

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re	Case Number



619671

Bar Date Ref # 2-NVM-86169

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

Presto Products CO
PO Box Pobox 502608
St Louis MO 63150

0354653619671

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.

Creditor Telephone Number ()

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim ☐ 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 IF COURT JUDGMENT, DATE OBTAINED
4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 1070971.19 (unsecured) \$ (secured) \$ (unsecured priority) \$ 1070971.19 (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.

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

9-3-03

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).

Thomas Christensen
Thomas Christensen

Order Delivery
Collections
Dept

THIS SPACE FOR COURT
USE ONLY

FILED

SEP 08 2003

Fleming Companies Claim



08710

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 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, Dunigan 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).



Alcoa
Consumer Products
Presto Products Company

FLEMING INVENTORIES

Finished Goods Inventory

<u>BPCS Item #</u>	<u>Class</u>	<u>Description</u>	<u>Type</u>	<u>Status</u>	<u>Invoice UPC</u>	<u>Carton UPC</u>	<u>On Order Qty</u>	<u>On Order \$</u>	<u>On Hand Qty</u>	<u>On Hand \$</u>	<u>Total Qty</u>	<u>Total \$</u>
002141 18	AC	BYET RSQ 175 12/50 DD	A	87	042187420714				60	\$500 76	60	\$500 76
002176 22	AC	BYET RFQ 270 12/40	A	87	042187420653				192	\$1 555 44	192	\$1 555 44
031257 33	AC	BYET 13G 69 3/120 TW PBG	A	96	042187413938				252	\$2 372 12	252	\$2 372 12
031723 26	AC	BYET 13G DS 90 3/100 CRG HC	A	87	042187423487				208	\$2 740 25	208	\$2 740 25
041516 22	CB	BYET 30G 85 PCR 6/80 TW PBG	A	96	042187413921				9	\$168 36	9	\$168 36
042030 23	CC	BYET 33G 85 3/100 CRG HC	A	87	042187423470				25	\$403 26	25	\$403 25
041923 12	CD	BYET 39G 95 6/30 DD	A	87	042187421223				1	\$11 30	1	\$11 30
Total Finished Goods Inventory									747	\$7,751 49	747	\$7,751 48

Carton Inventory

<u>BPCS Item #</u>	<u>Class</u>	<u>Description</u>	<u>Type</u>	<u>Status</u>	<u>Invoice UPC</u>	<u>Carton UPC</u>	<u>On Order Qty</u>	<u>On Order \$</u>	<u>On Hand Qty</u>	<u>On Hand \$</u>	<u>Total Qty</u>	<u>Total \$</u>	<u>Carton Cost</u> <u>per 1000</u>
97103592	20	CTN BYET 55C 13G DS 90	C	77		0-42187 42069 1	0	\$0 00	315	\$36 86	315	\$36 86	\$117 00
97103600	20	CTN BYET 50C 30G TW 85 DD	C	77		0-42187-42073-8	0	\$0 00	16 360	\$3 336 58	16 360	\$3 336 58	\$203 95
97103618	20	CTN BYET 35C 33G 85	C	77		0-42187-42105-6	0	\$0 00	7 794	\$1 319 62	7 794	\$1 319 62	\$165 49
97103634	20	CTN BYET 30C 39G 95	C	77		0-42187-42122 3	0	\$0 00	27 064	\$5 515 46	27 064	\$5 515 46	\$203 79
97105027	20	CTN BYET 50C RSQ	C	77		0-42187-42071 4	0	\$0 00	14 608	\$1 171 71	14 608	\$1 171 71	\$80 21
97106504	20	CTN BYET 40C RFQ WRO	C	77		0-42187-42065-3	0	\$0 00	1 377	\$125 17	1 377	\$125 17	\$90 90
97107627	20	CTN BYET 100C RSN	C	76		0-42187-40278 9	0	\$0 00	84 612	\$6 951 68	84 612	\$6 951 68	\$82 16
97119796	20	CTN BYET 55C 13G DS 90	C	77		0-42187 42069 1	7 700	\$1 843 00	5 975	\$1 430 12	13 675	\$3 273 11	\$239 35
97120570	20	CTN BYET 100C 33G CRG HC 85	C	77		0-42187-42132 2	0	\$0 00	9 688	\$6 442 54	9 688	\$6 442 54	\$665 00
97120844	20	CTN BYET 100C 13G DS CRG HC 90	C	77		0-42187-42343 2	0	\$0 00	1 497	\$811 37	1 497	\$811 37	\$542 00
97123673	20	CTN BYET 40C RSG	C	77		0-42187-42067 7	26 280	\$3 874 76	0	\$0 00	26 280	\$3 874 76	\$147 44
97123699	20	CTN BYET 40C RFQ	C	77		0-42187-42065-3	13 750	\$1 133 83	34 844	\$2 873 24	48 594	\$4 007 06	\$82 46
9787078	21	PBG BYET 120C 13G TW 69	C	77		0-42187-41393-8	0	\$0 00	5 864	\$1 084 84	5 864	\$1 084 84	\$185 00
Total Carton Inventory							47,730	\$6,851 59	209,998	\$31,099 19	257,728	\$37,950 76	\$2,804 75



