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| UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE | | PROOF OF CLAIM | |
| In re CORE-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. | | <input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court. | |
| Name of Creditor and Address GOODMAN FACTORS LTD 3010 LBJ FREEWAY, DALLAS TX <small>034853864814</small> 75234 Double Play Foods 500 E 77th St # 3525 New York NY 10162 | | 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 (972) 241-3297 | | Check here <input checked="" type="checkbox"/> replaces or amends a previously filed claim dated 5/21/03 If this claim <input type="checkbox"/> | |
| CREDITOR TAX ID # 02-0645402 | | ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 1925-CORE | |
| 1. BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (describe briefly) _____ Your social security number _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: right;">(date) (date)</div> | | | |
| 2. DATE DEBT WAS INCURRED _____ 3. IF COURT JUDGMENT, DATE OBTAINED _____ | | | |
| 4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 3628.80 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 3628.80 (total) | | | |
| If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> 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 <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief description of collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> 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 <input type="checkbox"/> Check this box if you have an unsecured priority claim. Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____ <small>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.</small> | |
| 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 Filing Companies Claim  08692 | |
| 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 9/5/03 | | 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) Paul Menlofin VP | |

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

SEP 08 2003

BMC

NAMES OF DEBTOR ENTITIES AND CASE NUMBERS

| | | |
|---|--|--|
| ABCO Food Group, Inc 03-10946(MFW) | Fleming Companies, Inc 03-10945(MFW) | Favar Concepts, Ltd 03-10953(MFW) |
| ABCO Markets, Inc 03-10947(MFW) | Fleming Foods Management Co L.L.C 03-10954(MFW) | Minter-Weisman Co 03-10964(MFW) |
| ABCO Realty Corp 03-10948(MFW) | Fleming Foods of Texas, L.P 03-10955(MFW) | Piggly Wiggly Company 03-10965(MFW) |
| ASI Office Automation, Inc 03-10949(MFW) | Fleming International Ltd 03-10956(MFW) | Progressive Realty, Inc 03-10966(MFW) |
| C/M Products, Inc 03-10952(MFW) | Fleming Supermarkets of Florida, Inc 03-10958(MFW) | Rainbow Food Group Inc 03-10967(MFW) |
| Core-Mark International, Inc 03-10944(MFW) | Fleming Transportation Service, Inc 03-10957(MFW) | Retail Investments, Inc 03-10968(MFW) |
| Core Mark Interrelated Companies, Inc 03-10951(MFW) | Food 4 Less Beverage Company, Inc 03-10959(MFW) | Retail Supermarkets Inc 03-10970(MFW) |
| Core-Mark Mid-Continent, Inc 03-10950(MFW) | Fuelserve, Inc 03-10960(MFW) | RFS Marketing Services, Inc. 03-10971(MFW) |
| Dunigan Fuels, Inc 03-10973(MFW) | General Acceptance Corporation 03-10961(MFW) | Richmar Foods, Inc 03-10972(MFW) |
| Favar Concepts, Ltd 03-10953(MFW) | Head Distributing Company 03-10963(MFW) | |

INSTRUCTIONS FOR FILING PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law in particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to the general rules

DEFINITIONS

DEBTOR

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor

CREDITOR

A creditor is any person, corporation or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed

PROOF OF CLAIM

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the court appointed Claims Agent, Bankruptcy Management Corporation at the address listed on the reverse side of this page

SECURED CLAIM

A claim is a secured claim to the extent that the creditor has a lien on the property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before a bankruptcy case began, in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff) the creditor's claim may be a secured claim. (See also Unsecured Claim)

UNSECURED CLAIM

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full

UNSECURED PRIORITY CLAIM

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed, the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the Claims Agent, Bankruptcy Management Corporation, all of this information is near the top of the notice

Information about Creditor

If not already accurately pre-printed, complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number if any. If (a) anyone else has already filed a proof of claim relating to this debt, (b) if you never received notices from the Claims Agent, Bankruptcy Management Corporation, about this case, (c) if your address differs from that to which the Claims Agent sent this notice, or (d) if this proof of claim replaces or amends a proof of claim that was already filed, check the appropriate boxes on the form.

