

EXHIBIT B

Sunkist

Sunkist Growers

CHARGE BACK NOTICE

ACCOUNT NUMBER	NOTICE DATE
54039-54739001	2/03/2003

FLEMING COMPANIES, INC.
MILWAUKEE DIVISION 1200 W. SUNSET DRIVE
WAUKESHA WI 53186

CHECK NUMBER 23544899
DEPOSIT DATE 1/31/2003
AMOUNT 39,141.43

INVOICE NUMBER	INV. DATE	NET DUE BY	PURCHASE ORDER	ORIGINAL INVOICE AMOUNT
00543997	1/27/2003	2/06/2003		740.00

CHARGEBACK ID	DUE DATE	CHARGEBACK AMOUNT
543997 FD	2/13/2003	740.00

U. S. DOLLAR
THIS REPRESENTS A FRESH FRUIT DEDUCTION

PLEASE DIRECT INQUIRIES TO:
ACCOUNTS RECEIVABLE
TEL 818-986-4800

PLEASE REMIT TO:
CHICAGO DSO
17 W 662 BUTTERFIELD ROAD
OAKBROOK TERRACE IL 60181

TOTAL DUE --> 740.00

ORIGINAL
PAGE 1

5818 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

PLEASE REFER TO THIS NUMBER ON ALL CORRESPONDENCE

INVOICE
NUMBER

543997-01

S
O
L
D

T
O

FLEMING COMPANIES, INC.
MILWAUKEE DIVISION
1200 W. SUNSET DRIVE
WAUKESHA, WI 53186

S
H
I
P

T
O

FLEMING COMPANIES, INC.
MILWAUKEE DIVISION
1200 W. SUNSET DRIVE
WAUKESHA, WI 53186

SHIPPING DATE

01/06/03

INVOICE DATE

01/10/03

CUSTOMER NO.

54739001

CUSTOMER P.O.

995926

PRICE METHOD

FOB

SUNKIST SALES OFFICE

NARW

SHIPPED VIA
T-19898 WI

CARRIER
MCDERMID TRAN

TERMS
NET 10 DAYS

INVOICE DUE DATE
01/20/03

VARIETY	LABEL	GRADE	SIZE	PACK	QUANTITY	UNIT PRICE	AMOUNT
NAVEL	CAL FAME	SK	88	10-4# NET	740	10.77	7,969.80

THIS BUYER HAS REQUESTED PALLETS ONLY,
NO STRAPPING OR CORNER BOARDS.

Sunkist

ASSIGNMENT & LOCATION
543997 PARAMOUNT CLOVIS

740

PAY TO
SUNKIST

7,969.80

"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 commodities, and any receivables or proceeds from the sale of these commodities until full payment is received. Interest and attorneys' fees necessary to collect any balance due hereunder shall be considered sums owing in connection with this transaction."

Fleming

201106

0269

When corresponding refer to ==> 23544899

Division	Invoice Date	Receipt Date	Inv No./Credit Request	Amount	Balance
LINCOLN	01/13/03	01/20/03	545727-01/S2329	3,333.30	0.00
MILWAUKEE	01/23/03	01/10/03	600995934	840.00	0.00
MILWAUKEE	01/23/03	01/10/03	600995926	740.00	0.00
SALT LAKE CITY	01/07/03	01/13/03	542734-01/S2317	616.50	0.00
LINCOLN	01/07/03	01/13/03	542478-01/S2315	813.78	0.00
LUBBOCK	01/07/03	01/07/03	542869-01/S2315	815.94	0.00
WARSAW	01/07/03	01/13/03	542183-01/S2313	837.74	0.00
PHOENIX CTP	01/08/03	01/13/03	533408-01/S2281	972.00	0.00
PHOENIX	01/08/03	01/13/03	544166-01/S2321	1,174.08	0.00
GENEVA	01/07/03	01/13/03	542573-01/S2313	1,188.76	0.00
LUBBOCK	01/07/03	01/13/03	542586-01/S2315	1,265.76	0.00
MASSILLON	01/08/03	01/08/03	542743-01/S2319	1,807.92	0.00
GARLAND CTP	01/07/03	01/15/03	542835-01	2,198.85	0.00
PHOENIX	01/08/03	01/13/03	543138-01/S2318	2,421.00	0.00
PHOENIX	01/07/03	01/13/03	542724-01/S2315	2,742.56	0.00
PHOENIX	01/07/03	01/13/03	544130-01/S2320	3,000.24	0.00
TULSA	01/07/03	01/16/03	542595-01/S2315	3,136.70	0.00
NASHVILLE	01/07/03	01/13/03	542723-01/S2316	3,869.28	0.00
TULSA	01/07/03	01/13/03	542580-01/S2315	4,861.58	0.00
TULSA CTP	01/08/03	01/13/03	542757-01/S2316	5,867.64	0.00
DATE OF CHECK 01/27/03		AMOUNT OF CHECK		\$39,141.43	

