

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

PROOF OF CLAIM



s135964

Scheduled Claim Ref # 2-F2 23590

YOUR CLAIM IS SCHEDULED AS

\$40,769.58 UNSECURED

41,601.60

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

0354429421884

PCL PACKAGING LTD DELTA B C
7503 VANTAGE PL
DELTA BC V4G 1C9
CANADA

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 ()

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here 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)

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 \$ *41,601.60* \$ _____ \$ *41,601.60*

(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.

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
SEP 09 2003

BMC

DATE SIGNED
SEP 03 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)

Marian O'Toole
Credit Manager

Fleming Companies Claim
 09126

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



7503 Vantage Place Delta B C V4G 1A5
 Tel (604) 946-5431 Fax (604) 946-5343

INVOICE / FACTURE

Ship To / Vendu a
 FLEMING COMPANIES INC
 FID #94-1679203
 91 315 HANUA STREET
 KAPOLEI, HI USA
 96707

Ship To / Expedier a
 FLEMING COMPANIES INC
 FID #94-1679203
 91 315 HANUA STREET
 KAPOLEI, HI USA
 96707

Ship Date/Date de expédie	27-FEB-03
Invoice No/N° de facture	890914
Invoice Date/Date de facturation	27-FEB-03
Customer PO/BC du client	895220-HW

GST Reference #
 N° de référence TPS 862183597RT0002

PST Reference #
 N° de référence TVP

Customer Client	Our Order # Notre n° de commande	Terms of Payment Délai de règlement	Ship Via Expédier par	FOB F.A.B.	Warehouse Entrepôt	Broker Agent	
FLEM100	810029-0	2%10/Net30days	CONCORD TRAN		Delta Plant	924	
Product Code and Description Code et description du produit	Qty Ordered Qté commandée	Qty Shipped Qté. expédiée	Qty B/O Qté en souffrance	U/M UdM	Unit Price Prix unitaire	Disc. % Escompte (%)	Extension Prix total

SI DELIVER TO HEX 3/6 006599579585 TIMES PT-7 1000/CS	1,440		CASE	9 63	13,867 20
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US	INVOICE TOTAL TOTAL DE LA FACTURE	13,867 20
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 96707

Ship To / Expédier à
 FLEMING COMPANIES INC
 FID #94-1679203
 91 315 HANUA STREET
 KAPOLEI, HI USA
 96707

Ship Date/Date de expédiée	07-MAR-03
Invoice No/N° de facture	890982
Invoice Date/Date de facturation	07-MAR-03
Customer PO/BC du client	022781-HW

GST Reference #
 N° de référence TPS **862183597RT0002**

PST Reference #
 N° de référence TVP

Customer Client	Our Order # Notre n° de commande	Terms of Payment Délai de règlement	Ship Via Expédier par	EDB FÀB	Warehouse Entrepôt	Broker Agent
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FLEM100 810204-0 2*10/Net30days Delta Plant 924

Product Code and Description Code et description du produit	Qty Ordered Qté commandée	Qty Shipped Qté. expédiée	Qty B/O Qté en souffrance	U/M UdM	Unit Price Prix unitaire	Disc. % Escompte (%)	Extension Prix total
006599579585 TIMES PT-7 1000/CS		1,440		CASE	9 63		13,867 20

US	INVOICE TOTAL TOTAL DE LA FACTURE	13,867 20
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 KAPOLEI, HI USA
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Ship To / Expédier à
 FLEMING COMPANIES INC
 FID #94-1679203
 91 315 HANUA STREET
 KAPOLEI, HI USA
 96707

Ship Date/Date de expédition	31-MAR-03
Invoice No./N° de facture	891177
Invoice Date/Date de facturation	31-MAR-03
Customer PO/BC du client	093004-HW

GST Reference #
 N° de référence TPS 862183597RT0002

PST Reference #
 N° de référence TVP

Customer Client	Our Order # Notre n° de commande	Terms of Payment Délai de règlement	Ship Via Expédier par	FOB FAB	Warehouse Entrepôt	Broker Agent
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FLEM100	810384-0	2%10/Net30days			Delta Plant	924
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006599579585 TIMES PT-7 1000/CS		1,440		CASE	9 63		13,867 20

US **INVOICE TOTAL**
TOTAL DE LA FACTURE 13,867 20