

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		ADMINISTRATIVE CLAIM
In re <b>Fleming Companies, Inc , et al †</b> Debtors	Chapter 11 Case Number Case No 03 10945 (MFW) (Jointly Administered)	
NOTE This form should only be used to make a claim for an administrative expense arising on or after April 1 2003 through and including October 31 2003 <b>IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO APRIL 1, 2003</b>		<input checked="" type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach a copy of statement given 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 this address differs from the address on the envelope sent to you by the court
Name of Creditor and Address <i>Alexander Global Promotions</i> <i>PO Box 52885</i> <i>Bellevue, WA 98015-2885</i>		
Creditor Telephone Number <i>425 637-0610 x 34</i>		
CREDITOR TAX ID #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here If this claim <input checked="" type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated <i>June 18, 2003</i>
<b>1 BASIS FOR ADMINISTRATIVE CLAIM</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death/property damage <input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages salaries and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (describe briefly)      Your social security number _____ <input type="checkbox"/> Contractual or lease obligations      Unpaid compensation for services performed from _____ to _____ <div style="text-align: right;">(date) (date)</div>		
<b>2 DATE DEBT WAS INCURRED</b> <i>04/25/03</i>		<b>3 IF COURT JUDGMENT, DATE OBTAINED</b>
<b>4 TOTAL AMOUNT OF ADMINISTRATIVE CLAIM</b>		<b>\$ <i>30,214.04</i></b> (Total)
If all or part of your claim is secured, also complete Item 5 below <input 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		
<b>5 SECURED CLAIM</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of set off) Brief description of collateral _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other _____ Value of collateral \$ <i>0.00</i>	<b>7 Offsets, Credits and Setoffs</b> <input type="checkbox"/> All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein <input checked="" type="checkbox"/> This claim is not subject to any setoff or counterclaim <input type="checkbox"/> This claim is subject to setoff or counter claim as follows _____	
<b>6 Please identify the Debtor against whom your claim is asserted†</b> <i>Rainbow Foods Group</i>	<b>8 This Administrative Proof of Claim</b> <input type="checkbox"/> is the first filed proof of claim evidencing the claim asserted herein <input type="checkbox"/> amends/supplements a proof of claim filed on _____ or <input checked="" type="checkbox"/> replaces/suspends a proof of claim filed on <i>June 18, 2003</i>	
<b>9 Assignment</b> <input type="checkbox"/> If the claimant has obtained this claim by Assignment a copy is attached hereto		<b>THIS SPACE FOR COURT USE ONLY</b>
DATE SIGNED	SIGN and print the name and title if any, of the creditor or other person authorized to file this claim (attach power of attorney, if any)	
<i>December 15, 2003</i>	<i>By Thomas A. Dieder, CFO</i> <i>Thomas Dieder</i>	<b>FILED</b>  <b>DEC 19 2003</b>  <b>BMC</b>

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

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



ATTACHMENT TO PROOF OF CLAIM  
OF  
ALEXANDER GLOBAL PROMOTIONS

This claim is based on a purchase order from Rainbow Foods dated 4/25/03

1	Lost profit	
	Sale price	\$41,316 00
	Cost of goods sold	<u>-26,451 96</u>
	<u>Lost profit</u>	<u>\$14,864 04</u>
2	Back charge by supplier for destroying merchandise Rather than billing Alexander Global Productions for the entire cost of the goods produced for this order, the supplier agreed to accept <u>\$5,350 00</u> in damages	
3	Total Claim	<u>\$20,214 04</u>

Ship to  
Rainbow Foods  
8000 Excelsior Blvd  
Hopkins MN 55343

order sent via email 4-25-03  
Deliver to  
Rainbow Foods  
8000 Excelsior Blvd  
Hopkins MN 55343  
Call for delivery appt 952-945-5372

# RAINBOW VENDOR DIRECT / CROSS DOCK PURCHASE ORDER

RAINBOW STORE # Hopkins Main Office  
RAINBOW CATEGORY MGR Paul Heppelmann  
DEPARTMENT GM

P O # ph42503  
P O ORDER DATE 25 Apr-03  
ARRIVAL DATE 25 Jun  
TERMS Net 30  
VENDOR NAME Alexander Global Promotions  
BROKER/VENDOR REP/PHONE Patrick Mazzuca 425-637-0810

