1	KRUPTCY COURT FO FOF DELAWARE	R THE	PROOFOR
In re Fleming Companies, Inc , et al † Debtors	Chapter 11 Case Number Case No 03 10945 (MFW (Jointly Administered)		ADMINISTRATIVE CLAIM
NOTE This form should only be used to make a clexpense arising on or after April 1, 2003 through at IT SHOULD NOT BE USED FOR CLAIMS AF 2003	nd including October 31 2003	☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim	
Name of Creditor and Address Cagle's, Inc		Attach a copy of statement given particulars	
Attn Accounts Receivable P O Box 4664		Check box it you have never received any notices from the bankruptcy court	
Atlanta, Georgia 30302  Creditor Telephone Number (404) 355-		in this case  Check box if this address differs from the address on the envelope sent to you by the court	
	2820 R NUMBER BY WHICH	Check here	
58-0625713 CREDITOR IDENTIF		If this claim	amends dated 8/6/03
1 BASIS FOR ADMINISTRATIVE CLA	IM	<del></del>	
	sonal injury/wrongful death/prop	erty damage	nefits as defined in 11 USC § 1114(a)
☐ Services performed ☐ Ta: ☐ Money loaned ☐ Oth ☐ Contractual or lease obligations	res ner (describe briefly)	Your social se	aries and compensation (Fill out below) ecurity number to to to
_			(date) (date)
2 DATE DEBT WAS INCURRED May	7 2003	3 IF COURT JUDG	MENT, DATE OBTAINED N/A
4 TOTAL AMOUNT OF ADMINISTRA	TIVE CLAIM		\$161,441.00 (Total)
If all or part of your claim is secured also complete Check this box if claim includes interest or other	e Item 5 below charges in addition to the princip	oal amount of the claim Attac	ch itemized statement of all interest or additional charges
5 SECURED CLAIM		7 Offsets, Credit	ts and Setoffs
Check this box if your claim is secured by co			nts made on this claim by the Debtors have been credited
☐ Real Estate ☐ Motor Vehicle ☐ Equ	upment	1	rom the amount claimed herein
☐ Other  Value of collateral \$		1	is not subject to any setoff or counterclaim is subject to setoff or counter claim as follows
value of conateral \$	<del></del>		
6 Please identify the Debtor against v	whom your claim is asserted?	8 This Administra	utive Proof of Claim
,	-10945)	l l	oof of claim evidencing the claim asserted herein
			nts a proof of claim field on 8/6/03 or
		<b>,</b>	a proof of claim filed on
	has obtained this claim by Assign		
	nd print the name and title, if zed to file this claim (attach po		r person I ILEU
12/18/2003	La Duxee	( and of anothey, it ally)	DEC 1 9 2003
Ki	R Barkley	Sevior VP	DMC

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

Ť

Please refer to instructions on reverse side for a complete list of debtors





### **Outstanding Fleming Invoices**

Date	Location	PO#	Invoice #	Amount	Status
5/7/03	Southhaven	56662	987299	\$19,120 00	open
5/13/03	Massillon	659407	988319	\$14,645 96	open
5/13/03	Southhaven	57136	988290	\$8,800 00	open
5/13/03	Tulsa	150571	988289	\$34,100 64	open
5/14/03	Southhaven	56992	988164	\$18,240 00	open
5/14/03	Southhaven	57135	988447	\$8,800 00	open
5/15/03	Southhaven	57139	988641	\$15,062 40	open
5/27/03	Southhaven	57385	991020	\$42,672 00	open
			Total .	\$161,441,00	-



E901109060 CAGLE'S INCLIDUN 2000 HILLS AVENUE

(404) 355-2820 FAX 404 355-9326

ATLANTA, GEORGIA 30318

BILL TO

REMIT TO

CAGLES, INC. GAOGABE ATLANTA, GA BOSES

INVOICE NUMBER : ..

987299

SHIPPING INSTRUCTIONS DONTRELL 18482

SHIPPED TO

Fleming Fuods F C Box 24810 Oklahoma City, OM 73:24-4810

FLEMING FOODS 2929 STATELINE RD Southhaven MS 38071

USTOMER NO	PURCHAS	E ORDER NO	INVOIC	E DATE			PAYMENT TE	ERMS
c64149	56652		05/	08/500	23	NET 10		
HIPPED FROM	,	FREIGHT	REIGHT			BROKER NA	ME	- KT
arry Processing		FOB - Custom	CASES ORDERED	ock				
DESCRIP	DESCRIPTION			CASES SHIPPED	POUN	DŞ SHIPPED	~ PRICE	AMOUNT :
F BRST TDR 10/4 F PARTY WINGS 1 F BNLS SKLE BRS	07.4#	6647 722 891	200 100	200 100	8		1 5000 1 5500	5,400 00 7,120 00 6,600 00
					+ 3.	gans the sale of t		
and the second of the second o	-		The state of the s	- A water to be		* * * * * * * * * * * * * * * * * * *		
¥ ~ ~	the property of	The state of the s	- * · ·					
r gi	y - proper		7	* - " - "	T. A.	The second secon	***	and the second second
~ ~ *	s f	1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	** & **		13 14 X 1 3		-	
٧			) ) ) ) ) ) ) ) ) ) ) ) ) ) ) ) ) ) )		m	nge gge str Sty park agen sak		
PLEASE RETURN YELLOW INV		INVOICE TOTALS	390	390	15	600 00	AMOUNT DUE	19, 120 00

