

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



609824

Bar Date Ref # 2 NVM 75646

In re Core Mark

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

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

FILED
SEP 11 2003
BMC

Name of Creditor and Address

Jelly Belly Candy CO
Dept 77 6677
Chicago IL 60678

File # 21471
P.O. Box 60000
San Francisco, CA 94161

0354653609824

Creditor Telephone Number (800) 323-9380

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

CREDITOR TAX ID #
942-31-0808

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
100987 - Core Mark

Check here replaces or amends a previously filed claim dated _____

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 19 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 2,253.60 (unsecured) \$ _____ (secured) \$ 2,253.60 (unsecured priority) \$ _____ (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

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 FOR COURT
Filing Companies Claim



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 Nancy Cynthia King AIR 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



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 17 00	11-151	1
ORDERED BY	INITIAL	BRO
3504 1	ED	20

SOLD TO

CORE-
 P O BOX 249743

SACRAMENTO, CA 95834

SHIPPED TO

CORE-
 3470 BELL CIR
 SACRAMENTO, CA 95824

SHIP NO	ORDER NO	ACCOUNT NO	CUSTOMER PO NO	NO CASES	GROSS WEIGHT
211-902736	11-151	11-151	11-151	1	127 LB
WAREHOUSE / TERMS OF DELIVERY			SHIPPED VIA		NET WEIGHT
WLC FREIGHT PREPAID			TRUCK		127 LB

SEND REMITTANCE COPY WITH PAYMENT TO:
 JELLY BELLY CANDY COMPANY
 FILE NO 21471 PO BOX 60000
 SAN FRANCISCO CA 94161 1471
 DUNS #911 8290

CODE	DESCRIPTION	QUANTITY	U/M	PRICE	AMOUNT
064816	12 1 75 OZ EX BEST BUTTER SCOTCH BELLY	17	CS	23 37	481 49
077512	1 30 10g BAGS TRIAL PK ASSORT CHOCOLATE BELLY	1	CS	29 40	29 40
062037	6 12 5 OZ TINS "SCOUR" JB	4	CS	122 54	495 36
068110	12 3 5 OZ 24 ASSORTED FLAVORS JELLY BELLY	11	CS	10 32	113 32
068111	12 3 5 OZ TROPICAL JELLY BELLY BELLY BELLY	11	CS	10 32	113 32
068122	12 3 5 OZ FRUIT BOWL JELLY BELLY BELLY	7	CS	10 32	72 22
068152	12 3 5 OZ SOURS JELLY BELLY	11	CS	10 32	113 32
068154	12 3 5 OZ JELLY BELLY SOURS	20	CS	17 20	384 00
068155	12 3 5 OZ 39 FLAVORS JELLY BELLY	20	CS	19 27	441 50

*Marked
4/29/03*

TERMS 2 10 NET 30 DUE IN FULL BY APR 18 2000

Bill # 211-902736

<small>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</small>				SUB-TOTAL	1 253 00
PAST DUE ACCOUNTS SUBJECT TO INTEREST CHARGE OF 1 1/2% PER MONTH 18% PER YEAR				SHIPPING	0 00
CURRENT	ACCOUNT STATUS			INVOICE TOTAL	1 253 00
	1 30 DAYS PAST DUE	PAST DUE 31 60	PAST DUE 61 90		
	00	0 00	115 20		

DLX CONTINENTAL WESTERN EXPRESS

DELIVERY RECEIPT **PRO NUMBER**

DATE NUMBER: 3/18/03, ORIGIN: USA, DESTINATION: USA, PRO NUMBER: 211-902736

SHIPPER: CORE MARK DIST, 3970 PELL CIR, SACRAMENTO, CA 95830-2307

ADDRESSEE: 2400 W WATNEY WAY, FAIRFIELD, CA 94533-6741

SHIPPER'S PHONE: 211-902736, DATE CALLED: 1-6-1520730, TIME CALLED: 3-19, CONTACTED: [Signature]

APPT. DATE REQUESTED: 3-24

# PCS	DESCRIPTION OF ARTICLES AND MARKS	WEIGHT (LBS)	RATE	TOTAL CHARGES
1	PET CANDY OR CONFECTIONERY NOIBN			
	JELLY BELLY 39970 CLASS AS	542		
	FSC FUEL SURCHARGE 7.30%			
1	TOTAL	542		PPD

CALL (916) 399-8291 FOR DLX CUSTOMER SERVICE

CORE-MARK

DELIVERED: YES, RECEIVED: YES, DRIVER: [Signature]

CONSIGNEE SIGNATURE: [Signature], PRINT CONSIGNEE NAME: Pete Sodeman

RETURNED ALL PALLETS

2

POD for Inv# AN4064
 3/19/03
 Core Mark Dist. #16
 3970 Pell Circle
 Sacramento, CA 95824



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

**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

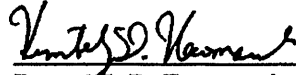
[remainder of page intentionally left blank]

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,

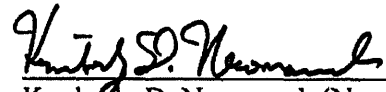


Daniel J. DeFranceschi (DE 2732)
Kimberly D. Newmarch (DE 4340)
RICHARDS, LAYTON & FINGER, P A
One Rodney Square
P O Box 551
Wilmington, Delaware 19899
(302) 651-7700

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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