ORIGINAL

Bar Date Ref #

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re FLEMING COMPANIES, INC	Case Number 03-10945

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

0354653000000

Downey Wholesale Inc
Geragos & Geragos
350 S Grand Ave
39th Fl
Los Angeles CA 90071-3480

Creditor Telephone Number (213) 625-3900

[ ] 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 TAX I D # 95-4610977

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR Coremark

Check here if this claim [ ] replaces or [ ] amends a previously filed claim dated

1 BASIS FOR CLAIM

X 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 See attached invoices

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE $ 169,838 57 (unsecured) $ ______ (secured) $ n/a (unsecured priority) $ n/a (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 n/a

__ 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 n/a

__ 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 15 2003
BMC

Fleming Companies Claim
09569

DATE SIGNED 9-12-03

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)

Matthew J Geragos
Attorney for Creditor

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

Date 08/27/2003
Time 8 59 AM

Downey Wholesale, Inc.

12906 Telegraph Road
Santa Fe Spring CA 90670

From 05/17/03
To 05/17/03

From Bank 11021
To Bank 11021

Bank Account	Deposit Number	Tran Type	Cust/GL/Vdr Code	Received From	Tran Number	Invoice Number	Deposit Date	Invoice Amount	Discount Taken	Deposit Amount
11021	00001215	DEP	503034	CORE-MARK / L.A 21	37299	0000041518	05/17/03	22380 99	0 00	22380 99
11021	00001215	DEP	503035	CORE-MARK / BAKERSFIELD 23	37300	0000041689	05/17/03	25521 15	0 00	25521 15
11021	00001215	DEP	5030355	CORE-MARK / LAS VEGAS	37301	0000041324	05/17/03	24960 34	0 00	24960 34
11021	00001215	DEP	503036	COREMARK/CORONA	37302	0000037136	05/17/03	18582 76	0 00	18582 76
11021	00001215	DEP	503036	COREMARK/CORONA	37302	0000039770	05/17/03	3602 32	0 00	3602 32
11021	00001215	DEP	503036	COREMARK/CORONA	37302	0000041089	05/17/03	23364 40	0 00	23364 40
11021	00001215	DEP	503036	COREMARK/CORONA	37302	0000041175	05/17/03	1070 99	0 00	1070 99
11021	00001215	DEP	503036	COREMARK/CORONA	37302	0000041375	05/17/03	1872 00	0 00	1872 00
11021	00001215	DEP	503036	COREMARK/CORONA	37302	0000041476	05/17/03	21254 66	0 00	21254 66
11021	00001215	DEP	503036	COREMARK/CORONA	37302	0000041528	05/17/03	27228 96	0 00	27228 96
				Number of Receipts 10		Deposit Totals			0 00	169838 57
Bank Account 11021		Totals		10 Receipts 1 Deposits		Bank Totals			0 00	169838 57
						Grand Total Cash Receipts			0 00	169838 57

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD
SANTA FE SPRINGS, CA 90670
(562) 903-1433
FAX (562) 903-1436

INVOICE

DATE	03/27/03	INV NO	41518
DUE DATE	04/03/03	PAGE NO.	1

503034 SYADA11729815
CORE-MARK / L A 21
CHRIS LADESICH EXT# 219
2311 E. 48TH ST X 8 RECEIVING
LINDA@CORPORATE 800-622-1713 EXT 3102
LOS ANGELES CA 90058

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
11041		NET 7 DAYS	21-1690380		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
501001121136	ARIEL 18/1KG	CASE	30 0	28.9900	869.70
7336071016	ARIZONA GREEN TEA 12/		6.0	11.2900	67 74
8813099463	ARIZONA LEMON TEA 23.	CASE	9.0	16.5000	148 50
7336070925	ARIZONA MU MANGO 24/2	CASE	9.0	16.5000	148 50
8813099464	ARIZONA RASBERRY TEA	CASE	4 0	16.5000	66 00
4800126556	BEST FOODS MAYONNAS 2	CASE	12 0	21.6000	259 20
4800126564	BEST FOODS MAYONNAS 2	CASE	14 0	41.7200	584.08
1580003063	C&H SUGAR 8/5LB	CASE	30.0	15.5000	465 00
7919112120	CASTROL OIL 10W 30 12	CASE	12.0	18.5000	222.00
7919112112	CASTROL OIL 10W40 12/	CASE	24 0	18.5000	444.00
7919112122	CASTROL OIL 20W50 12/	CASE	12.0	18.5000	222.00
2396883121	CHEVRON ATF 12/1QT	CASE	28.0	11.7900	330 12
2396883637	CHEVRON DELO 15/40W 1	CASE	14 0	17 5000	245.00
2396883721	CHEVRON OIL HD 30 1QT	CASE	14.0	11 7500	164.50
2396883724	CHEVRON OIL 10W 30 12	CASE	42 0	11.7500	493 50
2396883725	CHEVRON OIL 10W 40 12	CASE	28.0	11.7500	329 00
2396883726	CHEVRON OIL 20W 50 12	CASE	42.0	11.7500	493.50
2396883723	CHEVRON OIL 5W 30 12	CASE	14 0	11 7500	164.50
2396842272	CHEVRON SYNTHETIC 5W3		4.0	18.0600	72 24
496340	COKE CLASSIC 24/12Z	CASE	24 0	6.8900	165.36
490440	COKE CLASSIC 24/20Z	CASE	1.0	18 1200	18 12
4900000658	COKE CLASSIC DIET 24/		16 0	6 8900	110 24
496580	COKE DIET 24/12Z	CASE	6.0	6 8900	41 34
7066223001	CUP-O-NOODLE BEEF 12/	CASE	55.0	2 7900	153 45
7066223003	CUP-O-NODDLE CHICKN 1	CASE	110.0	2 7900	306 90
7066223002	CUP-O-NOODLE SHRIMP 1	CASE	110.0	2 7900	306.90
7066223004	CUP-O-NOODLE SMK HAM	CASE	11.0	2 7900	30 69
7066223011	CUP-O-NOODLE SPI CHIC		22.0	2 7900	61.38
7066223101	CUP-O-NOODLE W/HOT SA	CASE	11 0	2 7900	30 69

CEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY
ITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER
ONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES
L CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS
OT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD
SANTA FE SPRINGS, CA 90670
(562) 903-1433
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DATE 03/27/03
DUE DATE 04/03/03
INV NO. 41518
PAGE NO 2

503034 SYADA11729815
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LOS ANGELES CA 90058

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
11041		NET 7 DAYS	21-1690380		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
7066223102	CUP-O-NOODLE W/HOT SA	CASE	22.0	2 7900	61 38
1630015670	D DUCK GRAPEFRUIT 1	CASE	11.0	11.9900	131.89
1630015123	D. DUCK GRAPFRUT 24/	CASE	18.0	14.5900	262 62
1630015988	D DUCK ORANGE 12/32	CASE	11 0	13.3900	147 29
1630015984	D. DUCK ORANGE 24/16	CASE	18.0	14 5900	262 62
7929810000	EVIAN WATER 12/1L	CASE	13.0	14 9900	194.87
98710	NAPKIN DISPENSER HI-N	CAE	1.0	32.4000	32 40
7656804238	HAVOLINE ATF MERC/DEX	CASE	2 0	14.0000	28 00
7656800220	HAVOLINE FORMULA 3 HD	CASE	3.0	14.3000	42 90
7656800222	HAVOLINE FORMULA 3 HD	CASE	3.0	14.3000	42 90
7656800212	HAVOLINE FORMULA 3 10	CASE	14 0	14 9800	209 72
7656800206	HAVOLINE FORMULA 3 20	CASE	4 0	14 9800	59.92
7656804212	HAVOLINE TYPE F ATF 1	CASE	6 0	14 2800	85 68
3910102012	JOHNSEN BRAKE FLUID 1	CASE	10.0	9 4900	94 90
3910102812	JOHNSEN POWR STEER FL	CASE	21.0	6 5000	136.50
4178900122	MARUCHAN BEEF INST LU	CASE	10.0	3.8500	38 50
4178900126	MARUCHAN CA VEG12/2.2	CASE	10 0	3.8500	38 50
4178900151	MARUCHAN-CHICKEN12/2.	CASE	60 0	3.8500	231 00
4178900125	MARUCHAN SHRIMP INST	CASE	30.0	4.9900	149.70
7192495217	MOBIL OIL ATF 12/1QT	CASE	4.0	13.2500	53.00
7192494806	MOBIL OIL 10W30 12/1Q	CASE	15.0	12.8900	193.35
7192494801	MOBIL OIL 10W40 12/1Q	CASE	28 0	12.8900	360 92
7192494805	MOBIL OIL 20W50 12/1Q	CASE	14.0	12.8900	180.46
7192494003	MOBIL 1 10W-30 6/1QT	CASE	2.0	23.9900	47.98
2460001003	MORTON SALT IODIZED 2	CASE	14.0	8 7500	122.50
2460001044	MORTON SALT & PEP SH	PACK	28.0	10 2500	287 00
1480021160	MOTTS APPLESAUCE ORIG	CASE	1 0	25.8800	25 88
1480051275	MOTTS CLAMA PICAE 12/	CASE	10 0	22 1600	221 60
1480051274	MOTTS CLAMA PICAN 12/	CASE	32 0	12.9500	414 40

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS. FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

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SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
11041		NET 7 DAYS	21-1690380		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
1480051175	MOTTS CLAMATO 12/16Z	CASE	192 0	12 9500	2486 40
1480051324	MOTTS CLAMATO 12/32Z	CASE	60 0	22 1600	1329 60
94160	NACHOBOWL 6IN HINGED/	CASE	1.0	47 9600	47 96
7331037000	NAPKIN 370 MINI MORNA	CASE	15.0	40 9900	614 85
007480400400	PEAK 100% ANTIFREEZE	CASE	9 0	28 7800	259 02
121290	PEPSI 24/20OZ	CASE	12 0	18 1200	217 44
121300	PEPSI DIET 24/20Z	CASE	6 0	18.1200	108 72
5272915152	REALEMON LEMON JUICE	CASE	7.0	8.1600	57.12
5272915452	REALIME SQUEEZE 24/2	PACK	6 0	8.1600	48 96
7618316372	SNAPPLE FRUIT PUNCH 2	CASE	9 0	14 2500	128 25
7618316356	SNAPPLE PEACH TEA 24/	CASE	63.0	14.2500	897 75
7618316357	SNAPPLE DIET PEACH TE	CASE	45.0	14 2500	641 25
7618316378	SNAPPLE RAS ICE TEA 2	CASE	45 0	14.2500	641 25
7618316374	SNAPPLE ICE TEA REG	CASE	18.0	14 2500	256 50
7618314363	SNAPPLE KIWI STRAWBE	CASE	18.0	14 2500	256 50
7618314369	SNAPPLE PINK LEMONADE	CASE	9.0	14.2500	128.25
7618316364	SNAPPLE MANGO MADN 24	CASE	36 0	14 2500	513 00
3951090000	SoBe ENERGY 12/20 OZ	CASE	8.0	12 3900	99 12
3951080010	SoBe GREEN TEA 12/20	CASE	6 0	12.3900	74 34
3951090040	SoBe LIZARD BLIZZARD	CASE	2.0	12 3900	24 78
3951080040	SOBE ZEIT BLEITD12/20	CASE	6 0	12 3900	74 34
497640	SPRITE 24/20Z	CASE	3 0	18 1200	54 36
2870000021	TREETOP APPLE JUICE	CASE	10.0	14 2500	142 50
4180020300	WELCH GRAPE JUICE 12/	CASE	56.0	14 2500	798 00
4180020150	WELCH GRAPE JUICE 24/	CASE	30.0	14.8000	444 00
4180021000	WELCH GRAPE JUICE 24/	CASE	11.0	12 4800	137 28
4180050300	WELCH GRAPE JELLY 12/	CASE	6.0	12 1000	72 60
7235002007	YOO HOO CHOL 24/15 5	CASE	20 0	15 9500	319 00
780380	7 UP 24/12Z	CASE	8.0	6 5900	52 72

CEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY
THIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER
ONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES
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OT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD
SANTA FE SPRINGS, CA 90670
(562) 903-1433
FAX (562) 903-1436

INVOICE

DATE 03/27/03
DUE DATE 04/03/03
INV NO. 41518
PAGE NO 4

80 40

503034 SYADA11729815
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LINDA@CORPORATE 800-622-1713 EXT 3102
LOS ANGELES CA 90058

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
11041		NET 7 DAYS	21-1690380		CI

DESCRIPTION / ITEM NUMBER		ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
781610	7 UP 24/20Z	CASE	12 0	15.7000	188 40
781620	7 UP DIET 24/20Z	CASE	6.0	15.7000	94.20

Total
1857
3-28-03
11 CHE PIN

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS , PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	22380 99
TAX	0 00
TOTAL	22380 99
NET TO PAY	22380.99

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD.
SANTA FE SPRINGS CA 90670
(562) 903-1433
FAX (562) 903-1436

SR #15606

INVOICE

DATE	03/30/03	INV NO	41689
DUE DATE	04/06/03	PAGE NO	1

503035 SYDH 14031141
CORE-MARK / BAKERSFIELD 23
VERONICA
200 CORE MARK COURT
X ST VERONICA #215
BAKERSFIELD CA 93307

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	23-0740540		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
501001121136	ARIEL 18/1KG	CASE	16 0	28 9900	463 84
00015800050117	C&H SUGAR CUBE 24/1 L	BOX	1.0	15 9500	15.95
1580003011	C&H SUGAR GRAN 24/1#	EACH	37 0	13 9500	516.15
1580003021	C&H SUGAR GRAN 25LB	BAG	23 0	9.4900	218 27
1580003063	C&H SUGAR 8/5LB	CASE	60 0	15.5000	930 00
7919112112	CASTROL OIL 10W40 12/	CASE	84 0	18 5000	1554 00
7919112172	CASTROL OIL HD30 12/	CASE	16 0	18 5000	296 00
2396877179	CHEVRON DELO 15W40 6	CASE	8.0	34 5000	276 00
3910103812	JOHNSEN FIX A FLAT 12	CASE	19 0	14 5000	275.50
3910102012	JOHNSEN BRAKE FLUID 1	CASE	8 0	9 4900	75.92
3910104679	JOHNSEN GAS TRET 12/1	CASE	3 0	9.5000	28 50
3910104688	JOHNSEN OCTANE BOOSTE	CASE	4.0	9.5000	38.00
3910102812	JOHNSEN POWR STEER FL	CASE	6.0	6.5000	39.00
7192494101	MOBIL OIL 30 SAE 12/1	CASE	14.0	12.7900	179.06
7192495217	MOBIL OIL ATF 12/1QT	CASE	8.0	13 2500	106.00
7192494806	MOBIL OIL 10W30 12/1Q	CASE	15.0	12.8900	193.35
7192494801	MOBIL OIL 10W40 12/1Q	CASE	14.0	12 8900	180.46
7192494805	MOBIL OIL 20W50 12/1Q	CASE	7 0	12 9900	90.93
7192494003	MOBIL 1 10W-30 6/1QT	CASE	9.0	23 9900	215.91
7192494001	MOBIL 1 5W30 6/1QT	CASE	6.0	23 9900	143.94
2777700004	MOTORCOOL ANTIFREEZE	CASE	35.0	15 5000	542.50
1480051275	MOTTS CLAMA PICAE 12/	CASE	40.0	22 1600	886.40
1480051274	MOTTS CLAMA PICAN 12/	CASE 1cs Short 1	96.0	12 9500	1243 20
1480051175	MOTTS CLAMATO 12/16Z	CASE 1cs Damaged	288.0	12.9500	3729 60
1480051324	MOTTS CLAMATO 12/32Z	CASE	60.0	22.1600	1329.60
1480051183	MOTTO CLAMATO 24/10OZ	CS	80 0	20 6600	1652.80
3120020000	OC SPRAY CRANBERRY CK	CASE	26 0	18.6000	483.60
7161183312	PENNZOIL ATF 12/1QT	CASE	28 0	15.5000	434 00
7161183569	PENNZOIL 20W50 12/1Q	CASE	9.0	18.9700	170 73

.CEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY
ITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER
ONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES
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SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD
SANTA FE SPRINGS CA 90670
(562) 903-1433
FAX (562) 903-1436

