

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

PROOF OF CLAIM



s138345

Scheduled Claim Ref # 2-F2-25971

YOUR CLAIM IS SCHEDULED AS

\$1 763 02 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

CAPSMITH INC
250 NATIONAL PLACE
#182
LONGWOOD FL 32750

0354429385444
New address
**2240 Old LAKE MARY Rd
SANford FL 32771**

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 **(407) - 328-7660**

CREDITOR TAX ID #

59-2612240

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
- 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 *See ATTACHED*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ **4156 40**
(unsecured)

(secured)

\$ _____
(unsecured priority)

\$ **4156 40**
(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 25 2003

BMC

DATE SIGNED

8-15-03

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)

Donald CapSmith IV

Fleming Companies Claim



06368

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)

CapSmith, Inc
 250 National Place, Suite 182
 Longwood, Florida 32750

(407) 331-4261

Territory Sales Person GC1
 01000

Sold to

FLEMING
 851 LOVEPS LANE
 BOWLING GREEN, KY 42103

INVOICE #C68803

02/24/03

PAGE 1

Account No 07421
 Order No 068236
 P O No: 2205

Department
 Order Date: 02/11/03
 Shipped 02/21/03
 Terms: NET 30

Ship to

FLEMING
 851 LOVEPS LANE
 BOWLING GREEN, KY 42103

Contact Ph (800-842-1867)
 Notes TRACKING # 1ZC361770343367631 Fax 1678-475-6370

Contact MARK UPS GRAND SHIP A Ph (800-842-1867)
 Notes. COMM/URBAN, FAX-270-782-1559 Fax 1678-475-6970

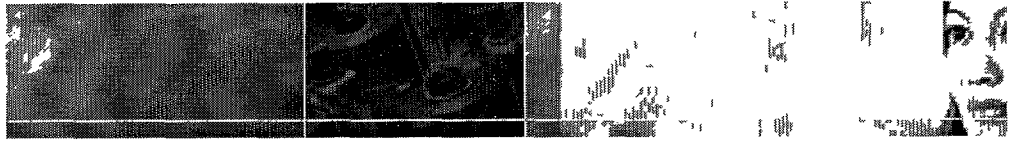
QUANTITY ORDERED	QUANTITY SHIPPED	ITEM NUMBER	SIZE	DESCRIPTION	UNIT PRICE	TOTAL PRICE
144	144	BULLET BLF 300000 05		BULLET CAP/BLANK GOODS ** UPC # 3 53646 25285 0	2 550	367 20
72	72	BULLET OFL SBULLE 05		BULLET CAP/BULLETS ** UPC # 3 53646 35285 0	2 800	201 60
72	72	BULLET PFL SBULLE 05		BULLET CAP/BULLETS ** UPC # 3 53646 35285 0	2 800	201 60
72	72	BULLET RFL SBULLE 05		BULLET CAP/BULLETS ** UPC # 3 53646 35285 0	2 800	201 60
72	72	BULLET YFL SBULLE 05		BULLET CAP/BULLETS ** UPC # 3 53646 35285 0	2 800	201 60
144	144	PRIDE 000 SPRIDE 05		PRIDE OF THE SOUTH/PRIDE OF THE SOUTH ASST ** UPC #3 353546 77743 1	4 000	576 00
144	144	SOUTHER 000 S5HBG2 05		SOUTHERN HERITAGE/BATTLEFIELD GENERALS ASST #2 ** UPC # 3 53646 24362 2	3 900	561 60
SUBTOTAL						2211 20
SHIPPING COST						82 18
TOTAL						2293 38
TOTAL QTY SHIPPED 720						TOTAL DUE 2293 38

Payment Due By 03/26/03

CAPSMITH MUST BE NOTIFIED OF ANY DISCREPANCY WITHIN 7 DAYS OF RECEIPT OF SHIPMENT, OTHERWISE ANY RETURNED MERCHANDISE COULD BE SUBJECT TO A 15% RESTOCKING FEE. MERCHANDISE RETURNED WITHOUT AN RMA# WILL BE REFUSED. THANK YOU FOR YOUR BUSINESS!!

