

United States Bankruptcy Court	PROOF OF CLAIM
District of <u>Delaware</u>	

In re (Name of Debtor) Fleming Foods	Case Number 03-10945
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NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503

Name of Creditor <i>(The person or entity to whom the debtor owes money or property)</i> The Relizon Company Name and Addresses Where Notices Should be Sent The Relizon Company P O Box 1397 Dayton OH 45410-1397 Telephone No	<input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
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REC'D MAY 30 2003

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR F,01814761 F,01756281, F,01878658 & F,01758338	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends A previously filed claim dated
--	---

1 BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other (Describe briefly)	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages salaries and compensations (Fill out below) Your social security number _____ Unpaid compensations for services performed From _____ to _____
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2 DATE DEBT WAS INCURRED 3-12-03	3 IF COURT JUDGMENT DATE OBTAINED
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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 <input type="checkbox"/> SECURED CLAIM \$ Attach evidence of perfection of security interest Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly)	<input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$2000) 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) <input type="checkbox"/> Contributions to an employee benefit plan-U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$900 of deposits toward purchase lease or rental of property or services for personal family or household use 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Taxes or penalties of governmental units-11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other-11 U.S.C. §§ 507(a)(2) (a)(5)-(Describe briefly)
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Amount of arrearage and other charges included in secured claim above if any \$

UNSECURED NONPRIORITY CLAIM **\$41,155.42**

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

5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED	\$ 41,155.42	\$	\$ 41,155.42
	(Unsecured)	(Secured)	(Total)

Check this box if claim includes prepetition 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 TIME STAMPED COPY To receive an acknowledgement of the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim.	THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 24px; font-weight: bold; transform: rotate(-90deg);"> REC'D MAY 21 PM 12 15 U.S. BANKRUPTCY COURT DELAWARE </div>
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Date	Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)
April 30, 2003	<div style="font-family: cursive; font-size: 24px; font-weight: bold;">Melinda K. Vaughn</div> Melinda K. Vaughn, Director of Credit





April 29, 2003

U S Bankruptcy Court
District of Delaware
824 Market St 5th floor
Wilmington, Delaware 19801

Account # F,01814761 F,01756281, F,01878658 & F,01758338

Re Fleming Foods

Bankruptcy No 03-10945

Enclosed is our Proof of Claim, supported by our itemized Statement of Account, to be filed in the above mentioned bankruptcy proceedings

We ask that you acknowledge the filing of our claim. Enclosed is a self-addressed envelope for your convenience

Thank you,

Karen Morrison
Collection Correspondent

Enclosures



April 29, 2003

U S Bankruptcy Court
District of Delaware
824 Market St 5th floor
Wilmington, Delaware 19801

Account # F,01814761 F,01756281, F,01878658 & F,01758338

Re Fleming Foods

Bankruptcy No 03-10945

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Thank you,

Karen Morrison
Collection Correspondent

Enclosures

> C F,01814761,USD,M2406767,000,00000000

ON R8010

LEVEL 01 LINK FROM R5001

--- AR M - POSTED BALANCE TRANSACTION LISTING ---

CORP--> F CUST--> 01814761 CURCD--> USD
 BALANCE-----> 25,510 44 THE FLEMING COMPANIES
 BOOK BAL-----> 25,510 44 P O BOX 26647 ATTN OZELLA
 OPEN ITEMS--> 2 OKLAHOMA CITY OK 73126-064

--- RECEIVABLE ---		SUB	TT	RN	DESC	AMOUNT	S	TRAN	DUE	DSP
		TRN						DATE	DATE	ST
___	M2406144	___ S	IN	___	INVOICE	216 87	O	031803	041703	Y
___	M2406767	___	IN	___	INVOICE	25293 57	O	031803	041703	Y
___	_____	___	---	---	_____	_____	---	000000	000000	---
___	_____	___	---	---	_____	_____	---	000000	000000	---
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RECORDS 1 TO 2 OF 2 A205W-END OF LIST
 04/02/03 14 14 32 M2LL ACTION _____



INVOICE M 02406144	PERIOD COVERED 02/18/2003 - 03/17/2003	INVOICE DATE 03/18/2003	PAYMENT TERMS NET 30	BRANCH CONSL	PAGE 1
THE FLEMING COMPANIES ATTN SANDY MOORE 1945 LAKEPOINTE DRIVE LEWISVILLE, TX 75067-	CUSTOMER PURCHASE ORDER NUMBER	CUSTOMER NUMBER 1814761	CONTRACT ID 2581-1		
	BILL TO NUMBER 002	BILLING TYPE COMBINED PRODUCT AND SERVICES			
	CLIENT NUMBER 2581	DIRECT ALL INQUIRIES REGARDING THIS INVOICE TO RICK COOK (405) 350-0886			

