The Hoover Company
A Division of Maytag

HOOVER

101 East Maple Street
North Canton, Ohio 44720-2597
Tel: 330-499-9200
www.hoover.com

FILED
2003 DEC 17 PM 2:19

December 15, 2003

US Bankruptcy Court for the District of Delaware
Marine Midland Plaza
824 Market St
5th Floor
Wilmington, DE 19801

In re:	)	Chapter 11
	)	
Fleming Companies., et al	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Vs Debtors	)	

OBJECTION TO: COMBINED AMENDED RECLAMATION REPORT AND MOTOIN TO DETERMINE THAT RECLAMATION CLAIMS ARE VALUELESS (Claim# 265)

The Hoover Company objects to the motion and maintains that its reclamation claim is valid based on, the purchase orders were valid POs submitted by the Debtor, product was shipped by Creditor, and the reclamation was filed within 10 days of the receipt of product, per the Proofs of Delivery provided by the carriers.

I have attached copies of original Spreadsheet, invoices, Fleming POs, and clear proofs of delivery. If you require any additional information, please advise.

Respectfully,

THE HOOVER COMPANY

W.J. Curran
Manager, Credit and Collection

Page 2: cc:

OBJECTION TO: COMBINED AMENDED RECLAMATION REPORT AND MOTOIN TO DETERMINE THAT RECLAMATION CLAIMS ARE VALUELESS

cc:

Copies forwarded to:

Kirkland & Ellis
ATTN: Richard Wynne
777 South Figuenos St
Los Angeles, CA 90017

Pachulski, Stang, et al
ATTN: Laura Davis Jones
919 North Market St.
16th Floor
Po Box 8705
Wilmington, DE, 19899-8705

White & Case
ATTN;: Andrew P. Natale
1155 Avenue of Americas
New York, NY 10036-2787

Greengerg Traurig
ATTN: Scott Cousins
The Brandywine Building
1000 West Street
Suite 1540
Wilmington, DE 19801

Office of the US Trustee
ATTN; Joseph McMahon
844 King Street
Room 2313
Wilmington, DE 19801

Milbank Tweed, et all
ATTN: Dennis Dunne
1 Chase Manhatten Plaza
New York, NY 01005

Pepper Hamilton
ATTN: I Wm. Cohen
100 Renaissance Center
Suite 3600
Detroit, MI 48243-1157

Pepper Hamilton
ATTN: David M Fournier
1201 Market St
Suite 1600
Wilmington, DE

Fleming Reclamation Request

Attachment 1

Invoice #	PO #	Order #	Invoice Date	Invoice Amount
2391892	568407	01841392-01	3/28/2003	$2,117.27
2392425	195694	01928010-01	3/28/2003	$2,903.92
2392457	887673	01932476-01	3/28/2003	$3,884.12
2392423	478968	01927981-01	3/28/2003	$2,679.17
2393373	649547MG	01948210-01	3/28/2003	$1,051.38
2392410	708323	01922912-01	3/28/2003	$2,806.05
2392177	903636TG	01907544-01	3/28/2003	$321.74
2392424	708582TG	01927999-01	3/28/2003	$931.51
				$16,695.16

Electronic version of invoices sent via Reclamaition Demand Letter
Sent via Fax and via mail to Mark Shapiro - VP Finance, Fleming.

W.J. Curran
The Hoover Company
101 East Maple
North Canton, OH 44720
330-499-9200 x 2209

Copies to:
Sarah Albus @ CMS@fleming.com

Fleming.

1945 Lakepointe Dr.
P.O. Box 299013
Lewisville, TX 75029
telephone 972.906.8000

November 22, 2003

Hoover Co
ATTN: Dave Swope
National Credit Manager
101 E Maple St
NORTH CANTON, OH 44720-2597

Dear Reclamation Claimant:

This letter is in reference to Fleming, Inc. and its related debtor entities ("Fleming" or "the Debtors") in connection with their bankruptcy cases. The Debtors have undertaken efforts to reconcile the reclamation demands (each a "Reclamation Claim") that have been asserted against the Debtors. Based on the information contained in the Debtors' books and records and the information you have provided, we have reconciled and recalculated **Hoover Co's** Reclamation Claim. The Debtors are providing this detail to you to be reviewed in conjunction with their motion regarding the value and validity of the Reclamation Claims in these cases, which has recently been served upon you. The tables below present a summary of the Debtors' reconciliation. As provided in the motion, your Reclamation Claim is subject to further reductions including reductions for payments that may have been made for the product associated with your company's Reclamation Claim. In addition, the Debtors reserve their rights of offset, including their right to offset obligations that **Hoover Co** may have to Fleming against your company's Reclamation Claim. This is described in greater detail below and in the motion.

Asserted Reclamation Claim:		
Docketed Assertion	[a]	**$16,695.16**
Demand Date	[b]	**3/31/2003**
Electronic Assertion Detail	[c]	**$16,695.16**
Reclamation Period	[d]	**3/22/2003 to 3/31/2003**
Sell-Through Period	[e]	**3/22/2003 to 3/31/2003**
Fleming Calculation:		
Electronic Assertion Detail	[c]	**$16,695.16**
Untimely Assertion Adjustment	[f]	**$0.00**
Purchase Order Not Identified	[g]	**($16,695.16)**
Product Not Received in Valid Period	[h]	**$0.00**
Drop Shipment Deliveries	[i]	**$0.00**
Valid Receipts	[j]	**$0.00**
Receipts Consumed By Letter Date	[k]	**$0.00**
Setoff of Pre-Petition Deductions	[l]	**$0.00**
Calculated Reclamation Claim	[m]	**$0.00**

Fleming

1945 Lakepointe Dr.
P.O. Box 299013
Lewisville, TX 75029
telephone 972.906.8000

Finally, please note that the calculation of your company's Reclamation Claim provided with this letter is a calculation of amount only. This is not an agreement to pay the Calculated Reclamation Claim or an agreement to treat your company's Calculated Reclamation Claim in a particular manner. As is more fully described in the motion, your company's Reclamation Claim is subject to applicable law with respect to allowance, priority and payment, and the Debtors hereby reserve all rights in respect of your company's Reclamation Claim including, without limitation, the right to assert potential preference claims that the Debtors may have against your company and to pursue any other actions or assert any other defenses available to the Debtors at law, equity, or otherwise.

Questions regarding the Debtors' reconciliation of your Reclamation Claim may be directed to the undersigned at 972-535-7149 or via e-mail at cmsfleming@yahoo.com.

Sincerely,

/s/ Jason Muskovich

Jason Muskovich
On behalf of Fleming Companies, Inc and Related Debtor entities

Fleming.

1945 Lakepointe Dr.
P.O. Box 299013
Lewisville, TX 75029
telephone 972.906.8000

NOTES TO CALCULATED RECLAMATION CLAIM

[a] Docketed Assertion represents the total of all unique reclamation assertions received and excludes any duplicative, amended and withdrawn reclamation assertions received.

[b] Demand Date represents the date of claimants' initial reclamation assertion letter.

[c] Electronic Assertion Detail represents total of electronic file documentation provided to Fleming.

[d] Reclamation Period is the 10-day receiving period from March 22, 2003 through March 31, 2003 for all claimants with demand dates between April 1, 2003 and April 10, 2003, inclusive. For demand letters received prior to April 1, 2003, the Reclamation Period is the ten days prior to the Demand Date. For demand letters received between April 11, 2003 and April 19, 2003, inclusive, the beginning of the Reclamation Period decreases by one day for each day subsequent to April 10, 2003.

[e] Sell-Through Period is the period beginning on the starting date of the Reclamation Period and ending on the Demand Date.

[f] Untimely Assertion Adjustment represents initial reclamation demand letters dated subsequent to April 19, 2003.

[g] Purchase Order Not Identified represents reclamation assertions with accompanying Electronic Assertion Detail for which record of the purchase order provided by the claimant was not found in Fleming receiving data.

[h] Product Not Received in Valid Period represents reclamation assertions with accompanying Electronic Assertion Detail for which record of the receipt date for purchase orders provided by the claimant was outside of the Reclamation Period.

[i] Drop Shipment Deliveries represent deliveries that were made directly to customers that were never in Fleming's possession and cannot be reclaimed.

j] Valid Receipts represents the subtotal of the Electronic Assertion Detail, and reductions resulting from items [f], [g], [h], and [i], as described above.

[k] Receipts Consumed by Demand Date represents reclamation assertions with accompanying Electronic Assertion Detail for which record of the receipt date for purchase orders provided by the claimant was during the Reclamation Period and adjusted to reflect consumption of associated items through the Demand Date.

[l] Setoff of Pre-Petition Deductions represent deductions that were earned prior to the petition date that remain on Fleming's books such as rebates, discounts, etc. for which the claimant has never paid Fleming.

Fleming Companies, Inc.
Calculated Reclamation Claim as of November 21, 2003

Claimant	Fleming Reclamtion Claim #	Docketed Assertion	Demand Date	Reclamation Period	Sell-Through Period	Weighted Average Consumption
Hoover Co	265	$16,695.16	3/31/2003	3/22/2003 to 3/31/2003	3/22/2003 to 3/31/2003	37.0

Claim Item ID	Per Claimant Electronic Data: Purchase Order	Invoice Date	Invoice Number	Invoice Amount	Untimely Assertion Adjustment	Purchase Order Not Identified	Drop Shipment Deliveries	PO Receipt Date	Product Not Received in Valid Period	Valid Receipts	Receipts Consumed by Demand Date	Setoff of Pre-Petition Deductions	Calculated Reclamation Claim*
15718	01841392-01	3/28/2003	2391892	$2,117.27	$0.00	($2,117.27)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
15724	01907544-01	3/28/2003	2392177	$321.74	$0.00	($321.74)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
15723	01922912-01	3/28/2003	2392410	$2,806.05	$0.00	($2,806.05)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
15721	01927981-01	3/28/2003	2392423	$2,679.17	$0.00	($2,679.17)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
15725	01927999-01	3/28/2003	2392424	$931.51	$0.00	($931.51)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
15719	01928010-01	3/28/2003	2392425	$2,903.92	$0.00	($2,903.92)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
15720	01932476-01	3/28/2003	2392457	$3,884.12	$0.00	($3,884.12)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
15722	01948210-01	3/28/2003	2393373	$1,051.38	$0.00	($1,051.38)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00
			Claimant Subtotal:	$16,695.16	$0.00	($16,695.16)	$0.00		$0.00	$0.00	$0.00	$0.00	$0.00

* These amounts are not an arrangement to pay the amount reflected or an agreement to treat Calculated Reclamation Claims in a particular manner. Further, Calculated Reclamation Claims may be subject to further reduction to reflect any additional defenses available to the Debtors under applicable law including, but not limited to, the Reserved Reclamation Issues.

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720 **INVOICE**

Nobody Gets The Dirt Like Hoover. Nobody.™

MC0 110 REP TPEEL

D-U-N-S 17-765-9133

BILL TO
CTP/KING OF PRUSSIA GMD
PO BOX 268863
FLEMING INC
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002391892	5605832	001
BILL TO	SHIP TO	SALES CODE
3502124	3713921	9400
01A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

SHIP TO
FLEMING COMPANY
201 CHURCH ST
KING OF PRUSSIA PA 19406

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING R TO INVOICE NO./D

CUSTOMER PURCHASE ORDER	TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C/C	INVOICE NUMBER
568407	26	2% 60 Net 61	05/28/03	9400	000239189

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
01/17/03		01841392-01	03/26/03	3502124	3713921	830100	03/28/0

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM		QUANTITY	UNIT PRICE	AMOUNT
71	BAG PREPACK DISPLAY	40100704	015	10	143.64	1436.40
	LINE DISCOUNT	3336				100.55CR
71	BAG DISPLAY-ALLERGEN	40100727	015	3	280.08	840.24
	LINE DISCOUNT	3336				58.82CR
	ITEM GROSS AMT.					2276.64
	LINE DEAL SUMMARY					159.37CR

HMES PRO: MAR	USF HOLLAND 12375036 DCO	MF 1000014239	13	001	2117.27

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

PLEASE PAY AMOUNT ABOVE
"CR" DENOTES CREDIT

Trace Pop 9/24/

3713921

SHIP TO: FLEMING COMPANIES INC
KOP GM DIVISION
201 WEST CHURCH ROAD
KING OF PRUSSIA, PA 19406

BILL TO: FLEMING COMPANIES INC
KOP GM DIVISION
201 W CHURCH RD P O BOX 1526
KING OF PRUSSIA, PA 19406-152

SALESMAN: 91 BOB PASCUCCI
CUST P.O. # 568407

TERMS: 2% 60 NET 61
SALES MEMO: 30388738

ORDER DATE: 01/17/03
SHIP DATE :
ARRIVE DATE : 03/14/03

QTY	ITEM CODE	DESCRIPTION	PRICE	OI	7%	price after 7%
PLEASE SHIP TO ARRIVE 03-14-03 AS REQUESTED BY CUSTOMER						
10	40100704	84 PC HOOVER CENTER DIPSLAY	143.640	10.00	10.05	133.59
3	40100727	ALLERGEN VAC BAG DISPLAY	280.080	20.00	19.60	260.48

MUST CALL FOR APPT 72 HOURS PRIOR TO ARRIVAL DATE
SEPARATE B/L FOR EACH PO
A HANDLING CHARGE WILL BE ASSESSED FOR OTHER THAN GOOD
40 X 48 PALLETS

TOTAL UNITS 13.

