

Name of Debtor
FLEMING SUPERMARKETS OF FLORIDA, INC

Case Number
03-10958-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
- 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

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

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 *

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FILED
SEP 15 2003
BMC

Fleming Companies Claim

09554

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
9/11/03

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)
PIPER RUDNICK LLP
By Daniel J Carrigan, Attorney-in-Fact

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

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 AFB, 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

| | <u>Claimed by Debtor</u> | <u>Claimed by Claimant</u> | <u>Difference</u> |
|---|---------------------------------|-----------------------------------|--------------------------|
| 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 |
| 39351 I-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 |
| 71172 I | 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

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