

Valutech

The leader in disbursement technology

FILED

DEC 15 AM 11:31

CLERK
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

December 10, 2003

Clerk of the Bankruptcy Court
824 N. Market Street
Wilmington, DE 19801

Re: Case No. 03-10945 (MFW)
Debtors' First Omnibus Objection to Claims (Non-Substantive)

To Whom It May Concern:

We are enclosing copies of the original filing with the Bankruptcy Management Corporation which included Proof of Claim filing and attached invoices.

When we filed these claims (7), there were no claim numbers referenced. **Many of the invoices were for the same amount**, therefore, we suspect that the disallowance because of duplicate claim may be a mistake.

Please reference the enclosed copy of the cover letter to the Bankruptcy Management Corporation. We have filed **seven (7)** claims against this case.

We have also enclosed copies of the Objection to Claims showing duplicate Claim Numbers for the following:

Duplicate Claim #4014	Remaining Claim #4013	\$252.12
Duplicate Claim #4211	Remaining Claim #4013	\$252.12
Duplicate Claim #4012	Remaining Claim #4011	\$2695.00

Thank you,



Eileen Seigel
Accounts Manager

ENCL: 18 pages

Cc: Kirkland & Ellis LLP
200 East Randolph Drive Suite 6500
Chicago, IL 60601

Attn: Kenneth C. Robling

Re: Valutech, Inc.

Case No. 03-10945 (MFW)

Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P. C.
919 North Market Street, 16th Floor
P. O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)

Attn: Laura Davis Jones

valutech

August 8, 2003

Bankruptcy Management Corporation
P.O. Box 900
El Segundo, CA 90245-0900

Re: Outstanding invoices

To Whom It May Concern:

We are submitting outstanding Fleming invoices. Please find enclosed the following:

FLM078	Dated 1/17/03	\$3645.00	Printer shipped to Miami, FL
FLM079	Dated 1/17/03	\$3923.61	Printer shipped to Fresno, CA
FLM080	Dated 1/20/03	\$2695.00	Printer shipped to Kapolei, HI
FLM082	Dated 1/20/03	\$2695.00	Printer shipped to LaCross, WI
FLM086	Dated 3/12/03	\$252.12	Prorated printer maintenance
FLM087	Dated 3/12/03	\$252.12	Prorated printer maintenance
FLM088	Dated 3/12/03	\$252.12	Prorated printer maintenance

Thank you,



Doug Skeen
EVP & CFO

ENCL: 14

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

PROOF OF CLAIM



Bar Date Ref #

In re: Fleming Companies, Inc.

Case Number:

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:

0354653000000

Valu@tech, Inc
30021 Tomas, Ste #250
Rancho Santa Margarita, CA 92688

- 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 (949) 888-1006

CREDITOR TAX I.D. #:
33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
FLM

Check here replaces or amends a previously filed claim dated: _____
if this claim

1. BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - 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 for services performed from: _____ to _____
(date) (date)

2. DATE DEBT WAS INCURRED: 11/17/03

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ 3645.00 (unsecured) \$ _____ (secured) \$ 3645.00 (unsecured priority) \$ _____ (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.

THIS SPACE FOR COURT USE ONLY

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

DATE SIGNED:
8/8/03

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).
Douglas Skeen CFO

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



The leader in disbursement technology

To: FLEMING COMPANIES
 3400 NW 74th Avenue
 Miami, FL 33122

Invoice Number
 FLM07

Invoice Date
 1/17/0

Page:

FILE COPY

Attention: JACKIE MORAGUES

Customer PO

Payment Terms
 Due Upon Receipt

Sales Rep ID

Reference

Description	Amount
1 MICR 4100T printer Serial # USLND30765	3,595.00
Handling Charge	50.00

TOTAL 3,645.00

Please contact Eileen Seigel at (949) 888-1006 if you have any questions regarding this invoice.

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

PROOF OF CLAIM



583150

Bar Date Ref # 2-NVM-11393

In re: Fleming Companies, Inc.

Case Number:

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

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

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address:

Valutech
30021 Tomas Road, Ste 250
Rancho Santa Margarita, CA 92688

0354853553150

Creditor Telephone Number 949 888-1006

CREDITOR TAX I.D. #:
33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
FLM

Check here if this claim replaces or amends a previously filed claim dated: _____

1. BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - 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 for services performed from: _____ to _____
(date) (date)

2. DATE DEBT WAS INCURRED: 1/7/03

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ 3923.61 (unsecured) \$ _____ (secured) \$ 3923.61 (unsecured priority) (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

6. UNSECURED PRIORITY 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 \$ _____

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.

