

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

PROOF OF CLAIM



496137

Bar Date Ref # 1-N-6876

In re
Core-Mark International, Inc

Case Number
03-10944

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars

Name of Creditor and Address

0354652496137

ALBERTA MINISTRY OF REVENUE
ATTN MR LUKAS HUISMAN ASST DEP MIN OF REVENUE
2ND FLOOR SIR FREDERICK W HAULTAIN BLDG
9811-109 St
EDMONTON AL T5K 2L5
CANADA

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 (780) **644-4212**

CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
403726524 CIT

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes (Corporate Income TAX)
- Other (describe briefly)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (Fill out below)

Your social security number _____
Unpaid compensation or services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED March 31, 2003

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ _____ (unsecured) \$ _____ (secured) \$ yet undetermined (unsecured priority) \$ yet undetermined (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges

5 SECURED CLAIM
 Check this box if your claim is secured by collateral (including a right of setoff)
Brief description of collateral
 Real Estate
 Motor Vehicle
 Other
Value of collateral \$ _____
Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM
Check this box if you have an unsecured priority claim
Specify the priority of the claim
Wages, salaries or commissions (up to \$4,650*) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business whichever is earlier 11 U.S.C. § 507(a)(3)
Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
Up to \$2,100* of deposits toward purchase, lease or rental of property or services for personal, family or household use 11 U.S.C. § 507(a)(6)
Alimony, maintenance or support owed to a spouse, former spouse or child 11 U.S.C. § 507(a)(7)
 Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8)
Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____
* Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS if the documents are not available. Explain if the documents are voluminous; attach a summary.

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

THIS SPACE FOR COURT

FILED

SEP 25 2003

BMC

Fleming Companies Claim



14294

DATE SIGNED Sept 22/2003 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) W Bank

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Fleming Companies, Inc., et al.,¹) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)
) Re: Docket No. 7222

**AGREED ORDER REGARDING DEBTORS' EIGHTH
OMNIBUS OBJECTION TO CLAIMS AS TO CLAIM NO. 14294**

1. On March 18, 2004, the Debtors filed their Eighth Omnibus Objection to Claims (the "Eighth Omnibus Objection") with the Court [Docket No. 7222].
2. In their Eighth Omnibus Objection, the Debtors sought to, among other things, disallow Claim No. 14294 filed by the Alberta Ministry of Revenue ("Alberta") ("Claim No. 14294") on the basis that such claim did not specify an amount owed by the Debtors and thus it did not provide sufficient information for the Debtors to evaluate Claim No. 14294.
3. On April 19, 2004, the Court entered an Order Granting The Relief Sought In Debtors' Eighth Omnibus Objection To Claims (Non-Substantive) [Docket No. 7641] in which Claim No. 14294 was disallowed.
4. Subsequent to the entry of the Order, Alberta has provided information to the Debtors with respect to Claim No. 14294.

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.
28587-001\DOCS DE:95410.1

Docket #8521

claim 14294

eod 6/24/04

5. Based on this new information, the Debtors have agreed with Alberta, as follows:
- A. Claim No. 14294 may be reinstated; and
 - B. Alberta (i) retains all rights to pursue Claim No. 14294 as an unsecured claim in the amount of \$54,251.21 plus any unreported tax owing as of April 1, 2003, plus interest on that amount and (ii) reserves its right to pursue such claim as a claim entitled to priority pursuant to 11 U.S.C. § 507(a)(8); and
 - C. The Debtors shall retain all rights to object to or otherwise contest Claim No. 14294.

