

**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) PRIME TEAM SERVICES, Inc  
 Address Line 1 2752 INDUSTRIAL ROW  
 Address Line 2 P.O. Box 4567  
 Address Line 3 ---  
 City TROY, MI 48099

- 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 notices 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.

REC'D MAY 15 2003

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim  replaces a previously filed claim dated \_\_\_\_\_ or  amends

- 1 BASIS FOR CLAIM**
- Goods sold
  - Services performed
  - Money loaned
  - Personal injury/wrongful death
  - Taxes
  - Other (Describe Briefly)
  - Retiree benefits as defined in 11 U.S.C. § 1114(a)
  - Wages, salaries, and compensation (Fill out below)
- Your social security No \_\_\_\_\_  
 Unpaid compensation for services performed from \_\_\_\_\_ (date) to \_\_\_\_\_ (date)

**2 Date Debt Incurred (MMDDYY)**  
 04 04 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 \$ \_\_\_\_\_
- UNSECURED NONPRIORITY CLAIM**  
 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)(3)
  - 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)	(Unsecured Nonpriority) <u>69.44</u>	(Unsecured Priority)
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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.
- 8 TIMELY DELIVERED COPY** To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY  
 DEPT. OF CLERK OF DISTRICT COURT OF DELAWARE  
 MAY 12 PM 1:14

Date 5-7-03 Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)  
JOANNA BOECKL / PRESIDENT JOANNA BOECKL

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



**U S BANKRUPTCY COURT-DISTRICT OF DELAWARE**  
**INSTRUCTIONS FOR COMPLETING CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.*

**Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

**Creditor**

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date the bankruptcy case was filed.

**Proof of Claim**

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

**Secured Claim**

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien. In addition to the extent a creditor also owes money to be debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

**Unsecured Claim**

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

**Unsecured Nonpriority Claim**

Certain types of unsecured claims are given priority so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

**Court, Name of Debtor, and Case Number:**

If not already pre-printed, fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the in re space provided and the name of the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

**Information about Creditor:**

If not already pre-printed, complete this section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or amends a proof of claim that was already filed, check the appropriate box on the form.

**1 Basis for Claim**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

**2. Date Debt Incurred**

Fill in the date the debt was first owed by the debtor. Use the format MMDDYY (ie 100196 for October 1, 1996).

**3 Court Judgments.**

If you have a court judgement for this debt, state the date the court entered the judgment.

**4. Classification of Claim**

Check either Secured, Unsecured Nonpriority or Unsecured Priority as appropriate. (See DEFINITIONS above.)

**5 Amount of Claim**

Insert the amount of claim at the time the case was filed in the appropriate box based on your selected Classification of Claim in item 4. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

**6 7 8 Please read - Important information.**

Upon completion of this claim form, you are certifying that the statements herein are true.

*Be sure to date the claim and place original signature of claimant or person making claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable"*

**RETURN CLAIM FORM (WITH ATTACHMENTS, IF ANY)  
IF A CHAPTER 13 CASE INCLUDE A SECOND COPY WITH  
ANY ATTACHMENTS.**

U.S. BANKRUPTCY COURT  
ATTN: CLAIMS  
824 MARKET STREET  
5TH FLOOR  
WILMINGTON, DELAWARE 19801

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

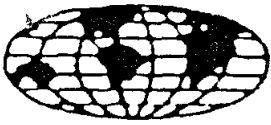
In re	)	Chapter 11
	)	
Fleming Companies, Inc , <u>et al.</u> , <sup>1</sup>	)	Case No 03-10945 (MFW)
	)	(Jointly Administered)
Debtors	)	

**NOTICE OF COMMENCEMENT OF CHAPTER 11 BANKRUPTCY  
CASES AND MEETING OF CREDITORS**

On April 1, 2003 the above-captioned debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U S C §§ 101 through 1330 (the 'Bankruptcy Code") The Debtors, and their respective addresses, case numbers and federal tax identification numbers are as follows