THIS SPACE FOR COURT USE ONLY

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

DATE SIGNED:

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).

8/8/03

Douglas Steen CFO

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 re: Fleming Companies, Inc.

Case Number:

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

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

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address:

0354853000000

Valu~~e~~tech, Inc
30021 Tomas, Ste #250
Rancho Santa Margarita, CA 92688

Creditor Telephone Number (949) 888-1006

CREDITOR TAX I.D. #:
33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
FI-M

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
- 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 for services performed from: _____ to _____
(date) (date)

2. DATE DEBT WAS INCURRED: 1/20/03

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ 2695 (unsecured) \$ _____ (secured) \$ 2695.00 (unsecured priority) \$ _____ (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) _____

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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.

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THIS SPACE FOR COURT USE ONLY

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

DATE SIGNED:

9/8/03

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).

[Signature]
Darlas Green CFO

Penalty for presenting fraudulent claim is a fine of up to \$50,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions



The leader in disbursement technology

To: FLEMING COMPANIES
91-315 HANUA STREET
KAPOLEI, HI 96707

Invoice Number:
FLM080

Invoice Date:
1/20/03

Page: 1

FILE COPY

Attention: ANDREW CHUN

Customer PO

Payment Terms
Due Upon Receipt

Sales Rep ID

Reference

Description	Amount
1 MICR 4100 Ex Printer Serial #USLND25118	2,645.00
Handling Charge	50.00

TOTAL

2,695.00

Please contact Eileen Seigel at (949) 888-1006 if you have any questions regarding this invoice.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



Bar Date Ref #

In re: Fleming Companies, Inc.

Case Number:

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

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

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address:

Valuetech, Inc
30021 Tomas, Ste #250
Rancho Santa Margarita, CA 92688

0354653000000

Creditor Telephone Number (49) 888-1006

CREDITOR TAX I.D. #:
33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
FLM

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
- 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 for services performed from: _____ to _____
(date) (date)

2. DATE DEBT WAS INCURRED: 11/20/03

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ 2695 (unsecured) \$ _____ (secured) \$ 2695.00 (unsecured priority) \$ _____ (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.

THIS SPACE FOR COURT USE ONLY

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

DATE SIGNED: 8/8/03 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).
Douglas Steen CFO

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



The leader in disbursement technology

To: FLEMING-LACROSS
1637 ST. JAMES
LACROSS, WI 54603

Invoice Number
FLM08

Invoice Date
1/20/0

Page:

FILE COPY

Attention: JULIE LINHART

Customer PO

Payment Terms
Due Upon Receipt

Sales Rep ID

Reference

Description	Amount
1 MICR 4100 EX Printer Serial #USLND25113	2,645.00
Handling Charge	50.00

TOTAL 2,695.00

Please contact Eileen Seigel at (949) 888-1006 if you have any questions regarding this invoice.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



137853

Scheduled Claim Ref # 2-F2-25479
YOUR CLAIM IS SCHEDULED AS:

\$252.12 UNSECURED

In re:
Fleming Companies, Inc.

Case Number:
03-10945

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:

0354428437939

VALUTECH
30021 TOMAS SUITE 250
RANCHO SANTA MARGARITA, CA 92688

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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

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 **449 998.1006**

CREDITOR TAX I.D. #:
33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
FLM

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
- Other (describe briefly)
printer maintenance contract
- Retiree benefits as defined in 11 U.S.C § 1114(a)
- Wages, salaries, and compensation (Fill out below)

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

2. DATE DEBT WAS INCURRED: **3/12/03**

3. IF COURT JUDGMENT, DATE OBTAINED: _____

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ **252.12** (unsecured)

\$ _____ (secured) \$ **252.12** (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 USE ONLY

DATE SIGNED: **9/8/03**
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).
Douglas Steen CFO

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



The leader in disbursement technology

Invoice Number:
FLM086

To: FLEMING COMPANIES, INC.
Manager, I/T Accounting
5701 North Shartel
Oklahoma City, OK 73118

Invoice Date:
3/12/03

Page: 1

FILE COPY

Attention: Wanda Buckner

Customer PO

Payment Terms
Due Upon Receipt

Sales Rep ID

Reference

Description	Amount
Kapolei, Hawaii site 4100 EX Printer Next day service warranty Serial #USLND25118 Contract # 2180001 2/27/03-1/26/04	252.11

TOTAL 252.11

Please contact Eileen Seigel at (949) 888-1006 if you have any questions regarding this invoice.

