

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

**PROOF OF CLAIM**



665580

Bar Date Ref # 1-NV-17260

In re Fleming Companies 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.

**Name of Creditor and Address**

International Paper  
Suite 8-192  
Int'l Paper Feedservice  
PO Box 34004-0780  
Pasadena, CA 91140  
4049 Willow Lake Blvd  
Memphis, TN 38118

0354653665580

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 (930) 419-1297

CREDITOR TAX ID #

13-0872805

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

8003

Check here if this claim

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**

\$ 103,815.46 (unsecured) \$ \_\_\_\_\_ (secured) \$ \_\_\_\_\_ (unsecured priority) \$ 103,815.46 (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



06896

DATE SIGNED

August 25, 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)

Mark Wilkerson

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

Status # open # Parked # Cleared

Customer 54586  
Company Code IB01

Name CORE MARK INTERNATIONAL  
City SOUTH SAN FRANCISCO

Stat	Assignment	Type	Doc date	Net due dt	Clearing	Amt in loc cur	Doc no	PK	BA	Arrers	Reference
#	4534107	DA	03/20/2003	03/20/2003		869 55	2300043935	09	IB51	158	4534107
#	4533587	DA	03/18/2003	03/18/2003		3 823 62	2300043934	09	IB51	160	4533587
#	4533586	DA	03/18/2003	03/18/2003		54 33	2300043933	09	IB51	160	4533586
#	4533432	DA	03/18/2003	03/18/2003		4 637 20	2300043932	09	IB51	160	4533432
#	4533341	DA	03/17/2003	03/17/2003		3 859 40	2300043931	09	IB51	161	4533341
#	4533340	DA	03/17/2003	03/17/2003		2 180 93	2300043930	09	IB51	161	4533340
#	4535257	DA	03/26/2003	03/26/2003		3 248 11	2300043941	09	IB51	152	4535257
#	4534835	DA	03/25/2003	03/25/2003		2 084 74	2300043940	09	IB51	153	4534835
#	4534686	DA	03/24/2003	03/24/2003		5 280 96	2300043939	09	IB51	154	4534686
#	UDR010039	DA	03/22/2003	03/22/2003		118 20	2300043938	09	IB51	156	904081352
#	4534208	DA	03/21/2003	03/21/2003		2 847 00	2300043937	09	IB51	157	4534208
#	4534207	DA	03/21/2003	03/21/2003		3 440 71	2300043936	09	IB51	157	4534207
#	4532833	DA	03/14/2003	03/14/2003		3 282 88	2300043928	09	IB51	164	4532833
#	4521650	DA	01/13/2003	01/13/2003		2 195 08	2300043920	09	IB51	224	4521650
#	udr011220	DA	07/06/2002	07/06/2002		437 38	2300043919	09	IB51	415	630011
#	udr007752	DA	06/17/2002	06/17/2002		307 80	2300043918	09	IB95	434	624956
#	718900	DA	06/11/2002	06/11/2002		1 000 00	2300043917	09	IB51	440	623360
#	010910	DA	05/14/2002	05/14/2002		2 544 12	2300043916	09	IB51	468	616562
#	358739	DA	04/29/2002	04/29/2002		1 719 00	2300043915	09	IB51	483	612585
#	4532620	DA	03/13/2003	03/13/2003		1 699 65	2300043927	09	IB51	165	4532620
#	4531924	DA	03/10/2003	03/10/2003		2 565 87	2300043924	09	IB51	168	4531924
#	4531923	DA	03/10/2003	03/10/2003		341 97	2300043923	09	IB51	168	4531923
#	4531806	DA	03/10/2003	03/10/2003		2 908 63	2300043922	09	IB51	168	4531806
#	4526975	DA	02/11/2003	02/11/2003		4 224 94	2300043921	09	IB51	195	4526975
#	4535395	DA	03/27/2003	03/27/2003		4 232 92	2300043942	09	IB51	151	4535395
#	4544996	DA	05/15/2003	05/15/2003		96 25	2300043963	09	IB51	102	4544996
#	4544995	DA	05/15/2003	05/15/2003		1 942 87	2300043962	09	IB51	102	4544995
#	4542754	DA	05/05/2003	05/05/2003		1 996 95	2300043956	09	IB51	112	4542754
#	4539159	DA	04/16/2003	04/16/2003		3 764 07	2300043948	09	IB51	131	4539159
#	4535955	DA	03/31/2003	03/31/2003		3 387 11	2300043945	09	IB51	147	4535955
#	4535581	DA	03/28/2003	03/28/2003		694 12	2300043944	09	IB51	150	4535581
#	4535580	DA	03/28/2003	03/28/2003		1 831 04	2300043943	09	IB51	150	4535580
#	4542753	DA	05/05/2003	05/05/2003		389 00	2300043955	09	IB51	112	4542753
#	4542126	DA	05/01/2003	05/01/2003		5 687 64	2300043953	09	IB51	116	4542126
#	4540691	DA	04/24/2003	04/24/2003		4 212 46	2300043951	09	IB51	123	4540691
* #						83,906 50					
** Account 54586						83 906 50					

Status # open # Parked # Cleared

Customer 45655  
Company Code IB01

Name HEAD DISTRIBUTING COMPANY  
City SMYRNA

Stat	Assignment	Type	Doc date	Net due dt	Clearing	Amt in loc cur	Doc no	PK	BA	Arrers	Reference
#	4533005	DA	03/14/2003	03/14/2003		7 738 51	2300050674	09	IB40	164	4533005
* #						7 738 51					
** Account	45655					7,738 51					

Status # open # Parked # Cleared

Customer 8003  
 Company Code IP99

Name FLEMING COMPANIES INC  
 City OKLAHOMA CITY

+	+	+	+	+	+	+	+	+	+	+	+	+	+	+							
	Stat	Assignment		Type		Doc date		Net due dt		Clearing		Amt in loc cur		Doc no		PK BA		Arrers		Reference	
+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
	#	191061018		DA		03/25/2003		03/25/2003				5 355 00		2300350744		09 CT91		153		191061018	
	#	191054508		DA		02/20/2003		02/20/2003				51 00		2300350743		09 CT91		186		25786449	
	#	191059620		DA		02/20/2003		02/20/2003				49 73		2300350743		09 CT91		186		25786449	
	#	126492a		DA		11/21/2002		11/21/2002				3 351 24		2300350741		19 CT91		277		25748739	
	#	162052420		DA		02/27/2003		02/27/2003				906 72		2300350739		09 CT62		179		162052420	
	#	162052332		DA		02/24/2003		02/24/2003				1 699 20		2300350738		09 CT62		182		162052332	
	#	162048359		DA		08/29/2002		08/29/2002				1 360 08		2300350737		09 CT62		361		162048359	
	#	162047502		DA		07/29/2002		07/29/2002				2 748 72		2300350735		09 CT62		392		162047502	
	#	178089683		DA		11/08/2002		11/08/2002				3 351 24		2300350734		09 CT78		290		178089683	
	* #											12 170 45									
+	+		+		+		+		+		+		+		+		+		+		+
	** Account	8003										12,170 45									
+													+		+		+		+		+