	TAXABLE AMOUNT	TAX EXEMPT	SALES TAX	TOTAL
*RES BILLING FOR MARCH 2003	0 00	451 60	0 00	451 60
TOTAL DUE THE RELIZON COMPANY (USD)	0 00	451 60	0 00	451 60

REMITTANCE ADVICE
PLEASE RETURN WITH YOUR PAYMENT

AMOUNT DUE
451 60



INVOICE NUMBER	INVOICE DATE	PAYMENT TERMS	CUSTOMER NUMBER	AMOUNT PAID
M 02406144	03/18/2003	NET 30	1814761	

SOLD TO

REMIT TO

THE FLEMING COMPANIES
ATTN SANDY MOORE

THE RELIZON COMPANY

1945 LAKEPOINTE DRIVE
LEWISVILLE, TX 75067-

P O BOX 676496
DALLAS, TX 75267-6496



INVOICE M 02406767	PERIOD COVERED 02/18/2003 - 03/17/2003	INVOICE DATE 03/18/2003	PAYMENT TERMS NET 30	BRANCH CONSL	PAGE 1
THE FLEMING COMPANIES ATTN SANDY MOORE 5701 N SHARTEL 4TH FLOOR OKLAHOMA CITY, OK 73126-		CUSTOMER PURCHASE ORDER NUMBER	CUSTOMER NUMBER 1814761	CONTRACT ID 2143-1	
		BILL TO NUMBER 001	BILLING TYPE COMBINED PRODUCT AND SERVICES		
		CLIENT NUMBER 2143	DIRECT ALL INQUIRIES REGARDING THIS INVOICE TO RICK COOK (405) 949-9826		

	TAXABLE AMOUNT	TAX EXEMPT	SALES TAX	TOTAL
*RES BILLING FOR MARCH 2003	0 00	25293 57	0 00	25293 57
TOTAL DUE THE RELIZON COMPANY (USD)	0 00	25293 57	0 00	25293 57

**REMITTANCE ADVICE
PLEASE RETURN WITH YOUR PAYMENT**

AMOUNT DUE
25293 57



INVOICE NUMBER	INVOICE DATE	PAYMENT TERMS	CUSTOMER NUMBER	AMOUNT PAID
M 02406767	03/18/2003	NET 30	1814761	

SOLD TO

REMIT TO

THE FLEMING COMPANIES
ATTN SANDY MOORE

5701 N SHARTEL 4TH FLOOR

OKLAHOMA CITY, OK 73126-

THE RELIZON COMPANY

P O BOX 676496

DALLAS, TX 75267-6496

--- AR M - POSTED BALANCE TRANSACTION LISTING ---

CORP--> F CUST--> 01756281 CURCD--> USD
 BALANCE-----> 10,597 79 FLEMING FOODS
 BOOK BAL-----> 10,597 79 91-315 HANUA ST
 OPEN ITEMS--> 5 KAPOLEI HI 96707-000

--- RECEIVABLE ---		SUB	TT	RN	DESC	AMOUNT	S	TRAN	DUE	DSP
		TRN						DATE	DATE	ST
___	S1954601	___	IN	___	INVOICE	54 58	O	031203	041103	Y
___	S2960701	___	IN	___	INVOICE	247 73	O	031703	041603	Y
___	S2984701	___	IN	___	INVOICE	268 53	O	031703	041603	Y
___	M2415137	___	IN	___	INVOICE	9597 30	O	032503	042403	Y
___	S3536501	___	IN	___	INVOICE	429 65	O	040803	050803	___
___	_____	___	---	---	_____	_____	---	000000	000000	---
___	_____	___	---	---	_____	_____	---	000000	000000	---
___	_____	___	---	---	_____	_____	---	000000	000000	---
___	_____	___	---	---	_____	_____	---	000000	000000	---
___	_____	___	---	---	_____	_____	---	000000	000000	---
___	_____	___	---	---	_____	_____	---	000000	000000	---

RECORDS 1 TO 5 OF 5 A205W-END OF LIST
 04/25/03 14 33 26 M2LL ACTION _____



CUSTOMER NUMBER	CUSTOMER P.O. NUMBER	RELEASE NO.	TERMS	INVOICE DATE	INVOICE NUMBER
01756281	ALVIN	1	NET 30	03/12/03	S1954601