QTY ORDER	QTY RCV'D	UPC NUMBER	ITEM DESCRIPTION	PK	SIZE	FQSP	O I ALLOW	BB ALLOW	NET CASE COST	NET UNIT COST	RETAIL \$\$\$	% GROSS MARGIN	EXTENDED COST
417			Marian Gaborik Bobble Head	12	1	66 00			\$ 66 00	5 50	\$ 9 99	44 94%	\$ 27 522 00
125			Manny Fernandez	12	1	66 00			\$ 66 00	5 50	\$ 9 99	44 945%	\$ 8 250 00
84			Kuba	12	1	66 00			\$ 66 00	5 50	\$ 9 99	44 945%	\$ 5 544 00
									\$	#DIV/0!		#DIV/0!	\$ -
			All bobbleheads need to be numbered						\$	#DIV/0!		#DIV/0!	\$ -
									\$	#DIV/0!		#DIV/0!	\$ -
			Rainbow Foods in entitled to a 3%						\$	#DIV/0!		#DIV/0!	\$ -
			advertising allowance						\$	#DIV/0!		#DIV/0!	\$ -
									\$	#DIV/0!		#DIV/0!	\$ -
			in addition to the 626 cases listed above						\$	#DIV/0!		#DIV/0!	\$ -
			Rainbow Foods will receive 5 cases of						\$	#DIV/0!		#DIV/0!	\$ -
			Manny Fernandez and 5 case of Marian Gaborik						\$	#DIV/0!		#DIV/0!	\$ -
			at no charge						\$	#DIV/0!		#DIV/0!	\$ -

0

STORE NUMBER \_\_\_\_\_  
STORE ADDRESS \_\_\_\_\_  
STORE PHONE \_\_\_\_\_

STORE SIGNATURE \_\_\_\_\_  
BROKER/VENDOR SIGNATURE \_\_\_\_\_

FLEMING DRIVER \_\_\_\_\_  
RAINBOW SIGNATURE \_\_\_\_\_  
DATE DELIVERED \_\_\_\_\_

FLEMING BACKHAUL  
YES OR NO  
(CIRCLE ONE)  
PALLET COUNT \_\_\_\_\_

INVOICE SUBTOTAL 41 316 00  
+ FREIGHT CHARGE -  
+ STOP CHARGE \_\_\_\_\_  
= INVOICE TOTAL \$ 41,316 00

INVOICE TOTAL 41 316 00  
WAREHOUSE UPCHARGE \_\_\_\_\_  
CROSSDOCK FEE \_\_\_\_\_  
STATEMENT TOTAL \$ 41,316 00

# SNODGRASS & WARREN, INC., P.S.

MARTIN E. SNODGRASS  
Attorney at Law  
10900 NE 4<sup>th</sup> St #850  
Bellevue WA 98004  
(425) 454-4122  
(206) 624-8330  
(425) 454-4248 Fax

RENEE C. WARREN  
Attorney at Law  
3302 Oakes Avenue  
Everett WA 98201  
(425) 783-0797  
(425) 745-9866  
Fax (425) 783-0238

*\*\* Reply to Everett office*

**June 18, 2003**

**LAURA DAVIS JONES  
919 NORTH MARKET STREET  
16<sup>TH</sup> FLOOR  
WILMINGTON DE 19801**

**RE Fleming et al**

**Dear Ms. Jones**

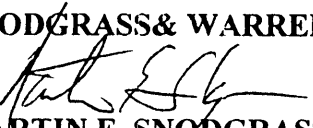
**I represent Alexander Global Promotions. On April 25<sup>th</sup>, 2003, one of your debtor entities, Rainbow Food Group, Inc., ordered merchandise from my client costing \$41,316.00**

**The order was canceled shortly thereafter, but not after my client had already ordered production of the goods in China. I have attached a copy of our Proof of Claim which contains the details.**

**I believe this is a Chapter 11 administrative expense. Would you please take a moment to either call me, e-mail me or write me advising me of when we could expect payment of this administrative expense?**

**Very truly yours,**

**SNODGRASS & WARREN, INC., P.S.**

  
**MARTIN E. SNODGRASS  
MES/LS**

**cc Tom Siedler**

JUN 19 2003



ATTACHMENT TO PROOF OF CLAIM  
OF  
ALEXANDER GLOBAL PROMOTIONS

This claim is based on a purchase order from Rainbow Foods dated 4/25/03

1	Lost profit	
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order sent via email 4-25-03  
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RAINBOW CATEGORY MGR Paul Heppelmann  
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P O # ph42503  
P O ORDER DATE 25-Apr-03  
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TERMS Net 30

VENDOR NAME Alexander Global Promotions  
BROKER/VENDOR REP/PHONE Patrick Mazzuca 425-637-0610

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			All bobbleheads need to be numbered						\$	#DIV/0!		#DIV/0!	\$ -
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			Rainbow Foods in entitled to a 3%						\$	#DIV/0!		#DIV/0!	\$ -
			advertising allowance						\$	#DIV/0!		#DIV/0!	\$ -
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			in addition to the 626 cases listed above						\$	#DIV/0!		#DIV/0!	\$ -
			Rainbow Foods will receive 5 cases of						\$	#DIV/0!		#DIV/0!	\$ -
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			at no charge						\$	#DIV/0!		#DIV/0!	\$

