

|                                                                        |                       |
|------------------------------------------------------------------------|-----------------------|
| <b>UNITED STATES BANKRUPTCY COURT<br/>FOR THE DISTRICT OF DELAWARE</b> | <b>PROOF OF CLAIM</b> |
|------------------------------------------------------------------------|-----------------------|

|                                         |                               |
|-----------------------------------------|-------------------------------|
| In re<br>Fleming Companies, Inc , et al | Case Number<br>03-10945 (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 and Address**

Westchester Fire Insurance Company  
 c/o William Kelleher, Esquire  
 Ballard Spahr Andrews & Ingersoll, LLP  
 919 Market Street, 17th Floor  
 Wilmington, DE 19801

☒ 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 Telephone Number: 302 252-4460

CREDITOR TAX ID #  
 13-5481330

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR.  
 892 B 807193-2 M

Check here ☐ replaces or ☐ amends if this claim

a previously filed claim dated \_\_\_\_\_

**1 BASIS FOR CLAIM**

- |                                             |                                                              |                                                                             |
|---------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------|
| <input type="checkbox"/> Goods sold         | <input type="checkbox"/> Personal injury/wrongful death      | <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) |
| <input type="checkbox"/> Services performed | <input type="checkbox"/> Taxes                               | <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) |
| <input type="checkbox"/> Money loaned       | <input checked="" type="checkbox"/> Other (describe briefly) | Your social security number: _____                                          |

Payments pursuant to surety bonds

Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_  
 (date) (date)

**2 DATE DEBT WAS INCURRED** See attachment

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE**

|             |           |                      |              |
|-------------|-----------|----------------------|--------------|
| \$ *        | \$ *      | \$ *                 | \$42,905,043 |
| (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. \*See attachment

☒ 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 Letter of credit

Value of collateral \$ 20,000,000

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

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).

Robert McL Boote, Esquire, Attorney for Westchester Fire Insurance Company

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**

Fleming Companies Claim



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re FLEMING COMPANIES, et al

CASE NO 03-10945 (MFW)

**ATTACHMENT TO PROOF OF CLAIM OF  
WESTCHESTER FIRE INSURANCE COMPANY**

Westchester Fire Insurance Company ("Westchester") executed surety bonds naming Fleming Companies, Inc , Core-Mark International, Inc and other Fleming Companies ("Fleming") as principals Appended hereto as Exhibit A are lists of such bonds which state the Bond number, date, amount and principal Appended as Exhibit B is a spreadsheet containing data supplied by Fleming listing Westchester bonds known to Fleming and providing additional information Fleming executed Agreements of Indemnity agreeing to indemnify Westchester for all payments it may make in connection with the Bonds Appended hereto as Exhibits C and D are copies of these Agreements

Westchester makes claim for amounts paid and to be paid for claims made under these bonds and for the related expenses Westchester is and will be the assignee and subrogee of claims by the obligees named in these bonds amounts paid to these obligees Westchester claims a priority for its payments for taxes, penalties and interest owed to governmental units pursuant to the bonds Westchester is secured in the amount of \$20,000,000 pursuant to a letter of credit

Westchester reserves the right to correct, amend and supplement this proof of claim

Account FLEMING COMPANIES, INC  
1945 LAKEPOINTE DRIVE, BOX  
LEWISVILLE  
TX 75029  
Producer 342950 - MARSH USA

Numbe CEFLEM02X  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond Number | Effect Date      | Expiry Date                                              | Category Code      | Bond Amount |
|-------------|------------------|----------------------------------------------------------|--------------------|-------------|
| K06519878   | 05 Mar 2002      | 05 Mar 2006                                              | Public Official    | 1,000       |
|             | Principal        | FLEMING COMPANIES INC                                    |                    |             |
|             | Obligee          | State of Oklahoma Oklahoma Tax Commission                |                    |             |
|             | Bond Description | Notary Bond                                              |                    |             |
|             |                  | Contract Ending In 2006                                  |                    | 0           |
|             |                  | Expired Contract:                                        |                    | 0           |
|             |                  | Non-Contract Ending In 2006                              |                    | 1,000       |
|             |                  | Expired Non-Contract.                                    |                    | 0           |
| K04993433   | 01 Apr 2003      | 01 Apr 2004                                              | License and Permit | 100 000     |
|             | Principal        | Fleming Companies, Inc                                   |                    |             |
|             | Obligee          | Dept of Revenue Tax Division                             |                    |             |
|             | Bond Description | Cigarette Dist. Tax Bond                                 |                    |             |
| K06519118   | 01 Apr 2003      | 01 Apr 2004                                              | License and Permit | 100,000     |
|             | Principal        | Fleming Companies, Inc                                   |                    |             |
|             | Obligee          | Oregon Dept of Revenue                                   |                    |             |
|             | Bond Description | Cigarette Tax                                            |                    |             |
| K06519131   | 31 Mar 2003      | 31 Mar 2004                                              | License and Permit | 6,000       |
|             | Principal        | Fleming Companies Inc                                    |                    |             |
|             | Obligee          | State of New Jersey                                      |                    |             |
|             | Bond Description | Wholesale Cigarette Distributor Bond                     |                    |             |
| K06519271   | 31 Mar 2003      | 31 Mar 2004                                              | License and Permit | 100,000     |
|             | Principal        | FLEMING COMPANIES INC                                    |                    |             |
|             | Obligee          | State of New Jersey Dept of Treasury                     |                    |             |
|             | Bond Description | Cigarette Tax Stamp Bond                                 |                    |             |
| K0651957A   | 28 Mar 2003      | 28 Mar 2004                                              | License and Permit | 1,000       |
|             | Principal        | Fleming Companies Inc                                    |                    |             |
|             | Obligee          | State of Oklahoma                                        |                    |             |
|             | Bond Description | Unstamped Tobacco Products Tax                           |                    |             |
| K0651988A   | 28 Mar 2003      | 28 Mar 2004                                              | License and Permit | 150,000     |
|             | Principal        | Fleming Companies Inc                                    |                    |             |
|             | Obligee          | Commonwealth of Pennsylvania                             |                    |             |
|             | Bond Description | Cigarette Stamping                                       |                    |             |
| K06519222   | 25 Mar 2003      | 25 Mar 2004                                              | License and Permit | 1,000       |
|             | Principal        | FLEMING COMPANIES INC                                    |                    |             |
|             | Obligee          | State of Minnesota Dept of Agriculture                   |                    |             |
|             | Bond Description | Produce Dealer                                           |                    |             |
| K06519805   | 25 Mar 2003      | 25 Mar 2004                                              | License and Permit | 100 000     |
|             | Principal        | Fleming Companies Inc                                    |                    |             |
|             | Obligee          | State of Minnesota Dept of Agriculture                   |                    |             |
|             | Bond Description | Wholesale Produce Dealer                                 |                    |             |
| K06519763   | 20 Mar 2003      | 20 Mar 2004                                              | License and Permit | 30,000      |
|             | Principal        | FLEMING COMPANIES INC                                    |                    |             |
|             | Obligee          | Nevada Dept of Taxation                                  |                    |             |
|             | Bond Description | Sales Tax                                                |                    |             |
| K06357593   | 19 Mar 2003      | 19 Mar 2004                                              | License and Permit | 25,000      |
|             | Principal        | Core-Mark International, Inc                             |                    |             |
|             | Obligee          | State of Nevada Dept. of Taxation, Revenue Div           |                    |             |
|             | Bond Description | Cigarette Tax Bond                                       |                    |             |
| K06357635   | 19 Mar 2003      | 19 Mar 2004                                              | License and Permit | 500         |
|             | Principal        | Core-Mark Midcontinent, Inc                              |                    |             |
|             | Obligee          | State of Oklahoma Dir of Registration Div Tax Commission |                    |             |
|             | Bond Description | Cigarette Tax Bond                                       |                    |             |

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1945 LAKEPOINTE DRIVE, BOX  
LEWISVILLE  
TX 75029  
Producer 342950 - MARSH USA

Numbe CEFLEM02X  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond Number | Effect Date | Expiry Date | Category Code                                                                                                                                                      | Bond Amount |
|-------------|-------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| K06357945   | 19 Mar 2003 | 19 Mar 2004 | License and Permit<br>Principal Core-Mark International Inc<br>Obligee State of Oklahoma Tax Commission<br>Bond Description Cigarette Tax Bond                     | 1,000       |
| K0635810A   | 19 Mar 2003 | 19 Mar 2004 | License and Permit<br>Principal Core-Mark International Inc<br>Obligee State of Idaho Revenue Operations<br>Bond Description Cigarette Tax Bond                    | 2,000       |
| K06358184   | 19 Mar 2003 | 19 Mar 2004 | License and Permit<br>Principal Core-Mark International, Inc<br>Obligee STATE OF NEW MEXICO Taxation and Revenue Department<br>Bond Description Cigarette Tax Bond | 921,000     |
| K06519611   | 19 Mar 2003 | 19 Mar 2004 | License and Permit<br>Principal FLEMING COMPANIES INC<br>Obligee Illinois Dept of Revenue<br>Bond Description Cigarette Dist                                       | 2 500       |
| K06519842   | 19 Mar 2003 | 19 Mar 2004 | License and Permit<br>Principal FLEMING COMPANIES INC<br>Obligee Thruway Finance<br>Bond Description Toll Tax                                                      | 5,000       |
| K06739684   | 19 Mar 2003 | 19 Mar 2004 | License and Permit<br>Principal Core-Mark Midcontinent<br>Obligee STATE OF NORTH DAKOTA OFFICE OF ATTORNEY GENERAL<br>Bond Description Cigarette Distributor Bond  | 1 000       |
| K06357581   | 15 Mar 2003 | 15 Mar 2004 | License and Permit<br>Principal Core-Mark International Inc<br>Obligee State of Kansas Department of Revenue<br>Bond Description Cigarette Tax Bond                | 600,000     |
| K06357660   | 15 Mar 2003 | 15 Mar 2004 | License and Permit<br>Principal Core-Mark International, Inc<br>Obligee California State Board of Equalization<br>Bond Description ALCOHOLIC BEVERAGE TAX          | 1,000       |
| K06357787   | 15 Mar 2003 | 15 Mar 2004 | License and Permit<br>Principal Core-Mark International, Inc<br>Obligee Alaska Department of Revenue<br>Bond Description Cigarette Tax Bond                        | 215 948     |
| K06357799   | 15 Mar 2003 | 15 Mar 2004 | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee State of Kansas Division of Taxation<br>Bond Description Cigarette Tax Bond                 | 1,000       |
| K06357878   | 15 Mar 2003 | 15 Mar 2004 | License and Permit<br>Principal Core-Mark International Inc<br>Obligee STATE OF NEBRASKA Dept of Revenue<br>Bond Description Cigarette Tax Bond                    | 1,000       |
| K06358032   | 15 Mar 2003 | 15 Mar 2004 | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee STATE OF OKLAHOMA Dir of Taxpayer Assis Div OK Tax Com<br>Bond Description Tobacco Tax      | 500         |
| K06358068   | 15 Mar 2003 | 15 Mar 2004 | Miscellaneous<br>Principal Core-Mark International, Inc<br>Obligee STATE OF ARKANSAS DEPT OF FINANCE AND ADMINISTRATION<br>Bond Description CIGARETTE STAMP DEPUTY | 35,000      |

Line Card Report

Account FLEMING COMPANIES, INC  
1945 LAKEPOINTE DRIVE, BOX  
LEWISVILLE  
TX 75029  
Producer 342950 - MARSH USA

Numbe CEFLEM02X  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond<br>Number | Effect<br>Date | Expiry<br>Date | Category<br>Code                                                                                                                                                  | Bond<br>Amount |
|----------------|----------------|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| K0635807A      | 15 Mar 2003    | 15 Mar 2004    | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee State of South Dakota Dept. of Revenue<br>Bond Description Sales Tax License               | 1 000          |
| K06358263      | 15 Mar 2003    | 15 Mar 2004    | License and Permit<br>Principal Core-Mark International Inc<br>Obligee STATE OF MONTANA Department of Revenue and Taxation<br>Bond Description Cigarette Tax Bond | 173,300        |
| K06519210      | 15 Mar 2003    | 15 Mar 2004    | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Registration and Return Section<br>Bond Description 30 Day Cigarette Distributor Bond           | 750 000        |
| K06519155      | 14 Mar 2003    | 14 Mar 2004    | License and Permit<br>Principal FLEMING COMPANIES, INC<br>Obligee State of Arkansas<br>Bond Description Cigarette Stamp Deputy Bond                               | 1 500          |
| K06519234      | 12 Mar 2003    | 12 Mar 2004    | License and Permit<br>Principal FLEMING COMPANIES INC<br>Obligee State of Tennessee<br>Bond Description Tax Stamp                                                 | 26 000         |
| K06519313      | 11 Mar 2003    | 11 Mar 2004    | Miscellaneous<br>Principal FLEMING COMPANIES INC<br>Obligee AmerenUE Credit Manager<br>Bond Description Utility Bond                                              | 31 558         |
| K04993032      | 06 Mar 2003    | 06 Mar 2004    | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Norman Post Office<br>Bond Description Postal Unit Bond                                         | 15,000         |
| K06519556      | 06 Mar 2003    | 06 Mar 2004    | License and Permit<br>Principal FLEMING COMPANIES INC<br>Obligee Federal Motor Carriers Safety<br>Bond Description ICC Brokers Bond                               | 10 000         |
| K06519593      | 06 Mar 2003    | 06 Mar 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Columbus Light and Water Dept<br>Bond Description Utility Bond                                   | 1,000          |
| K06519635      | 06 Mar 2003    | 06 Mar 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Tu Electric Credit Manager<br>Bond Description Utility Bond                                      | 6,300          |
| K06519672      | 06 Mar 2003    | 06 Mar 2004    | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee PA Turnpike Commission CFO<br>Bond Description Toll Bond                                        | 7,000          |
| K06519714      | 06 Mar 2003    | 06 Mar 2004    | Miscellaneous<br>Principal FLEMING COMPANIES, INC<br>Obligee New York State Thruway Authority<br>Bond Description Ny Thruway                                      | 23 000         |
| K06519751      | 06 Mar 2003    | 06 Mar 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Dept of Vehicle Regulation<br>Bond Description Highway Use Bond                                  | 1 000          |