FUB LONGWOOD APPRAIAL CREDIT MANGMT PULLED INSPECTED

UPON SHIPMENT, PLEASE FAX INV TO (502) 244-1157
 HOOK & ATTACH UPC TO EACH CAP



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- Void a Shipment
- Help

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Track by Tracking Number

View Details

Status Delivered
Delivered on Feb 25, 2003 9:29 A M
Signed by CRAFT
Location RECEIVER
Delivered to BOWLING GREEN, KY, US
Shipped or Billed on Feb 21, 2003

Tracking Number 1Z 396 177 03 4396 763 1
Service Type GROUND
Weight 38.30 Lbs
Multiple Packages 5 [Show All](#)

Package Progress

Date	Time	Location	Activity
Feb 25, 2003	9:29 A M	BOWLING GREEN, KY, US	DELIVERY
Feb 21, 2003	5:34 P M	US	BILLING INFORMATION RECEI

Tracking results provided by UPS Aug 13, 2003 8:05 A M Eastern Time (USA)

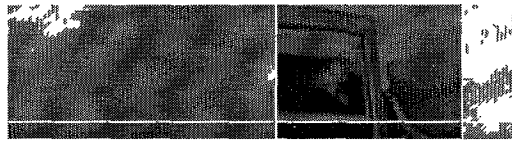
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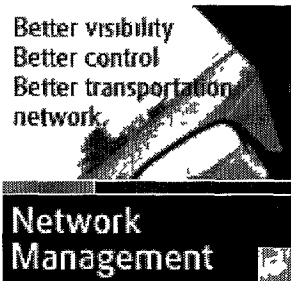
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Track by Tracking Number

View Packages Shipped

Packages in Shipment 5
Status Delivered (5)
Service Type GROUND

Tracking Number	Status	Delivery Information	
1 1Z 396 177 03 4396 763 1 Detail	Delivered	Delivered on Delivered to Signed by	Feb 25, 2003 9 29 A BOWLING GREEN, K CRAFT
2 1Z 396 177 03 4347 282 6 Detail	Delivered	Delivered on Delivered to Signed by	Feb 25, 2003 9 29 A BOWLING GREEN, K CRAFT
3 1Z 396 177 03 4412 473 6 Detail	Delivered	Delivered on Delivered to Signed by	Feb 25, 2003 9 29 A BOWLING GREEN, K CRAFT
4 1Z 396 177 03 4589 297 7 Detail	Delivered	Delivered on Delivered to Signed by	Feb 25, 2003 9 29 A BOWLING GREEN, K CRAFT
5 1Z 396 177 03 4521 831 1 Detail	Delivered	Delivered on Delivered to Signed by	Feb 25, 2003 9 29 A BOWLING GREEN, K CRAFT



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INVOICE #3E8941

Capsmith, Inc
250 National Place, Suite 18E
Longwood, Florida 32750

03 01 00
PAGE 1

1407 351-4861

Account No* 07421
Order No 0695+1
P O No* 224E
Department
Order Date* 02 27 00
Shipped 02/28/00
Terms: NET 20

Territory Sales Person GC1
01000

Sold to

Ship to

FLEMING
951 LOVERS LANE
BOWLING GREEN FL 42100

FLEMING
951 LOVERS LANE
BOWLING GREEN FL 42100

Contact Ph (800-842-1867)
Notes TRACING # 1Z39E170344374350 Fax (678-475-6970)

Contact MARK UPS GRAND SHIP A Ph (800-842-1867)
Notes COMM/URBAN/FAX-70-78E-1559 Fax (678-475-6370)

