

UNITED STATES BANKRUPTCY COURT For the District of Delaware PROOF OF CLAIM

In re Coremark International Case Number 03-10944

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: National Cooler, Address: A division of Hill Phoenix, 420 East Arrow Hwy, Attn: Kurt Heine, San Dimas, CA 91773-3340

REC'D MAY 30 2003

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 30672, 30729, 30768, 30909

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(n), Wages, salaries, and compensation (Pull out below), Your social security No., Unpaid compensation for services performed from (date) to (date)

2 Date Debt Incurred (MMDDYY): 01 29 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 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) 45662.00 (Unsecured Priority) [] Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges

6 CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim In filing this claim, claimant has deducted all amounts that claimant owes to debtor

7 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts contracts, court judgments or evidence of security interests If the documents are not available, explain If the documents are voluminous attach a summary

8 TIME-SAMPLED COPY To receive an acknowledgment of the filing of your claim, enclosed a stamped, self addressed envelope and copy of this proof of claim.

Date: 5/7/03 Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Controller Ray Tolcher

THIS SPACE IS FOR COURT USE ONLY

Vertical stamp: MAY 30 2003

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





REMIT TO PO BOX 116238
 ATLANTA, GA 30368-6238
 TEL (909) 592 8830
 FAX (909) 592-8890

Invoice

Number 30672

Date January 29, 2003

Bill To

COREMARK INTERNATIONAL
 200 CORE MARKS COURT
 BAKERSFIELD, CA 93307

Ship To.

EZ STOP
 500 ROBERTS LANE
 BAKERSFIELD, CA

PO Number	Date Shipped	Via	Terms	Job #
3935077	01/23/03	FRANK	NET 30 DAYS	202-1498

Description	Quantity	Unit Price	Tax	Amount
30'6" X 25'0" X 8'0" L-SHAPED COOLER LOT OF ANTHONY GLASS DOORS TWO(2) CONDENSING UNITS W/FIVE(5) MATCHING COILS FREIGHT	1 00	17,203 00		17 203 00
	1 00	550 00		550 00
Sub-Total				\$17,753 00
Tax 0 00% on 0 00				0 00
Total				\$17,753 00

1-15-02

NATIONAL COOLERS

A Division of Hill PHOENIX

Main Office/West Coast Factory
420 East Arrow Highway, San Dimas CA 91773-3340
TEL (909) 592 8830 • FAX (909) 592-8890
Toll Free (888) 592 8830

SHIPPER

DATE 1-23-03	SHIPPER# 202-1498
SHIPPED VIA Porterville #20022 1-30-03	CUSTOMER ORDER#

Received the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below
CONSIGNOR IS NOT RESPONSIBLE FOR PAYMENT TO SECONDARY CARRIERS WITHOUT PRIOR AGREEMENT

Sold To CORE-MARK	Consigned To EZ-STOP
Street	Street 500 Roberts Ln
City State Zip	City State Zip BAKERSFIELD, CA
Phone	Phone (661) 331-5077

One 30" L x 25" W x 24" H (H)	COOLER	2P (8'9")
(ANTHONY # 818297)		
9 PAPER TRIM INSIDE		
2 UNITS		
3 COILS		
20 PARTS		
Special Instructions	Deliver 1-24-03 (FRID) 8AM	
CARRIER SIGNATURE	RECEIVED BY	DATE

Ray Vally

202-1498
30672
30768

11/25/2002 14:20 8053665178

COREMARK INC

PAGE 02/02

FACSIMILE



200 Core-Mark Court, Bakersfield, CA 93307
Telephone: 661 366.2673
Fax 661 366.5178

Date ■ 11-25-02 Time ■ 1pm Pages ■ 1 including cover

To ■ Jeff Fax Number ■ _____

Company ■ _____

Address ■ _____

From ■ Kevin Lundin

Re ■ 20208357

Comments

PO# 3935077

Thanks Kevin

202-1498
#30672
#30768

Call 661 366.2673 extension _____ if you do not receive all pages





REMITTO PO BOX 116238
 ATLANTA, GA 30368 6238
 TEL. (909) 592-8830
 FAX. (909) 592 8890

Invoice

Number 30729

Date February 06, 2003

Bill To

COREMARK/FLEMING
 200 CORE-MARK COURT
 BAKERSFIELD, CA 93307

Ship To

MOBIL MINI MART
 5401 STOCKDALE HWY
 BAKERSFIELD CA 93309

PO Number	Date Shipped	Via	Terms	Job #
7473646	01/08/03	PORTERVILLE	NET 30 DAYS	202-1497

