

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

**PROOF OF CLAIM**



590787

Bar Date Ref # 2 NVM 56088

In re **Fleming Companies, Inc**

Case Number  
**03-10945 (MFW)**

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

**Name of Creditor and Address**

Bolner's Fiesta Products  
426 Menchaga  
San Antonio TX 78207

0354653590787

- 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 ( )

CREDITOR TAX ID #  
74-1667612

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  
Acct #118007

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

**1 BASIS FOR CLAIM**

Goods sold       Personal injury/wrongful death       Retiree benefits as defined in 11 U.S.C. § 1114(a)

Services performed       Taxes       Wages, salaries, and compensation (Fill out below)

Money loaned       Other (describe briefly) \_\_\_\_\_

Your social security number \_\_\_\_\_  
Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_  
(date) (date)

**2 DATE DEBT WAS INCURRED** 2/28/03 & 3/20/03

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ 495.20 (unsecured)      \$ (secured)      \$ (unsecured priority)      \$ 495.20 (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 other 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

THIS SPACE FOR COURT USE ONLY

**FILED**

SEP 15 2003

**BMC**

Fleming Companies Claim



10505

DATE SIGNED  
9/11/03

SIGN and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

*Timothy J Bolner*      **TIMOTHY J BOLNER**      *Asst Sec*

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

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re ) Chapter 11  
)  
Fleming Companies Inc et al <sup>1</sup> ) 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,<sup>2</sup>
- (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

<sup>1</sup> 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.; Dungan 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.

<sup>2</sup> 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).

SOLNICE - CREEK FRONT  
 205 MILLING  
 ALL ALLIANCE

INVOICE

2005 EST. LIST PRICE

ITEMS

ITEM	DESCRIPTION	UNITS	PRICE	EXT PRICE	EXT PRICE
727	1/2 C WALKER'S	2	1.25	3.75	3.75
774	3/4 C FOND CREAM	3	1.20	4.50	4.50
111	14 O HEALTH SEASONING	4	2.00	12.00	12.00
112	1/2 C FOND CREAM	6	2.00	12.00	12.00
123	1/2 C MEDIUM SALT PEPPER	7	2.50	17.50	17.50
125	1/2 C MFLIC SALT	8	2.20	13.20	13.20
214	14 O TEXAS STYLE STEAK	7	1.95	13.65	13.65
215	1/2 C MFLIC SALT	8	4.10	25.12	25.12
216	1/2 C MFLIC SALT	8	5.40	16.20	16.20
217	1/2 C MFLIC SALT	8	3.25	26.00	26.00
218	1/2 C MFLIC SALT	8	3.25	25.55	25.55
219	1/2 C MFLIC SALT	8	6.25	12.75	12.75
220	1/2 C MFLIC SALT	8	4.10	25.12	25.12
221	1/2 C MFLIC SALT	4	2.95	11.90	11.90
222	1/2 C MFLIC SALT	4	2.95	5.90	5.90
223	1/2 C MFLIC SALT	3	2.40	7.20	7.20
SUBTOTAL		74		274.74	274.74

TOTAL ESTIMATED PRICE: 274.74

TOTAL AMOUNT DUE 274.74

THANK YOU

*AB*

BOLNER S FIESTA PRODUCTS, INC.  
 426 MENCHACA STREET  
 SAN ANTONIO, TX 78207

Account 015 RTE# 000015 VER# 4.09 DATE 03/20/03 TIME 07:21 PAGE 1

INVOICE # 58028

11517 000000000000108 STORE # 100  
 REINOW FOOD #8839 REG. 2705 50TH LUBBOCK TX 79412

SALES

ITEM#	DESCRIPTION	UNITS	PRICE	EXT PRICE	EXT AMOUNT
10032	6 5 OZ CHOPPED ONIONS	12	2.390	28.68	+28.68
10220	14 OZ FAJITA SEASONING	6	3.000	18.00	+18.00
10284	15 OZ JAR LEMON PEPPER	3	2.520	7.56	+7.56
10295	18 OZ GARLIC SALT	9	2.200	19.80	+19.80
20140	14 OZ TEXAS STYLE STEAK	16	1.950	31.20	+31.20
1201	22 OZ GRAN GARLIC POWDER	12	4.190	50.28	+50.28
7250	16 OZ LIGHT CHILI POWDER	12	3.250	39.00	+39.00
7401	16 OZ GROUND COMINO	12	3.650	43.80	+43.80
7956	16 OZ GROUND #32 PEPPER	2	4.190	8.38	+8.38
8252	32 OZ SEASON IT ALL	6	2.360	14.16	+14.16
SUBTOTAL:		90		260.86	+260.86

TOTAL EXTENDED PRICE: +260.86

SALES +260.86

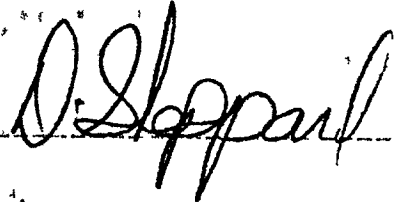
CHARGE

TOTAL AMOUNT DUE +260.86

THANK YOU

SIGNATURE \_\_\_\_\_

SIGNATURE \_\_\_\_\_



DATE 02/10/03

BOLNEF S FIESTA PRODUCTS, INC  
AGED TRAIL BALANCE REPORT  
AGED AS OF 02/10/03

PAGE 1

CUST #	NAME & BALANCE	INVOICE #	DATE	TYF	INV AMT	0-30 DAYS	31-60 DAYS	61-90 DAYS	91-120 DAYS	OVER 120 DAYS
113007	RAINBO FOOD FOR LESS #883 (800) 785-9579									
		57071	02 26 03	IN	234 34					234 34
		53058	03 20 03	IN	260 86					260 86
	495 20									495 20
GRAND TOT	495 20					0 00	0 00	0 00	0 00	495 20



Fiesta®

**BOLNER'S FIESTA PRODUCTS, INC**

GENERAL OFFICE  
426 MENCHACA ST ~ SAN ANTONIO TEXAS 78207 1230  
(210) 734-6404



Spices • Garlic • Herbs • Peanuts • Dehydrated Vegetables • Seasonings • Flavors

Institute  
of Food  
Technologists

Bankruptcy Management Corporation  
1330 East Franklin Avenue  
El Segundo, CA 90245

September 11, 2003

Produce  
Marketing  
Association

RE Fleming Companies, Inc  
Case # 03-10945 (MFW)

I am enclosing copies of the amount due Bolner's Fiesta Products, Inc by  
Fleming Companies, Inc Please accept these as proof of claim in the above  
listed matter

Texas  
Pepper  
Foundation

The total amount is \$495 20

Sincerely,

Texas Food  
Industry  
Association

Timothy J Bolner  
Owner/Asst Secretary

South Texas  
Retail  
Grocers

TJB nh

San Antonio  
Manufacturers  
Association