

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

PROOF OF CLAIM



s159420

Scheduled Claim Ref # 8-F2-18058
YOUR CLAIM IS SCHEDULED AS

\$21 136 25 UNSECURED

In re
Core-Mark Interrelated Companies, Inc

Case Number
03-10951

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

Name of Creditor and Address

0354429394767

FERRANIA USA
DEPT #960122
OKLAHOMA CITY OK 73196
USA

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

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

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 (800) 744-3656

CREDITOR TAX ID #

411942708

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

5563

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries and compensation (Fill out below)

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

2 DATE DEBT WAS INCURRED March 18-31, 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 33,464.50* (unsecured) \$ (secured) \$ 33,464.50 (total)

*Reclamation Claim 11 USC § 547(c)

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.

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 12 2003

BMC

Filing Companies Claim



10881

DATE SIGNED

9/14/03

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

[Signature] Kieran D. Mayo, Jr. Att.

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

FLEMING

Number	PO Number	Class	Original	Balance Due	Term	Due Date	Currency	Transaction Date	Delivery Date
4430485	612424	MG Invoice	8,605 20	8,605 20	USD2%-30	25-Apr-03	USD	25-Mar-03	3/27/2003
4430219	698286	TG Invoice	800 90	800 90	USD2%-30	18-Apr-03	USD	18-Mar-03	3/24/2003
4430218	706129	Invoice	8,256 00	8,256 00	USD2%-30	18-Apr-03	USD	18-Mar-03	3/24/2003
4430330	593961	MG Invoice	11,740 00	11,740 00	USD2%-30	20-Apr-03	USD	20-Mar-03	3/24/2003
4430374	399214	GS Invoice	120 80	120 80	USD2% 30	21-Apr-03	USD	21-Mar-03	3/28/2003
4430684	184480	KG Invoice	5,105 42	5,105 42	USD2% 30	27-Apr-03	USD	27-Mar-03	4/4/2003 -

AMI

Number	PO Number	Class	Original	Balance Due	Term	Due Date	Currency	Transaction Date	Delivery Date
4430355	92-0771380	Invoice	12186 6	12,186 60	USD NET 3	20-Apr-03	USD	21-Mar-03	3/27/2003
4430676	92 0772450	Invoice	12315	12,315 00	USD NET 3	30-Apr-03	USD	31-Mar-03	4/4/2003 -
4430462	92-0770390	Invoice	8962 9	8,962 90	USD NET 3	23-Apr-03	USD	24-Mar-03	3/27/2003



INVOICE

4430485

Customer Account No Ferrania Durs No Vendor No Prov Sales Tax Lic No./Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	612424-MG 1033376	Date Due Date Proforma Number Payment Terms	25-MAR 25-APR 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
CTP/MEMPHIS GMD DIV
PO BOX 268865
OKLAHOMA CITY, OK, 73126
United States

Ship To.

FLEMING COMPANIES INC
GENERAL MERCHANDISE DIST DIV
4681 BURBANK RD
MEMPHIS, TN, 38118
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045334 Ship Date 25-MAR-03					
001	CA199900001 RTU CAMERA BEST YET SL22 COMPACT DAYLIGHT 27 800 CLR PRNT 61614	40 CARTON	37 50		USD 1,500 00	
002	CA199800011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 61615	164 CARTON	41 30		USD 6,773 20	
003	CF199600022 110 CD 100 PK/CTN BEST YET 24 200 CLR PRNT 61613	1 CARTON	132 00		USD 132 00	
004	CF199700011 135 CD 100 PK/CTN BEST YET 24 400 CLR PRNT 61612	1 CARTON	200 00		USD 200 00	

<p>Sales Office</p> <p>FERRANIA WEATHERFORD, OK Contact: MIKE VINCENT</p> <p>Tel No 800-654-5007 Fax No 800-311-4351 E-mail id</p>	<p>Remit To</p> <p>FERRANIA USA, INC, Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States</p>	<p>SUBTOTAL TAX</p> <hr/> <p>INVOICE TOTAL DUE BY 25</p> <hr/> <p>IF POSTMARKED BY DISCOUNT TOTAL 24</p>
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INVOICE

4430219

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	698286-TG 1033028	Date Due Date Proforma Number Payment Terms	18-MAF 18-APF 2%-30-NE
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Bill To Attn: Accounts Payable FLEMING COMPANIES INC CTP/TOPEKA GMD DIV PO BOX 268862 OKLAHOMA CITY, OK, 73126 United States	Ship To FLEMING COMPANIES INC 7215 S TOPEKA TOPEKA, KS, 66619 United States
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Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
001	Packing Slip UNITED PARCEL SERVICE B/L 1033028 Ship Date 18-MAR-03 CA199800011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 61615	13 CARTON	41 30		USD 536 90	
002	CF199600022 110 CD 100 PK/CTN BEST YET 24 200 CLR PRNT 61613	2 CARTON	132 00		USD 264 00	

Sales Office FERRANIA WEATHERFORD OK Contact: MIKE VINCENT Tel No 800-654-5007 Fax No 800-311-4351 E-mail id	Remit To FERRANIA USA, INC , Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States	SUBTOTAL TAX INVOICE TOTAL, DUE BY 18 IF POSTMARKED BY DISCOUNT TOTAL 1
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INVOICE