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Rate Standard  
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| Bond Number | Effect Date      | Expiry Date                                          | Category Code      | Bond Amount |
|-------------|------------------|------------------------------------------------------|--------------------|-------------|
| K06519799   | 06 Mar 2003      | 06 Mar 2004                                          | License and Permit | 1 000       |
|             | Principal        | FLEMING COMPANIES INC                                |                    |             |
|             | Obligee          | SD Dept of Revenue                                   |                    |             |
|             | Bond Description | Cigarette Distributor                                |                    |             |
| K06519830   | 06 Mar 2003      | 06 Mar 2004                                          | License and Permit | 4 000       |
|             | Principal        | Fleming Companies Inc                                |                    |             |
|             | Obligee          | IN Dept of Transportation                            |                    |             |
|             | Bond Description | Toll Bond                                            |                    |             |
| K06519829   | 05 Mar 2003      | 05 Mar 2004                                          | License and Permit | 5,000       |
|             | Principal        | FLEMING COMPANIES, INC                               |                    |             |
|             | Obligee          | Louisiana Dept of Transportation                     |                    |             |
|             | Bond Description | Fuel Tax                                             |                    |             |
| K06519696   | 28 Feb 2003      | 28 Feb 2004                                          | License and Permit | 204,000     |
|             | Principal        | Fleming Companies Inc                                |                    |             |
|             | Obligee          | State of West Virginia Tax Dept                      |                    |             |
|             | Bond Description | Cigarette Tax Credit Purchase                        |                    |             |
| K06519106   | 25 Feb 2003      | 25 Feb 2004                                          | License and Permit | 1,000       |
|             | Principal        | Fleming Companies, Inc                               |                    |             |
|             | Obligee          | NEBRASKA DEPT OF REVENUE                             |                    |             |
|             | Bond Description | Cigarette Tax                                        |                    |             |
| K0651926A   | 25 Feb 2003      | 25 Feb 2004                                          | License and Permit | 1 175       |
|             | Principal        | Fleming Companies Inc                                |                    |             |
|             | Obligee          | Texas Comptroller of Public Accounts                 |                    |             |
|             | Bond Description | Tax Bond                                             |                    |             |
| K06519301   | 25 Feb 2003      | 25 Feb 2004                                          | License and Permit | 5 000       |
|             | Principal        | Fleming Companies, Inc                               |                    |             |
|             | Obligee          | North Carolina Dept of Revenue                       |                    |             |
|             | Bond Description | Cigarette Distributors bond                          |                    |             |
| K06519416   | 25 Feb 2003      | 25 Feb 2004                                          | License and Permit | 1 500       |
|             | Principal        | Fleming Companies Inc                                |                    |             |
|             | Obligee          | Missouri Department of Revenue                       |                    |             |
|             | Bond Description | Sales and Use Tax                                    |                    |             |
| K06519775   | 25 Feb 2003      | 25 Feb 2004                                          | License and Permit | 5 000       |
|             | Principal        | FLEMING COMPANIES INC                                |                    |             |
|             | Obligee          | Minnesota Dept of Natural Resources                  |                    |             |
|             | Bond Description | Hunting & Fishing License                            |                    |             |
| K04992908   | 24 Feb 2003      | 24 Feb 2004                                          | License and Permit | 100 000     |
|             | Principal        | Fleming Companies Inc                                |                    |             |
|             | Obligee          | Commissioner of Agricultural Division                |                    |             |
|             | Bond Description | Dealer in Agricultural Products                      |                    |             |
| K06519428   | 22 Feb 2003      | 22 Feb 2004                                          | License and Permit | 25 000      |
|             | Principal        | Fleming Companies Inc                                |                    |             |
|             | Obligee          | Nevada Tax Commission Revenue Division               |                    |             |
|             | Bond Description | Tax Bond                                             |                    |             |
| K06519581   | 22 Feb 2003      | 22 Feb 2004                                          | Miscellaneous      | 13,460      |
|             | Principal        | Arizona Price Impact LLC                             |                    |             |
|             | Obligee          | Southwest Gas Corporation                            |                    |             |
|             | Bond Description | Utility                                              |                    |             |
| K04993470   | 21 Feb 2003      | 21 Feb 2004                                          | License and Permit | 120,000     |
|             | Principal        | FLEMING COMPANIES, INC                               |                    |             |
|             | Obligee          | STATE OF ARKANSAS DEPT OF FINANCE AND ADMINISTRATION |                    |             |
|             | Bond Description | Cigarette Taxes                                      |                    |             |

Account FLEMING COMPANIES, INC  
1945 LAKEPOINTE DRIVE, BOX  
LEWISVILLE  
TX 75029  
Producer 342950 - MARSH USA

Numbe CEFLEM02X  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond<br>Number | Effect<br>Date | Expiry<br>Date | Category<br>Code                                                                                                                                              | Bond<br>Amount |
|----------------|----------------|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| K06519386      | 21 Feb 2003    | 21 Feb 2004    | License and Permit<br>Principal FLEMING COMPANIES, INC<br>Obligee STATE OF ARKANSAS DEPT OF FINANCE AND ADMINISTRATION<br>Bond Description Cigarette Tax Bond | 160 000        |
| K06519180      | 15 Feb 2003    | 15 Feb 2004    | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Arkansas Dept. of Finance & Admin<br>Bond Description Cigarette Tax Stamp                   | 100,000        |
| K06519349      | 15 Feb 2003    | 15 Feb 2004    | License and Permit<br>Principal. Fleming Companies Inc<br>Obligee Trans La Gas Company<br>Bond Description Utility                                            | 300            |
| K06519817      | 15 Feb 2003    | 15 Feb 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Ms Carissa May Consumers Energy<br>Bond Description Utility                                  | 117 000        |
| K06519854      | 15 Feb 2003    | 15 Feb 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Virginia Department of Public Utility<br>Bond Description Utility                            | 36,000         |
| K06519623      | 14 Feb 2003    | 14 Feb 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Alabama Department of Revenue<br>Bond Description Tobacco Tax Bond                           | 80,000         |
| K06519659      | 14 Feb 2003    | 14 Feb 2004    | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee State of Minnesota Dept of Agriculture<br>Bond Description Cigarette Tax Stamp and Meter    | 550 000        |
| K06519660      | 14 Feb 2003    | 14 Feb 2004    | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Alabama Department of Revenue<br>Bond Description Tobacco Consignment Bond                  | 160,000        |
| K06519702      | 14 Feb 2003    | 14 Feb 2004    | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Alabama Department of Revenue<br>Bond Description Tobacco Tax                               | 80,000         |
| K0651974A      | 14 Feb 2003    | 14 Feb 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Alabama Department of Revenue<br>Bond Description Tobacco Consignment Bond                   | 80 000         |
| K04992787      | 12 Feb 2003    | 12 Feb 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee State Tax Commission Petroleum Tax<br>Bond Description Petroleum Tax Bond                    | 1,000          |
| K06519179      | 12 Feb 2003    | 12 Feb 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Arizona Public Service Station 3209<br>Bond Description Utility                              | 41 000         |
| K06519295      | 12 Feb 2003    | 12 Feb 2004    | License and Permit<br>Principal Fleming Companies Inc<br>Obligee State Tax Commission Petroleum<br>Bond Description Petroleum Tax Bond                        | 1,000          |

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Status Active  
Rate Standard  
Office CSB Chicago Regional Office

| Bond Number | Effect Date | Expiry Date | Category Code                                                                                                                                                      | Bond Amount |
|-------------|-------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| K06519374   | 12 Feb 2003 | 12 Feb 2004 | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Salt River Project Agricultural<br>Bond Description Utility Bond                                 | 226 071     |
| K06519532   | 12 Feb 2003 | 12 Feb 2004 | License and Permit<br>Principal Fleming Companies Inc<br>Obligee State of Idaho Dept of Revenue<br>Bond Description Cigarette Wholesale                            | 150 000     |
| K04992829   | 11 Feb 2003 | 11 Feb 2004 | License and Permit<br>Principal Fleming Companies, Inc.<br>Obligee Nevada Department of Taxation<br>Bond Description Tax Bond                                      | 1,000       |
| K06519337   | 11 Feb 2003 | 11 Feb 2004 | License and Permit<br>Principal Fleming Companies Inc<br>Obligee State of Nevada Dept of Taxation<br>Bond Description Retailer User                                | 6,239       |
| K0651909A   | 08 Feb 2003 | 08 Feb 2004 | Miscellaneous<br>Principal FLEMING COMPANIES, INC<br>Obligee Florida Power & Light Co<br>Bond Description Utility Bond                                             | 140 865     |
| K06519787   | 28 Jan 2003 | 28 Jan 2004 | License and Permit<br>Principal FLEMING COMPANIES INC<br>Obligee Nevada Dept of Taxation<br>Bond Description Tax Bond                                              | 50 000      |
| K05857363   | 27 Jan 2003 | 27 Jan 2004 | License and Permit<br>Principal FLEMING COMPANIES INC<br>Obligee State of Missouri Director of Revenue Div of Taxation<br>Bond Description Cigarette Wholesale Tax | 25 000      |
| K04992866   | 18 Jan 2003 | 18 Jan 2004 | License and Permit<br>Principal Fleming Companies Inc<br>Obligee California Department of Corporations<br>Bond Description Bond of Finance Lender or Broker        | 25 000      |
| K04993226   | 18 Jan 2003 | 18 Jan 2004 | License and Permit<br>Principal Fleming Companies Inc<br>Obligee Illinois Dept of Revenue<br>Bond Description Cigarette Distributer Bond                           | 2 500       |
| K03846520   | 09 Jan 2003 | 09 Jan 2004 | License and Permit<br>Principal FLEMING COMPANIES, INC<br>Obligee Indiana Dept of Transportation Toll Road Dist<br>Bond Description Toll Bond                      | 500         |
| K03846544   | 01 Jan 2003 | 01 Jan 2004 | License and Permit<br>Principal Custom Foods Inc<br>Obligee University of Texas<br>Bond Description Performance Bond                                               | 10,000      |
| K05857326   | 01 Jan 2003 | 01 Jan 2004 | License and Permit<br>Principal Fleming Companies Inc<br>Obligee State of Louisiana Dept of Revenue & Taxation<br>Bond Description Tobacco Tax                     | 8,000       |
|             |             |             | Contract Ending In 2004                                                                                                                                            | 0           |
|             |             |             | Expired Contract                                                                                                                                                   | 0           |
|             |             |             | Non-Contract Ending In 2004                                                                                                                                        | 5,984,716   |
|             |             |             | Expired Non-Contract                                                                                                                                               | 0           |
| K05857442   | 30 Dec 2002 | 30 Dec 2003 | License and Permit<br>Principal FLEMING COMPANIES, INC                                                                                                             | 1 000       |



Account FLEMING COMPANIES, INC  
1945 LAKEPOINTE DRIVE, BOX  
LEWISVILLE  
TX 75029  
Producer 342950 - MARSH USA

Numbe CEFLEM02X  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond<br>Number | Effect<br>Date   | Expiry<br>Date                                    | Category<br>Code   | Bond<br>Amount |
|----------------|------------------|---------------------------------------------------|--------------------|----------------|
|                | Obligee          | State of Kansas Director of Taxation Dept Revenue |                    |                |
|                | Bond Description | Tobacco Products Distributors Tax                 |                    |                |
| K0585748A      | 30 Dec 2002      | 30 Dec 2003                                       | License and Permit | 1,000          |
|                | Principal        | FLEMING COMPANIES INC                             |                    |                |
|                | Obligee          | State of Kansas Director of Taxation Dept Revenue |                    |                |
|                | Bond Description | Wholesale Cigarette Dealer                        |                    |                |
| K05857284      | 25 Nov 2002      | 25 Nov 2003                                       | License and Permit | 1,200,000      |
|                | Principal        | Caremark International Inc                        |                    |                |
|                | Obligee          | Arizona Dept of Revenue Luxury Tax Division       |                    |                |
|                | Bond Description | Wholesale Cigarette Tax                           |                    |                |
| K04992830      | 01 Jul 2002      | 01 Jul 2003                                       | License and Permit | 5 000          |
|                | Principal        | Fleming Companies Inc                             |                    |                |
|                | Obligee          | Georgia Dept of Revenue                           |                    |                |
|                | Bond Description | Cigarette Tax Bond                                |                    |                |
| K0499307A      | 01 Jul 2002      | 01 Jul 2003                                       | License and Permit | 10 000         |
|                | Principal        | Fleming Companies, Inc                            |                    |                |
|                | Obligee          | Georgia Dept of Revenue                           |                    |                |
|                | Bond Description | Cigarette Tax Bond                                |                    |                |
| K04993159      | 01 Jul 2002      | 01 Jul 2003                                       | License and Permit | 5 000          |
|                | Principal        | Fleming Companies Inc                             |                    |                |
|                | Obligee          | Georgia Dept of Revenue                           |                    |                |
|                | Bond Description | Cigarette Tax                                     |                    |                |
| K04993482      | 01 Jul 2002      | 01 Jul 2003                                       | License and Permit | 22 000         |
|                | Principal        | FLEMING COMPANIES, INC                            |                    |                |
|                | Obligee          | Georgia Dept of Revenue                           |                    |                |
|                | Bond Description | Cigar & Cigarette Tax                             |                    |                |
| K04992799      | 30 Jun 2002      | 30 Jun 2003                                       | License and Permit | 3 500          |
|                | Principal        | Fleming Companies, Inc                            |                    |                |
|                | Obligee          | State of Iowa Dept of Revenue                     |                    |                |
|                | Bond Description | Distribution or Sale of Cigarette                 |                    |                |
| K04992994      | 01 Jul 2002      | 30 Jun 2003                                       | License and Permit | 100,000        |
|                | Principal        | FLEMING COMPANIES INC                             |                    |                |
|                | Obligee          | State of Michigan                                 |                    |                |
|                | Bond Description | Motor Fuel or Tobacco Carrier                     |                    |                |
| K04993020      | 30 Jun 2002      | 30 Jun 2003                                       | License and Permit | 2 500          |
|                | Principal        | Fleming Companies Inc                             |                    |                |
|                | Obligee          | Iowa Dept of Revenue and Finance                  |                    |                |
|                | Bond Description | Dist or Sale of Tobacco Products                  |                    |                |
| K04993068      | 30 Jun 2002      | 30 Jun 2003                                       | License and Permit | 2,500          |
|                | Principal        | Fleming Companies Inc                             |                    |                |
|                | Obligee          | Iowa Department of Revenue and Finance            |                    |                |
|                | Bond Description | Dist or Sale of Tobacco Products                  |                    |                |
| K0499310A      | 30 Jun 2002      | 30 Jun 2003                                       | License and Permit | 1,000          |
|                | Principal        | Fleming Companies Inc                             |                    |                |
|                | Obligee          | Iowa Dept of Revenue and Finance                  |                    |                |
|                | Bond Description | Dist or Sale of Tobacco Products                  |                    |                |
| K04993147      | 30 Jun 2002      | 30 Jun 2003                                       | License and Permit | 1,000          |
|                | Principal        | Fleming Companies Inc                             |                    |                |
|                | Obligee          | Iowa Department of Revenue and Finance            |                    |                |
|                | Bond Description | Dist and Sale of Tobacco Products                 |                    |                |
| K04993184      | 30 Jun 2002      | 30 Jun 2003                                       | License and Permit | 1 000          |
|                | Principal        | Fleming Companies, Inc                            |                    |                |
|                | Obligee          | Iowa Department of Revenue and Finance            |                    |                |
|                | Bond Description | Dist of Sale of Tobacco Products                  |                    |                |