01756281
 FLEMING FOODS
 91-315 HANUA ST
 KAPOLEI HI 96707-0000

FLEMING FOODS
 ATTN ALVIN
 91-315 HANUA STREET
 KAPOLEI HI 96707

ORDERED	SHIPPED	DESCRIPTION	UNIT PRICE	AMOUNT
2	2	01-3111 12 X 8-1/2 1PT LANDSCAPE 3500 per CARTON	26 24CT	52 48
		SUBTOTAL		52 48
		TAX (4 0000%)		2 10
		TOTAL (USD)		\$54 58

TERRITORY U3237431 40704 999 DATE SHIPPED 1/29/03 SHIPPED VIA UPS
 MESSAGE/ INQUIRIES *DIRECT INQUIRIES REGARDING THIS INVOICE TO IRVINE, TOMMA (808)591-8848



**REMITTANCE ADVICE
 PLEASE RETURN WITH YOUR PAYMENT**

PLEASE RETURN THIS PORTION OF THE INVOICE WITH YOUR PAYMENT IN THE ENCLOSED ENVELOPE THIS DOCUMENT IS COMPUTER SCANNED WRITTEN INFORMATION WILL NOT BE PICKED UP SEE REVERSE SIDE FOR PAYMENT RETURN AND INQUIRY INSTRUCTIONS

INVOICE NUMBER	STATUS	CUSTOMER NUMBER	INVOICE DATE	TERMS	AMOUNT DUE	AMOUNT PAID
S1954601	F	01756281	03/12/03	NET 30	54 58	

SOLD TO
 FLEMING FOODS
 91-315 HANUA ST
 KAPOLEI HI 96707-0000

REMIT TO
 THE RELIZON COMPANY
 PO BOX 31001-0731
 PASADENA CA 91110-0731

91073 001017562818 330191954601 031203 000005458 000000000



CUSTOMER NUMBER	CUSTOMER P.O. NUMBER	RELEASE NO.	TERMS	INVOICE DATE	INVOICE NUMBER
01756281	ALVIN	1	NET 30	03/17/03	S2960701

01756281
 FLEMING FOODS
 91-315 HANUA ST
 KAPOLEI HI 96707-0000

FLEMING FOODS
 ATTN ALVIN
 91-315 HANUA STREET
 KAPOLEI HI 96707

ORDERED	SHIPPED	DESCRIPTION	UNIT PRICE	AMOUNT
5	5	1484R2A8 14-7/8X8-1/2 4PT BLUE BAR 850 per CARTON	47 64CT	238 20
		SUBTOTAL		238 20
		TAX (4 0000%)		9 53
		TOTAL (USD)		\$247 73

TERRITORY U3227841 40704 999 DATE SHIPPED 3/06/03 SHIPPED VIA BW
 MESSAGE/ INQUIRIES *DIRECT INQUIRIES REGARDING THIS INVOICE TO IRVINE, TOMMA (808)591-8848



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INVOICE NUMBER	STU	CUSTOMER NUMBER	INVOICE DATE	TERMS	AMOUNT DUE	AMOUNT PAID
S2960701	F	01756281	03/17/03	NET 30	247 73	

SOLD TO
 FLEMING FOODS
 91-315 HANUA ST
 KAPOLEI HI 96707-0000

REMIT TO
 THE RELIZON COMPANY
 PO BOX 31001-0731
 PASADENA CA 91110-0731

91073 001017562818 330192960701 031703 000024773 000000000



CUSTOMER NUMBER	CUSTOMER P.O. NUMBER	RELEASE NO.	TERMS	INVOICE DATE	INVOICE NUMBER
01756281	ALVIN	1	NET 30	03/17/03	S2984701

01756281
 FLEMING FOODS
 91-315 HANUA ST
 KAPOLEI HI 96707-0000

FLEMING FOODS
 ATTN ALVIN
 91-315 HANUA STREET
 KAPOLEI HI 96707

ORDERED	SHIPPED	DESCRIPTION	UNIT PRICE	AMOUNT
5	5	01-2854 11-3/4 X 8-1/2 4PT GREEN BAR NCR 900 per CARTON	51 64CT	258 20
		SUBTOTAL		258 20
		TAX (4 0000%)		10 33
		TOTAL (USD)		\$268 53

