

Exhibit C

UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM
In re: FLEMING COMPANIES, INC.		Case Number: 03-10945
NOTE: This claim 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.		
Creditor Name (Person or entity debtor owes) Treasure Valley Sales and Marketing, Inc. Address Line 1 c/o David G. Ballard Address Line 2 Bosch, Daw & Ballard, Chtd. Address Line 3 225 N. 9th St., Suite 210 City, ST ZIP Boise, Idaho 83702		☐ 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 notice from the bankruptcy court in this case. ☐ Check box if the address differs from the address on the envelope sent to you by the court.
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:		☐ replaces a previously filed claim dated: _____ ☐ amends
1. BASIS FOR CLAIM ☒ Goods sold ☐ Personal injury/wrongful death ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a) ☐ Services performed ☐ Taxes ☐ Wages, salaries, and compensation (Fill out below) ☐ Money loaned ☐ Other (Describe briefly) Your social security No. _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		2. Date Debt Incurred: (MMDDYY) 03 27 03 3. If Court Judgment, Date Obtained:
4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.		
☐ SECURED CLAIM Attach evidence of perfection of security interest Brief Description of Collateral: ☐ Real Estate ☐ Motor Vehicle ☐ Other (Describe briefly) Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____ ☒ If trust claim not recognized under UNSECURED NONPRIORITY CLAIM 7 USC Sec. 499e(c)* A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.		☐ UNSECURED PRIORITY CLAIM - Specify the priority of the claim. ☐ Wages, salaries, or commissions (up to \$4,650), earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(2) ☐ 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) ☐ Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7) ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____
5. AMOUNT OF CLAIM AT TIME CASE FILED: (Secured) 17317.41 (Unsecured Nonpriority) (Unsecured Priority) ☐ Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.		
6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		
7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary. Schedule and Exhibits A through E		
8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.		
Date 04/30/03 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) David G. Ballard of Bosch, Daw & Ballard, Chtd.		THIS SPACE IS FOR COURT USE ONLY RECEIVED CLERK OF DISTRICT OF DELAWARE APR 5 PM 12:01

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.

* If not previously established under the provisions of 7 U.S.C. Section 499e(c)(4) then this is a notice of intent to preserve trust benefits under Section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499e(c)).

CERTIFICATE OF SERVICE

I certify that on April 30, 2003, I caused a true and correct copy of the foregoing document to be forwarded, by the method indicated below, to the following persons:

Laura Davis Jones Ira D. Kharasch Scotta E. McFarland Christopher J. Lhulier Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. 919 North Market Street, 16th Floor P.O. Box 8705 Wilmington, Delaware 19899-8705	Hand Delivery _____ U.S. Mail <u>X</u> Fax <u>X</u> (302) 652-4400 Fed. Express _____
James H.M. Sprayregen Richard L. Wynne Bennett L. Spiegel Shirley Cho Marjon Ghasemi Kirkland & Ellis, P.C. 777 South Figueroa Street Los Angeles, CA 90017	Hand Delivery _____ U.S. Mail <u>X</u> Fax <u>X</u> (213) 680-8500 Fed. Express _____
Fleming Companies, Inc. 1945 Lakepointe Drive Lewisville, TX 75057-6426	Hand Delivery _____ U.S. Mail <u>X</u> Fax _____ Fed. Express _____
Fleming Companies, Inc. P.O. Box 299013 Lewisville, TX 75029	Hand Delivery _____ U.S. Mail <u>X</u> Fax _____ Fed. Express _____
Food 4 Less Beverage Company, Inc. 1945 Lakepointe Drive Lewisville, TX 75057-6426	Hand Delivery _____ U.S. Mail <u>X</u> Fax _____ Fed. Express _____
Food 4 Less Beverage Company, Inc. c/o Fleming Companies, Inc. P.O. Box 26647 Oklahoma City, OK 73126-0647	Hand Delivery _____ U.S. Mail <u>X</u> Fax _____ Fed. Express _____
Fleming Companies, Inc. LaCrosse Division P.O. Box 26680 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail <u>X</u> Fax <u>X</u> (405) 951-7803 Fed. Express _____

