

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



5-1-99

Bar Date Ref # 2 NVM 10026

LEGAL DEPT

NOV 01 2003

In re Core-Mark International, Inc.	Case Number 03-10944 (MFW)
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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 a court order is required.

Check box if you are

Name of Creditor and Address

The Great Atlantic & Pacific Tea Company, Inc.
470 Chestnut Ridge Road
Woodcliff Lake, NJ 07677
Attn. Robert E. David, Esq.

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

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 () **201/471-4872**

CREDITOR TAX ID # **13-1890974**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
See attached Vendor ID # list

Check here if this claim replaces or a previously filed claim dated _____ amends

1 BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)

Services performed Taxes Wages, salaries, and compensation (Fill out below)

Money loaned Other (describe briefly) _____ Your social security number _____

See attached Claim Analysis & supporting business records Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED **1/1/01 - 3/31/03** **3 IF COURT JUDGMENT DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **14,624.58** (unsecured) \$ (secured) \$ (unsecured priority) \$ **14,624.58** (total)

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 U.S.C. § 507(a) _____

Amounts are subject to adjustment on 4/1/03 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.

<p>BY MAIL TO Bankruptcy Management Corporation P.O. BOX 900 El Segundo, CA 90245-0900</p>	<p>BY HAND OR OVERNIGHT DELIVERY TO Bankruptcy Management Corporation 1330 East Franklin Avenue El Segundo, CA 90245</p>
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THIS SPACE FOR COURT USE ONLY

FILED

SEP 12 2003

BMC
Fleming Companies Claim
11939

DATE SIGNED **9/10/03**

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):
Richard J. Scola, Corp. Vice President of The G

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

Core-Mark International, Inc
Vendor Identification Numbers

<u>Name</u>	<u>Number</u>
Core-Mark Forth Worth	FS186600
Core-Mark Corona	FS187000
Core-Mark Hayward	FS187200
Core-Mark Los Angeles	FS187300
Core-Mark Sacramento	FS187400
Core-Mark Bakersfield	FS187500
Core-Mark Portland	FS187600
Core-Mark Las Vegas	FS187700
Core-Mark Salt Lake	FS188400

Analysis of Claim of
The Great Atlantic & Pacific Tea Company, Inc ("Claimant")
In re Core-Mark International Inc ("Debtor")

Claimant seeks to collect payment of \$14,624.58 (the "Claim"), consisting of general, unsecured, pre-petition indebtedness of Debtor for coffee and other products that Debtor, Core-Mark International, Inc ("Coremark") purchased from Claimant

Claimant has received numerous Proof of Claim forms in these Chapter 11 proceedings, addressed to Claimant and certain of Claimant's subsidiaries (e.g., Kohl's, Sav-A-Center, Compass Foods, Food Emporium and Waldbaum) at various locations. Apparently, each such Proof of Claim form has been assigned a distinct Bar Date Reference number.

In fact, Claimant was the only selling party in each of the sales from which the Claim arises. Accordingly, Claimant is submitting only one Proof of Claim covering sales and credit reversals to Coremark. Claimant is simultaneously herewith submitting a separate Proof of Claim covering sales to Fleming.

A portion of the Claim, in the amount of \$14,624.58, is owed by Coremark for product purchases.

Documentation supporting the Claim is attached hereto, including a summary of part due amounts for products purchased, an aging of such past due amounts and a breakdown of improper deductions and credits.

