

WESTFARM FOODS

April 1, 2003

Mr Peter Willmott, Interim President & CEO
Fleming Companies, Inc
1945 Lake Pointe Drive
Lewisville, TX 75029
FAX 972-906-1198

Sent via Federal Express 496465891355

RE Demand for Reclamation of Goods
Accounts #90127, 90126, 90129, 90074, 60301

Dear Mr Willmott

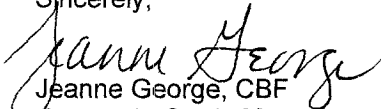
Pursuant to Section 2-702 of the Uniform Commercial Code and Section 546 (c) of the United States Bankruptcy Code, and without waiving any other rights, remedies or claims, the seller WestFarm Foods (the "Seller"), its affiliates and/or subsidiaries, demands the return of goods and merchandise, of any kind, type or character received by you from the Seller within twenty (20) days of the date of this letter

The word "goods" as used above shall include, but is not to be limited to butter, Nesquik flavored milk, and Coffee Mate non dairy coffee creamer valued at \$30,942.06, per attached invoice numbers 1446204, 1450593, 1451484, 1451487, 1452564 and 1452823

This letter is a demand that the Seller be granted immediate access to your various locations so as to conduct a physical inventory of the goods held by you. Alternatively, this letter is a demand that you supply us with a complete and correct inventory of all such goods at hand. Additionally, to make arrangements for the return of all such goods, you should contact Jeanne George at 206-286-6831

If you have any questions or comments, please contact me

Sincerely,


Jeanne George, CBF
Corporate Credit Manager

JG/tbm

Encl Invoice Copies

Cc Steve Boyd-WestFarm Foods, CFO
Steve Harper-WestFarm Foods, Sr VP-Sales

Fleming Companies Inc Reclamation



R-0072

Remit to WestFarm Foods
1-800-547-3688
P O Box 2638
Portland, OR 97208-2638

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Invoice # 1446204

FLEMING COMPANY INC
91-315 HANUA ST
KAPOLEI, HI 96707

Ship-to Cust # 600392
FLEMING COMPANY INC
91-315 HANUA ST
KAPOLEI, HI 96707

Bill-to Cust # 60301
Customer PO # 050682-HW
Order # 703562
Order Date 27-FEB-2003
Invoice Date 12-MAR-2003
Terms Net 30
Shipped From San Jose Distr Ctr
Departure # 100
Date Shipped 12-MAR-2003
Ship Mthd DG Truck-Route
FOB FOB Destination
Tax ID # 91-0730043

26400-00010	310180	CA/CA	65	65	DG Btr Qtr 1Lb 30cs	EA	1,950 00	1 7375	3,388 13
26400-00110	310185	CA/CA	39	39	DG Qtr 0 5Lb 36cs	EA	1,404 00	0 8937	1,254 75
26400-00130	310186	CA/CA	20	20	DG NS Qtr 0 5Lb 24cs	EA	480 00	0 9037	433 78
26400-01040	310195	CA/CA	26	26	DG Whip Btr 8oz	EA	312 00	1 0225	319 02

DEL TO HONOLULU FREIGHT SVC BY 3/13/03

Invoice Total 5,395 68

DUE IN FULL BY 11-APR-2003

Remit to WestFarm Foods
1-800-547-3688
P O Box 2638
Portland, OR 97208-2638

Invoice # 1450593

CORE-MARK INTL-PORTLAND
13351 SE JOHNSON
PORTLAND, OR 97222

Ship-to Cust # 900192
CORE-MARK INTL-PORTLAND
13351 SE JOHNSON
PORTLAND, OR 97222

Bill-to Cust # 90129
Customer PO # 44-1706390
Order # 710457
Order Date 18-MAR-2003
Invoice Date 21-MAR-2003
Terms Net 21
Shipped From Henningsen Cold Storage
Departure #
Date Shipped 21-MAR-2003
Ship Mthd DG Truck-Unplanned
FOB FOB Destination
Tax ID # 91-0730043

28000-24630	340444	CA/CA	63	63	NQ Choc Pt UP Btl	EA	756 00	0 7600	574 56
28000-24570	340447	CA/CA	105	105	NQ Strw Pt UP Btl	EA	1,260 00	0 7600	957 60

Invoice Total 1,532 16

DUE IN FULL BY 11-APR-2003

Remit to WestFarm Foods
 1-800-547-3688
 P O Box 2638
 Portland, OR 97208-2638

Invoice # 1451484

FLEMING COMPANIES INC
 (EDI - DO NOT MAIL)
 OKLAHOMA CITY, OK 73124

Ship-to Cust # 900107
 FLEMING
 2455 WEST 1500 SOUTH
 SALT LAKE CITY, UT 84104

Bill-to Cust # 90074
 Customer PO # 528539-SL
 Order # 709909
 Order Date 17-MAR-2003
 Invoice Date 24-MAR-2003
 Terms Net 30
 Shipped From Henningsen Cold Storage
 Departure # 101
 Date Shipped 24-MAR-2003
 Ship Mthd Common Carrier
 FOB FOB Destination
 Tax ID # 91-0730043

