

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

In re
Core-Mark Mid-Continent, Inc

Case Number
03-10950



Bar Date Ref #

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

J M SMUCKER LLC
135 S LASALLE
DEPT 4601
CHICAGO IL 60674

0354653000000

☐ 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.

Creditor Telephone Number (330) 684-3305

CREDITOR TAX ID #
03-0434070

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 March, 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 7,429.41 (unsecured) \$ (secured) \$ 14,378.21 (unsecured priority) \$ 21,807.62 (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). Reclamation Claim (See attached)

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
09-04-03

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).
Bruce Jones, Customer Service Manager

THIS SPACE FOR COURT USE ONLY

SEP 08 2003

BMC

Fleming Companies Claim


08956

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

APR -01 03(TUE) 15 40

J M SMUCKER CO

TEL 330 684 3069

P 001

TRANSACTION REPORT

Transmission

Transaction(s) completed

| NO | TX DATE/TIME | DESTINATION | DURATION | PGS | RESULT | MODE |
|-----|--------------|-------------|----------|-----|--------|-------|
| 673 | APR 1 15 38 | 16508723658 | 0° 02 11 | 006 | OK | N ECM |

The J.M. Smucker Company Customer Service

Strawberry Lane
Orrville, Ohio 44667

TO: Mr Michael WalshFROM: Bure JmFAX: (650) 872-3658FAX: (330) 684-3069

PHONE: _____

PHONE: (330) 684-3305PAGES: 6
(Including Cover Sheet)DATE: 4-1-03Reclamation claims - please process.ShankBure

The J.M. Smucker Company
Customer Service

Strawberry Lane
Orrville, Ohio 44667

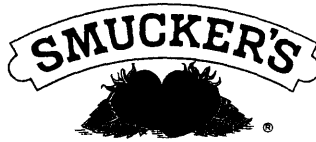
TO Mr Michael Walsh FROM Bruce Jnr
FAX (680) 872-3658 FAX (330) 684-3069
PHONE. _____ PHONE (330) 684-3305
PAGES 6 DATE 4-1-03
(Including Cover Sheet)

Reclamation Claims - please process.

Thanks,

Bruce

This Transmission Contains Confidential Information Intended For Use Only By The Above Named Recipient. Reading, Discussion, Distribution, Or Copying Of This Message Is Strictly Prohibited By Anyone Other Than The Named Recipient, Or His Or Her Employees Or Agents. If You Have Received This Fax In Error, Please Immediately Notify Me By Telephoning (330) 682-3000, And Return The Original Message To The Sender At The Above Address Via The Mail.



Since 1897

April 1, 2003

Mr Michael Walsh
Core-Mark International
Fax (650) 872-3658

Dear Mr Walsh

Please consider this letter the formal demand for reclamation of products received by Core-Mark International on or after March 21, 2003

In addition, this document shall serve as a written demand for either the segregation and immediate return of product (or pick up of product by Smucker's) issued on various invoices dated from March 20th to March 31st, or payment in full in the amount of \$14,378 21

Please be aware that this claim is based on Section 2-702 of the Uniform Commercial Code Thus, we ask that primary consideration be directed toward resolving this matter using the above stated options

It has been indicated that the above-mentioned product, jellies, jams, oils, peanut butter and toppings were shipped from one of our several distribution centers

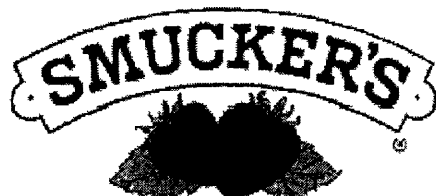
Sincerely,

THE J M SMUCKER COMPANY

Bruce Jones
Customer Service Manager

cc Rob Fox

SALES OFFICES
 ORRVILLE OHIO
 (330) 684 3000
 MEMPHIS TENNESSEE
 (901) 362 3550
 SALINAS CALIFORNIA
 (831) 424 2761



INVOICE

THE J M SMUCKER COMPANY
 CORPORATE OFFICES
 ORRVILLE, OHIO 44667
 Phone (330) 684 3000

| | |
|--------------------------|--------------|
| Invoice Number | Invoice Date |
| 1364223 | 03/21/03 |
| Terms of Sale | |
| 2/17 NET 30 CASH IN BANK | |
| Customer P O | |
| 7-1205940 | |
| Requested Del Date | Order Date |
| 03/24/03 | 03/17/03 |