TOTAL DOLLARS 2116.64

TOTAL NUMBER OF ORDERS 2

184392

10.05 133.59
19.60 260.48

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720 INVOICE

Nobody Gets The Dirt Like Hoover. Nobody.™

MC0 110 REP TPEEL

D-U-N-S 17-765-9133

BILL TO
CTP/KING OF PRUSSIA GMD
PO BOX 268863
FLEMING INC
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002392425	5605832	001
BILL TO	SHIP TO	SALES CODE
3502124	3713921	9400
01A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

SHIP TO
FLEMING COMPANY
201 CHURCH ST
KING OF PRUSSIA PA 19406

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING R[illegible] TO INVOICE NO./D[illegible]

CUSTOMER PURCHASE ORDER	TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C/C	INVOICE NUMBER
195694	26	2% 60 Net 61	05/28/03	9400	0002392425

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/12/03		01928010-01	03/26/03	3502124	3713921	830100	03/28/03

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM		QUANTITY	UNIT PRICE	AMOUNT
71	TOP FILL UPR BAG(12)	4010001A	015	60	1.71	102.60
	LINE DISCOUNT	3336				7.18CR
71	BOT FILL UPR BAG(12)	4010003C	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR
71	DIAL-A-MATIC BAG(12)	4010005D	015	132	1.03	135.96
	LINE DISCOUNT	3336				9.52CR
71	AIR FRESH TABLET(24)	57363003	015	72	1.03	74.16
	LINE DISCOUNT	3336				5.19CR
72	CONV UPRT BELT (12)	40201048	015	108	1.14	123.12
	LINE DISCOUNT	3336				8.62CR
72	DIAL-A-MATC BELT(12)	40201050	015	84	1.14	95.76
	LINE DISCOUNT	3336				6.70CR
72	EUREKA UPRT BELT(12)	40201041	015	120	1.14	136.80
	LINE DISCOUNT	3336				9.58CR
71	ALL UPRIGHT BAG (12)	40100501	015	72	1.03	74.16
	LINE DISCOUNT	3336				5.19CR
71	ELECTROLUX BAG (12)	40100515	015	276	1.03	284.28
	LINE DISCOUNT	3336				19.90CR
71	PANASONIC BAG (12)	40100517	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR
71	FUTURA/SPECT BAG(12)	4010064S	015	48	1.71	82.08
	LINE DISCOUNT	3336				5.75CR
71	ALLER FILT BAG A(12)	4010100A	015	132	3.89	513.48
	LINE DISCOUNT	3336				35.94CR
71	KENMORE CAN BAG (12)	40100571	015	84	1.03	86.52
	LINE DISCOUNT	3336				6.06CR
71	DIRT DEVL UP BAG(12)	40100572	015	108	1.03	111.24
	LINE DISCOUNT	3336				7.79CR
71	ALLER FILT BAG Z(12)	4010100Z	015	72	3.89	280.08
	LINE DISCOUNT	3336				19.61CR
71	ALLER FILT BAG Y(12)	4010100Y	015	204	3.89	793.56
	LINE DISCOUNT	3336				55.55CR
72	WINDTUNNEL BELT (12)	40201160	015	12	1.55	18.60
	LINE DISCOUNT	3336				1.30CR
71	BAG PK-ROYAL D (12)	40100525	015	72	1.03	74.16
	LINE DISCOUNT	3336				5.19CR

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

PLEASE PAY AMOUNT ABOVE
"CR" DENOTES CREDIT

Trace Pd 9/24/[illegible]

EXHIBIT A

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720 **INVOICE**

Nobody Gets The Dirt Like Hoover. Nobody.™ MCO 110 REP TPEEL

D-U-N-S 17-765-9133

INVOICE NUMBER		PAGE
0002392425	5605832	002
BILL TO	SHIP TO	SALES CODE
3502124	3713921	9400
01A 03		

BILL TO
CTP/KING OF PRUSSIA GMD
PO BOX 268863
FLEMING INC
OKLAHOMA CITY OK 73126

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

SHIP TO
FLEMING COMPANY
201 CHURCH ST
KING OF PRUSSIA PA 19406

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING R... TO INVOICE NO./D...

CUSTOMER PURCHASE ORDER	TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C/C	INVOICE NUMBER
195694	26	2% 60 Net 61	05/28/03	9400	000239242...

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/12/03		01928010-01	03/26/03	3502124	3713921	830100	03/28/0...

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM	QUANTITY	UNIT PRICE	AMOUNT
71	BAG PACK-ROYAL U(12)	40100526 015	60	1.03	61.80
	LINE DISCOUNT	3336			4.33CR
	ITEM GROSS AMT.				3122.52
	LINE DEAL SUMMARY				218.60CR

HMES PRO: MAR	USF HOLLAND 12375036 CJA	MF 1000014239	1,788	001	2903.92

PLEASE PAY AMOUNT ABOVE
"CR" DENOTES CREDIT

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

Trace Pod 9/24/...

INVOICE TO:
KOP GM DIVISION
201 CHURCH ROAD
P.O. BOX 1526
KING OF PRUSSIA PA 19406-1526

SHIP TO:
KOP GM DIVISION
201 W CHRUCH RD
KING OF PRUSSIA PA 19406

3713921

1928010

Fleming Companies, Inc.

VENDOR:
HOOVER COMPANY
M&H /PANKOW ASSOC. LLC
100 MAIN ST., STE. 400
LANDSDALE PA 19446

SHIP TO ARRIVE
03/28/03

VENDOR NO.
30080

PURCHASE ORDER

800-946-5550

DATE ORDERED	PURCHASE ORDER NO.	TERMS	PRICE PROTECTION
03/12/03	195694	60 DAYS 2.00%	

SHIP VIA	FOB	FREIGHT SHIPPED PPD	COL	PAID BY FLEM	VEN
BRK FX: 609-596-9535	KOP	P			V

IMPORTANT NOTICE
...TIFY FLEMING FOODS PURCHASING ...PARTMENT IF UNABLE TO MEET ...ECIFIED ARRIVAL DATE.

...VISE FLEMING FOODS PURCHASING ...EPARTMENT BY TELEGRAM, ...LEPHONE OR AIRMAIL THE CAR ...MBER, ROUTING, DATE SHIPPED ...D ORIGINATING POINT OF RAIL ...IPMENTS.

...ERMS AND CONDITIONS

...RCHASE ORDER NUMBER MUST BE ...OWN ON ALL INVOICES SHIPPING ...PERS, AND FREIGHT BILL. ...ller warrants that everything to which ...s Purchase Order applies and ...erything done by Seller in connection ...th this Purchase Order shall be in ...mpliance with law. The word "law" as ...ed herein includes but is not limited to federal, state and local laws relating to ...od, drug and cosmetic, labeling ...vironmental protection and ...cupational safety and health, and all ...gulations, standards, rules codes and ...her requirements thereunder. Without ...judice to any other remedy Buyer may ...ve, Seller shall indemnify Buyer and ...ve Buyer harmless from any and all ...bility and loss arising out of any breach ... the foregoing warranty and shall ...mburse Buyer for any and all expenses ...curred in connection therewith.

...nder the terms and conditions of this ...rchase order, Fleming Companies holds ... suppliers/manufacturers solely ...sponsible for the contents of their ...oducts with respect to existing federal ...d state standards, including California ...ealth and Safety Code 25249.5-...249.13"

...IS PURCHASE ORDER IS ISSUED IN ...OMPLIANCE WITH EXECUTIVE ...RDER 11246, THE REHABILITATION ...T OF 1973, AND THE VIETNAM ERA ...ETERANS READJUSTMENT ...SSISTANCE ACT.

...ller also guarantees that all terms of ...le covered by this purchase order are ...vailable to all other purchasers on ...oportionately equal terms.

...ill of lading must be itemized as to ...antity, size, pack and description " ...ipment must be tendered to carrier, ...rted and segregated as to quantity, size, ...ck and description, and bill of lading ...ust carry certification of the same signed ... carrier representative.

...ELIVERY TERMS OF SALE REQUIRE ...RIVER UNLOADING AT OUR DOCK.

...ILURE TO COMPLY WITH ABOVE ...AY RESULT IN REFUSAL OF THIS ...IPMENT.

QUANTITY ORDERED	UPC CASE CODE	DESCRIPTION / ITEM CODE	PACK & SIZE	TIE HIGH	COST
60 ~~5CS~~ OF 12	73502 00001	HVR VACBG "A" A40010001A 39576-4	1 A 3 CT	24 3	19.200 PER 12
36 ~~3CS~~ OF 12	73502 00003	HVR VACBG"C" B40010003C 39575-6	1 A 4 CT	60 3	11.520 PER 12
132 ~~11CS~~ OF 12	73502 00005	HVR VAC BAG "D" C40010005D 39580-6	1 3 CT	24 3	11.520 PER 12
72 ~~3CS~~ OF 24	73502 00023	HVR AIR FRSHNR D57363003 39356-1	1 C .69 OZ	99 1	23.040 PER 24
108 ~~9CS~~ OF 12	73502 00102	HVR VAC BELT C40201048 39585-5	1 C 2 CT	24 4	12.720 PER 12
84 ~~7CS~~ OF 12	73502 00104	HVR BLT DIALMAT 40201050 64305-6	1 EA	24 7	12.720 PER 12
120 ~~10CS~~ OF 12	73502 00109	HVR VAC BELT C40201041 39586-3	1 C 2 CT	24 6	12.720 PER 12
72 ~~6CS~~ OF 12	73502 00501	HVR ERKA "F&G" B40100501 39582-2	1 A 2 CT	24 3	11.520 PER 12
276 ~~23CS~~ OF 12	73502 50608	HVR ELCTRLX VBGD40100515 39583-0	1 B 2 CT	1 99	11.520 PER 12
36 ~~3CS~~ OF 12	73502 50622	HVR PAN UPBAG 2PK40100517 74067-0	1 N 2 PK	22 1	11.490 PER 12
48 ~~4CS~~ OF 12	73502 50716	HVR FUT/SPEC BAG 4010064S 64327-0	1 1EA/3PK	1 99	19.200 PER 12
132 ~~11CS~~ OF 12	73502 50737	HVR ALLRGN "A" D40010100A 18844-1	1 N 1 EA	20 1	43.410 PER 12

MUST CALL FOR APPT 72 HRS PRIOR TO ARRIVAL DATE
SEPARATE B/L FOR EACH PO.A HANDLING CHARGE WILL
BE ASSESSED FOR OTHER THAN GOOD 40X48 PALLETS

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT. COST
CATHCART, STAN					

over

OP GM DIVISION
201 CHURCH ROAD
P.O. BOX 1526
KING OF PRUSSIA PA 19406-1526

SHIP TO:
KOP GM DIVISION
201 W CHRUCH RD
KING OF PRUSSIA PA 19406

VENDOR:
HOOVER COMPANY
M&H /PANKOW ASSOC, LLC
100 MAIN ST., STE. 400
LANDSDALE PA 19446

Fleming Companies, Inc.

PURCHASE ORDER

800-946-5550

SHIP TO ARRIVE	VENDOR NO.
032603	30080

DATE ORDERED	PURCHASE ORDER NO.	TERMS	PRICE PROTECTION
03/12/03	95694	60 DAYS 2.00%	

SHIP VIA	FOB	FREIGHT SHIPPED PPD	FREIGHT SHIPPED COL	PAID BY FLEM	PAID BY VEN
BRK FX: 609-596-9535	KOP	P			V

IMPORTANT NOTICE

NOTIFY FLEMING FOODS PURCHASING DEPARTMENT IF UNABLE TO MEET SPECIFIED ARRIVAL DATE.

ADVISE FLEMING FOODS PURCHASING DEPARTMENT BY TELEGRAM, TELEPHONE OR AIRMAIL THE CAR NUMBER, ROUTING, DATE SHIPPED AND ORIGINATING POINT OF RAIL SHIPMENTS.

TERMS AND CONDITIONS

PURCHASE ORDER NUMBER MUST BE SHOWN ON ALL INVOICES SHIPPING PAPERS, AND FREIGHT BILL.
Seller warrants that everything to which his Purchase Order applies and everything done by Seller in connection with this Purchase Order shall be in compliance with law. The word "law" as used herein includes but is not limited to all federal, state and local laws relating to food, drug and cosmetic, labeling environmental protection and occupational safety and health, and all regulations, standards, rules codes and other requirements thereunder. Without prejudice to any other remedy Buyer may have, Seller shall indemnify Buyer and save Buyer harmless from any and all liability and loss arising out of any breach of the foregoing warranty and shall reimburse Buyer for any and all expenses incurred in connection therewith.

