at 112 Here, the statutory trustees are the Debtors

17 In essence, PACA's trust provision gives the unpaid supplier an interest in the trust corpus superior to the interest of any other lien or secured creditor See Magic Restaurants, 205 F 3d at 112

18 H J Heinz is entitled to enforce the PACA Obligation against the PACA trust *res* As the beneficiary of the PACA trust, H J Heinz is entitled to recover the PACA Obligation from the trust *res* H J Heinz's right to the trust *res* is not the claim of a creditor, but rather is an ownership interest of a trust beneficiary Thus, H J Heinz owns a portion of the PACA trust *res* up to the amount of the PACA Obligation and is entitled to recover the PACA Obligation from such *res*

19 The Debtors, however, dispute H J Heinz's contention that it is entitled to recover the PACA Obligation from the PACA trust Accordingly, H J Heinz has included the PACA Obligation in this Proof of Claim in order to protect its rights in the event that the Bankruptcy Court determines that H J Heinz is not entitled to recover any portion of the PACA Obligation from the PACA trust

PRIORITY/LIEN FOR RECLAMATION CLAIM UNDER SECTION 546(c)(2)

20 Section 546(c)(2) of the Bankruptcy Code provides that "the court may deny reclamation to a seller with a right of reclamation that has made a demand only if the court – (A) grants the claim of such a seller priority as a claim of a kind specified in section 503(b) of this title, or (B) secures such claim by a lien " 11 U S C § 546(c)(2)(A)-(B) Section 503(b) provides for the allowance of administrative expense claims See 11 U S C § 503(b)

21 Pursuant to Section 546(c)(2), H J Heinz asserts that it is entitled to either (i) a lien for the full amount of the Reclamation Claim or (ii) administrative expense priority for the full amount of the Reclamation Claim

22 H J Heinz reserves the right to increase or decrease the amount of the Reclamation Claim that is secured based upon any determination of H J Heinz's rights under Section 546(c)(2) In addition, H J Heinz intends to reduce its Proofs of Claim to the extent that H J Heinz is entitled to an administrative expense claim for all or some of the Reclamation Claim

GENERAL RESERVATION OF RIGHTS

23 H J Heinz reserves the right to modify, amend, supplement or replace its Proofs of Claim in any manner and for any reason permitted by applicable law Without limiting the foregoing, H J Heinz expressly reserves and preserves its rights (i) to a lien or administrative expense claim for the full amount of the Reclamation Claim pursuant to Section 546(c)(2) of the Bankruptcy Code, (ii) to setoff the full amount subject to setoff under Section 506(a) of the Bankruptcy Code, (iii) to increase or decrease the secured and unsecured portions of H J Heinz's claim to reflect any ruling, agreement, or other resolution of H J Heinz's right of setoff, (iv) to amend the Proofs of Claim to reflect any determination regarding whether some or all of the

Reclamation Claim is entitled to administrative expense priority under Section 546(c)(2)(A) or secured status under Section 546(c)(2)(B) of the Bankruptcy Code, (v) to increase or decrease H J Heinz's claim to reflect any ruling, agreement, or other resolution of the PACA Obligation, (vi) to amend the Proofs of Claim to change the identity of the Debtor against whose estate H J Heinz asserts a claim, and (vii) to increase the amount of the Proofs of Claim by adding additional invoices to any such claims

H J HEINZ COMPANY L P

By _____ Dated September 11, 2003

Name

Title Supervisor, Credit Department
H-J Heinz Company