Description	Quantity	Unit Price	Tax	Amount
41'3" X 12'0" X 8'0" WALK-IN COOLER/FREEZER COMBO	1 00	7 248 00		7,248 00
FOUR(4) HEADER PANELS	1 00	322 00		322 00
TWO(2) ANTHONY GLASS DOORS 30" X 75"	1 00	1,178 00		1,178 00
THIRTEEN ANTHONY GLASS DOORS 30" X 79"	1 00	6,441 00		6 441 00
THREE(3) CONDENSING UNITS W/FIVE(5) MATCHING COILS	1 00	6,966 00		6,966 00
FREIGHT	1 00	865 00		865 00
Sub-Total				\$23,020 00
Tax 0 00% on 0 00				0 00
Total				\$23,020 00

BILL OF LADING

Not negotiable
Page 2 for further terms and conditions

Viking Freight, Inc.
PO Box 649002
San Jose, CA 95164-9002
www.vikingfreight.com

p 9
VIKING
freight
A FedEx Company

Shipper Number 202-1497	Shipper Number	Purchase Order Number	Bill of Lading Number
Shipper (from)		Consignee (to)	
Name National Cooler	Name MOBILE MINI MART	Name	
Address 420 East Arrow Highway	Address 5401 STOCKDALE Hwy	Address	
City San Dimas State or Province CA	City BAKERSFIELD State or Province CA	City	
Island or Country Zip 91773 Phone 909-592-8830	Island or Country Zip 93309 Phone	Island or Country	
Attn	Attn	Attn	

Freight Charges (Note: Freight charges are to be PREPAID unless marked collect) <input checked="" type="checkbox"/> Prepaid <input type="checkbox"/> Collect	Special Instructions
Bill freight charges to (if different than above)	
Name	Address
City	P O Box
State	Zip

C.O.D. \$ _____ Amount	1 THE LETTERS C O D MUST APPEAR IN BOX BEFORE CONSIGNEE'S NAME ABOVE 2 SHIPPER SELECT <input type="checkbox"/> CASHIER'S CHECK ONLY <input type="checkbox"/> CONSIGNEE'S CHECK OK	3 C O D FEE <input type="checkbox"/> PREPAID <input type="checkbox"/> COLLECT	4 REMIT C O D TO (IF DIFFERENT THAN SHIPPER ABOVE) NAME _____ PHONE _____ ADDRESS _____ CITY _____ STATE _____ ZIP _____
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NO HANDLING UNITS		HM (X)	DESCRIPTION OF ARTICLES, KIND OF PACKAGING, SPECIAL MARKS AND EXCEPTIONS	WEIGHT IN LBS. (SUBJECT TO CORRECTION)	NMFC ITEM #	CLASS
PIECES	PALLETS					
1			Cooler Panels	150		100
			202-1497			
			# 30729			
			# 31169			
TOTAL HANDLING UNITS			PIECES _____	PALLETS _____	TOTAL _____ CU FT	

Subject to Section 7 of conditions of applicable bill of lading. If this shipment is to be delivered to the consignee without recourse on the carrier, the consignor shall sign the following statement. The carrier shall not make delivery of this shipment without payment of freight and all other law's charges.

Note (1) Consignor's freight rate and therefore carrier's liability for loss or damage on this shipment may be dependent on the value of the property. Accordingly, consignor must state specifically in the space below the agreed or declared value of the property as follows:

Customer hereby states that the agreed or declared value of the property does not exceed: \$ _____ per _____

Shipper ► Mark HM column for hazardous materials • Please provide zip code and phone numbers

This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and are in proper condition for transportation according to the applicable regulations of the department of transportation.


