UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re	Case Number

627539

Bar Date Ref # 2-NVM 94148

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 and Address

0354653627539

Greif Bros Corp
Box Cm 9538
Western Division
St Paul MN 55170

Creditor Telephone Number ( )

☐ 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

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

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

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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$ (unsecured)	$ (secured)	$ (unsecured priority)	$ (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 15 2003

BMC

Fleming Companies Claim

12864

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)

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

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)

NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST

TO ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the Debtors) filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time the Bankruptcy Code) in the United States Bankruptcy Court for the District of Delaware (the Court) The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities including without limitation individuals partnerships corporations estates trusts governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party) and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a Creditor and collectively Creditors) holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively the Claims ') or interest in any of the Debtors (collectively the 'Interests") arising on or before April 1 2003 (the Petition Date'), are required to file a separate completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the 'Proof of Claim') on account of any Claims such Creditors hold or wish to assert against the Debtors so that the Proof of Claim is actually received on or before 4 00 p m. Pacific Daylight Time on September 15 2003 (the 'General Bar Date) or in the case of governmental units by October 1 2003, the 'Governmental Unit Bar Date," by the Debtors Official Notice and Claims Agent at the following address

Bankruptcy Management Corporation ('BMC)
1330 East Franklin Avenue El Segundo CA 90245 ***(for overnight mail or hand delivery)***
P O Box 900 El Segundo CA 90245-0900 ***(for regular mail)***
Telephone 1-888-909-0100

Notwithstanding the foregoing, AT THIS TIME Proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively the Excluded Claims)

(a) Claims listed in the Debtors Schedules of Assets and Liabilities (the Schedules) filed with the Court pursuant to Bankruptcy Rule 1007 or any amendments thereto which are not therein listed as contingent unliquidated or disputed and which are not disputed by the creditor holding such claim as to nature amount or classification
(b) Claims on account of which a Proof of Claim has already been properly filed with the Court
(c) Claims previously allowed by or paid pursuant to an order of the Court including without limitation any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order [2]
(d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors chapter 11 cases
(e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors
(f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively the Notes) or any indenture in respect of each issue of the Notes (the 'Indentures and each such Indenture collectively with the Notes issued thereunder the 'Debt Instruments) provided however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

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[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 Dunigan 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

[2] The term 'Final DIP Order refers to the Final Order Authorizing (I) Post-Petition Financing Pursuant to 11 U S C § 364 and Bankruptcy Rule 4001(c) (II) Use of Cash Collateral Pursuant to 11 U S C § 363 and Bankruptcy Rules 4001(b) and (d) (III) Grant of Adequate Protection Pursuant to 11 U S C §§ 361 and 363 and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U S C §§ 105 and 364(c)(3) and Rule 4001(c)