

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

PROOF OF CLAIM



675374

Bar Date Ref # 1-NV-72634

In re _____ Case Number _____

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

0354653675374

Best Western richmond Inn
7551 Westminster Hwy
Richmond BC V6X 1A3
Canada

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 604 233-3972

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 Mar 7 + 21 / 2003 **3 IF COURT JUDGMENT, DATE OBTAINED** _____

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 48551 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 48551 (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

THIS SPACE FOR COURT USE ONLY

FILED

SEP 08 2003

DATE SIGNED: Sept 3, 2003

SIGN and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any):
Montana Suzanne Perleau Credit Manager

BMC
Filing Companies Claim

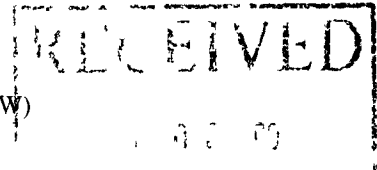
08775

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 al¹) 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:

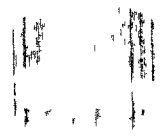
Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue El Segundo CA 90245 (for overnight mail or hand delivery)
P O Box 900 El Segundo CA 90245-0900 (for regular mail)
Telephone 1-888-909-0100

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 Order²
- (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 LLC Fleming Foods of Texas LP 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)



Date 0 / 0 3, 0

Account Number

CoreMark International
Donna Robinson
2924 Jacklin Road
Victoria, BC V9B 3Y5

STATEMENT

Please find below a summary of outstanding invoices

Check out Invoice		Guest Name	Age	Invoice		
Date	Number			Amount	Paid	Bal
03/07/03	253968	Therrien, G	180	147 15	0 00	147 15
05/07/03	254142	Smith, Larr	180	188 42	0 00	188 42
02/21/03	257026	Smith, Larr	166	149 94	0 00	149 94
					Amount due	

Please be so kind as to send payment for the above currently due items
We thank you for your confidence in the Richmond Inn Hotel and Convention
Centre and remain at your disposal for any further services

Yours sincerely,

Accounting Department

Payment Conditions

All invoices should be paid upon receipt

CoreMark International
 Donna Robinson
 2924 Jacklin Road
 Victoria, BC V9B 3Y5

Room Number
 No of Person (+) 1
 Checked out by 1
 Page 1
 Rate \$ -

Arrival 03/06/03
 Departure 03/07/03
 Confirmation # 288827
 Copy of Invoice 253968/2
 A/R Number COREMARVIC
 Mr Gerry Therrien
 Richmond Inn Hotel and Convention Centre, 03/07/03 07 16

Date	Text	Ref#	Debits	Ct
03/06	RM-Feverage #785	CHECK #9256	9256	13 26
03/06	Movie Charges #785	905		16 04
03/06	Room			89 00
03/06	Room G S T			6 25
03/06	Room Tax			8 90
03/07	RM-Food #785	CHECK #9266	9266	13 12
Total				147 55
Balance				147 15 \$

The balance outstanding for this invoice is \$147 15
 I agree that my liability for this bill is not waived and I am personally liable in the event that the indicated person or association fails to pay for any part of the full amount

Guest Signature. _____

GST Room (7 0%) 6 23
 GST F&B (7 0%) 1.58
 GST Misc (7.0%) 0.98
 Total GST (7.0%) 8.79
 GST Vendor # 121463863RT
 Approval Code.

PST Total ()

CoreMark International
 Donna Robinson
 2924 Jacklin Road
 Victoria, BC V9B 3Y5

Room Number
 No of Person(s)
 Checked out by
 Page
 Rate \$

Arrival 03/06/03
 Departure 03/07/03
 Confirmation # 288826
 Copy of Invoice 254142/2
 A/R Number CORIMARVIC
 Mr Larry Smith
 Richmond Inn Hotel and Convention Centre, 03/07/03 14 20

Date	Text	Ref#	Debits
03/06	TT-Food #397 CHECK #1810	1810	68 25
03/06	Movie Charges #397 901		16 04
03/06	Room		89 00
03/06	Room G S T		6 25
03/06	Room Tax		8 90
Total			188 44
Balance			188 44 \$

The balance outstanding for this invoice is \$188.44
 I agree that my liability for this bill is not waived
 personally liable in the event that the indicated persons
 association fails to pay for any part of the full amount

SEE ATTACHED

Guest Signature _____

GST Room (7.0%) 6 23
 GST F&B (7.0%) 3.63
 GST Misc (7 0%) 0 98
 Total GST (7 0%) 10.84
 GST Vendor # 121463863RT
 Approval Code
 PST Total

CoreMark International
 Donna Robinson
 2924 Jacklin Road
 Victoria, BC V9B 3Y5

Room Number
 No of Persons
 Checked out
 Page
 Rate

Arrival 03/20/03
 Departure 03/21/03
 Confirmation # 291951
 Copy of Invoice 257026/2
 A/R Number COREMARVIC
 Mr Larry Smith
 Richmond Inn Hotel and Convention Centre, 03/21/03 11 10

Date	Text	Ref#	Debit
03/20	TT-Food #682	CHECK #4115	4115
03/20	Movie Charges #682	093	6
03/20	Room		19
03/20	Room G S T		6
03/20	Room Tax		3
Total			149 64
Balance			149 64

The balance outstanding for this invoice is \$149 64
 I agree that my liability for this bill is not waived and I agree to be held personally liable in the event that the indicated person, company or association fails to pay for any part of the full amount of these charges

Guest Signature. _____

GST Room (7 0%) 6 23
 GST F&B (7 0%) 1.59
 GST Misc (7 0%) 0 98
 Total GST (7 0%) 8 80
 GST Vendor # 121463863RT
 Approval Code. PST Total 11