

United States Bankruptcy Court

ADMINISTRATIVE PROOF OF CLAIM

DISTRICT OF DELAWARE

In re (Name of Debtor)

FLEMING COMPANIES, INC

Case Number

03 - 10945 (MFW)

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

Name of Creditor

(The person or other entity to whom the debtor owes money or property)

Coface North America, Inc as Agent for MITSUI FODDS, INC.

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 the address differs from the address on the envelope sent to you by the

Name and Address Where Notices Should be Sent

MITSUI FODDS, INC C/o Coface North America, Inc P O Box 905 Monmouth Junction, NJ 08852-0905 ATTN DAVID MILLER Telephone No. (732) 798- 2229

Court

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

006943773

Check here if this claim amends a previously filed claim dated

1 BASIS FOR CLAIMS

- Goods sold Services performed Money loaned Personal injury/wrongful death Taxes Other (Describe briefly) ADMINISTRATIVE EXPENSE CLAIM

- Retiree benefits as defined in 11 U S C § 1114(a) Wages salaries and compensation (Fill out below) Your social security number Unpaid compensation for services performed from to (date) (date)

BASED ON GOODS SOLD TO DEBTOR IN POSSESSION

DATE DEBT WAS INCURRED

3/11/03 TO 3/31/03

3 IF COURT JUDGMENT DATE OBTAINED

4 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Unsecured Priority (3) Secured It is possible for part of a claim to be in one category and part in another

CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED

- SECURED CLAIM \$ Attach evidence of perfection of security interest Brief Description of Collateral Real Estate Motor Vehicle Other (Describe briefly)

Specify the priority of the claim

- Wages salaries or commissions (up to \$2000) earned not more than 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 \$1 800* 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 U S C § 507 (a)(7) Taxes or penalties of governmental units 11 U S C § 507(a)(7) 10 DAY GOODS : SECTION 5460 Other Specify applicable paragraph of 11 U S C § 507 (a) \$19,579 79

Amount of arrearage and other charges at time case filed included in secured claim above if any \$

UNSECURED NONPRIORITY CLAIM \$ 107,275.60

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

UNSECURED PRIORITY CLAIM \$ 19,579 79

CLAIM AT TIME \$107,275.60

\$ 19,579 79

\$126,855.39

CASE FILED (UNSECURED) (SECURED) (Priority) (Total)

Check this box if claim includes charges in addition to the principal amount of the claim Attach itemized statement of all additional charges

5 CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this Proof of claim In filing this claim claimant has deducted all amounts that claimant owes to debtor

7 SUPPORTING DOCUMENTS Attach copies of supporting documents such as promissory notes purchase orders invoices itemized Statements of running accounts contracts court judgments or evidence of security interests If the documents are not Available explain If the documents are voluminous attach a summary

8 TIME-STAMPED COPY To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim.

DATE 6/10/03 David Miller

Sign and print the name and title if any of the creditor or other person authorized to file the claim (attach copy of power of attorney if any) DAVID MILLER CLAIMS TECH

Fleming Companies Claim



COURT USE ONLY

FILED IN COURT DISTRICT OF DELAWARE JUN 11 AM 9 47

1100 Cornwall Road
P O Box 905
Monmouth Junction, NJ 08852-0905
732-798- 2229
732-398- 1045(fax)

coface **NORTH AMERICA**

JUNE 5, 2003

CLERK
US BANKRUPTCY COURT
DISTRICT OF DELAWARE
824 MARKET ST , 5TH FLOOR
WILMINGTON, DE 19801

2003 JUN 11 AM 9 47
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

DEBTOR FLEMING COMPANIES, INC.

