

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

PROOF OF CLAIM



666531

Bar Date Ref # 1-NV-35060

In re *Core-Mark International, Inc*

Case Number
03-10944-MFW

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.

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.

Name of Creditor and Address

USA - Fact
Ste #a
6200 Box Springs Blv
Riverside CA 92507

0354653666531

Creditor Telephone Number *(909) 256-7800*

CREDITOR TAX I.D. #

33-0186108

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
CORE

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 *4/16/02, 3/27/03*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ *55 75* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *55 75* (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

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



SEP 04 2003

BMC

DATE SIGNED

9/3/03

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).

Laurie Beem, LAURIE BEEM, VP FINANCE

Fleming Companies Claim



07784

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

USA-FACT, INC
 6200 BOX SPRINGS BLVD
 RIVERSIDE, CA 92507
 (909) 656-3336 FAX
 (909) 656-7800

INVOICE NUMBER L10500 -IN
 INVOICE DATE 04/24/02
 DUE DATE 05/09/02

ATTN
 CORE-MARK INTERNATIONAL
 4429 95th ST SW, STE C
 TACOMA WA 98439

SHIP TO
 CORE-MARK INTERNATIONAL
 4429 95th ST SW, STE C
 TACOMA WA 98439

CUSTOMER NO CORE042
 SALESPERSON HOUS

SERVICE/ITEM	QUANTITY	PRICE	AMOUNT
CURRY MARVIN	532-68-6843	4/16/02	
DRUG SCREEN - DOT & MRO	1 00	22 250	22 250

NET INVOICE	22 25
SALES TAX	00
INVOICE TOTAL	22 25

USA-FACT, INC
 6200 BOX SPRINGS BLVD
 RIVERSIDE, CA 92507
 (909) 656-3336 FAX
 (909) 656-7800

INVOICE NUMBER 0436588-IN
 INVOICE DATE 03/27/03
 DUE DATE 04/11/03

ATTN
 FLEMING CONVENIENCE
 4429 95th ST SW, STE C
 TACOMA WA 98439

SHIP TO
 FLEMING CONVENIENCE
 4429 95th ST SW, STE C
 TACOMA WA 98439

CUSTOMER NO CORE042
 SALESPERSON HOUS

SERVICE/ITEM	QUANTITY	PRICE	AMOUNT

RYAN LUCAS REQUEST# 436588 REQUESTED BY TERESA LOVING			
BACKGROUND PACKAGE *	1 00	33 500	33 500
COUNTY CRIMINAL SEARCH *	1 00	000	000
SOCIAL SECURITY TRACE	1 00	000	000
EMPLOYMENT VERIFICATION	2 00	000	000

NET INVOICE	33 50
SALES TAX	00
INVOICE TOTAL	33 50