'AY FROM INVOICE NO STATEMENT WILL BE MAILED

					22227		А	7898860	138	TO CO	RP SA	LE		P 03
DEC 17	2003	15 35	FR C	AGLES/	PERR!	Y	4	7690000	, DO				per's No	
						<u> </u>	NOT NEGO		RT	FORM		11- 1	8482	<u>-</u>
				~~		~1~	-E-NOT NEGO	IABLE	5	597	C	arriario Na		
		all the	<b>(67)</b>		of Carrier)			·		(SCAC	<u>;)</u>	211161 5 INO		
		GA 31069	in ethical in	effect on the da	te of the iss <b>20</b>	ue of this Bili ク		C 4 C 1 E 10						
Sperty	described bel	ow in apparent	good order	except as note	d (contents	and conditi	From on of contents	CAGLE'S	nown)	marked con	signed and	destined as i	indicated bei	ow which sai
carrier (the v	vord carrier b	eing understood	throughout	this contract a ver to another	s meaning a carrier on t	ny person or he route to	r corporation in said destination	possession of the	e proper	ty under the	contract) ag arrier of al	rees to catry or any of sa	to its usual p	lace of delive over all or ar
conditions of	of the Unifor hisment or	n Domestic Str. (2) in the applic	aight Bill c	ty ar any time i of Lading set f r carrier classi	orth (1) in	n all or any Offic al Soi tariff if this	of said proper uthern Wester	n and Illinois F	reignt (	be periorm lassification	ed hereund is in effect	er shall be s on the date	hereof if the	is is a fail or
Shipper governs the	hereby certi transportation	nes that he is fa of this shipmen	maliar with	n all the terms and terms and o	and conditions a	tons of the	said bill of lad reed to by the s	of packages unka possession of the on It is mutually ty that every se in and Illinois F rrier shipment ling including the hipper and accep	hose on ted for	the back the nimself and h	reof set for	th in the cla	ssification o	r tariff which
Consign	ed to	Fle	min	102										
<u>.</u>	0	7111	10 41	0	MC	_		Deliv	_	(Maul or	street address o	consignas—Fo	r purposes of no	tification only)
Destinat	ion	ou / HAV	en	State	<u></u>	County	* To be filled	In only when shi	ery A	ddress .	erning laciff	provide for	delivery ther	eat >
Route _														
Deliverin	ng Carrier	Don-	Trel	1 TZ	HCKIN	u c	Car or Vehi	cie initials	8	3814	-	No -	776°	)
		<b></b>				0								
No Packages	+M	Kıı	nd of Pack	age Descriptx Marks and Ex	on of Article ceptions	s Special		WEIGHT (Subject to	o 	Class or Rate	Check Column	applicable b	ill of lading if the red to the con	Conditions of his shipment is signee without
90		647	· E	nst	Tour	Pers		3600.	00			shall sign th	e following sta	the consignor tement
200		122		Buty	WINC			8000.				this shipmer	er shalf not m nt without pay r lawful charge	ake delivery of ment of freight is
100		891	1	3/5	BRET	~		4000	00			1		
												<u></u>		<del></del>
			SHIE	PING			······································	<del> </del>					nature of Cons	ignor) paid write or
		PO#		546	<del>}</del>	-	······································	<del> </del>					"To be Prepar	
		Transpor	<del>100</del>	-16	2	<del>-</del>						4		
		Soal#		776	32_	<del></del>		has						
		Verify		22		<u>.</u>	~	SED VERE	D,					
			Ü	The second				1				Recd \$		to
					-TTINE		<u> </u>		1	2 -		apply in prep	sayment of the	
			TINU -	TEMP S	FILIMO				1					
						92	== -	<u> </u>	1					
			VER	IFIED BY	-4	PINT N	AME	Moent	12	90.		^	gent or Cashie	r.
					70	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		le	ZZZ	197	<del>~~~~~</del>	Per	ture here ackn	and address of the
		D-17. A- 1					15	1/	-5	4		the amount	prepaid )	owiedges only

Pallets In Pallets Out If the shipment moves between two ports by a carrier by water the law requires that the bill of ading shall state whether it is carrier s or shipper's weight OTE—Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property is hereby specifically stated by the shipper to be not specifically.

