

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

**PROOF OF CLAIM**



s131563

Scheduled Claim Ref # 2-F2-19189  
**YOUR CLAIM IS SCHEDULED AS**

\$8 290 47 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.

*\$12,620.75*

**Name of Creditor and Address**

0354429379204

ATLAS COLD STORAGE  
PO BOX 78520  
MILWAUKEE WI 53278

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 ( )

CREDITOR TAX I D #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

**FLEFOOMN**

Check here  replaces or  amends if this claim

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** *10/22/02 - 07/15/03*

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_  
(unsecured) (secured) (unsecured priority) (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.

THIS SPACE FOR COURT USE ONLY

**FILED**

**SEP 02 2003**

**BMC**

Fleming Companies Claim



07579

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

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).

*Aug 26, 2003*

*JANINE JANKOWSKI, MANAGER A/R*

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 <sup>1</sup>	)	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,<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 Rambow 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)

# STATEMENT



## Atlas Cold Storage Midwest Ltd

5255 Yonge Street  
 Suite 900  
 Ontario M2N 5P8  
 Phone 416 512 2352  
 Fax 416 225 2353

Account Number FLEFOOMN  
 Statement Date 07/17/03  
 Page 2

FLEMING COMPANIES INC  
 ATTN -ACCTS PAYABLE  
 PO BOX 25200  
 OKLAHOMA CITY, OK 73126

Amount Remitted

PLEASE RETURN A COPY OF THE  
 STATEMENT WITH YOUR PAYMENT

ALL FUNDS ARE IN US DOLLARS

Terms Due Upon Receipt

Invoice	Date	Type	Original Amt	Remaining Amt	Balance
SW156153	03/13/03	Invoice	423 26	423 26	9,049 35 <input type="checkbox"/>
SR213741	03/15/03	Invoice	20 05	20 05	9,069 40 <input type="checkbox"/>
SW156759	03/24/03	Invoice	585 02	585 02	9,654 42 <input type="checkbox"/>
SA311751	03/31/03	Invoice	150 00	150 00	9,804 42 <input type="checkbox"/>
PR214858	06/30/03	Invoice	959 95	959 95	10,764 37 <input type="checkbox"/>
PR215016	07/15/03	Invoice	1,856 38	1,856 38	12,620 75 <input type="checkbox"/>

### Statement Aging

Days old	Current	16 - 30 Days	31 - 45 Days	Over 45 Days
Aged amounts	1,856 38	959 95	0 00	9,804 42

For further info, please fax to **416-225-2353**

# STATEMENT



## Atlas Cold Storage Midwest Ltd

5255 Yonge Street  
Suite 900  
Ontario M2N 5P8  
Phone 416 512 2352  
Fax 416 225 2353

Account Number FLEFOOMN  
Statement Date 07/17/03  
Page 1

FLEMING COMPANIES INC  
ATTN -ACCTS PAYABLE  
PO BOX 25200  
OKLAHOMA CITY, OK 73126

Amount Remitted

PLEASE RETURN A COPY OF THE  
STATEMENT WITH YOUR PAYMENT

ALL FUNDS ARE IN US DOLLARS

Terms Due Upon Receipt

Invoice	Date	Type	Original Amt	Remaining Amt	Balance	
SW145047	10/28/02	Invoice	558 85	558 85	558 85	<input type="checkbox"/>
SW145155	11/01/02	Invoice	573 91	573 91	1,132 76	<input type="checkbox"/>
SW145176	11/04/02	Invoice	586 96	586 96	1,719 72	<input type="checkbox"/>
SW145178	11/04/02	Invoice	586 96	586 96	2,306 68	<input type="checkbox"/>
SW145206	11/05/02	Invoice	570 02	570 02	2,876 70	<input type="checkbox"/>
SW150428	12/03/02	Invoice	52 00	52 00	2,928 70	<input type="checkbox"/>
SA311253	01/15/03	Invoice	372 00	372 00	3,300 70	<input type="checkbox"/>
SR213177	01/15/03	Invoice	1,355 68	1,355 68	4,656 38	<input type="checkbox"/>
SW155427	03/05/03	Invoice	436 79	436 79	5,093 17	<input type="checkbox"/>
SW155586	03/07/03	Invoice	420 09	420 09	5 513 26	<input type="checkbox"/>
SW155750	03/11/03	Invoice	317 56	317 56	5,830 82	<input type="checkbox"/>
SW155810	03/11/03	Invoice	424 26	424 26	6,255 08	<input type="checkbox"/>
SW155813	03/11/03	Invoice	321 73	321 73	6,576 81	<input type="checkbox"/>
SW155894	03/12/03	Invoice	542 79	542 79	7,119 60	<input type="checkbox"/>
SW155896	03/12/03	Invoice	478 80	478 80	7,598 40	<input type="checkbox"/>
SW155926	03/12/03	Invoice	506 05	506 05	8,104 45	<input type="checkbox"/>
SW155949	03/13/03	Invoice	521 64	521 64	8,626 09	<input type="checkbox"/>

For further info, please fax to 416-225-2353