

RECD DEC 15 2003

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		ADMINISTRATIVE CLAIM
In re Fleming Companies, Inc , et al † Debtors	Chapter 11 Case Number Case No 03 10945 (MFW) (Jointly Administered)	
NOTE This form should only be used to make a claim for an administrative expense arising on or after April 1 2003 through and including October 31 2003 IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO APRIL 1, 2003		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach a copy of statement given particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court
Name of Creditor and Address STAR ELECTRIC SUPPLY INC 409 LULU STREET P.O BOX 161039 WICHITA KS 67216-1039		
Creditor Telephone Number (800) 666-8791		
CREDITOR TAX ID # 48	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here If this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated _____
1 BASIS FOR ADMINISTRATIVE CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death/property damage <input type="checkbox"/> Retiree benefits as defined in 11 USC § 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 type="checkbox"/> Other (describe briefly) Your social security number _____ <input type="checkbox"/> Contractual or lease obligations Unpaid compensation for services performed from _____ to _____ (date) (date)		
2 DATE DEBT WAS INCURRED N/A	3 IF COURT JUDGMENT, DATE OBTAINED	
4 TOTAL AMOUNT OF ADMINISTRATIVE CLAIM		\$ 7 (Total)
If all or part of your claim is secured, also complete Item 5 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 set off) Brief description of collateral _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other _____ Value of collateral \$ _____		7 Offsets, Credits and Setoffs <input type="checkbox"/> All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein <input type="checkbox"/> This claim is not subject to any setoff or counterclaim <input type="checkbox"/> This claim is subject to setoff or counter claim as follows _____ _____
6 Please identify the Debtor against whom your claim is asserted† <u>Fleming Co. Inc</u>		8 This Administrative Proof of Claim <input type="checkbox"/> is the first filed proof of claim evidencing the claim asserted herein <input type="checkbox"/> amends/supplements a proof of claim filed on _____ or <input type="checkbox"/> replaces/suspends a proof of claim filed on _____
9 Assignment <input type="checkbox"/> If the claimant has obtained this claim by Assignment a copy is attached hereto		THIS SPACE FOR COURT USE ONLY
DATE SIGNED 12/17/03	SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach power of attorney, if any) Steve H Wheeler, Controller for Star Electric Supply Inc.	FILED DEC 22 2003

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 37

† Please refer to instructions on reverse side for a complete list of debtors

Fleming Companies Claim



15378

INSTRUCTIONS FOR FILING PROOF OF ADMINISTRATIVE CLAIM

- 1 Please read this proof of administrative claim form carefully and fill it in completely and accurately
- 2 Print legibly Your claim may be disallowed if it cannot be read and understood
- 3 The proof of claim must be completed in English The amount of any claims identified on the form must be as of October 31 2003, and must be denominated in United States currency
- 4 Attach additional pages if more space is required to complete this proof of administrative claim form
- 5 **THIS FORM SHOULD ONLY BE USED TO MAKE A CLAIM FOR AN ADMINISTRATIVE EXPENSE, AS DEFINED IN 11 U S C § 503), THAT WAS INCURRED ON OR AFTER APRIL 1, 2003 THROUGH OCTOBER 31, 2003 THIS FORM IS NOT FOR FILING CLAIMS ARISING PRIOR TO APRIL 1, 2003**
- 6 This proof of claim form should be sent by messenger, or overnight courier to

For Overnight Mail or Hand Delivery
 Bankruptcy Management Corp ("BMC")
 1330 E Franklin Ave
 El Segundo, CA 90245

For Regular Mail
 Bankruptcy Management Corp ("BMC")
 P O Box 900
 El Segundo, CA 90245-0900

BMC is **not** permitted to accept claims sent by facsimile, teletype or other electronic submission

- 7 To obtain verification that your proof of claim was received by BMC, include a copy of the completed form and a self-addressed, postage prepaid return envelope when you file this form with BMC
- 8 **THE CLAIMANT MUST ATTACH COPIES OF ANY AND ALL SUPPORTING DOCUMENTS THAT PROVE THAT THIS CLAIM IS FOR AN OBLIGATION INCURRED ON OR AFTER APRIL 1, 2003 THROUGH AND INCLUDING OCTOBER 31, 2003, SUCH AS PROMISSORY NOTES, PURCHASE ORDERS, INVOICES, ITEMIZED STATEMENTS OF ACCOUNTS, CONTRACTS, COURT JUDGMENTS, OR EVIDENCE OF A SECURITY INTEREST IF THE DOCUMENTS ARE NOT ATTACHED, THE DEBTOR MAY SEEK DISALLOWANCE OF YOU CLAIM**
- 9 To be considered timely filed, the proof of claim form must be actually received by BMC by January 15, 2004, at 4 00 p m Eastern Standard Time and must include appropriate materials establishing THE ADMINISTRATIVE NATURE OF THE CLAIM and the amount of the asserted claim