FLEMING CHAPTER 11 OUTSTANDING INVOICES

Alcoa Consumer Products

Presto Products Company
670 North Perkins Street
PO Box 2399
Appleton, WI 54912 2399 USA
Tel 1 920 739 9471
Fax 1 920 738 1458

<u>Cust #</u>	<u>PO #</u>	<u>Invoice Date</u>	<u>Invoice Amount</u>	<u>Inv #</u>	<u>Bill To Name</u>	<u>City</u>	<u>State</u>
2008	118179	20030218	9,791 74	930579	FLEMING COMPANIES INC	MIAMI	FL
2007	778419-ME	20030224	7,293 03	931245	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2068	553824-LI	20030224	6,425 16	931255	FLEMING COMPANIES INC	LINCOLN	NE
2086	999470	20030224	14,621 38	931260	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2216	741131-SC	20030224	11,339 74	931285	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2493	016266-HW	20030224	4,416 40	931299	FLEMING COMPANIES	KAPOLEI	HI
3533	381466-PX	20030224	6,486 89	931343	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3693	184448-GA	20030224	8,218 48	931352	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
5582	651067-NE	20030224	5,060 13	931376	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6411	627471-TG	20030224	4,860 97	931400	FLEMING COMPANIES	OKLAHOMA CITY	OK
2087	220471-MA	20030225	20,626 65	931437	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2087	252203-MA	20030225	4,298 70	931438	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2214	203952-FS	20030225	21,718 98	931449	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3556	336826-SL	20030225	8,980 62	931464	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3693	234376-GA	20030225	12,493 86	931467	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2008	814690-MM	20030226	18,444 88	931529	FLEMING COMPANIES INC	MIAMI	FL
2067	728763-KC	20030226	4,495 55	931533	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2068	565926-LI	20030226	5,509 08	931535	FLEMING COMPANIES INC	LINCOLN	NE
2068	578605-LI	20030226	10,217 85	931536	FLEMING COMPANIES INC	LINCOLN	NE
2589	999683	20030226	7,900 59	931563	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6022	384492-IN	20030226	2,370 24	931596	FLEMING COMPANIES INC IN	OKLAHOMA CITY	OK
6022	384493-IN	20030226	13,478 40	931597	FLEMING COMPANIES INC IN	OKLAHOMA CITY	OK
6022	384489-IN	20030226	11,733 83	931598	FLEMING COMPANIES INC IN	OKLAHOMA CITY	OK
6413	997238	20030226	2,790 19	931608	FLEMING COMPANIES	OKLAHOMA CITY	OK
2075	33499-WVK	20030227	10,336 37	931659	FLEMING COMPANIES INC	WAUKESHA	WI
2086	702963	20030227	4,281 17	931660	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3580	391535-NA	20030227	10,563 39	931709	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6409	064389-KG	20030227	14,889 85	931730	FLEMING COMPANIES	OKLAHOMA CITY	OK
6409	080755-KG	20030227	7,216 80	931731	FLEMING COMPANIES	OKLAHOMA CITY	OK
6412	491963-MG	20030227	1,669 90	931732	FLEMING COMPANIES	OKLAHOMA CITY	OK
2086	702142	20030228	5,700 13	931766	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2008	826780-MM	20030228	13,095 22	931901	FLEMING COMPANIES INC	MIAMI	FL
2007	812444-ME	20030303	10,868 54	931946	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2493	030837-HW	20030303	2,545 16	931982	FLEMING COMPANIES	KAPOLEI	HI
5582	676463-NE	20030303	2,907 19	932045	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6412	510511-MG	20030303	1,203 60	932063	FLEMING COMPANIES	OKLAHOMA CITY	OK
2086	704188	20030304	3,931 94	932104	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2216	819945-SC	20030304	16,491 33	932117	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2087	283227-MA	20030305	27,728 54	932273	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6278	734799-TU	20030513	5,862 77	932371	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6278	734798-TU	20030305	4,858 44	932372	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6411	644444-TG	20030305	7,513 67	932374	FLEMING COMPANIES	OKLAHOMA CITY	OK
2067	752252-KC	20030306	6,052 27	932479	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2067	775779-KC	20030306	5,302 30	932480	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2068	620189-LI	20030306	5,512 11	932481	FLEMING COMPANIES INC	LINCOLN	NE
2589	702926	20030306	12,196 93	932501	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2007	836793-ME	20030307	8,402 19	932577	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2075	33864-WVK	20030307	4,962 37	932588	FLEMING COMPANIES INC	WAUKESHA	WI
2493	048386-HW	20030307	2,243 94	932615	FLEMING COMPANIES	KAPOLEI	HI



