



OFFICE OF THE ATTORNEY GENERAL
STATE OF ILLINOIS

August 5, 2004

Lisa Madigan
ATTORNEY GENERAL

Bankruptcy Management Corporation
1330 E Franklin Ave
El Segundo, CA 90245

Re Fleming Companies, Inc et al
Bankruptcy Case No 03-10945

Dear Sirs

Please be advised that in accordance with the letter agreement between the Illinois Department of Revenue and the Debtors dated July 23, 2004 (the "Letter Agreement"), the Illinois Department of Revenue hereby withdraws with prejudice the following claims

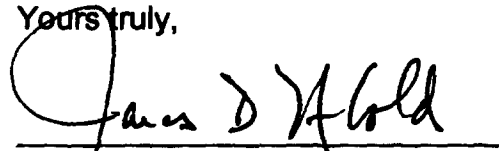
Number	Amount
17922	\$2,789 00
17921	\$7,189 56
17920	\$4,778 00
6951	\$5,993 24
1293	\$1,525 00
1292	\$4,873 14
1291	\$265 93
1290	\$100 00
1282	\$1,878 00
1281	\$115 00
1280	\$4,570 00
1278	\$362 00
18393	\$1,463 76
17923	\$188,741 84
17922	\$2,789 00
17921	\$7,189 56
17920	\$4,778 00
17919	\$606,572 03
17918	\$983,807 22 (this claim is being amended by the enclosed claim)

filed w/BMC on 8/9/04

In addition, in accordance with the Letter Agreement, the Department is filing the enclosed claim which amends claim number 17918 and is in the amount of \$750,000. Please acknowledge the receipt of this letter and the enclosed amended claim by returning a file stamped copy of both this letter and the enclosed claim.

Please give me a call if you have any questions concerning this matter.

Yours truly,

A handwritten signature in black ink that reads "James D. Newbold". The signature is written in a cursive style with a large, looped initial "J".

James D. Newbold
Assistant Attorney General
100 W. Randolph Street, Suite 13-222
Chicago, IL 60601
(312) 814-4557

Enclosure

cc Natalie Keller
Kevin Harlowe



Proof of Claim For Dept. of Revenue Taxes

Trustee	
Original Claim	X
Amended Claim	
Date Original Claim Filed	
Amount of Original Claim	

[Bankruptcy Code Cases]

**United States Bankruptcy Court for the Southern
District of Delaware, Wilmington Division**

Case Number	03-10945
Type Of Bankruptcy Case	Ch XI
Date Of Petition	4/1/2003

In the Matter of
Fleming Companies Inc

Retailer's Occupation Tax Number	Social Security Number
Employer Identification Number	Excise Tax Number TP-95637

- The undersigned, whose business address is 100 West Randolph Street Level 7-425 Chicago Illinois is the agent of the State of Illinois Department of Revenue and is authorized to make this request for payment on behalf of the State of Illinois
- The grounds for liability are taxes due under the Illinois Revised Statutes

Notice Of Office Lien Filed

Kind Of Tax	Tax Period Asmt No	Tax Due	Interest To Petition Date	Penalty	Date	Office Location
Tobacco Products	3/2003	\$5,993 24				

REC'D AUG 28 2003

The total amount of this claim is \$5,993 24

The Secured amount of this claim is \$0 00	The amount entitled to priority under section 507(a)(8) of the bankruptcy code is \$5,993 24	The general, unsecured amount is \$0 00
Remit to Illinois Dept Of Revenue Bankruptcy Unit James R Thompson Center 100 W Randolph #7-425 Chicago, Ill 60601 (312) 814-3058	Attorney of Record Lisa Madigan Attorney General Revenue Litgation 100 W Randolph St Chicago Ill 60601 (312) 814 6139	Signature <i>Elaine Williams</i>
	Prepared by Kevin Hariowe	Date 8/19/2003 Telephone Number (312) 814 3058