SOLD TO

CORE-MARK
 31300 MEDALLION STREET
 HAYWARD CA 94540

SHIPPED TO

CORE-MARK
 31300 MEDALLION STREET
 HAYWARD CA 94540

REMIT TO

Page 1 of 1

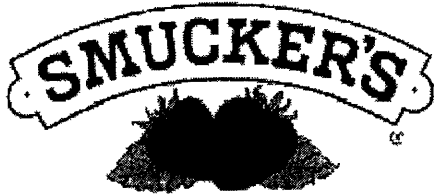
J M SMUCKER LLC
 135 S LASALLE, DEPT 4601
 CHICAGO IL 60674-4601

| CUSTOMER NO | | SHIPPED FROM | | SHIPPED VIA | | SHIPDATE | F O B | | DSM | SHIPMENT METHOD | | | | | | | |
|---------------|---------|---------------|------------|----------------------------|--|-------------|------------|---------------|----------------------|-----------------|--------------|---------|--|------------|--|-----------|---------|
| 3037500 | | 2 SALINAS D | | Viking - Salinas Ter | | 03/20/03 | FOB ORIGIN | | 91999 | TRUCK | | | | | | | |
| ORDERED | SHIPPED | DESCRIPTION | | | | | BROKER | UNIT PRICE | DEDUCTION/ CHARGE | NET PRICE | TOTAL AMOUNT | | | | | | |
| 15 | 15 | 5150025162 | CRISCO | 32 OZ VEGETABLE OIL | | 9025300 | | 17 09 | | 17 09 | 256 35 | | | | | | |
| 36 | 36 | 5150024392 | CRISCO | 16 OZ VEGETABLE OIL | | 9025300 | | 27 89 | | 27 89 | 1004 04 | | | | | | |
| 15 | 15 | 5150024128 | JIF | 18 OZ CREAMY PEANUT BUTTER | | 9025300 | | 20 49 | | 20 49 | 307 35 | | | | | | |
| 57 | 57 | 5150000935 | MARY ELLEN | 10 OZ STRAWBERRY JAM | | 9025300 | | 16 17 | | 16 17 | 921 69 | | | | | | |
| 3 | 3 | CHEP | | CHEP PALLET | | | | | | | 0 00 | | | | | | |
| | | | | | | | | | | | | | | | | | |
| UNITS ORDERED | | UNITS SHIPPED | | BILLWEIGHT | | SHIP WEIGHT | | INVOICE GROSS | | SALES DEDUCTION | | FREIGHT | | NET AMOUNT | | INV TOTAL | 2489 43 |
| 126 | | 126 | | 05000 | | 2222 25 | | 2489 43 | | | | | | 2489 43 | | | |

CASH DISCOUNT ALLOWED ONLY IF PAYMENT IS RECEIVED WITHIN PERIOD SPECIFIED OTHER DEDUCTIONS NOT ALLOWED
 UNLESS COVERED BY OUR WRITTEN AUTHORITY ALL CLAIMS MUST BE MADE WITHIN 10 DAYS OF RECEIPT OF GOODS AND

THE PERISHABLE AGRICULTURAL COMMODITIES LISTED ON THIS INVOICE ARE SOLD SUBJECT TO THE STATUTORY TRUST
 AUTHORIZED BY SECTION 5(C) OF THE PERISHABLE AGRICULTURAL COMMODITIES ACT 1930 (7 U S C 499E(C)) THE SELLER

SALES OFFICES
 ORRVILLE OHIO
 (330) 684 3000
 MEMPHIS, TENNESSEE
 (901) 362 3550
 SALINAS CALIFORNIA
 (831) 424 2761



INVOICE

THE J M SMUCKER COMPANY
 CORPORATE OFFICES
 ORRVILLE OHIO 44667
 Phone (330) 684 3000

| | |
|--------------------------|--------------|
| Invoice Number | Invoice Date |
| 1363006 | 03/19/03 |
| Terms of Sale | |
| 2/17 NET 30 CASH IN BANK | |
| Customer P O | |
| 35-2209960 | |
| Requested Del Date | Order Date |
| 03/20/03 | 03/07/03 |