INVOICE

DATE 03/24/03
DUE DATE 03/31/03
INV NO: 41324
PAGE NO 1

5030355
CORE-MARK / LAS VEGAS
JAN MORTON
3950 W HARMON AVE.
APPT DESK (702) 889-7998
LAS VEGAS NV 89103

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	65-1145260		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
200024000	BRAWNY PRINTED TOWEL	CASE	10.0	24 5000	245.00
0015800050117	C&H SUGAR CUBE 24/1 L	BOX	10.0	15 9500	159.50
580003011	C&H SUGAR GRAN 24/1#	EACH	91.0	13.9500	1269 45
580003048	C&H SUGAR GRAN 24/2#	EACH	10.0	26.2900	262.90
919112120	CASTROL OIL 10W 30 12	CASE	72.0	18.9000	1360 80
919112112	CASTROL OIL 10W40 12/	CASE	30 0	18.9000	567 00
919112122	CASTROL OIL 20W50 12/	CASE	24.0	18.9000	453 60
396883121	CHEVRON ATF 12/1QT	CASE	28 0	11.9900	335 72
396877179	CHEVRON DELO 15W40 6	CASE	15.0	35.5000	532 50
396883637	CHEVRON DELO 15/40W 1	CASE	14.0	17.9900	251 86
396883724	CHEVRON OIL 10W 30 12	CASE	28.0	11.9900	335 72
396883726	CHEVRON OIL 20W 50 12	CASE	14.0	11.9900	167.86
396883723	CHEVRON OIL 5W 30 12	CASE	14 0	11.9900	167 86
0041	DELI SHEETS 8 x 10.75	CASE	1 0	29 9000	29.90
330015988	D. DUCK ORANGE 12/32	CASE	11 0	12.9900	142 89
556804238	HAVOLINE ATF MERC/DEX	CASE	14.0	14.0000	196 00
556800220	HAVOLINE FORMULA 3 HD	CASE	14.0	14 3000	200.20
556800222	HAVOLINE FORMULA 3 HD	CASE	14.0	14 3000	200 20
556800208	HAVOLINE FORMULA 3 10	CASE	42.0	14.8800	624.96
556800212	HAVOLINE FORMULA 3 10	CASE	28.0	14.9800	419.44
556800206	HAVOLINE FORMULA 3 20	CASE	14.0	14 9800	209 72
556802924	HAVOLINE OUTBOARD 2CY	CASE	12.0	17.9500	215 40
556804212	HAVOLINE TYPE F ATF 1	CASE	14.0	14.2800	199.92
192495217	MOBIL OIL ATF 12/1QT	CASE	28.0	13.2500	371.00
192494806	MOBIL OIL 10W30 12/1Q	CASE	28 0	12 8900	360.92
192494801	MOBIL OIL 10W40 12/1Q	CASE	28.0	12.8900	360 92
160001003	MORTON SALT IODIZED 2	CASE	14.0	8.7500	122 50
160001044	MORTON SALT & PEP SH	PACK	26 0	10 2500	266.50
331037000	NAPKIN 370 MINI MORNA	CASE	35 0	40 9900	1434.65

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

DOWNEY DISTRIBUTING COMPANY
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INVOICE

DATE 03/24/03
DUE DATE 03/31/03
INV NO 41324
PAGE NO 2

5030355
CORE-MARK / LAS VEGAS
JAN MORTON
3950 W.HARMON AVE.
APPT DESK (702) 889-7998
LAS VEGAS NV 89103

Jesus

Ship To/Remarks

Jesus Arteg 3/25/03

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	65-1145260		CI

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
3120020000	OC SPRAY CRANBERRY CK	CASE	60.0	17.9900	1079.40
3120003829	O.C SPRAY CRANGRAPE 1	CASE	238.0	7.9900	1901.62
007480400400	PEAK 100% ANTIFREEZE	CASE	36.0	28 7800	1036.08
7480410400	PEAK ANTIFREEZE 50/50	CASE	54.0	18 5000	999.00
7161183312	PENNZOIL ATF 12/1QT	CASE	98.0	15.5000	1519 00
7161183539	PENNZOIL HD 30 12/1Q	CASE	56.0	17 2500	966 00
7161185523	PENNZOIL ATF TYPE F 1	CASE	42.0	16 9900	713 58
7161183549	PENNZOIL HD 40 12/1Q	CASE	28.0	17.2500	483.00
7161183653	PENNZOIL 10W 40 12/1Q	CASE	196.0	18.5000	3626.00
7161183609	PENNZOIL 5W30 12/1QT	CASE	28 0	18.5000	518.00
2140050204	SHELL FORMULA 10W-40	CASE	14.0	12.4800	174.72
7413012912	VALVOLINE 10W30 12/1Q	CASE	3.0	18.7500	56 25
4180020150	WELCH GRAPE JUICE 24/	CASE	10.0	14 9200	149 20
4180050300	WELCH GRAPE JELLY 12/	CASE	24.0	11.4000	273 60
	TOTL OF CASE***(1570)****				

EXCHANGED 42 REC BROWN PALLETS

1570cs

Jeremy Marsh
3/25/03

3

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	24960 34
TAX	0 00
TOTAL	24960 34
NET TO PAY	24960 34

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INVOICE

DATE	11/18/02	INV NO.	37136
DUE DATE	11/25/02	PAGE NO	1

503036 SSOH 30666546

COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
ANGIE ext 112/STACIE A/P X 231 # 113 TI
CORONA CA 92879

Ship To/Remarks
CR 14042

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2175150		CL

DESCRIPTION / ITEM NUMBER	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
V8 SPLASH BERRY BLEND 12 CASE	595.0	595.0	7 3900	4397.05
V8 SPLASH CITRUS BLEND 12	119 0	119 0	7.3900	879 41
V8 SPLASH FRUIT MEDLY 12/	238.0	238.0	7.3900	1758 82
V8 SPLASH ORANGE PINE 12/ CASE	238 0	238.0	7 3900	1758.82
V8 SPLASH PEACH LEMON 12/ CASE	119.0	119.0	7.3900	879.41
V8 SPLASH RASP LEMON 12/1 CASE	119.0	119.0	7.3900	879.41
V-8 SPLASH DT STRW/KIWI 1 CASE	118.0	118.0	7.3900	872 02
V8 SPLASH STRAW BANANA 12 CASE	119.0	119.0	7.3900	879.41
V8 SPLASH STRAW KIWI 12/1	595.0	595 0	7 3900	4397.05
V8 SPLASH TROP BLEND 12/1 CASE	595.0	595.0	7.3900	4397 05
V-8 SPLASH DT TROP BLEND CASE	119.0	119.0	7.3900	879 41
TOTL.OF CASE***(2974)****	1			