The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon, and all other requirements of the Consolidated sight Classification.

t Shipper's imprint in fleu of stamp not a part of bill of lading approved by the Interstate Commerce Commission

Charges Advanced

CAGLE'S, INC

Shipper, Per

Agent, Per

rmanent post office address of shipper 250 GA HWY 247 SPUR - PERRY, GA 31069

Mark with X to designate Hazardous Material as defined in Title 49 of the Code of Federal Regulations

MISCELLANEOUS CHARGE

TOTAL CASES

TOTAL WEIGHT

TOTAL CHARGE

1210

4001470

760.00



ショナト いいいいけい CAGLE'S INCDARLEEN73

2000 HILLS AVENUE ATLANTA, GEORGIA 30318 (404) 355 2820 FAX 404-355 9326 REMIT TO

CAOLES, INC

INVOICE NUMBER 988319

SCHAFER TPUCKING COMPANY

BILL TO

SHIPPING INSTRUCTIONS BOL#9-26176

SHIPPED TO

FLEMING FOOD P O BOX 24760 OKLAHOMA CITY, OK 73124-4760

MASSILLON PSC C/O SHERWOOD FOOD DIST 16625 GRANITE RD MAPLE HEIGHTE OH 4413

STOMER NO. 445131	PURCHASE ORD	ER NO		E DATE 09720	oĝa -	PAYMENT TERMS NET 10				
PPED FROM	The property of the first of th	GHT A STATE			14813	BROKER NA	ME , , ,			
llirsville Process				OCK	. BOUN	DS SHIPPED	PRICE -	Z AMOUNT S		
DESCRIPTION			CASES	CASES				AMOUNT		
& BELG SUGSEL KATE	<b>-41</b> #1	23288	188 288	200	2	<i>3</i> 20. <u>10</u>	8900.	2-551-18		
VOKY AERU DELI GO	(26-50#)	57180133	200	200	5	490 00	7 <b>500</b>	4, 337 10		
MON-HERB DELL WOR	(24-30#1 TV	57180134	100	<b>3100</b> 3	74 C. R.	880.50		2, 275. 60		
The first of the state of the s					TO SEE SEE	5. 5. F. E. S. S. C	"remarks as the ""			
			T H	THE L	53.25	I BLI				
The state of the s	averentle all s			A Private Linit L		to a suit the suit had some	-4 max 2 m 2 m 2 m 3 m 3	A PARTY TO A LANGUAGE AND A LANGUAGE		
				. 35.75	V. Willy	BEAT.				
The state of the s	induse Latinsia Miss. 4 Aug. T 400						THE CAN'S MANAGE	Samuel of the state of the same of the sam		
							ETT TE	Fig. 42.43		
STATESTAL AND STATE AND	PD seeds and protection was mind a power and use	TO STANDARD TO STANDARD OF ASSESSED	The state of the s		}					
							Z TEST			
					]					
			THE SE		F3437 7	A MAN TO SERVE THE SERVE T	17 57 75			
			onedon a augustustió trainneac			ANNO JE WYO' . YARRAN		y programmy and a programmy of the		
				i i i				7- 1-1-3-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-		
EASE RETURN YELLOW INVOICE	COPY	INVOICE	600	600	18.	034 10	AMOUNT DUE	14,645 96		
TH REMITTANCE TO INSURE PRO	OPER CREDIT	WIO INTO		<u></u>	<u></u>		DOE			

LY FROM INVOICE NO STATEMENT WILL BE MAILED

The particle of the committee and committee and committee of the dead and of boding loves and of the committee and committee and committee and of boding loves and committee and committ mins per passing biguest to by the enthance and occupated for beinger and the dest and of looking, most grown has a CAGLES INC. ~ 2-George Cagle Drive . Collinaville, AL 36961 Al 26116 9 CARRESTO NO Pleaing Food COMPIONE DESTINATION Massillon, OR PON 659407 FERRIT CLASSING SECTION OF CAR OR VEHICLE QQQ (NUSUECT TO CORR) Attaiged to Banatus 7 or operationers of operations tall on latting. If the origination is to be debiased to the constitution on mouse on the consideration with the constitution and single the theory attainment. The control of the constitution of *20*0 56735 100 490.-*10*0 FLEMING COMPA NC GASE O RECEIVED. THE OWNER OF CASES REFURED CABES SHORT LOCKE OCIS HOLL BE MANY MINES AT CASES OVER NO CLAMA PAR SHOUT WITHING BE QUALITY " RECEIVED BY M of City E RELEASED VALLEY & N MOTURED UPON RECEIPT OF PRODUCT DAIVER Z PRINTS BY TILIPHONE ! DI ZIA SEAL O Š PLACAROS BUPPLIED O YES O NO DRIVER & SIGNATURE Services Control Canality That is to certify that the above-timed materials are properly calculated parameter marked and aboved and are in proper condition for emperation according to the applicable regulations of the Dopartment of the importation EN EUGENCY DESPONSE PHONE NO If the definition remains to become the parts by a directs by make one (see from the fall of laring stead points withinks to "Carriers" or strike the parts of th COD SIMPMENT COD AMIL DARROT WEIGHT IS Collection Fam. CAGLES INC. Total Charges George Cagle Drive « Collimotte, AL 30001 Shipper, Par irmanism post office address of shipper Order and must sign the Original Bill of Lading Francist is the breaked and a sale of the sale of