**CREDITOR COFACE NORTH AMERICA, INC. AS
AGENT FOR: MITSUI FOODS, INC.
CASE # 03 - 10945 (MFW)**

Dear Sir or Madam

We insure the accounts receivable of the captioned creditor by virtue of a Policy of Credit Insurance We are enclosing our insured's executed proof of claim in duplicate together with supporting documentation Please acknowledge receipt of this filing by stamping & returning the duplicate claim form in the enclosed postage paid envelope Our address should be used in all future correspondence

Thank you for your cooperation

Sincerely yours,

David J. Miller
David J Miller

MITSUI FOODS, INC

Statement of Claim

As of Date April 1, 2003

Print Date April 10, 2003

Customer Name: Fleming Cos , Inc

Claim Balance \$126,855 39

<u>Inv Date</u>	<u>Ship Date</u>	<u>Inv No</u>	<u>Inv Amt</u>	<u>Terms</u>	<u>Due Date</u>
03/11	03/10	74738	*3,152 61	4% 5 ACH	03/15
03/11	03/11	74767	*29,440 01	2% 10 N/11	03/20
03/12	03/11	74813	2,058 00	4% 5 ACH	03/16
03/13	03/12	74897	2 733 65	4% 5 ACH	03/17
03/13	03/12	74962	38,016 00	2% 10 N/11	03/22
03/17	03/14	75080	18,204 48	2% 10 N/11	03/27
03/19	03/18	75230	3,258 00	4% 5 ACH	03/23
03/21	03/20	75389	29,992 64	2% 10 N/11	03/30
			126,855 39		

*Returned Check No 23570318 Dated 03/24/03 In The Amount of \$30,308 18

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND PURPLE INK.

Fleming

TEXAS COMMPRCE
SAN ANGELO, TX

No 235 61 38/ 1113

Date 03/24/03 \$***** 31- 18*

THIRTY THOUSAND THREE HUNDRED EIGHT DOLLARS AND 18/100

Pay
To
The
Order
Of

MITSUI FOODS INC
PO BOX 18434
NEWARK, NJ 07191



Unique Character Facsimile Signature

⑆3570318⑆ ⑆11300880⑆06300036160⑆

AMT \$30,308 18
DATE (03/24/2003)
BIX 18434
BATCH 1435
ITEM 005
FIRST UNION - NBOC
NORTH BRUNSWICK, NJ 089



BANK RETURNED 4/4/03

Fleming

150782

0059

When corresponding refer to -- > 23570318

Division	Invoice Date	Receipt Date	Inv No /Credit Request	Amount	Discount
LACROSSE	03/11/03	00/00/00	LAC00000074767P	2 284 44	0 00
SALT LAKE CITY	01/16/03	03/17/03	SLR304430	45 30	0 00
WARSAW	01/14/03	03/14/03	WWR305480	1 62	0 00
NORTHERN CALIFORNIA	03/11/03	03/12/03	74738	3,332 84	48
LACROSSE	03/11/03	03/13/03	74767	30,666 68	118
					133 31
					1 226 67

DATE OF CHECK 03/24/03

AMOUNT OF CHECK \$30,308 18

Invoice Number IN 74739

MITSUI FOODS INC
PO BOX 18434
NEWARK NJ 07191
USA

Invoice Date 03/11/03
Due Date 03/22/03

Terms 2% 10 NET 11

Bill To 100342
FLEMING FOODS NORCAL PSC
CTP/NORCAL DIVISION
PO BOX 24840
OKLAHOMA CITY OK 73124

Ship To 0001
FLEMING-SACRAMENTO (N CA)
3771 CHANNEL DRIVE
cfa 916-373-4239
WEST SACRAMENTO CA 95691
USA

Order 95188 Letter Of Credit
Order Date 03/05/03 Reference
Customer P O 889525-SC
Carrier
Freight Terms PREPAID
Method PREPAID
Transportation Id
Sales Representative DAYMON (GROC)
Currency US Dollars

Line	Item/Description	Quantity/	Price	UOM	Discount	Net Amount
	PLEASE RUSH-SHORT NOTICE FOR EXPORT ld					
2	004218740692 B/Y 48/6 TUNA CHUNK LIGHT					
	112042187	98	CA	0 00		2 009 00
		20	50	CA		
	48/6 TUNA CHUNK LIGHT					
3	007431700836 E/V 24/20 PINEAPPLE CHUNK N/J					
	314074317	84	CA	0 00		1 323 84
		15	75	CA		
	24/20 PINEAPPLE CHUNKS N/J					

Freight Charge	0 00
Gross Amount	3 332 84
Invoice Discount	0 00
Net Amount	3 332 84
Tax Amount	0 00
Downpayment	0 00
Net Amount Due	3 332 84

