

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

PROOF OF CLAIM



581548

Bar Date Ref # 2 NVM-41831

In re *Fleming*

Case Number
#03-10945

**FILED
SEP 11 2003
BMC**

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

0354653581548

Jelly Belly Candy CO
PO Box 60000
San Francisco CA 94161

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 Telephone Number *800 323-9380*

CREDITOR TAX ID #
#942-31-0808

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
#109518-Fleming

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

1 BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
 - Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Wages, salaries, and compensation (Fill out below)
- Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED *March 20, 2003*

3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *1,795.68* (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ *1,795.68* (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.
 Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5 SECURED CLAIM

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

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other _____

Value of collateral \$ _____

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

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.

Specify the priority of the claim

- Wages, salaries, or commissions (up to \$4,650) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(3)
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4)
- Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(6)
- Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8)
- Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____

Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9 DATE STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m. September 15, 2003, Pacific Daylight Time.

THIS SPACE FOR COURT USE ONLY

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo CA 90245

**FILED
SEP 11 2003
BMC**

DATE SIGNED
9/3/03

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)
Cynthia Mary Cynthia S King, LTR Coordinator



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



JELLY BELLY CANDY COMPANY

Confectioners of Excellence Since 1898



April 2, 2001

Dear Valued Customer,

On April 1, 2001 Herman Goelitz Candy Company and Goelitz Confectionery Company merged to become Jelly Belly Candy Company. Our merger coincides with the 25th Anniversary of the brand you have helped us make famous: Jelly Belly®, The Original Gourmet Jelly Bean®.

Our corporate headquarters is located in Fairfield, CA, where we now administer all of our Accounting and Customer Service functions. Please note the new addresses below. We will continue to manufacture in and ship from both our North Chicago, IL and Fairfield, CA locations. Your account number will remain the same.

- **New Mailing Address**

When sending orders and other paperwork to us directly, our new mailing address is:

Jelly Belly Candy Company
One Jelly Belly Lane
Fairfield, CA 94533-6722

- **New Remit-To Address**

When sending payments, our new remit-to address is:

Jelly Belly Candy Company
File No 21471
P O Box 60000
San Francisco, CA 94164-1471

If you have any questions or any other concerns, please feel free to call our Customer Service or Accounts Receivable departments at 800-323-9880.

Thank you for all your support and we look forward to our continued mutual success!

Sincerely,

Robert M. Simpson, Jr.
President, Chief Operating Officer

JELLY BELLY CANDY COMPANY



ONE JELLY BELLY LANE, FAIRFIELD, CALIFORNIA 94533-6741
 TEL (707) 428-2800 (800) 323-9380 FAX (707) 428-0819



Confectioners of Excellence Since 1898

INVOICE

INVOICE DATE	INVOICE NO	PAGE
03 20 00	44439	1
ORDERED BY	INITIAL	BRO
30783	DAF	44
	FAA	

SOLD TO

COPE MARK DISTRIBUTION
 P O BOX 25547
 SALT LAKE CITY, UT 84119

SHIPPED TO

COPE MARK DISTRIBUTION
 3130 SOUTH 1030 WEST
 SALT LAKE CITY UT 84119

SHIP NO	ORDER NO	ACCOUNT NO	CUSTOMER PO NO	NO CASES	GROSS WEIGHT	SEND REMITTANCE COPY WITH PAYMENT TO: JELLY BELLY CANDY COMPANY FILE NO 21471, PO BOX 60000 SAN FRANCISCO CA 94161-1471 DUNS #911-8290
211-90	441737	102518-00	71-1047320	14	607 LB	
WAREHOUSE / TERMS OF DELIVERY			SHIPPED VIA		NET WEIGHT	
VDC / FREIGHT FREPA			CONWAY		458 LB	

CODE	DESCRIPTION	QUANTITY	U/M	PRICE	AMOUNT
000110	12 3 5 OZ 20 ASSORTED FLAVOR JELLY BELL	100	CS	10 32	1032 00
000115	12 3 5 OZ TROPICAL JELLY BELLY BEANS	15	CS	10 32	154 90
000120	12 3 5 OZ FRUIT BOWL JELLY BELLY BEANS	50	CS	10 32	516 00
000152	12 3 5 OZ SCULPS JELLY BELLY	9	CS	10 32	92 88

