

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM		 <small>s161749</small> Scheduled Claim Ref # 12-F2-14064 YOUR CLAIM IS SCHEDULED AS \$2 273 65 UNSECURED	
In re Fleming Foods of Texas, LP		Case Number 03-10955			
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.				<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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.	
Name of Creditor and Address <div style="text-align: right; margin-right: 100px;">0354429436453</div> TOROMONT 10815 TELGE HOUSTON TX 77095				The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below. If the amounts shown above are listed as Contingent Unliquidated or Disputed, a proof of claim must be filed. 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 (281) 345 5004				CREDITOR TAX ID # 1-76-0203321-3	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR FLEMING GAR		Check here <input type="checkbox"/> replaces or amends a previously filed claim dated _____ if this claim			
1 BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (describe briefly) _____ 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 \$ 2,273 65 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (total)					
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 <input type="checkbox"/> Check this box if you have an unsecured priority claim. 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) _____. <small>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.</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.					
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.				THIS SPACE FOR COURT <div style="text-align: center; font-size: 1.5em;"> FILED AUG 08 2003 BMC </div> Fleming Companies Claim <small>03392</small>	
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			
DATE SIGNED 8 4 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). April M. Layland APRIL M. LAYLAND - ADMINISTRATIVE ACCOUNTANT			

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 Rambow 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)



Toromont Process Systems, Inc
10815 Telge Road
Houston, TX 77095
(281)345-9300

INVOICE	BALANCE	DATE
2 28136	\$ 4,322 60	2/26/2003

Fleming Food Company
2600 Mc Cree
Garland, TX 75041

Fleming Food Company
2600 Mc Cree
Garland, TX 75041

(972) 840-4442

P O #

TPSI # 68584

Terms Net 30

Equipment

QUANTITY	DESCRIPTION	UNIT PRICE	AMOUNT
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*

100 00	Mileage	0 60	\$60 00
1 00	R20762 SEAL COVER	1,741 56	\$1,741 56
1 00	M6503008 SPRING PIN	4 27	\$4 27
2 00	HoW G60224	703 66	\$1,407 33
			\$3,213 16

**

13 00	Labor	60 00	\$780 00
			\$780 00

Subtotal	3,993 16
Sales Tax	329 44
PAID AMT	0 00
TOTAL	\$4,322 60

Audit Cost Variance

P No posted transactions

b Number	Name	Customer	Sched Start Date	Sched End Date	Actual Ship Date	Project Manager	Estimator
8584	FLAMING FOOD CO	FLAMING FOOD	0/0/0000	0/0/0000	0/0/0000		

b Summary	Units	Expected	Units	Actual To Date	Units	Variance	Committed
Billing		999,999,990.00		0.00		999,999,990.00	

Labor	1.00	0.00	4.00	448.50	(3.00)	(448.50)	
Instr & Valves		0.00		1,148.93		(1,148.93)	
Major Equipment		0.00		0.00		0.00	
Overheads (frgt)		0.00		73.21		(73.21)	
Other (Vehicle)		0.00		0.00		0.00	
User Defined 1		0.00		0.00		0.00	
User Defined 2		0.00		0.00		0.00	
User Defined 3		0.00		0.00		0.00	
User Defined 4		0.00		0.00		0.00	
		0.00	Total	1,670.64		(\$1,670.64)	

Transaction Number Type Posting Date Description Vendor Name Est Units Est Amount Act Quantity Act Amount Variance Units Variance Amount

Cost Code Number 999 10 SERVICE MATERIAL Cost Element Type Instr & Valves

PO Number C19108 68584

30076795 PM 2/10/2003 C19108 68584 HOWDEN COMPRESSORS CO 1.00 1,148.93

Purchase Order Total \$1,148.93

Cost Code Number Total

1 \$0.00 1.00 \$1,148.93 0.00 (\$1,148.93)

Cost Code Number 999 50 SERVICE LABOR Cost Element Type Labor

PO Number T/R 2/04/03

3745 GL 2/30/2003 T/R 2/04/03 1.00 57.00

Purchase Order Total \$57.00

PO Number T/R 2/11/03

1659 GL 2/11/2003 T/R 2/11/03 1.00 88.50

1660 GL 2/11/2003 T/R 2/11/03 1.00 175.00

Purchase Order Total \$241.50

PO Number T/R 2/04/03

1749 GL 2/30/2003 T/R 2/04/03 0.00 150.00

Purchase Order Total \$150.00

Cost Code Number Total

1 \$0.00 4.00 \$448.50 (3.00) (\$448.50)

