


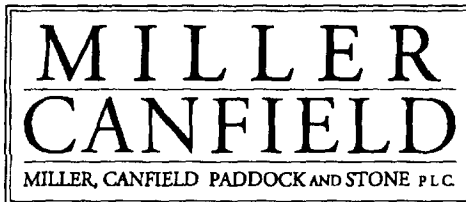
<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>Fleming International, Ltd</b>		Case Number <b>03-10956 (MFW)</b>
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A request for 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) <b>Unsource Worldwide, Inc</b>		<input type="checkbox"/> 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  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court
Name and address where notices should be sent <b>c/o Donald J Hutchinson Miller, Canfield, Paddock and Stone, P L C 150 West Jefferson Avenue, Suite 2500 Detroit, MI 48226</b>		
Telephone number <b>(313) 496-7536</b>		
Account or other number by which creditor identifies debtor		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____
<b>1 Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____  <input type="checkbox"/> Retiree benefits as defined in 11 U S C § 114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Your SS # _____ From _____ to _____ (date) (date)		
<b>2 Date debt was incurred</b>		<b>3 If court judgment, date obtained</b>
<b>4 Total amount of Claim at Time Case Filed</b> <span style="float: right;"><b>\$70,523</b></span> If all of part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input type="checkbox"/> 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		
<b>5 Secured Claim</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right to setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle  <input type="checkbox"/> Other _____  Value of Collateral \$ _____  Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____		<b>6 Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____  <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan - U S C § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child - 11 U S C § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units -- 11 U S C § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U S C § 507(a) (_____)
<b>7 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim  <b>8 Supporting Documents</b> 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  <b>9 Time-Stamped Copy</b> To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim		THIS SPACE IS FOR COURT USE ONLY  <div style="font-size: 2em; font-weight: bold; text-align: center;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">SEP 12 2003</div> <div style="font-size: 2em; font-weight: bold; text-align: center;">BMC</div> <div style="font-size: 0.8em; text-align: center;">Fleming Companies Claim</div>  <div style="font-size: 0.7em; text-align: center;">10843</div>
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 <u>Donald J Hutchinson</u> Donald J Hutchinson Attorney for Unisource Worldwide Inc	
Penalty for presenting fraudulent claims Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571		

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

Founded in 1852  
by Sidney Davy Miller



MICHIGAN Ann Arbor  
Detroit • Grand Rapids  
Howell • Kalamazoo  
Lansing • Monroe • Troy

New York NY  
Pensacola FL  
Washington DC

CANADA Windsor ON  
POLAND Gdynia  
Katowice • Warsaw

DONALD J HUTCHINSON  
TEL (313) 496 7536  
FAX (313) 496 8452  
E MAIL [hutchinson@millercanfield.com](mailto:hutchinson@millercanfield.com)

150 West Jefferson, Suite 2500  
Detroit, Michigan 48226  
TEL (313) 963-6420  
FAX (313) 496-7500  
[www.millercanfield.com](http://www.millercanfield.com)

September 11, 2003

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

**Via Federal Express**

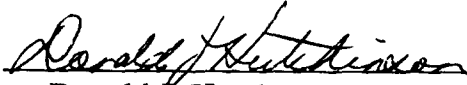
RE *In re Fleming Companies, Inc, et al* (Bankruptcy Court, District of Delaware, Chapter 11 Case Nos 03-10946 (MFW) through 03-10972 (MFW))

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 )

DELIB 2446320 1\116490 00049