Date 12/9/02
 Vendor Eight O' Clock Coffee
 Vendor Contact Mark Dean 469-417-7212

PSC	Ded #	Ded Date	Amount	Deduction Description	Vendor Dispute Description	CSC Direction	DC Comments
Corporate	CCM57230-VSI	09/30/02	\$ 1 500 00	Vendor Service Income	Wrong amount Billed		
Garland	CSCG1020-01154 GAP675424	10/03/02 06/27/02	\$ 1 935 00 \$ 163 15	SKU efficiency Program Turn Key Promotion	Fruit cakes in & out SKU's Not authorized		
Geneva	GEX104229	02/01/02	\$ 1 000 00	Slow moving item	Not authorized		
LaCrosse	LAC013304BB LAC031781BB LFG174787	07/23/02 01/16/02	\$ 615 12 \$ 15,000 00 \$ 15 023 88	Unknown Rowland Coffee Return to vendor	No Back Up Wrong Vendor Never notified		
Maryland	NEX812058	07/23/02	\$ 500 00	Slow moving item	Unauthorized		
Massillon	MAX406538 MAX413965 MAX414773 MAX414770 201162 MAS404459 MAS405575 FC100018	07/12/01 02/26/02 05/14/02 06/13/02 05/17/02 04/23/01 06/18/01 12/01/01	\$ 150 00 \$ 1 627 20 \$ 1 305 60 \$ 1 305 60 \$ 1 200 00 \$ 8 620 80 \$ 220 80 \$ 5,230 16	Non Compliance 4 13 bill of lading Prad Forward Buy Prad Extension Prad Extension Ad 05/06/01 Prad Extension Prad Extension Hamburg Jubilee	Prad Extension Error Unauthorized Unauthorized Non Performance Non Performance Non Performance Unpaid Invoice		
Memphis	GMD81507 GMD81650 GMD82433	02/12/02 03/05/02 05/08/02	\$ 3 165 68 \$ 3 165 68 \$ 3 165 66	Slotting Slotting Slotting	Unauthorized Unauthorized Unauthorized		

Miami	MIX073751	08/21/01	\$ 278 78	Prad Forward Buy	Unauthorized		
Nashville	NA444486	12/26/01	\$ 305 14	Cost Comparison / Mitchell Grocery	Unauthorized		
	NAX445779	02/21/02	\$ 309 60	Cost Comparison / Mitchell Grocery	Unauthorized		
	NAX001813	05/29/01	\$ 1,500 00	Slotting Conversion to regular items	\$1500 authorized		
	NAX440951	08/03/01	\$ 600 00	Slotting	Unauthorized		
Fresno	CSC012028SL	01/21/02	\$ 2 500 00	Slotting	Purchased and Discontinued		
	FSG988407	07/24/02	\$ 2 492 16	Vendor return	Not Notified		
Oklahoma	CCM51810	12/26/01	\$ 1 221 23	Corporate Incentive Over Charge	Over Billed total purchases		
Phoenix	CSC012028SL	01/21/02	\$ 4 500 00	Slotting	Purchased & discontinued ASAP		
	PXX044774	03/21/02	\$ 352 80	Prad Forward Buy	Unauthorized		
	PXX044148	02/07/02	\$ 146 88	Prad Forward Buy	Unauthorized		
	PXX046925	04/18/02	\$ 118 80	Prad Forward Buy	Unauthorized		
	PXX043107	12/26/01	\$ 224 40	Prad Forward Buy	Unauthorized		
Warsaw	PXB000726	06/25/02	\$ 291 60	Floor Stock Protection	EOC Protects purchases 3 weeks before decline		
	PXZ175702	07/30/02	\$ 114 25	Store Re-sets	Does Not Stock		
	WW108183	02/07/02	\$ 364 00	97 % fill Rate	No PO # Supplied		
	WWC000154	07/06/01	\$ 220 19	1999 PRG Audit	No Back up		
			\$ 80,434 16				

