

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

PROOF OF CLAIM



Bar Date Ref #

In re
CORE-MARK INTERNATIONAL, INC.

Case Number
03-10944 (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.

- 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.

Name of Creditor and Address

0354653000000

Gerber Products Inc
445 State St
Fremont MI 49412

Creditor Telephone Number () **231-928-2696**

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 #
38-0558270

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
0388750

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 3/4 - 3/25/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ <u>7,929.74</u>	\$ _____	\$ <u>7,929.74</u>	\$ _____
(unsecured)	(secured)	(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.

<p>BY MAIL TO Bankruptcy Management Corporation P O BOX 900 El Segundo CA 90245-0900</p>	<p>BY HAND OR OVERNIGHT DELIVERY TO Bankruptcy Management Corporation 1330 East Franklin Avenue El Segundo, CA 90245</p>
--	--

Filing Companies Claim

10546

FILED

SEP 12 2003

BMC

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):

James K. Merkel
JAMES K. MERKEL, ASSOC. DIRECTOR-CUST. FINANCIAL SERVICES

GERBER PRODUCTS COMPANY

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



Gerber

GERBER PRODUCTS COMPANY
A NOVARTIS COMPANY

GERBER PRODUCTS COMPANY GENERAL OFFICES FREMONT MICHIGAN 49413

CORE-MARK INTERNATIONAL
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO CA
94080

TO INSURE PROPER CREDIT TO YOUR ACCOUNT
PLEASE MAIL REMITTANCE TO THIS ADDRESS

75 REMITTANCE DRIVE
ACCOUNT 01 0388750
SUITE #1054
CHICAGO IL
60675-1054

STATEMENT OF ACCOUNT

DUNS NO		PAGE	STATEMENT DATE
510-4873000		1	09/08/03
DIV	TERR	REMITTANCE ACCOUNT NO	
01	00	0388750	

PD	TERMS	CLASS CODE	CODE	INVOICE DATE			OUR INVOICE NUMBER	YOUR REFERENCE NUMBER	AMOUNT DUE	DUE DATE		
				MO	DAY	YR				MO	DAY	YR
5	098	77	3	05	23	02	0C259254	PU65291350402	16.50CR	05	23	02
5	098	77	3	07	08	02	0C263838	PU65291350602	2.71CR	07	08	02
5	098	77	3	07	18	02	0C265368	PU35291350602	82.51CR	07	18	02
5	098	77	3	08	15	02	0C268940	PU65291350702	33.94CR	08	15	02
5	098	77	3	10	24	02	0C277305	PU65291350902	19.87CR	10	24	02
5	098	77	3	10	31	02	0C278269	PU35291350802	98.13CR	10	31	02
5	098	77	3	12	02	02	0C282234	PU65291351002	16.06CR	12	02	02
5	098	77	3	01	03	03	0C285747	PU65291351102	60.99CR	01	03	03
5	098	77	3	01	30	03	0C288892	PU65291351202	8.37CR	01	30	03
5	098	77	3	03	13	03	0C294376	PU65291350103	5.84CR	03	13	03
5	001	77	1	03	13	03	740254	7-1204830	835.42	03	29	03
5	001	77	1	03	21	03	744034	35-2211780	1,850.27	04	06	03
5	001	77	1	03	21	03	744035	65-1144070	904.99	04	06	03
5	052	77	2	04	03	03	C05727	904084475	1,357.34	04	03	03

AMOUNT PAST DUE	STATEMENT TOTAL
	4,603 10

EXPLANATION OF CODES	1 INVOICE	4 CORRECTION
	2 CHARGEBACK	5 CASH ON ACCOUNT
	3 CREDIT MEMO	



Gerber

GERBER PRODUCTS COMPANY
A NOVARTIS COMPANY

GERBER PRODUCTS COMPANY GENERAL OFFICES FREMONT MICHIGAN 49413

CORE-MARK INTERNATIONAL INC
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO CA
94080

TO INSURE PROPER CREDIT TO YOUR ACCOUNT
PLEASE MAIL REMITTANCE TO THIS ADDRESS
75 REMITTANCE DRIVE
ACCOUNT 01 0388750
SUITE #1054
CHICAGO IL
60675-1054