28000-23770	340446	CA/CA	21	21	NQ Ban Pt UP Btl	EA	252 00	0 8200	206 64
28000-24570	340447	CA/CA	42	42	NQ Strw Pt UP Btl	EA	504 00	0 8200	413 28
28000-24630	340444	CA/CA	42	42	NQ Choc Pt UP Btl	EA	504 00	0 8200	413 28
28000-50420	340569	CA/CA	21	21	NQ Dbl Choc Pt UP Btl	EA	252 00	0 8200	206 64
50000-12766	340491	CA/CA	65	65	CM FF Fr Van Qt UP Btl	EA	780 00	1 9900	1,552 20
50000-14442	340480	CA/CA	21	21	CM Toast Almd Pt UP Btl	EA	252 00	1 1700	294 84
50000-30262	340486	CA/CA	26	26	CM Req Qt UP Btl	EA	312 00	1 2350	385 32
50000-32275	340488	CA/CA	65	65	CM Fr Van Qt UP Btl	EA	780 00	1 9900	1,552 20
50000-32802	340473	CA/CA	42	42	CM Amaretto Pt UP Btl	EA	504 00	1 1700	589 68
50000-32883	340475	CA/CA	42	42	CM Choc Rasp Pt UP Btl	EA	504 00	1 1700	589 68

Invoice Total 6,203 76

DUE IN FULL BY 23-APR-2003

Remit to WestFarm Foods
 1-800-547-3688
 P O Box 2638
 Portland, OR 97208-2638

Invoice # 1451487

CORE-MARK INTL-SLC
 PO BOX 26547
 SALT LAKE, UT 84126

Ship-to Cust # 900190
 CORE-MARK SLC
 3130 SOUTH 1030 WEST
 SALT LAKE, UT 84119

Bill-to Cust # 90127
 Customer PO # 71-1049090
 Order # 708146
 Order Date 12-MAR-2003
 Invoice Date 24-MAR-2003
 Terms Net 21
 Shipped From Henningsen Cold Storage
 Departure # 101
 Date Shipped 24-MAR-2003
 Ship Mthd Common Carrier
 FOB FOB Destination
 Tax ID # 91-0730043

28000-24620	340448	CA/CA	13	13	NQ Choc Qt UP Btl	EA	156 00	1 2900	201 24
28000-23770	340446	CA/CA	42	42	NQ Ban Pt UP Btl	EA	504 00	0 7600	383 04
28000-24630	340444	CA/CA	210	210	NQ Choc Pt UP Btl	EA	2,520 00	0 7600	1,915 20
28000-50420	340569	CA/CA	63	63	NQ Dbl Choc Pt UP Btl	EA	756 00	0 7600	574 56
28000-24570	340447	CA/CA	63	63	NQ Strw Pt UP Btl	EA	756 00	0 7600	574 56
28000-50415	340570	CA/CA	63	63	NQ Very Van Pt UP Btl	EA	756 00	0 7600	574 56
28000-24560	340449	CA/CA	13	13	NQ Strw Qt UP Btl	EA	156 00	1 2900	201 24
28000-58454	340445	CA/CA	21	21	NQ FF Choc Pt UP Btl	EA	252 00	0 7600	191 52

SHIP TO ARRIVE 3-25-03

Invoice Total 4,615 92

DUE IN FULL BY 14-APR-2003

Remit to WestFarm Foods
 1-800-547-3688
 P O Box 2638
 Portland, OR 97208-2638

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Invoice # 1452564

CORE-MARK INTL-SPOKANE
 NORTH 1015 DYER ROAD
 SPOKANE, WA 99202

Ship-to Cust # 900189
 CORE-MARK INTL SPOKANE
 P O BOX 11838
 SPOKANE, WA 99212

Bill-to Cust # 90126
 Customer PO # 53-0849150
 Order # 708361
 Order Date 12-MAR-2003
 Invoice Date 26-MAR-2003
 Terms Net 21
 Shipped From Henningsen Cold Storage
 Departure # 100
 Date Shipped 26-MAR-2003
 Ship Mthd Common Carrier
 FOB FOB Destination
 Tax ID # 91-0730043

28000-24620	340448	CA/CA	13	13	NQ Choc Qt UP Btl	EA	156 00	1 2900	201 24
28000-23770	340446	CA/CA	21	21	NQ Ban Pt UP Btl	EA	252 00	0 7600	191 52
28000-24630	340444	CA/CA	126	126	NQ Choc Pt UP Btl	EA	1,512 00	0 7600	1,149 12
28000-50420	340569	CA/CA	42	42	NQ Dbl Choc Pt UP Btl	EA	504 00	0 7600	383 04
28000-24570	340447	CA/CA	84	84	NQ Strw Pt UP Btl	EA	1,008 00	0 7600	766 08
28000-50415	340570	CA/CA	21	21	NQ Very Van Pt UP Btl	EA	252 00	0 7600	191 52
28000-24560	340449	CA/CA	26	26	NQ Strw Qt UP Btl	EA	312 00	1 2900	402 48

Invoice Total 3,285 00

DUE IN FULL BY 16-APR-2003

Remit to WestFarm Foods
1-800-547-3688
P O Box 2638
Portland, OR 97208-2638

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Invoice # 1452823

FLEMING COMPANY INC
91-315 HANUA ST
KAPOLEI, HI 96707

Ship-to Cust # 600392
FLEMING COMPANY INC
91-315 HANUA ST
KAPOLEI, HI 96707

Bill-to Cust # 60301
Customer PO # 085780-HW
Order # 708313
Order Date 12-MAR-2003
Invoice Date 26-MAR-2003
Terms Net 30
Shipped From San Jose Distr Ctr
Departure # 100
Date Shipped 26-MAR-2003
Ship Mthd DG Truck-Route
FOB FOB Destination
Tax ID # 91-0730043

26400-00010	310180	CA/CA	169	169	DG Btr Qtr 1Lb 30cs	EA	5,070 00	1 7458	8,851 21
26400-00110	310185	CA/CA	26	26	DG Qtr 0 5Lb 36cs	EA	936 00	0 8979	840 43
26400-00130	310186	CA/CA	10	10	DG NS Qtr 0 5Lb 24cs	EA	240 00	0 9079	217 90

DEL TO HONOLULU FREIGHT BY 3/27/03

Invoice Total 9,909 54

DUE IN FULL BY 25-APR-2003