Invoice Number IN 74767

MITSUI FOODS INC
 PO BOX 18434
 NEWARK NJ 07191
 USA

Invoice Date 03/11/03
 Due Date 03/17/03

Terms 4 5 NET 6 (ACH)

Bill To 100353
 FLEMING CO INC (LA CROSSE)
 CTP/LA CROSSE DIVISION
 PO BOX 26680
 OKLAHOMA CITY OK 73126

Ship To 0001
 FLEMING-LA CROSSE (WI)
 LA CROSSE DIVISION
 1637 ST JAMES STREET
 LA CROSSE WI 54601
 United States

Order 86310 Letter Of Credit
 Order Date 10/30/02 Reference
 Customer P O 969514
 Carrier
 Freight Terms PREPAID
 Method PREPAID
 Transportation Id
 Sales Representative DAYMON (GROC)
 Currency US Dollars

Line	Item/Description	Quantity/	Price	UOM	Discount	Net Amount
	CFA 608-785-1330					
	RECEIVING FROM 6 00 AM - NOON					
	ld					
1	007431715072					
	E/V 24/4 MUSH PIECES & STEM					
	720574317	280	CA	0 00		2 494 80
		8 91	CA			
	24/4 MUSHROOM PIECES & STEM					
2	004127088456					
	IGA 24/4 MUSHROOM WHOLE/SLICED					
	721541270	140	CA	0 00		1 478 40
		10 56	CA			
	24/4 MUSHROOM WHOLE SLICED					
3	004127088447					
	IGA 24/4 MUSH WHL BUTTON					
	722041270	140	CA	0 00		1 593 20
		11 38	CA			
	24/4 - MUSHPOOM WHOLE BUTTON					
4	004127088453					
	IGA 24/8 MUSH PIECES & STEM					
	721041270	423	CA	0 00		6 907 59
		16 33	CA			
	24/8 MUSHPOOM PIECES & STEM					
5	004127088456					
	E/V 24/8 MUSH					

16 33 CA

24/8 MUSHROOM PIECES & STEM

7 004218740667

B/Y 24/4 MUSHROOM WHOLE BUTTON

722042187

280 CA

0 00

2 956 80

10 56 CA

24/4 MUSHROOM WHOLE BUTTON

Freight Charge	0 00
Gross Amount	30 666 68
Invoice Discount	0 00
Net Amount	30 666 68
Tax Amount	0 00
Downpavment	0 00
Net Amount Due	30 666 68

Invoice Number IN 74813

MITSUI FOODS INC
PO BOX 18434
NEWARK NJ 07191
USA

Invoice Date 03/12/03
Due Date 03/23/03

Terms 2 10 NET 11

Bill To 101732
FLEMING (LINCOLN DIVISION)
CTP/LINCOLN DIVISION
PO BOX 24670
OKLAHOMA CITY OK 73124

Ship To 0001
FLEMING-LINCOLN (NE)
1601 PIONEER BLVD
LINCOLN NE 68501
United States

Order 95446 Letter Of Credit
Order Date 03/10/03 Reference
Customer P O 651251-LI
Carrier
Freight Terms PREPAID
Method PREPAID
Transportation Id
Sales Representative DAYMON (GROC)
Currency US Dollars

Line Item/Description	Quantity/	Price	UOM	Discount	Net Amount
cfa 402-423-6571 4 00am-12 00pm ld					
1 004127003753 IGA 48/6 CHUNK LIGHT TUNA					
112041270	98	CA	0 00		2 058 00
48/6 TUNA CHUNK LIGHT	21	00	CA		

Freight Charge	0 00
Gross Amount	2 058 00
Invoice Discount	0 00
Net Amount	2 058 00
Tax Amount	0 00
Downpayment	0 00
Net Amount Due	2 058 00

Voice Number IN 74897

MITSUI FOODS INC
PO BOX 18434
NEWARK NJ 07191
USA

Invoice Date 03/13/03
Due Date 03/24/03

Terms 2% NET 11

Bill To 100347
FLEMING CTP (OAKS)
CTP/OAKS DIVISION
PO BOX 268858
OKLAHOMA CITY OK 73126

Ship To 0002
FLEMJ NORTH EAST (MD)
4 C THER DRIVE
NORTH EAST COMMERCE CENTER
NORTH EAST MD 21901
United States

Order 95399
Order Date 03/04/03
Customer P O 765210-NE
Carrier
Freight Terms PICK UP
Method PICKUP
Transportation Id
Sales Representative DAYMON (GROC)
Currency US Dollars