FLEMING CHAPTER 11 OUTSTANDING INVOICES

Alcoa Consumer Products

Presto Products Company
670 North Perkins Street
PO Box 2399
Appleton, WI 54912 2399 USA
Tel 1 920 739 9471
Fax 1 920 738 1458

<u>Cust #</u>	<u>PO #</u>	<u>Invoice Date</u>	<u>Invoice Amount</u>	<u>Inv #</u>	<u>Bill To Name</u>	<u>City</u>	<u>State</u>
6409	113574-KG	20030307	6,914 82	932680	FLEMING COMPANIES	OKLAHOMA CITY	OK
6412	529068-MG	20030307	1,058 19	932681	FLEMING COMPANIES	OKLAHOMA CITY	OK
2216	846042-SC	20030310	6,443 22	932760	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2418	735405-LF	20030310	7,134 41	932768	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3533	440695-PX	20030310	14,478 10	932804	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6409	113931-KG	20030310	1,091 20	932852	FLEMING COMPANIES	OKLAHOMA CITY	OK
6411	657951-TG	20030310	2,509 39	932853	FLEMING COMPANIES	OKLAHOMA CITY	OK
6411	660186-TG	20030310	954 80	932854	FLEMING COMPANIES	OKLAHOMA CITY	OK
6412	513675-MG	20030310	2,046 00	932855	FLEMING COMPANIES	OKLAHOMA CITY	OK
6412	532136-MG	20030310	954 80	932856	FLEMING COMPANIES	OKLAHOMA CITY	OK
2008	863262-MM	20030311	3,969 59	932890	FLEMING COMPANIES INC	MIAMI	FL
2066	524267-GE	20030311	17,056 84	932901	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
5582	723930-NE	20030311	6,258 94	933014	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2068	626225-LI	20030312	5,442 53	933065	FLEMING COMPANIES INC	LINCOLN	NE
2068	638181-LI	20030312	1,526 38	933066	FLEMING COMPANIES INC	LINCOLN	NE
6409	135566-KG	20030312	2,929 68	933160	FLEMING COMPANIES	OKLAHOMA CITY	OK
6411	671484-TG	20030312	3,155 56	933161	FLEMING COMPANIES	OKLAHOMA CITY	OK
2087	314571-MA	20030314	8,092 39	933279	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3556	450324-SL	20030314	5,203 79	933345	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3580	484743-NA	20030314	219 52	933346	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3580	484744-NA	20030314	12,105 94	933347	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
3693	353009-GA	20030314	10,313 88	933349	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2068	656028-LI	20030317	1,462 36	933407	FLEMING COMPANIES INC	LINCOLN	NE
2075	34268-WK	20030317	17,629 36	933410	FLEMING COMPANIES INC	WAUKESHA	WI
2086	704637	20030317	13,256 68	933412	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2086	706502	20030317	14,925 73	933413	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2086	707232	20030317	2,441 69	933414	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2095	608535-WV	20030317	27,311 09	933415	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2214	303761-FS	20030317	11,366 97	933437	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2216	898209-SC	20030317	12,677 59	933438	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2216	016890-SC	20030317	5,204 00	933439	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6411	677148-TG	20030317	1,488 00	933541	FLEMING COMPANIES	OKLAHOMA CITY	OK
2068	673555-LI	20030318	12,061 83	933583	FLEMING COMPANIES INC	LINCOLN	NE
6412	575651-MG	20030318	3,979 94	933681	FLEMING COMPANIES	OKLAHOMA CITY	OK
3693	392122-GA	20030319	7,398 90	933796	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2087	345805-MA	20030320	8,712 87	933951	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2075	34585-WK	20030321	7,736 54	934115	FLEMING COMPANIES INC	WAUKESHA	WI
6022	384490-IN	20030226	30261	931599	FLEMING COMPANIES INC IN	OKLAHOMA CITY	OK
6097	166281-NJ	20030226	32026 65	931600	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6097	166282-NJ	20030225	34021 98	931499	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
6097	166283-NJ	20030226	30842 48	931601	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2067	728762-KC	20030226	1187 45	931534	FLEMING COMPANIES INC	OKLAHOMA CITY	OK
2008	826761-MM	20030228	31652 48	931900	FLEMING COMPANIES INC	MIAMI	FL
			847,415 02				