Account FLEMING COMPANIES, INC  
 1945 LAKEPOINTE DRIVE, BOX  
 LEWISVILLE  
 TX 75029  
 Producer 342950 - MARSH USA

Numbe CEFLEM02X  
 Status Active  
 Rate Standard  
 Office CSB - Chicago Regional Office

| Bond Number | Effect Date                                             | Expiry Date                                                                                     | Category Code      | Bond Amount |
|-------------|---------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------|-------------|
| K04992878   | 27 Jun 2002<br>Principal<br>Obligee<br>Bond Description | 27 Jun 2003<br>FLEMING COMPANIES, INC<br>Illinois Dept of Revenue<br>Cigarette Taxes            | License and Permit | 2,500       |
| K04993366   | 25 Jun 2002<br>Principal<br>Obligee<br>Bond Description | 25 Jun 2003<br>FLEMING COMPANIES INC<br>Oklahoma Tax Commission<br>Cigarette Stamp Tax Bond     | License and Permit | 1 000       |
| K04993408   | 25 Jun 2002<br>Principal<br>Obligee<br>Bond Description | 25 Jun 2003<br>Fleming Companies, Inc<br>Oklahoma Tax Commission<br>Cigarette Tax Bond          | License and Permit | 1 000       |
| K0499291A   | 21 Jun 2002<br>Principal<br>Obligee<br>Bond Description | 21 Jun 2003<br>FLEMING COMPANIES INC<br>State of Louisiana Dept of Revenue<br>Tobacco Tax Bond  | License and Permit | 2,500       |
| K04992957   | 18 Jun 2002<br>Principal<br>Obligee<br>Bond Description | 18 Jun 2003<br>Fleming Companies, Inc<br>State of Arkansas<br>Deputy Cigarette Tax bond         | License and Permit | 1 000       |
| K04993111   | 06 Jun 2002<br>Principal<br>Obligee<br>Bond Description | 06 Jun 2003<br>Fleming Companies<br>Arkansas Tobacco Control Board<br>Cigarette Tax Bond        | License and Permit | 1 500       |
| K06519544   | 25 Apr 2002<br>Principal<br>Obligee<br>Bond Description | 25 Apr 2003<br>FLEMING COMPANIES, INC<br>St of New Mexico<br>Cigarette Tax Bond                 | License and Permit | 50 000      |
| K04993391   | 24 Apr 2002<br>Principal<br>Obligee<br>Bond Description | 24 Apr 2003<br>Fleming Companies Inc<br>Tucson Electric Power Company<br>Utility                | License and Permit | 26 000      |
| K06519167   | 24 Apr 2002<br>Principal<br>Obligee<br>Bond Description | 24 Apr 2003<br>Fleming Companies Inc<br>City of Mesa<br>Utility                                 | License and Permit | 8 030       |
| K06519246   | 17 Apr 2002<br>Principal<br>Obligee<br>Bond Description | 17 Apr 2003<br>FLEMING COMPANIES, INC<br>City of LaCrosse Legal Dept<br>Street Permit           | License and Permit | 10,000      |
| K06519283   | 17 Apr 2002<br>Principal<br>Obligee<br>Bond Description | 17 Apr 2003<br>FLEMING COMPANIES INC<br>City of Brooklyn Park<br>Performance Bond               | License and Permit | 165 000     |
| K06519325   | 17 Apr 2002<br>Principal<br>Obligee<br>Bond Description | 17 Apr 2003<br>FLEMING COMPANIES, INC<br>City of Plymouth Mn<br>Performance Bond                | License and Permit | 98,475      |
| K06519192   | 12 Apr 2002<br>Principal<br>Obligee<br>Bond Description | 12 Apr 2003<br>Fleming Companies, Inc<br>South Carolina Department of Revenue<br>State Tax Bond | License and Permit | 1 000       |

Line Card Report

Account FLEMING COMPANIES, INC  
1945 LAKEPOINTE DRIVE, BOX  
LEWISVILLE  
TX 75029  
Producer 342950 - MARSH USA

Number CEFLEM02X  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond Number | Effect Date | Expiry Date | Category Code                                                                                                                                 | Bond Amount |
|-------------|-------------|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| K06519489   | 09 Apr 2002 | 09 Apr 2003 | License and Permit<br>Principal FLEMING COMPANIES INC<br>Obligee St of NM Taxation & Revenue Dept<br>Bond Description Cigarette Dist Tax Bond | 6,300       |
| K06519520   | 09 Apr 2002 | 09 Apr 2003 | Court<br>Principal Fleming Companies, Inc<br>Obligee VWB Inc<br>Bond Description Discharge of Lien                                            | 3 432       |
| K06519568   | 09 Apr 2002 | 09 Apr 2003 | Court<br>Principal Fleming Companies, Inc<br>Obligee VWB Inc<br>Bond Description Discharge of Lien                                            | 3,231       |
| K0651960A   | 09 Apr 2002 | 09 Apr 2003 | Court<br>Principal Fleming Companies, Inc<br>Obligee VWB Inc.<br>Bond Description Discharge of Lien                                           | 2,550       |
| K06519647   | 09 Apr 2002 | 09 Apr 2003 | Court<br>Principal Fleming Companies Inc<br>Obligee VWB Inc<br>Bond Description Discharge of Lien                                             | 233 158     |
| K06519684   | 02 Apr 2002 | 02 Apr 2003 | License and Permit<br>Principal Fleming Companies Inc<br>Obligee AEP/Public Service Co of OKLA<br>Bond Description Utility Bond               | 21 403      |
| K04993433   | 01 Apr 2002 | 01 Apr 2003 | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Dept of Revenue Tax Division<br>Bond Description Cigarette Dist. Tax Bond   | 100,000     |
| K06519118   | 01 Apr 2002 | 01 Apr 2003 | License and Permit<br>Principal Fleming Companies, Inc<br>Obligee Oregon Dept of Revenue<br>Bond Description Cigarette Tax                    | 100 000     |
|             |             |             | Contract Expiring In 2003                                                                                                                     | 0           |
|             |             |             | Expired Contract                                                                                                                              | 0           |
|             |             |             | Non-Contract for 2003                                                                                                                         | 2 193,579   |
|             |             |             | Expired Non-Contract.                                                                                                                         | 0           |
|             |             |             | Total Liability For Account                                                                                                                   |             |
|             |             |             | Total Contract.                                                                                                                               | 0           |
|             |             |             | Expired Contract                                                                                                                              | 0           |
|             |             |             | Active Contract                                                                                                                               | 0           |
|             |             |             | Total Non-Contract                                                                                                                            | 8 179,295   |
|             |             |             | Expired Non-Contract                                                                                                                          | 0           |
|             |             |             | Active Non-Contract                                                                                                                           | 8 179,295   |
|             |             |             | Total Active                                                                                                                                  | 8 179,295   |

Account Core-Mark International, Inc  
395 Oyster point Boulevard  
South San Francisco  
CA 94080  
Producer 342950 - MARSH USA

Number COREMARK  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond Number | Effect Date      | Expiry Date                                                                | Category Code      | Bond Amount |
|-------------|------------------|----------------------------------------------------------------------------|--------------------|-------------|
| K06739817   | 20 Nov 2002      | 20 Nov 2003                                                                | Court              | 7 500       |
|             | Principal        | Core-Mark International, Inc                                               |                    |             |
|             | Obligee          | Superior Court of California County of Los Angeles                         |                    |             |
|             | Bond Description | Plaintiffs attachment bond                                                 |                    |             |
| K05018213   | 01 Oct 2002      | 01 Oct 2003                                                                | License and Permit | 35 000      |
|             | Principal        | Core-Mark Mid Continent                                                    |                    |             |
|             | Obligee          | Wyoming Department of Revenue                                              |                    |             |
|             | Bond Description | Cigarette Wholesaler                                                       |                    |             |
| K05018250   | 01 Oct 2002      | 01 Oct 2003                                                                | License and Permit | 55,000      |
|             | Principal        | Core-Mark International, Inc                                               |                    |             |
|             | Obligee          | Wyoming Department of Revenue                                              |                    |             |
|             | Bond Description | Tax Cigarette Bond                                                         |                    |             |
| K0635774A   | 30 Jun 2002      | 30 Jun 2003                                                                | License and Permit | 3 500       |
|             | Principal        | Core-Mark International Inc                                                |                    |             |
|             | Obligee          | STATE OF IOWA DEPARTMENT OF REVENUE                                        |                    |             |
|             | Bond Description | Iowa Cigarette/Tobacco Bond                                                |                    |             |
| K0674090A   | 12 Jun 2002      | 12 Jun 2003                                                                | License and Permit | 24 000 000  |
|             | Principal        | Core-Mark International, Inc                                               |                    |             |
|             | Obligee          | California State Board of Equalization Headquarters                        |                    |             |
|             | Bond Description | CIGARETTE & TOBACCO PRODUCTS TAX BOND                                      |                    |             |
| K0672999A   | 25 May 2002      | 25 May 2003                                                                | License and Permit | 650,000     |
|             | Principal        | Core Mark International Inc                                                |                    |             |
|             | Obligee          | Govt. of Ontario Ministry of Finance Director Motor Fuels & Tobacco Branch |                    |             |
|             | Bond Description | Canadian Customs Bond - Excise tax                                         |                    |             |
| K06358147   | 15 May 2002      | 15 May 2003                                                                | License and Permit | 7 890,000   |
|             | Principal        | Core-Mark International, Inc                                               |                    |             |
|             | Obligee          | STATE OF OREGON Dept. of Revenue                                           |                    |             |
|             | Bond Description | Tobacco Tax Bond                                                           |                    |             |
| K06357714   | 09 May 2002      | 09 May 2003                                                                | License and Permit | 9 500       |
|             | Principal        | Core-Mark International, Inc c/o Aon Risk Services, Inc                    |                    |             |
|             | Obligee          | State of Nevada Department of Taxation                                     |                    |             |
|             | Bond Description | Cigarette Bond                                                             |                    |             |
| K06357751   | 09 May 2002      | 09 May 2003                                                                | License and Permit | 1,000       |
|             | Principal        | Core-Mark International, Inc                                               |                    |             |
|             | Obligee          | State of Nevada Department of Taxation                                     |                    |             |
|             | Bond Description | Cigarette Tax Bond                                                         |                    |             |
| K06358020   | 09 May 2002      | 09 May 2003                                                                | License and Permit | 90 000      |
|             | Principal        | Core-Mark Midcontinent, Inc c/o Aon Risk Services Inc                      |                    |             |
|             | Obligee          | Missouri Dept of Revenue Tax Administration Bureau                         |                    |             |
|             | Bond Description | Cigarette Tax Bond                                                         |                    |             |
| K06357593   | 19 Mar 2002      | 19 Mar 2003                                                                | License and Permit | 25,000      |
|             | Principal        | Core-Mark International Inc c/o Aon Risk Services Inc                      |                    |             |
|             | Obligee          | State of Nevada Dept. of Taxation Revenue Div                              |                    |             |
|             | Bond Description | Cigarette Tax Bond                                                         |                    |             |
| K06357635   | 19 Mar 2002      | 19 Mar 2003                                                                | License and Permit | 500         |
|             | Principal        | Core-Mark Midcontinent, Inc                                                |                    |             |
|             | Obligee          | State of Oklahoma Dir of Registration Div Tax Commiss                      |                    |             |
|             | Bond Description | Cigarette Tax Bond                                                         |                    |             |
| K06357945   | 19 Mar 2002      | 19 Mar 2003                                                                | License and Permit | 1,000       |
|             | Principal        | Core-Mark Midcontinent Inc c/o Aon Risk Services Inc                       |                    |             |
|             | Obligee          | State of Oklahoma Tax Commission                                           |                    |             |
|             | Bond Description | Cigarette Tax Bond                                                         |                    |             |

Account Core-Mark International, Inc  
395 Oyster point Boulevard  
South San Francisco  
CA 94080  
Producer 342950 - MARSH USA

Number COREMARK  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| Bond Number | Effect Date | Expiry Date | Category Code                                                                                                                                                                                | Bond Amount |
|-------------|-------------|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| K0635810A   | 19 Mar 2002 | 19 Mar 2003 | License and Permit<br>Principal Core-Mark International Inc<br>Obligee State of Idaho Revenue Operations<br>Bond Description Cigarette Tax Bond                                              | 2 000       |
| K06358184   | 19 Mar 2002 | 19 Mar 2003 | License and Permit<br>Principal Core Mark International, Inc c/o Aon Risk Services Inc<br>Obligee STATE OF NEW MEXICO Taxation and Revenue Department<br>Bond Description Cigarette Tax Bond | 921 000     |
| K06739684   | 19 Mar 2002 | 19 Mar 2003 | License and Permit<br>Principal Core-Mark Midcontinent<br>Obligee STATE OF NORTH DAKOTA OFFICE OF ATTORNEY GENERAL<br>Bond Description Cigarette Distributor Bond                            | 1 000       |
| K06357581   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee State of Kansas Department of Revenue<br>Bond Description Cigarette Tax Bond                                          | 600 000     |
| K06357660   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark International, Inc<br>Obligee California State Board of Equalization<br>Bond Description ALCOHOLIC BEVERAGE TAX                                    | 1 000       |
| K06357787   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark International, Inc<br>Obligee Alaska Department of Revenue<br>Bond Description Cigarette Tax Bond                                                  | 215 948     |
| K06357799   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee State of Kansas Division of Taxation<br>Bond Description Cigarette Tax Bond                                           | 1 000       |
| K06357878   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark International, Inc<br>Obligee STATE OF NEBRASKA Dept of Revenue<br>Bond Description Cigarette Tax Bond                                             | 1 000       |
| K06358032   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee STATE OF OKLAHOMA Dir of Taxpayer Assis Div , OK Tax Com<br>Bond Description Tobacco Tax                              | 500         |
| K06358068   | 15 Mar 2002 | 15 Mar 2003 | Miscellaneous<br>Principal Core-Mark International Inc<br>Obligee STATE OF ARKANSAS DEPT OF FINANCE AND ADMINISTRATION<br>Bond Description CIGARETTE STAMP DEPUTY                            | 0 35,000    |
| K0635807A   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee State of South Dakota Dept. of Revenue<br>Bond Description Sales Tax License                                          | 0 1,000     |
| K06358226   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark Midcontinent, Inc<br>Obligee STATE OF LOUISIANA SECRETARY OF REVENUE AND TAXATION<br>Bond Description Cigarette Tax Bond                           | 0 5 000     |
| K06358263   | 15 Mar 2002 | 15 Mar 2003 | License and Permit<br>Principal Core-Mark International Inc c/o Aon Risk Services Inc<br>Obligee STATE OF MONTANA Department of Revenue and Taxation<br>Bond Description Cigarette Tax Bond  | 0 173,300   |

Date 13 March 2003

## Line Card Report

Page 3

Account Core-Mark International, Inc  
395 Oyster point Boulevard  
South San Francisco  
CA 94080  
Producer 342950 - MARSH USA