Under the terms and conditions of this purchase order, Fleming Companies holds all suppliers/manufacturers solely responsible for the contents of their products with respect to existing federal and state standards, including California Health and Safety Code 25248.5-25249.13"

THIS PURCHASE ORDER IS ISSUED IN COMPLIANCE WITH EXECUTIVE ORDER 11246 THE REHABILITATION ACT OF 1973, AND THE VIETNAM ERA VETERANS READJUSTMENT ASSISTANCE ACT.

Seller also guarantees that all terms of sale covered by this purchase order are available to all other purchasers on proportionately equal terms,

"Bill of lading must be itemized as to quantity, size, pack and description." Shipment must be tendered in carrier, sealed and segregated as to quantity, size, pack and description, and bill of lading must carry certification of the same signed by carrier representative

DELIVERY TERMS OF SALE REQUIRE DRIVER UNLOADING AT OUR DOCK.

FAILURE TO COMPLY WITH ABOVE MAY RESULT IN REFUSAL OF THIS SHIPMENT.

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE / DESCRIPTION	PACK & SIZE	TIE / HIGH	COST
84 7CS OF 12	73502 50761	HVR KENM CNSTRS ~~40100571~~ 64333-8	1 1EA/2PK	1 / 99	11.520 PER 12
108 9CS OF 12	73502 50762	HVR DRTDVL "C" ~~40100572~~ 39595-4	1 B 2 CT	16 / 1	11.520 PER 12
72 6CS OF 12	73502 50781	HVR ALLRGN"Z" BG~~4010100Z~~ 18845-8	1 B 3 CT	1 / 8	43.410 PER 12
204 17CS OF 12	73502 50881	HOOVR ALLRGN "Y" ~~4010100Y~~ 58140-5	1 N 1 EA	15 / 1	43.410 PER 12
12 1CS OF 12	73502 50882	HVR BELT-W/TUN ~~40201160~~ 09840-0	1 N 2 CT	11 / 1	17.080 PER 12
72 6CS OF 12	73502 50904	HVR RYL D BAG ~~40100525~~ 47068-2	1 N 1 EA	22 / 1	11.490 PER 12
60 5CS OF 12	73502 50905	HVR RYL U BAG ~~40100526~~ 47374-4	1 N 1 EA	25 / 1	11.490 PER 12
84 7CS OF 12	73502 50950	HOOVR VACUUM CLEANR BELT 54111-0 40201190	1 1 EA	99 / 99	18.600 PER 12

MUST CALL FOR APPT 72 HRS PRIOR TO ARRIVAL DATE
SEPARATE B/L FOR EACH PO.A HANDLING CHARGE WILL
BE ASSESSED FOR OTHER THAN GOOD 40X48 PALLETS

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT. COST
CATHCART, STAN	153	51	20	415	3036

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720 **INVOICE**

Nobody Gets The Dirt Like Hoover. Nobody.™ MC0 110 REP TPEEL

D-U-N-S 17-765-9133

BILL TO
CTP/KING OF PRUSSIA GMD
PO BOX 268863
FLEMING INC
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002392457	5605832	001
BILL TO	SHIP TO	SALES CODE
3502124	3713921	9400
01A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

SHIP TO
FLEMING COMPANY
201 CHURCH ST
KING OF PRUSSIA PA 19406

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING R
TO INVOICE NO./D

CUSTOMER PURCHASE ORDER	TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C /C	INVOICE NUMBER
887673	26	2% 60 Net 61	05/28/03	9400	000239245

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/11/03		01932476-01	03/26/03	3502124	3713921	830100	03/28/0

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM		QUANTITY	UNIT PRICE	AMOUNT
71	BAG PREPACK DISPLAY	40100704	MANUZ	12	132.59	1591.08
	LINE DISCOUNT	3336				111.38CR
71	BAG DISPLAY-ALLERGEN	40100727	MANUZ	10	258.54	2585.40
	LINE DISCOUNT	3336				180.98CR
	ITEM GROSS AMT.					4176.48
	LINE DEAL SUMMARY					292.36CR

HMES	USF HOLLAND				
PRO:	12375036				
MAR	DCO	MF 1000014239	22	001	3884.12

PLEASE PAY AMOUNT ABOV
"CR" DENOTES CREDIT

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

Trace Pd 9/24/0

3/14/03 12:45 PM EST

03/14/03

ATTN: ORDER DEPT

3713921

SHIP TO: FLEMING COMPANIES INC
KOP GM DIVISION
201 WEST CHURCH ROAD
KING OF PRUSSIA, PA 19406

1932476

BILL TO: FLEMING COMPANIES INC
KOP GM DIVISION
201 W CHURCH RD P O BOX 1526
KING OF PRUSSIA, PA 19406-152

SALESMAN: 91 BOB PASCUCCI
CUST P.O. # 887673

TERMS: 2% 60 NET 61
SALES MEMO: ~~30394782~~

ORDER DATE: 03/11/03
SHIP DATE :
ARRIVE DATE : 03/25/03

QTY	ITEM CODE	DESCRIPTION	PRICE	OI
PLEASE SHIP TO ARRIVE 3-25-03 AS REQUESTED BY CUSTOMER				
12	40100704	84 PC HOOVER CENTER DIPSLAY	123.430	132.59
10	40100727	ALLERGEN VAC BAG DISPLAY	240.390	258.54
DEAL APPROVED BY MARK MARZONI - NATIONAL HOT SHEET BULLETIN				

MUST CALL FOR APPT 72 HOURS PRIOR TO ARRIVAL DATE
SEPARATE B/L FOR EACH PO
A HANDLING CHARGE WILL BE ASSESSED FOR OTHER THAN GOOD
40 X 48 PALLETS

TOTAL UNITS 22.

TOTAL DOLLARS 3885.06

TOTAL NUMBER OF ORDERS 1

Rec'd 3/17/03
Hoover Co.
84767900 79

2392457

SHORTAGE DISPOSITION

___ Clear proof of delivery attached.
___ Supplemental delivery receipt attached.
___ Credit #______ applies but is not open.
___ Credit #______ was applied to clear.
___ Please review claim; tols for: 2391872 2392433 2392457
F. Brienza Date 10-14-03

USF Red Star
34 Wright Avenue
Auburn, NY 13021-0985
Telephone: (315) 253-2721

RSEL
CARRIER CODE 395612 2164
PRO NO: 46-641503

DELIVERING TERMINAL PHONE NUMBER	(215)535-5111
MANIFEST FROM	00022C
BOND TO	
PRO DATE	3/28/03
SHIPPER B/L NO.	1000014239
ORIG/DEST	FIT/FHI A
PEDDLE/POSITION	APF/400
P.O. NUMBER	568407
PICKUP UNIT	H722
PICKUP DRIVER NO.	99999
DEL DOOR NO.	FHI 09
BILLER/RATER	567
BILL TO	
C/L PRO NO.	12375036
HANDLING UNITS	160CT
	PPD
PRIMARY NO.	

CONSIGNEE NAME AND ADDRESS
FLEMING CO CU27 CR
201 CHURCH ST 823501
KING OF PRUSSIA PA 19406-2568 NS

SHIPPER NAME AND ADDRESS
HOOVER COMPANY
4211 SHUFFEL DRIVE NW
NORTH CANTON OH 44720

[redacted] FROM C/L AMES [redacted]

TO C/L

COMMENTS PLTS STC 24 CSS

4-34

NO. PKGS	HM	DESCRIPTION AND MARKS	CL	LBS	
3		3X VAC CLEANERS/PARTS HOUSEHOLDS NOI	110	834	[redacted]
3		FLT VAC CLEANER BAGS GRTR THAN 8PCF	77	768	
127		CTN VAC CLEANER BAGS GRTR THAN 8PCF	77	38	
27		CTN BELTS TRANS REF OT V TYPE	200		
		DISCOUNT			
160		TOTAL		1645	

181 21 NVE

APPOINTMENT
DATE CALLED 3/31
DATE 4/1 TIME 8am

181 181 Ref Packing list

DELIVERY RECEIPT
DAMAGES AND SHORTAGES MUST BE NOTED AT TIME OF DELIVERY
☐ SEE BACK 4/1/03

SHRINK WRAP INTACT? ☒ YES ☐ NO

RECEIVED IN GOOD CONDITION
SIGNATURE
PRINT NAME Borrell
DATE 4/1/03

PRO. NO.

	TOTAL
	187
GRAND TOTAL	78[illegible]

BASIS FOR ADDITIONAL CHARGES

- [ ] RESIDENCE DELIVERY
- [ ] SECOND DELIVERY
  - [ ] MORE THAN 40 MILES FROM TERMINAL?
- [ ] STORAGE ______ DAYS (ATTACH ON HAND NOTICE AND RETURN RECEIPT)
- [ ] INSIDE DELIVERY
- [ ] GARMENT AREA DELIVERY
- [ ] PIER DELIVERY
- [ ] AIR FREIGHT

- [ ] DETENTION

				START	FINISH
ARRIVED AND NOTIFIED CONSIGNEE	07:34	AM/PM			
STARTED UNLOADING	09:40	AM/PM	AM BREAK		
FINISHED UNLOADING	10:00	AM/PM	LUNCH		
SORTING OR SEGREGATING	6:00	MIN/HOURS	PM BREAK		

- [ ] TRAILER(S) FULLY UTILIZED
- [ ] DIVERSION/RECONSIGNMENT, DID YOU ATTEMPT DELIVERY TO ORIGINAL DESTINATION? ______ YES ______ NO
  - [ ] MORE THAN 40 MILES FROM POINT OF DIVERSION?

(SHOW NEW ADDRESS ON FACE OF DR)

- [ ] OTHER: EXPLANATION ______

DRIVER'S SIGNATURE

AUTHORIZED CONSIGNEE'S SIGNATURE

EXHIBIT A

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720 INVOICE

Nobody Gets The Dirt Like Hoover. Nobody.™

MCO 210 REP TPEEL

D-U-N-S 17-765-9133

BILL TO
CTP/SACRAMENTO GMD
PO BOX 268864
FLEMING INC
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002392423	5604202	001
BILL TO	SHIP TO	SALES CODE
3502125	0422926	9400
01A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

SHIP TO
GMD WEST
8301 FRUITRIDGE RD
FLEMING INC
SACRAMENTO CA 95826

WHEN REMITTING REFER TO INVOICE NO./DATE

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

CUSTOMER PURCHASE ORDER	TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C /C	INVOICE NUMBER
478968	26	2% 60 Net 61	05/28/03	9400	0002392423

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/12/03		01927981-01	03/26/03	3502125	0422926	830100	03/28/03

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM		QUANTITY	UNIT PRICE	AMOUNT
71	TOP FILL UPR BAG(12)	4010001A	015	456	1.71	779.76
	LINE DISCOUNT	3336				54.58CR
71	BOT FILL UPR BAG(12)	4010003C	015	72	1.03	74.16
	LINE DISCOUNT	3336				5.19CR
72	CONV UPRT BELT (12)	40201048	015	252	1.14	287.28
	LINE DISCOUNT	3336				20.11CR
72	EUREKA UPRT BELT(12)	40201041	015	156	1.14	177.84
	LINE DISCOUNT	3336				12.45CR
71	ALL UPRIGHT BAG (12)	40100501	015	384	1.03	395.52
	LINE DISCOUNT	3336				27.69CR
71	ELECTROLUX BAG (12)	40100515	015	360	1.03	370.80
	LINE DISCOUNT	3336				25.96CR
71	PANASONIC BAG (12)	40100517	015	24	1.03	24.72
	LINE DISCOUNT	3336				1.73CR
71	DIRT DEVL UP BAG(12)	40100572	015	24	1.03	24.72
	LINE DISCOUNT	3336				1.73CR
71	PD/DIM UPRT BAG (12)	4010075Z	015	360	1.71	615.60
	LINE DISCOUNT	3336				43.09CR
71	ALLER FILT BAG Y(12)	4010100Y	015	24	3.89	93.36
	LINE DISCOUNT	3336				6.54CR
71	BAG PK-ROYAL D (12)	40100525	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR
	ITEM GROSS AMT.					2880.84
	LINE DEAL SUMMARY					201.67CR

81194834B

CNLR	CENTRAL TRUCKING, IN				
MAR	CJA	MF 0303250239	2,148	001	2679.17

PLEASE PAY AMOUNT ABOVE
"CR" DENOTES CREDIT

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

0422926

1927981

INVOICE TO:
SACO GM DIVISION
8301 FRUITRIDGE ROAD
P.O. BOX 7010
SACRAMENTO CA 95826

SHIP TO:
SACO GM DIVISION
8301 FRUITRIDGE ROAD
P.O. BOX 7010
SACRAMENTO CA 95826

Please RUSH !! New Business !!