SEE INFORMATION ON BACK

FLEMING COMPANIES, INC
MILWAUKEE DIVISION

1200 W SUNSET DRIVE
 WAUKESHA WI 53189-6597

262-521-2386

54039-54739001

PRODUCE DEDUCTION DOCUMENT

A/P Vendor No: 201106
 VENDOR: Sunkist Growers

 Supplier Vendor No: 2996353
 Reference Invoice NO: 543997
 Purchase Order: 31209
 Fleming P.O. 995926
 Purchase Order Date: 01/06/03

Deduction No: **GOD 995926**
 Prepared Date: 01/23/03
 Merchandiser: _____
 Invoice Date: 01/10/03
 Rec Date: 01/10/03
 Due Date: 01/27/03

*R C	ITEM CODE	PK / SZ	Description	Case U.P.C.	Qty	Amt	Extended Amount
O			price reduction authorized by Bob		740	1.00	740.00
			at Sunkist per Brian Baker				0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							740.00

Comments: _____

***Reason Codes**

A=Advertising Allow F=Freight N=New Product Intro Q=Quoted Price
 B=Bill Back H=HAS O=Other Comments R=Refused Product
 D=Damage L=List Price P=Promotion Allow S=Shortage

Originated By: Da Account # Amount
 Department: A/P 2004000000 \$740.00

☒ DO NOT PAY - Total amount will be DEDUCTED ON A REMITTANCE
☐ Check Due within 10 days

Refer to DEDUCTION NUMBER on all correspondence

The merchandise itemized above ordered and delivered with mutual understanding that the place of shipment is the place of making of contract and that title remains in Fleming Companies, Inc / Milwaukee Division until paid in full

PERMIT TO. Sunkist Growers
 ORIGINAL PAGE 1
 5818 COLLECTIONS CENTER
 CHICAGO, IL 60693

DRIVE

INVOICE
 NUMBER

546482-01

S FLEMING COMPANIES, INC.
 O MILWAUKEE DIVISION
 L 1200 W. SUNSET DRIVE
 D WAUKESHA, WI 53186
 T
 O

S FLEMING COMPANIES, INC.
 H MILWAUKEE DIVISION
 I 1200 W. SUNSET DRIVE
 P WAUKESHA, WI 53186
 T
 O

SHIPPING DATE 01/09/03
 INVOICE DATE 01/13/03

CUSTOMER NO. 54739001
 CUSTOMER P.O. 996000

PRICE METHOD FOB
 SUNKIST SALES OFFICE
 NARW

SHIPPED VIA
 T-ST29215 WI

CARRIER
 HANSEN CATTLE

TERMS
 NET 10 DAYS

INVOICE DUE DATE
 01/23/03

VARIETY	LABEL	GRADE	SIZE	PACK
NAVEL	CAL FAME	SK	113	10-4# NET
TEMPTALE TEMP.	TAL			

QUANTITY	UNIT PRICE	AMOUNT
798	8.27	6,599.46
1	11.75	11.75

THIS BUYER HAS REQUESTED PALLETS ONLY,
 NO STRAPPING OR CORNER BOARDS.

CREDIT POSTED 3/4/03

Sunkist
 SEASONAL SPECIALTIES

RE: 546482-04

CUSTOMER DEDUCTED
 \$2,346.12 OF THIS
 CREDIT ON 2/11/03. THIS
 LEFT A REMAINING
 CREDIT OF \$235.63

ASSIGNMENT & LOCATION
 546482 PARAMOUNT DELANO

798

PAY TO
 SUNKIST

6,611.21

"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 commodities, and any receivables or proceeds from the sale of these commodities until full payment is received. Interest and attorneys' fees necessary to collect any balance due hereunder shall be considered sums owing in connection with this transaction."