Number COREMARK  
Status Active  
Rate Standard  
Office CSB - Chicago Regional Office

| <u>Bond<br/>Number</u>      | <u>Effect<br/>Date</u> | <u>Expiry<br/>Date</u> | <u>Category<br/>Code</u>  | <u>Bond<br/>Amount</u> |
|-----------------------------|------------------------|------------------------|---------------------------|------------------------|
|                             |                        |                        | Contract Expiring In 2003 | 0                      |
|                             |                        |                        | Expired Contract          | 0                      |
|                             |                        |                        | Non-Contract for 2003     | 34 725 748             |
|                             |                        |                        | Expired Non-Contract      | 0                      |
| Total Liability For Account |                        |                        |                           |                        |
|                             |                        |                        | Total Contract            | 0                      |
|                             |                        |                        | Expired Contract          | 0                      |
|                             |                        |                        | Active Contract           | 0                      |
|                             |                        |                        | Total Non-Contract        | 34,725 748             |
|                             |                        |                        | Expired Non-Contract      | 0                      |
|                             |                        |                        | Active Non-Contract       | 34 725 748             |
|                             |                        |                        | Total Active              | 34 725 748             |

|    | A                                      | B             | C                           | D                                                       | E              | F            | G                                                       | H              | I                                                                             | J                          | K           | L                                                                       | M                                                                      | N              | O                           | P                   | Q             | R      | S                                                                                                                                    |
|----|----------------------------------------|---------------|-----------------------------|---------------------------------------------------------|----------------|--------------|---------------------------------------------------------|----------------|-------------------------------------------------------------------------------|----------------------------|-------------|-------------------------------------------------------------------------|------------------------------------------------------------------------|----------------|-----------------------------|---------------------|---------------|--------|--------------------------------------------------------------------------------------------------------------------------------------|
| 1  | FLEMING COMPANIES INC SURETY BOND LIST |               |                             |                                                         |                |              |                                                         |                |                                                                               |                            |             |                                                                         |                                                                        |                |                             |                     |               |        |                                                                                                                                      |
| 2  | Surety                                 | Bond Number   | Principal                   | Operating Unit                                          | Classification | Jurisdiction | Obligee                                                 | Penalty Amount | Required Minimum Bonds Min License / Tax Liability Minimum Penalty Amt needed | Credit=C License=L Other=O | Type        | Description                                                             | Required Minimum Bonds Min License / Tax Liability/required misc bonds | Effective Date | Expiration Anniversary Date | Cancellation Notice | Date Canceled | Status | Comments                                                                                                                             |
| 3  | Westchester Fire Ins Co (ACE)          |               |                             |                                                         |                |              |                                                         |                |                                                                               |                            |             |                                                                         |                                                                        |                |                             |                     |               |        |                                                                                                                                      |
| 4  | Westchester Fire Ins Co (ACE)          | KO 63 57 78 7 | Core-Mark International Inc | Portland                                                | Conv           | AK           | Alaska                                                  | 215 948 00     | 215 948 00                                                                    | L                          | Tobacco Tax | Wholesaler Distributor                                                  |                                                                        | 3/15/2003      | 3/15/2004                   | NOT GIVEN           |               | Active | MINIMUM TOB DIST BOND OF \$1 000 REQUIRED CIGARETTEE DISTRIBUTOR ONLY MINIMUM OF \$2 500 REQUIRED                                    |
| 5  | Westchester Fire Ins Co (ACE)          | KO 58 57 28 4 | Core Mark International Inc | Corona / LV / Alb / SLC                                 | Conv           | AZ           | Arizona Department of Revenue                           | 1 200,000 00   | 0 00                                                                          | C                          | Tobacco Tax | Bond of Wholesaler or Retailer of Cigarettes for Luxury Privilege Taxes |                                                                        | 11/25/2002     | 11/25/2003                  | 30 DAYS             |               | Active | additional divisions Las Vegas Salt Lake City & Albuquerque NO MINIMUM LICENSE BOND REQUIRED                                         |
| 6  | Westchester Fire Ins Co (ACE)          | KO 67 40 90 A | Core-Mark International Inc | Bakersfield Corona Grants Pass Hayward LA LV Sacramento | Conv           | CA           | California State Board of Equalization                  | 24 000 000 00  | 7 000 00                                                                      | C                          | Tobacco Tax | Cigarette Tax Bond                                                      |                                                                        | 6/12/2002      | 6/12/2003                   | 30 DAYS             |               | Active | \$1 000 MINIMUM LICENSE BOND REQUIRED FOR EACH LOCATION THAT MAINTAINS A DISTRIBUTORS LICENSE                                        |
| 7  | Westchester Fire Ins Co (ACE)          | KO 49 92 98 2 | Fleming Companies Inc       | LaCrosse                                                |                | IA           | Iowa Department of Revenue & Finance                    | 1 000 00       | 1 000 00                                                                      | L                          | Tobacco Tax | TOBACCO PROD                                                            |                                                                        | 6/30/2002      | 6/30/2003                   | NOT GIVEN           |               | Active | Bond is continuous until cancelled MINIMUM TOB DIST BOND OF \$1 000 REQUIRED CIGARETTEE DISTRIBUTOR ONLY MINIMUM OF \$2 500 REQUIRED |
| 8  | Westchester Fire Ins Co (ACE)          | KO 49 93 10 A | Fleming Companies Inc       | Marshfield                                              | Conv           | IA           | Iowa Department of Revenue & Finance                    | 1 000 00       | 1 000 00                                                                      | L                          | Tobacco Tax | TOBACCO DIST                                                            |                                                                        | 6/30/2002      | 6/30/2003                   | NOT GIVEN           |               | Active | MINIMUM TOB DIST BOND OF \$1 000 REQUIRED CIGARETTEE DISTRIBUTOR ONLY MINIMUM OF \$2 500 REQUIRED                                    |
| 9  | Westchester Fire Ins Co (ACE)          | KO 63 58 10 A | Core Mark International Inc | Spokane                                                 | Conv           | ID           | Idaho Dept of Revenue and Taxation State Tax Commission | 2 000 00       | 2 000 00                                                                      | L                          | Tobacco Tax | Cigarette Wholesalers Bond                                              |                                                                        | 3/15/2003      | 3/15/2004                   | NOT GIVEN           |               | Active | MINIMUM BOND REQUIRED IN THE AMT OF 2 TIMES MONTHLY TAX LIABILITY                                                                    |
| 10 | Westchester Fire Ins Co (ACE)          | KO 49 92 87 8 | Fleming Companies Inc       | Memphis                                                 |                | IL           | Illinois Department of Revenue                          | 2 500 00       | 2 500 00                                                                      | L                          | Tobacco Tax | CIGARETTE DISTRIBUTOR BOND                                              |                                                                        | 6/27/2001      | 6/27/2003                   | 90 DAYS             |               | Active | MINIMUM LICENSE BOND OF \$2 500 REQUIRED FOR EACH LICENSE MAINTAINED                                                                 |
| 11 | Westchester Fire Ins Co (ACE)          | KO 49 93 22 6 | Fleming Companies Inc       | LaCrosse                                                |                | IL           | Illinois Department of Revenue                          | 2 500 00       | 2 500 00                                                                      | L                          | Tobacco Tax | Cigarette Distributor                                                   |                                                                        | 1/18/2003      | 1/18/2004                   | NOT GIVEN           |               | Active | MINIMUM LICENSE BOND OF \$2 500 REQUIRED FOR EACH LICENSE MAINTAINED                                                                 |
| 12 | Westchester Fire Ins Co (ACE)          | KO 65 19 21 0 | Fleming Companies Inc       | Chicago                                                 | Conv           | IL           | Illinois Department of Revenue                          | 750 000 00     | 750 000 00                                                                    | C                          | Tobacco Tax | 30 Day Cigarette Distributor Bond                                       |                                                                        | 3/15/2003      | 3/15/2004                   | 90 DAYS             |               | Active | MINIMUM LICENSE BOND OF \$2 500 REQUIRED FOR EACH LICENSE MAINTAINED                                                                 |
| 13 | Westchester Fire Ins Co (ACE)          | KO 69 57 29 8 | Fleming Companies Inc       | Nashville                                               |                | IL           | Illinois Department of Revenue                          | 750 000 00     | 750 000 00                                                                    | C                          | Tobacco Tax | 30 Day Cigarette                                                        |                                                                        | 3/19/2003      | 3/19/2004                   | 90 DAYS             |               | Active | Bond number used to be Ko 65 19 44 (1) MINIMUM LICENSE BOND OF \$2 500 REQUIRED FOR EACH LICENSE MAINTAINED                          |
| 14 | Westchester Fire Ins Co (ACE)          | KO 65 19 61 1 | Fleming Companies           | Nashville                                               |                | IL           | Illinois Department of Revenue                          | 2,500 00       | 2 500 00                                                                      | L                          | Tobacco Tax | Cigarette Distributor Tax                                               |                                                                        | 3/19/2003      | 3/19/2004                   | 90 DAYS             |               | Active | MINIMUM LICENSE BOND OF \$2 500 REQUIRED FOR EACH LICENSE MAINTAINED                                                                 |
| 15 | Westchester Fire Ins Co (ACE)          | KO 58 57 44 2 | Fleming Companies Inc       | Chicago                                                 | Conv           | KS           | Kansas Department of Revenue                            | 1 000 00       | 1 000 00                                                                      | L                          | Tobacco Tax | Tobacco Products Distributor's tax bond                                 |                                                                        | 12/30/2002     | 12/30/2003                  | 60 DAYS             |               | Active | OTP MINIMUM \$1 000 BOND REQUIRED CIGARETTE DEALER \$1 000 BOND REQUIRED                                                             |
| 16 | Westchester Fire Ins Co (ACE)          | KO 58 57 48 A | Fleming Companies Inc       | Chicago                                                 | Conv           | KS           | Kansas Department of Revenue                            | 1 000 00       | 1 000 00                                                                      | L                          | Tobacco Tax | Wholesale Cigarette Dealer's bond                                       |                                                                        | 12/30/2002     | 12/30/2003                  | NOT GIVEN           |               | Active | OTP MINIMUM \$1 000 BOND REQUIRED CIGARETTE DEALER \$1 000 BOND REQUIRED                                                             |
| 17 | Westchester Fire Ins Co (ACE)          | KO 63 57 581  | Core Mark Midcontinent Inc  | Salt Lake City                                          | Conv           | KS           | Kansas Department of Revenue                            | 600 000 00     | 600 000 00                                                                    | C                          | Tobacco Tax | Wholesale Cigarette Dealer's Bond                                       |                                                                        | 3/15/2003      | 3/15/2004                   | NOT GIVEN           |               | Active | Order was done after Denver fire transferring to SLC OTP MINIMUM \$1 000 BOND REQUIRED CIGARETTE DEALER \$1 000 BOND REQUIRED        |
| 18 | Westchester Fire Ins Co (ACE)          | KO 63 57 79 9 | Core Mark International Inc | Denver                                                  | Conv           | KS           | Kansas Department of Revenue                            | 1 000 00       | 1 000 00                                                                      | L                          | Tobacco Tax | Tobacco Products Distributor's Tax Bond                                 |                                                                        | 3/15/2003      | 3/15/2004                   | NO FILE             |               | Active | OTP MINIMUM \$1 000 BOND REQUIRED CIGARETTE DEALER \$1 000 BOND REQUIRED                                                             |
| 19 | Westchester Fire Ins Co (ACE)          | KO 63 57 98 2 | Core Mark International Inc | Manitoba                                                | Conv           | Manitoba     | Manitoba Minister of Finance                            | 500,000 00     | 500,000 00                                                                    | L                          | Tobacco Tax | Tobacco Tax Bond                                                        |                                                                        | 3/15/2003      | 3/15/2004                   | 30 DAYS             |               | Active | \$500,000 minimum bond required subject to NO MINIMUM CIGARETTE BOND REQUIRED \$500 OTP BOND REQUIRED PER STAMPING LICENSE           |
| 20 | Westchester Fire Ins Co (ACE)          | KO 63 58 0 20 | Core Mark Midcontinent Inc  | Denver                                                  | Conv           | MO           | Missouri Department of Revenue                          | 90 000 00      | 0 00                                                                          | C                          | Tobacco Tax | Core Mark Midcontinent Inc Cigarette Tax                                |                                                                        | 3/15/2003      | 3/15/2004                   | 90 DAYS             |               | Active |                                                                                                                                      |
| 21 | Westchester Fire Ins Co (ACE)          | KO 63 58 26 3 | Core Mark International Inc | Spokane                                                 | Conv           | MT           | Montana                                                 | 173 300 00     | 0 00                                                                          | C                          | Tobacco Tax | Cigarette Tax Bond                                                      |                                                                        | 3/15/2003      | 3/15/2004                   | 30 DAYS             |               | Active |                                                                                                                                      |