REC 2973 cs
11-18-02
Robert Flores

1 cs Damaged
14664

25

0

	21977 86
SUB TOTAL	0.00
TAX	21977.86
TOTAL	
	21977.86
NET TO PAY	

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

DOWNEY DISTRIBUTING COMPANY
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INVOICE

DATE	02/10/03	INV NO	39770
DUE DATE	02/17/03	PAGE NO	1

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks
CRK1975

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2200050		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
7336071016	ARIZONA GREEN TEA 12/20		64 0	11.2900	722.56
7336070997	ARIZONA PINA COLADA 12/	CASE	16.0	11.2900	180.64
8813099464	ARIZONA RASBERRY TEA 23	CASE	54 ~~50~~.0	4 over 16 5000	825 00
1690001752	CANADA DRY CLUB SODA 12	CASE	8 0	13 2500	106 00
1690001751	CANADA DRY GINGER ALE 1	CASE	8.0	13.2500	106 00
496340	COKE CLASSIC 24/12Z	CASE	72.0	6 6900	481.68
490450	COKE DIET 24/20 OZ	CASE	12 0	18.1200	217.44
496580	COKE DIET 24/12Z	CASE	16.0	6.6900	107 04
490450	COKE DIET 24/20 OZ	CASE	24.0	18.1200	434.88
1630015123	D. DUCK GRAPFRUT 24/16	CASE	8.0	14.5900	116.72
1630015984	D. DUCK ORANGE 24/16Z	CASE	9.0	14.5900	131 31
549293	DR PEPPER 24/12Z	CASE	8 0	6.6900	53.52
1480000032	MOTTS APPLE JUICE 12/32	CASE	10.0	15.6900	155 33
1480091400	MOTTS APPLE JUICE 12/16	CASE	16.0	6 6000	105 60
1480021160	MOTTS APPLESAUCE ORIG 2	CASE	14.0	22.9600	321 44
1480051274	MOTTS CLAMA PICAN 12/16	CASE	192 0	12 9500	2486.40
1480051175	MOTTS CLAMATO 12/16	CASE	576 0	12 9500	7459 20
1480000051	MOTTS CLAMATO 24/5.5Z	CASE	45 0	9 4900	427 05
94160	NACHOBOWL 6IN HINGED/CL	CASE	3 0	47 9600	143 88
3120021004	OC SPRAY CRANAPPLE 8/48	CASE	10.0	16 1000	161.00
5272915106	REALEMON JUICE 12/8OZ	CASE	10 0	12 4800	124 80
5272915152	REALEMON LEMON JUICE 24	CASE	96.0	8.1600	783 36
5272915452	REALIME SQUEEZE 24/2.5	PACK	48 0	8 1600	391 68
7618316372	SNAPPLE FRUIT PUNCH 24/	CASE	3.0	14.2500	42 75
7618316356	SNAPPLE PEACH TEA 24/16	CASE	54.0	14 2500	769 50
7618316357	SNAPPLE DIET PEACH TEA	CASE	18 0	14 2500	256.50
7618316378	SNAPPLE RASPBERRY TEA 2	CASE	18 0	14 2500	256 50
7618316370	SNAPPLE LEMONADE 24/16Z	CASE	9.0	14.2500	128 25
7618314369	SNAPPLE PINK LEMONADE 2	CASE	9.0	14 2500	128 25
7618314369	SNAPPLE PINK LEMONADE 2	CASE	9.0	14.2500	128.25

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES
ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS
NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

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DATE	02/10/03	INV NO	39770
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503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks

Jesus Ortiz 2/10/03

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
	-	NET 7 DAYS	35-2200050		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
3951040010	SoBe CRAN-GRAPEFRT 12/2	CASE	16 0	12.3200	197 12
3951090000	SoBe ENERGY 12/20 OZ	CASE	16.0	12 3200	197.12
3951080010	SoBe GREEN TEA 12/20 OZ	CASE	32 ~~23~~.0 (over)	12.3200	283 36
3951090040	SoBe LIZARD BLIZZARD 12	CASE	16 0	12 3200	197.12
3951040400	SoBe ORANGE CARROT ELIX	CASE	16.0	12.3200	197 12
3951090010	SoBe POWER 12/20 OZ	CASE	16.0	12.3200	197.12
4180023600	WELCH APPLE JUICE 12/16	CASE	18.0	7 3900	133 02
4180020300	WELCH GRAPE JUICE 12/24	CASE	14.0	14.2800	199.92
4180020150	WELCH GRAPE JUICE 24/12	CASE	60 0	14 9200	895 20
4180021000	WELCH GRAPE JUICE 24/10	CASE	12.0	12 4800	149.76
7235002007	YOO HOO CHOL 24/15.5oz	CASE	40 0	15 8500	634 00
780380	7 UP 24/12Z	CASE	8 0	6.5900	52 72
	TOTL.OF.CASE***(1681)***				

11

2-10-03
Ron Kurz 1694

CCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY
VITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER
IONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES
LL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS
IOT RESPONSIBLE THEREAFTER.

SUB TOTAL	21086 11
TAX	0 00
TOTAL	21086 11
NET TO PAY	21086 11

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FAX (562) 903-1436

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DATE 03/19/03
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INV NO 41089
PAGE NO. 1