In re: Fleming Companies, Inc.

Case Number:

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

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

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address:

0354653000000

Valu@tech, Inc
30021 Tomas, Ste #250
Rancho Santa Margarita, CA 92688

Creditor Telephone Number 949 888-1006

CREDITOR TAX I.D. #:

33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

FLM

Check here if this claim

replaces
 or
 amends

a previously filed claim dated: _____

1. BASIS FOR CLAIM

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

printer maintenance contract

Your social security number: _____

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

2. DATE DEBT WAS INCURRED: 3/12/03

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ 252.12 (unsecured) \$ _____ (secured) \$ 252.12 (unsecured priority) \$ _____ (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.

THIS SPACE FOR COURT USE ONLY

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

DATE SIGNED:

8/8/03

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).

Douglas Steen CFO

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



The leader in disbursement technology

Invoice Number
FLM08

To: FLEMING COMPANIES, INC.
Manager, I/T Accounting
5701 North Shartel
Oklahoma City, OK 73118

Invoice Date
3/12/0

Page:

FILE COPY

Attention: Wanda Buckner

Customer PO

Payment Terms
Due Upon Receipt

Sales Rep ID

Reference

Description	Amount
Fresno, CA site 4100 EX Printer Next day service warranty Serial # USLND30604 Contract #2180003 2/27/03-1/26/04	252.1

TOTAL 252.

Please contact Eileen Seigel at (949) 888-1006 if you have any questions regarding this invoice.

In re:

Case Number:

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:

Valuetech, Inc
30021 Tomas, Ste #250
Rancho Santa Margarita, CA 92688

0354653000000

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 (415) 888-1006

CREDITOR TAX I.D. #:
33-0004752

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
FLM

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
- Other (describe briefly)
printer maintenance contract
- Retiree benefits as defined in 11 U.S.C § 1114(a)
- Wages, salaries, and compensation (Fill out below)

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

2. DATE DEBT WAS INCURRED: 3/12/03

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ 252.12 (unsecured) \$ _____ (secured) \$ 252.12 (unsecured priority) \$ _____ (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

DATE SIGNED: 8/8/03

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).
Douglas Skeen CFO

THIS SPACE FOR COURT USE ONLY

Penalty for presenting fraudulent claim: 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



The leader in disbursement technology

To: FLEMING COMPANIES, INC.
Manager, I/T Accounting
5701 North Shartel
Oklahoma City, OK 73118

Invoice Number
FLM06

Invoice Date
3/12/04

FILE COPY

Page:

Attention: Wanda Buckner

Customer PO

Payment Terms
Due Upon Receipt

Sales Rep ID

Reference

Description	Amount
Miami, Fl site 4100 EX Next day service warranty Serial #USLND30765 Contract #2180005 2/27/03-1/26/04	252.1

TOTAL 252.

Please contact Eileen Seigel at (949) 888-1006 if you have any questions regarding this invoice.

**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.)
) Responses Due By: December 29, 2003 at 4:00 p.m.
) prevailing Eastern Time
)
) Hearing Date: January 5, 2004 at 2:00 p.m. prevailing
) Eastern Time

**NOTICE OF HEARING ON DEBTORS' FIRST OMNIBUS
OBJECTION TO CLAIMS (NON-SUBSTANTIVE)**

TO: VALUTECH INC
 30021 TOMAS
 STE 250
 RANCHO SANTA MARGARITA, CA 92688

PLEASE TAKE NOTICE that on December 5, 2003, the Debtors filed their First Omnibus Objection to Claims (the "First Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing and expunging your claim or claims for the reasons noted.

Name and Address of Claimant	Duplicate Claim Number	Remaining Claim Number	Duplicate Claim Amount					Remaining Claim Amount					Reason for Disallowance
			Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority	Unsecured	Total	
VALUTECH INC	4014	4013	\$0.00	\$0.00	\$0.00	\$252.12	\$252.12	\$0.00	\$0.00	\$0.00	\$252.12	\$252.12	Duplicate Claim

IF YOU CONTEST THE RELIEF SOUGHT IN THE FIRST OMNIBUS OBJECTION, YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, on or before December 29, 2003 at 4:00 p.m. prevailing Eastern Time. At the same time, you must also serve a copy of the response upon the Debtors' attorneys at Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, IL 60601, Attn: Kenneth C. Rohling; and Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Laura Davis Jones, so as to be received on or before December 29, 2003, at 4:00 p.m. prevailing Eastern Time. It is likely that only those responses timely filed with the Court and received by the above-listed counsel in accordance with this Notice will be considered by the Court.

