

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

PROOF OF CLAIM



594775

Bar Date Ref # 2-NVM-60298

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.

Name of Creditor and Address

0354653594775

Badger Truck
Rt 2 6302 Texico Dr
Eau Claire WI 54703

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 () 715 874 6811

CREDITOR TAX ID # 39-1238185

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Flemis

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)

Services performed Taxes Wages, salaries, and compensation (Fill out below)

Money loaned Other (describe briefly)

Your social security number _____

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

2 DATE DEBT WAS INCURRED 2-28-03 to 3-10-03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 1759.69 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 1759.69 (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 \$200 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 11/01 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



03209

DATE SIGNED 8-6-03

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).

Lindy Wiser Cody Wiser, office mgr

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 Rainbow 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)

BADGER TRUCK REFRIG
A C C O U N T S R E C E I V A B L E

Customer Aging
Aging Report as of 06/30/03

Description	Inv #	Inv Date	Age	Current	30 days	45 days	60 days	75 days	Total

FLEMING CO- SUPERIOR DIV FLEMIS 715/394-1638									
Invoice - SO# 45741	98884	02/28/03	122	0 00	0 00	0 00	0 00	360 88	360 88
Invoice - SO# 45888	99384	03/13/03	109	0 00	0 00	0 00	0 00	44 16	44 16
Invoice - SO# 45969	99432	03/14/03	108	0 00	0 00	0 00	0 00	224 66	224 66
Invoice - SO# 45969	99629	03/20/03	102	0 00	0 00	0 00	0 00	1129 99	1129 99

FLEMING CO- SUPERIOR DIV Subtotal				0 00	0 00	0 00	0 00	1759 69	1759 69
=====									
Report Total				0 00	0 00	0 00	0 00	1759 69	1759 69

BADGER TRUCK REFRIG
 6302 TEXACO DRIVE
 EAU CLAIRE WI 54703
 715-874-6811

INVOICE

Invoice Number 99629
 Invoice Date 03/20/03
 Page 1

B FLEMING CO- SUPERIOR DIV
I FLEMING TRANSPORTATION SERV
L 1101 SUSQUEHANNA AVE
L SUPERIOR, WI 54880

S FLEMING COMPANY
H 1101 SUSQUEHANNA AVE
I SUPERIOR, WI 54880
P SEND ACKNOWLEDGEMENT!

Sales Ord No	45969	Taxable	Y	Purchase Order	118233
Order Date	03/13/03	Pmt Terms	NET 30 DAYS	Ship Via	DELIVER
Account Cd	FLEMIS	Shipper No	45969	FOB	ORIGIN
Salesperson	108	Ship Date	03/20/03	Job Number	WHSE1

Line	Qty Shipped	Backordered	Part Number/Description	Price	UM	Extended Price
	1 00	0 00	R-9727-1 ROOFTOP A/C OFFROAD	\$1,071 0800	EA	\$1,071 08

TIM WILL DELIVER THIS ORDER AS SOON AS PARTS ARRIVE
 ENTERED ON 3-13-03

Please report discrepancies to
 (715) 874-6811 within 5 days

 A Finance Charge (18%/Yr) will
 be added to past due accounts

Subtotal	\$1,071 08
Sales Tax	\$58 91
Freight	\$0 00
Total	\$1,129 99

BADGER TRUCK REFRIG
 6302 TEXACO DRIVE
 EAU CLAIRE WI 54703
 715-874-6811

INVOICE

Invoice Number 98884
 Invoice Date 02/28/03
 Page 1

B FLEMING CO- SUPERIOR DIV
I FLEMING TRANSPORTATION SERV
L 1101 SUSQUEHANNA AVE
L SUPERIOR, WI 54880

S FLEMING COMPANY
H 1101 SUSQUEHANNA AVE
I SUPERIOR, WI 54880
P

Sales Ord No	45741	Taxable	Y	Purchase Order	CR9122
Order Date	02/28/03	Pmt Terms	NET 30 DAYS	Ship Via	UPS
Account Cd	FLEMIS	Shipper No	45741	FOB	ORIGIN
Salesperson	100	Ship Date	02/28/03	Job Number	