TERMS 2% 10 NET 30 DUE IN FULL BY APR 19, 2000

211-901852

JELLY BELLY CANDY COMPANY HEREBY GUARANTEES THAT NO ARTICLE LISTED HEREIN IS ADULTERATED OR MISBRANDED WITH THE MEANING OF THE FEDERAL FOOD DRUG AND COSMETIC ACT OR WITHIN THE MEANING OF ANY APPLICABLE STATE LAWS HAVING SIMILAR OR SUBSTANTIALLY THE SAME PROVISIONS AS ARE CONTAINED IN THE AFORESAID FEDERAL ACT OR IS AN ARTICLE WHICH MAY NOT UNDER THE PROVISIONS OF SECTIONS 404 OR 505 OF THE AFORESAID FEDERAL ACT BE INTRODUCED INTO INTERSTATE COMMERCE				SUB-TOTAL	1,733 68
PAST DUE ACCOUNTS SUBJECT TO INTEREST CHARGE OF 1 1/2% PER MONTH 18% PER YEAR				SHIPPING	0 00
CURRENT	ACCOUNT STATUS			INVOICE TOTAL	1,733 68
	1 30 DAYS PAST DUE	PAST DUE 31 60	PAST DUE 61 90		
0 00	0 00	0 00	0 00		

CWUX CON-WAY WESTERN EXPRESS

DELIVERY RECEIPT

PRO NUMBER

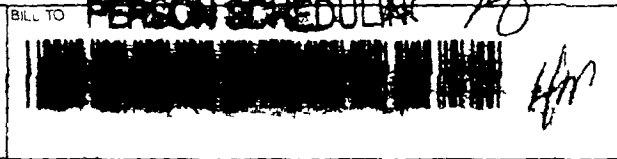
REFER TO THIS NUMBER

EQUIP NUMBER 115-4405	DATE 3/19/03	ORIGIN UBA	OUR REVENUE	A	E	BEYOND	DESTINATION USU	211-901852
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CONSIGNEE **MARK DISTRIBUTION** JH **SRP 175578**
7130 S 1030 W **NOA 71-1049320** **NOA**
SALT LAKE CITY, UT 84119-3382 **211-901852**

JELLY BELLY
2400 N MATNEY WAY
SALTFIELD, CA 94533-6741

PRO NUMBER **211-901852**
 TIME & DATE **3/20**
 CONTACT NAME **3/25 Javed**
 PERSON SCHEDULING **76**



# PCS	DESCRIPTION OF ARTICLES AND MARKS	WEIGHT (LBS)	RATE	TOTAL CHARGES
174	PCS CANDY OR CONFECTIONERY NOIBN			
	JELLY BELLY 39970 CLASS 65	609		
	FBC FUEL BURCHARGE 7.30%			
174	TOTAL	609		PPD

CALL (801) 954-0709 FOR CWX CUSTOMER SERVICE.

SHRINK WRAP CONTACT? YES NO
 DELIVERED **174** PCS TIME **7:30**
 CONSIGNEE SIGNATURE *[Signature]* PRINT CONSIGNEE NAME **Timothy [unclear]** DATE **3/25/03**

DRIVER **S/L** **3/25/03** **2**

Inv#AN4239

**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 March 13, 2006, document(s) were appended to Claim Numbers **10112, 10113, 10114, 10115, 10116, 10117, 10118, 10119 and 10120** for the following reason(s)

- Response to Omnibus Objection
- Proof of Payment
- Change of Address Update
- Notice of Withdrawal
- Other Docket Number 12727 EOD 3/13/06

**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)
)	(Jointly Administered)
)	
Debtors)	

NOTICE OF WITHDRAWAL OF CLAIMS

PLEASE TAKE NOTICE that Jelly Belly Candy Company filed the following proofs of claim in the above-captioned case

<u>Claim Number</u>	<u>Filed Amount</u>
10112	\$3,398 17
10113	\$3,450 00
10114	\$3,900 48
10115	\$1,795 68
10116	\$1,612 80
10117	\$2,824 08
10118	\$2,253 60
10119	\$11,079 60
10120	\$4,953 00

PLEASE TAKE FURTHER NOTICE that as of this date Jelly Belly Candy Company

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¹ The former Debtors whose cases are still open are Core-Mark International, Inc , Fleming Companies, Inc , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc , and Minter-Weisman Co

hereby withdraws the above-referenced claims in their entirety

Dated March 13, 2006
Wilmington, Delaware

Respectfully submitted,

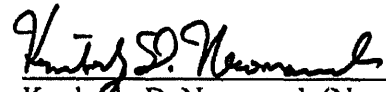


Daniel J DeFranceschi (DE 2732)
Kimberly D Newmarch (DE 4340)
RICHARDS, LAYTON & FINGER, P A
One Rodney Square
P O Box 551
Wilmington, Delaware 19899
(302) 651-7700

Attorneys for Jelly Belly Candy Company

CERTIFICATE OF SERVICE

I, Kimberly D Newmarch, hereby certifies that on March 13, 2006, I caused copies of the foregoing **Notice of Withdrawal of Claims** to be served via hand delivery and first class mail upon the attached service list



Kimberly D Newmarch (No 4340)

FLEMING COMPANIES, INC.
CASE NO. 03-10945
SERVICE LIST

(Via Hand Delivery)

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James O'Neill
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& Weintraub, P C
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Wilmer C Bettinger
Pepper Hamilton LLP
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Attn Sean Allen