

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

**PROOF OF CLAIM**



612770

Bar Date Ref # 2 NVM-78626

In re Fleming Companies, Inc, et al Case Number 03-10945

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 notice 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**  
  
0354653612770  
  
Blue Runner Foods  
PO Box PO Box 207  
Gonzales LA 70707

Creditor Telephone Number (225) 647-3010

CREDITOR TAX ID #  
72-1238130

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  
FLEMING

Check here  replaces or amends a previously filed claim dated \_\_\_\_\_  
if this claim

**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** 3/24/03

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ 909714 (unsecured) \$ \_\_\_\_\_ (secured) \$ 909714 (unsecured priority) \$ \_\_\_\_\_ (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  
 US **FILED**  
 AUG 11 2003  
**BMC**

DATE SIGNED  
8/5/03

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)

Fleming Companies Claim  
 03256

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

**Blue Runner Foods, Inc.**

P O Box 207

Gonzales, LA 70707-0207

225-647-3016

**INVOICE**

Invoice Number 6347

Invoice Date 03/24/03

Page 1

**B** FLEMING COMPANIES INC  
**I** P O BOX 24660  
**L** OKLAHOMA CITY, OK 73124  
**L**

**S** FLEMING COMPANIES INC  
**H** 113 KOL DRIVE  
**I** BROUSSARD, LA 70518  
**P**

Sales Ord No	4673	Taxable	N	Purchase Order	791552-LF
Order Date	03/12/03	Pmt Terms	2% 10, NET 30	Ship Via	PICK UP
Account Cd	FLEMING	Shipper No	175	FOB	PLANT
Salesperson	500	Ship Date	00/00/00	Job Number	

Line	Qty Shipped	Backordered	Part Number/Description	Price	UM	Extended Price
1	231 00	0 00	30100 12/27oz Cream Style Red Beans	\$13 8000	EA	\$3,187 80
2	132 00	0 00	30300 12/27oz Cream Style White Bean	\$13 8000	EA	\$1,821 60
3	88 00	0 00	31622 6/10 Cream Style Red Beans	\$22 0200	EA	\$1,937 76
4	60 00	0 00	31624 24/16oz N O Style Red Beans	\$16 4600	EA	\$987 60
5	48 00	0 00	32250 24/16oz Baby Green Limas	\$16 4600	EA	\$790 08
6	15 00	0 00	32670 24/15oz Okra/Shrimp Gumbo	\$24 8200	EA	\$372 30

DISCOUNT IF PAID BY \_\_\_\_\_

INTEREST AT 1-1/2% PER MONTH  
CHARGED ON BALANCES PAST 30  
DAYS

Subtotal	<u>\$9,097 14</u>
Freight	\$0 00
Total	<u><u>\$9,097 14</u></u>

# PACKING LIST

Blue Runner Foods, Inc  
 P O Box 207  
 Gonzales, LA 70707-0207  
 225-647-3016

Shipper No 175  
 Ship Date 03/19/03  
 Page 1

**B** FLEMING COMPANIES INC  
**I** P O BOX 24660  
**L** OKLAHOMA CITY OK 73124  
**L**

**S** FLEMING COMPANIES INC  
**H** 113 KOL DRIVE  
**I** BROUSSARD LA 70518  
**P**

Sales Order No 4673  
 Order Date 03/12/03  
 Cust Code FLEMING  
 Job Number

Purchase Order 791552-LF  
 Ship Via PICK UP  
 FOB PLANT  
 Salesperson 500

Line	Part Number	Description	Bin Loc	Qty Ordered	Qty Actually Shipped
1	30100	12/27oz Cream Style Red Beans		231 00	231
2	30300	12/27oz Cream Style White Bean		132 00	132
3	31622	6/10 Cream Style Red Beans		88 00	88
4	31624	24/16oz NO Style Red Beans		60 00	60
5	32250	24/16oz Baby Green Limas		48 00	48
6	32670	24/15oz Okra Shrimp Gumbo		15 00	15

*Rob. & E. Washburn*

*Foods Thanks*

*112 Good Pallets Due to Blue Runner Shipped 3/24/03*

Total Weight	<i>16,503</i>	Freight	<i>9 Pallets</i>	Date Filled	<i>3-21-03</i>
Total Cubic Ft	<i>574</i>	Insurance		Filled By	<i>L.M. JP.</i>

Handwritten notes: 10/11/03, 10/19/03, 10/19/03

**J Dall Thomas & Company, Inc**

Food Brokers Since 1904

511 6th St Metairie LA 70002 - Phone (504) 733 7008

JDT Invc # 301236    Customer PO# 791552-LF    Manufacturer Inv#    Terms 2% 10Days Net 30  
 Ordered 10/11/03    Arrival Date 10/19/03    FOB Plant

Sold To Fleming OKLAHOMA  
 PO Box 24660 Oklahoma City OK 73124

Ship To Fleming BROUSSARD  
 13 Kol Dr Broussard LA 70518

Comments

Qty	U F C	Master Pack/Size	Description	Promo#	Price	O I	B B	Net Ext
231	30100	12/27 OZ	Blue Runner Red Beans		\$13.80	\$0.00	\$0.00	\$3,187.80
132	30200	12/27 OZ	Blue Runner White Beans		\$13.80	\$0.00	\$0.00	\$1,821.60
88	1622	6 lb	Blue Runner Red Beans		\$22.02	\$0.00	\$0.00	\$1,937.76
60	1624	24 16 OZ	Blue Runner NO Style Red		\$16.46	\$0.00	\$0.00	\$987.60
48	2250	24 16 OZ	Blue Runner Green Lima Beans		\$16.46	\$0.00	\$0.00	\$790.08
15	2670	24 16 OZ	Blue Runner Okra & Shrp		\$24.82	\$0.00	\$0.00	\$372.30

Total Cases > 574  
 Total Weight-> 15,503.0

Total Gross \$9,997.14  
 Total Off Invoice \$0.00  
 Total Bill Back \$0.00  
 Total Misc. \$0.00  
 Net Dollars \$9,997.14  
 JDT Broker Comm. Earned \$318.40

For Account Of Blue Runner Foods Inc #0353  
 PO Box 207  
 Gonzales LA 70707 0207

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

In re	)	Chapter 11
	)	
Fleming Companies, Inc , et al , <sup>1</sup>	)	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,<sup>2</sup>
- (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

<sup>1</sup> 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 , Rainbow Food Group, Inc , Retail Investments Inc , Retail Supermarkets Inc , RFS Marketing Services Inc and Richmar Foods Inc

<sup>2</sup> 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)