A HEARING ON THE FIRST OMNIBUS OBJECTION WILL BE HELD ON January 5, 2004 at 2:00 p.m. prevailing Eastern Time before the Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, DE (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the First Omnibus Objection: (a) those who have filed claims that are affected by the First Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the First Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, expunged, reduced or modified by virtue of the relief sought in the First Omnibus Objection.

- Any response filed with the Court must contain, at a minimum, the following:
- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
 - (b) The name of the claimant and a description of the basis for the amount of the claim;
 - (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the First Omnibus Objection;

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.

² The Office of the United States Trustee, Counsel for the Creditors' Committee, and Counsel for the Debtors' prepetition lenders will receive, in addition to a copy of the First Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants and members of the 2002 List will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain copies of the Exhibits as provided herein.

- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtors' claims agent upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
- (e) The address to which the Debtors must serve any reply to the response; and
- (f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on behalf of the claimant.

Any party's failure to timely file a response to an objection to a claim that is contained in the First Omnibus Objection shall be deemed a waiver of that party's right to respond to the First Omnibus Objection as it relates to that claim and constitute consent to the relief requested in the First Omnibus Objection with respect to such claim.

The Debtors reserve the right to (a) seek an adjournment of the Claims Hearing with respect to one or more of the objections contained in the First Omnibus Objection as stated in open court, (b) file and serve, at their discretion, a reply to any response filed by any Claimant and (c) to object, in the future, to any of the claims set forth in the First Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

Any party may obtain a copy of the First Omnibus Objection with all Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>. If you have any questions regarding your claim(s), please contact the Fleming Claims Hotline at 972-535-7149.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE FIRST OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: November 5, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP

/s/
James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. IL 6230120)
Steven R. Kotarba (ARDC No. IL 6245278)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

And

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

/s/
Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

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

In re:) Chapter 11
 Fleming Companies, Inc., et al.,¹)
 Debtors.)
) Case No. 03-10945 (MFW)
) (Jointly Administered)
) Responses Due By: December 29, 2003 at 4:00 p.m.
) prevailing Eastern Time
)
) Hearing Date: January 5, 2004 at 2:00 p.m. prevailing
) Eastern Time

**NOTICE OF HEARING ON DEBTORS' FIRST OMNIBUS
OBJECTION TO CLAIMS (NON-SUBSTANTIVE)**

TO: VALUTECH INC
 30021 TOMAS
 STE 250
 RANCHO SANTA MARGARITA, CA 92688

PLEASE TAKE NOTICE that on December 5, 2003, the Debtors filed their First Omnibus Objection to Claims (the "First Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing and expunging your claim or claims for the reasons noted.

Name and Address of Claimant	Duplicate Claim Number	Remaining Claim Number	Duplicate Claim Amount					Remaining Claim Amount					Reason for Disallowance
			Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority	Unsecured	Total	
VALUTECH INC	4211	4013	\$0.00	\$0.00	\$0.00	\$252.12	\$252.12	\$0.00	\$0.00	\$0.00	\$252.12	\$252.12	Duplicate Claim

IF YOU CONTEST THE RELIEF SOUGHT IN THE FIRST OMNIBUS OBJECTION, YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, on or before December 29, 2003 at 4:00 p.m. prevailing Eastern Time. At the same time, you must also serve a copy of the response upon the Debtors' attorneys at Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, IL 60601, Attn: Kenneth C. Robling; and Pechulski, Stang, Ziehl, Young, Jones & Weintraub, P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Laura Davis Jones, so as to be received on or before December 29, 2003, at 4:00 p.m. prevailing Eastern Time. It is likely that only those responses timely filed with the Court and received by the above-listed counsel in accordance with this Notice will be considered by the Court.

A HEARING ON THE FIRST OMNIBUS OBJECTION WILL BE HELD ON January 5, 2004 at 2:00 p.m. prevailing Eastern Time before the Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, DE (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the First Omnibus Objection: (a) those who have filed claims that are affected by the First Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the First Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, expunged, reduced or modified by virtue of the relief sought in the First Omnibus Objection.

Any response filed with the Court must contain, at a minimum, the following:

- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the First Omnibus Objection;

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.

