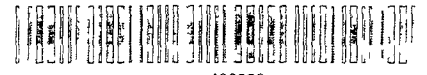


UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



486038

Bar Date Ref # 2-G5-5387

YOUR CLAIM IS SCHEDULED AS

In re Fleming Companies, Inc	Case Number 03-10945
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NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address

Creditor Telephone Number ()

CREDITOR TAX ID #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR <i>7885-3727</i>	Check here <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated _____ if this claim
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1 BASIS FOR CLAIM

<input type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)
<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages, salaries, and compensation (Fill out below)
<input type="checkbox"/> Money loaned	<input checked="" type="checkbox"/> Other (describe briefly) <i>Purchased Bonds</i>	Your social security number _____

Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED	3 IF COURT JUDGMENT DATE OBTAINED
---------------------------------	--

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE	\$ <i>10129.96</i> (unsecured)	\$ _____ (secured)	\$ <i>10129.96</i> (unsecured priority)	\$ _____ (total)
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If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5 SECURED CLAIM

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

Real Estate
 Motor Vehicle
 Other _____

Value of collateral \$ _____

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

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.

Specify the priority or 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). *Purchased Bonds*

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 was received 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 11 2003

BMC
Fleming Companies Claim

10106

DATE SIGNED	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)
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Account Number
001 7N08 7665-3727

Confirmation

Confirmation Date
03/07/01

Your Financial Advisor
ANDY FAKHOURY
405-319-9582

Investment Objective
GROWTH + AGGRESSIVE

HELEN C RICKARD TTEE
HELEN C RICKARD TRUST
UA DTD 09/01/92
5529 NW 107TH STREET
OKLAHOMA CITY OK 73162-6605

For Your CASH Account

TRANSACTION	PRICE	PRINCIPAL AMOUNT	ACCRUED INTEREST	HANDLING	NET AMOUNT
You Bought 10000 Face Amount					
FLEMING COS INC	100 0000	10,000 00	123 96	6 00	\$10,129 96
SR SUB NOTES				FIRST UNION SECURITIES, INC ACTED	
EXTRAORDINARY CALL				AS PRINCIPAL FOR YOUR ACCOUNT	
CPN 10 625% DUE 07/31/07				INTEREST ACCRUED FROM 1/31/01	
DTD 01/31/98 FC 07/31/98				SOLICITED	
CALL 07/31/02 @ 105 313				CALL FEATURES EXIST MAY AFFECT YIELD	
CUSIP NO 339130 AL 0				INFORMATION AVAILABLE ON REQUEST	
				YIELD TO MATURITY DATE	
				BASIS YIELD 10 625	
				*NON INVESTMENT GRADE SEC YTM=10 625 YTFC=14 187	
				This is not an "investment grade"	
				security See Item 14 on reverse	

Accounts carried by FIRST CLEARING CORPORATION, Member New York Stock Exchange and SIPC

THIS CONFIRMS YOUR RECENT TRANSACTION(S) AS DESCRIBED ABOVE USE THIS STUB TO DEPOSIT ADDITIONAL FUNDS IN YOUR MONEY MARKET ACCOUNT OR TO CHANGE YOUR ADDRESS

HELEN C RICKARD TTEE
HELEN C RICKARD TRUST
UA DTD 09/01/92

Settlement Date
3/12/01

5529 NW 107TH STREET
OKLAHOMA CITY OK 73162-6605

Account Number Your Financial Advisor
001 7N08 7665-3727 ANDY FAKHOURY

Bought

Transaction	For Your CASH Account	Net Amount
10000 FLEMING COS INC		\$10,129 96
Security No 6192-433		

CHECK HERE FOR ADDRESS CORRECTION
PLEASE COMPLETE REVERSE SIDE

FIRST UNION SECURITIES, INC
211 NORTH ROBINSON STE 1600
OKLAHOMA CITY OK 73102

INSTRUCTIONS FOR FILING PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to the general rules.

DEFINITIONS

DEBTOR

The person, corporation or other entity that has filed a bankruptcy case is called the debtor.

CREDITOR

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

PROOF OF CLAIM

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the court appointed Claims Agent, Bankruptcy Management Corporation, at the address listed on the reverse side of this page.