Letter Of Credit
Reference

Line Item/Description	Price	UO	Discount	Net Amount
cfa 800-344-0098 ZIMMERMAN HOWARD8003440098 bmt				
1 004218720354 B/Y 24/20 PINEAPPLE CHUNK N/J 314042187	56	CA	0 00	924 00
24/20 PINEAPPLE CHUNKS N/J	16 50	CA		
31 FREIGHT ALLOWANCE /CASE GROC				17 92-
2 004218720355 B/Y 24/20 PINEAPPLE SLICED N/J 313042187	56	CA	0 00	924 00
24/20 PINEAPPLE SLICED N/J	16 50	CA		
31 FREIGHT ALLOWANCE /CASE GROC				17 92-
3 004218740552 B/Y 24/16 GRAPEFRUIT SEGMENTS 220942187	18 25	CA	0 00	18 25
24/16 GRAPEFRUIT SEGMENTS	18 25	CA		

FREIGHT ALLOWANCE /CASE GPOC

4 004218741209

B/Y 24/20 PINEAPPLE TIDBITS

314542187

14 CA 0 00 231 00
16 50 CA

24/20 PINEAPPLE TIDBITS N/J

31

4 48-

FREIGHT ALLOWANCE /CASE GROC

5 004218741452

Invoice Number IN 74897

MITSUI FOODS INC
PO BOX 18434
NEWARK NJ 07191
USA

Invoice Date 02/13/03
Due Date 03/24/03

Terms 2* 10 NET 11

Bill To 100347
FLEMING CTP (OAKS)
CTP/OAKS DIVISION
PO BOX 268858
OKLAHOMA CITY OK 73126

Ship To 0002
FLEMING-NORTH EAST (MD)
4 CENTER DRIVE
NORTH EAST COMMERCE CENTER
NORTH EAST MD 21901
United States

Order 95399 Letter Of Credit
Order Date 03/04/03 Reference
Customer P O 765210-NE
Carrier
Freight Terms PICK UP
Method PICKUP
Transportation Id
Sales Representative DAYMON (GROC)
Currency US Dollars

Line Item/Description	Quantity/	Price	UOM	Discount	Net Amount
B/Y 24/6 ALBACORE SOLID TUNA					
122042187	28	CA	0 00		686 00
24/6 ALBACORE SOLID TUNA	24	50 CA			
31					8 96-
FREIGHT ALLOWANCE /CASE GROC					

Freight Charge	0 00
Gross Amount	2 733 65
Invoice Discount	0 00
Net Amount	2 733 65
Tax Amount	0 00
Downpayment	0 00
Net Amount Due	2 733 65

Inoice Number IN 74962

MITSUI FOODS NC
 PO BOX 18434
 NEWARK NJ 07191
 USA

Invoice Date 03/13/03
 Due Date 03/19/03

Terms 4 5 NET 6 (ACH)

Bill To 353
 FLEMING CO (LA CROSSE)
 CTP/LA CROS DIVISION
 PO BOX 26690
 OKLAHOMA CI OK 73126

Ship To 0001
 FLEMING-LA CROSSE (WI)
 LA CROSSE DIVISION
 1637 ST JAMES STREET
 LA CROSSE WI 54601
 United States

Order 87133
 Order Date 11/11/02
 Customer P C 975204
 Carrier
 Freight Term PREPAID
 Method PREPAID
 Transportati Id
 Sales Repres -ative DAYMON (GROC)
 Currency US Dollars

Letter Of Credit
 Reference

Line	Item/Desc	tion	Quantity/ Price	UOM	Discount	Net Amount
	CEA 60	785-1330				
	RECEIVIN	FROM 6 00 AM - NOON				
	PROCUREM	DO NOT ORDER OUT				
	PLEASE L	UP WITH LOT NO 400751-057				
	ld					
1	00421874	2				
	B/Y 48/6	NA CHUNK LIGHT				
	112042187		1092	CA	0 00	21 621 60
			19 80	CA		
	48/6	NA CHUNK LIGHT				
2	00412700	3				
	IGA 48/6	NA CHUNK LIGHT				
	112041270		828	CA	0 00	16 394 40
			19 80	CA		
	48/6	NA CHUNK LIGHT				

