UNITE STATES BANKRUPTCY COURT
FOR HE DISTRICT OF DELAWARE

PROOF OF CLAIM

s121964
Scheduled Claim Ref # 1-F2-16373

YOUR CLAIM IS SCHEDULED AS

~~$609,695.85~~ UNSECURED
712,424.01

In re,
Cor 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

Name of Creditor and Address:

0354429418914

NESTLE' WATERS NORTH
AMERICA INC
FILE 56544
LOS ANGELES CA 900746544

Creditor Telephone Number (972) 462-3638

☐ 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.

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 TAX I D #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim
94-3027237		☐ replaces or ☑ amends a previously filed claim dated 7/17/03

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 ______ (date) to ______ (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

(unsecured)	(secured)	(unsecured priority)	(total)
$ 712,424.01	$ ———	$ ———	$ 712,424.01

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

FILED
SEP 08 2003
BMC

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

THIS SPACE FOR COURT USE ONLY
FILED
SEP 0 8 2003
BMC
Fleming Companies Claim
08596

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)
9/3/2003	Jeffrey S Crozer — Jeffrey S Crozer - Credit Analyst

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

Core-Mark Internationl Proof of Claim - Case #03-10944

Payer #	Assignment	Branch	Doc no	Reference	Ref key 1	Text	Pstg date	Bline date	Arrers	G/L amount	Details
4216		1766	1400139891	904057697	7109847	CREDIT ON ACCOU	01/22/2003	01/20/2003	156	-44 64	Over Payment
4216	0211682820	1756	91498740	0001012234			02/22/2003	02/23/2003	92	4,118 40	Unpaid Invoice
4216	0211682810	1756	91500399	0001012233			02/24/2003	02/25/2003	90	5,939 34	Unpaid Invoice
4216	0211682830	1756	91502173	0001012235			02/25/2003	02/26/2003	89	6,942 60	Unpaid Invoice
4216	0211683500	1756	91503980	0001015936			02/26/2003	02/27/2003	88	7,298 28	Unpaid Invoice
4216	0211683510	1756	91503981	0001015937			02/26/2003	02/27/2003	88	4,118 40	Unpaid Invoice
4216	0211684350	1756	91517391	0001019259			03/03/2003	03/11/2003	76	5,609 34	Unpaid Invoice
4216	0211685610	1756	91517392	0001023383			03/06/2003	03/11/2003	76	7,325 28	Unpaid Invoice
4216	0211686180	1756	91518951	0001025978			03/11/2003	03/12/2003	75	6,920 64	Unpaid Invoice
4216	0211686470	1756	91518952	0001026850			03/11/2003	03/12/2003	75	4,118 40	Unpaid Invoice
4216	0211687500	1756	91525673	0001030224			03/16/2003	03/18/2003	69	6,531 60	Unpaid Invoice
4216	0211687810	1756	91527004	0001031577			03/18/2003	03/19/2003	68	7,240 56	Unpaid Invoice
4216	0211689010	1756	91536391	0001035990			03/25/2003	03/26/2003	61	7,013 10	Unpaid Invoice
4216	0211689020	1756	91536392	0001035991			03/25/2003	03/26/2003	61	4,305 60	Unpaid Invoice