FLEMING COMPANIES, INC
MILWAUKEE DIVISION

1200 W SUNSET DRIVE
 WAUKESHA WI 53189-6597

262-521-2388

PRODUCE DEDUCTION DOCUMENT

A/P Vendor No: 201106
 VENDOR: Sunkist Growers
 Supplier Vendor No. 2996353
 Reference Invoice NO: 546482
 Purchase Order: 31408
 Fleming P.O. 996000
 Purchase Order Date: 01/08/03

Deduction No: **GOD 996000**
 Prepared Date: 02/06/03
 Merchandiser: _____
 Invoice Date: 01/13/03
 Rec Date: 01/13/03
 Due Date: 02/11/03

*R C	ITEM CODE	PK / SZ	Description	Case U.P.C.	Qty	Amt	Extended Amount
F			freight on rejected 10/4 navel				2346.12
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							2346.12

Comments: _____

***Reason Codes**

A=Advertising Allow
 B=Bill Back
 D=Damage

F=Freight
 H=HAS
 L=List Price

N=New Product Intro
 O=Other Comments
 P=Promotion Allow

Q=Quoted Price
 R=Refused Product
 S=Shortage

Originated By: Da
 Department: A/P

Account # 0000098166 Amount \$2,346.12

☒ DO NOT PAY - Total amount will be DEDUCTED ON A REMITTANCE
☐ Check Due within 10 days

Refer to DEDUCTION NUMBER on all correspondence

The merchandise itemized above ordered and delivered with mutual understanding that the place of shipment is the place of making of contract and that title remains in Fleming Companies, Inc / Milwaukee Division until paid in full

Page 1 for Lockbox CHI-005818 Transaction ID G-0430626

Page 1 for Lockbox CHI-005818 Transaction ID G-0430626

Page 1 for Lockbox CHI-005818 Transaction

Fleming 201106 0392 When corresponding refer to # 23549769

	DATE	DESCRIPTION	AMOUNT	BALANCE
WILLIAMS	02/06/03	01/13/03	60094000	-2,346.12
RETAIL SERVICE (COUPONS)	01/17/03	02/08/03	60094000	39.52
				0.00
GARLAND	01/26/03	01/27/03	551670-01	977.94
MEMPHIS	01/26/03	01/27/03	552003-01/52352	1,504.77
MEMPHIS	01/26/03	01/27/03	551985-01/52353	1,743.15
				0.00
LINCOLN	01/26/03	01/27/03	551172-01/52354	1,743.15
				0.00
DATE OF CHECK 02/11/03	AMOUNT OF CHECK	516,211.18		

SEE INFORMATION ON BACK

INVOICE
NUMBER

546482-04

S FLEMING COMPANIES, INC.
O MILWAUKEE DIVISION
L 1200 W. SUNSET DRIVE
D WAUKESHA, WI 53186

S FLEMING COMPANIES, INC.
H MILWAUKEE DIVISION
I 1200 W. SUNSET DRIVE
P WAUKESHA, WI 53186

T
O

T
O

SHIPPING DATE
01/09/03

INVOICE DATE
03/04/03

CUSTOMER NO.
54739001

CUSTOMER P.O.
996000

PRICE METHOD
FOB

SUNKIST SALES OFFICE
NARW

SHIPPED VIA
T-ST29215 WICARRIER
HANSEN CATTLETERMS
NET 10 DAYSINVOICE DUE DATE
03/14/03

VARIETY	LABEL	GRADE	SIZE	PACK	QUANTITY	UNIT PRICE	AMOUNT
As shown: NAVEL	CAL FAME	SK	113	10-4# NET	34-	8.27	281.18-
Should be: NAVEL	CAL FAME	SK	113	10-4# NET			
Add: CUST FRGHT ADJ10					1	2593.50-	2,593.50-
As shown: NAVEL	CAL FAME	SK	113	10-4# NET	764-	8.27	6,318.28-
Should be: NAVEL	CAL FAME	SK	113	10-4# NET			

THIS BUYER HAS REQUESTED PALLETS ONLY,
NO STRAPPING OR CORNER BOARDS.