Fleming Companies, Inc.

PURCHASE ORDER

800-946-5550

VENDOR:
HOOVER COMPANY
GAVILAN KENNETT ROEPKE
16360 MONTEREY ST STE#220
MORGAN HILL CA 95037

SHIP	VENDOR NO.
03[illegible]03	30080

DATE ORDERED	PURCHASE ORDER NO.	TERMS	PRICE PROTECTION
03/12/03	478968	60 DAYS 2.00%	

SHIP VIA	FOB	FREIGHT SHIPPED PPD	FREIGHT SHIPPED COL	FREIGHT PAID BY FLEM	FREIGHT PAID BY VEN
	FAX S-13	P			V

IMPORTANT NOTICE

IOTIFY FLEMING FOODS PURCHASING)EPARTMENT IF UNABLE TO MEET PECIFIED ARRIVAL DATE.

ˌDVISE FLEMING FOODS PURCHASING)EPARTMENT BY TELEGRAM, 'ELEPHONE OR AIRMAIL THE CAR IUMBER, ROUTING, DATE SHIPPED ND ORIGINATING POINT OF RAIL HIPMENTS.

TERMS AND CONDITIONS

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Under the terms and conditions of this urchase order, Fleming Companies holds ll suppliers/manufacturers solely esponsible for the contents of their roducts with respect to existing federal nd state standards, including California lealth and Safety Code 25249.5-5249.13"

HIS PURCHASE ORDER IS ISSUED IN COMPLIANCE WITH EXECUTIVE ORDER 11246, THE REHABILITATION CT OF 1973, AND THE VIETNAM ERA 'ETERANS READJUSTMENT SSISTANCE ACT.

eller also guarantees that all terms of ale covered by this purchase order are vailable to all other purchasers on roportionately equal terms.

Bill of lading must be itemized as to uantity, size, pack and description." hipment must be tendered to carrier, orted and segregated as to quantity, size, ack and description, and bill of lading nust carry certification of the same signed y carrier representative.

)ELIVERY TERMS OF SALE REQUIRE RIVER UNLOADING AT OUR DOCK,

AILURE TO COMPLY WITH ABOVE AY RESULT IN REFUSAL OF THIS HIPMENT.

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION	PACK & SIZE	TIE HIGH	COST
456 ~~38~~CS OF 12	73502 00001	39576-4	HVR VACBG "A" A40100001A	1 A 3 CT	12 2	19.200 PER 12
72 ~~6~~CS OF 12	73502 00003	39575-6	HVR VACBG"C" B40100003C	1 A 4 CT	11 1	11.520 PER 12
252 ~~21~~CS OF 12	73502 00102	39585-5	HVR VAC BELT C40201048	1 C 2 CT	20 1	12.720 PER 12
156 ~~13~~CS OF 12	73502 00109	39586-3	HVR VAC BELT C40201041	1 C 2 CT	25 1	12.720 PER 12
384 ~~32~~CS OF 12	73502 00501	39582-2	HVR ERKA "F&G" B40100501	1 A 2 CT	15 1	11.520 PER 12
360 ~~30~~CS OF 12	73502 50608	39583-0	HVR ELCTRLX VBGD40100515	1 B 2 CT	10 1	11.520 PER 12
24 ~~2~~CS OF 12	73502 50622	74067-0	HVR PAN UPBAG 2PK40100517	1 N 2 PK	12 1	11.490 PER 12
24 ~~2~~CS OF 12	73502 50762	39595-4	HVR DRTDVL "C" 40100572	1 B 2 CT	10 1	11.520 PER 12
360 ~~30~~CS OF 12	73502 50780	13133-4	HVR VAC BAG "Z" 40100757	1 B 3 CT	12 2	19.200 PER 12
24 ~~2~~CS OF 12	73502 50881	58140-5	HOOVR ALLRGN "Y" 4010100Y	1 N 1 EA	12 2	43.410 PER 12
36 ~~3~~CS OF 12	73502 50904	47068-2	HVR RYL D BAG 40100526	1 N 1 EA	18 2	11.490 PER 12

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT. COST
CATHCART, STAN	179	76	18	538	2688

** FAX COVER LETTER **

Date: 03/12/03 Time: 12:11:00

To:
HOOVER COMPANY

From: CATHCART, STAN

Re: 478968

Including this cover sheet, you should receive 2 pages.

If you have difficulty in receiving this transmission,
please call us at:

9163819200

2392423

FedEx Freight

FedEx Freight West
6411 GUADALUPE MINES ROAD
SAN JOSE, CA 95120
800.845.4647

DELIVERY RECEIPT

Freight Bill Number: 811948348 R0

DRIVER COPY

B/L #	P.O. #	Ship Date	Origin	Dest.
0303250239	478968	03/31/03	WHT	SAC

CONSIGNEE 85118965 Trailer # 2848463
GMD WEST SACRAMENTO
8301 FRUITRIDGE RD
FLEMING CO
SACRAMENTO CA 95826-4806

SHIPPER 84426024
HOOVER CO THE W
3200 WORKMAN MILL RD
CO FEDEX FREIGHT WEST
WHITTIER CA 90601

H/U	PCS	HM	DESCRIPTION	WGT LBS	NMFC	PCF	CLASS	RATE	CHARGES
			EVELYN (916)381-9255 APPT 0600 AM						Tally 57 30 28 35 25 29 179
			** ANY ADDITIONAL SERVICES MAY RESULT IN ADDITIONAL CHARGES **						
0	179		PREPAID - WILL INVOICE THIRD PARTY	563					

ACCESSORIAL SERVICES PERFORMED:
- ☐ INSIDE DELIVERY
- ☐ RESIDENTIAL-LIMITED ACCESS
- ☒ SORT & SEGREGATE
- ☐ LIFTGATE
- ☐ DETENTION
- ☐ OTHERS

WILL INVOICE RESPONSIBLE PARTY

Thank you

REGIONAL LTL AT ITS BEST!

Received by: Guzman 4/4/03 179
Date: 4/4 Arrive: 6:00 Depart: 7:21
Delv. Driver: Costi Driver #:
☒ DELV WITH S/W INTACT ____ # of Skids Delv
☒ CLEAR ☐ SHORT ☐ OVER ☐ DAMAGE
EXCEPTIONS:

Customer Requirements/Appointment Instruction
APAPPT: 04/04/2003 FROM 06:00 TO 08:00
(9(916)381-9255 X-0000 EVELYN
APAPPT 0600 AM

FedEx Freight

FedEx Freight West
6411 GUADALUPE MINES ROAD
SAN JOSE, CA 95120
800.845.4647

DELIVERY RECEIPT

Freight Bill Number
811948348 R0

DRIVER COPY

B/L #	P.O. #	Ship Date	Origin	Dest.
0303250239	478968	03/31/03	WHT	SAC

CONSIGNEE 85118965 Trailer # 2848463
GMD WEST SACRAMENTO
8301 FRUITRIDGE RD
FLEMING CO
SACRAMENTO CA 95826-4806

SHIPPER 84426024
HOOVER CO THE W
3200 WORKMAN MILL RD
CO FEDEX FREIGHT WEST
WHITTIER CA 90601

H/U	PCS	HM	DESCRIPTION	WGT-LBS	NMFC	PCF	CLASS	RATE	CHARGES
			EVELYN (916)381-9255 APPT 0600 AM						Tally 32 30 28 35 25 29 179
			** ANY ADDITIONAL SERVICES MAY RESULT IN ADDITIONAL CHARGES **						
0	179		PREPAID - WILL INVOICE THIRD PARTY	563					

ACCESSORIAL SERVICES PERFORMED:
_____ ☐ INSIDE DELIVERY
_____ ☐ RESIDENTIAL-LIMITED ACCESS
_____ ☒ SORT & SEGREGATE
_____ ☐ LIFTGATE
_____ ☐ DETENTION
_____ ☐ OTHERS

WILL INVOICE RESPONSIBLE PARTY

Thank You

REGIONAL LTL AT ITS BEST!

Received by: Guzman 4/4/03 179
Date: 4/4 Arrive: 6:00 Depart: 7:2?
Delv. Driver: COSTI Driver #: 142
☒ DELV WITH S/W INTACT _____ # of Skids Delv
☒ CLEAR ☐ SHORT ☐ OVER ☐ DAMAGE
EXCEPTIONS:

Customer Requirements/Appointment Instruction
APAPPT: 04/04/2003 FROM 06:00 TO 08:00
(9(916)381-9255 X-0000 EVELYN
APAPPT 0600 AM

FedEx Freight

FedEx Freight West
6411 GUADALUPE MINES ROAD
SAN JOSE, CA 95120
800.845.4647

DELIVERY RECEIPT

Freight Bill Number
811948348 R0

DRIVER COPY

B/L # 0303250239
P.O. # 478968

Ship Date 03/31/03 | Origin WHT | Dest. SAC

CONSIGNEE 85118965 Trailer # 2848463
GMD WEST SACRAMENTO
8301 FRUITRIDGE RD
FLEMING CO
SACRAMENTO CA 95826-4806

SHIPPER 84426024
HOOVER CO THE W
3200 WORKMAN MILL RD
CO FEDEX FREIGHT WEST
WHITTIER CA 90601

H/U	PCS	HM	DESCRIPTION	WGT-LBS	NMFC	RCF	CLASS	RATE	CHARGES
	179		PO# 478968 CALL BEFORE DELIVERY APPOINTMENT DELIVERY ** *~& DSF *~&*ANY AND ALL OS & D ISSUES *~& CONTACT CAROL FORKUM @ *~&(330)499 9200 X4245 *~****SID#0192798101 BX VAC CLEANERS PARTS *HOUSEHOLDS NOI 000CNOTIFY CHARGE 000425 FUEL SURCHG LTL SHPT5.60% 0000 : NOTIFY CHARGE APPOINTMENT FROM 06:00 TO 08:00 APPT040403 08:00SETUP040203 09:40	563			110		

** ANY ADDITIONAL SERVICES MAY RESULT IN ADDITIONAL CHARGES **

PREPAID - WILL INVOICE THIRD PARTY

WILL INVOICE RESPONSIBLE PARTY

ACCESSORIAL SERVICES PERFORMED:
____ ☐ INSIDE DELIVERY ____ ☐ LIFTGATE
____ ☐ RESIDENTIAL-LIMITED ACCESS ____ ☐ DETENTION
____ ☐ SORT & SEGREGATE ____ ☐ OTHERS ____

REGIONAL LTL AT ITS BEST!

Received by: ____
Date: ____ Arrive: ____ Depart: ____
Delv. Driver: ____ Driver #: ____
☐ DELV WITH S/W INTACT ____ # of Skids Delv
☐ CLEAR ☐ SHORT ☐ OVER ☐ DAMAGE
EXCEPTIONS:

Customer Requirements/Appointment Instruction
APAPPT: 04/04/2003 FROM 06:00 TO 08:00
(9(916)381-9255 X-0000 EVELYN
APAPPT 0600 AM

FedEx Freight

FedEx Freight West
6411 GUADALUPE MINES ROAD
SAN JOSE, CA 95120
800.845.4647

DELIVERY RECEIPT

Freight Bill Number
811948348 R0

DRIVER COPY

B/L # 0303250239
P.O. # 478968
Ship Date 03/31/03 | Origin WHT | Dest. SAC

CONSIGNEE 85118965 Trailer # 2848463
GMD WEST SACRAMENTO
8301 FRUITRIDGE RD
FLEMING CO
SACRAMENTO CA 95826-4806

SHIPPER 84426024
HOOVER CO THE W
3200 WORKMAN MILL RD
CO FEDEX FREIGHT WEST
WHITTIER CA 90601

H/U	PCS	HM	DESCRIPTION	WGT-LBS	NMFC	PCF	CLASS	RATE	CHARGES
	179		PO# 478968 CALL BEFORE DELIVERY APPOINTMENT DELIVERY ** *~& DSF *~&*ANY AND ALL OS & D ISSUES *~& CONTACT CAROL FORKUM @ *~&(330)499 9200 X4245 *~****SID#0192798101 BX VAC CLEANERS PARTS *HOUSEHOLDS NOI 000CNOTIFY CHARGE 000425_FUEL SURCHG LTL SHPT5.60% 0000 : NOTIFY CHARGE APPOINTMENT FROM 06:00 TO 08:00 APPT040403 08:00SETUP040203 09:40	563			110		
			** ANY ADDITIONAL SERVICES MAY RESULT IN ADDITIONAL CHARGES **						
			PREPAID - WILL INVOICE THIRD PARTY						

ACCESSORIAL SERVICES PERFORMED:
- ☐ INSIDE DELIVERY
- ☐ RESIDENTIAL-LIMITED ACCESS
- ☐ SORT & SEGREGATE
- ☐ LIFTGATE
- ☐ DETENTION
- ☐ OTHERS

WILL INVOICE RESPONSIBLE PARTY

REGIONAL LTL AT ITS BEST!

