

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

PROOF OF CLAIM



592741

Bar Date Ref # 2-NVM-58161

In re *Fleming Companies Inc.*

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.

Name of Creditor and Address

Taylor Enterprises of Wisconsin
PO Box 345
Ixonia WI 53036

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 *262 567 7886*

CREDITOR TAX I D #
39-1132156

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
F102030

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

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 \$ *442.01* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *442.01* (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

6 UNSECURED PRIORITY 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 \$ _____

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

THIS SPACE FOR COURT USE ONLY

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

FILED

AUG 08 2003

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)
Earl J. [Signature]

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



03413

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 , 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)



T & H DISTRIBUTING

Division of Taylor Enterprises of Wisconsin, Inc.

1235 Parkview Road
Green Bay WI 54304 5620
Tel 920 339 9838 Fax 920 339 9277

INVOICE PAGE

DATE

3/11/03

DUE ON

4/07/03

INVOICE

SHIP TO
11811 W. WISCONSIN
1333 COMMERCE ST
MOUND WISCONSIN
UNITED STATES

SOLD TO
CLINTON CONTRACTS, INC
CAMP BANNING UNIT
1 GRIEWAY COURT
SUPERIOR WI 54880
WI 54880

TERMS

1/10 20 0 10

SELLER TAX ID

CUSTOMER	ORDER	SALES REP	PO NUMBER	PO REV
11811 WISCONSIN	01 42154		1415002 0 404	

SHIP NO.	SHIP VIA	SHIP DATE	SHIP WEIGHT
1	PER D OLSON 02/11/03	3/11/03	000 1A

LINE NO.	ITEM NUMBER/DESCRIPTION	U/M	QUANTITY/PRICE	NET SALES AMOUNT
	WE APPROPRIATE COLOR BUSINESS			
	UNITS/BOX	EA	1 000	179.25
	1/4" TAG HOSE		179.250	5.82
	Shipping Charge			00

NET SALES 179.25
MISC CHARGES 00
FREIGHT 5.82
TAXES 00

TRADE DISCOUNT 00
TERMS DISCOUNT 00

AMOUNT DUE

185.07

PURCHASE ORDER



	Fleming Companies, Superior Division #1 Gateway Court PO Box 1149 Superior WI, 54880 Don Olson - Store Planning Consultant - Superior Division 715-392-8880 715-394-1665 FAX dolson2@email.fleming.com	
Ship to	Jubilee Foods 500770	
Street	2131 Commerce St	
City, St Zip	Mound MN 55634	
P o #	141500770-406	
Vendor	T & H Distributing	
Vendor #	351083	
Contact	FAX 920/339-9277	
Date	February 17, 2003	

Qty	Model Number and Product Description	Unit Cost	Ext Cost
1	Dormont 3/4" gas quick disconnect gas hose for large gas fryer model 691	179.25	179.25
Ship to arrive	February 19, 2003	TOTAL	179.25

Invoice Fleming Companies, Superior Division
 Attn Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI, 54880

Don Olson

Store Planner

PREPAY AND ADD FREIGHT -- EQUIPMENT FOR RESALE TAX EXEMPT -- INVOICE IN DUPLICATE



T & H DISTRIBUTING

Division of Taylor Enterprises of Wisconsin, Inc

1235 Parkview Road
Green Bay WI 54304 5620
Tel 920 339 9838 Fax 920 339 9277

INVOICE PAGE

DATE

5/10/03

SHIP TO

JOBBER GROUPS (CONSTR BLDG) 50231
1577 SPANGLER RD
LUDWIG 30571
GREEN BAY WI 54303

DUE ON

5/10/03

INVOICE

SOLD TO

CELESTIS COMPANIES, INC
STATE PLACEMENT DEPT
NORTHWAY COURT
SUPERIOR WI 54980
United States

TERMS

2/10 Net 30

SELLER TAX ID

CUSTOMER	ORDER	SALES REP	PO NUMBER	PO REV

SHIP NO	SHIP VIA	SHIP DATE	SHIP WEIGHT
		5/10/03	600 LB

LINE NO	ITEM NUMBER/DESCRIPTION	U/M	QUANTITY/PRICE	NET SALES AMOUNT
	YOUR BUSINESS			
	MARKET WITHOUT LEAD GAS	EA	111 750	111 75
	Shipping Charge			0 15
				00

