

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

PROOF OF CLAIM



s138310

Scheduled Claim Ref # 2-F2-25936
YOUR CLAIM IS SCHEDULED AS

\$2 999 85 UNSECURED

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

0354429382329

BLUEGRASS QUALITY MEATS
P O BOX 17658
CRESCENT SPRINGS KY 41017

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 ~~(502)~~ **331-7100**

CREDITOR TAX I D #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

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 \$ 5,290.92 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 5,290.92 (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.

THIS SPACE FOR COURT USE FILED

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

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)

Dale Dickman - AR Supervisor

Fleming Companies Claim



03820

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., Dungan 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).

Blue Grass Quality Meats

2645 Commerce Drive
 Crescent Springs KY 41017
 1 859 331 7100 FAX 1 859 331 4273

Invoice 019075

Reference this no when making payment

Date 3/27/03
 Page 1
 Cust Acct# 8100

REMIT TO P O BOX 17658
 CRESCENT SPRINGS, KY 41017

INVOICE TO

FLEMING KENTUCKY DIVISION
 P O BOX 4609

 LEITCHFIELD KY 42755

SHIP TO

FLEMING KENTUCKY DIVISION
 1055 SALT RIVER ROAD

 LEITCHFIELD KY 42754
 (800) 456-6659 Ext 0000

Cust	PO No	Slspn	ID	Routes	Payment Terms	Req Ship Date	Master#
175-000-8100		017		150-39	NET 7	3/27/03	19,081

TEM #	BOXES SHIPPED	DESCRIPTION	LBS ORDERED	LBS SHIPPED	UNIT PRICE	EXTENSION
1110	(10xBOX)	VIRGINIA BRAND HAM FO? Pickup allowance \$ 02/lb	240 00000	239 24000	\$1 60000) 02000	382 78400 (\$4 78)
7410	(6xBOX)	DELI ROASTED BEEF/ WELL DONE FO? Pickup allowance \$ 02/lb	90 00000	80 91000	\$3 16000) 02000	255 67560 (\$1 61)
7470	(7xBOX)	WHITE TURKEY BREAST 5 PC FO? Pickup allowance \$ 02/lb	126 00000	123 83000	\$2 25000) 02000	278 61750 (\$2 47)
7465	(40xBOX)	SMOKE TURKEY BREAST FO? Pickup allowance \$ 02/lb	720 00000	760 60000	\$2 77000) 02000	2,106 86200 (\$15 21)

WILL CALL

1,204 58000
 Total Lbs

\$2,999 85
Total Amt.Due

RECEIVED BY Mark Anthony

COMMENTS _____

ALL ITEMS MUST BE CHECKED AND ACCEPTED BY THE CONSIGNEE AT TIME OF DELIVERY NO CLAIM ALLOWED FOR SHORTAGES NOT NOTED ON THIS INVOICE
 A SERVICE CHARGE OF 1 1/2% PER MONTH WILL BE MADE ON ALL ACCOUNTS NOT PAID WITHIN 7 DAYS

Blue Mass Quality Meats

2645 Crescent Drive
 Crescent Springs KY 41017
 1 859 331 7100 FAX 1 859 331 4273

Invoice 016191

Reference this no when making payment

Date 2/12/03
Page 1
Cust Acct# 8100

REMIT TO P O BOX 17658
 CRESCENT SPRINGS, KY 41017

INVOICE TO

FLEMING KENTUCKY DIVISION
 P O BOX 4609

 LEITCHFIELD KY 42755

SHIP TO

FLEMING KENTUCKY DIVISION
 1055 SALT RIVER ROAD

 LEITCHFIELD KY 42754
 (800) 456-6659 Ext 0000

Cust	PO No	Sisprn ID	Routes	Payment Terms	Req Ship Date	Master#
1290574		017	150-11	NET 7	2/13/03	16,312

ITEM #	BOXES SHIPPED	DESCRIPTION	LBS ORDERED	LBS SHIPPED	UNIT PRICE	EXTENSION
1110	(7xBOX)	VIRGINIA BRAND HAM	168 00000	164 05000	\$1 61000	264 12050
7410	(5xBOX)	DELI FOASTED BEEF/ WELL DONE	75 00000	69 33000	\$3 20000	221 85600
7465	(30xBOX)	SMOKE TURKEY BREAST	540 00000	577 84000	\$2 77000	1,600 61680
7470	(5xBOX)	WHITE TURKEY BREAST 5 PC	90 00000	88 90000	\$2 30000	204 47000

WILL CALL

900 12
 Total Lbs

\$2,291 07
Total Amt.Due

RECEIVED BY _____

COMMENTS _____

ALL ITEMS MUST BE CHECKED AND ACCEPTED BY THE CONSIGNEE AT TIME OF DELIVERY NO CLAIM ALLOWED FOR SHORTAGES NOT NOTED ON THIS INVOICE
 A SERVICE CHARGE OF 1 1/2% PER MONTH WILL BE MADE ON ALL ACCOUNTS NOT PAID WITHIN 7 DAYS

Test Blue Grass Quality

645 Commerce Dr
 Crescent Springs KY 41017
 1 859 331 7100 FAX 1 859 331 4273

Invoice 001650

Reference this no when making payment

Date 2/13/03
Page 1
Cust Acct# 8100

REMIT TO P O BOX 17658
 CRESCENT SPRINGS, KY 41017

VOICE TO

FLEMING KENTUCKY DIVISION
 P O BOX 4609
 BILL OF LADING
 LEITCHFIELD KY 42755

SHIP TO

FLEMING KENTUCKY DIVISION
 1055 SALT RIVER ROAD

 LEITCHFIELD KY 42754
 (800) 456-6659 Ext 0000

PO No	Slspn ID	Routes	Payment Terms	Req Ship Date	Master#
0574	007		NET 7	2/18/03	1,754

Q #	BOXES SHIPPED	DESCRIPTION	LBS ORDERED	LBS SHIPPED	UNIT PRICE	EXTENSION
10	(7xBOX)	VIRGINIA BRAND HAM	164 05000	164 05000	\$0 00000	0 00000
10	(5xBOX)	DELI ROASTED BEEF - WELL DONI	69 33000	69 33000	\$0 00000	0 00000
65	(30xBOX)	SMOKE TURKEY BREAST	577 84000	577 84000	\$0 00000	0 00000
70	(5xBOX)	WHITE TURKEY BREAST 5 PC	88 90000	88 90000	\$0 00000	0 00000

ORIGINAL INVOICE# 016191

TRANSERVICE

900 12

\$0 00

Total Lbs

Total Amt.Due

RECEIVED BY *Dalven*

COMMENTS _____

ITEMS MUST BE CHECKED AND ACCEPTED BY THE CONSIGNEE AT TIME OF DELIVERY NO CLAIM ALLOWED FOR SHORTAGES NOT NOTED ON THIS INVOICE
 SERVICE CHARGE OF 1 1/2% PER MONTH WILL BE MADE ON ALL ACCOUNTS NOT PAID WITHIN 7 DAYS