Cost Code Number 999 80 SERVICE FREIGHT/EXPENSES Cost Element Type Overheads (frgt)

PO Number C19108 68584

30076795 PM 2/10/2003 C19108 68584 HOWDEN COMPRESSORS CO 0.00 73.21

Purchase Order Total \$73.21

Cost Code Number Total

0 \$0.00 1.00 \$73.21 (1.00) (\$73.21)

Cost Code Number 999 99 Other Vehicle Cost Element Type Other (Vehicle)

PO Number

Purchase Order Total \$0.00

Transaction Number	Type	Posting Date	Description	Vendor Name	Est Units	Est Amount	Act Quantity	Act Amount	Variance Units	Variance Amount	Committed Units	Committed Costs
			Cost Code Number Total		1	\$0.00	0.00	\$0.00	1.00	\$0.00		
			Total for Job # 68584		\$3.00	\$0.00	\$5.00	\$1,670.64	(\$3.00)	(\$1,670.64)		



10815 Telge Road Houston, TX 77095

12971

JOB NAME Fleming

TRANSFER THE FOLLOWING MATERIAL FROM DMU TO 68584

[illegible]

Purchase Order

Toromont Process Systems F

Date 1/29/2003
PO No **C 19108 - 68584**
Vendor Ref TOM WIDENER

2354 Great S W Parkway
Ft Worth, TX 76106

(817) 740-8934

Vendor Howden Compressors
1850B N Gravers Rd
Plymouth Meeting, PA 19462

Tom Widener

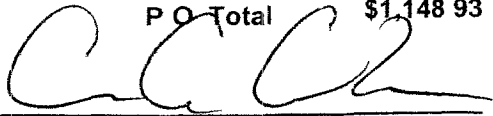
Ship to Fleming Food Company
2600 Mc Cree
Garland, TX 75041

Vendor Fax (610) 313-9215
Vendor Phone (610) 313-9800
Ordered by Connan Crawford
Requested by Stanley Strain
Description FLEMING FOODS

Promise Date 1/30/2003
Ship Method Ups Red
Terms Net 30

Description / Mfg Item	Work Order	Unit	Quantity	Unit Price	Amount
R20762 SEAL COVER	68584	Each	1 00	\$1,146 12	\$1,146 12
M6503008 SPRING PIN	68584	Each	1 00	\$2 81	\$2 81

P O Total \$1,148 93


Authorized Signature

HOWDEN COMPRESSORS, LLC

1850-B N GRAVERS ROAD
PLYMOUTH MEETING, PA 19462

Voice (610) 313-9800

Fax (610) 313-9215

INVOICE

Invoice Number **5693**

Invoice Date **Feb 1, 2003**

Page Number **1**

Sold To

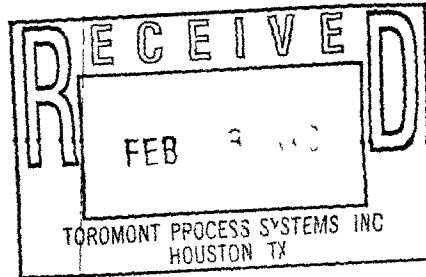
TOROMONT P S -HOUSTON
ABERDEEN BUSINESS PARK
10815 TELGE ROAD
HOUSTON, TX 77095
USA

Ship to Drop Shipment

FLEMING FOOD COMPANY
2600 McCREE
GARLAND, TX 75041

Customer ID	Customer PO	Payment Terms	
LEW200	C19108-68584	Net 30 Days	
Sales Rep ID	Shipping Method	Ship Date	Due Date
	UPS Red	1/29/03	3/3/03

Quantity	Item	Description	Unit Price	Extension
1 00	R20762	SEAL HOUSING	1,146 12	1,146 12
1 00	M6503008	PIN - SPRING - METRIC 3 x 8mm	2 81	2 81



Subtotal	1,148 93
Sales Tax	
Freight	73 21
Invoice Total	1,222 14
Payment Received	0 00
Total Due (US\$)	1,222 14

