

11432 Lackland Road
St Louis, Missouri 63146

Aurora Foods Inc.

Fax

To: Mark Shapiro, Chief Financial Officer **From:** William R. McManaman

Fax: 972-906-1530 **Email:**

Phone: 972-906-8110 **Phone:** 314-801-2300

Date: March 31, 2003

Urgent **For Review** **Please Comment** **Please Reply** **Please Recycle**

• **Comments:**

Fleming Companies, Inc. Reclamation



R 0012



11432 Lackland Road
St Louis, MO 63146
(314) 801-2300

March 31, 2003

Mr Mark D Shapiro
Chief Financial Officer
1945 Lakepointe Dr
Lewisville, TX 75057
via facsimile 972-906-1530

RE Notice of Demand for Reclamation

Dear Mr Shapiro,

Pursuant to section 2-702 of the Uniform Commercial Code, Aurora Foods, Inc ("Seller") is seeking reclamation of goods sold to Fleming Companies, Inc , (the "Debtor") in the ordinary course of Seller's business

Aurora Foods, Inc , is making a reclamation demand in the amount of **\$683,318.44** for goods sold and delivered to Fleming Companies, Inc A statement of account detailing this claim will be forthcoming within 10 days

Please contact the undersigned immediately to confirm the Debtor's intent to honor this demand and to arrange for the immediate return of the Subject Property to the Seller

Your anticipated cooperation is appreciated and I look forward to a prompt response

Sincerely,

William R McManaman (wrmf)
William R McManaman
Executive Vice President & Chief Financial Officer

Send Confirmation Report

Name FLEMING GEN COUNSEL

ID 972 906 1495

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Job	Start time	Usage	Phone Number/Email	Type	Pages	Mode	Status
846	4/ 1 9 18AM	0'34"	912136808500	Send	3/ 3	EC264	Completed

Total 0'34" Pages sent 3 Pages printed 0

If there is a problem with this transmission or there are pages missing, please contact Claire Mingley at (972) 906-8109

Mark Shapiro
Sr. VP Finance CFO

We have been advised by Carlos Hernandez to send
reclamation notices to you

From Mark Shapiro
Fax (972)906-1530
Phone (972)906-8110
Total Pages 3 (including cover)

Date: March 31, 2003
To: Bennett Spiegel
Company: Kirkland & Ellis
Phone 213-680-8203
Fax: 213-680-8500

1545 Lakewood Dr
P O Box 299013
Lewisville TX 76029
Telephone 972-906-8110
Facsimile 972-906-1530

FAX

FlemingTM



11432 Lackland Road
St Louis, MO 63146
(314) 801-2300

April 1, 2003

Mr Mark D Shapiro
Chief Financial Officer
Fleming Companies, Inc - Debtor In Possession
1945 Lakepointe Dr
Lewisville, TX 75057
via facsimile 972-906-1530

RE Notice of Demand for Reclamation

Dear Mr Shapiro,

Pursuant to Section 2-702 of the UCC and Section 546 (c) of the Bankruptcy Code, Aurora Foods, Inc (Seller) is seeking reclamation of goods sold to Fleming Companies, Inc. and subsidiaries (Debtor) in the ordinary course of Seller's business

A statement of account detailing this claim will be forthcoming within 10 days

Sincerely,

William R. McManaman
Executive Vice President & Chief Financial Officer