Name and case number of the Debtor Entity

Fleming Companies Inc (03-10945)	Fleming Transportation Service Inc (03-10945)
Core-Mark International, Inc (03-10945)	Food 4 Less Beverage Company, Inc (03-10945)
ABCO Food Group, Inc (03-10945)	Fuelserv, Inc (03-10945)
ABCO Markets, Inc (03-10945)	General Acceptance Corporation (03-10945)
ABCO Realty Corp (03-10945)	Head Distributing Company (03-10945)
ASI Office Automation, Inc (03-10945)	Marquise Ventures Company, Inc (03-10945)
C/M Products, Inc (03-10945)	Minter-Weisman Co (03-10945)
Core-Mark Interrelated Companies, Inc (03-10945)	Piggly Wiggly Company (03-10945)
Core-Mark Mid-Continent Inc (03-10945)	Progressive Realty Inc (03-10945)
Dunigan Fuels, Inc (03-10945)	Rainbow Food Group, Inc (03-10945)
Favar Concepts, Ltd. (03-10945)	Retail Investments, Inc (03-10945)
Fleming Foods Management Co, L L C (03-10945)	Retail Supermarkets, Inc (03-10945)
Fleming Foods of Texas, L P (03-10945)	RFS Marketing Services, Inc (03-10945)
Fleming International Ltd. (03-10945)	Richmar Foods Inc (03-10945)
Fleming Supermarkets of Florida, Inc (03-10945)	

See other side for Proof of Administrative Claim Form

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)
)

NOTICE OF DEADLINE FOR FILING CERTAIN ADMINISTRATIVE CLAIMS

NOTICE IS HEREBY GIVEN THAT

1 The Court has fixed **January 15, 2004, at 4 00 p m Eastern Standard Time** as the deadline (the "Administrative Claims Bar Date") by which all **Administrative Claims** (as defined below) against the Debtors **that arose on or after April 1, 2003, through and including October 31, 2003** must be filed **IF YOUR CLAIM AROSE PRIOR TO APRIL 1, 2003, THIS NOTICE DOES NOT AFFECT YOU, AND YOU SHOULD NOT FILE A PROOF OF ADMINISTRATIVE CLAIM**

2 An Administrative Claim is any Claim (as hereinafter defined) that **arose on or after April 1, 2003 through and including October 31, 2003** which entitles the claimant to priority of payment pursuant to **sections 503 and 507(a)(1)** of the Bankruptcy Code except that holders of the following types of Administrative Claims need not file such Claims by the Administrative Claims Bar Date (i) Administrative Claims of professionals retained pursuant to sections 327 and 328 of the Bankruptcy Code, (ii) expenses of members of the Official Committee of Unsecured Creditors, (iii) all fees payable and unpaid under 28 U S C § 1930, (iv) any fees or charges assessed against the estates of the Debtors under 28 U S C §123, (v) any intercompany claims between the Debtors and their affiliates (vi) Administrative Claims arising in the ordinary course of business relating to inventory services or supplies provided by trade vendors or service providers which are paid or payable by the Debtors in the ordinary course of business (vii) claims for reclamation asserted pursuant to section 546(c) of the Bankruptcy Code (viii) Administrative Claims relating to executory contracts or unexpired leases that have neither been rejected nor assumed by the Debtors as well as Administrative Claims relating to or arising under executory contracts or unexpired leases regardless of whether such executory contracts or unexpired leases have been assumed or rejected that are unknown to the claim holder (ix) Administrative Claims that have previously been filed or for which any request for payment pursuant to section 503(a) of the Bankruptcy Code or adversary proceeding is pending and (x) any claims of the Pre-Petition Agents and Pre-Petition Lenders as well as those of the Post-Petition Agents and Post-Petition Lenders arising under or in connection with the Pre-Petition Loan Documents Post-Petition Loan Documents, and/or the Final DIP Order