Fleming Companies, Inc. P.O. Box 26647 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail ☒ _____ Fax _____ Fed. Express _____
Fleming Companies, Inc. Minneapolis Division P.O. Box 26680 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail ☒ _____ Fax ☒ (405) 951-7803 Fed. Express _____
Fleming Companies, Inc. CTP/Lubbock Division P.O. Box 24680 Oklahoma City, OK 73124	Hand Delivery _____ U.S. Mail ☒ _____ Fax ☒ (405) 951-7801 Fed. Express _____
Fleming Companies, Inc. Superior Division P.O. Box 26680 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail ☒ _____ Fax ☒ (405) 951-7803 Fed. Express _____
Food 4 Less / Kearns 5345 South 1015 West Kearns, UT 84118	Hand Delivery _____ U.S. Mail ☒ _____ Fax ☒ (405) 419-3288 Fed. Express _____
Food 4 Less / Provo 2250 North University Parkway Provo, UT 84604	Hand Delivery _____ U.S. Mail ☒ _____ Fax ☒ (405) 419-3288 Fed. Express _____
U.S. Trustee 844 King Street, Suite 2313 Lockbox 35 Wilmington, DE 19801	Hand Delivery _____ U.S. Mail ☒ _____ Fax _____ Fed. Express _____


David G. Ballard

copy to:

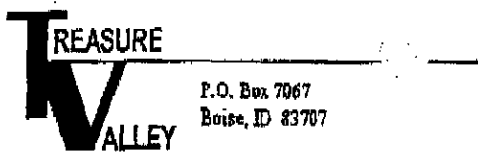
Richard Faw
Treasure Valley Sales and Marketing, Inc.
P.O. Box 7067
Boise, Idaho 83707

Debtor	Date	Invoice	Amount	Subtotal	Balance
Fleming Companies, Inc.					
LaCrosse Division	03/11/03	18175A	<u>\$1,135.00¹</u>	\$1,135.00	
Minneapolis Division	03/05/03	18080C	\$1,303.70		
LaCrosse Division	03/06/03	18080D	\$1,625.00		
CTP/Lubbock Division	03/03/03	18085	<u>\$9,348.36</u>		
			\$12,277.06 ²	\$12,277.06	
Superior Division	03/25/03	18290B	<u>\$546.65</u>	\$546.65	
Minneapolis Division	03/26/03	18290C	<u>\$1,253.70</u>	\$1,253.70	
LaCrosse Division	03/27/03	18290D	<u>\$2,105.00</u>	<u>\$2,105.00</u>	
				\$17,317.41	\$17,317.41
Food 4 Less/Kearns	02/17/03	17943D	\$3,938.00		
Food 4 Less/Provo	02/17/03	17943E	\$3,938.00		
Food 4 Less/Kearns	02/18/03	17942C	\$4,221.50		
Food 4 Less/Provo	02/18/03	17942B	\$4,221.50		
Food 4 Less/Kearns	02/18/03	17944D	\$1,871.43		
Food 4 Less/Kearns	02/18/03	17945D	\$6,804.00		
Food 4 Less/Provo	02/18/03	17945E	<u>\$5,443.20</u>		
			\$30,437.63	\$30,437.63	<u>\$30,437.63</u>
Totals					\$47,755.04

¹ Payment dishonored, check no. 23572616 -- payment discount.

² Payment dishonored, check no. 23570141 -- payment discount.

