UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor FLEMING COMPANIES, INC	Case Number 03-10945-MFW	
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 (The person or other entity to whom the debtor owes money or property) McCORMICK & COMPANY, INC	☐ 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	
Name and address where notices should be sent * Austin Nooney – McCormick & Company, Inc 211 Schilling Circle Hunt Valley, Maryland 21031 Telephone number (410) 527-6050	☐ Check box if you have never received any notices from the bankruptcy court in this case ☑ Check box if the address differs from the address on the envelope sent to you by the court	THIS SPACE IS FOR COURT USE ONLY
Account or other number by which creditor identifies debtor *	Check here ☐ replaces if this claim a previously filed claim, dated _____ ☐ amends	

1 Basis for Claim

☑ Goods sold *
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☑ Other _____ *
(date)

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages, salaries, and compensation (fill out below)
Your SS # _____ _____ _____
Unpaid compensation for services performed
from _____ to _____
(date)

2 Date debt was incurred Various to Petition Date *

3 If court judgment, date obtained N/A

4 Total Amount of Claim at Time Case Filed $2,426,122 26*

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 right of setoff/reclamation*

Value of Collateral $ 1,737,332 74 *

Amount of arrearage and other charges at time case filed including in secured claim, if any $ _____

6 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim
Amount entitled to priority $
Specify the priority of the claim
☐ Wages salaries, or commissions (up to $4 300) 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 $1 950 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 – 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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim *

Date	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).	THIS SPACE IS FOR COURT USE ONLY
9/11/03	PIPER RUDNICK LLP By Daniel J Carrigan, Attorney-in-Fact	FILED SEP 15 2003 BMC Fleming Companies Claim 09540

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571

* Please see Exhibit 1 attached hereto and incorporated herein

~REST1 530726 v1

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

FLEMING COMPANIES, INC et al

Debtors

Chapter 11
Case Nos 03-10945 (MFW)
(Jointly Administered)

EXHIBIT 1 TO PROOF OF CLAIM

A The consideration for this claim (ground of liability) includes, but is not limited to, claims arising from the following

(1) Agreement between McCormick & Company Inc ("Claimant") and Fleming Companies Inc (including the Fleming Retail Group) and its subsidiaries (collectively the "Debtor"), dated February 26, 2003 with respect to, among other things, prior agreements dated December 20, 2001 (as amended by Addenda dated January 31, 2002, March 28, 2003, August 30, 2002) and December 20, 2001, as well as the supply of all of the Debtor's requirements for spices, herbs, seasonings, and flavorings

(2) Agreement between claimant and Debtor dated December 11, 2002 with respect to, among other things, the supply of all of the Debtor's requirements for private label dry seasoning mixes (principal supplier)

(3) Agreement between Claimant and Debtor dated October 4, 2002 with respect to, among other things, the supply of all of the Debtor's requirements for private label spice products (principal supplier)

(4) Agreement between Claimant/Claimant's affiliate, Mojave Foods Corporation ("Mojave"), and Debtor dated as of February 1, 2002 to Supply Military Installation (Installation Names Ft Shafter, Hickam AFT, Pearl Harbor, Barbers Point, Kaneohe Bay and Schofield Barracks) (Hawaii Division) (the "Hawaii Distribution Agreement") under which the Debtor served as the distributor of Claimant/Mojave products at specified military installations

(5) Agreement between Claimant/Mojave and Debtor dated as of February 1, 2002 to Supply Military Installation (Installation Names Laughlin, Brooks AFB, Lackland AFB, Corpus Christi, Kingsville, Randolph, Ft Sam Houston, Ft Hood, and Ft Hood 2 ("Garland Division") (the "Garland Distribution Agreement") under which the Debtor served as the distributor of Claimant/Mojave products at specified military installations

(6) Agreement between Claimant/Mojave and Debtor dated as of February 1, 2002 to Supply Military Installation (Installation Names Ft Riley, Ft Leavenworth, McConnell, Offutt and Whiteman AFB) (Lincoln Division) (the "Lincoln Distribution Agreement") under which the Debtor served as the distributor of Claimant/Mojave products at specified military installations