**FLEMING
LIABILITY AS OF
3/31/03**

	BALANCE DUE
AP300000 FLEMING MEMPHIS	24,303.85
CB284000 FLEMING FOODS (GENEVA)	753.57
CB284200 FLEMING (WAUKESHA)	117,029.86
CB287000 FLEMING (FRESNO)	2,043.36
CB288000 FLEMING (LAFAYETTE DIV)	128.25
CB290000 FLEMING (MASSILLON)	50,021.92
CB293500 FLEMING (SUPERIOR)	3,975.48
CB295500 FLEMING (SALT LAKE CITY)	800.00
CB295800 FLEMING (TULSA)	8,201.70
CB296000 FLEMING PHOENIX	-
CB299000 FLEMING (GARLAND)	-
CB338000 FLEMING (LACROSSE)	52,036.50
CB340600 FLEMING NORTHEAST	9,162.00
CB490000 FLEMING (FORT WAYNE)	380.40
CB494000 FLEMING (GOODLETTSVILL)	2,771.50
CB496000 FLEMING (MIAMI)	(566)
CB725500 FLEMING (NORTH CAROLINA)	1,482.48
FS186600 CORE MARK FORT WORTH	-
FS187000 CORE MARK CORONA	3,804.14
FS187200 CORE MARK HAYWARD	3,652.28
FS187300 CORE MARK LOS ANGELES	7,491.58
FS187400 CORE MARK SACRAMENTO	(1,598.20)
FS187500 CORE MARK BAKERSFIELD	-
FS187600 CORE MARK PORTLAND	-
FS187700 CORE MARK LAS VEGAS	1,274.78
FS188400 CORE MARK SALT LAKE	-
TOTAL	287,709.79
+ UNAUTHORIZED DEDUCTS	80,434.16
CLAIM TOTAL	368,143.95

*****Please note the dates listed first are the invoice dates in the attached schedules

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

STATE MENT

Date 09 08/03 P age 1

Bill To AP300000

FLEMING MEMPHIS (GMD)
P O BOX 268865
OKLAHOMA CITY, OK 73 126-8865

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
06/17/02	25677437 Payment		(438 63)
12/23/02	IN120213 Invoice	1/22/03	3,752 00
01/23/03	IN121085 Invoice	2/22/03	2 438 80
02/14/03	1002395 Memo	2/24/03	3 166 66
02/14/03	1002396 Memo	2/24/03	3 166 66
02/14/03	1002397 Memo	2/24/03	3,166 66
02/19/03	IN121759 Invoice	3/21/03	3 752 00
03/12/03	IN122421 Invoice	4/11/03	2 907 80
03/28/03	IN122902 Invoice	4/27/03	2,391 90
			<u><u>24,303 85</u></u>

Eight O Clock Coffee
P O Box 23438
Newark, NJ 07189-0438
USA

S T A T E M E N T

Date 09/08/03 Pa ge 1

Bill To CB284000

**FLEMING FOODS (GENEV A)
P O BOX 24760
OKLAHOMA CITY, OK 73 124
USA**

<u>Date</u>	<u>Reference Type</u>	<u>Due Date</u>	<u>Amount Open</u>
11/21/02	25748198 Payment		(6 04)
12/30/02	2576358 Payment		(6 000 00)
01/08/03	1002140 Memo	1/18/03	0 01
02/07/03	IN121507 Invoice	3/10/03	6,759 60
			<u><u>753 57</u></u>

Eight O Clock Coffee
P O Box 23438
Newark, NJ 07189-0438
USA

STATEMENT

Date 09/08/03 Page 1

Bill To CB284200

FLEMING
1200 W SUNSET DRIVE
WAUKESHA, WI 53189-8
USA

S MILW
512

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
01/24/02	23431404 Payment		(7 76)
01/22/03	IN121051 Invoice	2/22/03	11 086 20
02/22/03	IN121951 Invoice	3/25/03	29,776 68
03/04/03	IN122185 Invoice	4/4/03	26,064 18
03/11/03	IN122396 Invoice	4/11/03	9,725 40
03/17/03	IN122546 Invoice	4/17/03	8,991 54
03/28/03	IN122887 Invoice	4/28/03	31,393 62

117,029 86

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

S T A T E M

Date 09/08/03 Pa

Bill To CB287000

**FLEMING (FRESNO DIVISION)
P O BOX 26680
OKLAHOMA CITY, OK 73
USA**

<u>Date</u>	<u>Reference Type</u>	<u>Due Date</u>	<u>Amount Open</u>
6/17/02	1000780 Memo	6/27/02	2 043 36

