

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



614873

Bar Date Ref # 2-NVM-80773

In re
FLEMING COMPANIES, INC

Case Number
03 10745

NOTE This form 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

Name of Creditor and Address

0354653614873

Vernon Sanitation Supply
PO Box PO Box 58244
Los Angeles CA 90058

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 this address differs from the address on the envelope sent to you by the court

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

Creditor Telephone Number (323) **583 3191**

CREDITOR TAX I D #
95 2098498

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated **6/12/03**

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 number _____
Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED **2/26/03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ _____ (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **808.44** (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below

Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 SECURED CLAIM

Check this box if your claim is secured by collateral (including a right of setoff)

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim

Specify the priority of the claim

- Wages salaries or commissions (up to \$4 650*) earned within 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)
- Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)
- Taxes or penalties owed to governmental units 11 U S C § 507(a)(8)
- Other Specify applicable paragraph of 11 U S C § 507(a) _____

Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS if the documents are not available explain If the documents are voluminous attach a summary

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4 00 p m , September 15, 2003, Pacific Daylight Time

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY

FILED
AUG 07 2003
BMC

DATE SIGNED

8/1/03

SIGN and print the name and title in any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

Paul E. Roberts Sec-Treas

Fleming Companies Claim



02400

Penalty for presenting fraudulent claim is a fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 AND 3571

See Other Side For Instructions

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
)
Fleming Companies Inc et al,¹) Case No 03-10945 (MFW)
) Debtors) (Jointly Administered)

**NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

TO ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the "Debtors") filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including, without limitation, individuals, partnerships, corporations, estates, trusts, governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party), and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a "Creditor" and collectively, "Creditors"), holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the "Claims") or interest in any of the Debtors (collectively, the "Interests") arising on or before April 1, 2003 (the "Petition Date"), are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the "Proof of Claim") on account of any Claims such Creditors hold or wish to assert against the Debtors, so that the Proof of Claim is actually received on or before 4:00 p.m. Pacific Daylight Time on September 15, 2003 (the "General Bar Date"), or in the case of governmental units, by October 1, 2003, the "Governmental Unit Bar Date," by the Debtors' Official Notice and Claims Agent at the following address:

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue, El Segundo, CA 90245 (for overnight mail or hand delivery)
P O Box 900, El Segundo, CA 90245-0900 (for regular mail)
Telephone 1-888-909-0100

Notwithstanding the foregoing, AT THIS TIME, Proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively, the "Excluded Claims"):


- (a) Claims listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the creditor holding such claim as to nature, amount, or classification,
- (b) Claims on account of which a Proof of Claim has already been properly filed with the Court,
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court, including, without limitation, any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order,²
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases,
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors,
- (f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively, the "Notes") or any indenture in respect of each issue of the Notes (the "Indentures" and each such Indenture collectively with the Notes issued thereunder the "Debt Instruments"), provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

¹ 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., Rambov Food Group, Inc., Retail Investments, Inc., Retail Supermarkets, Inc., RFS Marketing Services, Inc., and Richmar Foods, Inc.

² The term "Final DIP Order" refers to the Final Order Authorizing (I) Post-Petition Financing Pursuant to 11 U.S.C. § 364 and Bankruptcy Rule 4001(c), (II) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Bankruptcy Rules 4001(b) and (d), (III) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363, and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U.S.C. §§ 105 and 364(c)(3) and Rule 4001(c).

COPY

FORM B10 (Official Form 10) (4/01)

United States Bankruptcy Court District of Hawaii		<input type="checkbox"/> Ch 7 <input type="checkbox"/> Ch 13 <input checked="" type="checkbox"/> Ch 11 PLEASE CHECK CHAPTER
Name of Debtor <i>Fleming Companies, Inc</i>		Case Number <i>03-10945</i>
PROOF OF CLAIM		
NOTE This form 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.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) <i>VERNON Sanitation Supply Co., Inc</i>	<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.	Creditor # _____ THIS SPACE IS FOR COURT USE ONLY
Name and Address Where Notices Should be Sent <i>ATTN: PAUL ROBERTS P O BOX 58244 VERNON, CA 95058-0244</i>	<input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.	
Telephone No <i>323-583-3191</i>	<input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Account or other number by which creditor identifies debtor <i>0006515</i>	Check here if this claim <input type="checkbox"/> amends <input type="checkbox"/> replaces a previously filed claim dated _____	
1 BASIS FOR CLAIM		
<input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Wages salaries and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death Your social security number _____ <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ Unpaid compensation for services performed <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114 (a) from _____ to _____ (date) (date)		
2 DATE DEBT WAS INCURRED <i>02/26/03</i>		3 IF COURT JUDGMENT, DATE OBTAINED
4 Total Amount of Claim at Time Case Filed <i>\$ 80844</i> If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5 Secured claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____	6 Unsecured Priority Claim Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 650) *earned within 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 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other—Specify applicable paragraph of 11 U.S.C. § 507(a) _____ <i>UN</i> <small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small>	
7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim 8 SUPPORTING DOCUMENTS Attach copies of supporting documents such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements, and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary ANY ATTACHMENT MUST BE 8 1/2 BY 11 9 DATE STAMPED COPY To receive an acknowledgment of the filing of your claim enclose a stamped, self addressed envelope and an additional copy of this proof of claim		THIS SPACE IS FOR COURT USE ONLY FILED JUN 13 2003 BMC Fleming Companies Claim  00818
Date <i>6/12/03</i>	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) <i>PAUL E ROBERTS, Sec - Treas</i>	
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		