4430218

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	706129 1032914	Date Due Date Proforma Number Payment Terms	18-MAF 18-APF 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
PO BOX 26680
OKLAHOMA CITY, OK, 73126
United States

Ship To

FLEMING COMPANIES INC
322 CAUSEWAY BLVD
LA CROSSE, WI, 54603
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
001	Packing Slip FEDEX--FREIGHT B/L XRVA044704 Ship Date 18-MAR-03 DS100000803 PCS PROMO PW W/BASE BEST YET EVERYDAY DISPLAY 48 FL RTU-27-800-FLASH 993056	43 CARTON	192.00		USD 8,256.00	

Sales Office

FERRANIA WEATHERFORD OK
Contact: MIKE VINCENT

Tel No 800-654-5007
Fax No 800-311-4351
E-mail Id

Remit To

FERRANIA USA, INC , Dept # 960122
OKLAHOMA CITY, OK, 73196-0122
United States

SUBTOTAL TAX	
INVOICE TOTAL DUE BY	18
IF POSTMARKED BY DISCOUNT TOTAL	17



INVOICE

4430330

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic. No./Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	593961-MG 1033241	Date Due Date Proforma Number Payment Terms	20-MAF 20-APF 2%-30-NE
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Bill To Attn: Accounts Payable FLEMING COMPANIES INC CTP/MEMPHIS GMD DIV PO BOX 268865 OKLAHOMA CITY, OK, 73126 United States	Ship To FLEMING COMPANIES INC GENERAL MERCHANDISE DIST DIV 4681 BURBANK RD MEMPHIS, TN, 38118 United States
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Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
001	Packing Slip CON-WAY SOUTHERN B/L XRVA044940 Ship Date 20-MAR-03 CA199900001 RTU CAMERA BEST YET SL22 COMPACT DAYLIGHT 27 800 CLR PRNT 16672	50 CARTON	37 50		USD 1,875 00	
002	CA199900011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 78355	50 CARTON	41 30		USD 2 065 00	
003	CF199300055 135 CD 100 PK/CTN BEST YET 24 200 CLR PRNT 16480	20 CARTON	190 00		USD 3,800 00	
004	CF199700011 135 CD 100 PK/CTN BEST YET 24 400 CLR PRNT 23161	20 CARTON	200 00		USD 4,000 00	

Sales Office FERRANIA WEATHERFORD, OK Contact MIKE VINCENT Tel No 800-654-5007 Fax No 800-311-4351 E-mail id	Remit To FERRANIA USA, INC , Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States	SUBTOTAL 1 TAX INVOICE TOTAL 1 DUE BY 20 IF POSTMARKED BY 19 DISCOUNT TOTAL
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INVOICE

4430374

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Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	399214-GS 1033514	Date Due Date Proforma Number Payment Terms	21-MAF 21-APF 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
FLEMING FOOD INC
PO BOX 7010
SACRAMENTO, CA, 95826
United States

Ship To

FLEMING COMPANIES INC
FLEMING FOODS INCORP
8301 FRUITRIDGE RD
SACRAMENTO, CA, 95826
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
001	Packing Slip G-FEDERAL EXPRESS GROUND B/L FDE Ship Date 21-MAR-03 CA100000186 RTU CAMERA BLISTER BEST YET 135 TELEPHOTO 27 800 CLR PRNT 13965	10 EACH	7 95		USD 79 50	
002	CA199800011 RTU CAMERA BEST YET SLII FLASH SE 27 800 CLR PRNT 61615-1 61615	1 CARTON	41 30		USD 41 30	

Sales Office

FERRANIA WEATHERFORD, OK
Contact: MIKE VINCENT

Tel No: 800-854-5007
Fax No: 800-311-4351
E-mail Id:

Remit To

FERRANIA USA, INC, Dept # 960122
OKLAHOMA CITY, OK, 73196-0122
United States

SUBTOTAL TAX	
INVOICE TOTAL DUE BY	21
IF POSTMARKED BY DISCOUNT TOTAL	20



INVOICE

4430684

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond	1552	Purchase Order Sales Order Original Invoice No Letter of Credit No	184480-KG 1033056	Date Due Date Proforma Number Payment Terms	27-MAF 27-APF 2%-30-NE
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Bill To

Attn: Accounts Payable
FLEMING COMPANIES INC
CTP/KING OF PRUSSIA GMD DIV
PO BOX 268863
OKLAHOMA CITY, OK, 73128
United States

