
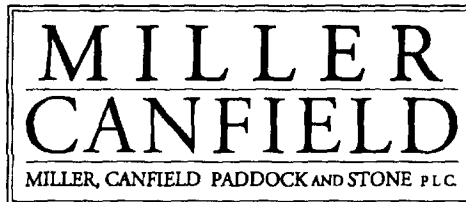


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Richmar Foods, Inc		Case Number 03-10972 (MFW)
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense 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		<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 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		
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 _____
1 Basis for Claim <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)		
2 Date debt was incurred		3 If court judgment, date obtained
4 Total amount of Claim at Time Case Filed \$70,523 If all or 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.		
5 Secured Claim <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 <u>at time case filed</u> included in secured claim above, if any \$ _____		6 Unsecured Priority Claim <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) (_____)
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY <h1 style="margin: 0;">FILED</h1> <h2 style="margin: 0;">SEP 12 2003</h2> <h1 style="margin: 0;">BMC</h1> <small>Fleming Companies Claim</small>  <small>10857</small>
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 <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 1571.		

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		Figuroa	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

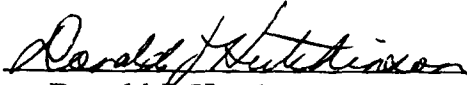
RE *In re Fleming Companies, Inc, et al* (Bankruptcy Court, District of Delaware, Chapter 11 Case Nos 03-10946 (MFW) through 03-10972 (MFW))

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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