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks
CR15401

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2211640		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
4800126556	BEST FOODS MAYONNAS	24CASE	2.0	21.6000	43.20
1580003063	C&H SUGAR 8/5LB	CASE	70.0	15.5000	1085.00
7919112120	CASTROL OIL 10W 30	12/CASE	36.0	18.5000	666.00
7919112112	CASTROL OIL 10W40	12/1CASE	~~42.0~~	18.5000	777 00
7919112122	CASTROL OIL 20W50	12/1CASE	28.0	18.5000	518.00
2396867740	CHEVRON TECHRON 6/12Z	CASE	31.0	23.7500	736.25
7066223001	CUP-O-NOODLE BEEF	12/2CASE	110.0	2.7900	306.90
7066223003	CUP-O-NODDLE CHICKN	12CASE	110.0	2.7900	306 90
7066223002	CUP-O-NOODLE SHRIMP	12CASE	110.0	2.7900	306.90
7066223004	CUP-O-NOODLE SMK HAM	1CASE	11.0	2.7900	30.69
7066223101	CUP-O-NOODLE W/HOT.SAU	CASE	22.0	2.7900	61.38
7066223103	CUP-O-NOODLE W/HOT SAU		11.0	2.7900	30.69
7066223102	CUP-O-NOODLE W/HOT.SAU	CASE	33.0	2.7900	92.07
7656800222	HAVOLINE FORMULA 3 HD	4CASE	14 0	14.3000	200.20
7656804212	HAVOLINE TYPE F ATF	12CASE	14.0	14.2800	199.92
5160000001	L&P WORCESTER SAUCE	12CS	4 0	18.7200	74.88
00017400106744	MAHATMA RICE 18/2 LB	CASE	8.0	20.9500	167.60
7192495217	MOBIL OIL ATF 12/1QT	CASE	14.0	13.2500	185.50
7192494806	MOBIL OIL 10W30 12/1QT	CASE	28.0	12.8900	360.92
7192494801	MOBIL OIL 10W40 12/1QT	CASE	28.0	12.8900	360 92
7192494805	MOBIL OIL 20W50 12/1Q	CASE	14.0	12.9900	181.86
7192494003	MOBIL 1 10W-30 6/1QT	CASE	27.0	23.9900	647.73
7192494001	MOBIL 1 5W30 6/1QT	CASE	5.0	23.9900	119.95
2460001044	MORTON SALT & PEP SHA	PACK	56.0	10.2500	574.00
10014800000235	MOTTS APPLESAUCE W CIN	CAS	10.0	17.9000	179 00
007480400400	PEAK 100% ANTIFREEZE	6CASE	36 0	28.7800	1036 08
7161183569	PENNZOIL 20W50 12/1Q	CASE	36.0	17.8300	641.88
7161183539	PENNZOIL HD 30 12/1Q	CASE	84.0	16.2100	1361.64
7161183857	PENNZOIL PREM OUTBOARD	CASE	14.0	23.5000	329.00
7161183619	PENNZOIL 10W 30 12/1QT	CASE	252.0	17.8300	4493.16

100 short 4/1

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

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DATE 03/19/03
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INV NO 41089
PAGE NO 2

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2211640		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
7161183653	PENNZOIL 10W 40 12/1QT	CASE	252.0	17.6500	4447 80
7161183609	PENNZOIL 5W30 12/1QT	CASE	70.0	18.3100	1281.70
7310203655	QUAKER STATE HD 30 12/	CASE	2.0	18.5600	37.12
2140050089	SHELL FORMULA 10W-30 1	CASE	56.0	12.4800	698.88
7656800054	TEXACO ANTI-FREEZE 6/1	CASE	18.0	24.8400	447 12
7066201302	TOP RAMEN BEEF 24/3Z	CASE	20.0	2.4900	49.80
7413012912	VALVOLINE 10W30 12/1QT	CASE	5.0	18.7500	93.75
4180050500	WELCH GRAPE JELLY 12/1	CASE	16.0	15.7200	251.52
	D TOTL.OF.CASE*** (1699)***				

1 cs short item
CASTROL OIL 10/W40

3-19-03 1698 cs
Ron Kurz

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS. FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES. ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS. NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	23382.91
TAX	0.00
TOTAL	23382.91
NET TO PAY	23382.91

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INVOICE

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DUE DATE 03/27/03
INV NO 41175
PAGE NO 1

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2213790		CL

DESCRIPTION / ITEM NUMBER		ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
18452	OC SPRAY CRAN-RASP 12/	CASE	119 0	9.0000	1071 00

3-20-03
Ron Kurz 119

CEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY
THIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER
NTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES
L CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS
T RESPONSIBLE THEREAFTER.

SUB TOTAL	1071 00
TAX	0 00
TOTAL	1071 00
NET TO PAY	1071 00

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD
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DATE 03/24/03
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INV NO. 41375
PAGE NO 1

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship-To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2215300		CL

DESCRIPTION / ITEM NUMBER		ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
7114205005	ARROWHEAD WATER 6/1G	CASE	360 0	5 2000	1872 00

2008
10
B1

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	1872 00
TAX	0.00
TOTAL	1872 00
NET TO PAY	1872 00

Bryan Tosh
3-25-03
360

DOWNEY DISTRIBUTING COMPANY
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SANTA FE SPRINGS, CA 90670
(562) 903-1433
FAX (562) 903-1436

