UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re Core-Mark International, Inc [1]	Case Number 03-10944(MFW)

520141

Bar Date Ref # 2-NC-4780549

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

☐ 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

Name of Creditor and Address

0354653520141

The Western Sugar Cooperative
7555 East Hampden Avenue, Suite 600
Denver, CO 80231

Creditor Telephone Number (303) 813-3531

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file aga

CREDITOR TAX I D #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim		replaces or amends	a previously filed claim dated
87-0658226	Various, see attached				

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 _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED Various, see attached

3 IF COURT JUDGMENT, DATE OBTAINED N/A

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$ 191,746 55 [2] (unsecured)	$ (secured)	$ (unsecured priority)	$ 191,746 55 (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 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 1 2 2003

BMC

Fleming Companies Claim

12022

DATE SIGNED	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)
9/11/03	Anne E Feeney, Credit Manager Anne E Feeney

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

ENDNOTES

[1] Due to the manner in which the Fleming entities transacted business, it is not clear which Debtor entity is obligated to The Western Sugar Cooperative While the Western Sugar Cooperative does not believe it dealt directly with this Debtor entity, The Western Sugar Cooperative has not been able to confirm if Debtors believe that The Western Sugar Cooperative did contract with this entity Accordingly, The Western Sugar Cooperative is submitting this claim in more than a single bankruptcy case in an abundance of caution The Western Sugar Cooperative acknowledges that it is entitled only to satisfaction of its total claim All supporting documentation for this proof of claim is attached to the proofs of claim contemporaneously being submitted in both Fleming Companies, Inc (03-10945(MFW)) and Fleming Foods of Texas L P (03-10955(MFW))

[2] In addition to the amounts included herein, The Western Sugar Cooperative previously timely submitted a reclamation claim in the aggregate amount of $506,058 90 All requested supporting documentation has been provided to Debtors Pursuant to the Court's April 21, 2003 Order (Docket # 510), the reclamation claim is to be treated as an administrative claim and paid in full, in cash, or secured by a lien In the event any portion or all of The Western Sugar Cooperative's reclamation claim is ultimately not allowed as a reclamation claim, it will be automatically added to the amount of this proof of claim