(7) Agreement between Claimant/Mojave and Debtor dated as of February 1, 2002 to Supply Military Installation (Installation Names Ft Rucker, Gunter AFB, Albany Mc, Maxwell AFB, Tyndall AFB) (Geneva Division) (the "Geneva Distribution Agreement") under which the Debtor served as the distributor of Claimant/Mojave products at specified military installations

(8) Agreement between Claimant/Mojave and Debtor dated as of February 1, 2002 to Supply Military Installation (Installation Names Dugway, Mountain Home, Hill AFB)

(Salt Lake Division) (the "Salt Lake Distribution Agreement") under which the Debtor served as the distributor of Claimant/Mojave products at specified military installations

Under the Agreements described in items 4, 5, 6, 7 and 8, above, Debtor served as the distributor of Claimant/Mojave products at various military installations The Agreements provided that the Debtor was to purchase products from Claimant/Mojave in quantities sufficient for the Debtor to stock and supply the products at such military installations, the Debtor would provide to Claimant/Mojave proof of delivery of the products to the installation, after which Claimant/Mojave would issue payment to Debtor under the Agreements

Claimant has previously sent a reclamation demand to the Debtors for the return of certain products pursuant to 11 U S C §546(C) and Section 2-702 of the Uniform Commercial Code (the "Reclamation Demand") The initial Reclamation Demand involved approximately $1,026,221, further reconciliations have reduced this amount to approximately $936,520 Claimant has previously submitted the documentation which supports its Reclamation Demand to the Debtors in accordance with the Court's Order entered at Docket No 510 Reconciliation of the matters set forth in the Reclamation Demand and the supporting documentation submitted is ongoing

Attached as *Exhibit A* hereto, is a summary based upon the information currently available to the Claimant, of the amounts that remained outstanding with respect to the Debtors at the time the Debtors' Chapter 11 cases were filed (the "Petition Date")

B No judgment has been rendered on this claim to date The amount of all confirmed payments on this claim has been credited and deducted for the purpose of making this Proof of Claim The amount of all payments, if any, received or confirmed after the date this

Proof of Claim is filed will be deducted from the amount claimed This claim is subject to setoff/offset and/or recoupment in favor of Claimant This claim is a secured claim to the extent, if any, that Claimant has rights to secured status under Sections 506 (setoff/offset), 546 (reclamation), and/or 553 (setoff/offset) of the Bankruptcy Code, as to which the Claimant reserves all rights This claim is otherwise a general unsecured claim This claim does not include amounts, if any, to which the Claimant may be entitled as an administrative expense under Sections 503, 507 and/or 546 of the Bankruptcy Code, as to which the Claimant reserves all rights

C The amount of this claim, as well as the extent to which it is secured and/or entitled to priority may change depending upon, inter alia, breaches of the Agreements described in paragraph A , above, further proceedings in the Debtors' Chapter 11 Cases, including, but not limited to, proceedings to assume, reject, or otherwise dispose of executory contracts under Section 365 of the Bankruptcy Code, or otherwise, proceedings with respect to the Reclamation Demand under Section 546 of the Bankruptcy Code and the Court's Orders entered at Docket Nos 510 and 743, proceedings under Sections 361, 362, 363, 506(a) and/or 553 of the Bankruptcy Code, and proceedings with respect to allowance of administrative expenses under Sections 503, 507 and/or 546 of the Bankruptcy Code, action by governmental, quasi-governmental or regulatory authorities, or further investigation with respect to the operation and maintenance of the Debtors' business and property, or the reallocation of the claim among the Debtors In this regard, Claimant has been identified as a creditor or other party-in-interest in the Schedules of Assets and Liabilities ("Schedules") filed by more than one of the Debtors Because Claimant has not yet been able to reconcile its records with each of the references to it in these

Schedules, it has filed substantially identical proofs of claim against each of the Debtors Of course, Claimant seeks only to recover the appropriate amount from each Debtor actually responsible Attached as *Exhibit B*, hereto, is a summary based upon the information currently available to the Claimant, of the amounts that remained outstanding with respect to Debtor, Core-Mark International, Inc , at the Petition Date

