


<b>United States Bankruptcy Court</b>		<b>PROOF OF CLAIM</b>	
District of <u>Delaware</u>			
In re (Name of Debtor) <u>Fleming Company</u>		Case Number <u>03-10945(MJW)</u>	
<p>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.</p>			
Name of Creditor (The Person or other entity to whom the debtor owes money or property) <u>Ferrellgas Inc #43-1698481</u>		<input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and Address Where Notices should be sent <u>Ferrellgas Inc Attn RCC #40 One Liberty Plaza Liberty MO 64068 Telephone No. (816) 407-5129</u>		THIS SPACE IS FOR COURT USE ONLY	
ACCOUNT DEBIT NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR <u>9390 104366</u>			
<p>1. BASIS FOR CLAIM</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Goods Sold  <input type="checkbox"/> Services Performed  <input type="checkbox"/> Money Loaned  <input type="checkbox"/> Personal Injury/Wrongful Death  <input type="checkbox"/> Taxes  <input type="checkbox"/> Other (Describe briefly)                 </div> <div style="width: 45%;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)  <input type="checkbox"/> Wages, salaries, and compensation (Fill out Below)  <input type="checkbox"/> Your social security number _____                      Unpaid compensation for services performed from _____ to _____                      (date) (date)                 </div> </div>			
2. Date debt was incurred <u>4-14-03</u>		# IF COURT JUDGEMENT DATE OBTAINED	
<p>4. CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Unsecured Priority (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describes your claim AND STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.</p> <div style="display: flex;"> <div style="width: 50%;"> <input type="checkbox"/> Secured Claim \$ _____                      Attach evidence of perfection of security interest.                      Brief Description of Collateral:                      Real Estate      Motor Vehicle      Other (Describe Briefly)                 </div> <div style="width: 50%;"> <input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ _____                      Specify the priority of the claim:  <input type="checkbox"/> Wages, salary or commissions (up to \$2000) earned Not more than 90 days before the bankruptcy petition or cessation of the debtors business. Whichever is earlier-11 U.S.C. § 507(a)(4)  <input type="checkbox"/> Contributions to an employee benefit plan-11 U.S.C. § 507(a)(4)  <input type="checkbox"/> Up to \$900 of deposits toward purchase, lease or rental of property or services for personal, family or household use 11 U.S.C. § 507(a)(6)  <input type="checkbox"/> Taxes or penalties of governmental units 11 U.S.C. § 507(a)(7)  <input type="checkbox"/> Other Specify applicable paragraphs of 11 U.S.C. § 507(a) ____                 </div> </div> <p>Amount of principal and other charges at time case filed included in secured claim above if any \$ _____</p> <input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$ _____ Claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.			
<p>5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <input type="checkbox"/> (Unsecured) \$ <u>273.74</u> </div> <div style="width: 30%;"> <input type="checkbox"/> (Secured) \$ <u>0.00</u> </div> <div style="width: 30%;"> <input type="checkbox"/> (Priority) \$ <u>0.00</u> </div> <div style="width: 10%; border: 1px solid black; padding: 2px;">                 \$ <u>273.74</u> (Total)             </div> </div> <input type="checkbox"/> Check the box if claim includes charges in addition to the principal amount claim. Attach itemized statement of all additional charges.			
6. CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of filing this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		THIS SPACE IS FOR COURT USE ONLY  <b>FILED</b>  <b>AUG 29 2003</b>  <b>BMC</b> Fleming Companies Claim  07177	
7. SUPPORTING DOCUMENTS Attach copies of supporting documents such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgements, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. SELF-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date <u>8-25-03</u>	Sign and print the name and title, if any, of the creditor or the person authorized to file this claim (attach copy of power of attorney, if any) <u>Kathy Smith, Recovery/Bankruptcy Asst (816)407-5129</u> <u>Kathy Smith</u>		

RUN DATE: 08/25/03 at 12.38 PM  
 PROG # 5220

KANSAS CITY #9390

PAGE 1

CUSTOMER ACCOUNT HISTORY REPORT

CUSTOMER NO RANGE 104366 104366  
 DATE RANGE: 01/01/1951 to 12/31/9999

CUSTOMER NO	CUSTOMER NAME	TELEPHONE NO	TERMS	BAL MET	DRY
104366	FLEMING COMPANY 5300 KANSAS AVE OKLAHOMA CITY	913 281 8243 P O BOX 268836 OK 73126 8816	a NET 30 DAYS	0	888

