

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE **PROOF OF CLAIM**

Name of Debtor **C/M Products, Inc** Case Number **03 10952 (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 (The person or other entity to whom the debtor owes money or property) **Unisource Worldwide, Inc**

Name and address where notices should be sent **c/o Donald J Hutchinson Miller, Canfield, Paddock and Stone, P L C 150 West Jefferson Avenue, Suite 2500 Detroit, MI 48226**

Telephone number **(313) 496-7536**

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 the address differs from the address on the envelope sent to you by the court

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor _____ Check here if this claim replaces amends a previously filed claim dated _____

1 Basis for Claim

Goods sold Retiree benefits as defined in 11 U S C § 114(a)

Services performed Wages salaries, and compensation (fill out below)

Money loaned Your SS # _____

Personal injury/wrongful death From _____ to _____

Taxes (date) (date)

Other _____

2 Date debt was incurred _____ **3 If court judgment, date obtained** _____

4 Total amount of Claim at Time Case Filed **\$70,523**

If all of 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 to 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 Amount entitled to priority \$ _____

Wages salaries or commissions (up to \$4,000) * 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 -- U S C § 507(a)(4)

Up to \$1,800* 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 4/1/98 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

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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 Time-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim

Date September 11 2003 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)

MILLER CANFIELD PADDOCK AND STONE P L C

By *Donald J Hutchinson*

Donald J Hutchinson Attorney for Unisource Worldwide Inc

FILED

SEP 12 2003

BMC

Filing Companies Claim

 10834

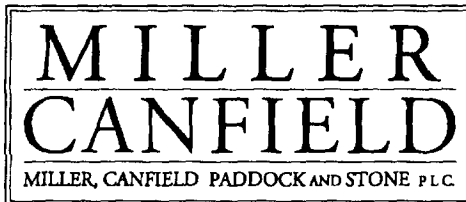
Penalty for presenting fraudulent claims Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U S

04/03/03

Customer ATB Grouping Report

<u>Duns #</u>	<u>NA #</u>	<u>MA</u>	<u>Division</u>	<u>Balance</u>	<u>Current</u>	<u>1 to 30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>Over 120</u>	<u>Reclamation \$</u>
4730077777/BAKERS*NON GROCERY 006943773	477		Omaha	337	0	0	0	0	0	337	
503032700/FLEMING FOODS GENEVA (G) 006943773	506		Tallahassee	3,633	2,484	1,149	0	0	0	0	
5090001030/FLEMING COMPANIES INC 006943773	598		Wisconsin Rapids	930	0	525	0	0	405	0	
5090007271/FLEMING COMPANIES 006943773	598		Wisconsin Rapids	1,054	1,054	0	0	0	0	0	
51792155000/CRESTWOOD BAKERIES 006943773	519		New Berlin	2,119	2,047	72	0	0	0	0	
532000462/FLEMING GMD MEMPHIS (G) 006943773	506		Memphis	937	937	0	0	0	0	0	
565612146/FLEMING FOODS 006943773	589		Pittsburgh	527	527	0	0	0	0	0	
5930410600/FLEMING-CSD PLYMOUTH DIV 006943773	598		Minneapolis	30,439	26,509	112	257	146	97	3,319	
628311380/FLEMING FOODS 006943773	640		SACRAMENTO	-1,860	0	0	0	0	-1,860	0	
Total				38,116	33,557	1,858	257	146	-1,358	3,656	
619605609/CORE MARK DBA ARCTIC CASCADE 103879391	640		FRESNO	1,682	1,682	0	0	0	0	0	
689731068/CORE MARK INTERNATIONAL 103879391	664		SALT LAKE CITY	8,878	6,670	2,208	0	0	0	0	
728555620/CORE MARK INT INC 103879391	760		LAS VEGAS	1,100	1,100	0	0	0	0	0	
680434511/CORE MARK DIST INC 006943773	664		DENVER	2,262	0	0	0	0	0	2,262	
752610038/CORE MARK 103879391	760		Figueroa	74	364	0	0	0	0	-290	
828222093/CORE MARK #71 **** (BT) 103879391	664		IDAHO FALLS	18,410	17,028	27	0	168	227	960	
Total				32,406	26,844	2,235	0	168	227	2,932	
Total				70,523	60,402	4,093	257	314	-1,131	6,588	

Founded in 1852
by Sidney Davy Miller



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September 11, 2003

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

Via Federal Express

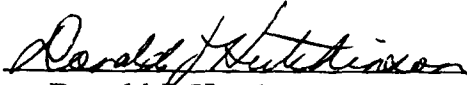
RE *In re Fleming Companies, Inc, et al* (Bankruptcy Court, District of Delaware, Chapter 11 Case Nos 03-10946 (MFW) through 03-10972 (MFW))

Dear Sir or Madam

Enclosed please find for filing in each of the above-referenced cases, the original plus 2 copies of the proofs of claim of creditor, Unisource Worldwide, Inc. Please return one time-stamped or acknowledged copy of each of the enclosed to me in the enclosed stamped, self-addressed envelope for our records. Thank you for your assistance.

Very truly yours,

MILLER, CANFIELD, PADDOCK AND STONE, P L C

By 
Donald J. Hutchinson

Encls

cc Mr Michael L Lowrie (with encls)
Michael H Traison, Esq (without encls)

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