

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



s121779

Scheduled Claim Ref # 1 F2-16161

YOUR CLAIM IS SCHEDULED AS

\$442 39 UNSECURED

In re
Core-Mark International, Inc

Case Number
03-10944

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

0354429413069

MARCO POLO TRAVEL LTD
SUITE 200
2233 BURRARD ST
VANCOUVER BC V6H 3H9

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 **(604) 736-8939**

CREDITOR TAX ID #
BC Reg. No 1242-3

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 \$ **CA\$ 650.00** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **CA\$ 650.00** (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

DATE SIGNED

25 AUG 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)

Filing Companies Claim



07314

FILED

SEP 03 2003

BMC

**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.; Dumigan 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).

Marco Polo Travel Ltd
 #201 2233 Burrard Street, Vancouver B.C V6J 3H9
 Tel. 604-732-3361
 Fax. 604-732 1828

MONTH January 2003

CORPORATE ACCOUNT SUMMARY

ACCOUNT NAME
 Core Mark International Inc.
 7800 Riverfront Gate
 Burnaby B C
 VSJ 5L3

Tel 604-430-2181
 Fax 604-430-2184

NO OF BOOKINGS	PASSENGER	ISSUED	OUR INV	DESTINATION	AIR LINE	CL	TICKET NO	C/C AMOUNT	TAXES	G.S.T	TKT TTL AMOUNT	(HOTEL) AMOUNT	(CAR) AMOUNT				
1	PROKOP/B	9 Jan	60109203	PHOENIX	AA	F	401 3876617	401 1982 00	75 47	139 52	2196 99						
2	STANISCLIA/F						401 3876617	402 1982 00	75 47	139 52	2196 99						
	PROKOP/B			AIF FOR 60109203				10 00	0 00	0 00	10 00						
	STANISCLIA/F							10 00	0 00	0 00	10 00						
3	WARKENTIN/D	15 Jan	60115202	PHOENIX	AA	Y	401 3876617	411 1205 00	74 92	85 14	1365 06						
	WARKENTIN/D												10 00	0 00	0 00	10 00	
				AIF FOR 60115202													
4	JEPPESEN/M	16-Jan	60116202	CALGARY	AC	Y	014 2110046	577 198 00	34 43	16 27	248 70						
5	HIRST/M																
	JEPPESEN/M																
	HIRST/M			AIF FOR 60116202				10 00	0 00	0 00	10 00						
								10 00	0 00	0 00	10 00						
6	PROKOP/B	17 Jan	60117202	DALLAS	AA	J	001 3876617	413 4047 00	74 92	284 08	4406 00						
7	STANISCLIA/F																
	PROKOP/B																
	STANISCLIA/F			AIF FOR 60117202				10 00	0 00	0 00	10 00						
								10 00	0 00	0 00	10 00						
8	JEPPESEN/M	23 Jan	60123201	MONTREAL	AC	Y	014 2110173	604 827 00	32 43	60 16	919 59						
	JEPPESEN/M																
				AIF FOR 60123201				10 00	0 00	0 00	10 00						
								0 00	0 00	0 00	0 00						
									14566 00	476 99	1025 04	16068 03	0 00	0 00			

(8 TICKETS BOOKING)

TRAVEL EXPENSES	16068 03
AMOUNT DUE FOR SERVICE FEE	400 00
AIRPORT IMPROVEMENT FEE	80 00
TOTAL AMOUNT DUE FOR JANUARY	480 00

MP Marco Polo Travel Ltd. 康年旅行社

Suite 201 - 2233 Burrard St., Vancouver, B C, Canada V6J 3H9

Tel (604) 736-8939, 736-1228 Fax. (604) 736-8908

Toll Free 1-800-663-2288

E-mail tour@marcopolotours.com

WebSite www.marcopolo.com INTERNATIONAL INC.

7800 RIVERFRONT GATE

BURNABY

BC V5J5L3

AIRPORT/IMPROVEMENT FEE

INVOICE
NUMBER ► 60304207

DATE: 04 MAR 2003

AGENT: 216BAW

04 MAR 03 - TUESDAY

AIF FOR 60109203 C\$10. X 2	20 00
AIF FOR 60115202 C\$10. X 1	10 00
AIF FOR 60116202 C\$10. X 2	20 00
AIF FOR 60117202 C\$10. X 2	20 00
AIF FOR 60123201 C\$10. X 1	10 00

AIRLINE/S MILCAGE BONUS NUMBFR/S HAVE BEEN APPENDED TO FILE

SUB TOTAL	80.00
AMOUNT DUE	80.00

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Website <http://www.marcopolotours.com>

INTERNATIONAL INC
7800 RIVERFRONT GATE
VURNARY
BC V5J5L3

SERVICE/FEE

**INVOICE
NUMBER** ▶

60304206

DATE 04 MAR 2007

AGENT LJ6BAW

04 MAR 07 - TUESDAY

SERVICE FEE FOR JANUARY 2007

400.00

AIRLINE /S MILEAGE BONUS NUMBER/S HAVE BEEN ADDED TO TOTAL

SUB TOTAL
AMOUNT DUE

400.00
400.00



Marco Polo Travel Ltd
 #201 2233 Burrard Street, Vancouver B C V6J 3H9
 Tel. 604-732-3361
 Fax. 604-732-1828

MONTH February 2003

CORPORATE ACCOUNT SUMMARY

ACCOUNT NAME
 Core Mark International Inc.
 7800 Riverfront Gate
 Burnaby B C
 V5J 5L3