SECURED CLAIM

A claim is a secured claim to the extent that the creditor has a lien on the property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before a bankruptcy case began in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim.)

UNSECURED CLAIM

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

UNSECURED PRIORITY CLAIM

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed, the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the Claims Agent, Bankruptcy Management Corporation, all of this information is near the top of the notice.

Information about Creditor

If not already accurately pre-printed, complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If (a) anyone else has already filed a proof of claim relating to this debt, (b) if you never received notices from the Claims Agent, Bankruptcy Management Corporation, about this case, (c) if your address differs from that to which the Claims Agent sent this notice, or (d) if this proof of claim replaces or amends a proof of claim that was already filed, check the appropriate boxes on the form.

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2 Date Debt Incurred

Fill in the date when the debt first was owed by the debtor.

3 Court Judgments

If you have a court judgment for this debt, state the date the court entered the judgment.

4 Total Amount of Claim at Time Case Filed

FILL IN THE TOTAL AMOUNT OF THE ENTIRE CLAIM. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5 Secured Claim

If your claim is a secured claim, check the appropriate boxes in this section. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above.)

6 Unsecured Priority Claim

If your claim is an unsecured priority claim (See DEFINITIONS, above), check the appropriate boxes in this section, and state the amount entitled to priority. A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7 Credits

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

Please read – important information upon completion of this claim form, you are certifying that the statements herein are true.

Be sure to date the claim and place original signature of claimant or person making the claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

Return claim form and attachments, if any, and a second copy with any attachments to the Claims Agent, Bankruptcy Management Corporation, at the address on the front of this form.

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

In re)	Chapter 11
)	
Fleming Companies Inc , et al , ¹)	Case No 03-10945 (MFW)
Debtors)	(Jointly Administered)

**NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

TO ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the 'Debtors') filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time the 'Bankruptcy Code') in the United States Bankruptcy Court for the District of Delaware (the "Court") The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including, without limitation, individuals, partnerships, corporations, estates, trusts, governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party), and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a 'Creditor' and collectively, 'Creditors'), holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the "Claims") or interest in any of the Debtors (collectively, the "Interests") arising on or before April 1, 2003 (the "Petition Date") are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the 'Proof of Claim') on account of any Claims such Creditors hold or wish to assert against the Debtors, so that the Proof of Claim is actually received on or before 4 00 p.m. Pacific Daylight Time on September 15, 2003 (the "General Bar Date"), or in the case of governmental units, by October 1, 2003, the "Governmental Unit Bar Date," by the Debtors' Official Notice and Claims Agent at the following address

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue, El Segundo, CA 90245 (for overnight mail or hand delivery)
P O Box 900, El Segundo, CA 90245-0900 (for regular mail)
Telephone 1-888-909-0100

Notwithstanding the foregoing, **AT THIS TIME, Proofs of Claim ARE NOT REQUIRED** to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively, the "Excluded Claims")

- (a) Claims listed in the Debtors Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the creditor holding such claim as to nature, amount, or classification,
- (b) Claims on account of which a Proof of Claim has already been properly filed with the Court,
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court, including, without limitation, any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order;²
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases,
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors,
- (f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively, the "Notes") or any indenture in respect of each issue of the Notes (the "Indentures" and each such Indenture collectively with the Notes issued thereunder, the "Debt Instruments"), provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

¹ The Debtors are the following entities Core-Mark International Inc , Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc Core-Mark Mid-Continent, Inc Dunigan Fuels, Inc , 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

² The term 'Final DIP Order' refers to the Final Order Authorizing (I) Post-Petition Financing Pursuant to 11 U S C § 364 and Bankruptcy Rule 4001(c), (II) Use of Cash Collateral Pursuant to 11 U S C § 363 and Bankruptcy Rules 4001(b) and (d) (III) Grant of Adequate Protection Pursuant to 11 U S C §§ 361 and 363 and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U S C §§ 105 and 364(c)(3) and Rule 4001(c)

