

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

PROOF OF CLAIM



681742

Bar Date Ref # 21 N-10704

In re
Minter-Weisman Co

Case Number
03-10964

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

0354652681742

Nation Pizza Products
2491 N Milwaukee Ave
Chicago IL 60647

Creditor Telephone Number **(847) 348-5912**

CREDITOR TAX I.D. #
34-3775023

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
MINTWELS

Check here replaces or amends 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 **3/2003**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **22,287.61** (unsecured) \$ (secured) \$ (unsecured priority) \$ **22,287.61** (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 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
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Filing Companies Claim
 08318
FILED
 SEP 05 2003

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).
Larise J Breitenstein *Larise J Breitenstein*

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

BMC
 Acctg Manager

**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 Dungan 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)

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	Before 15-Feb-2003	Customer Reference #	Partia Paid
LEMMARS CORE-MARK INTERNATIONAL											
30-OCT-2002	140751	IN	87 42						87 42	50-0014780	YES
25-MAR-2003	144700	IN	1,470 92			1,470 92				50-0062330	YES
			1,558 34	0 00	0 00	1,470 92	0 00	0 00	87 42		
MINTWEIS FLEMING-PLYMOUTH MN											
26-JUN-2002	114643	CR	-180 00	-180 00							YES
6-SEP-2001	129986	IN	387 76						387 76	10004	YES
5-OCT-2001	130913	IN	362 44						362 44	11299	YES
13-MAY-2002	136081	IN	9 00						9 00	19229	YES
3-JUL-2002	137716	IN	34 93						34 93	21637	YES
14-AUG-2002	138767	IN	49 44						49 44	23484	YES
14-FEB-2003	143791	IN	49 44						49 44	31553	YES
14-MAR-2003	144481	IN	43 67							31945	YES
27-MAR-2003	144756	IN	12,049 00			12,049 00				33057/33056	YES
			12,005 68	-180 00	0 00	12,049 00	43 67	0 00	893 01		
			22,287 61								
Total USD											
			14,364 02	-180 00	0 00	13,519 92	43 67	0 00	980 43		
			23845 95								

Stop payment on check still owed



43 67 + 9481 93 = \$9525 60

387 76	10004
362 44	11299
9 00	19229
34 93	21637
49 44	23484
49 44	31553
	31945
	33057/33056
	893 01

TOTAL of Questionable Deductions
Back-up NOT Received

INVOICE NO	INVOICE DATE	CUSTOMER NO
-----	-----	-----
144756	27-MAR-03	MINTWEIS

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

SOLD TO

FLEMING OF PLYMOUTH MN
 FORMERLY MINTER WEISMAN
 1035 NATHAN LANE NORTH
 PLYMOUTH MN
 55441-5018

SHIP TO

FLEMING OF PLYMOUTH MN
 FORMERLY MINTER WEISMAN
 1035 NATHAN LANE NORTH
 PLYMOUTH MN
 55441-5018

PH (763) 545-3700

BUYER	CUSTOMER P O #	DATE ORDERED	OUR ORDER #	DATE SHIPPED	SALESPERSON
-----	-----	-----	-----	-----	-----
JOHN HELLING	33057/33056	21-MAR-2003	S25638	26-MAR-2003	HOUSE

SHIPPED VIA	F O B TERMS	CARRIER	BILL OF LADING
-----	-----	-----	-----
DELIVERED SCHAUMBURG	PREPAID	TRAILWOOD	210358

LN NO	ITEM NO	WH	DESCRIPTION	QTY ORD	QTY SHIP	UOM	UNIT PRICE	EXTENSION
3	10546	S1	WALGREEN PEPPERONI PIZZA	216	216	C012	21 60	4,665 60
6	10547	S1	WALGREEN SUPREME PIZZA	198	198	C012	21 60	4,276 80
8	10226	S1	MFB PIZZA SAUCE 6/5#	140	140	C030	22 19	3,106 60

TERMS NET10
 PAYMENT IS DUE BY 6-APR-2003

LINE TOTAL	12,049 00
FREIGHT	0 00
MISCELLANEOUS	0 00
	12,049 0

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
-----	-----	-----
144481	14-MAR-03	MINTWEIS

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

SOLD TO

FLEMING OF PLYMOUTH MN
 FORMERLY MINTER WEISMAN
 1035 NATHAN LANE NORTH
 PLYMOUTH MN
 55441-5018

SHIP TO

FLEMING-PLYMOUTH (WALGREENS)
 FORMERLY MINTER WEISMAN
 1035 NATHAN LANE NORTH
 PLYMOUTH MN
 55441-5018

PH (763) 545-3700

BUYER	CUSTOMER P O #	DATE ORDERED	OUR ORDER #	DATE SHIPPED	SALESPERSON
-----	-----	-----	-----	-----	-----
JOHN HELLING	31945	21-FEB-2003	S25270	13-MAR-2003	HOUSE

SHIPPED VIA	F O B TERMS	CARRIER	BILL OF LADING
-----	-----	-----	-----
DELIVERED INTERSTATE	PREPAID	VETERANS	034592

LN NO	ITEM NO	WH	DESCRIPTION	QTY ORD	QTY SHIP	UOM	UNIT PRICE	EXTENSION
---	-----	---	-----	---	---	---	-----	-----
1	10548	I2	WALGREEN CHEESE PIZZA	144	144	C012	22 68	3,265 92
2	10546	I2	WALGREEN PEPPERONI PIZZA	144	144	C012	22 68	3,265 92
3	10547	I2	WALGREEN SUPREME PIZZA	132	132	C012	22 68	2,993 76

TERMS NET10
 PAYMENT IS DUE BY 24-MAR-2003

LINE TOTAL	9,525 60	
FREIGHT	0 00	
MISCELLANEOUS	0 00	9,525 6

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



Bank One, NA - Illinois
 Notice of Deposited Returned Item(s)
 Date Apr 10, 2003 Advice D-190166

Acct 111/00018044794

These items are being charged to
 your account and will be assessed a fee
 on your analysis statement

REASON
 Stop Pay

SEQ # ITEM AMOUNT
 41187 9,481 93

Inquires BUSINESS BANKING 800-404 4111
 COMMERCIAL CUSTOMERS-Contact Service Rep

NATION PIZZA PRODUCTS LP
 ATTN JOE GIGLIO
 601 E ALGONQUIN RD
 SCHAUMBURG IL 60173

1 Item charged totaling \$9 481 93

Advice Total \$9,481 93

⑆402333198⑆ 000000018044794⑆ ⑆0000190166⑆



CSD Plymouth Division

3/27/2003

170020274

170-020274

3/01/2003	RC00013828	24 72-	00	24 72-
3/17/2003	144481	9,525 60	00	9,525 60
2/12/2003	1965	18 95-	00	18 95-
		9,481 93	00	9,481 93

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND RED INK



CSD Plymouth Division

1035 Nathan Lane North
 Plymouth, MI 48178-6111

VENDOR NO

10704

170-020274

64-1278
 -611

DATE 3/27/2003

VOID AFTER 90 DAYS
 RETURN TO MAKER

*****9,481.93

Nine Thousand Four Hundred Eighty-One and 93/100 Dollars

Bank of America
 Atlanta, Georgia

PAY TO THE ORDER OF
 NATION PIZZA PRODUCTS
 2471 NORTH MILWAUKEE AVE
 OF CHICAGO IL 60647

BY



⑆170020274⑆ ⑆061112788⑆ 329 978 1296⑆