SP# 15610

INVOICE

DATE 03/26/03
DUE DATE 04/02/03
INV. NO. 41476
PAGE NO 1

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2212980		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
7336071016	ARIZONA GREEN TEA 12/		48.0	11 2900	541 92
7336070997	ARIZONA PINA COLADA 1	CASE	16.0	11 2900	180 64
8813099463	ARIZONA LEMON TEA 23.	CASE	27.0	16 5000	445 50
8813099464	ARIZONA RASBERRY TEA	CASE	36 0	16.5000	594.00
8707400343	BAG BAKERY#6-W31 4553	CASE	5.0	37.9900	189 95
1690001752	CANADA DRY CLUB SODA	CASE	8 0	13.2500	106 00
1690001751	CANADA DRY GINGER ALE	CASE	8.0	13.2500	106 00
496340	COKE CLASSIC 24/12Z	CASE	72.0	6 6900	481 68
490440	COKE CLASSIC 24/20Z	CASE	18 0	18.1200	326 16
496580	COKE DIET 24/12Z	CASE	24.0	6.6900	160 56
490450	COKE DIET 24/20 OZ	CASE	12 0	18.1200	217 44
2184470971	FILM PRIME SOURCE 18X	ESCH	2 0	12.7000	25 40
60041	DELI SHEETS 8 x 10 75	CASE	2 0	29.9900	59 98
1630015670	D DUCK GRAPEFRUIT 1	CASE	11 0	11.9900	131.89
1630015123	D. DUCK GRAPFRUT 24/	CASE	18 0	14.5900	262 62
1630015984	D DUCK ORANGE 24/16	CASE	9 0	14 5900	131.31
549293	DR PEPPER 24/12Z	CASE	-2 -16.0	6.6900	107 04
1480000032	MOTTS APPLE JUICE 12/	CASE	10.0	15 6900	156 90
148003	MOTTS APPLESAUCE 12/2	CASE	11.0	14 4200	158 62
1480051275	MOTTS CLAMA PICAE 12/	CASE	20.0	22 1600	443 20
1480051274	MOTTS CLAMA PICAN 12/	CASE	192.0	12 9500	2486.40
1480051175	MOTTS CLAMATO 12/16Z	CASE	480.0	12.9500	6216 00
1480000051	MOTTS CLAMATO 24/5.5Z	CASE	45.0	9 4900	427 05
1480051183	MOTTQ CLAMATO 24/10OZ	CS	70 0	19 9900	1399 30
94160	NACHOBOWL 6IN HINGED/	CASE	3.0	47 9600	143.88
5272915106	REALEMOM JUICE 12/8OZ	CASE	4 0	12 4800	49.92
5272915152	REALEMON LEMON JUICE	CASE	48.0	8 1600	391 68
5272915452	REALIME SQUEEZE 24/2.	PACK	48.0	8.1600	391.68
7618316372	SNAPPLE FRUIT PUNCH 2	CASE	9.0	14.2500	128.25

3/3

CCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY
/ITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER
IONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES
LL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS
OT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD
SANTA FE SPRINGS CA 90670
(562) 903-1433
FAX (562) 903-1436

INVOICE

DATE 03/26/03 INV NO 41476
DUE DATE 04/02/03 PAGE NO 2

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks

Jesus Ortiz 3/27/03

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2212980		CL

DESCRIPTION / ITEM NUMBER		ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
7618316356	SNAPPLE PEACH TEA 24/	CASE	27 0	14 2500	384 75
7618316357	SNAPPLE DIET PEACH TE	CASE	27 0	14 2500	384 75
7618316378	SNAPPLE RAS ICE TEA 2	CASE	9 0	14 2500	128 25
7618316363	SNAPPLE KIWI STRAW 24	CASE	36 0	14 2500	513 00
7618316364	SNAPPLE MANGO MADN 24	CASE	9 0	14 2500	128 25
7618316364	SNAPPLE MANGO MADN 24	CASE	27 0	14 2500	384 75
3951040010	SoBe CRAN-GRAPEFRT 12	CASE	6 0	12 3200	73 92
3951090000	SoBe ENERGY 12/20 OZ	CASE	16.0	12 3200	197 12
3951080010	SoBe GREEN TEA 12/20	CASE	10 0	12 3200	123 20
3951090040	SoBe LIZARD BLIZZARD	CASE	16.0	12 3200	197 12
3951040400	SoBe ORANGE CARROT EL	CASE	9 0	12 3200	110 88
3951090010	SoBe POWER 12/20 OZ	CASE	5 0	12 3200	61 60
4180023600	WELCH APPLE JUICE 12/	CASE	18 0	7 3900	133 02
4180020300	WELCH GRAPE JUICE 12/	CASE	14 0	14 2800	199 92
4180020150	WELCH GRAPE JUICE 24/	CASE	60 0	14 9200	895 20
4180021000	WELCH GRAPE JUICE 24/	CASE	12 0	12 4800	149 76
7235002007	YOO HOO CHOL 24/15 5	CASE	40 0	15.8500	634 00
781610	7 UP 24/20Z	CASE	6.0	15 7000	94 20
	totl of case****(~~1619~~)*** 1617				

2 cs Dr Pepper Damaged/Refused

9

(R) Bobby Wht 1617
3/27/03

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	21254 66
TAX	0 00
TOTAL	21254 66
NET TO PAY	21254 66

27 Empty Shells returned

RP10

DOWNEY DISTRIBUTING COMPANY
12906 TELEGRAPH RD
SANTA FE SPRINGS, CA 90670
(562) 903-1433
FAX (562) 903-1436

INVOICE

DATE: 03/27/03
DUE DATE: 04/03/03
INV. NO.: 41528
PAGE NO.: 1

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107 /MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512 ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2214350		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
396883637	CHEVRON DELO 15/40W 1	CASE	14.0	17.5000	245.00
800126556	BEST FOODS MAYONNAS 2	CASE	12.0	21.6000	259.20
200024000	BRAWNY PRINTED TOWEL	CASE	20.0	24.9000	498.00
580003063	C&H SUGAR 8/5LB	CASE	80.0	15.5000	1240.00
919112120	CASTROL OIL 10W 30 12	CASE	24.0	18.5000	444.00
919112112	CASTROL OIL 10W40 12/	CASE	14.0	18.5000	259.00
919112122	CASTROL OIL 20W50 12/	CASE	14.0	18.5000	259.00
919112172	CASTROL OIL HD30 12/	CASE	5.0	18.5000	92.50
396883637	CHEVRON DELO 15/40W 1	CASE	14.0	17.5000	245.00
396883490	CHEVRON TWO CYCLE OIL	CASE	14.0	28.2400	395.36
656803696	HAVOLINE DEX-COOL ANT	CASE	9.0	36.2400	326.16
013200100	JUANITA'S MENUDO 12/1	CASE	16.0	10.9900	175.84
192494101	MOBIL OIL 30 SAE 12/1	CASE	14.0	12.8900	180.46
192494806	MOBIL OIL 10W30 12/1Q	CASE	28.0	12.8900	360.92
192494801	MOBIL OIL 10W40 12/1Q	CASE	14.0	12.8900	180.46
192494805	MOBIL OIL 20W50 12/1Q	CASE	28.0	13.2500	371.00
192494001	MOBIL 1 5W30 6/1QT	CASE	2.0	23.9900	47.98
460001003	MORTON SALT IODIZED 2	CASE	56.0	8.7500	490.00
460001001	MORTON PLAIN 24/26OZ	CASE	14.0	8.7500	122.50
460001044	MORTON SALT & PEP SH	PACK	28.0	10.2500	287.00
161183312	PENNZOIL ATF 12/1QT	CASE	84.0	15.5000	1302.00
161183569	PENNZOIL 20W50 12/1Q	CASE	24.0	18.5000	444.00
161183857	PENNZOIL PREM OUTBOAR	CASE	14.0	22.9000	320.60
161183549	PENNZOIL HD 40 12/1Q	CASE	84.0	17.2500	1449.00
161183619	PENNZOIL 10W 30 12/1Q	CASE	336.0	18.5000	6216.00
161183653	PENNZOIL 10W 40 12/1Q	CASE	336.0	18.5000	6216.00
161183609	PENNZOIL 5W30 12/1QT	CASE	216.0	18.5000	3996.00
310236355	QUAKER STATE 10W40	CASE	5.0	19.5600	97.80
656800054	TEXACO ANTI-FREEZE 6/	CASE	27.0	24.8400	670.68

CCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY ITHIN TERMS. FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 - 1/2% PER ONTH ON ALL PAST DUE AMOUNTS. PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES. LL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS. OT RESPONSIBLE THEREAFTER.

SUB TOTAL	
TAX	
TOTAL	
NET TO PAY	

DOWNEY DISTRIBUTING COMPANY
12806 TELEGRAPH RD.
SANTA FE SPRINGS, CA 90670
(562) 903-1433
FAX (562) 903-1436

INVOICE

DATE: 03/27/03 INV NO. 41528
DUE DATE: 04/03/03 PAGE NO. 2

503036 SSOH 30666546
COREMARK/CORONA
MIKE DUNN x 107/MECHELE SHAW x 114
353 MEYER CIRCLE
#1800-662-8512- ext 103 JHON BOLANGER
CORONA CA 92879

Ship To/Remarks

SHIP VIA	FOB	TERMS	YOUR #	OUR #	SALES REP
		NET 7 DAYS	35-2214350		CL

ITEM NUMBER	DESCRIPTION	ORDERED / UNIT MEASURE	SHIPPED / BACKORDERED	UNIT PRICE / ITEM DISCOUNT	EXTENDED PRICE
7413012912	VALVOLINE 10W30 12/1Q	CASE	2.0	18.7500	37.50
4180050300	WELCH GRAPE JELLY 12/	CASE	0.0	12.1500	0.00

3-27-03
15 33

ACCEPTANCE OF THE ABOVE LISTED MERCHANDISE CONSTITUTES AN AGREEMENT TO PAY WITHIN TERMS. FAILURE TO PAY ON TIME WILL RESULT IN A SERVICE CHARGE OF 1 1/2% PER MONTH ON ALL PAST DUE AMOUNTS, PLUS ALL COLLECTION COSTS INCLUDING ATTORNEY FEES. ALL CLAIMS FOR SHORTAGES MUST BE REPORTED WITHIN 24 HOURS. NOT RESPONSIBLE THEREAFTER.

SUB TOTAL	27228.96
TAX	0.00
TOTAL	27228.96
NET TO PAY	27228.96

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re Fleming Companies, Inc et al
Case No 03-10945-(MFW)-11

DOCUMENTS APPENDED TO CLAIM

On February 14, 2006, document(s) were appended to Claim Numbers **9569 and r1097** for the following reason(s)

- ☐ Stipulation and Settlement Order
- ☐ Proof of Payment
- ☐ Change of Address Update
- ☒ Stipulation and Settlement Agreement
- ☒ Other Docket Number 12321 EOD 12-27-05

(Exhibit B to Settlement Agreement)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
Fleming Companies, Inc , et al [3],	)	Case No 03-10945 (MFW)
	)	(Jointly Administered)
Debtors	)	

STIPULATION OF ALLOWED GENERAL UNSECURED CLAIM AND DEEMED DISALLOWANCE/WITHDRAWAL OF ANY INCONSISTENT GENERAL UNSECURED CLAIM

Pursuant to the Settlement Agreement between the RCT and Downey Wholesale, Inc ("Downey") (no further order or approval being required),

IT IS HEREBY STIPULATED AND AGREED

A Downey shall have an Allowed Class 6(A) General Unsecured Claim, with all rights afforded pursuant to the Plan[4], in the amount of $172,129 13, subject to increase in an additional amount of (i) up to a maximum of $-0- in connection with Downey's unreimbursed applicable portion of the Pre-Petition Non-TLV Reclamation Claim Reduction to be addressed by further stipulation solely between Downey and the RCT and (ii) any Disallowed DSD Trust

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[3] The Debtors are the following entities Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark International, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , Dunigan Fuels, Inc , FAVAR 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

[4] Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc and Its Filing Subsidiaries Under Chapter 11 of the United States Bankruptcy Code (the "Plan")

Claim, sought and obtained by Downey in accordance with the terms of the Settlement Agreement between the parties, and,

B Any other proof of claim filed by or on behalf of Downey or scheduled by the Debtors as a Class 6(A) General Unsecured Claim is deemed disallowed/withdrawn by the effect of this stipulation, and,

C The distribution to Downey, whether New Common Stock under the Plan or otherwise, shall be issued and/or delivered, as the case may be (in the identified ratable proportion if to more than one entity) as follows

Name	Percentage
Downey Wholesale, Inc	100%

Dated 12/20/05

RECLAMATION CREDITORS' TRUST

By Steven K. Kortanek
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Downey Wholesale, Inc

By
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