

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

PROOF OF CLAIM



676070

Bar Date Ref # 1-NV-73365

In re _____ Case Number _____

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.

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.

Name of Creditor and Address

Bbc Sales & Service
8235 Swenson Way
Delta BC V4G 1J5
Canada

0354653676070

Creditor Telephone Number () _____

CREDITOR TAX ID # _____

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR _____

Check here if this claim _____

replaces or amends

a previously filed claim dated _____

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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE
 \$ 1119.60 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 1119.60 (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 11 2003

BMC

Fleming Companies Claim



03172

DATE SIGNED

Aug 6/03

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)

[Signatures]

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.; Dumigan 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).

B.B.C. SALES & SERVICE LTD.

BEVERAGE EQUIPMENT SPECIALISTS

8235 Swenson Way
Delta, B.C. V4G 1J5
Tel (604) 589-7802
Fax. (604) 589-7820
Toll Free 1-800-572-7802
Website www.bbcsales.com

INVOICE 057103

CUSTOMER NO CORMAR

BILL TO Core-Mark International - BBY
7800 Riverfront Gate
Burnaby
BC V5J 5L3

SHIP TO SAME

Attn Theresa A/P

DATE	SHIP VIA	F.O.B.	TERMS
03/11/03	F & G	ROB	Net 30 days

P.O. NUMBER	ORDER DATE	TERRITORY	OUR ORDER NUMBER
20-1229321	03/07/03	BLM	034782

PART NO.	DESCRIPTION	REQ.	QUANTITY SHIPPED	B.O.	UNIT PRICE	EXTENDED PRICE
PF45-108/24	PAPER FILTER - B100 BASKET 24/100	27	27		16 610	448 47
PF46-040/08	PAPER FILTER - #4 CONE FILTER 24/40	9	9		16 610	149 49

ARRIVAL DATE TO BE 03/12/03

Canadian dollars	
Net amount	597 96
Discount	
G S T	41 86
P S T	
Shipping	
Total due	=====
	\$639 82

GST Number 12392 3872RT



CORE-MARK INTERNATIONAL, INC.

PURCHASE ORDER

REGISTER #

SHIP TO		VENDOR			ORDER DATE	604-589-7802		PAGE 1 OF 1					
VANCOUVER 7800 RIVERFRONT GATE BURNABY BC V5J 5L3 CAN		020ZZZBBC SALES & SERVICE BC V4G 1J5 CUSTOMER SERVICE			2003-03-07	2003-03-12 Wednesday		604-589-7820					
PURCHASED BY		VENDOR #	SUB #	BUYER #	PAYMENT TERMS		PURCHASE ORDER # 20-1229321						
		53443	00	202	30 Days		THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES BILLS OF LADING, SHIPPING CONTAINERS AND PACKING LISTS						
CS RCVD		FOR			DISCOUNT BRACKET		STANDING ORDER #						
					30 Days								
							WEIGHT	CU VOL	CASES				
							229		36				
QUANTITY ORDERED	PURCH UNIT	WFO CODE	ITEM NUMBER	ITEM DESCRIPTION	PACKING DESCRIPTION	CASE PACK	SELL UNITS ORDERED	OFF INVOICE ALLOWANCE	OTHER ALLOWANCES	UNIT COST	EXTENDED COST	S/R	WHS LOCATION
27	CS	57148 00104	371807	COFFEE FILTER BASKET	24/100S	1	27			16 61	448 47	E	27-090206
9	CS	57148 10440	371823	COFFEE FILTER CONE 4 CUP	24/40S	1	9			16 61	149 49	E	27-030406
				***** ##ORDER SENT VIA FAX##									
							36	00	00	597 96			

034782

INSTRUCTIONS SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER

NOTICE SUBSTITUTIONS EITHER IN PACKING OR PRICE WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBSTITUTED WITHOUT PRIOR AUTHORITY TO REFUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 80 DAYS FROM DATE OF ORDER AND TO DEDUCT FROM PAYMENT ANY EXPENSE (IF FORN INCLD) THROUGH EXPRESS ON THE PART OF THE SHIPPER



F A C S I M I L E

CORE-MARK INTERNATIONAL, INC.