Single Shipment	Employee Number	Total Handling Units	Date	Shipper Name	Authorized Signature
Circle One <input checked="" type="radio"/> N	Paul 20880	PIECES 1 PALLETS 0 TOTAL 1	1/13/03	National Cooler	<i>[Signature]</i>

For Viking use only. DRIVERS TALLY SHEET - TALLY REQUIRED WHEN HANDLING 50 OR MORE SHIPPING UNITS

1											TOTAL
2											TOTAL
3											TOTAL
4											TOTAL

NOTE (2) Liability: Unless a greater value is declared herein, the shipper agrees and declares that the value of the property is released to a value not exceeding \$25.00 per pound per package except when otherwise provided in the current National Motor Freight Classification, 875 NMFC series or this carrier's governing tariffs. Limitation for loss or damage on this shipment may be applicable. See 49 U.S.C. § 14706(c)(1)(A) and (B). NOTE (3) Commodities requiring special or additional care or attention in handling or stowing must be so marked and packaged as to ensure safe transportation with ordinary care. See Sec. 2(a) of NMFC Item 350.

FedEx
Freight



FEDEX FREIGHT WEST FB# **382 856 251**

NATIONAL COOLER

Main Office/West Coast Factory
 221 East Arrowhead Way, San Ramon, CA 94583-3300
 Tel: (925) 592-1800 • Fax: (925) 592-1800
 Toll Free: 1-800-497-3000

SHIPPER

DATE: 11/13/03	SHIPPER: 382-1497
SHIPPER'S MARK: Viking	CUSTOMER ORDER:

Received the property described below. In agreement with carrier, shipper is liable to change specification or contents of packages. Shipper agrees to accept conditions and liabilities as stated herein. **CARRIER IS NOT RESPONSIBLE FOR PAYMENT OF SECONDARY CARRIERS WITHOUT PRIOR AGREEMENT.**

Sold To: CORCHAYK	Assigned to: Alan Alan Alan
Street:	Street: 5421 STOCKDOME WAY
City, State, Zip:	City, State, Zip: DALLAS TX 75249
Phone:	Phone: 972 (62) 706 2271

1	HEADER PANELS								

SPECIAL INSTRUCTIONS:	
CARRIER SIGNATURE:	RECEIVED BY:

Shipper ▶ Mark HM column for hazardous materials • Please provide zip code and phone numbers
 This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and are in proper condition for transportation according to the applicable regulations of the department of transportation
 Customer hereby states that the signed or declared value of the property does not exceed: \$ _____

Single Shipment	Employee Number	Total Handling Units	Date	Shipper Name	Authorized Signature
Circle One: <input checked="" type="radio"/> N	Paul Jasso	PIECES: <input checked="" type="radio"/> 1 PALLETS: <input checked="" type="radio"/> 1 TOTAL: <input checked="" type="radio"/> 1	11/13/03	National Cooler	<i>[Signature]</i>

For Viking use only DRIVERS TALLY SHEET - TALLY REQUIRED WHEN HANDLING 50 OR MORE SHIPPING UNITS

1									TOTAL
2									TOTAL
3									TOTAL
4									TOTAL

NOTE (2) Liability: Unless a greater value is declared herein, the shipper agrees and declares that the value of the property is released to a value not exceeding \$25.00 per pound per package except when otherwise provided in the current National Motor Freight Classification, STB MMF 100 series or the carrier's governing tariffs. Limitation for loss or damage on this shipment may be applicable. See 49 U.S.C. § 14703(c)(1)(A) and (B). NOTE (3) Commodities requiring special or additional care or attention in handling or stowage must be so marked and packaged as to ensure safe transportation with ordinary care. See Sec. 2(a) of MMFC item 305.

FEDEX FREIGHT WEST FB# **382 856 251**



Katie

12-18-02

NATIONAL COOLERS

A Division of Hill PHOENIX

Main Office/West Coast Factory
420 East Arrow Highway San Dimas CA 91773-3340
TEL (909) 592 8830 • FAX (909) 592 8890
Toll Free (888) 592-8830

SHIPPER

DATE 12/19/02 1/8/03	SHIPPER# 202-1497
SHIPPED VIA Porterville #1996212	CUSTOMER ORDER# 1-1503

Received the property described below, in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below
CONSIGNOR IS NOT RESPONSIBLE FOR PAYMENT TO SECONDARY CARRIERS WITHOUT PRIOR AGREEMENT

Sold To COREMARK	Consigned To MOBILE MINI MKT.
Street	Street 5401 STOCKDALE HWY
City State Zip	City, State Zip STOCKDALE, CA
Phone	Phone BAKERSFIELD