3 **Section 503** of the Bankruptcy Code defines administrative expense claims in part as **all necessary costs and expenses of preserving the debtor s estate, including wages, salaries, and commissions** (and any taxes withheld from such wages salaries or commissions)" If you (a) supplied goods or services to any of the Debtors (b) during the period from April 1 2003 through and including October 31 2003 and (c) have not been paid for those goods or services then you may have an administrative claim **If you provided goods or services prior to April 1, 2003, then you do not have an administrative claim for those goods or services** Please consult your legal adviser if you have any uncertainty whether your proposed claim may constitute an Administrative Claim The preceding explanation is solely intended to provide guidance not to serve as legal advice

4 Any person who asserts an Administrative Claim and wishes to have such Administrative Claim allowed by the Court and paid by the Debtors must file a request for such Administrative Claim so that it is received by Bankruptcy Management

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 , Dungan 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

Corporation ("BMC") the Debtors' claims agent, at or before 4 00 p m Eastern Standard Time on January 15, 2004 at the following address

Regular Mail	Overnight Mail or Hand Delivery
Bankruptcy Management Corporation P O Box 900 El Segundo CA 90245-0900 Telephone 1-888-909-0100	Bankruptcy Management Corporation 1330 E Franklin Avenue El Segundo, CA 90245 Telephone 1-888-909-0100

5 All Administrative Claims must be submitted using the Proof of Administrative Claim Form approved by the Court, along with documents establishing the alleged claimant's right to such Administrative Claim and corresponding documents proving the administrative nature of the claim, and in accordance with the Bankruptcy Code, the Bankruptcy Rules and the local rules of the United States Bankruptcy Court for the District of Delaware. Copies of the Proof of Administrative Claim Form can be obtained by calling BMC the Debtors' Claims Agent, at 1-888-909-0100 or via download from BMC's website at www.bmccorp.net/Fleming. A copy of the Proof of Administrative Claim Form is also enclosed with this Notice. **SHOULD YOU FAIL TO FILE A TIMELY ADMINISTRATIVE CLAIM IN THE FORM REQUIRED HEREUNDER WITH APPROPRIATE DOCUMENTATION, SUCH CLAIM MAY NOT BE ALLOWED BY THE COURT OR PAID BY THE DEBTORS**

6 ANY HOLDER WHO IS REQUIRED TO FILE A PROOF OF ADMINISTRATIVE CLAIM AND WHO FAILS TO FILE A PROOF OF ADMINISTRATIVE CLAIM ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING ANY SUCH ADMINISTRATIVE CLAIM (OR FILING A PROOF OF ADMINISTRATIVE CLAIM FORM WITH RESPECT TO SUCH ADMINISTRATIVE CLAIM) AGAINST ANY OF THE DEBTORS' THEIR PROPERTY OR THEIR ESTATES. IF ANY SUCH ADMINISTRATIVE CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH ADMINISTRATIVE CLAIMS AND THE HOLDERS OF SUCH ADMINISTRATIVE CLAIMS SHALL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES.

7 For purposes of this Notice, a Claim means (a) a right to payment whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, mature, unmatured (including potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, legal, equitable, secured or unsecured or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to receive payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured (including potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, secured or unsecured.

8 Any questions regarding this Notice or the Administrative Claims Bar Date may be directed to BMC at 1 888-909-0100

Dated December 4, 2003

KIRKLAND & ELLIS LLP
James H M Sprayregen P C (ARDC No 6190206)
Richard L Wynne (CA Bar No 120349)
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Pachulski Stang Ziehl, Young Jones
& Weintraub P C
/s/

Laura Davis Jones (DE Bar No 2436)
Ira D Kharasch (CA Bar No 109084)
Scotta E McFarland (CA Bar No 165391)
Christopher J Lhulier (DE Bar No 3850)
919 North Market Street, 16th Floor
P O Box 8705
Wilmington Delaware 19899-8705 (Courier 19801)
Telephone (302) 652-4100
Facsimile (302) 652-4400

Co-Counsel for Debtor and Debtor in Possession

Star Electric Supply, Inc
P O Box 161039
Wichita, KS 67216-8039

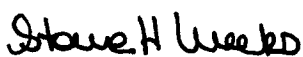
December 17, 2003

US Bankruptcy Court
P O Box 900
El Segundo, CA 90245-0900

Ref Fleming Corp Et al
Case # 03-10945 (MFW)

This customer owes no money to our company We show that they were customers many years ago but no longer trade with us

If you have any questions regarding this matter, please contact me at (316) 262-1446



Stowe H Weeks
Controller