0500011143 CAGLE'S INCLIJUN

2000 HILLS AVENUE ATLANTA, GEORGIA 30318 (404) 355-2820 FAX 404 355 9326

REMIT TO

CAGLES, INC. GA00432 ATLANTA, GA 30353

INVOICE NUMBER \*\*\*



SHIPPING INSTRUCTIONS WEEBAR 18582

SHIPPED TO

Freming Foods P O Box 24810 Orlanoma City, OK 73124-4810

FLEMING FOODS 2929 STATELINE PD Southhaven MS 38671

USTOMER NO	PURCHASE ORDE	R NO.	INVOICE DAT			PAYMENT TE	RMS
564149	56992		05/13/		NET 10		
HIPPED FROM	FREIC	HT FREE SACTOR			BROKER NA	WE	
arry Processing	FOI	the second secon	ers Dock				
DESCRIPTION :	14 1	PRODUCT COOE	CASES CASES ORDERED SHIPPE	POUN	IDS SHIPPED	PRICE ~	AMOUNT -
OF PARTY WINGS 10/44 OF BNLS SMLS BPST 10	7.7.1.2.2.7	871	360 30		400.00 1000.00 1400.00	1.5000 1 5500	3, 600, 00 10, 690, 00 3 760 00
		EEEES				and the set we want	The state of the s
The state of the s						ama make C	V med of an about the state of
	A STATE OF THE STA					272.4	
The fact of the state of the st	The state of the state of			- 22			- " - " - " - " - " - " - " - " - " - "
The state of the s							1 - 24 C = 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2
				T ST T	E WA		And the first of the same of t
Section 1							
LEASE RETURN YELLOW INVOICE O		INVOICE TOTALS	420 42	16	" 800 00	AMOUNT DUE	18, 240 00

BILL TO

'AY FROM INVOICE NO STATEMENT WILL BE MAILED

					and the state of t			11- 18582
	- commented to the party of the		The state of the s	OHIGINAL—NOT NEGO	DTIABLE	A CONTRACTOR OF THE PERSON AND ADDRESS OF TH		Carrier's No
			(Name of Carr	ier) the issue of this Bill of Lading		(SCA	2)	
	DEDDY	GA 31069	5//3	20 A Z From	CAGLE'S, IN	IC		
the property carrier (the value at said desti- portion of sa- conditions rail water s Shipper	described be word carrier be ination if on aid route to die of the Uniform or thereby cert	low in apparent good of being understood throus its route otherwise to estination and as to eac rm Domest c straight (2) in the applicable r liftes that he is familial to of this shument and	rder except as noted (conhout this contract as me deliver to another carried party at any time interest of a factor of arriver classification with all the terms and the said terms are the said terms are the said terms are the said terms are	ntents and condition of content ning any person or corporation er on the route to said destinal sted in all or any of said prop (1) in Official Southern West on or tarif if this is a motor e conditions of the said bill of la	s of packages unknown in possession of the proping the proping that every service and filling service are shippers shippers and service that every service are shippers and are shippers and are proping those the propers and are not serviced for the service and are not serviced for the propers and are not proper and are not propers.	) marked con- perty under the ed as to each to be perform t Classification on the back the	s gned an contract) a carrie of a carrie of a carrie of sed hereur ns in effect ereof set fus assigns	d destined as indicated below which sail igrees to carry to its usual place of deliver all or any of said property over all or an ider shall be subject to all the terms and it on the date hereof if this is a rail or forth in the classification or tariff which
Consign	ned to	Flemin	9			(Manion	street addres	s of consignee—For purposes of notification only)  fla provide for delivery thereat )
Destinat	tion <u>So</u>	uthaven	StateS	County	Delivery	Address	*	fle maying for delivery theres: )
Route _		**************************************						
Deliverii	ng Carrie	r Week.	ar	Car or Veh	ncle Initials	280		No 6007058
No Packages	нм	Kind of i	Package Description of Marks and Exception	Articles Special ons	WEIGHT (Subject to	Class or Rate	Check Colum	applicable bill of lading if this shipment is to be delivered to the consignee without
60		#647-	Trnders		2,400 00		.,	recourse on the consignor the consignor shall sign the following statement
300		# 722 -	PACTY W.	ngs	12,000 00	<b>3</b>		The camer shall not make delivery of this shipment without payment of freight and all other lawful charges
60		# 891 -	Breast		2,400 00	1		
								(Signature of Consignor)
420	<	7	OTAL -		16,800.00	, i	1	If charges are to be prepaid write or
-		Doll						stamp here "To be Prepaid"
	200	# _	56992			-		
	100	/ VIRANSPO	ORT@ -	19		1		
1/4	17.	SEAL #_	000 705	8	INIT TEMP SET			Rec d \$to
5	17,000	VERIFY	bene	14	SET	TING =		apply in prepayment of the charges on the property described hereon
	13	- Jac	1	- 4	RIFIED BY.		-10	
<del></del> ,	4 73					*CA	ļ	Agent or Cashier
		<del>{</del>			<del> </del>	PRINTA	AME	Per
		Dallata la	23 2011					(The signature here acknowledges only the amount prepaid)
If the shipmer	nt moves betwe	Pallets In	water the law requires that	ets Out( the bill of lading shall state whether i	t is carriers or shippers we	eraht	L	Charges Advanced
NOTE-Where	the rate is depe	indent on value shippers are	required to state specifically in cifically stated by the shipper to	writing the agreed or declared value of	the property	•		
	<del></del>		pe					\$
† The fibre box Freight Classi	esused or this lication	shipment conform to the sp	ecifications set forth in the bo	ox maker's certificate thereon and al	other requirements of the	Consolidated		Shipper's imprint in lieu of stamp not a part of bill of lading approved by the interstate Commerce Commission.
CAG	LE'S, II	NC	Sh	ipper, Per lan Bon	166		Agent,	Per <
Permanent p	oost office add	dress of shipper 250	GA HWY 247 SPL	IR - PERRY, GA 3106	9			
			a	Mark with X to designate Hazes cetined in Title 49 of the Code of	ardous Material Federal Regulations			U
Į.			<del></del>		TOTAL			300 12 0000
		<b>A</b>		1	101712			299 102
						^ ~		REOSIVER
PREPA	ARED BY	lesy		PAL	LETS IN	<u> </u>	PAL	LETS OUT 8
TRUCK	C DRIVE	RS SIGNATURI	fay bed	128	HACCP C	CP'S VER	IFIED	yes gh
			, ,					Form # 11 102

