

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

PROOF OF CLAIM



s121328

Scheduled Claim Ref # 1-F2-15628

YOUR CLAIM IS SCHEDULED AS

\$2 728 36 UNSECURED

In re
Core-Mark International, Inc

Case Number
03-10944

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

0354429389895

D D BEAN & SONS
~~CALIFORNIA INC #480~~
P O BOX 30396
HARTFORD CT 061500396

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 I.D. #
02-D107610

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 \$ **504175** \$ _____ \$ _____ \$ _____
(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) _____

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 IS TO BE USED FOR COURT USE ONLY

AUG 14 2003

BMC

Filing Companies Claim



04127

DATE SIGNED

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).

11 Aug 2003

M. Karen Wiroin *M. Karen Wiroin* Controller

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")

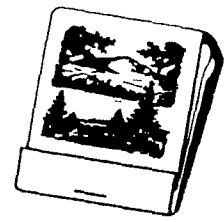
- (a) Claims listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the creditor holding such 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-Contment, Inc , Dungan Fuels, Inc Favai 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)

D.D. Bean & Sons Co.

Remit To P.O. Box 30396 Hartford, CT 06150 0396
 MANUFACTURERS of BOOKMATCHES



INVOICE

INVOICE NUMBER	INVOICE DATE	PG. NO.
311	10 11 67	1

SOLD TO FLEMING (LAS VEGAS DIV)
 2950 WEST HARMON
 LAS VEGAS
 NV USA 89103

SHIP TO FLEMING (LAS VEGAS)
 2950 WEST HARMON
 LAS VEGAS
 NV USA 89103

CUSTOMER NO.	P.O. NUMBER	ORDER DATE	SHIP VIA	TERMS	SLSM.
311	311	10/11/67	BY AIR		
ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	AM PM	14	CS	2500	3500
	CAMEL 2003	28	CS	2500	7000
	WHITE (PLAIN)	53	CS	2500	13250
105					
CONTROL NUMBER 79299				INVOICE TOTAL	
IF INVOICE PAID WITHIN OUR TERMS YOU MAY DEDUCT →				INVOICE TOTAL	
DATA PROCESSING				INVOICE TOTAL	
DATA PROCESSING				INVOICE TOTAL	



ABF FREIGHT SYSTEM, INC.

(ABFS) DELIVERY RECEIPT
www.abf.com



41037
2-25-03
478

DATE	TIME	LOCATION	STATUS	REMARKS
3/25/03	11:00	MEMPHIS	ARRIVED	
3/25/03	11:30	MEMPHIS	DEPARTED	
3/25/03	12:00	MEMPHIS	ARRIVED	
3/25/03	12:30	MEMPHIS	DEPARTED	
3/25/03	13:00	MEMPHIS	ARRIVED	
3/25/03	13:30	MEMPHIS	DEPARTED	
3/25/03	14:00	MEMPHIS	ARRIVED	
3/25/03	14:30	MEMPHIS	DEPARTED	
3/25/03	15:00	MEMPHIS	ARRIVED	
3/25/03	15:30	MEMPHIS	DEPARTED	
3/25/03	16:00	MEMPHIS	ARRIVED	
3/25/03	16:30	MEMPHIS	DEPARTED	
3/25/03	17:00	MEMPHIS	ARRIVED	
3/25/03	17:30	MEMPHIS	DEPARTED	
3/25/03	18:00	MEMPHIS	ARRIVED	
3/25/03	18:30	MEMPHIS	DEPARTED	
3/25/03	19:00	MEMPHIS	ARRIVED	
3/25/03	19:30	MEMPHIS	DEPARTED	
3/25/03	20:00	MEMPHIS	ARRIVED	
3/25/03	20:30	MEMPHIS	DEPARTED	
3/25/03	21:00	MEMPHIS	ARRIVED	
3/25/03	21:30	MEMPHIS	DEPARTED	
3/25/03	22:00	MEMPHIS	ARRIVED	
3/25/03	22:30	MEMPHIS	DEPARTED	
3/25/03	23:00	MEMPHIS	ARRIVED	
3/25/03	23:30	MEMPHIS	DEPARTED	