91-315 Hanua St • Kapolei, HI 96707 • Phone 808/682-7300



Facsimile Generated From

- Merchandising Administration, Sales & Military 808/682-5670
- Accounting Distribution, Personnel & MIS 808/682 3367
- Produce Meat Bakery & Deli 808/682 1049

HAWAII DIVISION

FAX TRANSMITTAL

DATE 6/12/03 TIME _____

TO Mike LOCATION _____

FROM Karen R Fleming Hawaii Division

NUMBER OF PAGES INCLUDING COVER PAGE _____

COMMENTS

Mike, here is the claim form & the address to send to.

You can also find the form in www.bmccorp.net.

Deadline to file is JUNE 15, 2003. Any questions, please give

me a call at (808) 682-~~9983~~. Thank you

VERNON SANITATION SUPPLY COMPANY

Remit To P O Box 58244 Los Angeles Ca 90058 0244
 Phone 323 583 3191 FAX 323 583 3197

Master Distributors of
 Paper and Janitorial Supplies
 Warehouse Location
 4622 Alcoa Avenue
 Vernon Ca 90058

PAGE 1
 No. 182743-IN
 Date of Order 02/21/03

Bill To
FLEMING COMPANIES, INC
 91-315 HANUA ST
 Kapolei HI 96707

Ship To
HAWAIIAN EXPRESS
 C/o FLEMING COMP. HAWAII DIV
 14952 VALLEY VIEW AVE
 La Mirada CA 90638
 Ship Via **OUR TRUCK-PAUL**

Customer's P O No **20057** Cust Code **0006515** Terms **NET 20 DAYS** Date Shipped **2/26/03** **MAIL INVOICE**

Ordered	Shipped	B.O	Units	Item Code	Description	Weight	Cube	Price	Amount
12	12		CS	4131 CB 34-2050	PURGE III INSECT			63.17	758.04
CONSUMER COMMODITY, ORM-D 12/70Z									
2	2		CS	4133 TM 33-2517	CHERRY 12/70Z			25.20	50.40
CONSUMER COMMODITY, ORM-D A7233 CERISE									
EMERGENCY RESPONSE -- INFOTRAC - 1-800-535-5053									
									TAXABLE: 0.00
									NONTAXABLE: 808.44

This is your invoice Please remit total shown

Received By X

Net Sale **808.44**
 Tax **0.00**
 Delivery Charge **0.00**
 Total **808.44**

SERVICE CHARGE: 1½% Monthly (18% per year) on accounts 30 days past due.

ORIGINAL

VERNON SANITATION SUPPLY COMPANY

Remit To P O Box 58244 Los Angeles Ca 90058-0244
 Phone 323 583 3191 FAX 323 583 3197

Master Distributors of
 Paper and Janitorial Supplies
 Warehouse Location
 4622 Alcoa Avenue
 Vernon, Ca 90058

Page 1
 No. 182743-IE

Date of Order 02/21/03

Bill To
FLEMING COMPANIES, INC.
 91-315 HANUA ST
 Kapolei HI 96707

Pulled By *[Signature]*
 Date

Ship To
HAWAIIAN EXPRESS
 c/o FLEMING COMP HAWAII DIV
 14952 VALLEY VIEW AVE
 La Mirada CA 90638
 Ship Via **OUR TRUCK-PAUL**

Customer's P O No 20057 Cust. Code 0006515 Terms **NET 20 DAYS** Date Shipped 2/21/03 **MAIL INVOICE**

Ordered	Shipped	BO	Units	Item Code	Description	Weight	Cube
12	12		CS	4131	CB 34-2050 PURGE III INSECT 12/70Z		
CONSUMER COMMODITY, ORM-D							
2	2		CS	4133	TM 33-2517 CHERRY 12/70Z		
CONSUMER COMMODITY, ORM-D A7233 CERISE							
EMERGENCY RESPONSE - INFOTRAC - 1-800-535-5053							
<p>JOB# 220057</p> <p>A. PEREZ 14 CTN</p> <p>2-26-03 @ 12:35</p>							



This is your invoice Please remit total shown

Received By X

SERVICE CHARGE: 1 1/2 % Monthly (18% per year) on accounts 30 days past due.