Received by:
Date: Arrive: Depart:
Delv. Driver: Driver #:
☐ DELV WITH S/W INTACT # of Skids Delv
☐ CLEAR ☐ SHORT ☐ OVER ☐ DAMAGE
EXCEPTIONS:

Customer Requirements/Appointment Instruction
APAPPT: 04/04/2003 FROM 06:00 TO 08:00
(9(916)381-9255 X-0000 EVELYN
APAPPT 0600 AM

EXHIBIT A

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720 **INVOICE**

Nobody Gets The Dirt Like Hoover. Nobody.™

MCO 210 REP TPEEL

D-U-N-S 17-765-9133

BILL TO
CTP/MEMPHIS GMD
PO BOX 268865
FLEMING INC
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002393373	5602709	001
BILL TO	SHIP TO	SALES CODE
3502126	4105351	9400
01A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

SHIP TO
MEMPHIS GM DIVISION
4688 HUNGERFORD
MEMPHIS TN 38118

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING REFER TO INVOICE NO./DATE

CUSTOMER PURCHASE ORDER		TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C/C	INVOICE NUMBER
649547MG		26	2% 60 Net 61	05/28/03	9400	0002393373

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/25/03		01948210-01	03/27/03	3502126	4105351	830100	03/28/03

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM		QUANTITY	UNIT PRICE	AMOUNT
71	TOP FILL UPR BAG(12)	4010001A	015	48	1.71	82.08
	LINE DISCOUNT	3336				5.75CR
71	AIR FRESH TABLET(24)	57363003	015	24	1.03	24.72
	LINE DISCOUNT	3336				1.73CR
72	CONV UPRT BELT (12)	40201048	015	96	1.14	109.44
	LINE DISCOUNT	3336				7.66CR
72	EUREKA UPRT BELT(12)	40201041	015	144	1.14	164.16
	LINE DISCOUNT	3336				11.49CR
71	ALL UPRIGHT BAG (12)	40100501	015	108	1.03	111.24
	LINE DISCOUNT	3336				7.79CR
71	ELECTROLUX BAG (12)	40100515	015	96	1.03	98.88
	LINE DISCOUNT	3336				6.92CR
71	ALLER FILT BAG A(12)	4010100A	015	48	3.89	186.72
	LINE DISCOUNT	3336				13.07CR
71	DIRT DEVL UP BAG(12)	40100572	015	24	1.03	24.72
	LINE DISCOUNT	3336				1.73CR
71	ALLER FILT BAG Z(12)	4010100Z	015	24	3.89	93.36
	LINE DISCOUNT	3336				6.54CR
72	WINDTUNNEL BELT (12)	40201160	015	48	1.55	74.40
	LINE DISCOUNT	3336				5.21CR
71	BAG PK-EUREKA AA(12)	40100524	015	24	1.03	24.72
	LINE DISCOUNT	3336				1.73CR
71	BAG PACK-ROYAL U(12)	40100526	015	96	1.03	98.88
	LINE DISCOUNT	3336				6.92CR
72	UPRIGHT BELT-12A(12)	40201190	015	24	1.55	37.20
	LINE DISCOUNT	3336				2.60CR
	ITEM GROSS AMT.					1130.52
	LINE DEAL SUMMARY					79.14CR

HMES PRO: MAR	USF HOLLAND 12375070 DCO	MF 0303260098	804	001	1051.38

PLEASE PAY AMOUNT ABOVE
"CR" DENOTES CREDIT

FORM 2489

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act; filed with the Federal Trade Commission.

INVOICE TO:
MEMPHIS GM DIVISION
4681 BURBANK
P.O. BOX 181008
MEMPHIS TN 38118-1008

SHIP TO:
MEMPHIS GM DIVISION
4688 HUNGERFORD
MEMPHIS TN 38118

4105351

1948210

Fleming Companies, Inc.

VENDOR:
HOOVER COMPANY
ATTN: ORDER ENTRY DEPT.
101 E MAPLE STREET
NORTH CANTON OH 44720

SHIP: 04/08/03

VENDOR NO.: 30080

PURCHASE ORDER

800-946-5550

DATE ORDERED	PURCHASE ORDER NO.	TERMS	PRICE PROTECTION
03/25/03	649547 NG	60 DAYS 2.00%	

SHIP VIA	FOB	FREIGHT SHIPPED PPD	COL	PAID BY FLEM	VEN
FAX# 800-944-9205	PREPAID $750	P			V

IMPORTANT NOTICE

NOTIFY FLEMING FOODS PURCHASING DEPARTMENT IF UNABLE TO MEET SPECIFIED ARRIVAL DATE.

ADVISE FLEMING FOODS PURCHASING DEPARTMENT BY TELEGRAM, TELEPHONE OR AIRMAIL THE CAR NUMBER, ROUTING, DATE SHIPPED AND ORIGINATING POINT OF RAIL SHIPMENTS.

TERMS AND CONDITIONS

PURCHASE ORDER NUMBER MUST BE SHOWN ON ALL INVOICES SHIPPING PAPERS, AND FREIGHT BILL. Seller warrants that everything to which this Purchase Order applies and everything done by Seller in connection with this Purchase Order shall be in compliance with law. The word "law" as used herein includes but is not limited to all federal, state and local laws relating to food, drug and cosmetic, labeling, environmental protection and occupational safety and health, and all regulations, standards, rules codes and other requirements thereunder. Without prejudice to any other remedy Buyer may have, Seller shall indemnify Buyer and save Buyer harmless from any and all liability and loss arising out of any breach of the foregoing warranty and shall reimburse Buyer for any and all expenses incurred in connection therewith.

"Under the terms and conditions of this purchase order, Fleming Companies holds all suppliers/manufacturers solely responsible for the contents of their products with respect to existing federal and state standards, including California Health and Safety Code 25249.5-25249.13"

THIS PURCHASE ORDER IS ISSUED IN COMPLIANCE WITH EXECUTIVE ORDER 11246, THE REHABILITATION ACT OF 1973, AND THE VIETNAM ERA VETERANS READJUSTMENT ASSISTANCE ACT.

Seller also guarantees that all terms of sale covered by this purchase order are available to all other purchasers on proportionately equal terms.

Bill of lading must be itemized as to quantity, size, pack and description. Shipment must be tendered to carrier sorted and segregated as to quantity, size, pack and description, and bill of lading must carry certification of the same signed by carrier representative.

DELIVERY TERMS OF SALE REQUIRE DRIVER UNLOADING AT OUR DOCK.

FAILURE TO COMPLY WITH ABOVE MAY RESULT IN REFUSAL OF THIS SHIPMENT.

QUANTITY ORDERED	UPC CASE CODE	DESCRIPTION ITEM CODE	PACK & SIZE	TIE HIGH	COST
4CS OF 12	73502 00001	HVR VACBG "A" A4010001A 39576-4	1 A 3 CT	12 1	19.200 PER 12
1CS OF 24	73502 00023	HVR AIR FRSHNR D57363003 39356-1	1 C .69 OZ	21 1	23.040 PER 24
8CS OF 12	73502 00102	HVR VAC BELT C40201048 39585-5	1 C 2 CT	20 1	12.720 PER 12
12CS OF 12	73502 00109	HVR VAC BELT C40201041 39586-3	1 C 2 CT	50 1	12.720 PER 12
9CS OF 12	73502 00501	HVR ERKA "F&G" B40100501 39582-2	1 A 2 CT	12 1	11.520 PER 12
8CS OF 12	73502 50608	HVR ELCTRLX VBGD40100515 39583-0	1 B 2 CT	10 1	11.520 PER 12
4CS OF 12	73502 50737	HVR ALLRGN "A" D4010100A 18844-1	1 N 1 EA	6 1	43.410 PER 12
2CS OF 12	73502 50762	HVR DRTDVL "C" 40100572 39595-4	1 B 2 CT	18 1	11.520 PER 12
2CS OF 12	73502 50781	HVR ALLRGN"Z" BG4010100Z 18845-8	1 B 3 CT	12 1	43.410 PER 12
4CS OF 12	73502 50882	HVR BELT-W/TUN 40201160 09840-0	1 N 2 CT	50 1	17.080 PER 12
2CS OF 12	73502 50903	HVR ERKA AA BAG 40100524 46865-2	1 N 1 EA	10 1	11.490 PER 12
8CS OF 12	73502 50905	HVR RYL U BAG 40100526 47374-4	1 N 1 EA	10 1	11.490 PER 12

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT. COST
CATHCART, STAN					

[INVOI]CE TO:
[MEMP]HIS GM DIVISION
BURBANK
BOX 181008
[ME]MPHIS TN 38118-1008

SHIP TO:
MEMPHIS GM DIVISION
4688 HUNGERFORD
MEMPHIS TN 38118

VENDOR:
HOOVER COMPANY
ATTN: ORDER ENTRY DEPT.
101 E MAPLE STREET
NORTH CANTON OH 44720

[Fl]eming
[C]ompanies, Inc.

PURCHASE ORDER

800-946-5550

SHIP	VENDOR NO.
04/09/03	30080

DATE ORDERED	PURCHASE ORDER NO.	TERMS	PRICE PROTECTION
03/25/03	649547 MG	60 DAYS 2.00%	

SHIP VIA	FOB	FREIGHT SHIPPED PPD	COL	PAID BY FLEM	VEN
FAX# 800-944-9205	PREPAID $750	P			V

IMPORTANT NOTICE

[N]OTIFY FLEMING FOODS PURCHASING [D]EPARTMENT IF UNABLE TO MEET [S]PECIFIED ARRIVAL DATE.

[A]DVISE FLEMING FOODS PURCHASING [D]EPARTMENT BY TELEGRAM, [T]ELEPHONE OR AIRMAIL THE CAR [N]UMBER, ROUTING, DATE SHIPPED [A]ND ORIGINATING POINT OF RAIL [S]HIPMENTS.

[T]ERMS AND CONDITIONS

[P]URCHASE ORDER NUMBER MUST BE [S]HOWN ON ALL INVOICES SHIPPING [P]APERS, AND FREIGHT BILL. [S]eller warrants that everything to which [th]is Purchase Order applies and [e]verything done by Seller in connection [w]ith this Purchase Order shall be in [c]ompliance with law. The word "law" as [u]sed herein includes but is not limited to [al]l federal, state and local laws relating to [f]ood, drug and cosmetic, labeling [e]nvironmental protection and [o]ccupational safety and health, and all [re]gulations, standards, rules codes and [o]ther requirements thereunder. Without [p]rejudice to any other remedy Buyer may [ha]ve, Seller shall indemnify Buyer and [s]ave Buyer harmless from any and all [li]ability and loss arising out of any breach [of] the foregoing warranty and shall [re]imburse Buyer for any and all expenses [in]curred in connection therewith.

[U]nder the terms and conditions of this [p]urchase order, Fleming Companies holds [a]ll suppliers/manufacturers solely [r]esponsible for the contents of their [p]roducts with respect to existing federal [an]d state standards, including California [H]ealth and Safety Code 25249.5-[2]5249.13"

[T]HIS PURCHASE ORDER IS ISSUED IN [C]OMPLIANCE WITH EXECUTIVE [O]RDER 11246, THE REHABILITATION [A]CT OF 1973, AND THE VIETNAM ERA [V]ETERANS READJUSTMENT [A]SSISTANCE ACT.

[S]eller also guarantees that all terms of [s]ale covered by this purchase order are [a]vailable to all other purchasers on [p]roportionately equal terms.

[B]ill of lading must be itemized as to [q]uantity, size, pack and description." [S]hipment must be tendered to carrier, [s]orted and segregated as to quantity, size, [p]ack and description, and bill of lading [m]ust carry certification of the same signed [b]y carrier representative.

[D]ELIVERY TERMS OF SALE REQUIRE [D]RIVER UNLOADING AT OUR DOCK.

[F]AILURE TO COMPLY WITH ABOVE [M]AY RESULT IN REFUSAL OF THIS [S]HIPMENT.

