

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

PROOF OF CLAIM



In re Fleming Cos

Case Number 03-10945

Bar Date Ref #

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

Southern Bev Packers Inc
PO Box 560
Appling GA 30802-0560

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 ()

CREDITOR TAX ID # 58 0421997

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR F0402

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 3/11/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 3909.50 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (total)

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

FILED

AUG 19 2003

BMC

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 8/14/03

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]

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

INVOICE

SOUTHERN BEVERAGE PACKERS, INC
P O Box 560
Appling, GA 30802
(706) 541-9222

INVOICE NUMBER 0023037-IN
INVOICE DATE 03/11/2003

ORDER NUMBER 0023037
ORDER DATE 02/27/2003
SALESPERSON 0019
CUSTOMER NO Fo402

Fleming Cos (Warsaw)
P O Box 268854
Oklahoma City, OK 73126

CUSTOMER P O	SHIP VIA			TERMS	
578116-WW	KNEECE			2% 10, Net 30	
ITEM	ORDERED	SHIPPED	PRICE	AMOUNT	
Springtime16 9oz(5Ltr) Water	280	280	6 40	1,792 00	
Springtime 1G Plus 8 Wtr Clear	770	770	2 75	2,117 50	

10% per annum late fee charge will be assessed on any unpaid balances after 30 days Buyer shall pay for any incurred attorney and/or collection fees whether or not suit may be brought

Please include documents if deductions are made from payment of invoice

Net Invoice	3,000 50
Less O-I Allowance	0 00
Less Backhaul	0 00
Less Deposit	0 00
Invoice Total	3,909 50

PACKING LIST

2

Southern Beverage Packers, Inc.

PO Box 266 • Appling, Georgia 30802
 Phone (706) 541-9222
 Fax (706) 541-4109

ORDER NO.	DATE	PAGE NO.
0023037	2/27/2003	1
CUSTOMER P.O. NUMBER		
578116-WWW		

BILL TO Fleming Cos (Warsaw)
 P O Box 268854
 Oklahoma City, OK 73126

SHIP TO Fleming Co (Warsaw)
 Highway 117 South
 Warsaw, NC

Pallets Out 15 (SBP)

Pallets In 15 (CUST)

SIGN HERE>>>>> _____

CUSTOMER NO. JOB NO.	SHIP DATE PPD / COL.	SHIP VIA WAREHOUSE LOCATION	SHIPPING INSTRUCTIONS
F0402	3/7/2003	5886 KNEECE	TRUCK - <u>5 am</u>

QUANTITY ORDERED	QUANTITY TO SHIP	ITEM NUMBER DESCRIPTION	UOM	QUANTITY RECEIVED
280	280	Springtime16 9oz(5Ltr) Water		_____
770	770	Springtime 1G Plus 8 Wtr Clear		_____

FLEMING COMPANIES, INC NORTH CAROLINA DIVISION

CASES RECEIVED 1049
 CASES REFUSED 1
 CASES SHORT 0
 CASES OVER 0
 APPROVED BY [Signature]
 DRIVER [Signature]
 DATE 3-7-03
 CHEP RECEIVED 0
 CHEP REFUSED 0
 PALLETS IN 15
 PALLETS OUT 15

TOTAL QUANTITY ORDERED	1,050	TOTAL QUANTITY PACKED	
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