SOLD TO

CORE-MARK/CORONA
 353 MEYERS CIRCLE
 CORONA CA 91720

SHIPPED TO

CORE-MARK/CORONA
 353 MEYERS CIRCLE
 CORONA CA 91720

REMIT TO

J M SMUCKER LLC
 135 S LASALLE, DEPT 4601
 CHICAGO IL 60674-4601

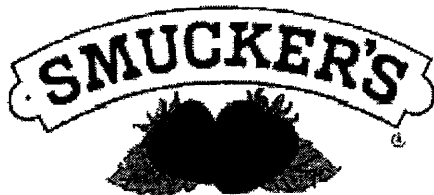
Page 1 of 1

| CUSTOMER NO | | SHIPPED FROM | | SHIPPED VIA | | SHIPDATE | F O B | | DSM | SHIPMENT METHOD | | |
|---------------|---------|---------------|---------|----------------------------|-------------|---------------|-----------------|----------------------|------------|-----------------|---------|--|
| 2257700 | | 2 SALINAS D | | Viking - Salinas Ter | | 03/18/03 | FOB ORIGIN | | 91999 | TRUCK | | |
| ORDERED | SHIPPED | DESCRIPTION | | | | BROKER | UNIT PRICE | DEDUCTION/ CHARGE | NET PRICE | TOTAL AMOUNT | | |
| 120 | 120 | 5150025162 | CRISCO | 32 OZ VEGETABLE OIL | 9025300 | 17 09 | | | 17 09 | 2050 80 | | |
| 9 | 9 | 5150023913 | CRISCO | 1 LB REGULAR SHORTENING | 9025300 | 30 29 | | | 30 29 | 272 61 | | |
| 18 | 18 | 5150024392 | CRISCO | 16 OZ VEGETABLE OIL | 9025300 | 27 89 | | | 27 89 | 502 02 | | |
| 45 | 45 | 5150024128 | JIF | 18 OZ CREAMY PEANUT BUTTER | 9025300 | 20 49 | | | 20 49 | 922 05 | | |
| 110 | 110 | 5150000095 | SMUCKER | 12 OZ STRAWBERRY PRESERVES | 9025300 | 18 31 | | | 18 31 | 2014 10 | | |
| 4 | 4 | CHEP | | CHEP PALLET | | | | | | 0 00 | | |
| UNITS ORDERED | | UNITS SHIPPED | | BILLWEIGHT | SHIP WEIGHT | INVOICE GROSS | SALES DEDUCTION | FREIGHT | NET AMOUNT | INV TOTAL | 5761 58 | |
| 306 | | 306 | | 05000 | 5342 55 | 5761 58 | | | 5761 58 | | | |

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SALES OFFICES
 ORRVILLE OHIO
 (330) 684 3000
 MEMPHIS TENNESSEE
 (901) 362 3550
 SALINAS, CALIFORNIA
 (831) 424 2761



INVOICE

THE J M SMUCKER COMPANY
 CORPORATE OFFICES
 ORRVILLE OHIO 44667
 Phone (330) 684 3000

| | |
|--------------------------|--------------|
| Invoice Number | Invoice Date |
| 1363005 | 03/19/03 |
| Terms of Sale | |
| 2/17 NET 30 CASH IN BANK | |
| Customer P O | |
| 75-0346790 | |
| Requested Del Date | Order Date |
| 03/20/03 | 03/07/03 |

SOLD TO

COREMARK INT L INC
 PO BOX 2547
 FORT WORTH TX 76113 2547

SHIPPED TO

CORE MARK FT WORTH
 6401 WILL ROGERS BLV
 FORT WORTH TX 76134 4207

REMIT TO

J M SMUCKER LLC
 135 S LASALLE DEPT 4601
 CHICAGO IL 60674-4601

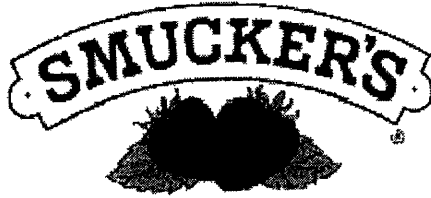
Page 1 of 1

| CUSTOMER NO | | SHIPPED FROM | | SHIPPED VIA | | SHIPDATE | F O B | | DSM | SHIPMENT METHOD | | | | | | | |
|---------------|---------|---------------|--------|-----------------------------|--|-------------|------------|---------------|----------------------|-----------------|--------------|---------|--|------------|--|-----------|---------|
| 2670500 | | 6 MEMPHIS D | | Con-Way Southern Exp | | 03/18/03 | FOB ORIGIN | | 91999 | TRUCK | | | | | | | |
| ORDERED | SHIPPED | DESCRIPTION | | | | | BROKER | UNIT PRICE | DEDUCTION/ CHARGE | NET PRICE | TOTAL AMOUNT | | | | | | |
| 9 | 9 | 5150023913 | CRISCO | 1 LB REGULAR SHORTENING | | | 9025300 | 30 29 | | 30 29 | 272 61 | | | | | | |
| 54 | 54 | 5150024392 | CRISCO | 16 OZ VEGETABLE OIL | | | 9025300 | 27 89 | | 27 89 | 1506 06 | | | | | | |
| 30 | 30 | 5150024191 | JIF | 12 OZ CREAMY PEANUT BUTTER | | | 9025300 | 17 01 | | 17 01 | 510 30 | | | | | | |
| 15 | 15 | 5150024135 | JIF | 18 OZ CRUNCHY PEANUT BUTTER | | | 9025300 | 20 49 | | 20 49 | 307 35 | | | | | | |
| 2 | 2 | CHEP | | CHEP PALLET | | | | | | | 0 00 | | | | | | |
| UNITS ORDERED | | UNITS SHIPPED | | BILLWEIGHT | | SHIP WEIGHT | | INVOICE GROSS | | SALES DEDUCTION | | FREIGHT | | NET AMOUNT | | INV TOTAL | 2596 32 |
| 110 | | 110 | | 05000 | | 2255 55 | | 2596 32 | | | | | | 2596 32 | | | |

