

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re FLEMING COMPANIES, INC ET AL	Case Number 03-10945-(MFW)



586212

Bar Date Ref # 2-NVM-50463

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.

FILED
SEP 10 2003
BMC

Name of Creditor and Address

MARQUEZ BROTHERS SOUTHWEST, INC
7310 W ROOSEVELT STREET, BLDG 3 0354653586212
SUITE 38
PHOENIX, ARIZONA 85043-2215

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 (623) 478-9900

CREDITOR TAX ID # 86-853324	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR SEE ATTACHED SUMMARY	Check here <input type="checkbox"/> replaces or amends a previously filed claim dated _____
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1 BASIS FOR CLAIM

<input checked="" type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 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 _____
		Unpaid compensation for services performed from _____ to _____ (date) (date)

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

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 21,740.97	\$ _____	\$ _____	\$ _____
(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
SEP 10 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 _____ 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)

GUSTAVO MARQUEZ/PRESIDENT

Fleming Companies Claim
09838

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



SOUTHWEST, INC.

Manufacturers of **EL MEXICANO** brand cheese



7310 W Roosevelt Street Building #3, Suite 38 • Phoenix, AZ 85043
(623) 478-9900 Fax (623) 478-9909

F A X T R A N S M I T T A L

TO: Srita Emma Madrid FROM: SE. Sra. Alema
 CO: M Brothers, San Jose DATE: 09-05-2003
 FAX: 408 960 3213 PAGES: 3 incluyendo FAX
 PHONE: _____ CC: _____

RE:

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

COMMENTS: NO SE ENVIÓ POR I. HALL
EN VIRTUD DE QUE ESTE NO ESTÁ
FUNZIONANDO POR EL MOMENTO.
SALUDOS.
GRACIAS.

FOOD 4 LESS

CUSTOMER # 8819-ACCOUNT		608819
INV DATE	INV NUMBER	AMOUNT
01/11/03	13858	36 24
01/31/03	14046	6 72
02/21/03	14245	65 52
03/07/03	14371	36 00
03/07/03	14372	233 88
03/07/03	14373	78 96
03/14/03	14440	36 00
03/14/03	14441	474 72
03/14/03	14442	365 52
03/21/03	14497	28 92
03/21/03	14498	134 57
03/28/03	14568	36 00
03/28/03	14569	184 52
		1,717 57

CUSTOMER # 88286-ACCOUNT		601002
INV DATE	INV NUMBER	AMOUNT
02/03/03	598372	2 30
02/06/03	598612	2 20
02/10/03	598795	24 37
03/03/03	600084	681 34
03/06/03	600251	122 13
03/10/03	600479	177 67
03/13/03	600671	191 91
03/17/03	600885	110 33
03/20/03	601084	165 69
03/24/03	601316	221 72
03/27/03	601591	176 62
03/31/03	601768	186 15
		2,062 43

CUSTOMER # 8829CH-ACCOUNT		600003
INV. DATE	INV NUMBER	AMOUNT
03/04/03	9219	394 36
03/04/03	9220	28 80
03/07/03	9252	527 68
03/07/03	9253	28 80
03/11/03	9300	411 31
03/14/03	9332	247 56
03/14/03	9333	21 60
03/18/03	9381	631 56
03/18/03	9383	72 00
03/21/03	9409	508 60
03/25/03	9439	617 00
03/28/03	9459	21 60
		3,510 87

CUSTOMER # 8828CH-ACCOUNT		600002
INV DATE	INV NUMBER	AMOUNT
01/10/03	13844	60 56
01/24/03	13980	3 00
02/06/03	14099	6 36
02/13/03	14172	2 76
03/13/03	14430	36 00
03/13/03	14431	482 28
03/24/03	14521	90 72
03/24/03	14522	72 00
		753 68

CUSTOMER # 88276-ACCOUNT		601001
INV DATE	INV NUMBER	AMOUNT
02/06/03	598614	27 68
03/03/03	600057	179 84
03/06/03	600250	155 69
03/10/03	600424	392 60
03/13/03	600669	344 48
03/17/03	600883	562 37
03/24/03	601362	279 78
03/27/03	601625	205 39
03/31/03	601776	298 50
		2,446 33

CUSTOMER # 8827CH-ACCOUNT		600001
INV. DATE	INV NUMBER	AMOUNT
02/08/03	8957	417 92
03/04/03	9223	319 50
03/04/03	9224	50 40
03/08/03	9269	389 12
03/08/03	9270	36 00
03/11/03	9305	28 80
03/11/03	9306	106 32
03/14/03	9337	623 19
03/14/03	9338	43 20
03/18/03	9377	626 88
03/18/03	9378	72 00
03/21/03	9400	375 75
03/25/03	9437	653 42
03/28/03	9460	1,053 31
03/28/03	9461	79 20
		4,875.01

FOOD 4 LESS

CUSTOMER # 8823-ACCOUNT		600040
INV DATE	INV NUMBER	AMOUNT
01/21/03	20036	10 59
02/11/03	30101	55 68
02/11/03	30102	7 20
03/08/03	30442	50 40
03/10/03	30449	195 46
03/10/03	30450	7 20
03/10/03	30451	56 52
03/14/03	30514	14 40
03/14/03	30515	27 48
03/17/03	30531	155 23
03/17/03	30532	40 32
03/17/03	30534	7 20
03/17/03	30535	46 08
03/21/03	30598	67 20
03/21/03	30599	7 20
03/21/03	30600	161 28
03/24/03	30610	14 40
03/24/03	30611	22 68
03/28/03	601649	357 02
		1,303 54

CUSTOMER # 88236-ACCOUNT		601013
INV DATE	INV NUMBER	AMOUNT
03/07/03	600322	573 09
03/08/03	600385	603 21
03/15/03	600805	360 55
		1,536.85

CUSTOMER # 8848-ACCOUNT		618848
INV DATE	INV NUMBER	AMOUNT
3/24/2003	601366	531 44
		531.44

CUSTOMER # 88196-ACCOUNT		601030
INV DATE	INV NUMBER	AMOUNT
03/03/03	600066	283 25
03/06/03	600249	139 21
03/10/03	600423	113 44
03/13/03	600670	69 24
03/17/03	600884	53 02
		658.16

CUSTOMER # 8819-ACCOUNT		618819
INV DATE	INV NUMBER	AMOUNT
12/30/02	596338	35 00
01/02/03	596522	8 65
02/06/03	598611	8 74
02/13/03	599001	4 20
03/24/03	601349	100 46
03/27/03	601592	48 41
03/31/03	601746	203 25
		408 71

CUSTOMER # 848CH-ACCOUNT		608848
INV DATE	INV. NUMBER	AMOUNT
03/04/03	30387	247 22
03/04/03	30388	79 08
03/04/03	30389	41 76
03/04/03	30390	7 20
03/07/03	30427	14 40
03/07/03	30428	41 76
03/07/03	30429	27 48
03/13/03	30486	17 88
03/13/03	30487	7 20
03/20/03	30579	64 29
03/27/03	30637	64 92
03/27/03	30638	103 56
03/28/03	601655	207 96
		924 71

CUSTOMER # 88296-ACCOUNT		601003
INV DATE	INV NUMBER	AMOUNT
03/05/03	600190	178 09
03/12/03	600574	441 91
03/19/03	601035	391 67
		1,011.67

TOTAL \$ 21,740.97