


UNITED STATES BANKRUPTCY COURT U S DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor RAINBOW FOOD GROUP, INC		Case Number 03-10967
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503</p>		
Name of Creditor (The person or entity to whom the debtor owes money or property) Department of the Treasury - Internal Revenue Service		<p>RECD DEC 05 2003 BMC</p> <p>THIS SPACE IS FOR COURT USE ONLY</p>
Name and addresses where notices should be sent Internal Revenue Service ROOM 1150 31 HOPKINS PLAZA BALTIMORE, MD 21201		
Telephone number (410) 962-1866 Creditor #		
Account or other number by which creditor identifies debtor see attachment		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court
<p>1 Basis for Claim</p> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input checked="" type="checkbox"/> Taxes <input type="checkbox"/> Other _____		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2 Date debt was incurred see attachment		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>15,255.03</u>		
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges		
<p>5 Secured Claim</p> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____		<p>6 Unsecured Priority Claim</p> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ <u>238.57</u> Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 650) * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor s business whichever is earlier 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2 100* of deposits toward purchase lease or rental of property or services for personal family or household use 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to spouse former spouse or child 11 U.S.C. § 507(a)(7) <input checked="" type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a)(____) *Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
<p>7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim</p> <p>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</p> <p>9 Date-Stamped Copy To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim</p>		THIS SPACE IS FOR COURT USE ONLY Filing Companies Claim  14926
Date 11/25/2003	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) <p style="text-align: center;"><i>A Jackson for</i> Insolvency Manager</p>	
Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571		

Proof of Claim for Internal Revenue Taxes

Department of the Treasury/Internal Revenue Service



Form 10
Attachment

In the Matter of RAINBOW FOOD GROUP, INC
101 CONVENTION CENTER DRIVE
SUITE 850
LAS VEGAS, NV 89109

Docket Number
03-10967
Type of Bankruptcy Case
Chapter 11
Date of Petition
04/01/2003

Amendment No 3 to Proof of Claim dated 07/09/2003

The United States has not identified a right of setoff or counterclaim. However, this determination is based on available data and is not intended to waive any right to set off against this claim debts owed to this debtor by this or any other federal agency. All rights of setoff are preserved and will be asserted to the extent lawful.

Unsecured Priority Claims under section 507(a)(8) of the Bankruptcy Code

<i>Taxpayer ID Number</i>	<i>Kind of Tax</i>	<i>Tax Period</i>	<i>Date Tax Assessed</i>	<i>Tax Due</i>	<i>Interest to Petition Date</i>
88-0440079	FUTA	12/31/2002	05/19/2003	\$0 00	\$238 57
88-0440079	WT-FICA	03/31/2003	06/16/2003	\$0 00	\$0 00
				<u>\$0 00</u>	<u>\$238 57</u>
Total Amount of Unsecured Priority Claims					\$238 57

Unsecured General Claims

Penalty to date of petition on unsecured priority claims (including interest thereon)	\$15,016 46
Total Amount of Unsecured General Claims	\$15,016 46

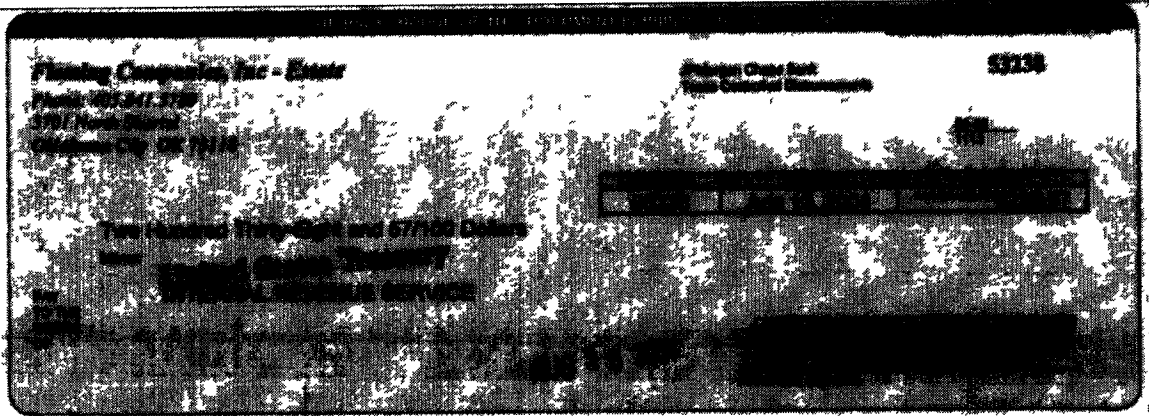
**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

**In re. Fleming Companies, Inc. et al.
Case No 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On August 18, 2005, document(s) were appended to Claim Number **14926** for the following reason(s)

- Stipulation and Settlement Agreement dated #####
- New Supporting Documents
- Letter and attachments dated #####
- Proof of Payment
- Other Docket Number ###



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NECESSARY
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