STATEMENT OF ACCOUNT

DUNS NO		PAGE	STATEMENT DATE
909-2724790		1	09/08/03
DIV	TERR	REMITTANCE ACCOUNT NO	
01	07	0388750	

PD	TERMS	CLASS CODE	CODE	INVOICE DATE			OUR INVOICE NUMBER	YOUR REFERENCE NUMBER	AMOUNT DUE	DUE DATE		
				MO	DAY	YR				MO	DAY	YR
5	003	77	1	03	04	03	735593	92-0769140	1,677.60	04	04	03
5	003	77	1	03	25	03	744800	92-0772070	1,649.04	04	25	03
									AMOUNT PAST DUE	STATEMENT TOTAL		
										3,326 64		

EXPLANATION OF CODES
 1 INVOICE
 2 CHARGEBACK
 3 CREDIT MEMO
 4 CORRECTION
 5 CASH ON ACCOUNT



Gerber

GERBER PRODUCTS COMPANY
A NOVARTIS COMPANY

GERBER PRODUCTS COMPANY GENERAL OFFICES FREMONT MICHIGAN 49413

CORE-MARK INTERNATIONAL
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO CA
94080

TO INSURE PROPER CREDIT TO YOUR ACCOUNT
PLEASE MAIL REMITTANCE TO THIS ADDRESS

75 REMITTANCE DRIVE
ACCOUNT 01 0388750
SUITE #1054
CHICAGO IL
60675-1054

STATEMENT OF ACCOUNT

DUNS NO	PAGE	STATEMENT DATE
510-4873000	1	09/08/03
DIV	TERR	REMITTANCE ACCOUNT NO
01	00	0388750

PD	TERMS	CLASS CODE	CODE	INVOICE DATE			OUR INVOICE NUMBER	YOUR REFERENCE NUMBER	AMOUNT DUE	DUE DATE		
				MO	DAY	YR				MO	DAY	YR
5	098	77	3	05	23	02	0C259254	PU65291350402	16.50CR	05	23	02
5	098	77	3	07	08	02	0C263838	PU65291350602	2.71CR	07	08	02
5	098	77	3	07	18	02	0C265368	PU35291350602	82.51CR	07	18	02
5	098	77	3	08	15	02	0C268940	PU65291350702	33.94CR	08	15	02
5	098	77	3	10	24	02	0C277305	PU65291350902	19.87CR	10	24	02
5	098	77	3	10	31	02	0C278269	PU35291350802	98.13CR	10	31	02
5	098	77	3	12	02	02	0C282234	PU65291351002	16.06CR	12	02	02
5	098	77	3	01	03	03	0C285747	PU65291351102	60.99CR	01	03	03
5	098	77	3	01	30	03	0C288892	PU65291351202	8.37CR	01	30	03
5	098	77	3	03	13	03	0C294376	PU65291350103	5.84CR	03	13	03
5	001	77	1	03	13	03	740254	7-1204830	835.42	03	29	03
5	001	77	1	03	21	03	744034	35-2211780	1,850.27	04	06	03
5	001	77	1	03	21	03	744035	65-1144070	904.99	04	06	03
5	052	77	2	04	03	03	C05727	904084475	1,357.34	04	03	03

AMOUNT PAST DUE	STATEMENT TOTAL
	4,603.10

EXPLANATION OF CODES	1 INVOICE	4 CORRECTION
	2 CHARGEBACK	5 CASH ON ACCOUNT
	3 CREDIT MEMO	



Gerber

GERBER PRODUCTS COMPANY

GENERAL OFFICES FREMONT MICHIGAN 49413

GERBER PRODUCTS COMPANY
A NOVARTIS COMPANY

CORE-MARK INTERNATIONAL INC
395 OYSTER POINT BLVD
SUITE 415
SOUTH SAN FRANCISCO CA
94080

TO INSURE PROPER CREDIT TO YOUR ACCOUNT
PLEASE MAIL REMITTANCE TO THIS ADDRESS
75 REMITTANCE DRIVE
ACCOUNT 01 0388750
SUITE #1054
CHICAGO IL
60675-1054

