

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

PROOF OF CLAIM



s138547

In re
Fleming Companies, Inc

Case Number
03-10945

Scheduled Claim Ref # 2-F2-26173
YOUR CLAIM IS SCHEDULED AS

\$709.49 UNSECURED

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

EQUIPMENT SPECIALIST
2533 RUSSELLVILLE RD
BOWLING GREEN KY 42101

0354429393668

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particular.
- 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.

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 ()

CREDITOR TAX ID #
66-1116829

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated **4/28/03**

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 **2-5-03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **1628.86** (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.
 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) **Returned Checks**
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. **773722**

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
AUG 12 2003
BMC

DATE SIGNED
8-7-03

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).
GARY MARCUM



03541

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

EQUIPMENT SPECIALIST OF KENTUCKY
2533 RUSSELLVILLE ROAD
BOWLING GREEN, KY 42101
270-843-1699

02/05/03

Time 11 55 40

Bill To
FLEMING KY DIVISION
PO BOX 4609
LEITCHFIELD KY 42755-4609

Ship To
FLEMING KENTUCKY DIVISON
1055 SALT RIVER ROAD
LEITCHFIELD KY 42754

Invoice No **17876** KY

FLE RALPH 991-5827 CEL

Quant	Item #	SUPPLIER	Description	Price	Cost/Unit	Exten
4	1431063P	FRANKLIN	LUBRICANT, FOODSAFE, TUBE	4 28	2 853	11 41

For Deli Dept.

THANK YOU! ***** THIS IS YOUR INVOICE, NO STATEMENT WILL BE SENT

Sub Total 11 41
Total 11 41
Paid 0 00
Balance Due 11 41

Ralph [Signature]

VC
NET 10 DAYS - Current Acct Balance = 505 50

1 50% SERVICE CHARGE ADDED EVERY 30 DAYS THEREAFTER
TOLL FREE 1-800-844-1699 / FAX 270-746-0300

EQUIPMENT SPECIALIST OF KENTUCKY
 2533 RUSSELLVILLE ROAD
 BOWLING GREEN, KY 42101
 270-843-1699

02/13/03

Time 13 37 34

Bill To
 FLEMING KY DIVISION
 PO BOX 4609
 LEITCHFIELD KY 42755-4609

Ship To
 FLEMING KENTUCKY DIVISON
 1055 SALT RIVER ROAD
 LEITCHFIELD KY 42754

Invoice No **17917** KY

FLE RALPH 991-5827 CEL

Quant	Item #	SUPPLIER	Description	Price	Cost/Unit	Exten
1	WS2E	BUNN-O-MATIC	WARMER, BUNN STEP-UP	139 90	97 267	97 27

Sub Total 97 27

THANK YOU! ***** THIS IS YOUR INVOICE, NO STATEMENT WILL BE SENT

Total 97 27
 Paid 0 00
 Balance Due 97 27

Ralph Jennings
 VC _____
 NET 10 DAYS - Current Acct Balance = 598 01

1 50% SERVICE CHARGE ADDED EVERY 30 DAYS THEREAFTER
 TOLL FREE 1-800-844-1699 / FAX 270-746-0300

EQUIPMENT SPECIALIST OF KENTUCKY
 2533 RUSSELLVILLE ROAD
 BOWLING GREEN, KY 42101
 270-843-1699

03/06/03

Time 10 38 41

Bill To
 FLEMING KY DIVISION
 PO BOX 4609
 LEITCHFIELD KY 42755-4609

Ship To
 FLEMING KENTUCKY DIVISON
 1055 SALT RIVER ROAD
 LEITCHFIELD KY 42754

Invoice No **18016** KY

FLE RALPH 991-5827 CEL PO# 129881/ANGELA

Quant	Item #	SUPPLIER	Description	Price	Cost/Unit	Exten
2	123P/S	RUBBERMAID	PAN HALF SIZE 2 1/2" DEE	5 52	3 680	7 36
4	116P/S	RUBBERMAID	PAN 1/3 SIZE 2 1/2 " DEEP	4 60	3 067	12 27
4	30322V	VOLLRATH	PAN, S TABLE, 1/3, 2 5" [PS# 1S3978]	14 70	9 307	37 23