REMIT TO

CAGLES, INC. GAGG432 ATLANTA, GA 30353-0103

INVOICE NUMBER

これなに

788270

Gemini Traffic Sales Inc

(404) 355 2820 FAX 404 355-9326

BILL TO

SHIPPING INSTRUCTIONS BOL#4-26242

SHIPPED TO

Fleming Foods
F J 307 24810
U-lanoma Ciry, Gh T3124-4610

TLEMINO FOODS 2929 STATELINE PE Southhaven MS 35071

STOMER NO.	PURCHASE ORD	ER NO	INVOICE		***	i	PAYMENT TE	RMS	
064149	57136		05/	(3/5003	NET				
PPED FROM	FRE	GHT ALCO CO	'- J. J. D	The second of	BROKER	NAME	*	r. ø	W. J.
ilinsville Process	ing FO	B - Custom							
DESCRIPTION	the the tensor that the tensor	PRODUCT	CASES ORDERED	CASES PC	UNDS SHIPP	ED~	PRICE	~~ .* AN	IOUNT A
9.0 tra F7.4/10		15380140	1000		40.000		2200	8.5	(00,00 *********************************
The state of the s	A THE STATE OF THE			<b>2</b> 5.7 5.5		422	he the	age of the second secon	
							ger sa. ger ger gegen st gegen st gegen ster		
	The second of th				1 2 2 2	- 2			
						" = Z			
							The Car	11.75	
	The state of the s				The same		a succession	- <del>*</del> * * * * * * * * * * * * * * * * * *	
	on the second of		32.VI					17 2	
EASE RETURN YELLOW INVOICE TH REMITTANCE TO INSURE PRO		INVOICE	1000	1000	40,000	00	AMOUNT DUE	9, 8	00 OO

ipper hereby cuttiffee	dow in accounting pood oppose, decrease as monad (coments and considered of considered of parkings individual a expension in presentation of the property small if the contents (given as users) for its usual place of each by of each property own and or approxime of each route to membration; and as so exert possible of the state of the content of th	des pact 6===/r	all de-	Testion or part which g			or the supposit to
		r r	DATE	Stillan	5149792	<b>.</b> 9	2624
om CAGL	E'S INC g Cagle Drive • Collinaville, AL 35961		·, ·	114103	CAPTE	M3 Ha	
Georgi		4	CAR	RIER			- ***
ı	Fleming	/	"	Cours Car	wit	ب	7
	2929 Stateline Rd Southaven, MS	<i>&gt;</i>	⟨ <u>V</u> ;	<u>.                                    </u>	}ı,		14 Del
(Signilanon Sac Sacaranon	ora circular Pio		ROUTE:	- v		RING CA	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	PO# 57136		CAR CE	(VBHIQLE	1/	7	
			LATIN	(BUT TO COAR)		0	2 1x (3.230)
HCA HCKAGES PA	DESCRIPTION OF ARTHUR	<del></del>	tho	(BULLECT TO CORR)	DH HATE	∸ ;	restructive tell of lactive to be conversed to in-
1000	15380 Leg 6/15			40000	1 1	10	on the column or the co
(AUZ)	1000 :- 9 9710					9	HILL CONTROL OF THE TANK AND AND THE TANK AND AND THE TANK AND AND THE TANK AND AND THE TANK AND
					+	_	20,000
					1 [		
			+		+		
-01-22-11 ~							120
						=	To president of the principal of the pri
}			ֈ ֈ		4	— '	n ed St. evel com
	1// 17		1 1				, A
			+		+		* '
	100	1					
	1 / Rec 2/00	$\Delta L$	+	<del></del>			
		$\cap$					
	1-14	5					
	7					L.,	Personal S
							he properly risections
						$\vdash$	
			1				
			1			Π.	Agent or C
	LOAD LOCKS		_ļ				, Agent or C
	NO CLAIM FOR SHORT WEIGHTS UR QUALITY				13		
	WILL BE ALLOWED UNLESS SHIPPING PLANT			E14	-	H	
	IS NOTIFIED UPON RECEIPT OF PRODUCT		Ì	nol John	<b>J</b>		<u> </u>
	PALLETS IN 3 PALLETS OUT 5 PALLETS RETURNED TO	DRIVER	T ,	VUAT 100	موال الم	1	The Signature (1976 A
	TELEPHONE ZIG-SR4-2147			1,000	<del>- 100</del> -	<del>                                     </del>	why the served prop
	SEALT MID 1778			100			Charges A
	DRIVER & SOUTH			ENESORNES MESSONEE	PHYSIC IIO		
PLACARD9 9UI	PPLICO D YES D NO						
SHEPERS CERT	FROATIONS This is to carrier that the electromatined meterials are nd, packaged, marked and londers and are in proper constitute for						
CHARGOLIERON SECTION	Might to the experience codingetous of alle polygraphic or manifecture.	<del> </del>		TITLE			CODSH
f the distribute sales	a between two parts by a confer by water the law regulate that the DI ST laces Will state wreater it is It lies up to the principle a part of DI of Lacing approved by the Internation Community Compression.	Laufler's or enapperis new	ght"				COD Ami
The second or seeing	It first set tempt not a part of Bill of hading approved by the interests commented comments commented to the manufactual for additional to the manufactual for additional to be made of the approved of decisions with additional of the property of hands approved to the interest of the property of hands approved to the interest of the property of hands approved to the interest of the property of hands approved to the interest of the property of the interest of the property of the interest of the property of the interest of	of the property					Collection Fee
	ENT IS CORRECTLY DESCRIPED	the specifications					Total Charges.
CORRECT WEIG	set forth in the box makers mutilliants thanks was strong to the Connectificated Project Connectificated Connectificat	The same			Sh	loper	, Gray Strain year
THE REPLET IN THE PERSON NAMED IN		7/1		<u> </u>			