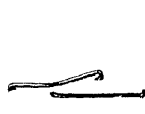
DOC DATE	DOC TYPE	PROD CODE	DOC NO	DISC	QTY	SLS AMT	SLS TAX	TOT AMT	BALANCE
----------	----------	-----------	--------	------	-----	---------	---------	---------	---------

BALANCE FORWARD

									0 00
04/14/03	DEBIT	004302	201168	0 00	16 00	42 60	0 00	42 60	42 60
04/15/03	INVC	004302	289870	0 00	0 00	0 00	0 00	0 00	42 60
04/21/03	INVC	004302	290894	0 00	0 00	0 00	0 00	0 00	42 60
04/24/03	INVC	004302	291541	0 00	0 00	0 00	0 00	0 00	42 60
04/28/03	INVC	004302	292562	0 00	0 00	0 00	0 00	0 00	42 60
05/05/03	INVC	004302	294277	0 00	0 00	0 00	0 00	0 00	42 60
05/07/03	INVC	004302	295009	0 00	0 00	0 00	0 00	0 00	42 60
05/12/03	INVC	004302	296000	0 00	24 00	59 26	3 14	62 40	105 00
05/14/03	INVC	004302	296681	0 00	0 00	0 00	0 00	0 00	105 00
05/19/03	INVC	004302	297690	0 00	0 00	0 00	0 00	0 00	105 00
05/21/03	INVC	004302	299370	0 00	32 00	80 60	4 27	84 87	189 87
05/28/03	INVC	004302	301051	0 00	0 00	0 00	0 00	0 00	189 87
06/02/03	INVC	004302	300161	0 00	0 00	0 00	0 00	0 00	189 87
06/04/03	INVC	004302	300864	0 00	0 00	0 00	0 00	0 00	189 87
06/09/03	INVC	004302	302853	0 00	0 00	0 00	0 00	0 00	189 87
06/11/03	INVC	004302	303466	0 00	0 00	0 00	0 00	0 00	189 87
06/16/03	INVC	004302	304455	0 00	0 00	0 00	0 00	0 00	189 87
06/18/03	INVC	004302	305124	0 00	0 00	0 00	0 00	0 00	189 87
06/23/03	INVC	004302	306098	0 00	0 00	0 00	0 00	0 00	189 87
06/25/03	INVC	004302	306737	0 00	0 00	0 00	0 00	0 00	189 87
06/30/03	INVC	004302	307718	0 00	0 00	0 00	0 00	0 00	189 87
07/02/03	INVC	004302	308376	0 00	0 00	0 00	0 00	0 00	189 87
07/07/03	INVC	004302	309341	0 00	12 00	79 65	4 22	83 87	273 74
07/09/03	INVC	004302	309955	0 00	0 00	0 00	0 00	0 00	273 74
07/11/03	INVC	004302	206632	0 00	0 00	0 00	0 00	0 00	273 74
07/14/03	INVC	004302	310937	0 00	0 00	0 00	0 00	0 00	273 74
07/16/03	INVC	004302	311636	0 00	0 00	0 00	0 00	0 00	273 74
07/21/03	INVC	004302	312541	0 00	0 00	0 00	0 00	0 00	273 74
07/23/03	INVC	004302	313191	0 00	0 00	0 00	0 00	0 00	273 74
07/28/03	INVC	888901	314145	0 00	0 00	0 00	0 00	0 00	273 74

1 CUSTOMERS PRINTED  
 TOTAL BALANCE 273 74

\*\*\*\*\* \*\* END OF REPORT \*\*\*\*\*


  
 In re 8:1203 AM 302 252-2900
  
 Fleming Companies, Inc, et al, <sup>Auto: 888-467-5530</sup>
  
 Debtors

K.C.
   
~~9390104367~~
  
~~9390100283~~
  
~~9390104366~~
  
~~9390100282~~
  
 Mailing Address:
   
 OKlahoma City

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

Date 7-17-03

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,<sup>2</sup>
- (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

<sup>1</sup> 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.

<sup>2</sup> 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).

corp office