3/25/03 M Buttery | SEPHER MARR 725/w X4/2/10/03

INVOICE



D. Bean & Sons Co.

Remit To PO Box 30396 Hartford, CT 06150 0396
 MANUFACTURERS of BOOKMATCHES

INVOICE NUMBER	INVOICE DATE	PG. NO.
77175	3/17/03	1

SOLD TO **FLEMING (SLC) DIST INC**

P O BOX 26547
 SALT LAKE CITY
 UT USA

84125

SHIP TO **FLEMING SALT LAKE CITY**
 3130 SOUTH 1030 WEST
 S SALT LAKE CITY
 UT USA

84119

CUSTOMER NO.	P.O. NUMBER	ORDER DATE	SHIP VIA	TERMS	SLSM.
7 5700	71 1044190	2/25/03	AIR	2% 10 NET 30	99
935367					
ITEM	DESCRIPTION	SHIPPED	UNIT	UNIT PRICE	AMOUNT
196	WHITE (PLAIN)	60 000	CS	23 7500	1425 00
450	MAVERTIK	44 000	CS	27 7500	1221 00
<i>104</i>					
				INVOICE TOTAL	
CONTROL NUMBER	IF INVOICE PAID WITHIN OUR TERMS YOU MAY DEDUCT →				
79124	DATA PROCESSING				

00K



ABF FREIGHT SYSTEM, INC

(ABFS) DELIVERY RECEIPT

TERMINAL 510 33-8575



DUNS 00 690 2977 03/09/03 13.20

Tue. 3/11 0900

PC

SHIPPERS NO. 431367	PICK UP DATE 03/07/03	CODE TO 153D	PO NO 71-1044190	NO OF POS - 1	ROUTING SNB OAK	FREIGHT BILL NO 165237584
SHIPPER D D BIAN & SONS CO	040571-0015			CONSIGNEE 051900 153A	PH 510 427 4306	
31300 MEDALLION				HAYWARD CA 94544		

KID

PIECES	DESK DESCRIPTION	WEIGHT (LBS)	RATE	CHARGES
2 PLYS	** APPT REQUIRED ** 104 CINS MATCHES, SAFETY BOOK ITEM 134200 OOP AAAA NO PLACARDS REQUIRED PLR HAZMAT CODE #173176 / SHIPPER LOAD / FULL SURCHARGE ABE MEASURED CUBL 175 000 CUB	2,304		
TOTALS FREIGHT BILL NO 165237584		2,304	PRI 1011	

TLR

PC

CK ID

BILL TO	STB 040571-0004	COD AMOUNT	RB 39.37 TAX 5040000 OZIP 91752 DZIP 04144 SPEC HAND	PAY THIS AMOUNT
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RECEIVED	PAY	REMIT TO
----------	-----	----------

DRIVER	DRIVER	CONSIGNEE	BY (CUSTOMER'S SIGNATURE)
3-11-03	Shenel John	Stan Jones	X

3-11-03

Shenel John

Stan Jones

3/11/03

BY (CUSTOMER'S SIGNATURE)

ABF FREIGHT SYSTEM, INC. (ABFS) DELIVERY RECEIPT



DATE
TIME
BY

© TERMINAL www.abf.com

DUNS 00 690 2977

03 21 03 03 31 PAID

SHIPPER'S NO 43106	PICK UP DATE 03/07/03	CODE TO 1410	PO NO 21 104110	NO OF POS =	ROUTING DPP ST	FREIGHT BILL NO 18 1 09
SHIPPER U O HIAN & UN, 11 11100 GOLF MIRALOMA LA 91217				CONSIGNEE ILLUMINATING DISTRIBUTORS 3120 S. 101 ST MOUNTAIN VIEW LA 70119		
PIECES	DESCRIPTION	WEIGHT (LBS)	RATE	CHARGES		
	ACCOUNT LABEL + OPTION TO RECONSIGNMENT POINT MIRALOMA LA 91217 HAKLAND LA 94001 + 107 LBS PAPER, CARRY BOUT ITEM 134 00 000 NO WEIGHT EQUIPPED PER NATMA CODE 412 STS / SHIPPER LABEL / LINE SUPPLY + RECONSIGNMENT 03/10/2003 HAKLAND, LA 94001		3.37			
BILL TO				COD AMOUNT	RB TAR OZIP DZIP SPEC HAND	PAY THIS AMOUNT
RECEIVED				REMIT TO		
DELIVERY DATE 3/24/03	DRIVER <i>[Signature]</i>	PRIOR PRO DATE	CONSIGNEE			
				BY (CUSTOMER'S SIGNATURE) <i>[Signature]</i>		