STATEMENT OF ACCOUNT

DUNS NO		PAGE	STATEMENT DATE
909-2724790		1	09/08/03
DIV	TERR	REMITTANCE ACCOUNT NO	
01	07	0388750	

PD	TERMS	CLASS CODE	CODE	INVOICE DATE			OUR INVOICE NUMBER	YOUR REFERENCE NUMBER	AMOUNT DUE	DUE DATE		
				MO	DAY	YR				MO	DAY	YR
5	003	77	1	03	04	03	735593	92-0769140	1,677 60	04	04	03
5	003	77	1	03	25	03	744800	92-0772070	1,649 04	04	25	03
									AMOUNT PAST DUE			
									STATEMENT TOTAL	3,326.64		

EXPLANATION OF CODES
 1 INVOICE
 2 CHARGEBACK
 3 CREDIT MEMO
 4 CORRECTION
 5 CASH ON ACCOUNT

**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 16, 2006, document(s) were appended to Claim Numbers **10546 and 11039** for the following reason(s)

- Stipulation and Settlement Order
- Proof of Payment
- Change of Address Update
- Stipulation and Settlement Order
- Other Docket Number 12323 EOD 12/27/05

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)

**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 Gerber Products Co ("Gerber") (no further order or approval being required),

IT IS HEREBY STIPULATED AND AGREED

A Gerber shall have an Allowed Class 6(A) General Unsecured Claim, with all rights afforded pursuant to the Plan², in the amount of \$1,739,935, subject to increase in an additional amount of any Disallowed DSD Trust Claim, sought and obtained by Gerber in accordance with the terms of the Settlement Agreement between the parties, and,

¹ 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 , LLC , Fleming Foods of Texas LP 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 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")

B Any other proof of claim filed by or on behalf of Gerber 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 Gerber, 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

<u>Name</u>	<u>Percentage</u>	<u>FEIN</u>
Gerber Products Co	100%	38-0558270

Dated December 22, 2005

RECLAMATION CREDITORS' TRUST

By Steven K. Kortanek
Steven K. Kortanek
KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS LLP
919 Market Street, Suite 1000
Wilmington, DE 19801-3062
Telephone (302) 426-1189
Fax (302) 426-9193
skortanek@klehr.com

GERBER PRODUCTS CO

By J David Forsyth
J David Forsyth
SESSIONS, FISHMAN & NATHAN,
LLP
201 St Charles Avenue Suite 3500
New Orleans, LA 70170-3500
Telephone (504) 582-1521
Fax (504) 582-1564
jdf@sessions-law.com

and

Mark J Friedman
DLA PIPER RUDNICK GRAY CARY US LLP
6225 Smith Avenue
Baltimore, Maryland 21209-3600
Telephone (410) 580-4153
mark.friedman@dlapiper.com
Fax (410) 580-3001

**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 17, 2006, document(s) were appended to Claim Number **10546** for the following reason(s)

- Stipulation and Settlement Order
- Proof of Payment
- Change of Address Update
- Stipulation and Settlement Order
- Other

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)

**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 Gerber Products Co ("Gerber") (no further order or approval being required),

IT IS HEREBY STIPULATED AND AGREED

A Gerber shall have an Allowed Class 6(A) General Unsecured Claim, with all rights afforded pursuant to the Plan², in the amount of \$1,739,935, subject to increase in an additional amount of any Disallowed DSD Trust Claim, sought and obtained by Gerber in accordance with the terms of the Settlement Agreement between the parties, and,

¹ 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 , LLC , Fleming Foods of Texas LP 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 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")

B Any other proof of claim filed by or on behalf of Gerber 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 Gerber, 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

<u>Name</u>	<u>Percentage</u>	<u>FEIN</u>
Gerber Products Co	100%	38-0558270

Dated December 22, 2005

RECLAMATION CREDITORS' TRUST

GERBER PRODUCTS CO

By Steven K. Kortanek
Steven K. Kortanek
KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS LLP
919 Market Street, Suite 1000
Wilmington, DE 19801-3062
Telephone (302) 426-1189
Fax (302) 426-9193
skortanek@klehr.com

By J David Forsyth
J David Forsyth
SESSIONS, FISHMAN & NATHAN,
LLP
201 St Charles Avenue, Suite 3500
New Orleans, LA 70170-3500
Telephone (504) 582-1521
Fax (504) 582-1564
jdf@sessions-law.com

and

Mark J Friedman
DLA PIPER RUDNICK GRAY CARY US LLP
6225 Smith Avenue
Baltimore, Maryland 21209-3600
Telephone (410) 580-4153
mark.friedman@dlapiper.com
Fax (410) 580-3001