Fleming

TEXAS COMMERCE
SAN ANGELO, TX

No. 23571214
AG

OK 26647, OK 26647, OK 26647

Pay

Date

Amount

03/24/03

*VOID*VOID*VOID*

Pay
To
The
Order
Of

PRESTO PRODUCTS CO
P.O. BOX 502608
ST. LOUIS, MO 63150

COPY NOT NEGOTIABLE
COPY NOT NEGOTIABLE
COPY NOT NEGOTIABLE
COPY NOT NEGOTIABLE

INVOICE DETAIL ONLY -- NOT NEGOTIABLE

RDWY
Fleming

3927995749

Took deduction on Chapter 11 Invo. 11-5

200507

0288

When corresponding refer to ==> 23571214

Division	Invoice Date	Receipt Date	Inv No / Credit Request	Amount	Discount
LACROSSE	03/19/03	03/20/03	00933412REPAY	✓132.02	0.00
LACROSSE	03/19/03	03/20/03	00933413REPAY	✓179.40	0.00
CORPORATE CATEGORY MARKETING	03/10/03	03/12/03	CCM99544-2	✓177,853.93	0.00
WASAW	03/17/03	03/19/03	AAU937158	✓1,428.02	0.00
KANSAS CITY	03/06/03	03/10/03	KCU962142	✓580.22	0.00
CORPORATE CATEGORY MARKETING	03/14/03	03/18/03	PRO100356-SHOW	-500.00	0.00
GMD - KING OF PRUSSIA	03/12/03	02/19/03	KGL246564	-250.00	0.00
GMD - TOPEKA	03/12/03	03/13/03	TGU909320	-208.75	0.00
LACROSSE	03/17/03	00/00/00	LAC000009334130	✓-179.40	0.00
KANSAS CITY	03/06/03	03/10/03	KCU962162	✓178.10	0.00
LACROSSE	03/17/03	00/00/00	LAC000009334120	✓-131.92	0.00
LINCOLN	03/12/03	03/14/03	LIU970019	✓-87.78	0.00
NASHVILLE	03/14/03	03/16/03	NAU958955	✓-71.78	0.00
GENEVA	03/11/03	03/12/03	GEU953312	✓-56.35	0.00
PHOENIX	03/10/03	03/11/03	PKU901268	✓-25.01	0.00
GMD - TOPEKA	03/10/03	03/11/03	TGU909315	✓-24.80	0.00
TULSA	01/13/03	03/14/03	OKR304045	✓-17.55	0.00
GMD MEMPHIS	03/07/03	03/09/03	MGU909716	✓-15.64	0.00
LAFAYETTE	03/10/03	03/12/03	LFU920260	✓-11.54	0.00
MIAMI	03/11/03	03/13/03	MIU931482	✓-11.51	0.00
RETAIL SERVICE (COUPONS)	02/25/03	03/20/03	CP0780052	✓-3.08	0.00
LACROSSE	03/17/03	00/00/00	LAC000009334120	✓-0.10	0.00
TULSA	02/19/03	02/21/03	00930838	360.75	-7.22
GENEVA	02/13/03	02/16/03	00930178	1,992.87	-39.86
TULSA	02/13/03	02/17/03	00930267	2,033.10	-40.66
KANSAS CITY	02/13/03	02/17/03	00930179	2,184.08	-43.68
TULSA	02/19/03	02/21/03	00930837	2,498.40	-49.97
HAWAII	02/17/03	02/03/03	930447	2,577.94	-57.29
NORTH EAST MARYLAND	02/21/03	02/23/03	00931153	2,856.70	-57.13
KANSAS CITY	02/20/03	02/24/03	00930950	3,018.41	-60.37
NORTH EAST MARYLAND	02/14/03	02/16/03	00930358	3,045.36	-60.91
GMD - TOPEKA	02/14/03	02/16/03	00930370	4,519.22	-90.38
LAFAYETTE	02/13/03	02/17/03	00930199	5,372.70	-107.45
TULSA	02/13/03	02/17/03	00930266	5,383.45	-107.67
SALT LAKE CITY	02/17/03	02/19/03	00930488	6,094.02	-121.88
GMD - KING OF PRUSSIA	02/18/03	02/19/03	00930714	6,125.44	-122.51
MILWAUKEE	02/21/03	02/25/03	931083	6,315.01	-126.30



