

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

PROOF OF CLAIM



s188286

Scheduled Claim Ref # 2-E1-8781

YOUR CLAIM IS SCHEDULED AS

UNKNOWN PRIORITY
CONTINGENT UNLIQUIDATED

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.

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.

Name of Creditor and Address

0354429439092

WA CITY OF SEATTLE-RCA
POST OFFICE BOX 34907
SEATTLE WA 98124-1907

**NORMA J BUSH
MANAGER, RCA**

Creditor Telephone Number () **206-239-0010**

CREDITOR TAX ID #

13 + 545925

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Jan 1 - 9712 31 2003

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Personal injury/wrongful death
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Services performed
- Taxes
- Wages, salaries and compensation (Fill out below)
- Money loaned
- Other (describe briefly)

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 \$ _____ (unsecured) \$ _____ (secured) \$ **6,128.95** (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 FOR COURT USE

FILED

AUG 21 2003

BMC

DATE SIGNED

AUG 18 2003

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).

Norma J Bush

**NORMA J BUSH
MANAGER, RCA**



05691

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

City of Seattle
Revenue and Consumer Affairs

700 - 5th Avenue Suite 4250
 Seattle WA 98104-5020
 206-233-0010

Debtor Fleming Companies, Inc
Case No 03-10945 (MFW)
Customer No 13 and 545925
Petition Date April 1, 2003
Bar Date September 15, 2003

Tax Due	Date Due	Taxable Revenue	Tax Rate	Fees	Tax	Interest ¹	Penalty ²	Total Due
Core-Mark International Inc cn 0000013								
2003 Jan 1 - March 31	4/30/03				\$ 5,354 02	-	-	\$ 5,354 02
Fleming Companies Inc cn 0545925								-
2003 Jan 1 - March 31	4/30/03				774 03	-	-	774 03
								-
					<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,128 05</u>

¹Interest calculated at 7% (per SMC) from due date until filing date
²20% penalty added to returns filed 2 months after due date

Prepared by Norma J Bush
 Date August 18, 2003

Revenue and Consumer Affairs
 700 5th Avenue Suite 4250
 Seattle WA 98104-5020
 (206) 384-8134 Fax (206) 384 5170
 email rca.bizlic@seattle.gov

CITY OF SEATTLE

BUSINESS LICENSE TAX

QUARTERLY Reporting Form

Please read instructions
 before completing this form



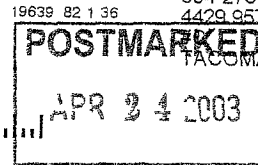
0000013582628411

1st QTR JAN-MAR 2003 Penalty will be assessed on May 1 2003
 13 000 11 Due Date 04/30/2003

If current mailing address
 different from shown
 please correct

19430704S09 1
 604 273 7721
 4429 95TH ST SW
 TACOMA WA 98439

***** AUTO**3 DIGIT 981
 CORE MARK INTERNATIONAL INC
 CORE MARK INTERNATIONAL INC
 PO BOX 21009
 SEATTLE WA 98111 3009



Customer Number Location
 0000013 000
 Obligation Number
 5826284 1 1

NOTE For information concerning the Seattle Municipal Code & Director's Rules, visit the website www.cityofseattle.net/rca/qa/qa.htm

Column A Business Class	Column B Gross Amount	Column C Deductions <small>Show detail on back</small>	Column D Taxable Amount	Column E Tax Rate	Column F Tax Due
1 Manufacturing, Extracting or Printing & Publishing				00215	
2 Total Operations Processor Class 221				00215	
3 Wholesaling	2488847.87		2488847.87	00215	5351.02
4 Retailing				00215	
5 Service				00415	
6 Flour Manufacturing or Grain Wholesaling				000215	
7 Total Tax Due	A return must be filed even if no tax is due or there is no business activity for the period			TAX DUE	5351.02
8 * Multiple Activities Tax Credit (SMC 5.45.070)	Complete and attach the separate MATC worksheet				
9 * Research & Development Credit (SMC 5.45.105)	Complete and attach the separate R&D worksheet				
10 Total Tax Due after MATC and/or R&D Credits Applied	(can not be less than zero)				
11 Interest Due	If applicable, the annual rate is _____ (provided by PCA)			INTEREST DUE	
12 Penalty Due	Penalties must be received/postmarked by due date or penalties apply. See back of form.			PENALTY DUE	
13 Overpayment Credit	Attach a copy of the Notice of Overpayment received from Revenue and Consumer Affairs.				
14 TOTAL TO BE PAID	(Lines 10, 11, and 12 less 13)				

