

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



s138763

Scheduled Claim Ref # 2 F2-26389

YOUR CLAIM IS SCHEDULED AS

\$1 456 72 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.

Name of Creditor and Address  
  
NATIONS PIZZA  
2491 N MILWAUKEE AVE  
CHICAGO IL 60647  
  
0354429418493

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 (847) 343-5917  
CREDITOR TAX ID #  
36-3775022

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  
FLEMARS

Check here  replaces or  amends a previously filed claim dated \_\_\_\_\_ if this claim

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 3/2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 1,558.34 (unsecured) \$ (secured) \$ 1,558.34 (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 with 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

Fleming Companies Claim



US ONLY FILED

SEP 05 2003

BMC

Acctg Manager

DATE SIGNED  
9/2/03

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).  
Tara J. Breitenstem  
Lara J. Breitenstem

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 Favarr 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)

1 NATION PIZZA PRODUCTS, LP  
Aged Debt Report by Transaction Date  
Division 00 ALL PLANTS  
Currency Code USD US Dollars

Transaction Date	Trans Number	Tr Ty	Total Outstanding	Unallocated Payments	2-Apr-2003 to 16-Apr-2003	18-Mar to 1-Apr-2003	3-Mar to 17-Mar-2003	16-Feb to 2-Mar-2003	15-Feb-2003	Before Customer Reference #	Partia Paid
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30-OCT-2002	140751	IN	87 42							87 42	50-0014780	YES
25-MAR-2003	144700	IN	1,470 92							50-0062330		
			1,558 34	0 00	0 00	1,470 92	0 00	0 00		87 42		

41NTWEIS FLEMING-PLYMOUTH MN												
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26-JUN-2002	114643	CR	-180 00	-180 00								
6-SEP-2001	129986	IN	387 76							387 76	10004	YES
5-OCT-2001	130913	IN	362 44							9 00	19229	YES
13-MAY-2002	136081	IN	9 00							34 93	21637	YES
3-JUL-2002	137716	IN	34 93							49 44	23484	YES
14-AUG-2002	138767	IN	49 44							49 44	31553	YES
14-FEB-2003	143791	IN	49 44							43 67	31945	YES
14-MAR-2003	144481	IN	43 67							12,049 00	33057/33056	YES
27-MAR-2003	144756	IN	12,049 00									

~~12,805 68~~  
~~14,364 02~~  
 22,287 61  
 23845 95  
 -180 00  
 0 00  
 13,519 92  
 43 67  
 0 00  
 980 43  
 Stop payment on check  
 5/11 awarded  
 43 67 + 9481 93 = 6 9525 60

Total USD

INVOICE NO	INVOICE DATE	CUSTOMER NO
-----	-----	-----
144700	25-MAR-03	FLEMMARS

FOR CUSTOMER SERVICE CALL (773) 782-3300  
 FOR ACCOUNTING CALL (847) 348-5914

SOLD TO

CORE-MARK INTERNATIONAL  
 FORMERLY FLEMING MARSHFIELD  
 P O BOX 490  
 MARSHFIELD WI  
 54449-0409

SHIP TO

CORE-MARK INTERNATIONAL  
 FORMERLY FLEMING MARSHFIELD  
 1700 LAEMLE AVE  
 MARSHFIELD WI  
 54449-0490

PH (715) 384-3191

BUYER	CUSTOMER P O #	DATE ORDERED	OUR ORDER #	DATE SHIPPED	SALESPERSON
-----	-----	-----	-----	-----	-----
Chris Osborne	50-0062330	14-MAR-2003	S25600	25-MAR-2003	HOUSE

SHIPPED VIA	F O B TERMS	CARRIER	BILL OF LADING
-----	-----	-----	-----
PICKUP INTERSTATE	FOB PLANT	FLEMING	034906

LN NO	ITEM NO	WH	DESCRIPTION	QTY ORD	QTY SHIP	UOM	UNIT PRICE	EXTENSION
---	---	---	-----	---	---	---	---	---
1	10226	I2	MFB PIZZA SAUCE 6/5#	21	21	C030	18 00	378 00
2	10237	I2	14"MILANOMEAL 18 25 OZ	28	28	C014	8 81	246 68
3	10152	I2	12"MILANOMEAL 14 OZ 4/7	12	12	C028	14 57	174 84
4	10244	I2	MFB 5-BLEND CHEESE 6/5#	15	15	C030	44 76	671 40

TERMS NET10	LINE TOTAL	1,470 92	
PAYMENT IS DUE BY 4-APR-2003	FREIGHT	0 00	
	MISCELLANEOUS	0 00	1,470 9

PLEASE REMIT TO  
 NATION PIZZA PRODUCTS, LP DEPT 77-6299 CHICAGO, IL 60678-6299  
 OVERDUE INVOICES WILL BE CHARGED 1 1/2% INTEREST PER MONTH