Tel. 604-430-2181
 Fax. 604-430-2184

NO OF BOOKINGS	PASSENGER	ISSUED	OUR INV	DESTINATION	AIR LINE	CL	TICKET NO	C/C AMOUNT	TAXES	G S T	TKT TTL AMOUNT	(HOTEL) AMOUNT	(CAR) AMOUNT
1	PROKOP/B	17 Feb	60217201	SAN FRANCISCO	AC	J	014 3876617 497	528 50	42 22	37 78	608 50		
	PROKOP/B	17 Feb	60217203	SAN FRANCISCO	AC	J	014 3876617 506	528 50	42 22	37 78	608 50		
	PROKOP/B		AIF FOR 60217201					10 00	0 00	0 00	10 00		
								0 00	0 00	0 00	0 00		
								0 00	0 00	0 00	0 00		
								1067 00	84 44	75 56	1227 00	0 00	0 00

TRAVEL EXPENSES	1227 00
AMOUNT DUE FOR SERVICE FEE	50 00
AIRPORT IMPROVEMENT FEE	10 00
TOTAL AMOUNT DUE FOR FEBRUARY	60 00

(1 TICKET BOOKING)

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Toll Free 1-800-663-2288

E-mail tour@marcopolotours.com

Website <http://www.marcopolotours.com>

~~SONO TRAVEL INTERNATIONAL INC.~~

7800 RIVERFRONT GATE

BURNABY

BC V5J5L3

SERVICE/FEE

INVOICE
NUMBER ▶

60304E04

DATE • 04 MAR 2003

AGENT C16BAW

04 MAR 03 - TUESDAY

SERVICE FEE FOR FEBRUARY 2003

50 00

AIRLINE/S MILEAGE BONUS NUMBER/S HAVE BEEN APPENDED TO FILE

SUB TOTAL
AMOUNT DUE

50 00
50 00

MP Marco Polo Travel Ltd. 康年旅行社

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Website: <http://www.marcopolotours.com>

7800 RIVERFRONT GATE
BURNABY
BC V5J5L3

PROKOP/BASIL MR

DATE: 04 MAR 2003

AGENT: 316BAW

INVOICE
NUMBER ▶

60304205

04 MAR 03 - TUESDAY

AIF FOR INV 60217201

10.00

AIRLINE/S MILEAGE BONUS NUMBER/S HAVE BEEN APPENDED TO FILE

SUB TOTAL
AMOUNT DUE

10.00
10.00

MP Marco Polo Travel Ltd
 #201 2233 Burrard Street, Vancouver B.C. V6J 3H9
 Tel. 604-732-3361
 Fax. 604-732-1828

MONTH
 MARCH 2003

CORPORATE ACCOUNT SUMMARY

<i>ACCOUNT NAME</i>
Core Mark International Inc. 7800 Riverfront Gate Burnaby B C VSJ 5L3

Tel. 604-430-2181
 Fax. 604-430-2184

NO OF BOOKINGS	PASSENGER	ISSUED	OUR INV	DESTINATION	AIR LINE	CL	TICKET NO	C/C AMOUNT	TAXES	G S T	TKT TTL AMOUNT	(HOTEL) AMOUNT	(CAR) AMOUNT
1	PROKOP/B	6-Mar	60306202	SAN FRANCISCO	AC	J	014 3876617 674	1929 00	72 23	135 86	2137 09		
2				WESTIN HOTEL				0 00	0 00	0 00	0 00	277 83	
3	PROKOP/B	12 Mar	60312201	SAN FRANCISCO	AC	J	014 3876617 389	1899 60	71 25	133 76	2104 61		
4	PROKOP/B			AIF FOR 60312201				10 00	0 00	0 00	10 00	248 43	
5								0 00	0 00	0 00	0 00		
								3838 60	143 48	269 62	4251 70	526 26	0 00

TRAVEL EXPENSES	4777 96
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SERVICE FEE AMOUNT DUE	100 00
<small>(2 TICKETS BOOKING C\$50 00 x 2)</small>	

AIRPORT IMPROVEMENT FEE	10 00
<small>(C\$10 00 x 1)</small>	

TOTAL AMOUNT DUE	110 00
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Website: <http://www.marcopolotours.com>

CORE MARK INTERNATIONAL INC.

7800 RIVERFRONT GATE

BURNABY

BC V5J5L3

SERVICE/FEE

**INVOICE
NUMBER**

60407204

DATE: 07 APR 2003

AGENT: 216BAW

07 APR 03 - MONDAY

SERVICE FEE FOR MARCH 2003

100.00

AIRLINE/S MILEAGE BONUS NUMBER/S HAVE BEEN APPENDED TO FILE

SUB TOTAL

100 00

AMOUNT DUE

100 00

MP Marco Polo Travel Ltd. 康年旅行社

Suite 201 - 2233 Burrard St., Vancouver, B C, Canada V6J 3H9

Tel (604) 736-8939, 736-1228 Fax (604) 736-8908

Toll Free 1-800-663-2288

E-mail tour@marcopotours.com

Website www.marcopolo.com **SOFT NAVY INTERNATIONAL INC.**

7800 RIVERFRONT GATE

BURNABY

BC V5J5L3

PROKOP/BASIL MR

**INVOICE
NUMBER ► 60407203**

DATE: 07 APR 2003 AGENT: 216BAW

07 APR 03 - MONDAY

AIF-SFO INV60312201

10 00

AIRLINE/S MILEAGE BONUS NUMBER/S HAVE BEEN APPENDED TO FILE

**SUB TOTAL
AMOUNT DUE**

**10 00
10.00**