THANK YOU! ***** THIS IS YOUR INVOICE, NO STATEMENT WILL BE SENT

Sub Total	56 86
Ship & Handling	4 95
Total	61 81
Paid	0 00
Balance Due	61 81

VC
 NET 10 DAYS - Current Acct Balance = 358 30

1 50% SERVICE CHARGE ADDED EVERY 30 DAYS THEREAFTER
 TOLL FREE 1-800-844-1699 / FAX 270-746-0300

EQUIPMENT SPECIALIST OF KENTUCKY
 2533 RUSSELLVILLE ROAD
 BOWLING GREEN, KY 42101
 270-843-1699

03/20/03

Time 14 45 35

C

Bill To
 FLEMING KY DIVISION
 PO BOX 4609
 LEITCHFIELD KY 42755-4609

Ship To
 FLEMING KENTUCKY DIVISON
 1055 SALT RIVER ROAD
 LEITCHFIELD KY 42754

Invoice No **18094** KY

FLE RALPH 991-5827 CEL PO# 175002350

Quant	Item #	SUPPLIER	Description	Price	Cost/Unit	Exten
6	RFSCW4C	CAMBRO	CONTAINER, 4 QT , CLEAR	9 70	5 827	34 96
48	2403W/S	HALCO	SQUEEZE BOTTLE WD MOUTH 2	1 65	0 693	33 26
8	120P24/S	RUBBERMAID	DRAIN TRAY 1/3 SIZE	3 58	2 200	17 60
9	13583/S	RUSSELL	SANDWICH KNIFE, 9" OFFSET	17 10	11 400	102 60
72	800FG17R/SBEST VALUE		17" OVEN MITTS PAIR	9 60	6 400	460 80
4	3316/S	METALCRAFT	PLASTIC SUGAR POURER	2 58	1 547	6 19
11	335/S	COOPER	THERM HORIZONTAL -40/80	5 50	3 533	38 86
9	3569/S	JOHNSON	TONGS 9" SS [PS# 1S3977]	2 50	1 333	12 00

Sub Total 706 27

THANK YOU! ***** THIS IS YOUR INVOICE, NO STATEMENT WILL BE SENT

Ship & Handling 14 88
 Total 721 15
 Paid 0 00
 Balance Due 721 15

VC

NET 10 DAYS - Current Acct Balance = 1628 86

1 50% SERVICE CHARGE ADDED EVERY 30 DAYS THEREAFTER
 TOLL FREE 1-800-844-1699 / FAX 270-746-0300

EQUIPMENT SPECIALIST OF KENTUCKY
 2533 RUSSELLVILLE ROAD
 BOWLING GREEN, KY 42101
 270-843-1699

04/14/03

Time 14 45 51

C

Bill To
 FLEMING KY DIVISION
 PO BOX 4609
 LEITCHFIELD KY 42755-4609

Ship To
 FLEMING KENTUCKY DIVISION
 1055 SALT RIVER ROAD
 LEITCHFIELD KY 42754

Invoice No **18208** KY

FLE RALPH 991-5827 CEL

Quant	Item #	SUPPLIER	Description	Cost/Unit	Exten
1	--@A		NON SALE ADJUSTMENT RETURNED CHECK # 904079547 PAID FOR INVOICE 18017	549 410	549 41
1	--@A		NON SALE ADJUSTMENT RETURNED CHECK # 904085865 PAID FOR INVOICE 18015	187 810	187 81

THANK YOU! ***** THIS IS YOUR INVOICE, NO STATEMENT WILL BE SENT

Sub Total 737 22
 Total 737 22
 Paid 0 00
 Balance Due 737 22

VC

NET 10 DAYS - Current Acct Balance = 1628 86

1 50% SERVICE CHARGE ADDED EVERY 30 DAYS THEREAFTER
 TOLL FREE 1-800-844-1699 / FAX 270-746-0300

CORE MARK FLEMING COMPANIES, INC. DO NOT REDEPOSIT
 Check No. 904079547
 CORE MARK 395 Oyster Point Blvd
 Suite 415
 San Francisco, CA 94080
 JPMORGAN CHASE BANK
 6040 TARBELL ROAD
 SYRACUSE, NY 13206
 DATE 2003-03-08
 Void 60 Days From Date
 AMOUNT \$ 549.41
 EQUIPMENT SPECIALIST
 2533 RUSSELLVILLE RD
 BOWLING GREEN, KY 42101
 075000032
 TREASURER

⑈904079547⑈ ⑆ ⑆309379⑆ ⑆ ⑆8⑆09668⑆ ⑆000005494⑆

⑈ 90407547⑈ ⑆02⑆309379⑆ ⑆ ⑆809668⑆ ⑆000005494⑆

CORE MARK FLEMING COMPANIES, INC. DO NOT REDEPOSIT
 Check No. 904085865
 CORE MARK 395 Oyster Point Blvd
 Suite 415
 San Francisco, CA 94080
 JPMORGAN CHASE BANK
 6040 TARBELL ROAD
 SYRACUSE, NY 13206
 DATE 2003-03-08
 Void 60 Days From Date
 AMOUNT \$ 187.81
 EQUIPMENT SPECIALIST
 2533 RUSSELLVILLE RD
 BOWLING GREEN, KY 42101
 075000032
 TREASURER

