

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

PROOF OF CLAIM



522559

Bar Date Ref # 2-NC-11199882

In re **CORE-MARK INTERNATIONAL, INC**

Case Number
03-10944 (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.

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.

Name of Creditor and Address

MORTON SALT
123 N Wacker Drive
Chicago, IL 60606-1743

0354653522559

Creditor Telephone Number (312) 807-2550

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

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 _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 5,324.00 * (unsecured) \$ _____ (secured) \$ 5,324.00 † (unsecured priority) \$ _____ (total) (see attached rider)

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

DATE SIGNED

9-12-03

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)

ALEX PIROGOVSKIY
Alex Pirogovskiy, Attorney For Morton Salt

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

Filing Companies Claim



13044

See Other Side For Instructions

**RIDER TO PROOF OF CLAIM OF MORTON SALT IN
CASE NO 03-10944 (MFW) – CORE-MARK INTERNATIONAL INC**

Morton Salt's claim in the amount of \$5,324 00 includes Morton Salt's reclamation claim in the amount of \$4,290 80. The items to which Morton Salt's reclamation claim applies are marked (*) on the attached listing.

Morton Salt asserts a priority administrative expense for its reclamation claim pursuant to 11 U.S.C. §§ 503(b), 507(a)(1), 546(c)(1) and 546(c)(2) and other applicable law with respect to \$4,290 80 of goods as detailed above and on the attached schedule. To the extent that Morton Salt's reclamation claim is not allowed as a priority administrative claim pursuant to 11 U.S.C. §§ 503(b), 507(a)(1), 546(c)(1) and 546(c)(2), Morton Salt seeks such amounts as part of its unsecured, non-priority claim herein.

Core-Mark International, Inc			
CASE # 03-10944(MFW)			
PURCHASE ORDER/CLAIM NUMBER	ITEM NUMBER	ITEM DATE	AMOUNT
16-1515380	589217	3/03/03	\$ 1 033 20
16-1523160	607500	3/24/03	\$ 754 32 ★
7-1205180	608344	3/25/03	\$ 3,536 48 ★
			\$ 5,324 00

UNGARETTI & HARRIS

ALEX PIROGOVSKY
312 977 4104
apirogovsky@uhl.com

September 12, 2003

*Via Federal Express
Overnight Delivery*

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo CA 90245

**RE *In re Fleming Companies, Inc , et al*, Case No 03-10945 (MFW)
United States Bankruptcy Court for the District of Delaware**

Dear Sir or Madam

Enclosed are the original and copies of Morton Salt's Proofs of Claim against the following debtors in the above-referenced, jointly administered case

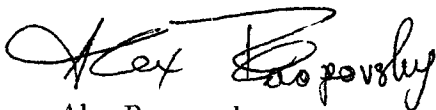
- 1 **Fleming Companies, Inc** , Case No 03-10945 (MFW)
- 2 **Core-Mark International, Inc** , Case No 03-10944 (MFW)
- 3 **Minter-Weisman Co** , Case No 03-10964 (MFW)
- 4 **Richmar Foods, Inc** , Case No 03-10972 (MFW)
- 5 **Rainbow Food Group, Inc** , Case No 03-10967 (MFW)

Also enclosed is a stamped envelope

Please file the enclosed Proofs of Claim and mail back the extra copies to me in the enclosed return envelope

Thank you for your assistance in this matter

Yours very truly,



Alex Pirogovsky

Enclosures

CHICAGO

3500 Three First National Plaza
Chicago Illinois 60602 4283
Telephone 312 977 4400
Fax 312 977 4405

WASHINGTON

1500 K Street NW Suite 250
Washington DC 20005 1714
Telephone 202 639 7500
Fax 202 639 7505

SPRINGFIELD

400 E Jefferson Street Suite 1200
Springfield Illinois 62701 1053
Telephone 217 544 7000
Fax 217 544 7950

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