PRESTO PRODUCTS COMPANY

DEBIT MEMO

76616

4/10/03

NET 30 DAYS

PLEASE
REMIT
TO

FRESTO PRODUCTS COMPANY/
PO BOX 502608
ST LOUIS, MO 63150-2608

FLEMING COMPANIES INC
CTF/GARLAND DIVISION
P O BOX 24760
OKLAHOMA CITY OK 73124-0760

CUST# 2005 SHIP TO#
FLEMING COMPANIES INC
CTP/GARLAND DIVISION
P O BOX 24760
OKLAHOMA CITY OK 73124-0760

ITEM NUMBER/UPC	DESCRIPTION	ORDERED	SHIPPED	UM	* NET UNIT PRICE	NET EXTENSION AMT
75218	CUSTOMER RECLAS					177853.93
	TOTAL ORDERED	000				
	TOTAL SHIPPED		000			
	SUB TOTAL					177853 93
	NET INVOICE TOTAL					\$177853 93
	ALLOWABLE CASH DISCOUNT IF PAID WITHIN INVOICE TERMS IS				\$ 00	
	TOTAL PROMOTIONS/DISCOUNTS REFLECTED OFF THIS INVOICE			\$ 00		

debit accrual #1044
cc joe
do not mail

ORDER NUMBER 469019
ORDER DATE 4/10/03

ORDER TYPE - 7
SHIP DATE 4/10/03
DELV DATE 4/10/03

SHIP VIA
SALESMAN 55030
WEIGHT 00

* NET PRICE INCLUDES APPLIED PROMOTIONS/DISCOUNTS

PAGE 1

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

**In re Fleming Companies, Inc et al
Case No 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On February 21, 2006, document(s) were appended to Claim Numbers **4274, 8710 and r721** for the following reason(s)

- ☒ Stipulation and Settlement Agreement
- ☐ Proof of Payment
- ☐ Change of Address Update
- ☐ Withdrawal Notice
- ☒ Other Docket Number 12558 EOD 2/13/06

(Exhibit A to Settlement Agreement)

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)
)	(Jointly Administered)
Debtors)	

**STIPULATION OF ALLOWED GENERAL UNSECURED CLAIM
AND DEEMED DISALLOWANCE/WITHDRAWAL OF
ANY INCONSISTENT GENERAL UNSECURED CLAIM**

Pursuant to the Settlement Agreement between the RCT and Alcoa Inc (including Alcoa Consumer Products), Reynolds Metals Company and Reynolds Consumer Products, Inc (d/b/a Presto Products Company) (hereinafter collectively referred to as "Reynolds") (no further order or approval being required),

IT IS HEREBY STIPULATED AND AGREED

A Reynolds shall have an Allowed Class 6(A) General Unsecured Claim, with all rights afforded pursuant to the Plan², in the amount of \$1,597,612.26, and,

B Any other proof of claim filed by or on behalf of Reynolds or scheduled by the Debtors as a Class 6(A) General Unsecured Claim is deemed disallowed/withdrawn by the effect of this stipulation, and,

¹ The Debtors are the following entities Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark International, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , Dunigan 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 Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc and Its Filing Subsidiaries Under Chapter 11 of the United States Bankruptcy Code (the "Plan")

Doccat 12558
ead 2/13/06

C The distribution to Reynolds, whether New Common Stock under the Plan or otherwise, shall be issued and/or delivered, as the case may be (in the identified ratable proportion if to more than one entity) as follows

<u>Name</u>	<u>Percentage</u>
SPCP Group, LLC	100%

Dated 2/13/06

RECLAMATION CREDITORS' TRUST

By Steve K Kortanek
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ALCOA INC

By Ruth J Mack
Name Ruth J Mack
Title VP, Alcoa, Inc
President, Packaging & Consumer

REYNOLDS METALS COMPANY

By Ruth J Mack
Name Ruth J Mack
Title VP, Alcoa, Inc
President, Packaging & Consumer

and

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REYNOLDS CONSUMER PRODUCTS, INC

By Ruth J Mack
Name Ruth J Mack
Title VP, Alcoa, Inc
President, Packaging & Consumer