

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

PROOF OF CLAIM



482518

Bar Date Ref # 1-N-9838

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

Check box if you have never received any notice 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

Name of Creditor and Address
Yvette Gonzales, Chapter 7 Trustee
for Furr's Supermarkets, Inc.
c/o CHRIS PIERCE
P O BOX 6
ALBUQUERQUE NM 87105

Creditor Telephone Number ()

CREDITOR TAX ID #

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)
Preference Recovery
 - 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 11/00 - 2/01

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 269,271.00 (unsecured) \$ (secured) \$ (unsecured priority) \$ 269,271.00 (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 11/01 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 FOR COURT USE ONLY

AUG 15 2003

BMC

Filing Companies Claim



04580

DATE SIGNED
8-8-03

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)
Chris Pierce, Attorney for Creditor

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

COPY

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

FILED
OFFICE OF THE CLERK
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S BANA UPTC. COURT
ALBUQUERQUE N M

In re

FURR'S SUPERMARKETS, INC ,

Debtor

Case No 7-01-10779-SA
Chapter 7

YVETTE GONZALES TRUSTEE,

Plaintiff,

Adversary No 03-11275

v

FLEMING COMPANIES, INC ,
FLEMING FOODS OF TEXAS, INC ,
CORE-MARK INTERNATIONAL, INC ,
CORE-MARK INTERRELATED COMPANIES, INC , and
CORE-MARK MIDCONTINENT, INC ,

Defendants

COMPLAINT TO AVOID PREFERENTIAL TRANSFERS

Yvette J Gonzales, the Chapter 7 Trustee of the above-captioned bankruptcy estate (the "Plaintiff"), for her cause of action, STATES

1 On February 8, 2001 (the "Petition Date"), Furr's Supermarkets, Inc , a Delaware Corporation ("Furr's"), commenced the above-captioned voluntary bankruptcy case under Chapter 11 of the United States Bankruptcy Code, 11 U S C §101 et seq (the "Bankruptcy Code")

2 On December 19, 2001, the Furr's Chapter 11 bankruptcy case was converted to a Chapter 7 case The Plaintiff was appointed the Trustee on that date and continues in that capacity

3 The Defendant transacted business with Furr's in Texas and New Mexico. Upon
information and belief, Defendant Core-Mark International, Inc. or one of the other Core-Mark
entities was the primary entity that did business with the Debtor. Defendants Core-Mark
International, Inc., Core-Mark Interrelated Companies, Inc., and Core-Mark Midcontinent, Inc.,
are hereinafter referred to collectively as "Core-Mark." Upon information and belief, subsequent
to the transactions which are the subject of this action, Defendants Fleming Companies, Inc.
and/or Fleming Foods of Texas, Inc. (collectively, "Fleming") merged with Core-Mark, and
assumed its liabilities. Therefore, the Trustee has filed this action against both Core-Mark and
Fleming, to the extent that the liability alleged herein is owed by any of the named parties. For
purposes of this Complaint, all Defendants are hereinafter referred to as "Defendant."

4 The Court has jurisdiction over the subject matter herein and the parties to this
action. This action is a core proceeding under 28 U.S.C. §1334 and 28 U.S.C. §157(b)(2)(F).
Venue is proper in this Court.

5 After November 9, 2000, Furr's paid the Defendant payment(s) totaling Two
Hundred Sixty-Nine Thousand Two Hundred Seventy-One Dollars and no/100 (\$269,271.00).

6 The Payments were made for or on account of an antecedent debt owed to the
Defendant by Furr's (individually and collectively, the "Antecedent Debt").

7 The Antecedent Debt was not a consumer debt.

8 The Payments were made while Furr's was insolvent.

9 The Payments were made within ninety (90) days before the Petition Date (the
"Preference Period").

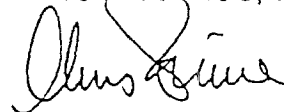
10 The Payments enabled the Defendant to receive more than it would have received
had this bankruptcy case, at all times, been a case under Chapter 7 of the Bankruptcy Code, the

Payments had not been made, and the Defendant had received payment of the Antecedent Debt to the extent provided under the Bankruptcy Code

11 Pursuant to 11 U.S.C. §547(b), the Plaintiff has the right to a judgment against the Defendant for the aggregate amount of the Payments, together with any other payments made by Furr's to the Defendant during the Preference Period, if any, less any subsequent new value the Defendant pleads and proves it provided to Plaintiff, the amount of which, if any, Plaintiff does not know (the "Avoidable Amount")

WHEREFORE, the Plaintiff prays for judgment against the Defendant for the Avoidable Amount, for costs, and for all other just and proper relief

DAVIS & PIERCE, P C



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August 8, 2003

Cynthia M Tessman
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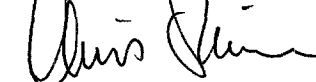
Re **In re Core-Mark International, Inc.**, USBC No 03-10944

Dear Sir

Enclosed herewith please find the original and required copies of the Proof of Claim for filing in the above-referenced matter. Please provide this office with endorsed copies of the Proof of Claim in the envelope provided. Please call with any questions.

Sincerely,

DAVIS & PIERCE, P C



Chris W Pierce

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Enclosure As stated