Line	Qty Shipped	Backordered	Part Number/Description	Price	UM	Extended Price
	2 00	0 00	41-2590 THERMOMETER LED \$144 45	\$144 4500	EA	\$288 90
	3 00	0 00	44-7929 SWITCH \$16 06	\$16 0600	EA	\$48 18

Please report discrepancies to
 (715) 874-6811 within 5 days

 A Finance Charge (18%/Yr) will
 be added to past due accounts

Subtotal	\$337 08
Sales Tax	\$18 81
Freight	\$4 99
Total	\$360 88

BADGER TRUCK REFRIG
 6302 TEXACO DRIVE
 EAU CLAIRE WI 54703
 715-874-6811

INVOICE

Invoice Number 99384
 Invoice Date 03/13/03
 Page 1

B FLEMING CO- SUPERIOR DIV
I FLEMING TRANSPORTATION SERV
L 1101 SUSQUEHANNA AVE
L SUPERIOR, WI 54880

S FLEMING COMPANY
H 1101 SUSQUEHANNA AVE
I SUPERIOR, WI 54880
P

Sales Ord No	45888	Taxable	Y	Purchase Order	CR9148
Order Date	03/07/03	Pmt Terms	NET 30 DAYS	Ship Via	UPS
Account Cd	FLEMIS	Shipper No	45888	FOB	ORIGIN
Salesperson	132	Ship Date	03/13/03	Job Number	

Line	Qty Shipped	Backordered	Part Number/Description	Price	UM	Extended Price
	2 00	0 00	44-1357 SWITCH (ON/OFF) \$8 10	\$8 1000	EA	\$16 20
	1 00	0 00	MANUAL SBIII 30 TC2 SR PARTS \$10 00	\$10 0000	EA	\$10 00
	1 00	0 00	MANUAL SBIII SR TC2 MAINT \$10 00	\$10 0000	EA	\$10 00

Please report discrepancies to
 (715) 874-6811 within 5 days

 A Finance Charge (18%/Yr) will
 be added to past due accounts

Subtotal	\$36 20
Sales Tax	\$2 30
Freight	\$5 66
Total	\$44 16

BADGER TRUCK REFRIG
 6302 TEXACO DRIVE
 EAU CLAIRE WI 54703
 715-874-6811

INVOICE

Invoice Number 99432
 Invoice Date 03/14/03
 Page 1

B FLEMING CO- SUPERIOR DIV
I FLEMING TRANSPORTATION SERV
L 1101 SUSQUEHANNA AVE
L SUPERIOR, WI 54880

S FLEMING COMPANY
H 1101 SUSQUEHANNA AVE
I SUPERIOR, WI 54880
P SEND ACKNOWLEDGEMENT!

Sales Ord No	45969	Taxable	Y	Purchase Order	118233
Order Date	03/13/03	Pmt Terms	NET 30 DAYS	Ship Via	UPS
Account Cd	FLEMIS	Shipper No	45969	FOB	ORIGIN
Salesperson	108	Ship Date	03/14/03	Job Number	WHSE1

Line	Qty Shipped	Backordered	Part Number/Description	Price	UM	Extended Price
	1 00	0 00	BT5-45011 12 VOLT TOP PORT ZEXEL DOUBLE	\$206 0000	EA	\$206 00

TIM WILL DELIVER THIS ORDER AS SOON AS PARTS ARRIVE
 ENTERED ON 3-13-03

Please report discrepancies to
 (715) 874-6811 within 5 days

 A Finance Charge (18%/Yr) will
 be added to past due accounts

Subtotal	\$206 00
Sales Tax	\$11 71
Freight	\$6 95
Total	\$224 66