QTY	DESCRIPTION	UNIT PRICE	TOTAL PRICE
	Case 41'-3" x 12'-0" x 8'-0" (H) COMBO.		2P(8'12')
	(ANTHONY # 814288)		
	2 TRIM INSIDE PALETS		
	3 UNITS		
	5 COILS		

Special Instructions
1-9-03 8AM
Deliver ~~12-20-02~~ ~~8AM~~
CARRIER SIGNATURE: *Billy Lewis* RECEIVED BY: *V. [Signature]* DATE: 1/9/03

202-1497
30729
31169

2002 15 06

8053665178

COREMARK INC

PAGE 01

FACSIMILE



200 Core Mark Court, Bakersfield, CA 93307
Telephone: 661 366 2673
Fax 661 366 5178

Date ■ 11-25-02 Time ■ 1pm Pages ■ 1 including cover

To ■ Jeff Fax Number ■ _____

Company ■ _____

Address ■ _____

From ■ Kevin Lundini

Re ■ 20207111

Comments

Please ship ASAP to
MOBIL
5401 Stockdale HWY
Bakersfield, CA 93309
P.O.# 7473646
202-1497
30729
31169

Call 661 366 2673, extension _____ if you do not receive all pages





A Division of Hill PHOENIX

REMIT TO PO BOX 116238
 ATLANTA GA 30368-6238
 TEL (909) 592 8830
 FAX (909) 592 8890

Invoice

Number 30768

Date February 12, 2003

Bill To

COREMARK INTERNATIONAL
 200 CORE MARK COURT
 BAKERSFIELD, CA 93307

Ship To

EZ STOP
 500 ROBERTS LANE
 BAKERSFIELD, CA 93905

PO Number	Date Shipped	Via	Terms	Job #
3935077 ADD	02/10/03	UPS GROUND	NET 30 DAYS	202-1498

Description	Quantity	Unit Price	Tax	Amount
LOT OF ANTHONY SHELVES	1 00	270 00		270 00
UPS SHIPPING & HANDLING	1 00	32 00		32 00

Sub-Total	\$302 00
Tax 0 00% on 0 00	0 00
Total	\$302 00

1-15-02

NATIONAL COOLERS

A Division of Hill PHOENIX

Main Office/West Coast Factory
 420 East Arrow Highway, San Dimas CA 91773 3340
 TEL (909) 592 8830 • FAX (909) 592 8890
 Toll Free (866) 592 8830

SHIPPER

DATE 1-23-03	SHIPPER# 202-1498
SHIPPED VIA Porterville #20022 1-30-03	CUSTOMER ORDER#

Received the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below
CONSIGNOR IS NOT RESPONSIBLE FOR PAYMENT TO SECONDARY CARRIERS WITHOUT PRIOR AGREEMENT

Sold To CORE-MARK	Consigned To EZ-STOP
Street	Street 500 Roberts Ln
City State Zip	City State Zip BAKERSFIELD, CA
Phone	Phone (661) 331-5077

One 30" x 6" x 25" x 10" x 10" (H) COOLER	2P (8'9")
(ANTHONY # 818297)	
9 PAPER TRIM INSIDE	
2 UNITS	
3 COILS	
20 PARTS	
Special Instructions	Deliver 1-24-03 (FRID) 8AM
CARRIER SIGNATURE	RECEIVED BY <i>[Signature]</i> DATE

202-1498
 # 30672
 # 30768

FACSIMILE



200 Core-Mark Court, Bakersfield, CA 93307
Telephone: 661 366.2673
Fax: 661 366.5178

Date ■ 11-25-02 Time ■ 1pm Pages ■ 1 including cover
To ■ Jeff

Company ■ _____ Fax Number ■ _____

Address ■ _____

From ■ Kevin Lundin

Re ■ 20208357

Comments

PO# 3935077

Thanks Kevin

202-1498
#30672
#30768

Call 661 366.2673 extension _____ if you do not receive all pages.





A Division of Hill PHOENIX

REMIT TO PO BOX 116238
 ATLANTA, GA 30368-6238
 TEL (909) 592 8830
 FAX (909) 592-8890

Invoice

Number 30909

Date March 06, 2003

Bill To.