Freight Charge	0 00
Gross Amount	38 016 00
Invoice Discount	0 00
Net Amount	38 016 00
Tax Amount	0 00
Downpayment	0 00
Net Amount Due	38 016 00

Invoice Number IN 75080

MITSUI FOODS INC
 PO BOX 18434
 NEWARK NJ 07191
 USA

Invoice Date 03/17/03
 Due Date 03/23/03

Terms 4 5 NET 6 (ACH)

Bill To 101893
 FLEMING CO INC-LAFAYETTE
 CTP/LAFAYETTE DIVISION
 PO BOX 24660
 OKLAHOMA CITY OK 73124

Ship To 002
 FLEMING BROUSSARD LA
 113 KO DR
 BROUSSARD LA 70518
 United States

Order 85337 Letter Of Credit
 Order Date 10/15/02 Reference
 Customer P O 022656-LF
 Carrier
 Freight Terms PREPAID
 Method PREPAID
 Transportation Id
 Sales Representative DAYMON (GROC)
 Currency US Dollars

Line Item/Description	Quantity/	Price	UOM	Discount	Net Amount
CFA 318-236-3800 WAREHOUSE PLS NOTE - SPECIAL PALLET CONFIGURATION REQUIRED FOR THIS CUSTOMER 2 LAYERS PER PALLET/14 CASES PER LAYER TOTAL 28 CASES PER PALLET IF LUMPER IS NEEDED TRUCKER WILL BE CHARGED \$230 00 UPON DELIVERY ALL RECEIVING TO BE COMPLETED BY 11AM OR SUBJECT TO FINE ld					
1 004218720354 B/Y 24/20 PINEAPPLE CHUNK N/J 314042187	418	CA	0 00		6 470 64
24/20 PINEAPPLE CHUNKS N/J	15 48	CA			
2 004218720355 B/Y 24/20 PINEAPPLE SLICED N/J 313042187	420	CA	0 00		6 501 60
24/20 PINEAPPLE SLICED N/J	15 48	CA			
3 004218720356 B/Y 24/20 PINEAPPLE CRUSH N/J 313542187	250	CA	0 00		3 870 00
	15 48	CA			

E/Y 24/20 PINEAPPLE TIDBITS

314542187

88 CA 0 00

1 362 24

15 48 CA

24/20 PINEAPPLE TIDBITS N/J

Freight Charge	0 00
Gross Amount	18 204 48
Invoice Discount	0 00
Net Amount	18 204 48
Tax Amount	0 00
Downpayment	0 00
Net Amount	18 204 48

Invoice Number IN 75230

MITSUI FOODS INC
PO BOX 18434
NEWARK NJ 07191
USA

Invoice Date 03/19/03
Due Date 03/30/03

Terms 2 10 NET 11

Bill To 102309
FLEMING (HAWAII)
ATTN ACCOUNTS PAYABLE
91-315 HANUA STREET
KAPOLEI HI 96707
United States

Ship To 0001
HAWAII EXPRESS
3601 MUNSTER AVE
HAYWARD CA 94570
United States

Order 95149 Letter Of Credit
Order Date 03/05/03 Reference
Customer P O 066089-HW
Carrier
Freight Terms PREPAID
Method PREPAID
Transportation Id
Sales Representative DAYMON (GROC)
Currency US Dollars

Line Item/Description	Quantity/	Price	UOM	Discount	Net Amount
cfa 888-274-1101 or 510-751-1133 ld					
1 004218740525 B/Y 24/11 MANDARIN SEGMENTS					
213542187	120 CA		0 00		1 200 00
	10 00 CA				
24/11 MANDARIN SEGMENTS L/S					
2 004218740692 B/Y 48/6 CHUNK LIGHT TUNA					
112042187	98 CA		0 00		2 058 00
	21 00 CA				
48/6 TUNA CHUNK LIGHT					

