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FLEMING COMPANIES INC /OK/

Form 15-12B

August 24, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 1-8140

FLEMING COMPANIES, INC.

(Exact name of registrant as specified in its charter)

15150 PRESTON ROAD, DALLAS, TEXAS 75248
(972) 906-8000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

COMMON STOCK, \$0.01 PAR VALUE
10 1/8% SENIOR NOTES DUE 2008
9 1/4% SENIOR NOTES DUE 2010
10 5/8% SENIOR SUBORDINATED NOTES DUE 2007
9 7/8% SENIOR SUBORDINATED NOTES DUE 2012
5 1/4% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2009

(Title of each class of securities covered by this Form)

N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934,

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Fleming Companies, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

FLEMING COMPANIES, INC.

Date: August 23, 2004

By: /s/ Rebecca A. Roof

Rebecca A. Roof
Interim Chief Financial Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.