NET SALES	111 75	TRADE DISCOUNT	00
MISC CHARGES	00	TERMS DISCOUNT	00
FREIGHT	0 15		
TAXES	00		
		AMOUNT DUE	111 90

PURCHASE ORDER

7102030



Fleming Companies, Superior Division
 #1 Gateway Court PO Box 1149
 Superior WI, 54880
 Don Olson - Store Planning Consultant - Superior Division
 715-392-8880, 715-394-1665 FAX, dolson2@email.fleming.com

Ship to: Jubilee Foods (Constr Acct) 500031
 Street: 1316 Arrowhead Road
 City, ST, ZIP: Duluth MN 55811
 P o #: 141500031-482
 Vendor: T & H Distributing
 Vendor #: 351083
 Contact: FAX 920/339-9277
 Date: March 4, 2003

Qty	Model Number and Product Description	Unit Cost	Ext. Cost
1	Part # 17801 Fry basket for Henny Penny computron 7000 gas fryer	111 75	111 75
<div style="border: 1px solid black; border-radius: 50%; width: 150px; height: 50px; margin: auto; display: flex; align-items: center; justify-content: center;"> S.H. 6.15 </div>			
Ship to arrive: 3/6/03 or sooner		TOTAL	111 75

Invoice Fleming Companies, Superior Division
 Attn: Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI, 54880

Don Olson
 Store Planner

PREPAY AND ADD FREIGHT -- EQUIPMENT FOR RESALE TAX EXEMPT -- INVOICE IN DUPLICATE



T & H DISTRIBUTING

Division of Taylor Enterprises of Wisconsin, Inc.

1235 Parkview Road
Green Bay WI 54304 5620
Tel 920 339 9838 Fax 920 339 9277

INVOICE PAGE

03 200 3

DATE

3/26/03

DUE ON

4/15/03

INVOICE

SHIP TO
SUPER INC 501519
131 HWY 71 0 6TH ST
INTERNATIONAL FALLS WI 54631
United States

SOLD TO
ELECTRIC COMPANIES INC
ATTN: PLANNING DEPT.
1 GATEWAY CENTER
SUPERIOR WI 54980
United States

TERMS

NET 30 DAYS

SELLER TAX ID

CUSTOMER	ORDER	SALES REP	PO NUMBER	PO REV
0 210000	00 12524		14150101 547	

SHIP NO	SHIP VIA	SHIP DATE	SHIP WEIGHT
1	PARTS ORDER 03/21/03	3/26/03	000 69

LINE NO	ITEM NUMBER/DESCRIPTION	U/M	QUANTITY/PRICE	NET SALES AMOUNT
	WE A P P I T A F E Y O U R B U S I N E S S .			
	9101-018	EA	10 000	
	AMR LIC BU DS		11.100	111.10
	Shipping Charges			7.80
				00

NET SALES	173.20	TRADE DISCOUNT	.00
MISC CHARGES	00	TERMS DISCOUNT	.00
FREIGHT	7.80		
TAXES	00		
		AMOUNT DUE	173.20

PURCHASE ORDER

Fleming Companies, Superior Division
 #1 Gateway Court PO Box 1149
 Superior WI, 54880
 Don Olson - Store Planning Consultant - Superior Division
 715-392-8880, 715-394-1665 FAX, dolson2@email.fleming.com

Fleming

7102030

Ship to: Super One 501515
 Street: Highway 71 @ 6th Street
 City st zip: International Falls MN 56649
 P.O.#: 141501515-546
 Vendor: T & H Distributing
 Vendor #: 351083
 Contact: FAX 920/339-9277
 Date: March 24, 2003

Qty	Model Number and Product Description	Unit Cost	Ext Cost
12	# BL01-018 , GE E101 90 Watt 130 V lamp - Henny Penny hot food case	11 10	133 20
Ship to arrive	March 27, 2003	TOTAL	133 20

6#

Invoice Fleming Companies Superior Division
 Attn Don Olson/Store Planning
 #1 Gateway Court PO Box 1149
 Superior WI, 54880

Don Olson
 Store Planner

PREPAY AND ADD FREIGHT -- EQUIPMENT FOR RESALE TAX EXEMPT -- INVOICE IN DUPLICATE