4216	0071200450	1757	91502174	0001013246			02/25/2003	02/26/2003	89	4,710 88	Unpaid Invoice
4216	0071200730	1757	91502175	0001015040			02/25/2003	02/26/2003	89	7,785 66	Unpaid Invoice
4216	0071201800	1757	91517393	0001019457			03/03/2003	03/11/2003	76	8,068 44	Unpaid Invoice
4216	0071201810	1757	91517394	0001019484			03/04/2003	03/11/2003	76	4,680 08	Unpaid Invoice
4216	0071202720	1757	91517395	0001022888			03/06/2003	03/11/2003	76	8,261 64	Unpaid Invoice
4216	0071204010	1757	91520396	0001027745			03/12/2003	03/13/2003	74	4,159 68	Unpaid Invoice
4216	0071204500	1757	91525674	0001029906			03/14/2003	03/18/2003	69	8,009 04	Unpaid Invoice
4216	0071205600	1757	91538487	0001033406			03/26/2003	03/27/2003	60	4,898 08	Unpaid Invoice
4216	0071205590	1757	91540577	0001033405			03/27/2003	03/28/2003	59	7,797 66	Unpaid Invoice
4216	0071207600	1757	91540578	0001043597			03/27/2003	03/28/2003	59	7,327 38	Unpaid Invoice
4216	0161512140	1764	91502176	0001009733			02/25/2003	02/26/2003	89	8,341 56	Unpaid Invoice
4216	0161513310	1764	91505523	0001013247			02/27/2003	02/28/2003	87	7,711 80	Unpaid Invoice
4216	0161515760	1764	91511517	0001019258			03/04/2003	03/05/2003	82	4,118 40	Unpaid Invoice
4216	0161515130	1764	91517398	0001017581			03/01/2003	03/11/2003	76	8,036 76	Unpaid Invoice
4216	0161515750	1764	91517399	0001019257			03/04/2003	03/11/2003	76	8,382 90	Unpaid Invoice
4216	0161516190	1764	91517400	0001020657			03/06/2003	03/11/2003	76	8,175 84	Unpaid Invoice
4216	0161517430	1764	91517401	0001022889			03/08/2003	03/11/2003	76	9,644 04	Unpaid Invoice
4216	0161518280	1764	91518953	0001025882			03/11/2003	03/12/2003	75	4,159 68	Unpaid Invoice
4216	0161518970	1764	91525675	0001026839			03/16/2003	03/18/2003	69	8,941 26	Unpaid Invoice
4216	0161519770	1764	91525676	0001027746			03/17/2003	03/18/2003	69	8,018 28	Unpaid Invoice
4216	0161522180	1764	91538489	0001033355			03/26/2003	03/27/2003	60	4,346 88	Unpaid Invoice
4216	0161521630	1764	91540580	0001032461			03/27/2003	03/28/2003	59	8,589 36	Unpaid Invoice
4216	0161524410	1764	91540581	0001040040			03/27/2003	03/28/2003	59	8,318 40	Unpaid Invoice
4216	0711040310	1766	91500401	0001004701			02/24/2003	02/25/2003	90	7,703 48	Unpaid Invoice
4216	0711041740	1766	91502177	0001011936			02/25/2003	02/26/2003	89	7,547 02	Unpaid Invoice
4216	0711043800	1766	91517403	0001017794			03/01/2003	03/11/2003	76	7,959 34	Unpaid Invoice
4216	0711043790	1766	91517404	0001017793			03/01/2003	03/11/2003	76	7,185 34	Unpaid Invoice
4216	0711044960	1766	91517405	0001022281			03/06/2003	03/11/2003	76	7,421 48	Unpaid Invoice
4216	0711046640	1766	91522017	0001027059			03/13/2003	03/14/2003	73	8,249 48	Unpaid Invoice
4216	0711048700	1766	91536393	0001031641			03/25/2003	03/26/2003	61	7,742 62	Unpaid Invoice