D Neither the filing of this Proof of Claim nor any action taken pursuant thereto by or on behalf of Claimant shall affect or impair, or be deemed to affect or impair, the provisions of any documents, certificates or agreements executed and/or delivered to Claimant in connection with any liability or obligation of Debtors or any other party to Claimant, including, without limitation *(1)* any covenant, warranty or other provision contained in any such agreement, document or certificate, and *(2)* any right, remedy, lien or security interest (including, without limitation, the priority of the lien and security interest), and Claimant's rights against any other person or entity created or granted to claimant pursuant to any other agreement, certificate, document or applicable law

E Claimant reserves the right to further amend and supplement this Proof of Claim and/or to file additional proofs of claim for additional claims and/or to file Applications for Allowance of Administrative Expenses Claimant further reserves all rights accruing to it and the filing of this Proof of Claim is not intended to be and shall not be construed as *(1)* an election of remedy, *(2)* a waiver of any past, present or future defaults or events of default, *(3)* a waiver or limitation of any rights of claimant, *(4)* consent to the determination of the Debtors' liability to Claimant by any particular court, including, but not limited to, the Bankruptcy Court, or

(5) consent to the jurisdiction or venue of any particular court, including but not limited to, the Bankruptcy Court

Claimant asserts the following additional claims, to the extent that any such claims exist, as to all of which Claimant expressly reserves and preserves all rights, notwithstanding anything contained in this Proof of Claim *(1)* interest, losses, fees, costs, taxes and charges which, where applicable, have accrued as of the petition date and which continue to accrue, *(2)* attorneys' fees and costs which have been incurred as of petition date, and which continue to be incurred, *(3)* claims for administrative expenses in amounts not fully ascertainable but to be later provided by amendments, *(4)* claims arising out of non-performance and/or breaches of the agreements and documents referenced in this Proof of Claim, *(5)* claims arising out of mismanagement, fraud, negligence, intentional misconduct or any other action of any officer, director, employee, agent, present or former professional or representative of the Debtors, *(6)* rights of reclamation, setoff or recoupment, *(7)* rights to reimbursement or indemnification for any loss, liability, damage, expense or cost, *(8)* rights to estimate contingent claims, and *(9)* claims which may be presently in amounts not fully ascertainable but to be later provided if such claims are estimated and/or liquidated

F Claimant expressly includes a claim, to the extent that any such claim is determined to exist, against each and every one of the Debtor's divisions, subsidiaries, and affiliates, and those purporting to act on their behalf, for imposition of a continuing security interest in proceeds, constructive trusts, equitable liens, subrogation, or any and all of the legal or equitable remedies, rights, and interests to which the Claimant may be entitled Claimant expressly reserves its rights and claims against the Debtor, its divisions, subsidiaries, affiliates,

those purporting to act on their behalf, and their respective creditors under Section 510 of the Bankruptcy Code, 11 U S C §510, including claims of equitable subordination and the right and benefit at law or in equity to all other applicable rights and interests Claimant expressly reserves its rights to supplement the claims against the Debtors and their divisions, subsidiaries, and affiliates and those purporting to act on their behalf after full disclosure of all relevant facts in these bankruptcy proceedings, whether pursuant to Section 1104 or Section 1106 of the Bankruptcy Code, 11 U S C §§1104 and 1106, or pursuant to such adversary actions as may be necessary and appropriate Moreover, this Proof of Claim does expressly include a claim, to the extent that any such claim is determined to exist after a full investigation, against the Debtors, their divisions, subsidiaries and affiliates, whether as debtors or as debtors-in-possession, and all those purporting to act on their behalf for

1 failure to fulfill their contractual and fiduciary obligations to the Claimant,

2 allowing certain persons to exert undue influence and control over the business operations, affairs and decisions of the Debtors and its divisions, subsidiaries, and affiliates to the detriment of the Claimant,

3 negligently undertaking, authorizing or permitting the Debtors to engage or to continue to engage in businesses known to be unprofitable or not capable of becoming profitable,

4 making, causing or permitting to be made misleading statements regarding the businesses of the Debtors,

5 failure to take prudent and appropriate action regarding adverse business conditions affecting the business operations of the Debtors,

6 negligently undertaking, authorizing or permitting excessive borrowings by the Debtors,

