

U S BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Core-Mark International, Inc		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		
Name of Creditor (The person or other entity to whom the debtor owes money or property) STATE BOARD OF EQUALIZATION	<input type="checkbox"/> 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 <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent STATE BOARD OF EQUALIZATION SPECIAL PROCEDURES SECTION, MIC 55 PO BOX 942879 SACRAMENTO CA 94279-0055		
Telephone (916) 445-1122 FAX (916) 327-0615		
Account or other number by which creditor identifies debtor SR OH 30-666546, ET AL SEE "EXHIBIT A" FOR ALL TAX ACCOUNTS	Check here if <input type="checkbox"/> replaces a previous claim dated _____ <input type="checkbox"/> amends this claim	REC'D OCT 16 2003
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input checked="" type="checkbox"/> Taxes <input type="checkbox"/> Other (specify) _____	<input type="checkbox"/> Retiree benefits as defined in 11 U S C § 1114(a) <input type="checkbox"/> Wages, salaries and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2 Date(s) debt incurred (AS SHOWN ON DATA SUMMARY ATTACHMENT)	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ _____		
If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input type="checkbox"/> 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 <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____	6 Unsecured Priority Claim <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ 19,688,367.26 Specify the priority of the claim <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U S C § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child - 11 U S C § 507(a)(7) <input checked="" type="checkbox"/> Taxes or penalties owed to governmental units - 11 U S C § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U S C § 507(a)(2)	
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 judgements 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 acknowledgement of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim	THIS SPACE IS FOR COURT USE ONLY	
Date September 24 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) State Board of Equalization, by D S ABEL, Authorized Representative	

Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U S C §

Fleming Companies Claim



DATA SUMMARY ATTACHMENT FOR PROOF OF CLAIM OF STATE BOARD OF EQUALIZATION

Debtor Core-Mark International, Inc		Case No 03-10944	Claim Date September 24 2003
Account No (s) SR OH 30-666546, ET AL SEE "EXHIBIT A" FOR ALL TAX ACCOUNTS		Petition Date 04/01/03	Chapter 11

SUMMARY OF LIABILITY STATEMENT

CLAIM CLASS	TAX PROGRAM OR REASON	DEBT PERIOD	TAX	INTEREST (calculated to petition or conversion date)	PENALTY	TOTAL
P	1	03/01/03 – 03/31/03	4 446 21	0	0	4446 21
P	2	08/01/00 - 03/31/03	19 053 447 26	0	0	19 053 447 26
P	2	08/01/00 – 03/31/03	630 473 79	0		630 473 79
			See Attachment	"EXHIBIT A"		
TOTALS			19 688 367 26	0		19 688,367 26

LEGEND

CLAIM CLASS	TAX PROGRAM OR REASON
S Secured	1 SALES AND USE TAX
P Unsecured Priority 11 USC 507(a)(8)	2 Cigarette and Tobacco Products Tax
G Unsecured NON priority (General)	3
GAP Gap Claim – 11 USC 507(a)(2)	4
1305 11USC 1305	5
	6

SUMMARY OF TAX LIENS

LIEN CERTIFICATE	DATE RECORDED	COUNTY OR RECORDING AUTHORITY	RECORDING INFORMATION (Document/Instrument # or Book/Page)	AMOUNT
BE				

The foregoing liens were recorded pursuant to Section 6757 of the California Revenue and Taxation Code and to the extent there is any real or personal property to which the liens created by such recording attach the amount of the claim in said certificates constitutes a secured claim

SUPPLEMENTAL CLAIM PURSUANT TO USC 11 § 726(a)(4) and (5)

In addition to the claim to which this page is attached, the Board of Equalization asserts the following supplemental Chapter 7 claim, pursuant to the noted code sections

USC 11 § 726(a)(4)	\$	0 00
USC 11 § 726(a)(5)		<u>0 00</u>
Total Supplemental Claim	\$	0 00

