

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ILLINOIS, EASTERN DIVISION		PROOF OF CLAIM
Name of Debtor Minter Weisman Company		Case Number 03-10964 (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 entity to whom the debtor owes money or property) QUAKER SALES AND DISTRIBUTION INC 555 West Monroe Street Chicago Illinois 60661		<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 Addresses Where Notices Should be Sent David M. Neff PIPER RUDNICK LLC 203 N. LaSalle Street, Suite 1800 Chicago Illinois 60601 Telephone number (312) 368-4000		
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. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid Compensations for services performed from _____ (date) to _____ (date)		
2 DATE DEBT WAS INCURRED Various, at least since April 2002 through petition date		3 IF COURT JUDGMENT, DATE OBTAINED
4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$75,289.84 plus any interest, attorneys' fees or other charges that may apply 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 of setoff) see attached description. 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, if any: \$ _____ total amount of claim subject to setoff.		6 UNSECURED PRIORITY CLAIM <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan — U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <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 of 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 <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; margin-bottom: 10px;">SEP 12 2003</div> <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">BMC</div> <div style="font-size: 0.8em;">Fleming Companies Claim</div> <div style="font-size: 0.7em;">10945</div>
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 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). <div style="text-align: center;"> <i>Jane E. Schechter</i> JANE E. SCHECHTER SR. MANAGER, CUSTOMER FINANCIAL SERVICES </div>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

Attachment to Proof of Claim Quaker Sales and Distribution, Inc (“Quaker”)

Debtor Minter-Weisman Co (“Debtor”) (Case No 03-10964 (MFW))

Prepetition, Quaker delivered goods to Debtor Below is a summary of Quaker’s claim

Minter Weisman Company	
Invoices	\$74,405 74
Invalid Deductions	\$884 10
	\$75,289 84

Invalid deductions reflect amounts improperly deducted by Debtor and thus increase Quaker’s claim amount

Summary reports supporting the above amounts are attached Copies of invoices, contracts and other supporting documentation are voluminous and are not attached, but are available from Quaker’s counsel upon request

The amounts supporting this Proof of Claim are estimates and may change as information becomes available

Quaker reserves the right to amend any amount in this Proof of Claim to accurately reflect the amounts due

Minter-Weisman Company

MINTER-WEISMAN COMPANY
STATEMENT OF ACCOUNT WITH THE QUAKER OATS COMPANY

INVOICES

AP	CUSTOMER NAME	LOCATION	INVOICE NO.	DATE	AMOUNT	DIVESTED SALES	P.O. NO.
38690	FLEMING/MINTER-WEISMAN CO	MINNEAPOLIS MN	513172	03/21/03	\$ 16 848 97		32701
38690	FLEMING/MINTER-WEISMAN CO	MINNEAPOLIS MN	513170	03/23/03	14 087 05		32694
38690	FLEMING/MINTER-WEISMAN CO	MINNEAPOLIS MN	513171	03/25/03	18 687 04		32700
38690	FLEMING/MINTER-WEISMAN CO	MINNEAPOLIS, MN	521813	03/26/03	6 750 35		33052
38690	FLEMING/MINTER-WEISMAN CO	MINNEAPOLIS, MN	517965	03/27/03	18 032 33		32885
					<u>\$ 74 405 74</u>	<u>\$ -</u>	
TOTAL					<u>\$ 74 405 74</u>		

INVALID DEDUCTIONS

AP	CUSTOMER NAME	TERMIN	AMOUNT	DESCRIPTION	GROSS REF/P.O. NUMBER	CHECK NO.	CHECK DATE
38690	FLEMING/MINTER-WEISMAN CO	000003423063	\$ 884 10	Shortage-CPU		70003272	04/01/02
			<u>\$ 884 10</u>				

**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)
Debtors)	Jointly Administered
)	Relates to Docket No 7881

NOTICE OF WITHDRAWAL OF CLAIMS

PLEASE TAKE NOTICE that QUAKER SALES & DISTRIBUTION INC hereby
withdraws its Proofs of Claim listed below

<u>Claim No</u>	<u>Case Number</u>	<u>Claim Amount</u>	<u>Type of Claim</u>
17649	03-10945	\$41,982 06	Administrative
17648	03-10963	UNKNOWN	Administrative
17647	03-10950	\$6,739 20	Administrative
17646	03-10944	\$7,141 33	Administrative
17645	03-10964	\$6,750 35	Administrative
10945	03-10964	\$75,289 84	Unsecured
10944	03-10963	\$512,292 46	Unsecured
10943	03-10950	\$208,143 06	Unsecured
10942	03-10944	\$1,439,299 40	Unsecured
10941	03-10945	\$6,921,285 22	Unsecured

¹ The Debtors are the following entities Core-Mark International, Inc , Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , Dungan Fuels, Inc , Favar Concepts, Ltd , Fleming Foods Management Co , L L C , Fleming Foods of Texas, L P , 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

Docket # 8415 eod 6/11/04

This Notice of Withdrawal is filed in connection with the settlement of *Fleming Companies, Inc , et al , v Quaker Oats Company*, Adversary No 04-51570

Dated June 11, 2004

QUAKER SALES & DISTRIBUTION, INC

/s/ Maria Ellena Chavez-Ruark

Maria Ellena Chavez-Ruark
Piper Rudnick LLP
6225 Smith Avenue
Baltimore, Maryland 21209
Telephone (410) 580-3000

and

David M Neff
William Choslovsky
Piper Rudnick LLP
203 N LaSalle Street, Suite 1800
Chicago, Illinois 60601-1293
Telephone (312) 368-4000

Counsel for Quaker Sales & Distribution, Inc