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2 Date Debt Incurred

Fill in the date when the debt first was owed by the debtor

3 Court Judgments

If you have a court judgment for this debt, state the date the court entered the judgment

4 Total Amount of Claim at Time Case Filed

FILL IN THE TOTAL AMOUNT OF THE ENTIRE CLAIM. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges

5 Secured Claim:

If your claim is a secured claim, check the appropriate boxes in this section. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above)

6 Unsecured Priority Claim

If your claim is an unsecured priority claim (See DEFINITIONS, above), check the appropriate boxes in this section, and state the amount entitled to priority. A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7 Credits

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

Please read - important information. Upon completion of this claim form, you are certifying that the statements herein are true.

Be sure to date the claim and place original signature of claimant or person making the claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

Return claim form and attachments, if any, and a second copy with any attachments to the Claims Agent, Bankruptcy Management Corporation, at the address on the front of this form.

Double Play Foods

500 East 77th Street
Suite #3525
New York, NY 10162

(212) 535-4224
Fax (212) 570-4488

Invoice**DATE****2/28/03****INVOICE NO****731****BILL TO**

Core - Mark Int'l Albuquerque
5600 2nd Streetr NW
Albuquerque, NM 87107

SHIP TO

Core - Mark Int'l Albuquerque
5600 2nd Streetr NW
Albuquerque, NM 87107

P.O. NUMBER**48-0498130****TERMS****Net 21****REPRESENTATIVE****Co - Sales Company****SHIP VIA****Wilson Trucking Corp.****ITEM NO****DESCRIPTION****CASES****CASE PRICE****TOTAL****951**

Overload - made with Nestle Candy Pieces
King Size Display Box

30**120.96****3,628.80****TOTAL****3,628.80**

NOTICE This account has been sold assigned and is payable at Dallas, TX to

Goodman Factor, Inc.

3010 LBJ Freeway / #140

Dallas, TX 75234

Remittance to other than Goodman Factors, Inc does not constitute payment of this invoice Factor must be given notification of any claims, agreements, or merchandise returns which would affect the payment of all or part of this Invoice, on the due date

PHONE (972) 241-3297 / FAX (972) 241-2506

Feb-28-03 03:20P ANNAPOLIS CHOCOLATE
FROM DOUBLE PLAY FOODS TO 1406919889

410 691-9889 P.01
at 2/27/03 9 40 PM Pg 001/001

Straight Bill of Lading - Short Form - Original - Non Negotiable

| | | | |
|-----------|------------------------|---------------|--------------------------------|
| Customer | Double Play Foods | BOL # | 48-0498130 |
| Carrier | Wilson Trucking Corp | Truck # | |
| Shipper | *Double Play Foods | Consignee | *CORE MARK INTL ALBUQUERQUE |
| Address | 7481 D Candlewood Road | Address | 5600 2nd STREET NW |
| Address 2 | Hanover MD 21076 | Address 2 | ALBUQUERQUE NM 87105 |
| Shipper | Paul Thuck | Contact | TIM P. DOERS |
| Telephone | 410-691-9911 | Telephone | 505-713-0577 |
| Ship Date | 2/28/03 | Delivery Date | ASAP PLEASE RETURN |

| Page # | Hazard | Kind of package, description of articles, special marks and exceptions (for hazardous materials first) | Shlds | Weight |
|--------|--------|--|-------|--------|
| 30 | | OVERLOAD MADE WITH NESTLE ITEM = 951 | | |
| | | | 2 | 1140 |
| | | PLEASE DO NOT DOUBLE STACK | | |

DO NOT DOUBLE STACK TRI EXPENSIVE PRODUCT WILL RUSH PERISHABLE
PRODUCT WILL DELIVER ASAP & BE KEPT IN VENT FROM HEAT & DIRECT
SUNLIGHT PURCHASE ORDER # 48-0498130 CALL 505-343-9577 FOR DELIVERY
APPOINTMENT BILL TO DOUBLE PLAY FOODS 500 E 7TH STREET - 1915
YORK NY 10162

The property described above is in apparent good order except as noted
(contents and condition of contents in packages unknown) marked,
labeled, and are in proper condition for transportation according to the
applicable regulations of the department of transportation.