|                                         | A                             | B             | C                           | D                                | E              | F            | G                                                                                                     | H              | I                                                                                 | J                                | K             | L                                                                           | M                                                                      | N              | O                            | P                   | Q             | R      | S                                                                                                                                                                                                                                                         |
|-----------------------------------------|-------------------------------|---------------|-----------------------------|----------------------------------|----------------|--------------|-------------------------------------------------------------------------------------------------------|----------------|-----------------------------------------------------------------------------------|----------------------------------|---------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------|----------------|------------------------------|---------------------|---------------|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FLEMING COMPANIES, INC SURETY BOND LIST |                               |               |                             |                                  |                |              |                                                                                                       |                |                                                                                   |                                  |               |                                                                             |                                                                        |                |                              |                     |               |        |                                                                                                                                                                                                                                                           |
| 1                                       |                               |               |                             |                                  |                |              |                                                                                                       |                |                                                                                   |                                  |               |                                                                             |                                                                        |                |                              |                     |               |        |                                                                                                                                                                                                                                                           |
| 2                                       | Surety                        | Bond Number   | Principal                   | Operating Unit                   | Classification | Jurisdiction | Obligee                                                                                               | Penalty Amount | Required Minimum Bonds / Min License / Tax Liability / Minimum Penalty Amt needed | Credit=C<br>License=L<br>Other=O | Type          | Description                                                                 | Required Minimum Bonds / License / Tax Liability / Required misc bonds | Effective Date | Expiration/ Anniversary Date | Cancellation Notice | Date Canceled | Status | Comments                                                                                                                                                                                                                                                  |
| 22                                      | Westchester Fire Ins Co (ACE) | KO 67 39 68 4 | Core Mark Midcontinent Inc  | Denver                           | Conv           | ND           | North Dakota Department of Revenue                                                                    | 1 000 00       | 1 000 00                                                                          | L                                | Tobacco Tax   | Cigarette Distributor Bond                                                  |                                                                        | 3/19/2003      | 3/19/2004                    | 30 DAYS             |               | Active | \$1 000 MINIMUM LICENSE BOND PER STAMPING LOCATION                                                                                                                                                                                                        |
| 23                                      | Westchester Fire Ins Co (ACE) | KO 65 19 10 6 | Fleming Companies Inc       | Lincoln                          |                | NE           | Nebraska Department of Revenue                                                                        | 1 000 00       | 1 000 00                                                                          | L                                | Tobacco Tax   | CIGARETTE TAX                                                               |                                                                        | 2/25/2003      | 2/25/2004                    | 30 DAYS             |               | Active |                                                                                                                                                                                                                                                           |
| 24                                      | Westchester Fire Ins Co (ACE) | KO 63 58 18 4 | Core Mark Midcontinent Inc  | Denver/Albuquerque               | Conv           | NM           | New Mexico Department of Taxation & Revenue                                                           | 921 000 00     | 1 000 00                                                                          | L                                | Tobacco Tax   | Cigarette Tax Bond                                                          |                                                                        | 3/15/2003      | 3/15/2004                    | 30 DAYS             |               | Active | NO MINIMUM LICENSE BOND REQUIRED PER STAMPING LOCATION                                                                                                                                                                                                    |
| 25                                      | Westchester Fire Ins Co (ACE) | KO 63 57 59 3 | Core Mark International Inc | Salt Lake City                   | Conv           | NV           | Nevada Department of Revenue                                                                          | 25 000 00      | 1 000 00                                                                          | C & L                            | Tobacco Tax   | Wholesale tax Bond                                                          |                                                                        | 3/15/2003      | 3/15/2004                    | NO FILE             |               | Active | \$1 000 MINIMUM LICENSE BOND PER STAMPING LOCATION                                                                                                                                                                                                        |
| 26                                      | Westchester Fire Ins Co (ACE) | KO 63 57 87 8 | Core Mark International Inc | Denver                           | Conv           | NE           | Oklahoma Tax Commission                                                                               | 1 000 00       | 1 000 00                                                                          | L                                | Tobacco Tax   | Cigarette Tax Bond                                                          |                                                                        | 3/15/2003      | 3/15/2004                    | 30 DAYS             |               | Active | \$500 OTP AND \$5000 CIGARETTE BOND REQUIRED                                                                                                                                                                                                              |
| 27                                      | Westchester Fire Ins Co (ACE) | KO 63 57 63 5 | Core Mark International Inc | Albuquerque                      | Conv           | OK           | Oklahoma Tax Commission                                                                               | 500 00         | 500 00                                                                            | L                                | Tobacco Tax   | Other Tobacco Products bond                                                 |                                                                        | 3/15/2003      | 3/15/2004                    | NO FILE             |               | Active | \$500 OTP AND \$5000 CIGARETTE BOND REQUIRED                                                                                                                                                                                                              |
| 28                                      | Westchester Fire Ins Co (ACE) | KO 63 58 03 2 | Core Mark International Inc | Albuquerque                      | Conv           | OK           | Oregon Department of Revenue                                                                          | 900 00         | 500 00                                                                            | L                                | Tobacco Tax   | Other Tobacco Products bond                                                 |                                                                        | 3/15/2003      | 3/15/2004                    | 30 DAYS             |               | Active | Portland Grants Pass & Spokane MINIMUM BOND REQUIRED                                                                                                                                                                                                      |
| 29                                      | Westchester Fire Ins Co (ACE) | KO 63 58 14 7 | Core Mark International Inc | Portland / Spokane / Grants Pass | Conv           | OR           | Oregon Department of Revenue                                                                          | 7 890 000 00   | 0 00                                                                              | C                                | Tobacco Tax   | Cigarette Tax Bond                                                          |                                                                        | 3/15/2003      | 3/15/2004                    |                     |               | Active | STAMPS MUST BE PAID FOR AT TIME OF PURCHASE \$1 000 DISTRIBUTOR BOND REQUIRED IF COMPANY IS PAYING BY COMPANY CHECK NO BOND NEEDED IF PAYING BY MONEY ORDER OR CASHIERS CHECK                                                                             |
| 30                                      | Westchester Fire Ins Co (ACE) | KO 63 19 79 9 | Fleming Companies Inc       | Marshfield                       | Conv           | SD           | South Dakota Dept of Revenue                                                                          | 1 000 00       | 0 00                                                                              | L                                | Tobacco Tax   | CIGARETTE DISTRIBUTOR (form SDCI 10 50)                                     |                                                                        | 3/6/2003       | 3/6/2004                     | 60 DAYS             |               | Active | STAMPS MUST BE PAID FOR AT TIME OF PURCHASE \$1 000 DISTRIBUTOR BOND REQUIRED IF COMPANY IS PAYING BY COMPANY CHECK NO BOND NEEDED IF PAYING BY MONEY ORDER OR CASHIERS CHECK                                                                             |
| 31                                      | Westchester Fire Ins Co (ACE) | KO 63 58 07 A | Core Mark Midcontinent Inc  | Denver                           | Conv           | SD           | South Dakota                                                                                          | 1 000 00       | 0 00                                                                              | L                                | Miscellaneous | Uniform Surety Bond Bond of Dealer in Cigarettes Cigarette Papers & Tobacco |                                                                        | 3/15/2003      | 3/15/2004                    | 60 DAYS             |               | Active | \$500 MINIMUM BOND REQUIRED FOR Tobacco products and \$500 for Cigarette Dist                                                                                                                                                                             |
| 32                                      | Westchester Fire Ins Co (ACE) | KO 63 58 14 1 | Core Mark International Inc | Albuquerque                      | Conv           | UT           | Utah                                                                                                  | 1 000 00       | 1 000 00                                                                          | L                                | Tobacco Tax   | Cigarette Tax                                                               |                                                                        | 3/15/2003      | 3/15/2004                    | NO FILE             |               | Active |                                                                                                                                                                                                                                                           |
| 33                                      | Westchester Fire Ins Co (ACE) | KO 65 19 37 4 | Fleming Companies Inc       | Phoenix                          |                | AZ           | Salt River Project                                                                                    | 196 882 00     | 196 882 00                                                                        | O                                | Utility       | UTILITY                                                                     |                                                                        | 2/11/2003      | 2/11/2004                    | 30 DAYS             |               | Active | Arizona Price Impact LLC 3/3/03 Debbie Griffin advised that ACE will renew bond for the reduced amount of 196 882 00 is 196 882 overpriced to SRP 2/5/03                                                                                                  |
| 34                                      | Westchester Fire Ins Co (ACE) | KO 65 19 37 4 | Fleming Companies Inc       | Phoenix                          |                | AZ           | Arizona Public Service Attn: Jeanne Pratt 21245 W Cheryl Dr sation 3209 Phoenix AZ 85021 602 371 6165 | 41 000 00      | 41 000 00                                                                         | O                                | Utility       | UTILITY                                                                     |                                                                        | 2/12/2003      | 2/12/2004                    | 60 DAYS             |               | Active | ARIZONA PRICE IMPACT Food 4 Less 2/7/03 advised D Griffin that bond could be reduced to \$41 000                                                                                                                                                          |
| 35                                      | Westchester Fire Ins Co (ACE) | KO 65 19 17 9 | Fleming Companies Inc       | Phoenix                          |                | AZ           | SOUTHWEST GAS - CORP 10851 Black Canyon Road Hwy P O Box 52075 PHX AZ 85072 2025 800-428 7324         | 13 460 00      | 13 460 00                                                                         | O                                | Utility       | UTILITY                                                                     |                                                                        | 2/22/2003      | 2/22/2004                    | 60 DAYS             |               | Active | Food For Less Arizona 2/4/03 per SW Gas 800-428 7324 & 800 873 2440 10851 Black Canyon Road Hwy PO Box 52075 Phoenix AZ 85072 20245 bond is still needed for both locations of Bell road and 240 Warner because they both had late payments in the last 1 |
| 36                                      | Westchester Fire Ins Co (ACE) | KO 65 19 58 1 | Fleming Companies Inc       | Phoenix                          |                | AZ           | 7324                                                                                                  | 13 460 00      | 13 460 00                                                                         | O                                | Utility       | UTILITY                                                                     |                                                                        | 2/22/2003      | 2/22/2004                    | 60 DAYS             |               | Active | Payments in the last 1                                                                                                                                                                                                                                    |
| 37                                      | Westchester Fire Ins Co (ACE) | KO 49 93 07 A | Fleming Companies Inc       | Geneva                           |                | GA           | Georgia Department of Revenue                                                                         | 10 000 00      | 10 000 00                                                                         | L                                | Tobacco Tax   | CIGAR AND CIGARETTE DISTRIBUTORS LICENSE PERFORMANCE AND TAX LIABILITY BOND |                                                                        | 6/30/2003      | 6/30/2003                    | 60 DAYS             |               | Active |                                                                                                                                                                                                                                                           |



|                                        | A                             | B             | C                     | D              | E              | F            | G                                                                  | H              | I                                                                          | J                                | K           | L                                                                           | M                                                              | N              | O                            | P                            | Q             | R      | S                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------------------------|-------------------------------|---------------|-----------------------|----------------|----------------|--------------|--------------------------------------------------------------------|----------------|----------------------------------------------------------------------------|----------------------------------|-------------|-----------------------------------------------------------------------------|----------------------------------------------------------------|----------------|------------------------------|------------------------------|---------------|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FLEMING COMPANIES INC SURETY BOND LIST |                               |               |                       |                |                |              |                                                                    |                |                                                                            |                                  |             |                                                                             |                                                                |                |                              |                              |               |        |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 1                                      |                               |               |                       |                |                |              |                                                                    |                |                                                                            |                                  |             |                                                                             |                                                                |                |                              |                              |               |        |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 2                                      | Surety                        | Bond Number   | Principal             | Operating Unit | Classification | Jurisdiction | Obligor                                                            | Penalty Amount | Required Minimum Bonds / Min License / Tax Liability / Minimum Penalty Amt | Credit=C<br>License=L<br>Other=O | Type        | Description                                                                 | Required Minimum License / Tax Liability / Required misc Bonds | Effective Date | Expiration/ Anniversary Date | Cancellation Notice          | Date Canceled | Status | Comments                                                                                                                                                                                                                                                                                                                                                                                            |
| 38                                     | Westchester Fire Ins Co (ACE) | KO 49 92 93 0 | Fleming Companies Inc | Warsaw         |                | GA           | Georgia Department of Revenue                                      | 5 000 00       | 5 000 00                                                                   | L                                | Tobacco Tax | CIGAR AND CIGARETTE DISTRIBUTORS LICENSE PERFORMANCE AND TAX LIABILITY BOND |                                                                | 7/1/2002       | 7/1/2003                     | 60 DAYS                      |               | Active | Replaced SB0067335                                                                                                                                                                                                                                                                                                                                                                                  |
| 39                                     | Westchester Fire Ins Co (ACE) | KO 49 93 07 A | Fleming Companies Inc | Geneva         |                | GA           | Georgia Department of Revenue                                      | 10 000 00      | 10 000 00                                                                  | L                                | Tobacco Tax | CIGARETTE DISTRIBUTORS LICENSE PERFORMANCE AND TAX LIABILITY BOND           |                                                                | 7/1/2002       | 7/1/2003                     | 60 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 40                                     | Westchester Fire Ins Co (ACE) | KO 49 93 14 7 | Fleming Companies Inc | Kansas City    |                | IA           | Iowa Department of Revenue & Finance                               | 2 500 00       | 2 500 00                                                                   | L                                | Tobacco Tax | CIGARETTE DISTR                                                             |                                                                | 6/30/2002      | 6/30/2003                    | Certified Mail Relief Clause |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 41                                     | Westchester Fire Ins Co (ACE) | KO 49 93 18 4 | Fleming Companies Inc | Kansas City    |                | IA           | Iowa Department of Revenue & Finance                               | 1 000 00       | 1 000 00                                                                   | L                                | Tobacco Tax | Tobacco Tax Bond                                                            |                                                                | 6/30/2002      | 6/30/2003                    | NOT GIVEN                    |               | Active | MINIMUM TOB DIST BOND OF \$1 000 REQUIRED CIGARETTE DISTRIBUTOR ONLY MINIMUM OF \$2 500 REQUIRED Replaces XL bond SB0072914 Minimum bond needed for in an amount equal to the avg monthly tax liability over 12 months Lafayette is not included since Fleming accounting will need to determine the 12 month average tax liability for Lafayette only Lafayette has two bond which total \$208 000 |
| 42                                     | Westchester Fire Ins Co (ACE) | KO 56 57 32 6 | Fleming Companies Inc | Lafayette      |                | LA           | State of Louisiana Department of Revenue and Taxation              | 8 000 00       |                                                                            | C & L                            | Tobacco Tax | Tobacco Tax Surety                                                          |                                                                | 1/1/2003       | 1/1/2004                     | 30 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 43                                     | Westchester Fire Ins Co (ACE) | KO 65 19 34 9 | Fleming Companies Inc | Lafayette      |                | LA           | Trans LA Gas Company Lafayette LA                                  | 300 00         | 300 00                                                                     | I                                | Utility     | UTILITY                                                                     |                                                                | 2/25/2003      | 2/25/2004                    | 30 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 44                                     | Westchester Fire Ins Co (ACE) | KO 65 19 09 A | Fleming Companies Inc | Lafayette      |                | LA           | Transport Weight & Standards                                       | 5 000 00       | 5 000 00                                                                   | I                                | Permit      | SIZE & WEIGHT                                                               |                                                                | 3/5/2003       | 3/5/2004                     | 30 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 45                                     | Westchester Fire Ins Co (ACE) | KO 65 19 82 9 | Fleming Companies Inc | Lafayette      |                | LA           | Louisiana Department of Transportation                             | 5 000 00       | 5 000 00                                                                   | I                                | Permit      | Turnpike License & Use                                                      |                                                                | 3/5/2003       | 3/5/2004                     | 30 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 46                                     | Westchester Fire Ins Co (ACE) | KO 49 92 99 4 | Fleming Companies Inc | Superior       |                | MI           | Michigan City of Virginia MI                                       | 100 000 00     | 100 000 00                                                                 | L                                | Tobacco Tax | TOBACCO PRODUCTS LICENSE SURETY                                             |                                                                | 7/1/2002       | 7/1/2003                     | 60 DAYS                      |               | Active | Bond required only in certain circumstances as determined by the State Determination based on review of financial statement and payment history                                                                                                                                                                                                                                                     |
| 47                                     | Westchester Fire Ins Co (ACE) | KO 65 19 85 4 | Fleming Companies Inc | Superior       |                | MN           | Public Works Dept                                                  | 36 000 00      | 36 000 00                                                                  | O                                | Utility     | UTILITY                                                                     |                                                                | 2/15/2003      | 2/15/2004                    | 30 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 48                                     | Westchester Fire Ins Co (ACE) | KO 56 57 38 3 | Fleming Companies Inc | Kansas City    |                | MO           | Missouri Department of Revenue division of taxation and collection | 25 000 00      | 0 00                                                                       | C                                | Tobacco Tax | Cigarette Wholesaler's Franchise Bond                                       |                                                                | 1/27/2003      | 1/27/2004                    | 90 DAYS                      |               | Active | Replaces XL bond SB0072915 NO MINIMUM CIGARETTE BOND REQUIRED \$500 CTP BOND REQUIRED PER STAMPING LICENSE                                                                                                                                                                                                                                                                                          |
| 49                                     | Westchester Fire Ins Co (ACE) | KO 55 19 31 3 | Fleming Companies Inc | Kansas City    |                | MS           | AmrenUE Mississippi State Tax Commission                           | 31 555 00      | 31 555 00                                                                  | O                                | Utility     | Utility                                                                     |                                                                | 3/11/2003      | 3/11/2004                    | 30 DAYS                      |               | Active | Ox and Highway 64                                                                                                                                                                                                                                                                                                                                                                                   |
| 50                                     | Westchester Fire Ins Co (ACE) | KO 65 19 29 5 | Fleming Companies Inc | Lafayette      |                | MS           | Mississippi State Tax Commission                                   | 1 000 00       | 1 000 00                                                                   | L                                | Fuel Tax    | PETROLEUM TAX                                                               |                                                                | 2/28/2003      | 2/28/2004                    | 60 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 51                                     | Westchester Fire Ins Co (ACE) | KO 65 19 13 1 | Fleming Companies Inc | NE MD          |                | NJ           | New Jersey Department of Revenue                                   | 6 000 00       | 6 000 00                                                                   | L                                | Tobacco Tax | Tobacco Tax                                                                 |                                                                | 3/31/2003      | 3/31/2004                    | NOT GIVEN                    |               | Active | \$6 000 PERFORMANCE BOND REQUIRED PER LOCATION for Duty Overload at Pkx 602 289 5404 00 no bond and Pkx Will be consolidating bond with Lubbock                                                                                                                                                                                                                                                     |
| 52                                     | Westchester Fire Ins Co (ACE) | KO 65 19 54 4 | Fleming Companies Inc | Phoenix        |                | NM           | New Mexico Department of Taxation & Revenue                        | 50 000 00      | 0 00                                                                       | C                                | Tobacco Tax | CIGARETTE TAX                                                               |                                                                | 4/25/2003      | 4/25/2004                    | 90 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |
| 53                                     | Westchester Fire Ins Co (ACE) | KO 65 19 33 7 | Fleming Companies Inc | Salt Lake City |                | NV           | Nevada                                                             | 6 293 00       | 1 000 00                                                                   | C & L                            | Tobacco Tax | Tobacco Tax and/or User                                                     |                                                                | 2/11/2003      | 2/11/2004                    | 30 DAYS                      |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                     |