TERRITORY U3227849 40704 999 DATE SHIPPED 3/07/03 SHIPPED VIA BW
 MESSAGE/ INQUIRIES *DIRECT INQUIRIES REGARDING THIS INVOICE TO IRVINE, TOMMA (808)591-8848



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 SCANNED WRITTEN INFORMATION WILL NOT BE PICKED UP SEE REVERSE SIDE FOR PAYMENT RETURN AND INQUIRY INSTRUCTIONS

INVOICE NUMBER	SSU	CUSTOMER NUMBER	INVOICE DATE	TERMS	AMOUNT DUE	AMOUNT PAID
S2984701	F	01756281	03/17/03	NET 30	268 53	

SOLD TO FLEMING FOODS
 91-315 HANUA ST
 KAPOLEI HI 96707-0000

REMIT TO THE RELIZON COMPANY
 PO BOX 31001-0731
 PASADENA CA 91110-0731

91073 001017562818 330192984701 031703 000026853 000000000



INVOICE M 02415137	PERIOD COVERED 02/25/2003 - 03/24/2003	INVOICE DATE 03/25/2003	PAYMENT TERMS NET 30	BRANCH CONSL	PAGE 1
FLEMING FOODS ATTN FLEMING FOODS 91-315 HANUA ST KAPOLEI, HI 96707-	CUSTOMER PURCHASE ORDER NUMBER ALVIN		CUSTOMER NUMBER 1756281	CONTRACT ID 5935-1	
	BILL TO NUMBER 742784-00		BILLING TYPE COMBINED PRODUCT AND SERVICES		
	CLIENT NUMBER 5935	DIRECT ALL INQUIRIES REGARDING THIS INVOICE TO HONOLULU SALES (808) 591-8848			

CUSTOMER RELEASE PURCHASE ORDER NUMBER ALVIN

SHIP TO NAME AND NUMBER FLEMING FOODS 742784-00
 ADDRESS 91-315 HANUA ST KAPOLEI, HI 96707
 ATTENTION ALVIN

PRODUCTION P O NUMBER ALVIN	PRODUCT NUMBER FLEMING-INV 2PT	DESCRIPTION INVOICE 2PT DP-32 SALES TAX TOTAL FOR REQUISITION	REQ NUMBER 4665528	UNIT OF ISSUE 1800/CT /2	QTY 141	PRICE 1000	UNIT PRICE 36 36	TOTAL 9,228 17 369 13 9,597 30
			4665528	DATE 03/17/2003				
AMOUNT DUE (USD)								9 597 30

REMITTANCE ADVICE
PLEASE RETURN WITH YOUR PAYMENT

AMOUNT DUE
 9,597 30



INVOICE NUMBER	INVOICE DATE	PAYMENT TERMS	CUSTOMER NUMBER	AMOUNT PAID
M 02415137	03/25/2003	NET 30	1756281	

SOLD TO
 FLEMING FOODS
 ATTN
 FLEMING FOODS
 91-315 HANUA ST
 KAPOLEI HI 96707-

REMIT TO
 THE RELIZON COMPANY
 P O BOX 31001-0731
 PASADENA, CA 91110-0731

> C F,01878658,USD,S2919301,000,00000000

ON R8015

LEVEL 02 LINK FROM R5501

--- AR M - CUSTOMER COLLECTION SUMMARY -- OPEN ITEMS ---

F 01878658 USD BALANCE-> 1,339 09 D&B--> NL
 CORE MARK DBA FLEMING ALTOONA CURR--> 1,339 09 DSO--> 30
 3010 7TH AVE PAST--> RISK-> BR
 ALTOONA PA 16602- AGE TOTAL--> 1,339 09 -> 04/26/03
 PHONE-> 8149475418 CR LIM--> 2,500 HOLD-> D
 CR, SLS REP-> 016 F CR REM--> 1,160 COLL->
 NAT ACCOUNT-> LST PMT-> -> 00/00/00

COMMENT-> RECEIVED NOTICE FROM MINDY OF BANKRUPTCY CHAPTER 11 FILING ON 4-1-0
 3 CASE # 03-10944 IN WILMINGTON DE PUT 040203 041003

---	RECEIVABLE	---	SUB	TT	RN	DESC	--	AMOUNT	---	D	-DUE--	LATE	-PO	NUMBER--
---	S2919301	---	IN		INVO	1339 09		Y	040903		20	BETTY BOWERS		
---									000000					
---									000000					
---									000000					
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RECORD 1 OF 1 04/29/03 16 37 20 * M2LL ACTION _____