Freight Charge	0 00
Gross Amount	3 258 00
Invoice Discount	0 00
Net Amount	3 258 00
Tax Amount	0 00
Downpayment	0 00
Net Amount Due	3 258 00

Invoice Number IN 75389

MITSUI FOODS INC
PO BOX 18434
NEWARK NJ 07191
USA

Invoice Date 03/21/03
Due Date 03/27/03

Terms 4 5 NET 6 (ACH)

Bill To 100339
FLEMING FOODS (MASSILLON)
CTP/MASSILLON
FLEMING COMPANIES
PO BOX 24800
OKLAHOMA CITY OK 73124

Ship To 0001
FLEMING MASSILLON OH
4676 ERIE STREET SOUTH
MASSILLON OH 44646
United States

Order 86257 Letter Of Credit
Order Date 10/29/02 Reference
Customer P O 313824-MA
Carrier
Freight Terms PREPAID
Method PREPAID
Transportation Id
Sales Representative DAYMON (GROC)
Currency US Dollars

Line	Item/Description	Quantity/ Price	UOM	Discount	Net Amount
	CFA 330-879-5685 SPEC ORDERS FEB 03 PER SUE R ld				
1	004218740641 B/Y 24/4 MUSHROOM SLICED				
	721542187	30	CA	0 00	336 00
		11	20 CA		
	24/4 MUSHROOM SLICED				
2	004218740666 B/Y 24/8 MUSH PIECES & STEM				
	721042187	816	CA	0 00	13 170 24
		16	14 CA		
	24/8 MUSHROOM PIECES & STEM				
3	004218740667 B/Y 24/4 MUSHROOM WHOLE BUTTON				
	722042187	1048	CA	0 00	10 899 20
		10	40 CA		
	24/4 MUSHROOM WHOLE BUTTON				
4	007431715072 E/V 24/4 MUSH PIECES & STEM				
	720574317	640	CA	0 00	5 587 20
		8	73 CA		
	24/4 MUSHROOM PIECES & STEM				

Freight Charge	0 00
Gross Amount	29 992 64
Invoice Discount	0 00
Net Amount	29 992 64
Tax Amount	0 00
Downpayment	0 00
Net Amount Due	29 992 64

**Mitsui Foods, Inc
Statement of Account**

April 3, 2003

Re: Fleming Cos., Inc.

Invoices Shipped with 10 days of 04/01/03

<u>Inv Date</u>	<u>Inv No.</u>	<u>Inv. Amount</u>
03/26/03	75564	2,038.40
03/26/03	75565	1,828.00
03/27/03	75645	6,462.00
03/27/03	75656	1,029.00
03/27/03	75657	2,492.00
03/27/03	75658	1,074.00
03/31/03	75779	1,023.54
03/31/03	75837	4,410.00
		\$19,579.79

TOTAL P. 02

Law Offices of
FINKEL GOLDSTEIN BERZOW ROSENBLUM & NASH, LLP
26 Broadway, New York, NY 10004

(212) 344-2929
TELECOPIER (212) 422-6836
E-MAIL: FINK@FINKGOLD.COM

NRosenbloom@Finkgold.com

Benjamin Finkel (1905-1986)
Harvey L. Goldstein
Harold L. Berzow
Harvey J. Nash

Charles Fischer
J. Ted Donovan
Counsel

Arthur A. Hirschler
Peter L. Herty

April 8, 2003

Mr Jay Rodgers
Mitsui Foods, Inc.
36 Maple Street
Norwood, NJ 07848-0409

Re Fleming Companies, Inc

Dear Jay

Enclosed please find a copy of our Declaration Demand, Federal Express receipt and facsimile cover sheet documenting service of the reclamation demand upon Fleming Companies, Inc on April 3, 2003. The reclamation demand was also served by first class mail on April 3, 2003 to Fleming's counsel

Let's speak in the event one of us is contacted by Fleming.