INVOICE NO	INVOICE DATE	CUSTOMER NO
-----	-----	-----
140751	30-OCT-02	FLEMMARS

FOR CUSTOMER SERVICE CALL (773) 782-3300  
 FOR ACCOUNTING CALL (847) 348-5914

SOLD TO

CORE-MARK INTERNATIONAL  
 FORMERLY FLEMING MARSHFIELD  
 P O BOX 490  
 MARSHFIELD WI  
 54449-0409

SHIP TO

CORE-MARK INTERNATIONAL  
 FORMERLY FLEMING MARSHFIELD  
 1700 LAEMLE AVE  
 MARSHFIELD WI  
 54449-0490

PH (715) 384-3191

BUYER	CUSTOMER P O #	DATE ORDERED	OUR ORDER #	DATE SHIPPED	SALESPERSON
-----	-----	-----	-----	-----	-----
COLLEEN HANCK/PMI	50-0014780	22-OCT-2002	67969	30-OCT-2002	PMIWIS

SHIPPED VIA	F O B TERMS	CARRIER	BILL OF LADING
-----	-----	-----	-----
PICKUP CHICAGO	FOB PLANT	CPU	39516

LN NO	ITEM NO	WH	DESCRIPTION	QTY ORD	QTY SHIP	UOM	UNIT PRICE	EXTENSION
---	---	---	-----	---	---	---	---	---
1	10226	C1	MFB PIZZA SAUCE 6/5#	35	35	C030	18 00	630 00
2	10152	C1	12"MILANOMEAL 14 OZ 4/7	24	16	C028	14 57	233 12
3	10237	C1	14"MILANOMEAL 18 25 OZ	24	24	C014	8 81	211 44
4	10244	C1	MFB 5-BLEND CHEESE 6/5#	5	5	C030	48 96	244 80

TERMS NET10	LINE TOTAL	1,319 36	
PAYMENT IS DUE BY 9-NOV-2002	FREIGHT	0 00	
	MISCELLANEOUS	0 00	1,319 3

PLEASE REMIT TO  
 NATION PIZZA PRODUCTS, LP DEPT 77-6299 CHICAGO, IL 60678-6299  
 OVERDUE INVOICES WILL BE CHARGED 1 1/2% INTEREST PER MONTH

CHECK # 904036126

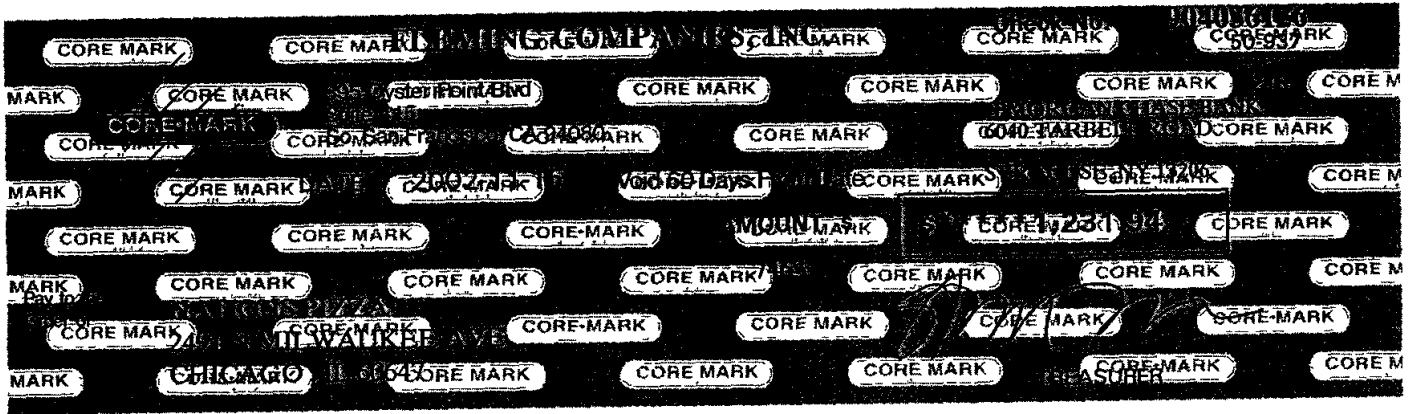
FLEMING COMPANIES, INC

Page 1

THE ATTACHED CHECK IS IN PAYMENT OF ITEMS DESCRIBED BELOW

IF NOT CORRECT PLEASE NOTIFY US PROMPTLY

INVOICE DATE CCYY-MM-DD	INVOICE NO.	GROSS AMOUNT	DISCOUNT	NET AMOUNT	DIV NO
2002 10-30	140751	1 319 36	00	1,319 36	50
2002-11 13	50-10249	87 42-	00	87 42-	50
	*** Total ***	1,231 94	00	1,231 94	



⑈904036126⑈ ⑆021309379⑆ 6010809668⑈