CAGLE'S INCLIDUN 2000 HILLS AVENUE ATLANTA, GEORGIA 30318

(404) 355 2820 FAX 404 355-9326

0500011153

**BILL TO** 

REMIT TO

INVOICE NUMBER

SHIPPING INSTRUCTIONS WEEBAR 18646

SHIPPED TO

Fleming Foods P O Box 24810 Oklahoma City OK 73124-4810

FLEMING FOODS 2929 STATELINE PD Southhaven MS 38671

USTOMER NO ちち41 49	PURCHAS 57135	E ORDER NO	)		E DATE 14/20	оз *	PAYMENT TERMS NET 10				
HIPPED FROM Processing	ž.v.	FOB -				BROKER NA	ME 7				
JESCRIPTION	8 <sub>24</sub>	2 4 3	PRODUCT	CASES ORDERED	CASES SHIPPED		DS SHIPPED	? CPRICE	AMOUNT		
In 4/10# LEG GTRS			53410	1000	1000	AO Zás	,000.00	2200 200	8, 800, 00		
The state of the s	The Second Secon		and the first	7.7	to the second to the second			123			
The state of the s	the same of the fit of			* * * * * * * * * * * * * * * * * * * *				on e Recont			
A STATE OF THE STA		THE REAL PROPERTY.						The state of			
			Tara	1 2 2 2 2 2 2	l						
	AND					2 Lord					
The second of th	A STATE OF THE STA	*		12.4	2.3						
A THE SAME AND A STATE OF THE SAME AS A STATE OF THE SAME OF THE SAME AS A STATE OF THE SAME AS A STATE OF THE SAM				1	<del> </del>						
LEASE RETURN YELLOW INVOIC		**************************************	INVOICE A	1000	1000	40.	,000 00	AMOUNT DUE	8,800 00		

PAY FROM INVOICE NO STATEMENT WILL BE MAILED

Permanent post office address of shipper 250 GA HWY 247 SPUR - PERRY, GA 31069

Mark with X to designate Hazardous Material as defined in Title 49 of the Code of Federal Regulations

IVLUI

3900,00

Phone #	Fax#					
601 632-0126	601-632 0129					



CAGLE'S INCLIJUN

2000 HILLS AVENUE ATLANTA GEORGIA 30318 (404) 355 2820 FAX 404-355 9326

BILL TO

REMIT TO

CAGLES, INC GAOO432 ATLANTA, GA 30353-010

INVOICE NUMBER

788641

SHIPPING INSTRUCTIONS WEEBAR 18635

SHIPPED TO

011111201

Fleming Foods P G Bo. 24810 Oklahoma City. OK 73124-4810

FLEMING FOODS 2929 STATELINE RD Southhaven MS 38a71

USTOMER NO ちと4149	9URCHA9	CHASE ORDER NO			CE DATE 15/20	003	NET 10	PAYMENT TE	ERMS	
HIPPED FROM	* / ~	FREIGHT						ME	*	
erry Processing		FOB	OB - Custome		ers Dock		~	~	* 4	
DESCRIPTION		y- "	PRODUCT	CASES ORDERED	CASES SHIPPED	POUN	DS SHIPPED	PRICE -	AMOUNT &	
TEG OTRS	4# ## / 1/2 1/2	- 4."	्रक्रवर्रहें	300 <b>498</b>	300 498	医扩充	920. 88 920. 88	8900 2200	10. 680.00 4. 382. 40%	
	na sprijaren Kajaren Abraden nam 1806	8 3c 8 y		and Brand		3				
The second secon		,		in the same			The state of the s	. n. n.		
The second secon	is after more soften.			Y . 2 175				T - "	gan and ganger and region of the second of t	
The state of the s							en cando usos procursos en un regionalita	The state of the s		
The same of the sa	t the	1.7-5	Arguma 3 To To	E des		5:	20	age was per the con-		
	man Fr X	##.	in the same of		7 7		·	***	The second secon	
	Jac .	ga.		238	gran gran mayor	run Tulik		and Self-self-self-self-self-self-self-self-s	an to the state of	
LEASE RETURN YELLOW INVOIC			INVOICE	798	798	31,	920 00	AMOUNT DUE	15.062 40	