4216	0711048690	1766	91538490	0001031639			03/26/2003	03/27/2003	60	7,107 10	Unpaid Invoice
4216	0711050470	1766	91540582	0001037173			03/26/2003	03/28/2003	59	7,407 58	Unpaid Invoice
4216	0711050480	1766	91540583	0001037174			03/26/2003	03/28/2003	59	7,371 58	Unpaid Invoice
4216	0711048680	1766	91540584	0001031636			03/27/2003	03/28/2003	59	7,379 26	Unpaid Invoice
4216	2560846760	1770	91448740	0000963422		Re-req inv copy fro	01/02/2003	01/13/2003	133	7,867 90	Unpaid Invoice
4216	0352204750	1771	1600396097		91503985	Balance Due After N	06/20/2003	06/20/2003	5	3,744 00	Unpaid Invoice
4216	0352204010	1771	1600396100		91498741	Balance Due After N	06/20/2003	06/20/2003	5	3,120 00	Unpaid Invoice
4216	0352203580	1771	91497578	0001010036			02/20/2003	02/22/2003	93	7,183 44	Unpaid Invoice
4216	0352204020	1771	91502179	0001011934			02/25/2003	02/26/2003	89	7,225 44	Unpaid Invoice
4216	0352204740	1771	91503984	0001014860			02/26/2003	02/27/2003	88	7,957 50	Unpaid Invoice
4216	0352205160	1771	91503986	0001015975			02/26/2003	02/27/2003	88	9,240 00	Unpaid Invoice
4216	0352204030	1771	91505530	0001012090			02/27/2003	02/28/2003	87	4,118 40	Unpaid Invoice
4216	0352205680	1771	91511519	0001017003			03/04/2003	03/05/2003	82	7,319 70	Unpaid Invoice
4216	0352205700	1771	91511520	0001017005			03/04/2003	03/05/2003	82	4,118 40	Unpaid Invoice
4216	0352207190	1771	91512706	0001021483			03/05/2003	03/06/2003	81	6,228 96	Unpaid Invoice
4216	0352207110	1771	91517413	0001021464			03/05/2003	03/11/2003	76	8,448 00	Unpaid Invoice
4216	0352208310	1771	91517414	0001024282			03/08/2003	03/11/2003	76	7,025 04	Unpaid Invoice
4216	0352209500	1771	91520404	0001027515			03/12/2003	03/13/2003	74	7,581 06	Unpaid Invoice
4216	0352208690	1771	91523348	0001025964			03/14/2003	03/15/2003	72	4,118 40	Unpaid Invoice
4216	0352210060	1771	91525687	0001028858			03/15/2003	03/18/2003	69	4,305 60	Unpaid Invoice
4216	0352211020	1771	91525688	0001031509			03/16/2003	03/18/2003	69	4,118 40	Unpaid Invoice
4216	0352210630	1771	91525689	0001030752			03/17/2003	03/18/2003	69	7,222 26	Unpaid Invoice
4216	0352211030	1771	91525690	0001031510			03/17/2003	03/18/2003	69	8,582 52	Unpaid Invoice
4216	0352211420	1771	91528155	0001032395			03/19/2003	03/20/2003	67	7,962 18	Unpaid Invoice
4216	0352212760	1771	91532584	0001035594			03/22/2003	03/23/2003	64	9,216 00	Unpaid Invoice
4216	0352212770	1771	91533849	0001035595			03/24/2003	03/25/2003	62	9,216 00	Unpaid Invoice
4216	0352211860	1771	91538491	0001033230			03/26/2003	03/27/2003	60	6,934 62	Unpaid Invoice
4216	0352211870	1771	91540587	0001033231			03/27/2003	03/28/2003	59	4,305 60	Unpaid Invoice
4216	0352211450	1771	91540588	0001043598			03/27/2003	03/28/2003	59	8,448 00	Unpaid Invoice
4216	0352212880	1771	91540589	0001035776			03/27/2003	03/28/2003	59	7,619 40	Unpaid Invoice
4216	0352212890	1771	91540590	0001035777			03/27/2003	03/28/2003	59	4,305 60	Unpaid Invoice
4216	0352213770	1771	91540591	0001040041			03/27/2003	03/28/2003	59	4,305 60	Unpaid Invoice
4216	0230734010	1772	1600396101		91517415	Balance Due After N	06/20/2003	06/20/2003	5	6,085 56	Unpaid Invoice
4216	0230736800	1772	1600396102		91524331	Balance Due After N	06/20/2003	06/20/2003	5	7,462 03	Unpaid Invoice
4216	0230735880	1772	91513982	0001020932			03/06/2003	03/07/2003	80	5,744 40	Unpaid Invoice
4216	0230735110	1772	91517416	0001017542			03/05/2003	03/11/2003	76	6,895 62	Unpaid Invoice
4216	0230735970	1772	91518964	0001021200			03/10/2003	03/12/2003	75	6,294 78	Unpaid Invoice
4216	0230737930	1772	91527005	0001028690			03/18/2003	03/19/2003	68	6,479 58	Unpaid Invoice
4216	0230739500	1772	91538492	0001034405			03/26/2003	03/27/2003	60	6,881 40	Unpaid Invoice
4216	0230739510	1772	91538493	0001034481			03/26/2003	03/27/2003	60	6,393 78	Unpaid Invoice
4216	0230740350	1772	91540592	0001040017			03/27/2003	03/28/2003	59	6,448 92	Unpaid Invoice
4216	0651142720	1773	1600396098		91520405	Balance Due After N	06/20/2003	06/20/2003	5	6,899 88	Unpaid Invoice
4216	0651138860	1773	91502180	0001015775			02/25/2003	02/26/2003	89	4,118 40	Unpaid Invoice
4216	0651138690	1773	91502181	0001015237			02/25/2003	02/26/2003	89	6,378 78	Unpaid Invoice
4216	0651138700	1773	91503987	0001015238			02/26/2003	02/27/2003	88	6,511 14	Unpaid Invoice
4216	0651140850	1773	91513983	0001021843			03/06/2003	03/07/2003	80	4,118 40	Unpaid Invoice
4216	0651140840	1773	91517417	0001021841			03/05/2003	03/11/2003	76	8,448 00	Unpaid Invoice

