

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

PROOF OF CLAIM



620141

Bar Date Ref # 2-NVM-86676

In re Fleming Companies, INC Case Number C3-10945 MFW

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.

AUG - 4 2003

Name of Creditor and Address

0354653620141

SW Canning & Packaging
PO Box PO Box 26888
Tucson AZ 85726

Creditor Telephone Number (52) 624-1780

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

CREDITOR TAX ID # 260-144-810 ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 20358

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

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

2 DATE DEBT WAS INCURRED **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 563,690.70 (unsecured) \$ _____ (secured) \$ 563,690.70 (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 commission (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.

FILED
AUG 29 2003
BMC

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 29 2003
BMC
 Fleming Companies Claim
 07033

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 8/27/03 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) P. G. Bagnor P.G. Bagnor etc. MGR.

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

FLEMING

20357	2/7/2003	30370110	94 35
20357	2/19/2003	30490090	124 20
20357	2/20/2003	30510120	282 60
20357	3/7/2003	30650090	4804 20
20357	3/10/2003	30700080	5973 80
20357	3/11/2003	30710080	4633 50
20357	3/14/2003	30730050	4804 20
20357	3/14/2003	30730040	4804 20
20357	3/20/2003	30780080	3987 90
20357	3/24/2003	30800180	3866 40
20357	3/27/2003	30850140	4804 20
20357	3/28/2003	30870060	1705 90
20357	3/28/2003	30870070	5843 10

45728 55

20774	3/18/2003	30730190	7547 00
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7547 00

22640	2/21/2003	30350070	30 32
22640	3/4/2003	30630040	7959 00
22640	3/4/2003	30630040	18 95
	3/5/2003	3064050	7617 97
	3/5/2003	30640040	7959 00
22640	3/12/2003	30710140	7959 00
22640	3/14/2003	30710150	7959 00
22640	3/25/2003	30830060	7959 00
22640	3/25/2003	30840070	7959 00
22640	3/26/2003	30830050	7959 00

63380 24

2564	8/23/2001	CSC1081339SS	26413 45
2564	10/15/2001	CCM51510	1375 00
2564	10/15/2001	CCM51509	5390 00
2564	12/10/2001	KM	15000 00
2564	11/7/2002	PXX808498	150 00
2564	11/7/2003	FSG898894	406 00
2564	11/19/2002	PXC215410	100 00
2564	1/21/2003	PXX808949	300 00
2564	1/27/2003	PXX808922	284 70
2564	1/27/2003	30890210	184760 00

234179 15**TOTAL****563690 70****INVOICES AVAILABLE UPON REQUEST**

FLEMING COMPANIES

ACCT#	DATE	INVOICE#	AMOUNT
7037	7/5/2002	21860110	219 00
7037	11/13/2002	23170190	9786 00
7037	12/17/2002	23500030	47 80
7037	12/17/2002	23500020	3367 00
7037	1/28/2003	30210330	466 00
7037	2/21/2003	30520210	141 77
7037	3/7/2003	30660110	7262 50
7037	3/12/2003	30690140	6987 34
7037	3/12/2003	30700090	5957 00
7037	3/13/2003	30710030	5698 00
7037	3/18/2003	30760200	8567 00
7037	3/19/2003	30770110	5957 00
7037	3/20/2003	30780220	9766 00
7037	3/20/2003	30780130	7699 00
7037	3/21/2003	30800110	7831 50
			79752 91
17728	3/4/2003	30660190	9280 00
17728	3/14/2003	30730130	9200 00
17728	3/14/2003	30730120	5957 00
17728	3/17/2003	30730140	9320 00
17728	3/19/2003	30770040	8503 00
17728	3/20/2003	30780210	9240 00
17728	3/20/2003	30780140	9746 00
17728	3/21/2003	30800120	5957 00
17728	3/21/2003	30800090	9320 00
17728	3/21/2003	30800080	9320 00
17728	3/21/2003	30800070	5789 00
			91632 00
20356	3/10/2003	30650140	6359 60
20356	3/11/2003	30710180	365 00
20356	3/11/2003	30710180	7300 00
20356	3/11/2003	30710070	2555 00
20356	3/12/2003	30710100	6727 45
20356	3/12/2003	30710090	7424 20
20356	3/20/2003	30780070	2920 00
20356	3/24/2003	30800170	2686 80
20356	3/28/2003	30870050	5132 80
			41470 85