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

S T A T E M

Date 09/08/03 Pa

Bill To CB288000

FLEMING (LAFAYETTE D DIVISION)
P O BOX 24660
OKLAHOMA CITY OK 73 124

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
10/21/02	1001768 Memo	10/31/02	128 25

Eight O Clock Coffee
P O Box 23438
Newark, NJ 07189-0438
USA

S T A T E M

Date 09/08/03 Pa

Bill To CB290000

FLEMING FOODS (MASSI LLON)
P O BOX 24800
OKLAHOMA CITY, OK 44 648
USA

<u>Date</u>	<u>Reference Type</u>	<u>Due Date</u>	<u>Amount Open</u>
07/16/03	1000888	7/16/02	4 500 00
10/31/02	IN118491 Invoice	12/1/02	7 961 68
07/30/01	25525693 Payment		(17 46)
02/27/03	IN122039 Invoice	3/30/03	15,197 76
03/04/03	IN122162 Invoice	4/4/03	10,083 60
03/20/03	IN122688 Invoice	4/20/03	12 296 34
			<u><u>50,021 92</u></u>

Eight O'Clock Coffee
P O Box 23438
Newark, NJ 07189-0438
USA

S T A T E M

Date 09/08/03 Pa

Bill To CB293500

**FLEMING COMPANIES -
P O BOX 26680
OKLAHOMA CITY, OK 73
USA**

SUPERIOR
126

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
03/13/03	IN122474 Invoice	4/13/03	3,975 48

Eight O Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

S T A T E M

Date 09/08/03 Pa

Bill To CB295500

FLEMING (SALT LAKE C **ITY)**
P O BOX 26680
OKLAHOMA CITY, OK 73 **126**

Date	Reference	Type	<u>Due Date</u>	<u>Amount Open</u>
10/09/02	1001623	Memo	10/19/02	800 00

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

S T A T E M

Date 09/08/03 Pa

Bill To CB295800

FLEMING (TULSA)
P O BOX 24750
OKLAHOMA CITY, OK 73

124

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
02/21/03	IN121843 Invoice	3/24/03	5,598 90
03/26/03	IN122851 Invoice	4/26/03	2,602 80
			<u><u>8,201 70</u></u>

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189 0438
USA

S T A T E M

Date 09/08/03 Pa

Bill To CB338000

FLEMING FOODS (LACRO SSE)
P O BOX 26680
OKLAHOMA CITY, OK 73 126
USA

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
04/17/01	IN101431 Invoice	5/18/01	(28 14)
02/20/03	IN121777 Invoice	3/23/03	10,837 08
02/27/03	IN122049 Invoice	3/30/03	13,252 86
03/10/03	IN122343 Invoice	4/10/03	2,005 20
03/18/03	IN122600 Invoice	4/18/03	16,275 96
03/26/03	IN122843 Invoice	4/26/03	9 693 54
			<u><u>52,036 50</u></u>

Eight O'Clock Coffee
P O Box 23438
Newark, NJ 07189-0438
USA

STATEM

Date 09/08/03 Pa

Bill To CB340600

**FLEMING-NORTHEAST
P O BOX 268858
OKLAHOMA CITY, OK 73 1268858
USA**

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
02/07/03	IN121483 Invoice	3/10/03	2,502 00
02/22/03	IN121942 Invoice	3/25/03	4 924 80
03/22/03	IN122755 Invoice	4/22/03	1,735 20
			<u><u>9,162 00</u></u>

Eight O Clock Coffee
P O Box 23438
Newark, NJ 07189-0438
USA

STATEMENT

Date 09/09/03 Page 1

Bill To CB490000

FLEMING (FORT WAYNE)
P O BOX 268917
OKLAHOMA CITY, OK 73 126-8917

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
07/09/01	IN103769 Invoice	8/9/01	1 710 72
03/22/03	IN122805 Invoice	4/22/03	(1 330 32)
			<u><u>380 40</u></u>