G:\1642\000-Corporate General\Fleming Schedule.wpd



Invoice

DATE	INVOICE #
3/11/2003	18175A

BILL TO
Fleming Companies, Inc. LaCrosse Division P.O. Box 26680 Oklahoma City, OK 73126

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.		TERMS	DEL DATE
706380		2% 10 Net 15	3/11/2003
ITEM	QTY	PRICE	AMOUNT
12/24 oz. T.J. Farms Shredded Hashbrowns	100	10.85	1,085.00
Stop Charge		50.00	50.00

"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. 1999c(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."

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

Total \$1,135.00

EXHIBIT A
Page 1 of 2

Fleming

Box 28547, Oklahoma City, OK 73128

TEXAS COMMERCE
SAN ANGELO, TX

No. 23572616

Date 03/26/03 Amount \$ 1,112.30

ONE THOUSAND ONE HUNDRED TWELVE DOLLARS AND 30/100

REFER TO MAKER

TREASURE VALLEY SALES
PO BOX 7067
BOISE, ID 83707



Unique Character Facsimile Signature

23572616 111300880 6300036150 0000111230

23572616 111300880 6300036150 0000111230

USbank

RETURN ITEMS - 916

PD-OR-C2RI 1-800-USBANKS

Date: Apr 8, 2003 Advice D-926041

Acct: 916/153301353204

NOTICE OF RETURNED
DEPOSITED ITEM(S)

SEQ # ITEM AMOUNT
02141 1,112.30

RECEIVED

APR 11 2003

TREASURE VLY SALE & MARKET INC
PO BOX 7067
BOISE ID 83707

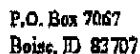
1 Item charged totaling \$1,112.30

Advice Total \$1,112.30

402333198 000153301353204 00000926041

096-4011 (01/02)

EXHIBIT A
Page 2 of 2



DATE	INVOICE #
3/5/2003	18080C

Fleming Companies, Inc.
Minneapolis Division
P.O. Box 26680
Oklahoma City, OK 73126

Treasure Valley
P.O. Box 7067
Boise, ID 83707
1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
703345	2% 10 Net 15	3/5/2003

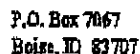
ITEM	QTY	PRICE	AMOUNT
6/5 lb. T.J. Farms Crinkle Cuts	126	9.95	1,253.70
Stop Charge		50.00	50.00

"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. 499c(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."

Total	\$1,303.70
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In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT B
Page 1 of 4



DATE	INVOICE #
3/6/2003	18080D

Fleming Companies, Inc.
LaCrosse Division
P.O. Box 26680
Oklahoma City, OK 73126

Treasure Valley
P.O. Box 7067
Boise, ID 83707
1-800-292-9900

	CUSTOMER P.O.	TERMS	DEL DATE
	703346	2% 10 Net 15	3/6/2003
ITEM	QTY	PRICE	AMOUNT
12/2 lb. T. J. Farms Crinkle Cuts	180	8.75	1,575.00
Stop Charge		50.00	50.00
		Total	\$1,625.00

"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."

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT B
Page 2 of 4

P.O. Box 7067
Boise, ID 83707

Invoice

DATE	INVOICE #
3/3/2003	18085

BILL TO
Fleming Companies
CTP/Lubbock Division
P.O. Box 24680
Oklahoma City, OK 73124

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
430988	2 % 10 Net 15	3/3/2003

ITEM	QTY	PRICE	AMOUNT
12/20 oz. T.J. Farms Shoestrings	2,604	3.59	9,348.36

"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. 499(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."

Total	\$9,348.36
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In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT B
Page 3 of 4

Fleming

TEXAS COMMERCE
SAN ANGELO, TX

64-887-1113
23570141

No.