DEBTOR (Other names, if any, used by the Debtor in the last 6 years appear in brackets)	ADDRESS	CASE NO.	EID #
Core-Mark International, Inc	395 Oyster Point Blvd , Suite 415 South San Francisco, CA 94080	03-10944	91-1295550
Fleming Companies, Inc	1945 Lakepointe Drive, Lewisville, TX 75057-6426	03-10945	48-0222760
ABCO Food Group, Inc	101 Convention Center Drive, Suite 850 Las Vega, Nevada 89109	03-10946	88-0440077
ABCO Markets, Inc	1945 Lakepointe Drive, Lewisville, TX 75057-6426	03-10947	86-0491500
ABCO Realty Corp	1945 Lakepointe Drive, Lewisville TX 75057-6426	03-10948	86-0491499
ASI Office Automation, Inc	395 Oyster Point Blvd , Suite 415, South San Francisco, CA 94080	03-10949	95-3256944
C/M Products Inc	395 Oyster Point Blvd , Suite 415, South San Francisco, CA 94080	03-10952	94-3104739
Core-Mark Interrelated Companies, Inc	395 Oyster Point Blvd , Suite 415, South San Francisco, CA 94080	03-10951	94-2317385

<sup>1</sup> The Debtors are the following entities Core Mark International Inc Fleming Companies Inc ABCO Food Group Inc , ABCO Markets Inc , ABCO Realty Corp ASI Office Automation Inc C/M Products Inc , Core Mark Interrelated Companies Inc Core Mark Mid Continent, Inc Dunigan Fuels Inc , Favar Concepts Ltd Fleming Foods Management Co L L C Fleming Foods of Texas L P Fleming International, Ltd Fleming Supermarkets of Florida Inc , Fleming Transportation Service, Inc Food 4 Less Beverage Company Inc , Fuelserv Inc General Acceptance Corporation Head Distributing Company Marquise Ventures Company Inc Minter Weisman Co Piggly Wiggly Company Progressive Realty Inc Rainbow Food Group Inc Retail Investments Inc Retail Supermarkets Inc RFS Marketing Services, Inc , and Richmar Foods Inc



# PRIME TEAM SERVICES, INC.

A TDM International Group Company  
2752 Industrial Row, P.O. Box 4567, Troy, MI 48099

(248) 435-9550  
FAX (248) 435-9554

Remit to address

Department # 179401  
Prime Team Services, Inc  
PO BOX 67000  
DETROIT, MICHIGAN 48267-1794

Invoice No  
42413

Client No  
3083

FLEMING COMPANIES  
P O BOX 268802  
GARLAND DIVISION/EXPENSE  
OKLAHOMA CITY, OK 73126-8802

Invoice Date  
04/04/2003

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Reference                      Enclosed reports  
Terms                            Net 10 from Date of Invoice

Detail

Stocking Activity	\$	62 00
Service Charge (12%)		7 44
<b>TOTAL THIS INVOICE</b>	<b>\$</b>	<b>69 44</b>

THANK YOU FOR YOUR CONFIDENCE IN PRIME TEAM SERVICES, INC



04/2003

Check Summary

Client 3083 FLEMING COMPANIES

Data files INV04FLE 043

Stocker		Stocking	Demo	Other Check	Total
586931495	ABELANDO PEREZ	62 00	0 00	0 00	62 00
	Subtotal	62 00	0 00	0 00	62 00

••0••

62.00+

INV04FLE.043

62.00 \*

**VENDOR STOCKING FEE**

Commissary - Key West

Send Payment To Stocker Name Abelardo Perez  
Address 3314 North Side Dr  
City Key West State FL Zip Code 33040  
Telephone (305) 294-8510

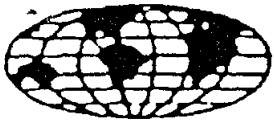
S S # or E I N # 586-93-1495

Stocking Period March 2003

<u>PRODUCT</u>	<u>PACK/SIZE</u>	<u>CASES</u>	<u>RATE/CASE</u>	<u>TOTAL DUE</u>
Extra Large Eggs	30 dz	62	\$1 00	62 00
Jumbo Eggs	30 dz			

Total of Pages

Contractor Signature Wanda Amador Date 4-2-03



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A TDM International Group Company

2752 Industrial Row, P.O. Box 4567, Troy, MI 48099

(248) 435-9550  
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Remit to address

Department # 179401  
Prime Team Services, Inc  
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DETROIT, MICHIGAN 48267-1794

Invoice No  
42413

Client No  
3083

FLEMING COMPANIES  
P O BOX 268802  
GARLAND DIVISION/EXPENSE  
OKLAHOMA CITY, OK 73126-8802

Invoice Date  
04/04/2003

Reference                      Enclosed reports  
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04/2003

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Data files INV04FLE.043

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••0••

62.00+

INV04FLE.043

62.00



VENDOR STOCKING FEE

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Total of Pages

Contractor Signature Wanda Cruz Date 4-2-03