4216	0651141790	1773	91517418	0001024737			03/09/2003	03/11/2003	76	6,222 48	Unpaid Invoice
4216	0651141800	1773	91517419	0001024738			03/09/2003	03/11/2003	76	6,796 50	Unpaid Invoice
4216	0651142460	1773	91518965	0001027239			03/11/2003	03/12/2003	75	6,836 64	Unpaid Invoice
4216	0651142480	1773	91518966	0001027241			03/11/2003	03/12/2003	75	4,118 40	Unpaid Invoice
4216	0651142470	1773	91518967	0001027240			03/11/2003	03/12/2003	75	8,832 00	Unpaid Invoice
4216	0651144270	1773	91538494	0001032545			03/26/2003	03/27/2003	60	4,118 40	Unpaid Invoice
4216	0651145120	1773	91540593	0001034485			03/26/2003	03/28/2003	59	7,633 80	Unpaid Invoice
4216	0441703690	1774	91505531	0001015834			02/27/2003	02/28/2003	87	7,823 24	Unpaid Invoice
4216	0441706610	1774	91517420	0001025302			03/08/2003	03/11/2003	76	8,658 08	Unpaid Invoice
4216	0441708780	1774	91527006	0001032266			03/18/2003	03/19/2003	68	8,429 72	Unpaid Invoice
4216	0441710560	1774	91540594	0001039588			03/25/2003	03/28/2003	59	7,694 38	Unpaid Invoice
4216	0530847100	5062	91520808	0001023316			03/11/2003	03/13/2003	74	6,472 94	Unpaid Invoice
4216	0530845510	5062	91522369	0001015157			03/03/2003	03/14/2003	73	8,697 58	Unpaid Invoice
4216	0530849130	5062	91539101	0001032482			03/26/2003	03/27/2003	60	8,645 58	Unpaid Invoice
4216		1756	1400136602	904042040	P4296-039761	OPEN DEDUCTION	12/04/2002	12/02/2002	205	4,606 50	Unresolved Deduction
4216		1756	1400145285	904072819	21-240174	OPEN DEDUCTION	03/05/2003	03/03/2003	114	250 00	Unresolved Deduction
4216		1756	1400145285	904072819	PU21-03976	OPEN DEDUCTION	03/05/2003	03/03/2003	114	253 56	Unresolved Deduction
4216		1756	1400145983	904076437	PU21-03976-	OPEN DEDUCTION	03/14/2003	03/12/2003	105	233 60	Unresolved Deduction
4216		1757	1400145285	904072819	07-010038	OPEN DEDUCTION	03/05/2003	03/03/2003	114	695 52	Unresolved Deduction
4216		1757	1400145285	904072819	PU07-03976	OPEN DEDUCTION	03/05/2003	03/03/2003	114	105 45	Unresolved Deduction
4216		1764	1400145615	904074228	16-44992TS	OPEN DEDUCTION	03/10/2003	03/06/2003	111	3,600 00	Unresolved Deduction
4216		1773	1400145285	904072819	PU65-03976	OPEN DEDUCTION	03/05/2003	03/03/2003	114	94 92	Unresolved Deduction
4216		1774	1400145285	904072819	UDR011943	OPEN DEDUCTION	03/05/2003	03/03/2003	114	61 15	Unresolved Deduction
4216		5062	1400146435	904078908	53-10474	OPEN DEDUCTION	03/19/2003	03/17/2003	100	950 00	Unresolved Deduction
4216		6440	1400145285	904072819	45-18257	OPEN DEDUCTION	03/05/2003	03/03/2003	114	600 00	Unresolved Deduction
										712,424 01	

NO SUPPORTING FOR DEDUCTIONS
AS CUSTOMER SHORT PAID
BY THESE AMOUNTS

Nestlé Waters

NORTH AMERICA

FILED

2003 JUL 17 AM 10:31

CLERK
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

July 16, 2003

U.S. Bankruptcy Court
Attn: Claims
824 Market Street, 5th Floor
Wilmington, DE 19801

As a result of the Fleming Companies, Inc. Chapter 11 bankruptcy filed on April 1, 2003 (Case #03-10945), we are enclosing our Proof of Claims for Fleming and two of their affiliates as detailed below:

Company Name	Proof of Claim Amount
Fleming Companies, Inc.	(66,127.39)
Core-Mark International, Inc.	835,002.39
Head Distributing Company	38,866.02
Total Claim Amount	807,741.02

Three separate Proof of Claim forms are enclosed for the company names listed above.

Please return a time stamped copy of the Proof of Claims in the three stamped, self-addressed envelopes that are enclosed.

NESTLÈ WATERS NORTH AMERICA, INC.

Brent Stull

By: Brent Stull
Sr. Credit Analyst