⑈904085865⑈ ⑆02⑆309379⑆ ⑆ ⑆8⑆09668⑆ ⑆000001878⑆

⑈ 904085865⑈ ⑆02⑆309379⑆ ⑆ ⑆809668⑆ ⑆000001878⑆

EQUIPMENT SPECIALIST OF KENTUCKY
 2533 RUSSELLVILLE ROAD
 BOWLING GREEN, KY 42101
 270-843-1699

03/06/03

Time 10 35 21

Bill To

FLEMING KY DIVISION
 PO BOX 4609
 LEITCHFIELD KY 42755-4609

Ship To

FLEMING KENTUCKY DIVISION
 1055 SALT RIVER ROAD
 LEITCHFIELD KY 42754

FLE RALPH 991-5827 CEL Invoice No **18015** KY
 PO # 1291064

Quant	Item #	SUPPLIER	Description	Price	Cost/Unit	Exten
12	8844H	HALCO	LADLE, 1-PC , 4 OZ	3 95	1 360	16 32
15	3569/S	JOHNSON	TONGS 9" SS	2 50	1 333	20 00
6	4661/S	NEMCO	BLADES FOR TOMATO SL 3/16	28 00	18 667	112 00
5	3456/S	RUBBERMAID	FALSE BOTTON, FOR PAN 1/6	5 30	3 213	16 07
12	2403W/S	HALCO	SQUEEZE BOTTLE WD MOUTH 2	1 65	0 693	8 32
6	RFSCWC2C	CAMBRO	COVER, 2/4 QT CONTAINER [PS# 1S3973] PS# 1539817	2 70	1 627	9 76

THANK YOU! ***** THIS IS YOUR INVOICE, NO STATEMENT WILL BE SENT

Sub Total 182 47
 Ship & Handling 5 34
 Total 187 81
 Paid 0 00
 Balance Due 187 81

VC
 NET 10 DAYS - Current Acct Balance = 296 49

1 50% SERVICE CHARGE ADDED EVERY 30 DAYS THEREAFTER
 TOLL FREE 1-800-844-1699 / FAX 270-746-0300

EQUIPMENT SPECIALIST OF KENTUCKY
 2533 RUSSELLVILLE ROAD
 BOWLING GREEN, KY 42101
 270-843-1699

03/06/03

Time 10 43 14

Bill To
 FLEMING KY DIVISION
 PO BOX 4609
 LEITCHFIELD KY 42755-4609

Ship To
 FLEMING KENTUCKY DIVISON
 1055 SALT RIVER ROAD
 LEITCHFIELD KY 42754

Invoice No **18017** KY

FLE RALPH 991-5827 CEL PO# 1293881

Quant	Item #	SUPPLIER	Description	Price	Cost/Unit	Exten
2	8844H	HALCO	LADLE, 1-PC , 4 OZ	3 95	1 133	2 27
12	800FG17R/SBEST VALUE		17" OVEN MITTS PAIR	9 60	6 400	76 80
6	335/S	COOPER	THERM HORIZONTAL -40/80	5 50	3 533	21 20
12	1431063P	FRANKLIN	LUBRICANT, FOODSAFE, TUBE	4 28	2 853	34 24
3	3569/S	JOHNSON	TONGS 9" SS	2 50	1 333	4 00
2	101P/S	RUBBERMAID	PAN 1/9 SIZE 6"DEEP	3 64	2 427	4 85
6	102P/S	RUBBERMAID	PAN COVER 1/9 SIZE	2 94	1 960	11 76
12	105P/S	RUBBERMAID	PAN 1/6 SIZE 4" DEEP	4 00	2 427	29 12
6	108P/S	RUBBERMAID	1/6 SIZE COVER, SOLID	3 78	2 520	15 12
6	117P/S	RUBBERMAID	1/3 SIZE PAN 4" DEEP	6 22	4 147	24 88
6	121P/S	RUBBERMAID	1/3 SIZE COVER, SOLID	3 78	2 520	15 12
12	3456/S	RUBBERMAID	FALSE BOTTON, FOR PAN 1/6	5 30	3 213	38 56
12	2403W/S	HALCO	SQUEEZE BOTTLE WD MOUTH 2	1 65	0 693	8 32
6	121P86/S	RUBBERMAID	LID NOTCHED 1/3 SIZE	3 78	2 293	13 76
6	108P86/S	RUBBERMAID	1/6 SIZE COVER NOTCHED	3 78	2 520	15 12
6	120P24/S	RUBBERMAID	DRAIN TRAY 1/3 SIZE	3 58	2 200	13 20
6	1563/S	RUSSELL	BONING KNIFE 6"	16 40	11 107	66 64
18	RFSCW4C	CAMBRO	CONTAINER, 4 QT , CLEAR	9 70	5 827	104 89
2	27503/S	RUSSELL	HAMBUGER TURNER, 5X4 [PS# 1S3980]	24 75	16 907	33 81

Sub Total 533 66

THANK YOU! ***** THIS IS YOUR INVOICE, NO STATEMENT WILL BE SENT

Ship & Handling 15 75
 Total 549 41
 Paid 0 00
 Balance Due 549 41

VC

NET 10 DAYS - Current Acct Balance = 907 71

1 50% SERVICE CHARGE ADDED EVERY 30 DAYS THEREAFTER
 TOLL FREE 1-800-844-1699 / FAX 270-746-0300