CAGLE'S, INC

Shipper, Per

Permanent post office address of shipper 250 GA HWY 247 SPUR - PERRY, GA 31069

Mark with X to designate Hazardous Material as defined in Title 49 of the Code of Federal Regulations

I nank you for your ousiness

Total

Agent, Per

\$650 00

Phone #	Fax#		
601-632-0126	601-632 0129		

CAGLE'S INC DARLEEN73

2000 HILLS AVENUE ATLANTA, GEORGIA 30318 (404) 355 2820 FAX 404 355-9326

REMIT

CAGLES, INC. GAOO432 ATLANTA, GA 30353-0103

INVOICE NUMBER

788289

HENDERSON, EARL L TRUCKING CO

BILL TO

SHIPPED TO

FLEMING FOOD P 0 907 24760 OKLAHOMA CITY, OK 73124-4760 FLEMING COMPANIES, INC 420 S 145TH EAST AVE TULSA ON 7418C

SHIPPING INSTRUCTIONS BOL#9-26263

STOMER NO 445131	PURCHASE ORD	PER NO	INVOICE D	DATE 3/£003	NET 10	PAYMENT TE	RMS
		IGHT_Z	E. L.		BROKER NA	ME ;	a a law and
llinsville Proces	sing FO						
DESCRIPTION			CASES SORDERED S	CASES POUN	DS SHIPPED	* PRICE	AMOUNT
器队是:78333军	40#32-722	23288 23288	1008		1991. <b>93</b> .	87Ab,	34, 100, 44
	The second secon					**************************************	
				Fall Bed		7 7	
		1 2	7			p + 12	
		! !	ask on the			NO NORM ANNOTES OF	Security Security
			1				
						# pr "	
		+ 1	1			AMOUNT	
EASE RETURN YELLOW INVOIC TH REMITTANCE TO INSURE PR Y FROM INVOICE NO STATEME	OPER CREDIT	INVOICE	1004 1	009 38	,901 60	DUE	34, 100 64

DEC 18 2003 08 14 FR CAGLE 5 COLLINSVILLED 524 2310 10 CORP DOWNSIALKS

RECEIVED authors to the classifications and inequity illed buffle in effect on the date of issue of this Original Bill of Lading

P W5/W/

BY TRUCK

# 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 October 25, 2005, document(s) were appended to Claim Number **15264** for the following reason(s)

$\boxtimes$	Stipulation
	Proof of Payment
	Change of Address Request dated
$\boxtimes$	Withdrawal Notice
X	Other Docket Number 11985 FOD 10/25/05

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re		Chapter 11
FLEMING COMPANIES, INC, et al., 1		Case No 03-10945 (MFW)
	Debtors	(Jointly Administered)
PCT, v CAGLES, INC,	Plaintiff,	Adv Pro No 05-76796 (PBL)
	Defendant.	

STIPULATION BY AND BETWEEN PCT AND CAGLES, INC. RESOLVING. (I)
ADMINISTRATIVE CLAIM OF CAGLES, INC. [CLAIM NO. 15264]; (II) PCT'S
THIRTY-FIFTH OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE) SOLELY
TO THE EXTENT IT RELATES TO ADMINISTRATIVE CLAIM
OF CAGLES, INC.; AND (III) OVERPAYMENTS
AND DEDUCTIONS CLAIMS IN ADVERSARY PROCEEDING

Plaintiff PCT ("PCT") together with Cagles, Inc ("Cagles") hereby stipulate (the "Stipulation") as follows regarding (i) the Administrative Claim of Cagles (Claim No 15264) (the "Administrative Claim"), (ii) PCT's Thirty-Fifth Omnibus Objection To Claims (Substantive) (D I 11334) (the "Claims Objection"), solely to the extent the Claims Objection relates to Cagles' Administrative Claim, and (iii) the overpayments and deductions claims

Docker #11985 end 10/25/05

The former Debtors whose cases are still open are Core-Mark International, Inc , Fleming Companies, Inc , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , General Acceptance Corporation, Head Distributing Company; Marquise Ventures Company, Inc , and Minter-Weisman Co

asserted in the above-captioned adversary proceeding (the "Adversary Proceeding"), and further stipulate as follows

WHEREAS, on April 1, 2003, the above-captioned, post-confirmation debtors (the "Debtors") filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"),

WHEREAS, on July 27, 2004, this Court entered an Order confirming the Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code (the "Plan"),

WHEREAS, pursuant to the Plan and the Post-Confirmation Trust Agreement dated August 19, 2004 and executed in connection with the Plan, the PCT was created and empowered with the authority to, among other things, prosecute claims of the Debtors as well as object to and resolve claims filed by creditors of the Debtors against the Debtors' estates.