Ship To

FLEMING COMPANIES INC
GENERAL MERCHANDISE DIST
201 W CHURCH RD
KING OF PRUSSIA, PA, 19406
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
001	Packing Slip FEDEX-FREIGHT B/L XRVA045640 Ship Date 27-MAR-03 DS100001967 PCS PROMO PW W/BASE BEST YET CLR PRINT EVERYDAY DISPLAY 18 FL RTU-27-800-FLASH 9 135-96-200-4 PK 8 135-96-400-4 FK 12 135-24-200-CD 9 135-24-400-CD 96730	1 CARTON	192 12		USD 192 12	
002	DS100001892 PCS PROMO PW W/BASE BEST YET CLR PRINT PROMO-02-2 MAIL-IN REBATE 18 FL RTU-81- 800-SW 3 PK 97799	17 CARTON	221 40		USD 3,763 80	
003	DS100001975 PCS PROMO PW W/BASE BEST YET CLR PRINT PROMO-02-3 BONUS PACK 5 135-2412-100-CD 40 135-2412-200-CD 20 135-2412-400-CD 96751	10 CARTON	114 95		USD 1,149 50	

Sales Office
FERRANIA WEATHERFORD, OK
Contact MIKE VINCENT

Tel No 800-654-5007
Fax No 800-311-4351
E-mail Id

Remit To
FERRANIA USA, INC , Dept # 960122
OKLAHOMA CITY, OK, 73196-0122
United States

SUBTOTAL TAX	
INVOICE TOTAL DUE BY	27
IF POSTMARKED BY DISCOUNT TOTAL	26



INVOICE

4430355

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond ,R EHB 17-74	5563	Purchase Order- Sales Order Original Invoice No Letter of Credit No	92-0771380 1033438	Date Due Date Proforma Number Payment Terms	21-MAF 20-APF Net 30
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Bill To

Attn: Accounts Payable
AMI
311 REED CIRCLE
CORONA MALL, CA, 92879-1349
United States

Ship To

AMI
311 REED CIRCLE
CORONA MALL, CA, 92879-1349
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045185 Ship Date 21-MAR-03					
001	74040132917 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 DAYLIGHT 27 400	930 EACH	3 12		USD 2,901 60	
002	74040132925 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 FLASH 27 400	1820 EACH	4 75		USD 8,645 00	
003	74040132867 135 CD 100RL/BOX SPORT 24 400 CLR PRNT	400 EACH	1 60		USD 640 00	

Sales Office FERRANIA WEATHERFORD, OK Contact: DONNA HALE Tel No 800-654-5007 Fax No 800-311-4351 E-mail id	Remit To FERRANIA USA, INC Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States	SUBTOTAL 1 TAX
		INVOICE TOTAL 1 DUE BY 20
		(Empty space for additional totals)



INVOICE

4430676

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No./Cond. R EHB 17-74	5503	Purchase Order Sales Order Original Invoice No Letter of Credit No	92-0772450 1033746	Date Due Date Proforma Number Payment Terms	31-MAF 30-APF Net 30 [
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Bill To Attn: Accounts Payable AMI 311 REED CIRCLE CORONA MALL, CA, 92879-1349 United States	Ship To AMI 311 REED CIRCLE CORONA MALL, CA, 92879-1349 United States
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Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045942 Ship Date 31-MAR-03					
001	74040126737 RTU CAMERA SPORT 135 PANORAMIC 15 800	80 EACH	5 50		USD 440 00	
002	74040132925 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 FLASH 27 400	2500 EACH	4 75		USD 11,875 00	

Sales Office FERRANIA WEATHERFORD OK Contact DONNA HALE Tel No 800-654-5007 Fax No 800-311-4351 E-mail id	Remit To FERRANIA USA, INC Dept # 960122 OKLAHOMA CITY OK, 73196-0122 United States	SUBTOTAL 1 TAX INVOICE TOTAL 1 DUE BY 30
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INVOICE

4430462

Page 1 of 1

Customer Account No Ferrania Duns No Vendor No Prov Sales Tax Lic No /Cond ,R EHB 17-74	5563	Purchase Order Sales Order Original Invoice No Letter of Credit No	92-0770390 1033697	Date Due Date Proforma Number Payment Terms	24-MAF 23-APF Net 30
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Bill To

Attn: Accounts Payable
AMI
311 REED CIRCLE
CORONA MALL, CA, 92879-1349
United States

Ship To.

AMI
311 REED CIRCLE
CORONA MALL, CA 92879-1349
United States

Item	Description	Quantity- /Unit	Unit Price/Net Unit Price	Discount	Amount	T
	Packing Slip CON-WAY SOUTHERN B/L XRVA045253 Ship Date 24-MAR-03					
001	74040132917 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 DAYLIGHT 27 400	420 EACH	3 12		USD 1,310 40	
002	74040132925 RTU CAMERA 10 CAMERA EACH SPORT CAMERA 135 FLASH 27 400	1330 EACH	4 75		USD 6 317 50	
003	74040132859 135 CD 100RL/BOX SPORT 24 200 CLR PRNT	700 EACH	1 45		USD 1,015 00	
004	74040132867 135 CD 100RL/BOX SPORT 24 400 CLR PRNT	200 EACH	1 60		USD 320 00	

Sales Office FERRANIA WEATHERFORD, OK Contact DONNA HALE Tel No 800-654-5007 Fax No 800-311-4351 E-mail id	Remit To FERRANIA USA, INC , Dept # 960122 OKLAHOMA CITY, OK, 73196-0122 United States	SUBTOTAL TAX	
		INVOICE TOTAL DUE BY	23