COREMARK/FLEMING
 AT IN DIEGO
 PO BOX 160
 GRANTS PASS, OR 97528

Ship To

CLASSIC TROLLEY
 ATTN FRANK
 836 MASON WAY
 MEDFORD, OR 97501

PO Number	Date Shipped	Via	Terms	Job #
45-012203-SM	2/26/03	PREMIER	NET 30 DAYS	203-0158 SP

Description	Quantity	Unit Price	Tax	Amount
4'9" X 8'0" X 7'6" WALK-IN COOLER OREGON STICKER ANTHONY GLASS DOORS ONE (1) CONDENSING UNIT W/1 MATCHING COIL	1 00	4 094 00		4,094 00
EXTENDED COMPRESSOR WARRANTY	1 00	96 00		96 00
FREIGHT	1 00	397 00		397 00

Sub-Total	\$4,587 00
Tax 0 00% on 0 00	0 00
Total	\$4,587 00

2-73-03

NATIONAL COOLERS
A Division of Hill PHOENIX

Main Office/West Coast Factory
420 East Arrow Highway, San Dimas, CA 91773-3340
TEL (909) 592 8830 • FAX (909) 592-8890
Toll Free (888) 592 8830

SHIPPER

DATE 2-26-03	SHIPPER# 203-158
SHIPPED VIA Premier # B3435 3/10/03	CUSTOMER ORDER#

Received the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked, consigned and destined as indicated below
CONSIGNOR IS NOT RESPONSIBLE FOR PAYMENT TO SECONDARY CARRIERS WITHOUT PRIOR AGREEMENT

Sold To (SP) CORE MARK INTL	Consigned To CLASSIC TROLLEYS
Street	Street 836 MASON WAY
City State Zip	City State Zip MEDFORD, OR 97501
Phone	Phone

One 840" x 4'-10 ^{3/8} " x 7'-6" (H) COOLER			
	4 PIECES (ANTHONY #)	826180	1P(8')
1 TRIN BOX		AT Natl Cooler	
1 PART			
1 UNIT	Call Frank @ (541) 582-4384		
1 COIL		480# 24 HR	
		B14 Delivery	
Special Instructions			
CARRIER SIGNATURE	RECEIVED BY	DATE	

203-0158
30909



EQUIPMENT PURCHASE ORDER

MANUFACTURER: NATIONAL COOLER

SF Enterprises: Scott Parkhurst

Bill To: Fleming Convenience Attn: Diego PO Box 160 Grants Pass, Oregon 97528 (541) 476-6651 Fax (541) 479-0367		Ship To: Classic Trolley Attn: Frank 836 Mason Way Medford, OR 97501 (541) 582-4384		Page 1 of 1 P.O. # 45-012203-SM Order Date: Jan 22, 2003 Purchased By: Frank, Brian (D. Bros.) Contact: Diego or Sylvia	
SHIP DATE:		FOB:		TOTAL WT:	
QTY	DESCRIPTION	LIST PRICE	DSC %	DISCOUNT PRICE	TOTAL
	WALK-IN COOLER (INDOOR) Total Price Materials-Box. <ul style="list-style-type: none"> 4'9" x 8' x 7'6"H with 032 stucco embossed aluminum metal over 3/4" plywood over insulated floor Insulation 3 1/2" wood-frame, class 1 polyurethane, foamed in place Finish Stucco embossed galvanized steel intr & extr 30" x 68" hinged, inft cooler door (1) set 48"x 73" Anthony #1001 Sliding Doors, 5 shelves per door <i>smooth silver</i> Vapor proof light fixture ship loose (bulb not incl.) Light switch w/ pilot light, 2" thermometer, Oregon Sticker 		203-0158 #30909	\$2,875 00	\$2,875 00
	REFRIGERATION COOLER R22 Total Units, Coils & Parts <ul style="list-style-type: none"> Box Temp 35°, Ambient Temp 95° One Climate Condensing Unit, 230 V, 1 Phase One Larkin Evaporator coil, 115 V, 1 Phase 			\$1,219 00	\$1,219 00
	Four-year extended compressor warranty			\$96 00	\$96 00
PLEASE PREPAY FREIGHT AND ADD TO INVOICE FAX CONFIRMATION OF ORDER WITH ETA. THANK YOU.				SUBTOTAL \$4,190 00	
				FREIGHT	
				BAL DUE \$4,190+Fr	

*1-27-03
OK
FR
SCOTT*