MO

Date

Amount

03/24/03

\$12,031.52

TWELVE THOUSAND THIRTY ONE DOLLARS AND 52/100

REFER TO MAKER

TREASURE VALLEY SALES
PO BOX 7067
BOISE, ID 83707



Unique Character Facsimile Signature

⑈ 23570141 ⑈ ⑈ 111300880⑈ 06300036160 ⑈

⑈ 0001203152 ⑈

usbank
Five Star Service Guaranteed

RETURN ITEMS - 916
PD-OR-C2RI 1-800-USBANKS

Date: Apr 4, 2003 Advice D-910389

Acct: 916/153301353204

NOTICE OF RETURNED
DEPOSITED ITEM(S)

SEQ # ITEM AMOUNT
04073 12,031.52

RECEIVED

APR 10 2003

TREASURE VLY SALE & MARKET INC
PO BOX 7067
BOISE ID 83707

1 Item charged totaling \$12,031.52

Advice Total \$12,031.52

⑈ 402333198 ⑈ ⑈ 000153301353204 ⑈ ⑈ 0000910389 ⑈

096-4071 (01/02)

EXHIBIT B
Page 4 of 4



Invoice

DATE	INVOICE #
3/25/2003	18290B

BILL TO
Fleming Companies, Inc. Superior Division P.O. Box 26680 Oklahoma City, OK 73126

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
See below	2% 10 Net 15	3/25/2003

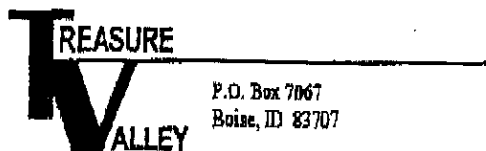
ITEM	QTY	PRICE	AMOUNT
PO #708875 12/2 lb. T.J. Farms Southern Style Hashbrowns	40	6.95	278.00
PO #708876 6/5 lb. T.J. Farms Crinkle Cuts	27	9.95	268.65

"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 (7U.S.C. 499c(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."

Total \$546.65

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT C
Page 1 of 1



Invoice

DATE	INVOICE #
3/26/2003	18290C

BILL TO
Fleming Companies, Inc. Minneapolis Division P.O. Box 26680 Oklahoma City, OK 73126

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
708873	2% 10 Net 15	3/26/2003

ITEM	QTY	PRICE	AMOUNT
6/5 lb. T.J. Farms Crinkle Cuts	126	9.95	1,253.70

"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 (7U.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."

Total \$1,253.70

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT D
Page 1 of 1

P.O. Box 7067
Boise, ID 83707

Invoice

DATE	INVOICE #
3/27/2003	18290D

BILL TO

Fleming Companies, Inc.
LaCrosse Division
P.O. Box 26680
Oklahoma City, OK 73126

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

	CUSTOMER P.O.	TERMS	DEL DATE
	708874	2% 10 Net 15	3/27/2003
ITEM	QTY	PRICE	AMOUNT
12/2 lb. T. J. Farms Crinkle Cuts	60	8.75	525.00
12/2 lb. T.J. Farms Southern Style Hashbrowns	60	8.25	495.00
12/24 oz. T.J. Farms Shredded Hashbrowns	100	10.85	1,085.00
		Total	\$2,105.00

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT E
Page 1 of 1

**THIS SPACE IS FOR
COURT USE ONLY**

FILED
JAN -5 PM 1:0
CLERK OF DISTRICT COURT
DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I certify that on April 30, 2003, I caused a true and correct copy of the foregoing document to be forwarded, by the method indicated below, to the following persons:

Laura Davis Jones Ira D. Kharasch Scotta E. McFarland Christopher J. Lhulier Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. 919 North Market Street, 16 th Floor P.O. Box 8705 Wilmington, Delaware 19899-8705	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (302) 652-4400 Fed. Express _____
James H.M. Sprayregen Richard L. Wynne Bennett L. Spiegel Shirley Cho Marjon Ghasemi Kirkland & Ellis, P.C. 777 South Figueroa Street Los Angeles, CA 90017	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (213) 680-8500 Fed. Express _____
Fleming Companies, Inc. 1945 Lakepointe Drive Lewisville, TX 75057-6426	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax _____ Fed. Express _____
Fleming Companies, Inc. P.O. Box 299013 Lewisville, TX 75029	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax _____ Fed. Express _____
Food 4 Less Beverage Company, Inc. 1945 Lakepointe Drive Lewisville, TX 75057-6426	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax _____ Fed. Express _____
Food 4 Less Beverage Company, Inc. c/o Fleming Companies, Inc. P.O. Box 26647 Oklahoma City, OK 73126-0647	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax _____ Fed. Express _____
Fleming Companies, Inc. LaCrosse Division P.O. Box 26680 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (405) 951-7803 Fed. Express _____