| FLEMING COMPANIES, INC SURETY BOND LIST |               |                             |                |                |              |                                      |                |                                                        |                          |               |                                                                           |                                                                                 |                |                               | S                            |                |        |                                                                                                                                                                                                                                                                     |
|-----------------------------------------|---------------|-----------------------------|----------------|----------------|--------------|--------------------------------------|----------------|--------------------------------------------------------|--------------------------|---------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------|-------------------------------|------------------------------|----------------|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A                                       | B             | C                           | D              | E              | F            | G                                    | H              | I                                                      | J                        | K             | L                                                                         | M                                                                               | N              | O                             | P                            | Q              | R      | S                                                                                                                                                                                                                                                                   |
| 2 Surety                                | Bond Number   | Principal                   | Operating Unit | Classification | Jurisdiction | Obligee                              | Penalty Amount | Required Minimum License / Tax Liability / Penalty Amt | Credit- Licenses / Other | Type          | Description                                                               | Required Minimum Bonds / Minimum License / Tax Liability / Required minic bonds | Effective Date | Expiration / Anniversary Date | Cancellation Notice          | Date Cancelled | Status | Comments                                                                                                                                                                                                                                                            |
| Westchester Fire Ins Co (ACE)           | KO 65 19 78 7 | Fleming Companies Inc       | Salt Lake City |                | NV           | Nevada Tax Commission                | 31 000 00      | 1 000 00                                               | C & L                    | Tobacco Tax   | Wholesale Cigarette/ Security Performance under Title 32 performance bond |                                                                                 | 1/28/2003      | 1/28/2004                     | 30 DAYS                      |                | Active | Spoke to Rachel Elberg 775 687 8433 (NV) & Kathy Beckus (FLM801 973 5527 AVG) monthly purchase a determined by the state is \$10 185 times three equals the need for a bond of \$30 555 Per Kathy St only made one purchase of approximately 120 000 in May of 2003 |
| Westchester Fire Ins Co (ACE)           | KO 65 19 42 8 | Fleming Companies Inc       | Phoenix        |                | NV           | Nevada Tax Commission                | 25 000 00      | 1 000 00                                               | C & L                    | Tobacco Tax   | CIGARETTE TAX                                                             |                                                                                 | 2/22/2003      | 2/22/2004                     | NO FILE                      |                | Active | Fleming 419 3409- bond is still needed \$1 000 MINIMUM BOND REQUIRED PER STAMPING LOCATION                                                                                                                                                                          |
| Westchester Fire Ins Co (ACE)           | KO 65 19 19 2 | Fleming Companies Inc       | Warsaw         |                | SC           | South Carolina Tax Commission        | 1 000 00       | 5 000 00                                               | L                        | Tobacco Tax   | State Tax Bond (Cigarettes)                                               |                                                                                 | 3/12/2003      | 3/12/2004                     | 30 DAYS                      |                | Active | Minimum \$5 000 bond required                                                                                                                                                                                                                                       |
| Westchester Fire Ins Co (ACE)           | KO 65 19 26 A | Fleming Companies Inc       | Lafayette      |                | TX           | Texas Controller of Public Accounts  | 1 175 00       | 1 175 00                                               | L                        | Miscellaneous | CONTINUOUS BOND OF SELLER                                                 |                                                                                 | 2/15/2003      | 2/15/2004                     | 30 DAYS                      |                | Active |                                                                                                                                                                                                                                                                     |
| Westchester (Ace) Ins Co (ACE)          |               |                             |                |                |              |                                      |                |                                                        |                          |               |                                                                           |                                                                                 |                |                               |                              |                |        |                                                                                                                                                                                                                                                                     |
| Westchester Fire Ins Co (ACE)           | KO 49 93 11 1 | Fleming Companies Inc       | Tulsa          |                | AR           | Arkansas Tobacco Control Board       | 1 500 00       | 1 500 00                                               | L                        | Tobacco Tax   | Cigarette stamp Deputy Bond                                               |                                                                                 | 6/2/2002       | 6/2/2003                      | 60 DAYS                      |                | Active | 2/4/03 per Tim Iaff and Keith Brown at Fleming 419 3409- bond is still needed                                                                                                                                                                                       |
| Westchester Fire Ins Co (ACE)           | KO 65 19 15 5 | Fleming Companies Inc       | Garland        |                | AR           | Arkansas Tobacco Control Board       | 1 500 00       | 1 500 00                                               | L                        | Tobacco Tax   | Cigarette Stamp Deputy                                                    |                                                                                 | 3/14/2003      | 3/14/2004                     | 60 DAYS                      |                | Active | minimum 1 500 Cigarette Stamp Deputy Bond needed per stamping location                                                                                                                                                                                              |
| Westchester Fire Ins Co (ACE)           | KO 49 92 96 6 | Fleming Companies Inc       | Credit Dept    |                | CA           | California Director of Corporations  | 25 000 00      | 25 000 00                                              | O                        | Miscellaneous | FINANCE LENDER                                                            |                                                                                 | 1/19/2003      | 1/19/2004                     | NOT GIVEN                    |                | Active | minimum 1 500 Cigarette Stamp Deputy Bond needed per stamping location                                                                                                                                                                                              |
| Westchester Fire Ins Co (ACE)           | KO 65 19 73 8 | Fleming Companies Inc       | Fresno         |                | CA           | California Equalization              | 10 000 00      | 10 000 00                                              | O                        | Miscellaneous | Bond of Seller                                                            |                                                                                 | 1/19/2003      | 1/19/2004                     | NOT GIVEN                    |                | Active | Bond is continues until cancelled                                                                                                                                                                                                                                   |
| Westchester Fire Ins Co (ACE)           | KO 63 57 86 0 | Core-Mark International Inc | Unknown        | Conv           | CA           | Federal Highway Administration       | 1 000 00       | 1 000 00                                               | L                        | Alcohol Tax   | Alcohol Tax Bond                                                          |                                                                                 | 3/15/2003      | 3/15/2004                     | NO FILE                      |                | Active |                                                                                                                                                                                                                                                                     |
| Westchester Fire Ins Co (ACE)           | KO 65 19 55 6 | Fleming Companies Inc       | Oklahoma City  |                | DC           | United States of America ICC         | 10 000 00      | 10 000 00                                              | L                        | Permit        | PROPERTY BROKER'S                                                         |                                                                                 | 3/8/2003       | 3/8/2004                      | 30 DAYS                      |                | Active | Active as the Fleming Transportation Services                                                                                                                                                                                                                       |
| Westchester Fire Ins Co (ACE)           | KO 63 57 90 8 | International Inc           | Corporate      | Conv           | DC           | United States of America ICC         | 10 000 00      | 10 000 00                                              | L                        | Permit        | Property Broker's Bond License # 291055                                   |                                                                                 | 3/15/2003      | 3/15/2004                     |                              |                | Active |                                                                                                                                                                                                                                                                     |
| Westchester Fire Ins Co (ACE)           | KO 49 92 90 8 | Fleming Companies Inc       | Miami          |                | FL           | FL COMMISSIONER OF AGR               | 100 000 00     | 100 000 00                                             | L                        | Miscellaneous | DEALER IN agricultural product                                            |                                                                                 | 12/15/2002     | 12/15/2003                    | 30 DAYS                      |                | Active | 1/21/03 issued bond with new date of inception of 12/15/02 and expiration date of 12/15/03 to match the license. Patty Cates in Miami is the contact 305 593 7962                                                                                                   |
| Westchester Fire Ins Co (ACE)           | KO 49 93 15 3 | Fleming Companies Inc       | Nashville      |                | GA           | Georgia Department of Revenue        | 5 000 00       | 5 000 00                                               | L                        | Tobacco Tax   | CIGARETTE DISTRIBUTORS LICENSE PERFORMANCE AND TAX LIABILITY BOND         |                                                                                 | 7/1/2002       | 7/1/2003                      | 60 days                      |                | Active |                                                                                                                                                                                                                                                                     |
| Westchester Fire Ins Co (ACE)           | KO 49 93 42 2 | Fleming Companies Inc       | Nashville      |                | GA           | Georgia Department of Revenue        | 22 000 00      | 22 000 00                                              | L                        | Tobacco Tax   | CIGARETTE DISTRIBUTORS LICENSE PERFORMANCE AND TAX LIABILITY BOND         |                                                                                 | 7/1/2002       | 7/1/2003                      | 60 DAYS                      |                | Active |                                                                                                                                                                                                                                                                     |
| Westchester Fire Ins Co (ACE)           | KO 49 92 79 9 | Fleming Companies Inc       | Marshfield     | Conv           | IA           | Iowa Department of Revenue & Finance | 3 500 00       | 3 500 00                                               | L                        | Tobacco Tax   | DISTRIBUTION OR SALE OF CIGARETTES AND/OR TOBACCO PRODUCTS                |                                                                                 | 6/30/2002      | 6/30/2003                     | Certified Mail Relier Clause |                | Active | Bond replaces SB0072884                                                                                                                                                                                                                                             |
| Westchester Fire Ins Co (ACE)           | KO 49 93 02 0 | Fleming Companies Inc       | LaCrosse       |                | IA           | Iowa Department of Revenue & Finance | 2 500 00       | 2 500 00                                               | L                        | Tobacco Tax   | CIGARETTE DIST                                                            |                                                                                 | 6/30/2002      | 6/30/2003                     | Certified Mail Relier Clause |                | Active | Bond is continues until cancelled                                                                                                                                                                                                                                   |
| Westchester Fire Ins Co (ACE)           | KO 49 93 06 8 | Fleming Companies Inc       | Marshfield     | Conv           | IA           | Iowa Department of Revenue & Finance | 2 500 00       | 2 500 00                                               | L                        | Tobacco Tax   | CIGARETTE DIST                                                            |                                                                                 | 6/30/2002      | 6/30/2003                     | Certified Mail Relier Clause |                | Active | Bond is continues until cancelled                                                                                                                                                                                                                                   |
| Westchester Fire Ins Co (ACE)           | KO 63 57 74 A | Core Mark International Inc | Denver         | Conv           | IA           | Iowa Department of Revenue & Finance | 3 500 00       | 2 000 00                                               | L                        | Tobacco Tax   | Iowa Cigarette/Tobacco Surety Bond                                        |                                                                                 | 3/15/2003      | 3/15/2004                     | Certified Mail Relier Clause |                | Active |                                                                                                                                                                                                                                                                     |

|                                         | A                             | B                           | C              | D              | E            | F                                                     | G              | H                                                    | I                          | J             | K                                               | L                                                | M              | N                            | O                     | P              | Q      | R                                                                                                                                                                                                                                                                             | S |
|-----------------------------------------|-------------------------------|-----------------------------|----------------|----------------|--------------|-------------------------------------------------------|----------------|------------------------------------------------------|----------------------------|---------------|-------------------------------------------------|--------------------------------------------------|----------------|------------------------------|-----------------------|----------------|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| FLEMING COMPANIES, INC SURETY BOND LIST |                               |                             |                |                |              |                                                       |                |                                                      |                            |               |                                                 |                                                  |                |                              |                       |                |        |                                                                                                                                                                                                                                                                               |   |
|                                         | Bond Number                   | Principal                   | Operating Unit | Classification | Jurisdiction | Obligee                                               | Penalty Amount | Required Minimum Bonds / Min License / Tax Liability | Credit-C License-L Other-O | Type          | Description                                     | Required Minimum Bonds / License / Tax Liability | Effective Date | Expiration/ Anniversary Date | Cancellation / Notice | Date Cancelled | Status | Comments                                                                                                                                                                                                                                                                      |   |
| 2                                       | Surety                        |                             |                |                |              |                                                       |                |                                                      |                            |               |                                                 |                                                  |                |                              |                       |                |        |                                                                                                                                                                                                                                                                               |   |
| 75                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Chicago        | Conv           | IN           | Indiana Department of Transportation                  | 500.00         | 500.00                                               | L                          | Permit        | Toll Road Bond                                  |                                                  | 1/9/2003       | 1/9/2004                     | 60 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 76                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | LaCrosse       |                | IN           | Indiana Dept of Transportation                        | 4,000.00       | 4,000.00                                             | L                          | Miscellaneous | TOLL ROAD BOND                                  |                                                  | 3/6/2003       | 3/6/2004                     | 60 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 77                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | LaCrosse       |                | KY           | Kentucky State of Louisiana                           | 1,000.00       | 1,000.00                                             | L                          | Permit        | HIGHWAY USE                                     |                                                  | 3/6/2003       | 3/6/2004                     | 60 DAYS               |                | Active | Fleming Transportation                                                                                                                                                                                                                                                        |   |
| 78                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Gardland       |                | LA           | State of Louisiana Department of Revenue and Taxation | 2,500.00       | 2,500.00                                             | C & L                      | Tobacco Tax   | TOBACCO TAX SURETY BOND                         |                                                  | 6/21/2002      | 6/21/2003                    | 30 DAYS               |                | Active | Replaced SB0071157                                                                                                                                                                                                                                                            |   |
| 79                                      | Westchester Fire Ins Co (ACE) | Core-Mark M-Continental Inc | Fort Worth     | Conv           | LA           | State of Louisiana Department of Revenue and Taxation | 5,000.00       | 5,000.00                                             | C & L                      | Tobacco Tax   | Cigarette Tax Bond                              |                                                  | 3/15/2003      | 3/15/2004                    | 30 DAYS               |                | Active | Minimum bond needed for in an amount equal to the avg monthly tax liability over 12 months Lafayette is not included since Fleming accounting will need to determine the 12 month average tax liability for Lafayette. Currently Lafayette has two bond which total \$208,000 |   |
| 80                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Grand Rapids   |                | MI           | Consumers Energy                                      | 77,000.00      | 77,000.00                                            | O                          | Utility       | UTILITY                                         |                                                  | 2/15/2003      | 2/15/2004                    | 30 DAYS               |                | Active | 2/7/03 advised D Griffin that bond could be reduced to \$77,000 from 117,000                                                                                                                                                                                                  |   |
| 81                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | LaCrosse       |                | MN           | Minnesota Department of Agriculture                   | 100,000.00     | 100,000.00                                           | L                          | Miscellaneous | Wholesale Produce Dealer                        |                                                  | 2/15/2003      | 2/15/2004                    | 60 DAYS               |                | Active | Per John Malberg with state bond needed                                                                                                                                                                                                                                       |   |
| 82                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | LaCrosse       |                | MN           | Minnesota                                             | 100,000.00     | 100,000.00                                           | L                          | Miscellaneous | PRODUCE DEALER Performance and Maintenance Bond |                                                  | 3/25/2003      | 3/25/2004                    | 60 DAYS               |                | Active | 3/31/03 George Ward advises to renew bonds until we are advised differently                                                                                                                                                                                                   |   |
| 83                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Rainbow Foods  |                | MN           | City of Brooklyn Park                                 | 165,000.00     | 165,000.00                                           | L                          | Performance   | Performance Bond                                |                                                  | 4/17/2003      | 4/17/2004                    | NOT GIVEN             |                | Active | 3/31/03 George Ward advises to renew bonds until we are advised differently                                                                                                                                                                                                   |   |
| 84                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Rainbow Foods  |                | MN           | City of Plymouth                                      | 98,475.00      | 98,475.00                                            | L                          | Performance   | Performance Bond                                |                                                  | 4/17/2003      | 4/17/2004                    | NOT GIVEN             |                | Active | Peggy Wagley                                                                                                                                                                                                                                                                  |   |
| 85                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Piggly Wiggly  |                | MO           | Missouri Department of Revenue                        | 1,500.00       | 1,500.00                                             | L                          | Miscellaneous | SALES & USE TAX                                 |                                                  | 2/25/2003      | 2/25/2004                    | 30 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 86                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Nashville      |                | MS           | Mississippi State Tax                                 | 1,000.00       | 1,000.00                                             | L                          | Fuel Tax      | PETROLEUM TAX                                   |                                                  | 2/12/2003      | 2/12/2004                    | 60 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 87                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Store Dept     |                | MS           | WATER DEPT                                            | 1,000.00       | 1,000.00                                             | L                          | Utility       | UTILITY                                         |                                                  | 3/6/2003       | 3/6/2004                     | 60 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 88                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Nashville      |                | NC           | North Carolina                                        | 5,000.00       | 5,000.00                                             | L                          | Tobacco Tax   | CIGARETTE DISTR                                 |                                                  | 2/25/2003      | 2/25/2004                    | 30 DAYS               |                | Active | \$6,000 PERFORMANCE BOND REQUIRED                                                                                                                                                                                                                                             |   |
| 89                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Altoona        | Conv           | NJ           | New Jersey Department of Revenue                      | 100,000.00     | 6,000.00                                             | L                          | Tobacco Tax   | Distributor's Cigarette Tax Stamp Credit        |                                                  | 3/31/2003      | 3/31/2004                    | NOT GIVEN             |                | Active | PER LOCATION                                                                                                                                                                                                                                                                  |   |
| 90                                      | Westchester Fire Ins Co (ACE) | International Inc           | Sacramento     | Conv           | NV           | Nevada                                                | 1,000.00       | 1,000.00                                             | L                          | Tobacco Tax   | Relator and/or User Tax                         |                                                  | 3/15/2003      | 3/15/2004                    | NO FILE               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 91                                      | Westchester Fire Ins Co (ACE) | Core Mark                   | Albuquerque    | Conv           | NV           | Nevada                                                | 5,400.00       | 1,000.00                                             | C & L                      | Tobacco Tax   | Relator and/or User Tax                         |                                                  | 3/15/2003      | 3/15/2004                    | NO FILE               |                | Active | Albuquerque & Foth Worth                                                                                                                                                                                                                                                      |   |
| 92                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Massillon      |                | NY           | New York Thruway Authority                            | 23,000.00      | 23,000.00                                            | L                          | Permit        | Turnpike Toll                                   |                                                  | 3/6/2003       | 3/6/2004                     | 60 DAYS               |                | Active | 11/7/02 issued rider increasing bond to \$6,000 per request of George Ward & Mike                                                                                                                                                                                             |   |
| 93                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Massillon      |                | NY           | New York Thruway Authority                            | 6,000.00       | 6,000.00                                             | L                          | Miscellaneous | TURNPIKE TOLL                                   |                                                  | 3/19/2003      | 3/19/2004                    | 60 DAYS               |                | Active | Hodgas (Massillon)                                                                                                                                                                                                                                                            |   |
| 94                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Massillon      |                | OH           | Ohio Department of Taxation                           | 550,000.00     | 0.00                                                 | C                          | Tobacco Tax   | CIGARETTE STAMP                                 |                                                  | 2/14/2003      | 2/14/2004                    | 60 DAYS               |                | Ac' ve |                                                                                                                                                                                                                                                                               |   |
| 95                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Massillon      |                | OK           | Oklahoma Tax Commission                               | 1,000.00       | 1,000.00                                             | L                          | Tobacco Tax   | Unstamped Tobacco Products                      |                                                  | 6/25/2002      | 6/25/2003                    | 30 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 96                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Oklahoma City  |                | OK           | Oklahoma County Dist Court                            | 1,000.00       | 1,000.00                                             | O                          | Notary        | NOTARY                                          |                                                  | 3/5/2002       | 3/5/2003                     | NO FILE               |                | Active | Carol Ford                                                                                                                                                                                                                                                                    |   |
| 97                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Tulsa          |                | OK           | Oklahoma Tax Commission                               | 1,000.00       | 1,000.00                                             | L                          | Tobacco Tax   | cigarette stamp tax                             |                                                  | 6/25/2002      | 6/25/2003                    | 30 DAYS               |                | Active | minimum bond of the greater of 3 X monthly tax liability or \$1,000,000 is required for those purchasing stamps                                                                                                                                                               |   |
| 98                                      | Westchester Fire Ins Co (ACE) | Core Mark International Inc | Ontario        | Conv           | ON           | Ontario Minister of Revenue                           | 1,000,000.00   | 1,000,000.00                                         | L                          | Tobacco Tax   | Cigarette Tax Bond                              |                                                  | 5/25/2002      | 5/25/2003                    | 60 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 99                                      | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Massillon      |                | PA           | Pennsylvania Turnpike Commission                      | 7,000.00       | 7,000.00                                             | L                          | Permit        | Turnpike Toll                                   |                                                  | 3/6/2003       | 3/6/2004                     | 60 DAYS               |                | Active |                                                                                                                                                                                                                                                                               |   |
| 100                                     | Westchester Fire Ins Co (ACE) | Fleming Companies Inc       | Massillon      |                | PA           | Pennsylvania Department of Revenue                    | 150,000.00     | 0.00                                                 | C                          | Tobacco Tax   | Cigarette Stamping Agency                       |                                                  | 3/28/2003      | 3/28/2004                    | 90 DAYS               |                | Active | Performance bond of \$10,000 not required for stamps by EFT or certified funds                                                                                                                                                                                                |   |