7 the failure to require adequate financial and accounting controls for the Debtors and permitting misleading or inadequate internal financial and accounting procedures,

8 the failure to properly disclose all material and relevant facts relating to the financial condition of the Debtors,

9 the failure to disclose the relationship between the Debtors, and certain of its creditors and/or equity interest holders, which would operate to the detriment of the rights and interests of the Claimant,

10 the improper and fraudulent acts of the Debtors by certain persons, contrary to the rights and interests and the representations made to the Claimant,

11 the failure of the independent accountants for the Debtors to disclose the true financial condition of the Debtors and certain improper accounting practices and procedures used by the Debtors and certain improper accounting practices and procedures used by the Debtors and such independent accounting firms,

12 the self-dealing and conflict of interest that certain persons may have had in connection with the Debtors to the detriment of the Claimant, and

13 the improper use, transfer and diversion of the assets of the Debtors to the detriment of the Claimant

Further details concerning these rights, claimants and causes of action cannot be given at this time due to the need for a full investigation into the acts, conduct, assets, liabilities, and financial condition of the Debtors and each of its divisions, subsidiaries and affiliates, and those purporting to act on their behalf

G The supporting documentation for this Proof of Claim including, but not limited to, the documents referenced in paragraphs A and B , above, is voluminous, has previously been supplied to the Debtor and is incorporated herein by reference Consistent with the provisions of certain of these documents, it is Claimant's understanding that both the Debtor and Claimant consider portions of such documents to contain confidential business/commercial information and data, which has not been made available to third parties If this documentation is needed in order for the Debtor to reconcile this Claim, Claimant is prepared to make the information available to the Debtor without revealing it to competitors or other third parties but reserves the right to seek an appropriate protective order from the Court

In addition, Claimant incorporates, by reference, the responses and motions previously filed with this Court at Docket Nos 2334 (07/28/2003), 2360 (07/28/2003), 2365 (07/28/2003), 2578 (07/31/2003) and 2585 (07/31/2003), copies of which were previously served upon counsel for the Debtors, among others

EXHIBIT A

	Claimed by Debtor	Claimed by Claimant	Difference
Warehouse Accrual	201,647 00		
Stocking	10,243 00		
Swell	19,150 00		
McMex	1,682 10		
Private Label Accrual		67,025 20	
Private Label Signing Bonus Advance		526,485 00	
Invoices (Schedule Attached)		1,136,996 75	
Deductions-Invalid (Schedule Attached)		69,531 76	
Returned Checks (Schedule Attached)		626,083 55	
*Military Rollups	380,695 45		
*Military Performance	6,643 08		
*Military Rollups Payments (Schedule Attached)	41,953 03		
FRG Rebates	355,786 00		
Pricing Rebate	595,367 00		
Outstanding Uncashed Checks (Schedule Attached)	80,387 20		
March Product Return - Tulsa Warehouse	43,778 88		
Total	1,737,332 74	2,426,122 26	$ 688,789 52

*A small % may be attributable to Mojave Foods Corporation and/or Signature Brands, LLC