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

STATEM

Date 09/09/03 Pa

Bill To CB494000

FLEMING FOODS (GOODL **ETTSVILL**
P O BOX 26647
OKLAHOMA CITY, OK 73 **124**
USA

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
10/23/01	25565053 Payment		(4 82)
03/03/03	IN122108 Invoice	4/3/03	2 776 32
			<u><u>2,771 50</u></u>

Eight O'Clock Coffee
P O Box 23438
Newark, NJ 07189-0438
USA

STATE MENT

Date 09/09/03 Page 1

Bill To CB725500

**FLEMING (NORTH CARO LINA)
PO 26680
OKLAHOMA CITY, OK 73 126
USA**

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
07/23/01	B552354 Payment		(39 60)
07/30/01	25525693 Payment		(39 60)
03/10/03	IN122341 Invoice	4/10/03	1,561 68
			<u><u>1,482 48</u></u>

Eight O Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

STATEM

Date 09/09/03 Pa

Bill To FS187000

**CORE-MARK - CORONA(3 5)
353 MEYER CIRCLE
CORONA, CA 92879
USA**

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
01/13/03	90405360 Payment		(655 25)
03/28/03	IN122878 Invoice	4/27/03	4 459 39
			<u><u>3,804 14</u></u>

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

S T A T E M

Date 09/09/03 Pa

Bill To FS187200

**CORE-MARK - HAYWARD(7)
31300 MEDALLION DR
HAYWARD, CA 94544
USA**

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
03/28/03	IN122879 Invoice	4/27/03	3,652 28

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

STATEM

Date 09/09/03 Pa

Bill To FS187300

**CORE-MARK LOS ANGELE S(21)
2311 EAST 48TH STREE T
LOS ANGELES, CA 9005 8
USA**

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
11/01/01	IN107314 Invoice	12/1/01	(326 55)
09/05/02	1001238 Memo	9/15/02	180 78
01/31/03	1002341 Memo	2/10/03	111 78
03/26/03	1002859 Memo	4/5/03	1,315 98
03/18/03	IN122587 Invoice	4/17/03	2,797 93
03/31/03	IN122933 Invoice	4/30/03	3,411 66
			<u><u>7,491 58</u></u>

Eight O Clock Coffee
P O Box 23438
Ne ark NJ 07189-0438
USA

S T A T E M

Date 09/09/03 Pa

Bill To FS187400

CORE-MARK - SACRAMENTO 7)

**SACRAMENTO, CA
USA**

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
04/19/01	IN101436 Invoice	5/19/01	(1,598 20)

Eight O'Clock Coffee
P O Box 23438
Newark NJ 07189-0438
USA

STATEM

Date 09/09/03 Pa

Bill To FS187700

CORE-MARK-LAS VEGAS(65)
3950 WEST HARMON
LAS VEGAS, NV 89103
USA

Date	Reference Type	<u>Due Date</u>	<u>Amount Open</u>
07/16/01	A440844 Payment		(35 66)
02/14/03	IN121724 Invoice	3/16/03	(111 78)
03/13/03	IN122466 Invoice	4/12/03	1,422 22
			<u><u>1,274 78</u></u>



Supermarket
of Choice

Via Airborne 18983430255

September 11, 2003

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

Re Core-Mark International, Inc , Case No 03-10944 (MFW)

Dear Sir or Madam

Enclosed herein are two (2) Proof of Claim forms with support data pertaining to the above referenced bankruptcy case. Kindly return one (1) copy of the Proof of Claim form date stamped "Filed" or "Received" to the attention of the undersigned. Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. E. David', written over a horizontal line.

Robert E. David

RED/sf

Enclosures (2)

cc Richard J. Scola, Esq

The Great Atlantic & Pacific Tea Company, Inc
Executive Offices
470 Chestnut Ridge Road, Woodcliff Lake, New Jersey 07677
201.573.9700

Fax 201 571 4879

Robert E. David, Esq
Director of Real Estate Law
201 571 4872
davidr@aptea.com