QUANTITY ORDERED	QUANTITY SHIPPED	ITEM NUMBER	SIZE	DESCRIPTION	UNIT PRICE	TOTAL PRICE
36	36	BULLET 00A 500000 05		BULLET CAP/BLANK GOODS	2 800	100 80
36	36	BULLET 00B 500000 05		BULLET CAP/BLANK GOODS	2 800	100 80
36	36	BULLET 00C 500000 05		BULLET CAP/BLANK GOODS	2 800	100 80
36	36	BULLET 00M 500000 05		BULLET CAP/BLANK GOODS	2 800	100 80
72	72	BULLET 000 555BCP 05		BULLET CAP/BULLET CP-SONIC W CHOPPER CPDS	3 750	270 00
72	72	BULLET 000 555BCP 05		BULLET CAP/BULLET CAP-SONIC WELD SKULL	3 750	270 00
144		144 FIPE0UF 000 SFIPE1 05		FIRE UP 4SSORTMENT/FIPE UP BIVER ASSORTMENT # ** OK TO BACKORDER **	5 250	0 00
40	40	HEADBAN 000 5E3HE0 05		HEADBANNA ASST/HEADBANNAS BIKER ASST #3	13 200	768 00
SUBTOTAL						1711 20
SHIPPING COST						51 82
TOTAL						1763 02
TOTAL QTY SHIPPED 328						TOTAL DUE 1763 02

Payment Due By 02/31/00

CAPSMITH MUST BE NOTIFIED OF ANY DISCREPANCY WITHIN 7 DAYS OF RECEIPT OF SHIPMENT, OTHERWISE ANY RETURNED MERCHANDISE COULD BE SUBJECT TO A 15% RESTOCKING FEE. MERCHANDISE RETURNED WITHOUT AN FM# WILL BE REFUSED. THANK YOU FOR YOUR BUSINESS!!

FOR LONGWOOD

APPROVAL

CREDIT

MANGMT

PULLED

INSPECTED

UPON SHIPMENT, PLEASE FAX INV. TO (502) 244-1137



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- Request Quantum View Notify
- Void a Shipment
- Help

Track by Tracking Number

View Details

Status Delivered
Delivered on Mar 4, 2003 11 14 A M
Signed by WATT
Location RECEIVER
Delivered to BOWLING GREEN, KY, US
Shipped or Billed on Feb 28, 2003

Tracking Number 1Z 396 177 03 4437 435 0
Service Type GROUND
Weight 30 40 Lbs
Multiple Packages 4 [Show All](#)



Package Progress

Date	Time	Location	Activity
Mar 4, 2003	11 14 A M	BOWLING GREEN, KY, US	DELIVERY
Mar 2, 2003	9 32 P M	ORLANDO, FL, US	UPS INTERNAL ACTIVITY CODE, FORWARDED TO DESTINATION
Feb 28, 2003	5 02 P M	US	BILLING INFORMATION RECEIVED

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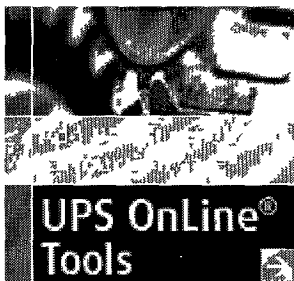
- Track by Reference Number
- Import Tracking Numbers
- Track by E-mail
- Get Quantum View Files
- Request Quantum View Notify
- Void a Shipment
- Help

Track by Tracking Number

View Packages Shipped

Packages in Shipment 4
Status Delivered (4)
Service Type GROUND

Tracking Number	Status	Delivery Information	
1 1Z 396 177 03 4437 435 0 Detail	Delivered	Delivered on Delivered to Signed by	Mar 4, 2003 11 14 A BOWLING GREEN, K WATT
2 1Z 396 177 03 4316 308 0 Detail	Delivered	Delivered on Delivered to Signed by	Mar 4, 2003 11 14 A BOWLING GREEN, K WATT
3 1Z 396 177 03 4334 042 3 Detail	Delivered	Delivered on Delivered to Signed by	Mar 4, 2003 11 14 A BOWLING GREEN, K WATT
4 1Z 396 177 03 4319 082 7 Detail	Delivered	Delivered on Delivered to Signed by	Mar 4, 2003 11 14 A BOWLING GREEN, K WATT



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