0

STORE NUMBER	_____
STORE ADDRESS	_____
STORE PHONE	_____

STORE SIGNATURE	_____
BROKER/VENDOR SIGNATURE	_____

FLEMING DRIVER	_____
RAINBOW SIGNATURE	_____
DATE DELIVERED	_____

FLEMING BACKHAUL YES OR NO (CIRCLE ONE)
PALLET COUNT

INVOICE SUBTOTAL	41 316 00
+ FREIGHT CHARGE	-
+ STOP CHARGE	_____
= INVOICE TOTAL	\$ 41,316 00

INVOICE TOTAL	41 316 00
WAREHOUSE UPCHARGE	_____
CROSSDOCK FEE	_____
STATEMENT TOTAL	\$ 41,316 00

**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 1, 2005, document(s) were appended to Claim Number **15291** for the following reason(s)

- ☐ Stipulation and Agreement
- ☐ Proof of Payment
- ☐ Change of Address Request dated
- ☒ Withdrawal of Omnibus Objection
- ☒ Other Docket Number 12005 EOD 10/31/05



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

In re	) Chapter 11
	)
Fleming Companies, Inc , <u>et al</u> , <sup>1</sup>	) Case No 03-10945 (MFW)
	) (Jointly Administered)
Debtors	)
	) Re Docket Nos. 11201, 11388
	)

**STIPULATION BY AND BETWEEN THE POST-CONFIRMATION TRUST AND  
ALEXANDER GLOBAL PROMOTIONS, INC. RESOLVING THIRTY-THIRD  
OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE) WITH RESPECT TO  
ALEXANDER CLAIM AND ALLOWING CLAIM IN A REDUCED AMOUNT**

The Post-Confirmation Trust (the "PCT") of the above-captioned post-confirmation debtors (the "Debtors") together with Alexander Global Promotions, Inc ("AGP" or, "Claimant"), by and through their undersigned counsel, hereby Stipulate to Resolve PCT's Thirty-Third Omnibus Objection To Claims (Substantive) (D I 11201) (the "Claims Objection"), with respect to AGP's Claim (Claim No 15291) (the "Claim"), And Allowing The Claim In A Reduced Amount (the "Stipulation"), and PCT and AGP further stipulate as follows

WHEREAS, on April 1, 2003, the above-captioned Debtors, including Fleming Companies, Inc ("Fleming"), filed voluntary petitions for relief under chapter 11 of the United States 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

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<sup>1</sup> 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

D # 12005 eod 10/31/05

United States Bankruptcy Code (the "Plan"), which Plan became effective on August 23, 2004, whereupon, the cash and other assets of the Debtors and their estates were transferred to the PCT, the RCT, or the Reorganized Debtors, as applicable,

WHEREAS, during the Debtors' main cases, AGP filed the Claim, asserting a claim in the amount of \$20,214 04 and seeking administrative priority and payment with respect to such claim,

WHEREAS, on or about May 31, 2005, PCT filed the Claim Objection,

WHEREAS, pursuant to the Claim Objection, PCT sought an Order from this Court disallowing and expunging the Claim, and

WHEREAS, subsequent to filing the Claim Objection, AGP filed a written response to the Claim Objection, and PCT and AGP, through their respective professionals, entered into negotiations respecting AGP's Claim

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING, plus additional valuable consideration, the receipt and sufficiency of which is hereby acknowledged, PCT and AGP hereby stipulate as follows

1 The Claim Objection is hereby withdrawn, solely to the extent that it relates to the AGP Claim

2 The Claim shall be allowed as an administrative expense priority claim in the amount of \$16,000 00 AGP agrees that it shall not be entitled to any distribution, other than as described herein, on account of the Claim that AGP has asserted in these cases

3 PCT shall cause payment to AGP to be made within thirty (30) days of the date hereof, by delivering a certified check in the amount of \$16,000 00 to the undersigned counsel to AGP

4 Neither this Stipulation, nor any other documents or filings related hereto, shall have any effect on the Claim Objection, except as described in decretal paragraphs 1 through 4 hereof

Dated October 28 2005  
Wilmington, DE

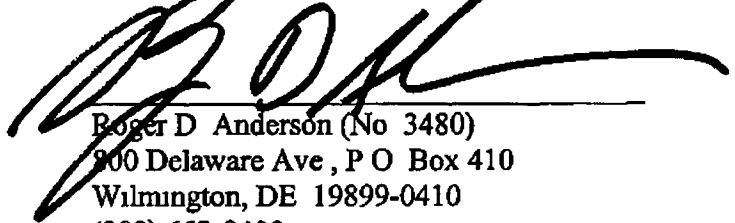
PEPPER HAMILTON LLP



David M. Fournier (No. 2812)  
James C. Cargnan (No. 4230)  
Hercules Plaza, Suite 5100  
1313 Market Street  
P.O. Box 1709  
Wilmington, DE 19899-1709  
(302) 777-6500