Indentures (the "Indenture Trustees"), (ii) each Indenture Trustee shall be required to file a Proof of Claim on account of the applicable Debt Instruments for which it is the Indenture Trustee on or before the General Bar Date, provided further, that each Indenture Trustee may file a single Proof of Claim against all Debtors liable under such Debt Instruments, provided further, that any such Proof of Claim shall expressly designate those Debtor entities that are so liable and the bases for such liability and provided further that each holder of Notes shall retain the exclusive right (if any) to vote individually on any chapter 11 plan of the Debtors with respect to their respective claims and (iii) each Indenture Trustee and any holder of Notes that wishes to assert a claim against the Debtors arising out of or relating to a Debt Instrument, other than a claim for the repayment of principal and/or interest on or under a Note shall be required to file a Proof of Claim on or before the General Bar Date unless another exception in this paragraph applies

Should the Court fix a date in the future after the General Bar Date by which time the Excluded Claims must be filed, you will be so notified

Each Proof of Claim form must specifically set forth the full name of the Debtor and the proper case number, as set forth in the above caption of the Debtors Chapter 11 cases, and must be filed by delivering the Proof of Claim form with the original signature so that it is actually received by Bankruptcy Management Corporation at the following address 1330 East Franklin Avenue, El Segundo, California 90245 (for overnight mail or hand delivery), or P O Box 900, El Segundo, CA 90245-0900 (for regular mail) telephone 888-909-0100 at or before 4 00 p m. Pacific Daylight Time on the General Bar Date, or at or before 4 00 p m Pacific Daylight Time on the Governmental Bar Date October 1, 2003, if such claimant is a Governmental Unit.

A Proof of Claim form is enclosed with this notice and may be used to file with respect to your Claims and/or Interests

PLEASE TAKE FURTHER NOTICE THAT, EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN PARAGRAPHS (a) THROUGH (g) ABOVE AND GOVERNMENTAL UNITS (WHICH MUST FILE PROOFS OF CLAIM ON OR BEFORE 4 00 P M (PACIFIC DAYLIGHT TIME) ON OCTOBER 1, 2003), ANY CREDITOR WHO IS REQUIRED TO FILE A PROOF OF CLAIM BUT FAILS TO DO SO ON OR BEFORE 4:00 P M (PACIFIC DAYLIGHT TIME) ON SEPTEMBER 15, 2003, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO), AND THE DEBTORS AND THE DEBTORS' PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM(S)

In the event that the Debtors should amend their Schedules subsequent to the date hereof, the Debtors shall give notice of such amendment to the holders of the claims affected thereby, and such holders shall be afforded the later of the General Bar Date or thirty (30) days from the date on which such notice has been given to such holders (or such other time period as may be fixed by the Court) to file Proofs of Claim or forever be barred from doing so

In the event that a Claim arises with respect to the Debtors' rejection of an executory contract or unexpired lease, the holder of such Claim will be afforded the later of the General Bar Date or thirty (30) days after the effective date of any order authorizing the rejection of the executory contract or unexpired lease to file a Proof of Claim or forever be barred from doing so

The Debtors' Schedules may be examined and inspected by interested parties during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice A copy of the Debtors' Schedules may be obtained by contacting Bankruptcy Management Corporation at the following address 1330 East Franklin Avenue, El Segundo California, 90245 (overnight mail or hand delivery), or P O Box 900, El Segundo, CA 90245-0900 (regular mail), telephone 1-888-909-0100 Creditors wishing to rely on the Schedules are responsible for determining whether their claims are accurately listed therein.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS YOU SHOULD CONSULT WITH YOUR OWN PROFESSIONALS TO DETERMINE WHETHER YOU HOLD A CLAIM AGAINST THE DEBTORS. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS QUESTIONS CONCERNING THIS NOTICE SHOULD BE DIRECTED TO BANKRUPTCY MANAGEMENT CORPORATION, P.O. BOX 900, EL SEGUNDO, CA 90245-0900 (FOR REGULAR MAIL) OR 1330 E FRANKLIN AVE , EL SEGUNDO, CA 90245 (FOR OVERNIGHT OR HAND DELIVERY), TELEPHONE 888-909-0100

Dated July 28 2003

Fleming Companies, Inc , Core-Mark International, Inc , Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , Dunigan Fuels, Inc , 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

Debtors and Debtors in Possession