| A                                       | B                         | C             | D                           | E              | F              | G               | H                                              | I              | J                                                                             | K                          | L             | M                                  | N                                                                          | O              | P                            | Q                   | R             | S      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------|---------------------------|---------------|-----------------------------|----------------|----------------|-----------------|------------------------------------------------|----------------|-------------------------------------------------------------------------------|----------------------------|---------------|------------------------------------|----------------------------------------------------------------------------|----------------|------------------------------|---------------------|---------------|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FLEMING COMPANIES, INC SURETY BOND LIST |                           |               |                             |                |                |                 |                                                |                |                                                                               |                            |               |                                    |                                                                            |                |                              |                     |               |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 1                                       |                           |               |                             |                |                |                 |                                                |                |                                                                               |                            |               |                                    |                                                                            |                |                              |                     |               |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 2                                       | Surety                    | Bond Number   | Principal                   | Operating Unit | Classification | Jurisdiction    | Obligee                                        | Penalty Amount | Required Minimum Bonds Min License / Tax Liability Minimum Penalty Amt needed | Credit-C License-L Other-O | Type          | Description                        | Required Minimum Bonds Minimum License / Tax Liability/required misc bonds | Effective Date | Expiration/ Anniversary Date | Cancellation Notice | Date Canceled | Status | Comments                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 101                                     | Westchester Fire Co (ACE) | KO 65 19 23.4 | Fleming Companies Inc       | Memphis        |                | TN              | Tennessee Department of Revenue                | 25 000 00      | 2 500 00                                                                      | L                          | Tobacco Tax   | TOBACCO STAMP AFFIXING AGENT       |                                                                            | 3/12/2003      | 3/12/2004                    | 60 DAYS             |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 102                                     | Westchester Fire Co (ACE) | KO 65 19 63.5 | Fleming Companies Inc       | Galland        |                | TX              | TU ELECTRIC                                    | 6 300 00       | 6 300 00                                                                      | L                          | Utility       | UTILITY                            |                                                                            | 3/6/2003       | 3/6/2004                     | 60 DAYS             |               | Active | Favor Concepts Ltd Yes! Less                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 103                                     | Westchester Fire Co (ACE) | KO 49 93 03.2 | Fleming Companies Inc       | OK Retail      |                | U S Post Office | U S Post Office                                | 15 000 00      | 15 000 00                                                                     | L                          | Miscellaneous | Postal Bond                        |                                                                            | 3/6/2003       | 3/6/2004                     | 120 DAYS            |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 104                                     | Westchester Fire Co (ACE) | KO 49 92 74 A | Fleming Companies Inc       | LaCrosse       |                | WI              | City of LaCrosse WI                            | 10 000 00      | 10 000 00                                                                     | O                          | Miscellaneous | Natural Gas Contractor's Bond      |                                                                            | 1/1/2003       | 12/31/2003                   | NOT GIVEN           |               | Active | 12/9/02 Per Fax from Claudia Newton bond is needed She has already spoken with Debbie Griffin 12/10/02 resubbed bond                                                                                                                                                                                                                                                                                                                                                         |
| 105                                     | Westchester Fire Co (ACE) | KO 65 19 66.6 | Fleming Companies Inc       | LaCrosse       |                | WI              | Wisconsin Department of Financial Institutions | 25 000 00      | 25 000 00                                                                     | L                          | Miscellaneous | MORTGAGE BANKER's Mortgage Broker  |                                                                            | 2/25/2003      | 2/25/2004                    | 30 DAYS             |               | Active | Bond is continuous until cancelled 2/14/03 Spoke to Kay Westbrook at the WI Dept of Regulations and Licensing Div of Banking 101 W Pleasant Ave Suite 205 Milwaukee WI 53212 Direct dat number 414 220-5317 She confirmed that Fleming's Mortgage Fleming Foods of Ohio Inc 2/24/03 called Greg Kline at FLM and WV WV will not release info to me Asked Greg to determine monthly avg purchase As of 2/26/03 have not heard back from Greg No minimum license bond required |
| 106                                     | Westchester Fire Co (ACE) | KO 65 19 69.6 | Fleming Companies Inc       | Massillon      |                | WV              | West Virginia Div Of Excise & License Taxes    | 204 000 00     | 0 00                                                                          | C                          | Tobacco Tax   | Cigarette Tax Credit Purchase Bond |                                                                            | 2/28/2003      | 2/28/2004                    | 60 DAYS             |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 107                                     | Westchester Fire Co (ACE) | KO 50 19 21.3 | Core Mark Midcontinent Inc  | Denver         | Conv           | WY              | Wyoming                                        | 35 000 00      | 0 00                                                                          | O                          | Tobacco Tax   | Cigarette Wholesaler               |                                                                            | 10/1/2001      | 10/1/2003                    | 30 DAYS             |               | Active | No minimum bond required Bond only allows buyer to pay by Co check If no bond must pay for stamps with certified funds                                                                                                                                                                                                                                                                                                                                                       |
| 108                                     | Westchester Fire Co (ACE) | KO 50 19 25.0 | Core Mark International Inc | Salt Lake City | Conv           | WY              | Wyoming                                        | 55 000 00      | 0 00                                                                          | O                          | Tobacco Tax   | Cigarette Wholesaler               |                                                                            | 11/01/2002     | 10/1/2003                    | 30 DAYS             |               | Active |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 109                                     |                           |               |                             |                |                |                 |                                                |                |                                                                               |                            |               |                                    |                                                                            |                |                              |                     |               |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 110                                     |                           |               |                             |                |                |                 |                                                |                |                                                                               |                            |               |                                    |                                                                            |                |                              |                     |               |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 111                                     |                           |               |                             |                |                |                 |                                                |                |                                                                               |                            |               |                                    |                                                                            |                |                              |                     |               |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 112                                     |                           |               |                             |                |                |                 |                                                |                |                                                                               |                            |               |                                    |                                                                            |                |                              |                     |               |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 113                                     |                           |               |                             |                |                |                 |                                                | 40,730,596.00  |                                                                               |                            |               |                                    |                                                                            |                |                              |                     |               |        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |



# Agreement of Indemnity

- ☐ Insurance Company of North America
- ☐ Pacific Employers Insurance Company
- ☐ Westchester Fire Insurance Company
- ☐ Indemnity Insurance Company of North America

ACE USA  
ACE Bond Services

Whereas the undersigned (hereinafter individually and collectively called INDEMNITOR) desires one or more of the companies named above as the case may be (hereinafter called "SURETY") to execute bonds including undertakings and other obligations including any bond or bonds predating this Agreement, (hereinafter referred to as "Bonds") on its behalf and on behalf of any of its present or future directly or indirectly owned or controlled subsidiaries or affiliates whether alone or in joint venture with others whether or not named herein and any corporation partnership or person upon the written request of any of the undersigned (collectively hereinafter referred to as Principals") or to renew or continue and to refrain from canceling the Bonds as the case may be and

NOW THEREFORE in consideration of the SURETY executing the Bonds the INDEMNITORS agree that

- 1 **PREMIUMS & COLLATERAL FOR SURETYSHIP** The INDEMNITORS shall pay or cause to be paid to the SURETY both the agreed premium and upon written request by the SURETY at any time collateral security for its suretyship until the INDEMNITOR shall furnish to the SURETY competent written evidence satisfactory to the SURETY of the termination of any past, present and future liability under any Bond. The INDEMNITOR expressly waives any right to interest which may be earned on the collateral security and further consents that the collateral security provided in consideration of suretyship may be held by the SURETY in any investment or depository that the SURETY in its sole discretion deems advisable and prudent. The SURETY's election not to demand collateral at the inception of the suretyship obligation shall not operate as a waiver of the right to demand and receive such collateral at any time before liability has terminated under any Bond.
- 2 **INDEMNITY & COLLATERAL FOR CLAIM** The INDEMNITOR shall indemnify and save harmless the SURETY from and against any and all liability claim, demand loss damages expense cost, attorney's fees and expenses including without limitation fees and disbursements of counsel incurred by the SURETY in any action or proceeding between the INDEMNITOR and the SURETY or between the SURETY and any third party which SURETY shall at any time incur by reason of its execution of any Bond or its payment of or its liability to pay any claim irrespective of whether the claim is made against the SURETY as a joint or several obligor and whether the INDEMNITOR is then liable to make such payment, and to place the SURETY in funds to meet all of its liability under any Bond promptly upon request and before the SURETY may be required to make any payment thereunder and copy of the claim demand voucher or other evidence of the payment by the SURETY of any liability claim demand, loss damage expense cost and attorney's fees shall be prima facie evidence of the fact and amount of INDEMNITOR'S liability to the SURETY under this Agreement. Any demand upon the SURETY by the Oblige shall be sufficient to conclude that a liability exists and the INDEMNITOR shall then place the SURETY with sufficient funds in a form and amount deemed acceptable in the SURETY'S sole discretion as collateral security to cover the liability.
- 3 **OTHER INDEMNITY** The INDEMNITOR shall continue to remain bound under the terms of this Agreement even though the SURETY may have heretofore or hereafter with or without notice to or knowledge of the Principals and the INDEMNITOR, accepted or released other agreements of indemnity or collateral in connection with the execution or procurement of said Bonds from the principals or INDEMNITOR or others. The rights powers and remedies given the SURETY under this Agreement shall be and are in addition to and not in lieu of, any and all other rights powers and remedies which the SURETY may have or acquire against the Principals and INDEMNITOR or others whether by the terms of any agreement or by operation of law or otherwise.
- 4 **INVALIDITY** In case any of the INDEMNITORS fail to execute this Agreement, or in case the execution hereof by any of the INDEMNITORS be defective or invalid for any reason such failure defect or invalidity shall not in any manner affect the validity of this Agreement or the liability hereunder of any of the INDEMNITORS executing the same but each and every INDEMNITOR so executing shall be and remain full bound and liable hereunder to the same extent as if such failure defect or invalidity had not existed.
- 5 **SURETIES** All of the terms provisions and conditions of this Agreement shall be extended to and for the benefit not only of the SURETY either as a direct writing company or as a co surety or reinsurer but also for the benefit of any surety or insurance company or companies with which the SURETY may participate as a co surety or reinsurer and also for the benefit of any other company which may execute any bond or bonds at the request of the SURETY on behalf of any of the Principals.
- 6 **DECLINE EXECUTION** Unless otherwise specifically agreed in writing, the SURETY may decline to execute any bond and the Principals and INDEMNITOR shall make no claim to the contrary.
- 7 **CHANGES, WAIVER OF NOTICE** The SURETY is authorized and empowered without notice to or knowledge of the INDEMNITOR, to assent to any change whatsoever in Bonds and/or the contracts or obligations covered by any said Bonds including but not limited to the time for performance and any continuations extensions or renewals of the Bonds the execution of any substitute or substitutes therefore with the same or different conditions provisions and obligees with the same or larger or smaller penalties it being expressly understood and agreed that the INDEMNITOR shall remain bound under the terms of this Agreement even though any such assent by the SURETY does or might substantially increase the liability of the INDEMNITOR. The INDEMNITOR waives notice of the execution of Bonds acceptance of this Agreement, default or other acts giving rise to a bond claim or liability of the SURETY under Bonds.
- 8 **TERMINATION** This Agreement may be terminated by the INDEMNITOR upon twenty days written notice sent by registered mail to the SURETY at its home office at ACE Bond Services TL33B 1601 Chestnut Street, Philadelphia, Pennsylvania 19103 but any such notice of termination shall not operate to modify bar or discharge the INDEMNITOR as to the Bonds that may have been therefore executed.
- 9 **SEVERABILITY** If any provision or provisions of this Agreement be declared void or unenforceable under any law governing its construction or enforcement, this Agreement shall not be void or vitiated thereby but shall be construed and enforced with the same effect as though such provision or provisions were omitted.
- 10 **CHOICE OF LAW/FORUM** It is mutually agreed that this Agreement is deemed made in the State of New York, regardless of the order in which the signatures of the parties shall have been affixed and shall be interpreted and the rights and liabilities of the parties determined in accordance with the laws of the State of New York. INDEMNITOR agrees that all actions or proceedings arising directly or indirectly from this Agreement shall be litigated only in courts having status within the State of New York, and consents to the personal jurisdiction and venue of any local state or Federal Court located therein.
- 11 **JOINT/SEVERAL** Each undersigned Indemnitor its successors and assigns are jointly and severally bound by the foregoing conditions of this Agreement.
- 12 **FACSIMILE** - This Agreement bearing the signature of the Indemnitor(s) shall be valid effective and enforceable whether received by the Surety as an original or as a facsimile transmission.