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION PACK & SIZE	TIE HIGH	COST
2CS OF 12	73502 50950	54111-0	HOOVR VACUUM CLEANR BELT 1 1 EA	99 99	18.600 PER 12

40201190

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT. COST
CATHCART, STAN	66	25	12	185	1054

2393373

USF Holland 750 EAST 40th ST. HOLLAND, MICHIGAN 49423

PHONE (616) 396-6000 DUNS 00-777-3794 (HMES) DELIVERY RECEIPT

LOCAL NO. (662)893-8232

ORIG.	DEST.	TYPE	P/C	BILLER
AK	ME		P	JL

SHIPPER BOL NO	PRO NUMBER
0303260098	12375070
P.O. NUMBER	**DATE**
649547MC	03/27/03

APPT

COD AMOUNT [redacted]

CONSIGNEE 51829
MEMPHIS GM
4688 HUNGERFORD ROAD
MEMPHIS TN 38118

SHIPPER 3904
HOOVER COMPANY
4211 SHUFFEL DRIVE NW
NORTH CANTON OH 44720

BILL CHARGES TO
HOOVER COMPANY
4211 SHUFFEL DRIVE NW
NORTH CANTON OH 44720

INBOUND TRAILER	ROUTE NO.	BYD. SCAC		ADV. SCAC	ADVANCE PRO	ADVANCE DATE
202312	BACK		[redacted]			

PIECES	HM	DESCRIPTION	CLASS	WEIGHT (LBS)		PPD/COL
1		BX VAC CLEANERS/PARTS, HOUSEHOLDS NOI	110.0	[redacted]		
39		CTN. VAC CLEANER BAGS GRTR THAN 8PCF	77.5			
26		CTN. BELTS TRANS, RBR OT V TYPE	200.0			
		FSC 2.00% NATL AVG FUEL COST IS 166.2				PPD
66		TOTALS				

66

APPT.	REQUESTED DATE	TIME	SVC. CODE
Y	4/4	600AM	A

RECEIVED IN GOOD CONDITION EXCEPT AS NOTED. WHERE APPLICABLE SHIPMENT DELIVERED WITH WRAP INTACT UNLESS OTHERWISE NOTED:

DATE	TRAILER/BAY	PIECES	INITIALS
DATE	TRAILER/BAY	PIECES	INITIALS
	205895	15K	AGO

FIRM Flemin
PRINT NAME Allengdean
SIGNATURE

IN
OUT

SYSTEM WIDE CERTIFIED ISO 9001/2000

DRIVER
DATE DEL'D 4/4/03

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720

INVOICE

Nobody Gets The Dirt Like Hoover. Nobody.™

MCO 000 REP TPEEL

D-U-N-S 17-765-9133

THIS INVOICE HAS BEEN ELECTRONICALLY TRANSMITTED.
PROD - DO NOT MAIL THE DEALER'S COPY OF THE INVOICE.

BILL TO
FLEMING COMPANIES LA CROSSE
PO BOX 26680
OKLAHOMA CITY OK 73126

INVOICE NUMBER			PAGE
0002392410	5605824		001
BILL TO	SHIP TO		SALES CODE
3503266	4804560		9400
14A 03			

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

SHIP TO
FLEMING COMPANIES LA CROSSE #LG00
322 CAUSEWAY BLVD
LA CROSSE WI 54603

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING R[...] TO INVOICE NO./[...]

CUSTOMER PURCHASE ORDER		TERMS	TERMS FROM DATE OF INVOICE		DUE DATE	C / C	INVOICE NUMBER
708323		26	2% 60 Net 61		05/28/03	9400	000239241[...]
ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/10/03		01922912-01	03/26/03	3503266	4804560	830100	03/28/0[...]

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM		QUANTITY	UNIT PRICE	AMOUNT
71	ALLER FILT BAG S(12)	4010100S	015	36	3.89	140.04
	LINE DISCOUNT	3336				9.80CR
71	TOP FILL UPR BAG(12)	4010001A	015	408	1.71	697.68
	LINE DISCOUNT	3336				48.84CR
71	BOT FILL UPR BAG(12)	4010003C	015	48	1.03	49.44
	LINE DISCOUNT	3336				3.46CR
71	PD/DIM UPRT BAG (12)	4010075Z	015	216	1.71	369.36
	LINE DISCOUNT	3336				25.86CR
71	ALLER FILT BAG A(12)	4010100A	015	132	3.89	513.48
	LINE DISCOUNT	3336				35.94CR
71	ALLER FILT BAG Z(12)	4010100Z	015	108	3.89	420.12
	LINE DISCOUNT	3336				29.41CR
71	AIR FRESH TABLET(24)	57363003	015	48	1.03	49.44
	LINE DISCOUNT	3336				3.46CR
71	ALL UPRIGHT BAG (12)	40100501	015	132	1.03	135.96
	LINE DISCOUNT	3336				9.52CR
71	ELECTROLUX BAG (12)	40100515	015	168	1.03	173.04
	LINE DISCOUNT	3336				12.11CR
71	SEARS CSTR BAG (12)	40100514	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR
71	EUREKA CSTR BAG (12)	40100511	015	12	1.03	12.36
	LINE DISCOUNT	3336				.87CR
72	EUREKA UPRT BELT(12)	40201041	015	60	1.14	68.40
	LINE DISCOUNT	3336				4.79CR
72	CONV UPRT BELT (12)	40201048	015	60	1.14	68.40
	LINE DISCOUNT	3336				4.79CR
71	DIAL-A-MATIC BAG(12)	4010005D	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR
71	SPIRIT CSTR BAG (12)	4010028K	015	24	1.71	41.04
	LINE DISCOUNT	3336				2.87CR
71	DIRT DEVL UP BAG(12)	40100572	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR
72	WINDTUNNEL BELT (12)	40201160	015	84	1.55	130.20
	LINE DISCOUNT	3336				9.11CR
71	PANASONIC BAG (12)	40100517	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

PLEASE PAY AMOUNT ABOVE

"CR" DENOTES CREDIT

EXHIBIT A

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720

INVOICE

Nobody Gets The Dirt Like Hoover. Nobody.™

MC0 000 REP TPEEL

D-U-N-S 17-765-9133

THIS INVOICE HAS BEEN ELECTRONICALLY TRANSMITTED.
PROD - DO NOT MAIL THE DEALER'S COPY OF THE INVOICE.

BILL TO
FLEMING COMPANIES LA CROSSE
PO BOX 26680
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002392410	5605824	002
BILL TO	SHIP TO	SALES CODE
3503266	4804560	9400
14A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

SHIP TO
FLEMING COMPANIES LA CROSSE #LG00
322 CAUSEWAY BLVD
LA CROSSE WI 54603

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING REFE[R] TO INVOICE NO./DAT[E]

CUSTOMER PURCHASE ORDER		TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C/C	INVOICE NUMBER
708323		26	2% 60 Net 61	05/28/03	9400	0002392410

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/10/03		01922912-01	03/26/03	3503266	4804560	830100	03/28/03

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

DESCRIPTION	ITEM	QUANTITY	UNIT PRICE	AMOUNT
ITEM GROSS AMT.				3017.28
LINE DEAL SUMMARY				211.23CR

HMES USF HOLLAND
PRO: 12375015
MAR CJA

MF 0303250280 1,680 001 2806.05

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

PLEASE PAY AMOUNT ABOVE
"CR" DENOTES CREDIT

FORM 2484

EDHL0089P2 - EDI PO - FLEMING

DATE 3/11/03
TIME 6:40:34

PAGE 1
TCN-36474001

****
** OPTIONS ORDER # **
** 0 1 9 2 2 9 1 2 **
****

ORIGINAL:

TERMS * WARNING NO TERMS??

CUSTOMER:	STORE	DEPT	DIST
BT: 3503266			9400
ST: 4804560	LG00		
DT:			

SHIP-TO-ADDRESS:

FLEMING COMPANIES LA CROSSE #LG00
322 CAUSEWAY BLVD
LA CROSSE WI 54603 -0000

PO NUMBER	ORDER DATE	SHIPPING SCHEDULE--> DATE DESCRIPTION--->	DELIVERY REQUESTED ON THIS DATE:
708323	03/10/03		03/20/03

HOOVER ITEM	CUSTOMER ITEM	CASES	HVR UN/CA	TOTAL UNITS	UNIT COST	EXTENDED COST	UPC <..NUMBER.....>	DESCRIPTION
40201190	918102			36 - 3	$18.60	$55.80	0 73502 50950 0	HOOVER VAC BELT - 40201190
4010100S	918107			36 3	$46.68	$140.04	0 73502 50756 8	HOOVER "S" BAG -MICRO
4010001A	918108			408 34	$20.52	$697.68	0 73502 00001 4	HOOVER "A" BAG -4010001
4010003C	918109			48 - 4	$12.36	$49.44	0 73502 00003 8	HOOVER "C" BAG -4010003
4010075Z	918111			216 - 18	$20.52	$369.36	0 73502 50780 3	HOOVER "Z" BAG -4010075
4010100A	918112			132 - 11	$46.68	$513.48	0 73502 50737 7	HOOVER 4010100 A MICRO BAG
4010100Z	918113			108 - 9	$46.68	$420.12	0 73502 50781 0	HOOVER 4010100 Z MICRO BAG
57363003	918115			48 - 2	$24.72	$49.44	0 73502 00023 6	VACUUM AIR FRESHNER 57363003
40100501	918116			132 - 11	$12.36	$135.96	0 73502 00501 9	EUREKA F & G BAG -40100501
40100515	918117			168 - 14	$12.36	$173.04	0 73502 50608 0	ELECTROLUX TANK BAG-40100515
40100514	918118			36 - 3	$12.36	$37.08	0 73502 50607 3	KENMORE CANISTER BAG-40100514
40100511	918119			12 - 1	$12.36	$12.36	0 73502 50604 2	EUREKA H BAG -40100511
40201041	918120			60 - 5	$13.68	$68.40	0 73502 00109 7	EUREKA UPRIGHT BELT 40201041
40201048	918121			60 - 5	$13.68	$68.40	0 73502 00102 8	CONVERTIBLE BELT -40201048
4010005D	918122			36 - 3	$12.36	$37.08	0 73502 00005 2	DIALAMATIC VACUUM BAG
4010028K	918123			24 - 2	$20.52	$41.04	0 73502 00028 1	HOOVER "K" BAG -4010028
40100572	918124			36 - 3	$12.36	$37.08	0 73502 50762 9	UPRIGHT TYPE "C" VACUUM BAG
40201160	918133			84 - 7	$18.60	$130.20	0 73502 50882 4	HOOVER VAC BELT -Y 40201160
40100517	918137			36 - 3	$12.36	$37.08	0 73502 50622 6	PANASONIC UPRIGHT BAG ...
TOTAL				141		$3,073.08		

```
****************************
**   OPTIONS ORDER #      **
**   0 1 9 2 2 9 1 2      **
****************************
```

TERMS

CUSTOMER:	STORE	DEPT	DIST
BT: 3503266			9400
ST: 4804560	LG00		
DT:			

SHIP-TO-ADDRESS:

FLEMING COMPANIES LA CROSSE #LG00
322 CAUSEWAY BLVD
LA CROSSE WI 54603 -0000

PO NUMBER	ORDER DATE	SHIPPING SCHEDULE--> DATE DESCRIPTION--->	DELIVERY REQUESTED ON THIS DATE:
708323	03/10/03		03/20/03

HOOVER ITEM	CUSTOMER ITEM	CASES	HVR UN/CA	TOTAL UNITS	UNIT COST	EXTENDED COST	UPC <..NUMBER.....>	DESCRIPTION

SPECIAL NOTES AND INSTRUCTIONS:
ORGANIZATION IDENTIFIER: BILL TO:
NAME: FLEMING COMPANIES
DUNS WITH 4 DIGIT SUFFIX (UCS USES CODE 9 & 10 ON006943773LG00
ORGANIZATION IDENTIFIER: SHIP TO:
NAME: FLEMING LACROSSE
DUNS WITH 4 DIGIT SUFFIX (UCS USES CODE 9 & 10 ON006943773LG00
ORGANIZATION IDENTIFIER: VENDOR:
NAME: HOOVER
DUNS WITH 4 DIGIT SUFFIX (UCS USES CODE 9 & 10 ON999999999
SHIPMENT METHOD OF PAYMENT: PREPAID (BY SELLER):
MODE OF TRANSPORTATION: MOTOR (COMMON CARRIER):
F.O.B. POINT: NORTH CANTON

USF Holland 750 EAST 40th ST. HOLLAND, MICHIGAN 49423 — PHONE (616) 395-5000 — DUNS 00-777-3724 (HMES) — DELIVERY RECEIPT 1

LOCAL NO. (608)372-7800

ORIG.	DEST.	TYPE	P/C	BILLER
AK	TM		P	JH

SHIPPER BOL NO	PRO NUMBER	
0303250280	12375015	TU01
P.O. NUMBER	**DATE**	**COD AMOUNT**
708323	03/27/03	[redacted]

CONSIGNEE
FLEMING FOODS 20022
322 CAUSEWAY BLVD
LA CROSSE WI 54601

SHIPPER
HOOVER COMPANY 3904
4211 SHUFFEL DRIVE NW
NORTH CANTON OH 44720

BILL CHARGES TO
HOOVER COMPANY
4211 SHUFFEL DRIVE NW
NORTH CANTON OH 44720

INBOUND TRAILER	ROUTE NO.	BYD. SCAC		ADV. SCAC	ADVANCE PRO	ADVANCE DATE	
209924	004		[redacted]				[redacted]

PIECES	H/M	DESCRIPTION	CLASS	WEIGHT (LBS)		PPD/COL
2		BX VAC CLEANERS/PARTS, HOUSEHOLDS NOI	110.0	3	[redacted]	
83		CTN, VAC CLEANER BAGS GRTR THAN 8PCF	77.5	302		
2		PLT, VAC CLEANER BAGS GRTR THAN 8PCF	77.5	151		
		PLTS STC 36 CSS				
17		CTN, BELTS TRANS, RBR OT V TYPE	200.0	22		
		DEFICIT WEIGHT		22		
		AS WEIGHT		500		
41 - DK 1-DL						
		FSC 2.00% NATL AVG FUEL COST IS 166.2				