ASSIGNMENT & LOCATION
546482 PARAMOUNT DELANO

798-

DUE FROM
SUNKIST

9,192.96-

"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 commodities, and any receivables or proceeds from the sale of these commodities until full payment is received. Interest and attorneys' fees necessary to collect any balance due hereunder shall be considered sums owing in connection with this transaction."

ORIGINAL
PAGE 1

5818 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693

INVOICE
NUMBER

547443-01

S O L D
FLEMING COMPANIES, INC.
P.O. BOX 268959
OKLAHOMA CITY, OK 73126-8959
S H I P
FLEMING COMPANIES, INC.
GARLAND, TX
T O

SHIPPING DATE
01/13/03
INVOICE DATE
01/17/03

CUSTOMER NO.
97853519
CUSTOMER P.O.
997722

PRICE METHOD
FOB
SUNKIST SALES OFFICE
NARW

SHIPPED VIA
T-172-3DG OK

CARRIER
HIGGINS

TERMS
NET 10 DAYS

INVOICE DUE DATE
01/27/03

VARIETY	LABEL	GRADE	SIZE PACK	QUANTITY	UNIT PRICE	AMOUNT
LEMON	SATICOY	SK	95 STD CARTON	18	27.61	496.98
LEMON	ALL YEAR	SK	200 STD CARTON	54	12.11	653.94

THIS BUYER HAS REQUESTED PALLETS ONLY,
NO STRAPPING OR CORNER BOARDS.

ASSIGNMENT & LOCATION
547443 SATICOY LEMON #4

72

PAY TO
SUNKIST

1,150.92

"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 commodities, and any receivables or proceeds from the sale of these commodities until full payment is received. Interest and attorneys' fees necessary to collect any balance due hereunder shall be considered sums owing in connection with this transaction."

ORIGINAL
PAGE 1

5818 COLLECTIONS CENTER
CHICAGO, IL 60693

DRIVE

INVOICE
NUMBER

548074-01

S
O
L
D

T
O

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

S
H
I
P

T
O

FLEMING COMPANIES, INC.
SUPERIOR (TWIN PORTS), WI

SHIPPING DATE
01/13/03

INVOICE DATE
01/17/03

CUSTOMER NO.
97853508

CUSTOMER P.O.
987055

PRICE METHOD
FOB

SUNKIST SALES OFFICE
NARW

SHIPPED VIA
T-4112WI./31546 WI.

CARRIER
HAOVOR LINES

TERMS
NET 10 DAYS

INVOICE DUE DATE
01/27/03

VARIETY	LABEL	GRADE	SIZE	PACK
MINNEOLA	SERENADE	SK	80	TAG #7 PLC

QUANTITY	UNIT PRICE	AMOUNT
108	18.11	1,955.88

THIS BUYER HAS REQUESTED PALLETS ONLY,
NO STRAPPING OR CORNER BOARDS.

Sunkist

ASSIGNMENT & LOCATION
548074 MISSION CITRUS

108

PAY TO
SUNKIST

1,955.88

"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 commodities, and any receivables or proceeds from the sale of these commodities until full payment is received. Interest and attorneys' fees necessary to collect any balance due hereunder shall be considered sums owing in connection with this transaction."

S
O
L
D

T
O

FLEMING COMPANIES, INC.
P.O. BOX 24930
OKLAHOMA CITY, OK 73124

S
H
I
P

T
O

FLEMING COMPANIES, INC.
SALT LAKE CITY, UT

SHIPPING DATE
01/13/03

INVOICE DATE
01/17/03

CUSTOMER NO.
97853129

CUSTOMER P.O.
997661

PRICE METHOD
FOB

SUNKIST SALES OFFICE
NARW

SHIPPED VIA
T-ZF58854 ID.

