UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re Core-Mark International, Inc	Case Number 03-10944 (MFW)

664579

Bar Date Ref # 1-NV-7794

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

0354653664579

Elm Hill Meats LLC
1001 Elm Hill Rd
Lenoir TN 37771

Our Company Name was Changed To Family Brands, Intl. LLC

Creditor Telephone Number (865-986-8005

☐ 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 TAX I D #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim ☐ replaces or ☐ amends a previously filed claim dated _____
94-3422004	HDA 753	

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 _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED 3/13/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE $ 1,504.42 (unsecured) $ _____ (secured) $ _____ (unsecured priority) $ 1504.42 (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

FILED
AUG 28 2003
BMC
Fleming Companies Claim
06855

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)
8-26-03	[signature] Juan Edd Wampler President

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

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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 , Dunigan 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)

C- 43709

FAMILY BRANDS INTL., LLC.

PO BOX 429
1001 ELM HILL RD LENOIR CITY, TN 37771-0429
PHONE (865) 986-8005

INVOICE DATE	INVOICE NO
5/13/05	05682

Page 1

SOLD TO
HDA/55
HEAD DIST ADEL DIVISION
PO BOX 510
115 MAPLE STREET
ADEL, GA 31620

SHIP TO
HDA/55
HEAD DIST ADEL DIVISION
PO BOX 510
115 MAPLE STREET
ADEL, GA 31620
229-896-4131

CUSTOMER PO #	SHIP VIA	TRK #	DEL DATE	TERMS	SALESPERSON	INV LOCATION
1-60-13-60	LTL LEAVITT	LWV	05/13/05	NET 30 DAYS		

NO CLAIMS FOR SHORTAGE OR DAMAGE UNLESS REPORTED UPON RECEIPT OF GOODS

I HEREBY CERTIFY THAT THE FOLLOWING DESCRIBED PRODUCT WHICH IS OFFERED FOR SHIPMENT IN COMMERCE HAS BEEN U S INSPECTED AND PASSED BY THE U S DEPARTMENT OF AGRICULTURE IS SO MARKED AND AT THIS DATE IS NOT ADULTERATED OR MISBRANDED

CODE	ORDERED	SHIPPED	U/M	DESCRIPTION	PRICE PER UNIT	WEIGHT	PRICE PER LB	EXTENSION
0117	2	2	BXH	FRNK BF 12 12 12	1.2500	18.00	1.2200	20.02
0122	2		BXH	FRNK BF 3CT 6LB	14.4000	70.00	1.4400	100.80
0150	10	10	BXH	HAM CHOPPED 8/6OZ	1.0200	76.00	2.7200	[illegible]
0225	18	18	BXH	HAM CKD 95% LEAN 8/6OZ	1.2900	54.00	[illegible]	155.[illegible]
0325	7		BXH	HAM CLR 12 12OZ	1.9200	27.00	2.6400	71.28
0426	9	9	BXH	HAM 3 CHEESE 8/6OZ	1.0800	27.00	2.[illegible]	[illegible]
0[illegible]	5	5	BXH	FRNK BF 12/12OZ	1.1400	27.00	1.5200	41.0[illegible]
0102	15	15	BXH	BACON 12/1LB	1.[illegible]	135.00	1.8000	203.00
1025	9	9	BXH	FUR 15H BF 5CT 6LB	14.5000	90.00	1.4[illegible]	134.10
0100	21	21	BXH	FRNK LF 5CT 6LB	12.9000	210.00	1.[illegible]	270.90
0[illegible]	24	24	BXH	FRNK BF 5CT 6LB	1[illegible]	240.00	1.2500	[illegible]

Returned Check # 9040855873

1504.42

TOTAL PCS	TOTAL WEIGHT	
133	944.00	(51.60)

SUB TOTAL	TAX	FREIGHT	ALLOWANCE	TOTAL DUE
1176.00	0.00	0.00	20.00	~~1156.00~~

The right of exemption is hereby waived as provided in the constitution and the Laws of the State of Tennessee or any other state of the United States and it is further agreed that the above signed shall pay the cost of collection including a reasonable attorney s fee

PAY THIS AMOUNT

THANK YOU !!!
THANK YOU !!!