CUSTOMER NUMBER	CUSTOMER P.O. NUMBER	RELEASE NO.	TERMS	INVOICE DATE	INVOICE NUMBER
01878658	BETTY BOWERS		NET 30	03/10/03	S2919301

01878658
 CORE MARK DBA FLEMING ALTOONA
 3010 7TH AVE
 ALTOONA PA 16602

FLEMING ALTOONA DIVISION
 ATTN BETTY BOWERS
 3010 7TH AVE
 ALTOONA PA 16602

ORDERED	SHIPPED	DESCRIPTION	UNIT PRICE	AMOUNT
51400	51400	YELLOW SHELF LABEL 2500 LABELS PER ROLL	22 84M	1,173 98
		SUBTOTAL		1,173 98
		FREIGHT		89 31
		TAX (6 0000%)		75 80
		TOTAL (USD)		\$1,339 09

TERRITORY U3180676 42109 999 DATE SHIPPED 2/05/03 SHIPPED VIA UPS

MESSAGE/
INQUIRIES

*DIRECT INQUIRIES REGARDING THIS INVOICE TO
 REYES, JOSE (714)223-1020



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INVOICE NUMBER	SBU	CUSTOMER NUMBER	INVOICE DATE	TERMS	AMOUNT DUE	AMOUNT PAID
S2919301	F	01878658	03/10/03	NET 30	1,339 09	

SOLD TO
 CORE MARK DBA FLEMING ALTOONA
 3010 7TH AVE
 ALTOONA PA 16602

REMIT TO
 THE RELIZON COMPANY
 PO BOX 644039
 PITTSBURGH PA 15264-4039

64403 001018786580 330192919301 031003 000133909 000000000

--- AR M - POSTED BALANCE TRANSACTION LISTING ---

CORP--> F CUST--> 01758338 CURCD--> USD
 BALANCE-----> 8,647 31 CORE-MARK
 BOOK BAL-----> 8,647 31 353 MEYER CIRCLE
 OPEN ITEMS--> 2 CORONA CA 92879-

---	RECEIVABLE	---	SUB	TT	RN	DESC	-----	AMOUNT	-----	S	TRAN	DUE	DSP
			TRN								DATE	DATE	ST
---	S2988701	---		IN		INVOICE		4137 75		O	030503	040403	Y
---	S4045402	---		IN		INVOICE		4509 56		O	041003	051003	
---		---									000000	000000	
---		---									000000	000000	
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RECORDS 1 TO 2 OF 2 A205W-END OF LIST
 04/29/03 16 59 34 M2LL ACTION _____



CUSTOMER NUMBER	CUSTOMER P.O. NUMBER	RELEASE NO.	TERMS	INVOICE DATE	INVOICE NUMBER
01758338	MARY ROONEY		NET 30	03/05/03	S2988701

01758338
 CORE-MARK
 353 MEYER CIRCLE
 CORONA CA 92879

CORE MARK
 ATTN ATTN MARY RONEY
 353 MEYER CIRCLE
 CORONA CA 91718

ORDERED	SHIPPED	DESCRIPTION	UNIT PRICE	AMOUNT
32400	32400	141007 14 7/8 X 11 BLANK 2700/CTN 1 PLY WF	10 98M	355 75
216000	216000	141207 14 7/8 X 11 1/2"BB 2700/CTN 1 PLY WF	10 98M	2,371 68
129600	129600	951027 9 1/2 X 11 BLANK 2700/CTN 1 PLY WF INTERNAL REF # 23475309	7 96M	1,031 62
		SUBTOTAL		3,759 05
		FREIGHT		87 37
		TAX (7 7500%)		291 33
		TOTAL (USD)		\$4,137 75

TERRITORY U1008291 42109 999 DATE SHIPPED 2/20/03 SHIPPED VIA
 MESSAGE/ INQUIRIES *DIRECT INQUIRIES REGARDING THIS INVOICE TO REYES, JOSE (714) 223-1020



**REMITTANCE ADVICE
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INVOICE NUMBER	SBU	CUSTOMER NUMBER	INVOICE DATE	TERMS	AMOUNT DUE	AMOUNT PAID
S2988701	F	01758338	03/05/03	NET 30	4,137 75	

SOLD TO
 CORE-MARK
 353 MEYER CIRCLE
 CORONA CA 92879

REMIT TO
 THE RELIZON COMPANY
 PO BOX 31001-0731
 PASADENA CA 91110-0731

91073 001017583384 330192988701 030503 000413775 000000000