CARRIER
DENNIS CLARK

TERMS
NET 10 DAYS

INVOICE DUE DATE
01/27/03

VARIETY	LABEL	GRADE	SIZE	PACK
MINNEOLA	BAGDAD	SK	80	TAG #7 PLC

QUANTITY	UNIT PRICE	AMOUNT
70	18.11	1,267.70

THIS BUYER HAS REQUESTED PALLETS ONLY,
NO STRAPPING OR CORNER BOARDS.

Sunkist

ASSIGNMENT & LOCATION
548334 BAGDASARIAN, INC

70

PAY TO
SUNKIST

1,267.70

"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 commodities, and any receivables or proceeds from the sale of these commodities until full payment is received. Interest and attorneys' fees necessary to collect any balance due hereunder shall be considered sums owing in connection with this transaction."

Sunkist Sunkist Growers

CHARGE BACK NOTICE

ACCOUNT NUMBER	NOTICE DATE
54039-97853088	3/05/2003

FLEMING CO., INC.
P O BOX 25200 DEPT CCM
OKLAHOMA CITY OK 73125

CHECK NUMBER 1107058744
DEPOSIT DATE 3/04/2003
AMOUNT 2,810.62

INVOICE NUMBER	INV. DATE	NET DUE BY	PURCHASE ORDER	ORIGINAL INVOICE AMOUNT
55517201	2/10/2003	2/20/2003	108089	2,933.82

CHARGEBACK ID	DUE DATE	CHARGEBACK AMOUNT
55517201PR	2/20/2003	486.00

U. S. DOLLAR

THIS REPRESENTS A DEDUCTION FOR A PRICING ERROR.

PLEASE DIRECT INQUIRIES TO:
ACCOUNTS RECEIVABLE
TEL 818-986-4800

PLEASE REMIT TO:
CHICAGO DSO
17 W 662 BUTTERFIELD ROAD
OAKBROOK TERRACE IL 60181

TOTAL DUE --> 486.00

Check for Lockbox CHI-005818 Transaction ID G-0331225

THE BACKGROUND OF THIS DOCUMENT IS PRINTED IN COLORED INK

FLEMING COMPANIES, INC.
Customer Category Marketing
Box 26550
Oklahoma City, OK 73126


Number: 1107058744
BANK OF AMERICA
Walnut Creek

VOID AFTER 90 DAYS
02/27/2003

THE AMOUNT OF
2,818.62

PAY TO THE ORDER OF
SUNKIST GROWERS, INC.
5818 COLLECTIONS CENTER DRIVE
CHICAGO IL 60693

VOID OVER 2,818.62



Untitled Document

Page 1 of 1

Page 1 for Lockbox CHI-005818 Transaction ID G-0331225

FLEMING COMPANIES, INC., Customer Category Marketing, Box 26550, Oklahoma City, OK 73126

Remittance Advice

Vendor #	Name	No:	1107058744		
9008898	SUNKIST GROWERS, INC.	Date:	02/27/2003		
Invoice No.	Date	Division	Gross Amount	Deductn/Dscnts	Net Amount
555172	02/10/2003		2,447.82	0.00	2,447.82
568683	02/19/2003		362.80	0.00	362.80
Check Total			2,810.62	0.00	2,810.62

DETACH BEFORE DEPOSITING

REMIT TO: Sunkist Growers ORIGINAL PAGE 1 5818 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693		PLEASE REFER TO THIS NUMBER ON ALL CORRESPONDENCE INVOICE NUMBER 555172-01	
SOLD TO FLEMING CO. INC. P O BOX 25200 DEPT COM OKLAHOMA CITY, OK 73125	SHIP TO FLEMING CO. INC. BROOKS 3501 MARSHALL STREET MINNEAPOLIS, MN 55418	INVOICE DATE 04/23/03	INVOICE TIME 09:08
SHIP METHOD SUNKIST SALES OFFICE		INVOICE NO. 555172-01	INVOICE DATE 04/23/03
ASSIGNMENT & LOCATION 555172 YUMA MESA FRUIT		QUANTITY 162	PAY TO SUNKIST
AMOUNT 2,933.82		PLEASE SEND LOWER PORTION WITH YOUR REMITTANCE	

Sunkist

"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 commodities, and any receivables or proceeds from the sale of these commodities until full payment is received. Interest and attorneys' fees necessary to collect any balance due hereunder shall be considered sums owing in connection with this transaction."