Subject to Section 2 of the conditions of this Bill of Lading, the property described above is to be delivered
to the consignee without recourse to the consignor. The consignor shall
sign the following statement. The carrier shall not make delivery of this
shipment without payment of freight and all other lawful charges.

Except as noted, subject to the classification and marks in effect on the date of this Bill of Lading, the property described above is in apparent good order
except as noted (contents and condition of contents in packages unknown) marked, consigned, and delivered as indicated above which may be a general receipt
being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) does not intend to place it
delivered at said destination if he is to deliver otherwise to deliver to another carrier on the route to said destination. It is mutually agreed as to each carrier of all or any
of said property over all or any portion of said route to destination and as to each party at any time interested in all or any said property that each source to be
performed hereunder shall be subject to all the bill of lading terms and conditions in the governing classification on the date of shipment.

The property described above is received in apparent good order except
as noted

WTRH 2 sup 2/28/03

Freight Charges are

Prepaid Collect Third Party
(Prepaid if nothing is checked)



WTVA
57 050 700

WILSON TRUCKING CORP

CONTRACT SUBJECT TO TERMS AND CONDITIONS IN WTVA 100
CARRIER KNOWLEDGES DOCUMENT AS RECEIPT ONLY

- FEB-25-2003 TUE 11:53 AM

FAX NO.

P. 01

Co-Sales Company
345 EAST PALM LANE
PHOENIX, AZ 85004

Phone: (602) 254-5555
Fax: (602) 254-6939

Wilson

SOLD TO

SHIP TO

| | | | |
|--|---------|--|---------|
| CORE-MARK INT'L ALBUQUERQUE 5600 2nd STREET NW ALBUQUERQUE, NM 87107 () - 00000 | 0106000 | CORE-MARK INT'L ALBUQUERQUE 5600 2nd STREET NW ALBUQUERQUE, NM 87107 () - 00000 | 0106000 |
|--|---------|--|---------|

505 343.9577

| SHIP DATE | ARRIVAL DATE | CUSTOMER P.O. NO. | ORDER DATE | ORDER NO. | F.O.B. | TERMS |
|--------------|----------------------|------------------------|------------|-------------------|---------|-------|
| 3/5/03 | 3/11/03 | 48-0498130 | 2/25/03 | 315506 | Prepaid | |
| SALESREP | SPECIAL INSTRUCTIONS | SHIP VIA (ROUTING) | | SHIPPING COMMENTS | | |
| JOHN ANTHONY | ARRIVAL 03/11/03 | Motor (Common Carrier) | | | | |

| QUAN. | ITEM NO. | PACK | DESCRIPTION | WEIGHT | PRICE | AMOUNT |
|----------------------------------|----------|--------------|------------------------------|--------|----------|---------|
| 20 CA 30 | 951 | 8/24/2.55 OZ | KING SIZE PB CUPS NESTLE PCS | 760 | 120.9600 | 2419 20 |
| <i>Please confirm TAX Ashley</i> | | | | | | |

3608 8e

| TOTAL | 20 | TOTAL WEIGHT | 760 0000 | CUBES | 00 | TOTAL AMOUNT | 2,419 20 |
|-------|----|--------------|----------|-------|----|--------------|----------|
|-------|----|--------------|----------|-------|----|--------------|----------|

THIS IS AN ORDER NOT AN INVOICE

FOR
THE
ACCOUNT
OF

DOUBLE PLAY FOODS
500 E. 77th STREET
NEW YORK CITY, NY 10162

341

Broker #

Page 1 of 1

INVOICE NO. _____
INVOICE DATE _____
TOTAL DOLLARS _____