APPT.	REQUESTED DATE	TIME	SVC. CODE
Y	04/01/03	1000	A

RECEIVED IN GOOD CONDITION EXCEPT AS NOTED. WHERE APPLICABLE SHIPMENT DELIVERED WITH WRAP INTACT UNLESS OTHERWISE NOTED: PG1/2 — SYSTEM WIDE ISO 9002 CERTIFIED

DATE	TRAILER/BAY	PIECES	INITIALS
3-31	DL	104/1	1635
3-31	200(2)	1	14/13

FIRM ______ IN ______
PRINT NAME ______ OUT ______ DRIVER ______
SIGNATURE ______ DATE DEL'D / /

OPER 1000 (09/01) 2.0

USF Holland 750 EAST 40th ST. HOLLAND, MICHIGAN 49423 — PHONE (616) 395-5000 — DUNS 00-777-3724 (HMES) — DELIVERY RECEIPT 1

LOCAL NO. (608)372-7800

ORIG.	DEST.	TYPE	P/C	BILLER
AK	TM		P	JH

SHIPPER BOL NO	PRO NUMBER	
0303250280	12375015	TU01
P.O. NUMBER	**DATE**	**COD AMOUNT**
708323	03/27/03	[redacted]

CONSIGNEE
FLEMING FOODS 20022
322 CAUSEWAY BLVD
LA CROSSE WI 54601

SHIPPER
HOOVER COMPANY 3904
4211 SHUFFEL DRIVE NW
NORTH CANTON OH 44720

BILL CHARGES TO
HOOVER COMPANY
4211 SHUFFEL DRIVE NW
NORTH CANTON OH 44720

INBOUND TRAILER	ROUTE NO.	BYD. SCAC		ADV. SCAC	ADVANCE PRO	ADVANCE DATE	
209924	004		[redacted]				[redacted]

PIECES	H/M	DESCRIPTION	CLASS	WEIGHT (LBS)		PPD/COL
104		TOTALS		478	[redacted]	PPD

EXP-452 138pcs per packing slip SWI
4-1-03

APPT.	REQUESTED DATE	TIME	SVC. CODE
Y	04/01/03	1000	A

RECEIVED IN GOOD CONDITION EXCEPT AS NOTED. WHERE APPLICABLE SHIPMENT DELIVERED WITH WRAP INTACT UNLESS OTHERWISE NOTED: PG2/2 — 104 SYSTEM WIDE ISO 9002 CERTIFIED

DATE	TRAILER/BAY	PIECES	INITIALS

FIRM Fleming IN 935
PRINT NAME ______ OUT 1011 DRIVER RL
SIGNATURE Matthew Van Zoor DATE DEL'D 4/1/03

OPER 1000 (09/01) 2.0

EXHIBIT A

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720

INVOICE

Nobody Gets The Dirt Like Hoover. Nobody.™

MC0 210 REP TPEEL

D-U-N-S 17-765-9133

BILL TO
GENERAL MERCHANDISE DIST INC
PO BOX 268862
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002392177	5605866	001
BILL TO	SHIP TO	SALES CODE
1504180	1504181	9400
01A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT.
FORWARD PAYMENT TO:

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

SHIP TO
GENERAL MERCHANDISE DIST INC
7215 S TOPEKA AVE
TOPEKA KS 66601

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING REF TO INVOICE NO./DAT

CUSTOMER PURCHASE ORDER	TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C /C	INVOICE NUMBER
903636TG	26	2% 60 Net 61	05/28/03	9400	0002392177

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/03/03		01907544-01	03/26/03	1504180	1504181	830100	03/28/03

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM	QUANTITY	UNIT PRICE	AMOUNT
71	BAG PREPACK DISPLAY	40100704 015	2	143.64	287.28
	LINE DISCOUNT	3336			20.11CR
	ITEM GROSS AMT.				287.28
	LINE DEAL SUMMARY				20.11CR
	FREIGHT	5116			54.57
	RDWY PRO: MAR	ROADWAY EXPRESS 2111186092 BTU	MF 0303250232	2	001	321.74

PLEASE PAY AMOUNT ABOVE
"CR" DENOTES CREDIT

FORM 2484

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

Trace Pod 9/24/03

TOPEKA GM DIVISION
7215 S TOPEKA BLVD
P O BOX 1817
TOPEKA KS 66601-1817

TOPEKA GM DIVISION
7215 S TOPEKA BLVD
P O BOX 1817
TOPEKA KS 66601 1817

1304184

FEB OPPORTUNITY BUY
PLEASE SHIP TO ARRIVE ON TIME

leming
ompanies, Inc.

PURCHASE ORDER

800-946-5550

VENDOR:
HOOVER CO. DIV PROMO
RETAIL SERVICES, INC.
7070 W.107TH, SUITE 160
OVERLAND PARK KS 66212

SHIP TO ARRIVE: 03/24/03

VENDOR NO.: 30082

partial 3-17 "ship to arrive by 3-24"

DATE ORDERED	PURCHASE ORDER NO.	TERMS	PRICE PROTECTION
03/01/03	903636 TG	60 DAYS 2.00%	

SHIP VIA	FOB	FREIGHT SHIPPED PPD	COL	FLEM	PAID BY VEN
FAX# 800-944-9205	PREPAID	P			V

IMPORTANT NOTICE
...Y FLEMING FOODS PURCHASING ...RTMENT IF UNABLE TO MEET ...IFIED ARRIVAL DATE.

...E FLEMING FOODS PURCHASING ...RTMENT BY TELEGRAM ...PHONE OR AIRMAIL THE CAR...ER, ROUTING, DATE SHIPPED ...ORIGINATING POINT OF RAIL ...IENTS.

...MS AND CONDITIONS

...HASE ORDER NUMBER MUST BE ...VN ON ALL INVOICES SHIPPING ...RS, AND FREIGHT BILL.
...warrants that everything to which ...Purchase Order applies and ...ling done by Seller in connection ...his Purchase Order shall be in ...lance with law. The word "law" as ...herein includes but is not limited to ...eral, state and local laws relating to ...drug and cosmetic, labelling ...nmental protection and ...ational safety and health, and all ...tions, standards, rules codes and requirements thereunder. Without ...ice to any other remedy Buyer may ...Seller shall indemnify Buyer and ...Buyer harmless from any and all ...and loss arising out of any breach ...e foregoing warranty and shall ...rse Buyer for any and all expenses ...ed in connection therewith.

...r the terms and conditions of this ...ase order, Fleming Companies holds ...suppliers/manufacturers solely ...nsible for the contents of their ...cts with respect to existing federal ...tate standards, including California ...h and Safety Code 25249.5-...1.13"

...PURCHASE ORDER IS ISSUED IN ...PLIANCE WITH EXECUTIVE ...ER 11246, THE REHABILITATION ...OF 1973, AND THE VIETNAM ERA ...ERANS READJUSTMENT ...STANCE ACT.

...also guarantees that all terms of ...covered by this purchase order are ...able to all other purchasers on ...tionately equal terms.

...of lading must be itemized as to ...tity, size, pack and description." ...nent must be tendered to carrier, ...d and segregated as to quantity, size, ...and description, and bill of lading ...carry certification of the same signed ...rder representative.

...VERY TERMS OF SALE REQUIRE ...ER UNLOADING AT OUR DOCK.

...URE TO COMPLY WITH ABOVE ...RESULT IN REFUSAL OF THIS ...MENT.

QUANTITY ORDERED	UPC CASE CODE	DESCRIPTION ITEM CODE	PACK & SIZE	TIE HIGH	COST
2	73502 50800	HVR "A"BAG 3PACK ~~BAGS F/S~~ ~~93957-9~~	84 40100-704	99 99	123.430 each

Bag Racks?
yes.

Cost # = 143.64
They have 12343 - must be with their discount

01 override

CFA

ROADWAY TRUCKLINE PREFERRED. DO NOT SHIP PRICE.
OVERNITE, PDQ OR OLD DOMINION TRUCKLINES
FOR DELIVERY APPT CALL 785-267-8044

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT. COST
BENNING, CAROL	2	13		68	246

EXHIBIT A

The Hoover Company (Sales)

NORTH CANTON, OHIO 44720 **INVOICE**

Nobody Gets The Dirt Like Hoover. Nobody.™

MC0 210 REP TPEEL

D-U-N-S 17-765-9133

BILL TO
GENERAL MERCHANDISE DIST INC
PO BOX 268862
OKLAHOMA CITY OK 73126

INVOICE NUMBER		PAGE
0002392424	5605866	001
BILL TO	SHIP TO	SALES CODE
1504180	1504181	9400
01A 03		

TOP PORTION OF INVOICE MUST BE DETACHED AND ACCOMPANY PAYMENT TO ASSURE PROPER CREDIT. FORWARD PAYMENT TO:

THE HOOVER COMPANY
A DIVISION OF MAYTAG
P.O. BOX 95541
CHICAGO, IL 60694-5541

SHIP TO
GENERAL MERCHANDISE DIST INC
7215 S TOPEKA AVE
TOPEKA KS 66601

F.O.B. NORTH CANTON, OHIO OR MOST CONVENIENT WAREHOUSE

WHEN REMITTING REF TO INVOICE NO./DAT

CUSTOMER PURCHASE ORDER	TERMS	TERMS FROM DATE OF INVOICE	DUE DATE	C/C	INVOICE NUMBER
708582TG	26	2% 60 Net 61	05/28/03	9400	0002392424

ORDER DATE	DEPT. NO.	ORDER NUMBER	SHIPPED DATE	BILL TO	SHIP TO	STOCK CODE	INVOICE DATE
03/12/03		01927999-01	03/26/03	1504180	1504181	830100	03/28/03

RETURNS: Merchandise Returns will not be accepted without prior written approval by The Hoover Company (Sales).

	DESCRIPTION	ITEM		QUANTITY	UNIT PRICE	AMOUNT
71	TOP FILL UPR BAG (12)	4010001A	015	108	1.71	184.68
	LINE DISCOUNT	3336				12.93CR
71	BOT FILL UPR BAG (12)	4010003C	015	132	1.03	135.96
	LINE DISCOUNT	3336				9.52CR
71	AIR FRESH TABLET (24)	57363003	015	168	1.03	173.04
	LINE DISCOUNT	3336				12.11CR
72	CONV UPRT BELT (12)	40201048	015	24	1.14	27.36
	LINE DISCOUNT	3336				1.92CR
71	ALL UPRIGHT BAG (12)	40100501	015	36	1.03	37.08
	LINE DISCOUNT	3336				2.60CR
71	PANASONIC BAG (12)	40100517	015	48	1.03	49.44
	LINE DISCOUNT	3336				3.46CR
71	ALLER FILT BAG Y (12)	4010100Y	015	60	3.89	233.40
	LINE DISCOUNT	3336				16.34CR
71	BAG PK-EUREKA AA (12)	40100524	015	132	1.03	135.96
	LINE DISCOUNT	3336				9.52CR
71	BAG PK-ROYAL D (12)	40100525	015	24	1.03	24.72
	LINE DISCOUNT	3336				1.73CR
	ITEM GROSS AMT.					1001.64
	LINE DEAL SUMMARY					70.13CR

RDWY PRO: MAR
ROADWAY EXPRESS
2111186092
CJA

MF 0303250232 732 001 931.51

PLEASE PAY AMOUNT ABOVE
'CR' DENOTES CREDIT

We hereby certify that these goods were produced in compliance with all applicable requirements of Sections 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14, thereof, continuing guaranty under the Textile Fiber Productions Identification Act, filed with the Federal Trade Commission.

1504181

INVOICE TO:
TOPEKA GM DIVISION
7215 S TOPEKA BLVD
P O BOX 1817
TOPEKA KS 66601-1817

SHIP TO:
TOPEKA GM DIVISION
7215 S TOPEKA BLVD
P O BOX 1817
TOPEKA KS 66601 1817

1927999

VENDOR:
HOOVER COMPANY
RETAIL SERVICES, INC.
7070 W.107TH, SUITE 160
OVERLAND PARK KS 66212

SHIP
03/28/03

VENDOR NO.
30080

Fleming Companies, Inc.

PURCHASE ORDER

DATE ORDERED	PURCHASE ORDER NO.	TERMS	PRICE PROTECTION
03/12/03	708582 TG	60 DAYS 2.00%	

800-946-5550

SHIP VIA	FOB	FREIGHT SHIPPED PPD	COL	PAID BY FLEM	VEN
FAX# 12	PREPAID $750	P			V

IMPORTANT NOTICE
FLEMING FOODS PURCHASING ...RTMENT IF UNABLE TO MEET ...FIED ARRIVAL DATE.

