

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

PROOF OF CLAIM



668518

Bar Date Ref # 1-NV-53577

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.

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.

Name of Creditor and Address

Prima Ventures
1169 Sherwin Rd
Winnipeg MB R3H 0V1
Canada

0354653668518

Creditor Telephone Number (247) 286-5575

CREDITOR TAX ID #

R 692132

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

53577

Check here if this claim

replaces or amends

a previously filed claim dated _____

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 _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED

MAR/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 15,649.77 (unsecured)

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

THIS SPACE FOR COURT USE ONLY

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

FILED
SEP 10 2003
BMC

DATE SIGNED

Sept 5 2003

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)

Heide Kuntz
Clerk

Fleming Companies Claim



09021

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 Favara 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)