INVOICES

P O #	Invoice Number	Invoice Date	Amount
118173	90138202	2/14/03	2,497 20
3946	90141194	2/20/03	194 64
3947	90141186	2/20/03	274 29
770238-ME	90141495	2/20/03	10,972 80
039243-HW	90149591	3/4/03	33,696 35
039244-HW	90149575	3/4/03	1,279 44
056813-HW	90154270	3/10/03	41,046 16
056814-HW	90154250	3/10/03	798 04
065402-HW	90154278	3/10/03	1,443 14
34538-WK	90155031	3/12/03	809 68
489401-SL	90154229	3/12/03	25,101 30
453501-GS	90155250	3/13/03	3,730 77
571005-MG	90155484	3/13/03	5,816 04
785959-LF	90155245	3/13/03	12,090 36
785960-LF	90155242	3/13/03	1,942 08
708143	90155829	3/14/03	5,590 61
708144	90155832	3/14/03	1,797 84
490609-PX	90159121	3/18/03	8,634 96
490610-PX	90159137	3/18/03	4,277 52
033833-MM	90158928	3/19/03	2,013 84
074398-HW	90159081	3/19/03	30,969 98
074399-HW	90159079	3/19/03	1,061 98
218279	90159975	3/19/03	716 4
34902-WK	90160052	3/19/03	462 71
513136-NA	90159429	3/19/03	22,719 84
513137-NA	90159418	3/19/03	1,149 12
528542-SL	90159110	3/19/03	20,360 52
606105-GE	90158944	3/19/03	10,801 08
606106-GE	90158940	3/19/03	902 16
617794-GE	90158948	3/19/03	11,822 76
617795-GE	90158946	3/19/03	1,087 56
692770-LI	90159106	3/19/03	2,539 33
692784-LI	90159099	3/19/03	3,172 08
692795-LI	90159105	3/19/03	20,241 60
710273	90159568	3/19/03	1,153 80
736818-NE	90159366	3/19/03	2 253 12
823345-KC	90159567	3/19/03	2,823 84
882840-TU	90159360	3/19/03	2,661 12
882841-TU	90159364	3/19/03	22,203 96
882842-TU	90159367	3/19/03	1,255 44
883258-TU	90159369	3/19/03	2,380 80
883260-TU	90159368	3/19/03	370 8
060408-SC	90160373	3/20/03	51,905 52
060410-SC	90160268	3/20/03	5,492 16
068694-SC	90160381	3/20/03	1,128 24
069103-SC	90160270	3/20/03	9,675 00
334741-FS	90160465	3/20/03	10,585 68
334742-FS	90160458	3/20/03	9,026 40
334743-FS	90160460	3/20/03	4,233 36

340657-FS	90160462	3/20/03	1,547 04
340941-FS	90160463	3/20/03	753 12
340942-FS	90160461	3/20/03	4,972 80
444329-GA	90159967	3/20/03	38,077 32
578420-GE	90159503	3/20/03	1,725 36
709066	90159963	3/20/03	2,964 48
709067	90159962	3/20/03	5,913 60
819119-NE	90159943	3/20/03	16,074 24
823344-KC	90160223	3/20/03	31,480 92
823349-KC	90160225	3/20/03	763 92
004586-ME	90160624	3/21/03	100,011 28
004588-ME	90160595	3/21/03	3,695 76
32003	90160207	3/21/03	936 55
594177-MG	90160643	3/21/03	4,368 14
709087	90160200	3/21/03	3,930 89
710705	90160201	3/21/03	5,865 39
710706	90160203	3/21/03	4,173 48
710759	90160206	3/21/03	46,712 22
710760	90160210	3/21/03	7,551 84
710761	90160213	3/21/03	2 450 88
710762	90160211	3/21/03	1,436 40
885280-ME	90160569	3/21/03	34,682 76
885281-ME	90160518	3/21/03	1,594 08
885282-ME	90160529	3/21/03	1,444 32
052608-TU	90162592	3/24/03	1,020 96
052609-TU	90162594	3/24/03	25,731 36
052610-TU	90162593	3/24/03	1,819 20
195705-KG	90161824	3/24/03	12,158 00
35013-WK	90161933	3/24/03	1,752 48
35015-WK	90161930	3/24/03	11,474 76
393511-MA	90161789	3/24/03	33,220 20
408982-MA	90161790	3/24/03	1 646 52
432196-MA	90161792	3/24/03	21,034 20
518488-PX	90162348	3/24/03	13,583 16
518489-PX	90162346	3/24/03	2,358 96
711721	90161151	3/24/03	610 56
019787-HW	90162336	3/25/03	4,751 89
094599-HW	90162349	3/25/03	57,862 11
094600-HW	90162355	3/25/03	1,350 59
112756-SC	90162562	3/25/03	7,780 56
113192-SC	90162559	3/25/03	4,134 96
113200-SC	90162561	3/25/03	44,715 72
371645-FS	90163172	3/25/03	2 026 80
371942-FS	90163175	3/25/03	12,259 08
371943-FS	90163169	3/25/03	8,278 80
371944-FS	90163173	3/25/03	4,146 96
555590-NA	90162572	3/25/03	2,769 84
846332-KC	90162495	3/25/03	12,215 04
846335-KC	90162496	3/25/03	1,642 68
846337-KC	90162498	3/25/03	660 24
35249-WK	90163178	3/26/03	308 46
35359-WK	90163181	3/26/03	21,373 46