Fleming Companies, Inc. P.O. Box 26647 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax _____ Fed. Express _____
Fleming Companies, Inc. Minneapolis Division P.O. Box 26680 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (405) 951-7803 Fed. Express _____
Fleming Companies, Inc. CTP/Lubbock Division P.O. Box 24680 Oklahoma City, OK 73124	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (405) 951-7801 Fed. Express _____
Fleming Companies, Inc. Superior Division P.O. Box 26680 Oklahoma City, OK 73126	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (405) 951-7803 Fed. Express _____
Food 4 Less / Kearns 5345 South 1015 West Kearns, UT 84118	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (405) 419-3288 Fed. Express _____
Food 4 Less / Provo 2250 North University Parkway Provo, UT 84604	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax <u>X</u> (405) 419-3288 Fed. Express _____
U.S. Trustee 844 King Street, Suite 2313 Lockbox 35 Wilmington, DE 19801	Hand Delivery _____ U.S. Mail <u>X</u> _____ Fax _____ Fed. Express _____



David G. Ballard

copy to:

Richard Faw
Treasure Valley Sales and Marketing, Inc.
P.O. Box 7067
Boise, Idaho 83707

Debtor	Date	Invoice	Amount	Subtotal	Balance
Fleming Companies, Inc.					
LaCrosse Division	03/11/03	18175A	<u>\$1,135.00¹</u>	\$1,135.00	
Minneapolis Division	03/05/03	18080C	\$1,303.70		
LaCrosse Division	03/06/03	18080D	\$1,625.00		
CTP/Lubbock Division	03/03/03	18085	<u>\$9,348.36</u>		
			\$12,277.06 ²	\$12,277.06	
Superior Division	03/23/03	18290B	<u>\$546.65</u>	\$546.65	
Minneapolis Division	03/26/03	18290C	<u>\$1,253.70</u>	\$1,253.70	
LaCrosse Division	03/27/03	18290D	<u>\$2,105.00</u>	<u>\$2,105.00</u>	
				\$17,317.41	\$17,317.41
Food 4 Less/Kearns	02/17/03	17943D	\$3,938.00		
Food 4 Less/Provo	02/17/03	17943E	\$3,938.00		
Food 4 Less/Kearns	02/18/03	17942C	\$4,221.50		
Food 4 Less/Provo	02/18/03	17942B	\$4,221.50		
Food 4 Less/Kearns	02/18/03	17944D	\$1,871.43		
Food 4 Less/Kearns	02/18/03	17945D	\$6,804.00		
Food 4 Less/Provo	02/18/03	17945E	<u>\$5,443.20</u>		
			\$30,437.63	\$30,437.63	<u>\$30,437.63</u>
Totals					\$47,755.04

¹ Payment dishonored, check no. 23572616 – payment discount.

² Payment dishonored, check no. 23570141 – payment discount.

GM1642000-Corporate GeneralFleming Schedule.wpd



P.O. Box 7067
Boise, ID 83707

Invoice

DATE	INVOICE #
2/17/2003	17943D

BILL TO
Food 4 Less / Kearns 5345 South 1015 West Kearns, UT 84118

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
5739K	Net 12	2/17/2003

ITEM	QTY	PRICE	AMOUNT
12/16 oz. T.J. Farms Cut Corn	300	6.48	1,944.00
12/16 oz. T.J. Farms Peas	150	6.48	972.00
12/16 oz. T.J. Farms Mixed Vegetables	150	6.48	972.00
Stop Charge	1	50.00	50.00

"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 (7U.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."