SIGNATURE

This Memorandum acknowledges that a Bill of Lading has been issued and is not the Original Bill of Lading nor a copy or duplicate covering the property named herein and is intended solely for filing or record.

RECEIVED subject to the classifications and tariffs in effect on the date of the receipt by the carrier of the property described in the Original Bill of Lading

Shipper's No 13190

LOVETT

(Name of Carrier) Carrier's No

(SCAC)

1001 Lim Hill Road

At Date From

the property described below in apparent good order except as noted (contents and condition of contents of packages unknown) marked consigned and destined as indicated below which said company (the word company being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination if on its own road or its own water line otherwise to deliver to another carrier on the route to said destination It is mutually agreed as to each carrier of all or any of said property over all or any portion of said route to destination and as to each party at any time interested in all or any of said property that every service to be performed hereunder shall be subject to all the conditions not prohibited by law whether printed or written herein contained (as specified in Appendix B to Part 1035) which are hereby agreed to by the shipper and accepted for himself and his assigns

ON COLLECT ON DELIVERY SHIPMENTS THE LETTERS COD MUST APPEAR BEFORE CONSIGNEE'S NAME OR AS OTHERWISE PROVIDED IN ITEM 430 SEC 1

CONSIGNED TO AND DESTINATION

Mail or street address of Consignee for purpose of notification only

Route

Delivery Address†

(†To be filled in only when shipper desires and governing tariffs provide for delivery thereat)

Delivering Carrier Car or Vehicle Initials No

No Packages	★ HM	Description of Articles Special Marks and Exceptions	††Weight (Sub to Cor)	Class or Rate	Check Column

Subject to Section 7 of Conditions of applicable bill of lading if this shipment is to be delivered to the consignee without recourse on the consignor the consignor shall sign the following statement:
The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges

(Signature of Consignor)

If charges are to be prepaid write or stamp here "To be Prepaid

Received $ to apply in prepayment of the charges on the property described hereon

Agent or Cashier

Per
(The signature here acknowledges only the amount prepaid)

Collect On Delivery $ and remit to

C O D Charge to be paid by { Shipper ☐ Consignee ☐

Charges Advanced $

††If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is carrier's or shipper's weight.
NOTE – Where the rate is dependent on value shippers are required to state specifically in writing the agreed or declared value of the property.
The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding per

SPECIAL INSTRUCTIONS

*This is to certify that the above named materials are properly classified described packaged marked and labeled and are in proper condition for transportation according to the applicable regulations of the Department of Transportation

Shipper Per

Agent Per

Permanent post office address of shipper

★ MARK WITH X TO DESIGNATE HAZARDOUS MATERIALS AS DEFINED IN TITLE 49 OF FEDERAL REGULATIONS

FLEMING COMPANIES, INC.

CORE-MARK

395 Oyster Point Blvd
Suite 415
So San Francisco CA 94080

DO NOT REDEPOSIT

RETURN TO: FED UTICA
FOR REASON INDICATED BELOW
REFER TO MAKER
RETURNED BY
JPMORGAN CHASE BANK

APR 08 2003

Check No 904085873
50-937
213

JPMORGAN CHASE BANK
6040 TARBELL ROAD
SYRACUSE, NY 13206

DATE 2003-03-27 Void 60 Days From Date

AMOUNT $ $*****1,504.42

7794

Pay to the Order of
ELM HILL MEATS LLC
1001 ELM HILL RD
LENOIR, TN 37771

06420744

TREASURER

⑈904085873⑈ ⑆ 1309379⑆ 01⑈8⑈09668⑈ ⑈0000150442⑈