PLEASE REMIT PAYMENT TO
HOWDEN COMPRESSORS LLC
P O BOX 13514
NEWARK, NJ 07188-0514

Toromont Process Systems FTW

Service Work Order

2354 Great S W Parkway
Ft Worth, TX 76106

(817) 740-8934

Number	68584
Alt WO No	
Entered	1/27/2003

Customer Fleming Food Company
863 2600 Mc Cree
Garland, TX 75041

Alt #
Map
Fax
Cell

Bill To

Contacts Terry Brehm
(972) 840-4442
(FAX) 840-4495

Payment Expected by Bill Out
PO Number
Taxable? YES **Tax at** Cust

Call Type Ftworth-Service
Problem Ftw-Service

Special Comments

SHAFT SEAL

Est Hours/Priority 1 00 Normal
Scheduled 1/27/2003 Stanley Strain

Eqp # & Desc

Alt # & Loc

Agreement

Comments

Parts

Labor

Comments & Notes

Customer Notes

Work Order Notes

Equipment Notes



Calgary • Houston • Salt Lake • Princeton

10815 Telge Road Houston TX 77095
Tel (281) 345 9300 Fax (281) 345 7434

SERVICE ENGINEERS REPORT

35428

TERMS Service Engineer is authorized to collect the amount due
Our charges include travel time and expenses
See Terms & Conditions on Reverse Side

SHIP TO AND/OR LOCATION WHERE SERVICE RENDERED

NAME _____

STREET _____

CITY _____ STATE _____ ZIP CODE _____

INVOICE TO

NAME Fleming Fox

STREET McGee Rd

CITY Cactland STATE TX ZIP CODE _____

EQUIPMENT, MAKE _____ MODEL _____ H P _____ SERIAL NO _____

1-28-03 - Returned with new rings to try to get seal to stop leaking. Also check that alignment and adjusted motor shims

- outer seal housing will not hold seal face tight, it is spinning a little when compressor is running, which is cause shaft seal to leak I talked with Terry and he ~~said~~ said to get new housing with Duo pon to hold seal face seat. seal will have to be replaced again.

1-30-03 installed new shaft seal and new housing, ran ~~the~~ compressor to check for leaks, it is OK

						QTY.	PARTS & MAT'L FURNISHED	NET PRICE
3600-204MG-000						2	R20762 mark 6 seal/com kit	
						1	seal housing R20762	
						1	pin spring M6503008	
Complete Billout								
LABOR								
DATE	SERVICE ENGINEER	REG TIME	OVERTIME (1.5) (2.0)					
1-28	STAN STRAIN	4						
1-30	" "	3						
						Labor Hrs _____ @ _____		
						Overtime Hrs _____ @ _____		
						Miles <u>100</u> @ _____		
						Expenses _____		
						Tax _____		
						TOTAL		

THIS DOCUMENT IS YOUR AUTHORIZATION FOR INVOICING

Terry

NAME OF PERSON REQUESTING SERVICE

DATE _____

ORIZATION FOR INVOICING
 X *and Partner*
 CUSTOMER'S AUTHORIZED SIGNATURE

DATE _____



TOROMONT
PROCESS
SYSTEMS

Calgary Houston • Salt Lake • Princeton

10815 Telge Road Houston TX 77095
Tel (281) 345 9300 Fax (281) 345 7434

SERVICE ENGINEERS REPORT

68584

1-21-03

35364

TERMS Service Engineer is authorized to collect the amount due
Our charges include travel time and expenses
See Terms & Conditions on Reverse Side

SHIP TO AND/OR LOCATION WHERE SERVICE RENDERED

NAME _____
STREET _____
CITY _____ STATE _____ ZIP _____
CODE _____

INVOICE TO

NAME Fleming
STREET McGree
CITY Garland STATE TX ZIP _____
CODE _____

EQUIPMENT. MAKE _____ MODEL _____ HP _____ SERIAL _____
NO _____

replaced shaft seal and also
did alignment of motor

will take old seal and get it repaired, because new
seal is leaking a little to much. Then will replace seal
with renewed one.

Not complete

QTY.	PARTS & MAT'L FURNISHED	NET PRICE
------	-------------------------	-----------

LABOR

DATE	SERVICE ENGINEER	REG TIME	OVERTIME	
			(15)	(20)
1-21	STAN STRAIN	6		

Labor Hrs _____ @ _____
Overtime Hrs _____ @ _____
Miles _____ @ _____
Expenses _____
Tax _____
TOTAL

THIS DOCUMENT IS YOUR AUTHORIZATION FOR INVOICING

X

NAME OF PERSON REQUESTING SERVICE

DATE

CUSTOMER'S AUTHORIZED SIGNATURE

DATE

HOUSTON DIVISION COPY