35360-WK	90163179	3/26/03	1,447 56
545928-LU	90163783	3/26/03	7,442 52
586230-LU	90163784	3/26/03	13,051 80
653192-GE	90162647	3/26/03	11,335 50
653193-GE	90162639	3/26/03	810
730074-LI	90162947	3/26/03	558
730080-LI	90162948	3/26/03	26,736 77
470647-MA	90164458	3/27/03	5,369 76
470648-MA	90164448	3/27/03	6,143 88
898485-NE	90164899	3/28/03	846 72
MFD	3435377	3/19/03	8,276 48
			1,136,996 75

Invalid Deductions

Reference Number	Doc date	Amount
GAT415778	6/27/02	1,056 24
NAH026465	8/12/02	2,415 00
NAF724600	9/26/02	4,894 56
NCU949498	10/11/02	1,757 48
NCU949593	10/19/02	553 44
NCT600447	12/10/02	240 84
MEC2220229	1/3/03	316 8
LFC2220171	1/3/03	842 4
LUC2220125	1/3/03	672
NCU949843	1/7/03	1,969 92
LUC2220182	1/29/03	460 8
MEU954645	2/5/03	489 6
MAP943045	2/10/03	2,463 30
NEF226790	2/15/03	864
MAP943186	2/18/03	1,975 44
GET403037	2/25/03	2,106 00
MAP943334	2/26/03	1,110 30
KCU961990	3/3/03	334 08
MAP943517	3/3/03	2,675 40
NCU951530	3/3/03	516 24
NAF769968	3/6/03	2,792 16
TUU903792	3/6/03	2,746 08
LIU969846	3/6/03	1,704 00
KCU961994	3/7/03	5,023 80
SLU962020	3/9/03	4,531 32
SLU962019	3/9/03	2,177 04
NEP923153	3/11/03	2,166 10
MAP943699	3/11/03	1,539 30
PXU904171	3/11/03	3,273 60
GEG468997	3/11/03	1,910 79
SLF793772	3/11/03	568 8
LIF788005	3/15/03	427 6
SLF795819	3/15/03	552 96
TUF012172	3/15/03	283 98
MAF107967	3/18/03	3,456 60
NAF772256	3/18/03	1,353 60
MAF107966	3/18/03	1,191 36
PXF230895	3/18/03	899 97
MAP943853	3/19/03	627 18
HWF000015	3/27/03	760 5
HWF000016	3/27/03	641 28
MIG398791	3/29/03	3,189 90
		69,531 76

Returned Checks

Check #	Date	Amount
23570361	3/24/03	$249,320 87
23572738	3/26/03	$89,017 50
23573545	3/27/03	$287,745 18
		$626,083 55

Military Roll-Ups
Payments

Check #	Date	Amount
733154	3/28/03	$22,339 83
733155	3/28/03	$6,023 56
733156	3/28/03	$13,589 64
		$41,953 03

Outstanding Uncashed Checks

Check Number	Check Date	Amount
128498	1/5/99	$ 8,050 00
181930	9/21/99	$ 2,500 00
208841	1/20/00	$ 194 80
208868	1/20/00	$ 196 93
254518	9/1/00	$ 3,000 00
254519	9/1/00	$ 3,000 00
260326	9/29/00	$ 3,000 00
260237	9/29/00	$ 15,000 00
260238	9/29/00	$ 3,000 00
260239	9/29/00	$ 15,000 00
279931	1/9/01	$ 2,921 58
279932	1/9/01	$ 3,233 10
284337	1/30/01	$ 2,450 11
327527	11/9/01	$ 17,746 32
687952	7/5/95	$ 567 36
841733	6/16/97	$ 527 00
		$ 80,387 20

EXHIBIT B

Core-Mark International, Inc

Invoices		Claimed by Debtor	Claimed by Claimant
Number	Dated		
90159719	03/20/2003		658 44
90160216	03/20/2003		1,126 80
90163903	03/27/2003		615 96
Total			2,401 20
Variable Allowance		2,226 52	
Net Claim Amount			174 68
Value of Collateral (right of setoff)			$2,226 52