FLEMING FOODS PURCHASING ...RTMENT BY TELEGRAM, ...HONE OR AIRMAIL THE CAR...R, ROUTING, DATE SHIPPED ...RIGINATING POINT OF RAIL ...ENTS.

...S AND CONDITIONS

...ASE ORDER NUMBER MUST BE ...N ON ALL INVOICES SHIPPING ...S, AND FREIGHT BILL.
...warrants that everything to which ...urchase Order applies and ...ng done by Seller in connection ...is Purchase Order shall be in ...nce with law. The word "law" as ...rein includes but is not limited to ...al, state and local laws relating to ...drug and cosmetic, labeling ...imental protection and ...tional safety and health, and all ...ons, standards, rules codes and ...quirements thereunder. Without ...e to any other remedy Buyer may ...Seller shall indemnify Buyer and ...uyer harmless from any and all ...and loss arising out of any breach ...foregoing warranty and shall ...se Buyer for any and all expenses ...d in connection therewith.

...the terms and conditions of this ...se order, Fleming Companies holds ...ppliers/manufacturers solely ...sible for the contents of their ...e with respect to existing federal ...te standards, including California ... and Safety Code 26249.5-...18"

...URCHASE ORDER IS ISSUED IN ...LIANCE WITH EXECUTIVE ...R 11246, THE REHABILITATION ...F 1973, AND THE VIETNAM ERA ...RANS READJUSTMENT ...TANCE ACT.

...lso guarantees that all terms of ...vered by this purchase order are ...le to all other purchasers on ...ionately equal terms.

...lading must be itemized as to ...y, size, pack and description." ...ent must be tendered to carrier, ...and segregated as to quantity, size, ...nd description, and bill of lading ...arry certification of the same signed ...ier representative.

...RY TERMS OF SALE REQUIRE ...R UNLOADING AT OUR DOCK.

...RE TO COMPLY WITH ABOVE ...ESULT IN REFUSAL OF THIS ...ENT.

QUANTITY ORDERED	UPC CASE CODE	ITEM CODE	DESCRIPTION / PACK & SIZE	TIE HIGH	COST
108 ~~9CS~~ OF 12	73502 00001	39576-4	HVR VACBG "A" A4010001A / 1 A 3 CT	12 1	19.200 PER 12
132 ~~11CS~~ OF 12	73502 00003	39575-6	HVR VACBG"C" B4010003C / 1 A 4 CT	12 1	11.520 PER 12
168 ~~7CS~~ OF 24	73502 00023	39356-1	HVR AIR FRSHNR D57363003 / 1 C .69 OZ	24 1	23.040 PER 24
24 ~~2CS~~ OF 12	73502 00102	39585-5	HVR VAC BELT C40201048 / 1 C 2 CT	24 1	12.720 PER 12
36 ~~3CS~~ OF 12	73502 00501	39582-2	HVR ERKA "F&G" B40100501 / 1 A 2 CT	12 1	11.520 PER 12
48 ~~4CS~~ OF 12	73502 50622	74067-0	HVR PAN UPBAG 2PK40100517 / 1 N 2 PK	8 1	11.490 PER 12
60 ~~5CS~~ OF 12	73502 50881	58140-5	HOOVR ALLRGN "Y" 4010100Y / 1 N 1 EA	18 1	43.410 PER 12
132 ~~11CS~~ OF 12	73502 50903	46865-2	HVR ERKA AA BAG 40100524 / 1 N 1 EA	16 1	11.490 PER 12
24 ~~2CS~~ OF 12	73502 50904	47068-2	HVR RYL D BAG 40100525 / 1 N 1 EA	12 1	11.490 PER 12
72 ~~6CS~~ OF 12	73502 50950	54111-0	HOOVR VACUUM CLEANR BELT / 1 1 EA / 40201190	10 1	18.600 PER 12

ROADWAY TRUCKLINE PREFERRED. DO NOT SHIP PRICE.
OVERNITE, PDQ OR OLD DOMINION TRUCKLINES
FOR DELIVERY APPT CALL 785-267-8044

MERCHANDISER	TOTAL UNITS	TOTAL CUBE	TOTAL PALLETS	TOTAL WEIGHT	TOTAL EXT. COST
CATHCART, STAN	60	22	10	148	1044

2392177 + 2392424

ROADWAY EXPRESS, INC.
P.O. BOX 471, AKRON, OH 44309-0471 GR
(RDWY) (EIN 34-0492670)

RDWY P/U DATE	DESTINATION	RATE CODE	ITEM/TENDER NO.	PAGE
-26-03	342-3	/I2	8206 41	01 OF 02

DEPT NO.
708582TG

PRO NO 211-118609-2

ORG 211

S/F: N CANTON OH 44720 SHPR CODE 5255
THE HOOVER COMPANY
101 E MAPLE ST
N CANTON OH 44720

GENERAL MERCHANDISE DIST
215 S TOPEKA AVE
TOPEKA KS 66601

CONS CODE 7808

CAEI BOO

ROADWAY'S TARIFFS LIMIT ITS LIABILITY. ALL FREIGHT RECEIVED IN GOOD ORDER AND SHRINKWRAP/BANDING INTACT UNLESS NOTED BELOW. THANK YOU! ROADWAY EXPRESS, INC.

PLEASE SIGN HERE DATE TIME

X Renee Carreon 3-28

SEE FINAL PAGE

UNIT NO	CHKR	H/U	LOCATION	CHKR #	H/U	DOOR	UNIT NO.
274209							

087

GBL NO.
0303250232

INVOICE: SEE FINAL PAGE

TOTAL CHARGES: SEE FINAL PAGE

PRO 211-118609-2

H/U	PKG	HM	DESCRIPTION OF ARTICLES	CODE	WEIGHT (LB)	RATE	CHARGES
			METRO SHIPMENT				
7	CAS		BX. VAC. CLEANERS/PARTS, HOUSEHOLD DEN SITY 6 TO <8 NMFC=13268005 CLC125	P100	13		
			PO				
47	CAS		BX. BAGS, VAC. CLNRS, PAPER DISP. WITH DENSITY 8 NMFC=02111502 CLC775	P100	202		
2	CAS		BX. BELTS, TRANSMISSION, RUBBER O/T V -TYPE < 8PCF NMFC=02334001 CLC200	P100	3		
			GENERAL SURCHARGE (FUEL/FRT)				

DELIVERY RECEIPT

ADV C/L	C/L P/U DATE	ADV C/L FRT BILL NO.	ADV C/L AMT	DUE FM ADV C/L

ROADWAY EXPRESS, INC.
P.O. BOX 471, AKRON, OH 44309-0471 GR
(RDWY) (EIN 34-0492670)

RDWY P/U DATE	DESTINATION	RATE CODE	ITEM/TENDER NO.	PAGE
-26-03	342-3	/I2	8206 41	02 OF 02

DEPT NO.
708582TG

PRO NO 211-118609-2

ORG 211

S/F: N CANTON OH 44720 SHPR CODE 5255
THE HOOVER COMPANY
101 E MAPLE ST
N CANTON OH 44720

GENERAL MERCHANDISE DIST
215 S TOPEKA AVE
TOPEKA KS 66601

SERVICE MON 31

CONS CODE 7808

0. 074

CAEI BOO

ROADWAY'S TARIFFS LIMIT ITS LIABILITY. ALL FREIGHT RECEIVED IN GOOD ORDER AND SHRINKWRAP/BANDING INTACT UNLESS NOTED BELOW. THANK YOU! ROADWAY EXPRESS, INC.

PLEASE SIGN HERE DATE TIME

X Renee Carreon 3-28

UNIT NO	CHKR #	H/U	LOCATION	CHKR #	H/U	DOOR	UNIT NO.
274209			FLEMTOPE			039	

GBL NO.
0303250232

INVOICE:
* SPOT TRAILER - M T TH FRI
* B4 5AM BLDG 5 DOOR 1
* WEST SIDE

PRO 211-118609-2

H/U	PKG	HM	DESCRIPTION OF ARTICLES	CODE	WEIGHT (LB)	RATE	CHARGES
56	TTL	///		TTL	218		PPD
			TO ARRIVE BY 3/26/03 CFA 785-267-8044				
			BLC				
			PO=708582TG U=54	PODP			
			PO=903636TG U=2	PODP			

DR RETURNED
APR 01 2003

DELIVERY RECEIPT

ADV C/L	C/L P/U DATE	ADV C/L FRT BILL NO.	ADV C/L AMT

CLOSED TRAILER DELIVERY MANIFEST

PAGE

CONSIGNEE
FLEMING GND
TOPEKA KS
FOR: FLEMING GND

MANIFEST NO. 030872433095354

CREATE DATE 03/28/2003 08:53 CST

ETA

TRAILER NO. FLEM 389

DEST TERM 342

SEAL NO. APPLIED BY ROADWAY 6265633

SEAL IS INTACT - INITIAL HERE

DRIVER	CONSIGNEE

SPECIAL NO.

B/L NO.	SHIPPER	PRO NUMBER	P/U DATE	PURCHASE ORDER NO.	DEPT. NO.	CARTON COUNT	P C	PCS WT (LB) CHARGES	* HM	BILL NOT RETURNED	EXCEPTIONS	DELIVERY RECEIPT NOT RECEIVED (X)
0308260252	THE HOOVER COMP N CANTON , OH 44720	9111156092	0328	A06882TG 9D3688TG		54 12	P	2 / 2[illegible] / 0.00		B I		
41167051633980001	CHATTEM INC CHATTANOOG , TN 37409	4331702751	0324	728403-TG		139	P	1 / 917 / 0.00		L L		
3526201001	BAUSCH AND LOMB GREENVILLE , SC 29615	6822420440	0325	745175-TG		12	P	1 / 221 / 0.00		N		
4633	K-S MERCHANDISE INDEPENDEN , OH 44131	2211996360	0325	UNKNOWN		34	P	1 / 860 / 0.00	Y	O T		
3524945001	BAUSCH AND LOMB GREENVILLE , SC 29615	6822610219	0324	722055-TG		1	P	1 / 1101 / 0.00		R E T		
CV563819	U S COTTON CLEVELAND , OH 44135	2211396945	0324	698349-TG		99	P	3 / 940 / 0.00		U R N		
										E D		

SPOTTED	DRIVER	CONSIGNEE-PER	DATE	TIME
PICKED UP	DRIVER	CONSIGNEE-PER	DATE	TIME

ROADWAY Express
PRINTED IN THE U.S.A. OP-109 03/01

* IF TRAILER CONTAINS HAZARDOUS MATERIALS, THE LOADING MANIFEST AND ALL DELIVERY RECEIPTS DESCRIBING THE HAZARDOUS MATERIALS MUST BE ATTACHED TO THIS FORM AND MUST TRAVEL WITH THE TRAILER

DELIVERY MANIFEST

ALL EXCEPTIONS MUST BE RECORDED ON THE INDIVIDUAL DELIVERY RECEIPTS.

RECEIVED BY

DATE

CLOSED TRAILER DELIVERY MANIFEST

CONSIGNEE
FLEMING GMD
TOPEKA KS
FOR: FLEMING GMD
MANIFEST NO. 030872433085354

CREATE DATE 03/28/2003 08:53 CST
TRAILER NO. FLEM 389

SEAL NO. APPLIED BY ROADWAY 6265633
SEAL IS INTACT - INITIAL HERE
DRIVER | CONSIGNEE
JC

ETA
DEST TERM 342
SPECIAL NO.

B/L NO.	SHIPPER	PRO NUMBER	P/U DATE	PURCHASE ORDER NO.	DEPT. NO.	CARTON COUNT	P C	PCS WT (LB) CHARGES	* HM	BILL NOT RETURNED	EXCEPTIONS	DELIVERY RECEIPT NOT RECEIVED ("X")
TOTALS SHPMNT	PCS	WGT				CRTN		CHARGES		B I L L		
PPD TOTALS: 6	63	4257				341		0.00				
COL TOTALS: 0	0	0				0		0.00				
FINAL TOTALS: 6	63	4257				341		0.00				
										N O T		
										R E T U R N E D		

THIS IS NOT AN INVOICE AND THEREFORE MAY NOT REFLECT ANY DISCOUNT, ALLOWANCES OR OTHER ADJUSTMENTS THAT MAY APPLY

	DRIVER	CONSIGNEE-PER	DATE	TIME
SPOTTED				
PICKED UP				

ROADWAY Express
PRINTED IN THE USA OP-103 03/01

* IF TRAILER CONTAINS HAZARDOUS MATERIALS, THE LOADING MANIFEST AND ALL DELIVERY RECEIPTS DESCRIBING THE HAZARDOUS MATERIALS MUST BE ATTACHED TO THIS FORM AND MUST TRAVEL WITH THE TRAILER

DELIVERY MANIFEST

ALL EXCEPTIONS MUST BE RECORDED ON THE INDIVIDUAL DELIVERY RECEIPTS.

RECEIVED BY [signature] DATE 3-28-03