IN WITNESS WHEREOF INDEMNITOR has signed this Agreement this 18th day of JANUARY, 2002

## Fleming Companies, Inc

1945 Lakepointe Drive  
Lewisville, TX 75029

Tax ID # 480222760

By Carlos M. Hernandez (Seal)  
Name CARLOS M. HERNANDEZ  
Title SENIOR VICE PRESIDENT  
GENERAL COUNSEL AND SECRETARY

By \_\_\_\_\_ (Seal)  
Name \_\_\_\_\_  
Title \_\_\_\_\_

By \_\_\_\_\_ (Seal)  
Name \_\_\_\_\_  
Title \_\_\_\_\_

By \_\_\_\_\_ (Seal)  
Name \_\_\_\_\_  
Title \_\_\_\_\_

FOR NOTARIAL ACKNOWLEDGMENT OF PRINCIPAL/INDEMNITOR'S

CORPORATE ACKNOWLEDGMENT

State of Oklahoma  
County of Oklahoma ss

On this 21st day of January, 20 02, before me personally came Carson M. Hernandez to me known who being by me duly sworn, deposed and says that he is the SR Vice President of Evening Commerce, Inc the corporation described in and which executed the foregoing Agreement, that he knows the seal of the said corporation that the seal affixed to the said Agreement is such corporate seal that it was so affixed by the order of the Board of Directors of said corporation and that he signed (her)(his) name thereto by like order

Evonne M. Roberson  
(Signature of Notary Public)

My commission expires 6/26/03

CORPORATE ACKNOWLEDGMENT

State of \_\_\_\_\_  
County of \_\_\_\_\_ ss

On this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_, before me personally came \_\_\_\_\_ to me known, who being by me duly sworn, deposed and says that \_\_\_\_\_ he is the \_\_\_\_\_ of \_\_\_\_\_ the corporation described in and which executed the foregoing Agreement, that he knows the seal of the said corporation that the seal affixed to the said Agreement is such corporate seal that it was so affixed by the order of the Board of Directors of said corporation and that \_\_\_\_\_ he signed (her)(his) name thereto by like order

\_\_\_\_\_  
(Signature of Notary Public)

My commission expires \_\_\_\_\_

CORPORATE ACKNOWLEDGMENT

State of \_\_\_\_\_  
County of \_\_\_\_\_ ss

On this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_, before me personally came \_\_\_\_\_ to me known who being by me duly sworn, deposed and says that \_\_\_\_\_ he is the \_\_\_\_\_ of \_\_\_\_\_ the corporation described in and which executed the foregoing Agreement, that he knows the seal of the said corporation that the seal affixed to the said Agreement is such corporate seal that it was so affixed by the order of the Board of Directors of said corporation and that \_\_\_\_\_ he signed (her)(his) name thereto by like order

\_\_\_\_\_  
(Signature of Notary Public)

My commission expires \_\_\_\_\_

CORPORATE ACKNOWLEDGMENT

State of \_\_\_\_\_  
County of \_\_\_\_\_ ss

On this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_, before me personally came \_\_\_\_\_ to me known who being by me duly sworn, deposed and says that \_\_\_\_\_ he is the \_\_\_\_\_ of \_\_\_\_\_ the corporation described in and which executed the foregoing Agreement, that he knows the seal of the said corporation that the seal affixed to the said Agreement is such corporate seal that it was so affixed by the order of the Board of Directors of said corporation and that \_\_\_\_\_ he signed (her)(his) name thereto by like order

\_\_\_\_\_  
(Signature of Notary Public)

My commission expires \_\_\_\_\_

|                        |              |           |              |
|------------------------|--------------|-----------|--------------|
| Post-It® Fax Note 7671 |              | Date 10/2 | # of pages 4 |
| To Steve Hamey         | From Chandar |           |              |
| Co./Dept Surety        | Co           |           |              |
| Phone #                | Phone #      |           |              |
| Fax # 640-5590         | Fax #        |           |              |

**Agreement of Indemnity**  
(Commercial Surety)

ACE-USA  
ACE Bond Services

- ☐ Insurance Company of North America  
☐ Pacific Employers Insurance Company  
☐ Westchester Fire Insurance Company  
☐ Indemnity Insurance Company of North America

Whereas the undersigned (hereinafter individually and collectively called "INDEMNITOR") desires one or more of the companies named above, as the case may be, (hereinafter called "SURETY") to execute bonds including undertakings and other obligations, including any bond or bonds predating this Agreement, (hereinafter referred to as "Bonds") on its behalf and on behalf of any of its present or future, directly or indirectly owned or controlled subsidiaries or affiliates, whether alone or in joint venture with others whether or not named herein, and any corporation, partnership or person upon the written request of any of the undersigned (collectively hereinafter referred to as "Principals") or to renew or continue and to refrain from canceling the Bonds, as the case may be, and

NOW THEREFORE, in consideration of the SURETY executing the Bonds, the INDEMNITORS agree that

- 1 PREMIUMS & COLLATERAL FOR SURETYSHIP-** The INDEMNITORS shall pay or cause to be paid to the SURETY both the agreed premium and, upon written request by the SURETY at any time, collateral security for its suretyship until the INDEMNITOR shall furnish to the SURETY competent written evidence, satisfactory to the SURETY, of the termination of any past, present and future liability under any Bond. The INDEMNITOR expressly waives any right to interest which may be earned on the collateral security and further consents that the collateral security provided in consideration of suretyship may be held by the SURETY in any investment or depository that the SURETY in its sole discretion deems advisable and prudent. The Surety's election not to demand collateral at the inception of the suretyship obligation shall not operate as a waiver of the right to demand and receive such collateral at any time before liability has terminated under any Bond.
- 2 INDEMNITY & COLLATERAL FOR CLAIM-** The INDEMNITOR shall indemnify and save harmless the SURETY from and against any and all liability, claim, demand, loss, damages, expense, cost, attorney's fees and expenses, including without limitation, fees and disbursements of counsel incurred by the SURETY in any action or proceeding between the INDEMNITOR and the SURETY, or between the SURETY and any third party, which SURETY shall at any time incur by reason of its execution of any Bond or its payment of or its liability to pay any claim, irrespective of whether the claim is made against the SURETY as a joint or several obligor and whether the INDEMNITOR is then liable to make such payment, and to place the SURETY in funds to meet all of its liability under any Bond, promptly upon request and before the SURETY may be required to make any payment thereunder; and copy of the claim, demand, voucher or other evidence of the payment by the SURETY of any liability, claim, demand, loss, damage, expense, cost and attorney's fees, shall be prima facie evidence of the fact and amount of INDEMNITOR'S liability to the SURETY under this Agreement. Any demand upon the SURETY by the Obligor shall be sufficient to conclude that a liability exists and the INDEMNITOR shall then place the SURETY with sufficient funds in a form and amount deemed acceptable in the SURETY'S sole discretion, as collateral security to cover the liability
- 3 OTHER INDEMNITY-** The INDEMNITOR shall continue to remain bound under the terms of this Agreement even though the SURETY may have heretofore or hereafter, with or without notice to or knowledge of the Principals and the INDEMNITOR, accepted or released other agreements of indemnity or collateral in connection with the execution or procurement of said Bonds, from the principals or INDEMNITOR or others. The rights, powers and remedies given the SURETY under this Agreement shall be and are in addition to and not in lieu of, any and all other rights, powers and remedies which the SURETY may have or acquire against the Principals and INDEMNITOR or others, whether by the terms of any agreement or by operation of law or otherwise

BS-CSIA-1 (12/99)

- 4 **INVALIDITY**- In case any of the INDEMNITORS fail to execute this Agreement, or in case the execution hereof by any of the INDEMNITORS be defective or invalid for any reason, such failure, defect or invalidity shall not in any manner affect the validity of this Agreement or the liability hereunder of any of the INDEMNITORS executing the same, but each and every INDEMNITOR so executing shall be and remain full bound and liable hereunder to the same extent as if such failure, defect or invalidity had not existed
- 5 **SURETIES** - All of the terms, provisions and conditions of this Agreement shall be extended to and for the benefit not only of the SURETY, either as a direct writing company or as a co-surety or reinsurer, but also for the benefit of any surety or insurance company or companies with which the SURETY may participate as a co-surety or reinsurer and also for the benefit of any other company which may execute any bond or bonds at the request of the SURETY on behalf of any of the Principals
- 6 **DECLINE EXECUTION** - Unless otherwise specifically agreed in writing, the SURETY may decline to execute any bond and the Principals and INDEMNITOR shall make no claim to the contrary
- 7 **CHANGES, WAIVER OF NOTICE** - The SURETY is authorized and empowered, without notice to or knowledge of the INDEMNITOR, to assent to any change whatsoever in Bonds and/or the contracts or obligations covered by any said Bonds including but not limited to the time for performance and any continuations, extensions or renewals of the Bonds, the execution of any substitute or substitutes therefore, with the same or different conditions, provisions and obligees with the same or larger or smaller penalties, it being expressly understood and agreed that the INDEMNITOR shall remain bound under the terms of this Agreement even though any such assent by the SURETY does or might substantially increase the liability of the INDEMNITOR. The INDEMNITOR waives notice of the execution of Bonds, acceptance of this Agreement, default or other acts giving rise to a bond claim or liability of the SURETY under Bonds
- 8 **TERMINATION** - This Agreement may be terminated by the INDEMNITOR upon twenty days' written notice sent by registered mail to the SURETY at its home office at ACE Bond Services, TL33B, 1601 Chestnut Street, Philadelphia, Pennsylvania 19103, but any such notice of termination shall not operate to modify, bar or discharge the INDEMNITOR as to the Bonds that may have been therefore executed.
- 9 **SEVERABILITY** - If any provision or provisions of this Agreement be declared void or unenforceable under any law governing its construction or enforcement, this Agreement shall not be void or vitiated thereby, but shall be construed and enforced with the same effect as though such provision or provisions were omitted.
- 10 **CHOICE OF LAW/FORUM** - It is mutually agreed that this Agreement is deemed made in the State of New York, regardless of the order in which the signatures of the parties shall have been affixed and shall be interpreted, and the rights and liabilities of the parties determined in accordance with the laws of the State of New York. INDEMNITOR agrees that all actions or proceedings arising directly or indirectly from this Agreement shall be litigated only in courts having status within the State of New York, and consents to the personal jurisdiction and venue of any , state or Federal Court located therein.
- 11 **JOINT/SEVERAL** - Each undersigned Indemnitor, its successors and assigns, are jointly and severally bound by the foregoing conditions of this Agreement.
- 12 **FACSIMILE** - This Agreement bearing the signature of the Indemnitor(s) shall be valid, effective and enforceable whether received by the SURETY as an original or as a facsimile transmission



IN WITNESS WHEREOF, INDEMNITOR has signed this Agreement this 11th day of April, 2001

(Full Name & Address of INDEMNITOR)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

By \_\_\_\_\_ (Seal)  
Name \_\_\_\_\_  
Title \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

By \_\_\_\_\_ (Seal)  
Name \_\_\_\_\_  
Title \_\_\_\_\_

(Full Name & Address of INDEMNITOR)

CORE-MARK INTERNATIONAL, INC.

395 OYSTER POINT BOULEVARD  
SOUTH SAN FRANCISCO, CA 94080

By Joe Korman (Seal)  
Name Joe Korman  
Title Senior VP & CFO

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

By \_\_\_\_\_ (Seal)  
Name \_\_\_\_\_  
Title \_\_\_\_\_

(Either attach copies of resolutions of Boards of Directors or execute notarial acknowledgment.)

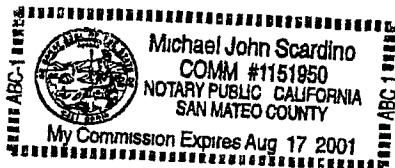
**FOR NOTARIAL ACKNOWLEDGMENT OF PRINCIPAL/INDEMNITOR'S**

**CORPORATE ACKNOWLEDGMENT**

State of California  
County of San Mateo ss

On this 11 day of April, 2001, before me personally came Joe Korman to me known, who being by me duly sworn, deposed and says that he is the Senior VP & CFO of Core-Mark International, Inc., the corporation described in and which executed the foregoing Agreement; that he knows the seal of the said corporation, that the seal affixed to the said Agreement is such corporate seal, that it was so affixed by the order of the Board of Directors of said corporation, and that he signed (her)(his) name thereto by like order

Michael John Scardino  
(Signature of Notary Public)  
My commission expires Aug 17, 2001



LAW OFFICES  
**BALLARD SPAHR ANDREWS & INGERSOLL, LLP**  
1735 MARKET STREET 51ST FLOOR  
PHILADELPHIA PENNSYLVANIA 19103 7599  
215 665 8500  
FAX 215 864 8999  
WWW.BALLARDSPAHR.COM

BALTIMORE MD  
DENVER CO  
SALT LAKE CITY UT  
VOORHEES NJ  
WASHINGTON DC

ROBERT McL BOOTE  
DIRECT DIAL 215 864 8231  
PERSONAL FAX 215 864 9510  
BOOTE@BALLARDSPAHR.COM

September 12, 2003

Via Federal Express

Bankruptcy Management Corporation  
Claims Agent for the Fleming Companies, Inc , et al  
1330 East Franklin Avenue  
El Segundo, CA 90245

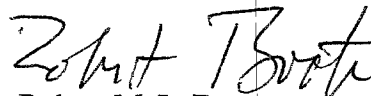
Re In re Fleming Companies, et al  
Proof of Claim of Westchester Fire Insurance Company

Ladies and Gentlemen

I enclose on behalf of Westchester Fire Insurance Company its Proof of Claim in the above-referenced bankruptcy proceeding. Also enclosed is an extra copy of the Proof of Claim together with a self-addressed stamped envelope. We request you date stamp and return the enclosed copy.

Please call me should you have any questions.

Sincerely,

  
Robert McL Boote

RMB/cia  
Enclosures