WHEREAS, subsequent to the Petition Date, Cagles filed a request for allowance and payment of an administrative expense claim (Claim No 15264) (the "Administrative Claim") against the Debtors' estates, pursuant to which Administrative Claim Cagles sought allowance and payment of \$161,441 00 as an administrative expense,

WHEREAS, on June 30, 2005, PCT filed the Claims Objection, pursuant to which PCT sought to disallow and expunge Cagles' Administrative Claim, and as such identified Cagles' Administrative Claim on Exhibit "A" to the Claims Objection,

WHEREAS, on March 22, 2005, PCT filed the Complaint (A.D.I. 1) (the "Complaint") against Cagles, pursuant to which PCT sought (1) to avoid and recover \$263,139.24 in allegedly preferential transfers (the "Preference Claim"), (11) to recover

\$8,670 00 in post-petition deductions allegedly owed by Cagles to Debtors (the "Deductions Claim"), and (iii) to recover \$237,003 60 in overpayments allegedly owed by Cagles to Debtors (the "Overpayments Claim"), and

WHEREAS, subsequent to the filing of the Claims Objection and the commencement of the Adversary Proceeding, respective counsel for Cagles and PCT entered into negotiations with respect to the Administrative Claim, the Claims Objection, the Deductions Claim and the Overpayments Claim

NOW, THEREFORE, in consideration of the foregoing, plus additional valuable consideration, the receipt and sufficiency of which is hereby acknowledged, PCT and Cagles hereby stipulate as follows

- Cagles' Administrative Claim shall be reduced and allowed as an Allowed Administrative Claim pursuant to the Plan in the amount of \$81,037 40, which shall be paid by the Debtors within 30 days of execution of this Stipulation
- The Claims Objection shall be withdrawn solely to the extent it objects to Cagles' Administrative Claim. This Stipulation shall not affect the Claims Objection as it relates to the claims of parties other than Cagles.
- The Overpayments Claim and the Deductions Claim components of the Complaint in the Adversary Proceeding are hereby resolved, and PCT shall not seek to obtain any recovery in the Adversary Proceeding on account of the Overpayments Claim or the Deductions Claim
- 4 The Preference Claim component of the Complaint in the Adversary Proceeding is not resolved by this Stipulation, and nothing in this Stipulation shall affect the

Preference Claim in any respect PCT and Cagles specifically reserve all of their respective rights with respect to the Preference Claim.

Dated 10 21 05 , 2005

David M Fournier (DE No 2812)
Wilmer C Bettinger (DE No 359)
James C Carignan (DE No 4230)
PEPPER HAMILTON LLP
Hercules Plaza, Suite 5100
1313 N Market Street
P O Box 1709
Wilmington, DE 19899-1709
Telephone (302) 777-6500
Facsimile (302) 421-8390

Amanda E Gregory, Esq KIRKLAND & ELLIS LLP 777 S Figueroa Street Los Angeles, CA 90017-5800 Telephone (213) 680-8400 Facsimile (213) 680-8500

Attorneys for PCT

Kevin A Guerke, Esq

Livin Luch

SEITZ, VAN OGTROP & GREEN, P A

222 Delaware Ave, Suite 1500

PO Box 68

Wilmington, DE 19899-0068 Telephone (302) 888-7607 Facsimile (302) 888-0606

- and -

BYRNE, DAVIS & HICKS, P C John H Patteson, Jr Suite 1460, Tower Place 100 3340 Peachtree Road, N E Atlanta, Georgia 30326 Telephone (404) 364-1460

Attorneys for Defendant Cagles, Inc

# 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 November 9, 2005, document(s) were appended to Claim Number 15264 for the following reason(s)

Stipulation and Agreement
Proof of Payment
Change of Address Request dated
Notice of Withdrawal of Claim
Other Docket Number ###

POC# 15264

Fleming Companies, Inc - Estate

34874

being Companies, the Being					
REFERENCE NO / DESCRIPTION	N	INVOICE DATE	INVOICE AMOUNT	DISCOUNT TAKEN	AMOUNT PAID
Account Payables -	CAP			1	81,037 40
				,	
				-	
				•	
				1	
				All values	
				•	
				ſ	
CHECK DATE- CHECK NUMBER	PAYEE			DISCOUNTS TAKEN	CHECK AMOUNT
	CAGLE'S INC			DIOCOCIT LO JAINE	\$81,037 40

THE BACKGROUND OF THIS DOCUMENT IS PRINTED IN COLORED INK	
	A CONTRACTOR OF THE PROPERTY O
Fleming Companies, Inc - Estate	34874
New York Controlled Disbursaries	
Terror and the second s	ا مربو و الآثار
July Worth Sharriet	
TOP THE STATE OF T	1, w 1 × 210 x 1 , 3 1
The state of the s	
TO CHECK THE TANK THE PARTY OF	IP WEST IN AMOUNTS VESTERAL
34874 Nov 4, 2005	***************************************
Eighty-One Thousand Thirty, Seven and 40/100 Dollars	1 2 2 2
The state of the s	
CAGLESINC CAGLESING	18 76 3 165
	1 P 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
ATTN ACCOUNTS RECEIVABLE	SAAAAAA MARAA
PQ BOX 4664	
Matter ATLANTAFGA 30302	COCOCOCO
Apultorized Signature .	
THE THE PARTY OF T	
3, -	

#0034874# #021000021# #904047075#