CASH DISCOUNT ALLOWED ONLY IF PAYMENT IS RECEIVED WITHIN PERIOD SPECIFIED OTHER DEDUCTIONS NOT ALLOWED
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SALES OFFICES
 ORRVILLE, OHIO
 (330) 684 3000
 MEMPHIS TENNESSEE
 (901) 362 3550
 SALINAS CALIFORNIA
 (831) 424 2761



INVOICE

THE J M SMUCKER COMPANY
 CORPORATE OFFICES
 ORRVILLE OHIO 44667
 Phone (330) 684 3000

| | |
|--------------------------|--------------|
| Invoice Number | Invoice Date |
| 1364699 | 03/23/03 |
| Terms of Sale | |
| 2/17 NET 30 CASH IN BANK | |
| Customer P O | |
| 44-1710130 | |
| Requested Del Date | Order Date |
| 03/26/03 | 03/17/03 |

SOLD TO
 CORE-MARK DISTRIBUTORS
 P O BOX 99
 CLACKAMAS OR 97015

SHIPPED TO
 CORE-MARK DISTRIBUTORS
 13551 S E JOHNSON ROAD
 MILWAUKIE OR 97222

REMIT TO
 J M SMUCKER LLC
 135 S LASALLE, DEPT 4601
 CHICAGO IL 60674-4601

Page 1 of 1

| CUSTOMER NO | | SHIPPED FROM | | SHIPPED VIA | | SHIPDATE | FOB | | DSM | SHIPMENT METHOD | |
|---------------|---------|---------------|---------|----------------------------|-------------|---------------|-----------------|------------|----------------------|-----------------|-------------------|
| 2181000 | | 2 SALINAS D | | Viking - Salinas Ter | | 03/21/03 | FOB ORIGIN | | 91999 | TRUCK | |
| ORDERED | SHIPPED | DESCRIPTION | | | | | BROKER | UNIT PRICE | DEDUCTION/ CHARGE | NET PRICE | TOTAL AMOUNT |
| 30 | 30 | 5150025162 | CRISCO | 32 OZ VEGETABLE OIL | | | 9025300 | 17 09 | | 17 09 | 512 70 |
| 9 | 9 | 5150023913 | CRISCO | 1 LB REGULAR SHORTENING | | | 9025300 | 30 29 | | 30 29 | 272 61 |
| 54 | 54 | 5150024392 | CRISCO | 16 OZ VEGETABLE OIL | | | 9025300 | 27 89 | | 27 89 | 1506 06 |
| 45 | 45 | 5150024128 | JIF | 18 OZ CREAMY PEANUT BUTTER | | | 9025300 | 20 49 | | 20 49 | 922 05 |
| 22 | 22 | 5150002208 | SMUCKER | 12 OZ GRAPE JELLY | | | 9025300 | 14 43 | | 14 43 | 317 46 |
| 3 | 3 | CHEP | | CHEP PALLET | | | | | | | 0 00 |
| UNITS ORDERED | | UNITS SHIPPED | | BILLWEIGHT | SHIP WEIGHT | INVOICE GROSS | SALES DEDUCTION | FREIGHT | NET AMOUNT | | |
| 163 | | 163 | | 05000 | 3284 55 | 3530 88 | | | 3530 88 | | INV TOTAL 3530 88 |

THE PERISHABLE AGRICULTURAL COMMODITIES LISTED ON THIS INVOICE ARE SOLD SUBJECT TO THE STATUTORY TRUST

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| Customer # | Fleming Division | Invoice/Credit # | Invoice/Credit Date | Invoice/Credit Amount | | Division Total | |
|------------|--------------------------|------------------|---------------------|-----------------------|---|----------------|--|
| 30375 | Core-Mark Hayward | 1364223 | March 24, 2003 | \$ 2,489 43 | R | \$ 2,489 43 | |
| 21810 | Core-Mark Clackamas | 1364699 | March 24, 2003 | \$ 3,530 88 | R | \$ 3,530 88 | |
| 22577 | Core-Mark Corona | 1358045 | March 5, 2003 | \$ 7,032 23 | | | |
| | | 1363006 | March 19, 2003 | \$ 5,761 58 | R | \$ 12,793 81 | |
| 26705 | Core-Mark Int Fort Worth | 1361505 | March 19, 2003 | \$ 397 18 | | | |
| | | 1363005 | March 19, 2003 | \$ 2,596 32 | R | \$ 2,993 50 | |

RECLAMATION = \$14,378 21
UNSECURED = \$ 7,429 41

TOTAL = \$ 21,807 62