Total \$3,938.00

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT F
Page 1 of 1



P.O. Box 7067
Boise, ID 83707

Invoice

DATE	INVOICE #
2/17/2003	17943E

BILL TO
Food 4 Less / Provo 2250 North University Parkway Provo, UT 84604

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
5739PRO	Net 12	2/17/2003

ITEM	QTY	PRICE	AMOUNT
12/16 oz. T.J. Farms Cut Corn	300	6.48	1,944.00
12/16 oz. T.J. Farms Peas	150	6.48	972.00
12/16 oz. T.J. Farms Mixed Vegetables	150	6.48	972.00
Stop Charge	1	50.00	50.00

"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 (7U.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."

Total \$3,938.00

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT 6
Page 1 of 1

P.O. Box 7067
Boise, ID 83707

Invoice

DATE	INVOICE #
2/18/2003	17942B

BILL TO

Food 4 Less / Provo
2250 North University Parkway
Provo, UT 84604

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

	CUSTOMER P.O.	TERMS	DEL DATE
	5737PRO	Net 12	2/18/2003
ITEM	QTY	PRICE	AMOUNT
24/12 oz. T.J. Farms Orange Juice	90	15.45	1,390.50
24/12 oz. T.J. Farms Apple Juice	180	15.45	2,781.00
Stop Charge	1	50.00	50.00

"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."

Total	\$4,221.50
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In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT I
Page 1 of 1



P.O. Box 7067
Boise, ID 83707

Invoice

DATE	INVOICE #
2/18/2003	17944D

BILL TO
Food 4 Less / Kearns 5345 South 1015 West Kearns, UT 84118

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
5738K	Net 12	2/18/2003

ITEM	QTY	PRICE	AMOUNT
12/24 oz. T.J. Farms Shredded Hashbrowns	90	8.16	734.40
12/2 lb. T. J. Farms Crinkle Cuts	81	7.59	614.79
12/2 lb. T.J. Farms Tater Crowns	64	8.16	522.24

"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 (7U.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."

Total \$1,871.43

In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT 5
Page 1 of 1

P.O. Box 7067
Boise, ID 83707

Invoice

DATE	INVOICE #
2/18/2003	17945D

BILL TO
Food 4 Less / Kearns 5345 South 1015 West Kearns, UT 84118

REMIT TO
Treasure Valley P.O. Box 7067 Boise, ID 83707 1-800-292-9900

CUSTOMER P.O.	TERMS	DEL DATE
5736K	Net 10	2/18/2003

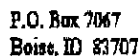
ITEM	QTY	PRICE	AMOUNT
12/5.4 oz. T.J. Farms Dinosaur Fruit Snacks	270	8.40	2,268.00
12/5.4 oz. T.J. Farms Zoo Animals Fruit Snacks	270	8.40	2,268.00
12/5.4 oz. T.J. Farms Bugs Fruit Snacks	270	8.40	2,268.00

"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 (7U.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."

Total	\$6,804.00
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In the event collection action becomes necessary, Buyer agrees to pay all costs of collection, including attorneys' fees.

EXHIBIT K
Page 1 of 1



DATE	INVOICE #
2/18/2003	17945E

Food 4 Less / Provo
2250 North University Parkway
Provo, UT 84604

Treasure Valley
P.O. Box 7067
Boise, ID 83707
1-800-292-9900

ITEM	QTY	PRICE	AMOUNT
12/5.4 oz. T.J. Farms Dinosaur Fruit Snacks	216	8.40	1,814.40
12/5.4 oz. T.J. Farms Zoo Animals Fruit Snacks	216	8.40	1,814.40
12/5.4 oz. T.J. Farms Bugs Fruit Snacks	216	8.40	1,814.40

Total	\$5,443.20
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EXHIBIT 2
Page 1 of 1