² The Office of the United States Trustee, Counsel for the Creditors' Committee, and Counsel for the Debtors' prepetition lenders will receive, in addition to a copy of the First Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants and members of the 2002 List will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain copies of the Exhibits as provided herein.

- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtors' claims agent upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
- (e) The address to which the Debtors must serve any reply to the response; and
- (f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on behalf of the claimant.

Any party's failure to timely file a response to an objection to a claim that is contained in the First Omnibus Objection shall be deemed a waiver of that party's right to respond to the First Omnibus Objection as it relates to that claim and constitute consent to the relief requested in the First Omnibus Objection with respect to such claim.

The Debtors reserve the right to (a) seek an adjournment of the Claims Hearing with respect to one or more of the objections contained in the First Omnibus Objection as stated in open court, (b) file and serve, at their discretion, a reply to any response filed by any Claimant and (c) to object, in the future, to any of the claims set forth in the First Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

Any party may obtain a copy of the First Omnibus Objection with all Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>. If you have any questions regarding your claim(s), please contact the Fleming Claims Hotline at 972-535-7149.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE FIRST OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: November 5, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP

/s/
James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. IL 6230120)
Steven R. Kotarba (ARDC No. IL 6245278)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

And

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

/s/
Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

**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.)
) **Responses Due By: December 29, 2003 at 4:00 p.m.**
) **prevailing Eastern Time**
)
) **Hearing Date: January 5, 2004 at 2:00 p.m. prevailing**
) **Eastern Time**

**NOTICE OF HEARING ON DEBTORS' FIRST OMNIBUS
OBJECTION TO CLAIMS (NON-SUBSTANTIVE)**

TO: VALUTECH
 30021 TOMAS
 STE 250
 RANCHO SANTA MARGARITA, CA 92688

PLEASE TAKE NOTICE that on December 5, 2003, the Debtors filed their First Omnibus Objection to Claims (the "First Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing and expunging your claim or claims for the reasons noted.

Name and Address of Claimant	Duplicate Claim Number	Remaining Claim Number	Duplicate Claim Amount					Remaining Claim Amount					Reason for Disallowance
			Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority	Unsecured	Total	
VALUTECH	4012	4011	\$0.00	\$0.00	\$0.00	\$2,695.00	\$2,695.00	\$0.00	\$0.00	\$0.00	\$2,695.00	\$2,695.00	Duplicate Claim

IF YOU CONTEST THE RELIEF SOUGHT IN THE FIRST OMNIBUS OBJECTION, YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, on or before December 29, 2003 at 4:00 p.m. prevailing Eastern Time. At the same time, you must also serve a copy of the response upon the Debtors' attorneys at Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, IL 60601, Attn: Kenneth C. Robline; and Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Laura Davis Jones, so as to be received on or before December 29, 2003, at 4:00 p.m. prevailing Eastern Time. It is likely that only those responses timely filed with the Court and received by the above-listed counsel in accordance with this Notice will be considered by the Court.

A HEARING ON THE FIRST OMNIBUS OBJECTION WILL BE HELD ON January 5, 2004 at 2:00 p.m. prevailing Eastern Time before the Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, DE (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the First Omnibus Objection: (a) those who have filed claims that are affected by the First Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the First Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, expunged, reduced or modified by virtue of the relief sought in the First Omnibus Objection.

Any response filed with the Court must contain, at a minimum, the following:

- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the First Omnibus Objection;

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.

² The Office of the United States Trustee, Counsel for the Creditors' Committee, and Counsel for the Debtors' prepetition lenders will receive, in addition to a copy of the First Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants and members of the 2002 List will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain copies of the Exhibits as provided herein.

- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtors' claims agent upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
- (e) The address to which the Debtors must serve any reply to the response; and
- (f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on behalf of the claimant.

Any party's failure to timely file a response to an objection to a claim that is contained in the First Omnibus Objection shall be deemed a waiver of that party's right to respond to the First Omnibus Objection as it relates to that claim and constitute consent to the relief requested in the First Omnibus Objection with respect to such claim.

The Debtors reserve the right to (a) seek an adjournment of the Claims Hearing with respect to one or more of the objections contained in the First Omnibus Objection as stated in open court, (b) file and serve, at their discretion, a reply to any response filed by any Claimant and (c) to object, in the future, to any of the claims set forth in the First Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

Any party may obtain a copy of the First Omnibus Objection with all Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>. If you have any questions regarding your claim(s), please contact the Fleming Claims Hotline at 972-535-7149.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE FIRST OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: November 5, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP

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