Date ■ 3/07/03 Time ■ 6 18 51 Pages ■ 2 including cover

To ■ CUSTOMER SERVICE Fax # ■ 604 589-7820 Phone # ■ 604 589-7802

Company ■ ZZZBBC SALES & SERVICE

Address ■ BC V4G 1J5

From ■ DON ROBINSON Fax # ■ 604 430-2184 Phone # ■ 604 430-2181

Re ■ Purchase Order# 20 - 1229321

Memo ■

PLEASE CONFIRM FAX RECEIVED - FAX BACK AT 604-430-2184
 NO SUBSTITUTIONS ACCEPTED WITHOUT PRIOR APPROVAL
 NO BACK-ORDERS WITHOUT PRIOR APPROVAL

FAX RECEIVED

RP- (LD)

B.B.C. SALES & SERVICE LTD.

BEVERAGE EQUIPMENT SPECIALISTS

8235 Swenson Way
Delta, B C V4G 1J5
Tel (604) 589-7802
Fax (604) 589-7820
Toll Free 1 800-572 7802
Website www.bbcsales.com

INVOICE 057535

CUSTOMER NO CORMAR

BILL TO Core-Mark International - BBY
7800 Riverfront Gate
Burnaby
BC V5J 5L3

SHIP TO SAME

Attn Theresa A/P

DATE	SHIP VIA	F.O.B.	TERMS
03/26/03	ABC Express	ROB	Net 30 days

P.O. NUMBER	ORDER DATE	TERRITORY	OUR ORDER NUMBER
20-1233241	03/25/03	BLM	035236

PART NO	DESCRIPTION	QUANTITY			UNIT PRICE	EXTENDED PRICE
		REQ	SHIPPED	B O		
PF45-108/24	PAPER FILTER - B100 BASKET 24/100	18	18		16 610	298 98
PF46-040/08	PAPER FILTER - #4 CONE FILTER 24/40	9	9		16 610	149 49

Canadian dollars	
Net amount	448 47
Discount	
G S T	31 39
P S T	
Shipping	
	=====
Total due	\$479 86

GST Number 12392 3872RT



CORE-MARK INTERNATIONAL, INC.

PURCHASE ORDER

REGISTER #

SHIP TO		VENDOR			ORDER DATE	2003-03-25	604-589-7802	PAGE 1 OF 1	
VANCOUVER 7800 RIVERFRONT GATE BURNABY BC V5J 5L3 CAN		020	ZZZBBC SALES & SERVICE		ARRIVAL DATE	2003-03-28 Friday	604-589-7820	PURCHASE ORDER # 20-1233241	
BC V4G 1J5		CUSTOMER SERVICE			PAYMENT TERMS	THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES BILLS OF LADING, SHIPPING CONTAINERS AND PACKING LISTS.			
DISCOUNT BRACKET		30 Days			STANDING ORDER #				
CS RCVD	PURCHASED BY	VENDOR #	SUS #	BUYER #	FOB		WEIGHT	CU VOL.	CASES
		53443	00	202			166		27

QUANTITY ORDERED	PURCH UNIT	WFO CODE	ITEM NUMBER	ITEM DESCRIPTION	PACKING DESCRIPTION	CASE PACK	SEAL UNITS ORDERED	OFF INVOICE ALLOWANCE	OTHER ALLOWANCES	UNIT COST	EXTENDED COST	E/W	WAREHOUSE LOCATION
18	CS	57148 00104	371807	COFFEE FILTER BASKET		1	18			16 61	298 98	E	27-090206
					24/100S								
9	CS	57148 10440	371823	COFFEE FILTER CONE 4 CUP		1	9			16 61	149 49	E	27-030406
					24/40S								

				##ORDER SENT VIA FAX##									
-----							27	00	00	-----			
											448 47		

INSTRUCTIONS: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER. NOTICE: SUBSTITUTIONS EITHER IN PACKING OR PRICE, WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBSTITUTED WITHOUT PRIOR AUTHORITY TO REFUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 80 DAYS FROM DATE OF ORDER, AND TO DEDUCT FROM PAYMENT ANY EXPENSE OR LOSS INCURRED THROUGH ERROR ON THE PART OF THE SHIPPER.

To Fax 16045897820

From Core-Mark International, Inc

Date 03/25/03 02:37PM Page 2 of 2



F A C S I M I L E

CORE-MARK INTERNATIONAL, INC.

Date ■ 3/25/03 Time ■ 11 44 42 Pages ■ 2 including cover

To ■ CUSTOMER SERVICE Fax # ■ 604 589-7820 Phone # ■ 604 589-7802

Company ■ ZZZBBC SALES & SERVICE

Address ■ BC V4G 1J5

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 NO BACK-ORDERS WITHOUT PRIOR APPROVAL

RECEIVED
 THANKS
 ROB 03/25/03

FAXED
FORB