NO REMITTANCE ENCLOSED

IMPORTANT - ALL DEDUCTIONS LISTED ABOVE IN "COLUMN C" MUST BE ITEMIZED ON THE BACK OF THIS FORM

* To qualify for the MATC or R&D credits your business activity must include manufacturing AND sales
 To obtain more information and download worksheets, or these credits see www.cityofseattle.net/rca/ Please refer to the instructions covering lines 8 and 9
 Per SMC 5.55.040 B - a signature is required on this return

If the business has closed, been sold, or had a change in the legal entity (incorporation, buyout, LLC, etc.) please provide the following information to Washington records.

Reason of change _____

Date Business Discontinued month _____ day _____ year _____

New Owner's Name _____

Address _____

The undersigned swears or affirms that all information on this return is full and true

Preparer's Signature *Catarina Wong* Phone 604 244-4631

Preparer's printed name _____

Signature of Licensee *Coe-Mark International, Inc.*

Licensee printed name CATARINA WONG

Title DIR, TAX OPERATIONS Phone 604 244-4631

Date signed month April day 22 year 2003

MAIL THE ORIGINAL COPY with your remittance to City of Seattle - RCA, PO Box 34907 Seattle WA 98124-1907

BUSINESS LICENSE TAX

QUARTERLY Reporting Form

Please read instructions before completing this form

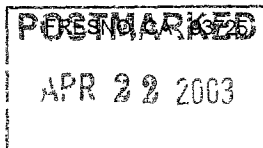


0545925584800213

1st QTR JAN-MAR 2003 Penalty will be assessed on May 1 2003
545925 000 8 Due Date 04/30/2003

20010701S09 1
405 419 3465
2797 S ORANGE ST

*****AUTO**MIXED AADC 980 23530 97 1 268
FLEMING COMPANIES INC
FLEMING COMPANIES INC
PO BOX 26647
OKLAHOMA CITY OK 73126 0647



Customer Number Location
0545925 000
Obligation Number
5848002 1 3



Table with columns for tax amounts and codes. Includes handwritten '36001600', '0 00', '360,016 00', and '77403'. A signature 'Rango' is present.

NO REMITTANCE ENVI...

This return is being filed by a debtor in possession under Chapter 11 Title 11 United States Code (The Bankruptcy Code) Tax shown on this return may be subject to the automatic stay provisions of Section 362 of the Bankruptcy Code Pursuant to Section 505(b) of same code taxpayer requests that you make a determination of Tax liability for this return

Signature: Dan McKeyhals

MAIL THE ORIGINAL COPY with your remittance to City of Seattle - RCA, PO Box 34907 Seattle WA 98124-1907

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

PROOF OF CLAIM



564144

Bar Date Ref # 2-NVM-22831

In re

Case Number

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

*Same as
03544 29439092*

City of Seattle
PO Box 34907
Seattle WA 98124-1907

0354653564144

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 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 ()

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

\$ _____ (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 FOR COURT
FILED
AUG 21 2003
BMC

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)

Fleming Companies Claim



05921

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

UNITED STATES BANKRUPTCY COURT
IN THE DISTRICT OF DELAWARE

PROOF OF CLAIM



563274

Bar Date Ref # 2-NVM-21925

In re

Case Number

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 someone 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 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.

AM 9:32

Name of Creditor and Address

same as 0354429439097

0354653563274

City of Seattle
PO Box 34904
Seattle WA 98124 1904

Creditor Telephone Number ()

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

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)
- 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

\$ _____ (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 FOR COURT USE ONLY

AUG 21 2003

BMC

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).

Fleming Companies Claim



05922

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