Best regards

Sincerely yours,


Neal M Rosenbloom

/tm
encl a s

DEMAND FOR RECLAMATION

TO FLEMING COMPANIES, INC together with all affiliates (collectively, "Fleming")
1945 Lakepointe Drive
Lewisville, Texas 75057-6424
Attn. Ms. Esther Lightwine (902) 906-7855
VIA FACSIMILE and FEDERAL EXPRESS

MITSUI FOODS, INC, by its attorneys, FINKEL GOLDSTEIN BERZOW ROSENBLUM & NASH, LLP, (hereinafter referred to as the "Reclaiming Creditor") hereby exercises its rights under applicable law, including but not limited to, §2-702 of the Uniform Commercial Code and §546(c) of the United States Bankruptcy Code, and hereby demands reclamation of all goods and merchandise of whatever character and type sold and delivered to Fleming as itemized on the attached statement of outstanding ~~goods~~ ten (10) days of the filing of a petition in bankruptcy by Fleming on April 1, 2003. This demand is in furtherance of and in supplement to MITSUI FOODS, INC's reclamation demand of April 1, 2003

The goods subject to this reclamation demand are not to be processed or sold and are to be immediately segregated and marked as property of the Reclaiming Creditor. Immediate access is hereby demanded to arrange for redelivery of the goods and to identify all of Reclaiming Creditor's goods if necessary

Dated New York, New York
April 3, 2003

FINKEL GOLDSTEIN BERZOW
ROSENBLUM & NASH, LLP,
Attorneys for MITSUI FOODS, INC.
26 Broadway, Suite 711
New York, New York 10004
(212) 344-2929

By


NEAL M ROSENBLUM, ESQ

TO Laura Davis Jones, Esq
Pachulski Stang Ziehl Young & Jones
919 N Market Street, 16th Floor
Wilmington Delaware 19899-8705

James H.M. Sprayregen, P C
Kirkland & Ellis
777 South Figueroa Street
Los Angeles, California 90017

FedEx. USA Airball
Express

FedEx
WebSite
Market

8389 9882 3815

1 From Please print and use in black ink

Date 4/3/03 Sender's FedEx Account Number 1213-2567-3

Sender's Name Neal M. Rosenbloom Phone (212) 344-2929

Company FINKEL GOLDSTEIN BERZOW

Address 26 BROADWAY STE 711

City NEW YORK State NY ZIP 10004

2 Your Internal Billing Reference
Ind. ID characters will appear on invoice. Mitsui Foods with Fleming

3 To

Recipient's Name Ms. Esther Lightwine Phone ()

Company Fleming Companies, Inc.

Address 1945 Lakepointe Drive

City Lewisville State TX ZIP 75057-6424

Try online shipping at fedex.com

By using this Airball you agree to the service conditions on the back of this Airball and in our current Service Guide, including terms that limit our liability.

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or call 1.800.Go.FedEx® 800.663.3333

0240434803



Sender's Copy

4a Express Packages Package weight up to 150 lbs. Delivery commitment only for select services.

FedEx Priority Overnight Next business morning FedEx Standard Overnight Next business afternoon FedEx First Overnight Earliest next business morning delivery to select locations

FedEx 2Day Second business day FedEx Express Saver Third business day

4b Express Freight Service Packages over 150 lbs. Delivery commitment may be lost in transit.

FedEx 1Day Freight* Next business day FedEx 2Day Freight Second business day FedEx 3Day Freight Third business day

5 Packaging

FedEx Envelope* FedEx Pak* Other

6 Special Handling See label FedEx address in Section 3.

SATURDAY Delivery Available ONLY for FedEx Priority Overnight and FedEx 2Day to select ZIP codes

HOLD Warehouse at FedEx Location NOT Available for FedEx First Overnight

HOLD Secondary at FedEx Location Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations

Does this shipment contain dangerous goods?
 No Yes Access attached Shipper's Declaration Yes Shipper's Declaration not required Dry Ice Dry Ice, A, CN 1845

Cargo Aircraft Only

7 Payment Pay to:

Sender Recipient Third Party Credit Card Cash/Check

Total Packages	Total Weight	Total Declared Value ¹
		\$ 00

¹Day liability is limited to \$100 unless you declare a higher value. See back for details. FedEx Use Only

8 Release Signature Sign to authorize delivery without obtaining signature

By signing your name to this document you agree to the terms and conditions of this document and agree to indemnify and hold us harmless from any resulting claims.

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