NOW, THEREFORE, upon consideration of the Debtors'² Eighth Omnibus Objection seeking entry of an order disallowing certain claims; and no previous application having been made; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of the proceeding and this Eighth Omnibus Objection is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that Claim No. 14292 is reinstated; and it is further


ORDERED that Alberta (i) retains all rights to pursue Claim No. 14294 as an unsecured claim in the amount of \$54,251.21 plus any unreported tax owing as of April 1, 2003, plus interest on that amount and (ii) reserves its right to pursue such claim as a claim entitled to priority pursuant to 11 U.S.C. § 507(a)(8); and it is further

ORDERED that the Debtors shall retain all rights to object to or otherwise contest Claim No. 14294; and it is further

² Capitalized terms not defined herein are as defined in the Debtors' Eighth Omnibus Objection to Claims.

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: June 23, 2004



The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge

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

**In re: Fleming Companies, Inc. et al.
Case No. 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On May 26, 2005, document(s) were appended to Claim Number **14294** for the following reason(s):

- Stipulation/Order dated _____
- New Supporting Documents
- Change of Address
- Withdrawn by Creditor per Letter dated
- Other: E-mail dated 5/2/05

Lisa Ruppaner

From: MJ John
Sent: Wednesday, May 25, 2005 5:52 PM
To: Lisa Ruppaner
Cc: Stephenie Kjontvedt
Subject: POC #14294: Alberta Ministry of Revenue

Lisa, please have a copy of this e-mail imaged and attached to Claim 14294 as evidence for expunging. Thanks

-----Original Message-----

From: Outland, Shannon [mailto:SOutland@AlixPartners.com]
Sent: Tuesday, May 03, 2005 6:47 AM
To: MJ John
Subject: POC #14294: Alberta Ministry of Revenue

MJ-

Please see the e-mail correspondence below relating to POC #14294. Please update the claims register to reflect this claim as resolved.

Thanks.

-Shannon

-----Original Message-----

From: Stovall, Robert
Sent: Monday, May 02, 2005 5:54 PM
To: 'jskinne_fe@yahoo.com'; Outland, Shannon; Franks, John
Subject: FW: Alberta Ministry of Revenue Proof of Claim related toCore-Mark International

All, please process this claim as expunged. Let me know if you need anything else. Thanks!

-----Original Message-----

From: Shelley Fitzpatrick [mailto:sfitzpatrick@davis.ca]
Sent: Monday, May 02, 2005 5:18 PM
To: Stovall, Robert
Cc: melissa.banks@gov.ab.ca
Subject: Re: Alberta Ministry of Revenue Proof of Claim related toCore-Mark International

Dear Rob:

My client agrees to having this claim expunged since there was no amount owing at the end of the day.

Shelley C. Fitzpatrick
Davis & Company
2800 - 666 Burrard Street
Vancouver, B.C. V6C 2Z7

(604) 643-6329 (phone)
(604) 605-3775 (direct fax)
(604) 908-3228 (cell)
e-mail: sfitzpatrick@davis.ca

>>> "Stovall, Robert" <RStovall@AlixPartners.com> 04/22/05 08:31am >>>
Dear Ms. Fitzpatrick,

The Post-Confirmation Trust of Fleming Companies, Inc. is in the process of resolving all proofs of claim filed against the combined debtor estates of Fleming Companies. It appears as though there is one residual proof of claim filed against Core-Mark International, Inc. by the Alberta Ministry of Revenue. This proof of claim is active on the claims register as #14294 for unliquidated 2003 Corporate Income Tax (file attached). I have received a copy of Alberta's Notice of Assessment for Corporate Income Tax for the period ending December 31, 2003 (the period in reference on the proof of claim). This assessment indicates a \$0.00 assessed amount for corporate income tax payable by Core-Mark for 2003, and shows a credit balance of \$177,079.92 (file attached). In an attempt to avoid the claims objection process I can have this claim expunged from the claims register if you respond with your agreement to do so. A simple reply in the affirmative to this e-mail will suffice.

Please let me know if you have any questions or concerns. Thanks for your time.

Rob Stovall
AlixPartners LLC
Direct 214-647-7627
Cell 469-223-7085
rstovall@alixpartners.com
<<35_00014294.pdf>> <<AB Dec-31-2003 NOA and Corporate Tax Return.pdf>>

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