*Counsel to PCT*

SMITH KATZENSTEIN & FURLOW LLP



Roger D. Anderson (No. 3480)  
800 Delaware Ave., P.O. Box 410  
Wilmington, DE 19899-0410  
(302) 652-8400  
Email: Randeson@skfdelaware.com

*Counsel to Alexander Global Promotions,  
Inc*

**CERTIFICATE OF SERVICE**

I, James C Carignan, hereby certify that on October 31, 2005, I caused to be served the Stipulation By And Between The Post-Confirmation Trust And Alexander Global Promotions, Inc Resolving Thirty-Third Omnibus Objection To Claims (Substantive) With Respect To Alexander Claim And Allowing Claim In A Reduced Amount, upon the following entity via regular, first-class mail

Roger D Anderson, Esq  
Smith, Katzenstein & Furlow LLP  
800 Delaware Ave , P O Box 410  
Wilmington, DE 19899-0410

Dated October 31, 2005  
Wilmington, DE



---

James C Carignan (No 4230)

**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 1, 2005, document(s) were appended to Claim Number **15291** for the following reason(s)

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- ☒ Withdrawal of Omnibus Objection
- ☒ Other Docket Number 12005 EOD 10/31/05

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

In re	)	Chapter 11
	)	
Fleming Companies, Inc , <u>et al</u> , <sup>1</sup>	)	Case No 03-10945 (MFW)
	)	(Jointly Administered)
Debtors	)	
	)	Re: Docket Nos. 11429, 11515
	)	

**STIPULATION BY AND BETWEEN THE POST-CONFIRMATION TRUST AND  
MIDDLETOWN SQUARE ASSOCIATES RESOLVING THIRTY-THIRD OMNIBUS  
OBJECTION TO CLAIMS (SUBSTANTIVE) WITH RESPECT TO CLAIM AND  
ALLOWING CLAIM IN A REDUCED AMOUNT**

The Post-Confirmation Trust (the "PCT") of the above-captioned post-confirmation debtors (the "Debtors") together with Middletown Square Associates ("Middletown" or, "Claimant"), by and through their undersigned counsel, hereby Stipulate to Resolve PCT's Thirty-Sixth Omnibus Objection To Claims (Substantive) (D I 11429) (the "Claims Objection"), with respect to Middletown's Claim (Claim No 17490) (the "Claim"), And Allowing The Claim In A Reduced Amount (the "Stipulation"), and PCT and AGP further stipulate as follows

WHEREAS, on April 1, 2003, the above-captioned Debtors, including Fleming Companies, Inc ("Fleming"), filed voluntary petitions for relief under chapter 11 of the United States 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

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<sup>1</sup> 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

Docket 12035 enl 11-3-05

Reorganization of Fleming Companies, Inc and its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code (the "Plan"), which Plan became effective on August 23, 2004, whereupon, the cash and other assets of the Debtors and their estates were transferred to the PCT, the RCT, or the Reorganized Debtors, as applicable,

WHEREAS, during the Debtors' main cases, Middletown filed the Claim, asserting a claim in the amount of \$26,490 00 and seeking administrative priority and payment with respect to such claim,

WHEREAS, on or about July 29, 2005, PCT filed the Claim Objection,

WHEREAS, pursuant to the Claim Objection, PCT sought an Order from this Court reclassifying the Claim as a general, non-priority, unsecured claim, and

WHEREAS, subsequent to filing the Claim Objection, Middletown filed a written response to the Claim Objection, and PCT and Middletown, through their respective professionals, entered into negotiations respecting Middletown's Claim

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING, plus additional valuable consideration, the receipt and sufficiency of which is hereby acknowledged, PCT and Middletown hereby stipulate as follows

1 The Claim Objection is hereby withdrawn, solely to the extent that it relates to the Middletown Claim

2 The Claim shall be allowed as an administrative expense priority claim in the amount of \$13,200 00 Middletown agrees that it shall not be entitled to any distribution, other than as described herein, on account of the Claim or any other Claim that Middletown has or has asserted in these cases

3 Neither this Stipulation, nor any other documents or filings related hereto, shall have any effect on the Claim Objection, except as described in decretal paragraphs 1 through 3 hereof

Dated October 31, 2005  
Wilmington, DE

PEPPER HAMILTON LLP



David M. Fournier (No. 2812)  
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*Counsel to PCT*

MONZACK & MONACO, P A



Rachel B. Mersky (No. 20498)  
1201 N. Orange Street, Suite 400  
P O Box 2031  
Wilmington, DE 19899-2031  
(302) 656-8162

*Counsel to Middletown Square Associates*