9/23/2003

SCHEDULE OF LIABILITY

FLEMING CO BK CLAIMS xls*
Case Id 12867

No	Account No	Taxpayer Name Case Number	Core-Mark International 03-10944	Case Id Petition Date	12867 April 1, 2003	
					Interest to April 1, 2003	Total
			<u>Basis of Liability</u>	<u>Tax</u>		
			Cal Revenue and Taxation Code Art 1 §§ 6451 et seq	\$ 4,446 21	\$ -	\$ 4,446 21
1	SR OH 30 666546	01/01/03-03/31/03	Cal Revenue and Taxation Code §§ 30101, 30123, 30131 2 & 30131 2	\$ 25,878 15	\$ -	\$ 25,878 15
2	CR ET 02 000783	03/1/03 -03/31/03	Cal Revenue and Taxation Code §§ 30101, 30123, 30131 2 & 30131 2	\$ 310,537 80	\$ -	\$ 310,537 80
3	CR ET 02 000785	03/1/03 -03/31/03	Cal Revenue and Taxation Code §§ 30101, 30123, 30131 2 & 30131 2	\$ 4,998,909 56	\$ -	\$ 4,998,909 56
4	CR ET 02 000786	08/01/00-03/31/03	Cal Revenue and Taxation Code §§ 30101, 30123, 30131 2 & 30131 2	\$ 4,480,019 72	\$ -	\$ 4,480,019 72
5	CR ET 02-000788	08/01/00-03/31/03	Cal Revenue and Taxation Code §§ 30101, 30123, 30131 2 & 30131 2	\$ 3,697,710 00	\$ -	\$ 3,697,710 00
6	CR ET 02-000789	08/04/00 03/31/03	Cal Revenue and Taxation Code §§ 30101, 30123, 30131 2 & 30131 2	\$ 2,357,396 59	\$ -	\$ 2,357,396 59
7	CR ET 02 000790	08/01/00-03/31/03	Cal Revenue and Taxation Code §§ 30101, 30123, 30131 2 & 30131 2	\$ 3,182,995 44	\$ -	\$ 3,182,995 44
8	CR ET 02 000793	08/01/00 03/31/03	Cal Revenue and Taxation Code §§ 30123, 301131 2	\$ 678 19	\$ -	\$ 678 19
9	CP ET 50 000236	03/01/03-03/31/03	Cal Revenue and Taxation Code §§ 30123, 301131 2	\$ 25,983 81	\$ -	\$ 25,983 81
10	CP ET 50 000238	03/01/03-03/31/03	Cal Revenue and Taxation Code §§ 30123, 301131 2	\$ 123 479 20	\$ -	\$ 123,479 20
11	CP ET 50-000239	03/01/03-03/31/03	Cal Revenue and Taxation Code §§ 30123, 301131 2	\$ 37,612 75	\$ -	\$ 37,612 75
12	CP ET 50 000241	03/01/03-03/31/03	Cal Revenue and Taxation Code §§ 30123, 301131 2	\$ 249,504 44	\$ -	\$ 249,504 44
13	CP ET 50 000242	03/01/03 03/31/03	Cal Revenue and Taxation Code §§ 30123, 301131 2	\$ 68,371 30	\$ -	\$ 68,371 30
14	CP ET 50 000243	03/01/03-03/31/03	Cal Revenue and Taxation Code §§ 30123, 301131 2	\$ 124,844 10	\$ -	\$ 124,844 10
15	CP ET 50 000246	03/01/03 03/31/03				
Total Claim Balance				\$ 19,688,367 26	\$ -	\$ 19,688,367 26

EXHIBIT "A"



STATE BOARD OF EQUALIZATION

450 N STREET MIC 55 SACRAMENTO CALIFORNIA
(P O BOX 942879 SACRAMENTO CA 94279 0055)
TELEPHONE (916) 445 1122
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CAROLE MIGDEN
First District San Francisco

BILL LEONARD
Second District Ontario

CLAUDE PARRISH
Third District Long Beach

JOHN CHIANG
Fourth District Los Angeles

STEVE WESTLY
State Controller Sacramento

TIMOTHY W BOYER
Interim Executive Director

September 24, 2003

Bankruptcy Management Corporation
BMC, Claims Agent
1330 East Franklin Avenue
El Segundo, CA 90245

**Account Nos SR OH 30-666546,
CR ET 02-000783; CR ET 02-000785,
CR ET 02-000786, CR ET 02-000788,
CR ET 02-000789, CR ET 00-000790,
CR ET 02-000793, CP ET 50-000236,
CP ET 50-000238, CP ET 50-000239,
CP ET 50-000241, CP ET 50-000242
CP ET 50-000243; CP ET 50-000246
Debtor(s). Core-Mark International, Inc
Chapter 11 Bankruptcy
Case No 03-10944**

Dear Gentlemen

Enclosed is an original Priority Claim for Post-Petition Taxes, pursuant to Section 11 U S C § 507(a)(8) of the Bankruptcy Code Please file this claim in the proceedings described above

Please return to us the enclosed copy of this letter acknowledging receipt of the claim A self-addressed, stamped envelope is enclosed

Sincerely,

D S Abel
Tax Compliance Supervisor
Special Procedures Section

DSA SH bk1305 dot
Enclosures

cc OUT OF STATE (OH) Compliance