

RIDER TO PROOF OF CLAIM

Bear Stearns Investment Products Inc (“Claimant”) is the owner of the asserted claim by virtue of an assignment from H J Heinz Company, L P (known to the Debtor as Heinz North America (“Original Holder”)) Original Holder filed a reclamation claim in the amount of \$1,747,981 in the case, which amount includes the amount of claim asserted here Original Holder’s reclamation claim has been partially objected to by the Debtor Claimant files this claim solely in the alternative to the reclamation claim of Original Holder If the claim or any portion of the claim of Original Holder that was purchased by Claimant is not allowed as a reclamation claim, Claimant seeks to preserve its rights to have its claim allowed as an unsecured claim against the Debtor Supporting documentation for the claim (in the form of the letter demands for reclamation made by Heinz) is attached hereto

RIDER 2 TO PROOF OF CLAIM OF BEAR STEARNS INVESTMENT PRODUCTS, INC

Fleming Companies, Inc and its subsidiaries and otherwise affiliated entities (collectively, the “Debtors”) are jointly and severally indebted and liable to Bear Stearns Investment Products, Inc (“Claimant”) in an amount not less than \$1,317,000 on account of a reclamation claim asserted by H J Heinz Company, L P (known to the Debtor as Heinz North America) (collectively, “Heinz”) by virtue of an assignment of such claim from Heinz to Claimant. The reclamation claim arose from dealings between Heinz and the Debtor in the course of an ongoing business relationship.

In addition to the reservations noted in the Rider to Proof of Claim included herewith, Claimant reserves the right to amend and/or to supplement this proof of claim in any respect and to set forth in additional detail the basis and nature of the claims, to assert pre- and post-petition claims held by Claimant other than those set forth herein, to state further amounts owed to Claimant by the Debtors arising out of the claims, including, without limitation, post-petition interest, costs and fees to the extent allowed, recoupments and preference actions.

The filing of this Proof of Claim shall not constitute a waiver of the right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Court Judge or Claimant’s right to trial by jury in any proceeding as to any and all matters so triable, whether or not the same be designated legal or private rights, or in any case or controversy or proceeding related thereto, notwithstanding the designation of such matters as “core proceedings” pursuant to 28 U S C § 157(b) or otherwise, and whether such jury trial is pursuant to statute or the United States Constitution.

Heinz North America



Division of H J Heinz Company L P
Heinz 57 Center
357 6th Avenue
Pittsburgh Pennsylvania 15222 2530
Telephone 412 237 5757

March 28, 2003

Mr Peter Willmott , President & CEO
Fleming Companies, Inc
1945 Lakepointe Drive
Lewisville, Texas 75029

Dear Mr Willmott

This will confirm our UPS Express letter of March 28, 2003, wherein we requested, under Section 2-702 of the Uniform Commercial Code, that goods furnished by the undersigned, covered by the attached listing, be returned immediately pursuant to its rights to reclaim such goods in accordance with the above mentioned section

Your immediate response and adherence to the above is requested

If you have any questions, feel free to call me at (412) 442-6294

Sincerely,

Herma Stewart
Supervisor- Credit
Heinz North America

Cc Dwight McCombs, Credit Mgr

March 28, 2003

Sent Via UPS

Mr Peter Willmott, Jr., President & CEO
 Fleming Companies, Inc
 1945 Lakepointe Drive
 Lewisville, Texas 75029

Dear Mr Willmott

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days including, but not limited to, those items referred to on

Invoice No	P.O No.	Amount	Date
01023504	082545-HW	\$5,688 73	03/17/2003
01026400	100035-HW	\$3,053 08	03/17/2003
01026256	68-0117520	\$37,058 70	03/25/2003
60484117	812762-NE	\$37,328 30	03/18/2003
60484863	707806	\$38,884 60	03/18/2003
60485122	707807	\$ 3,443 73	03/18/2003
60485123	709202	\$41,756 93	03/19/2003
60484125	35-2210520	\$ 1,267 44	03/18/2003
60485126	35-2210520	\$ 6,826 09	03/18/2003
60485128	75-0182390	\$11,186 62	03/19/2003
60485246	401267-MA	\$30,942 93	03/19/2003
60484118	709058	\$ 2,385 65	03/18/2003
60484282	179-0013860	\$ 5,738 14	03/18/2003
6048464	707807	\$ 117 50	03/18/2003
60486231	364331-ES	\$ 3,036 00	03/20/2003
60486232	23-0739630	\$ 2,529 84	03/20/2003
60486233	23-0739630	\$ 1,209 68	03/20/2003
60487393	44-1709220	\$ 1,237 02	03/21/2003
60487394	44-1709220	\$ 4,849 75	03/21/2003
60487536	71-1048080	\$ 6,628 19	03/21/2003
60487537	71-1048410	\$ 3,421 14	03/21/2003
60487975	75-0348540	\$ 4,926 85	03/21/2003

Invoice No.	P.O.No.	Amount	Date
60491511	65-1145830	\$ 1,313 54	03/27/2003
60491512	65-1145830	\$ 4,063 87	03/27/2003
60491513	71-1051560	\$ 3,294 33	03/27/2003
60487388	34764-WK	\$41,519 95	03/21/2003
60487533	101848-HW	\$15,052 72	03/21/2003
60487534	101849-HW	\$19,002 04	03/21/2003
60488305	175-007000	\$ 3,546 04	03/24/2003
60488999	821191	\$ 6,464 20	03/24/2003
60489000	450652-GA	\$20,464 24	03/24/2003
60489001	450659-GA	\$21,987 80	03/24/2003
60489002	572816-LU	\$11,125 05	03/24/2003
60489003	572817-LU	\$14,336 37	03/24/2003
60489004	572818-LU	\$ 6,422 72	03/24/2003
60489539	086703-SC	\$24,085 23	03/25/2003
60490496	711212	\$36,781.24	03/26/2003
60490594	866682-NE	\$39,750 27	03/26/2003
60491051	866681-NE	\$30,807 68	03/26/2003
60491503	710142	\$39,407 16	03/27/2003
60491504	019014-ME	\$47,125 45	03/27/2003
60491505	082117-TU	\$40,759 48	03/27/2003
01023489	706517	\$ 329 70	03/17/2003
01023492	030604-GE	\$ 1,204 32	03/17/2003
01023493	505540-LU	\$ 10,518 02	03/17/2003
01023496	392020-GA	\$ 8,168 60	03/17/2003
01024024	51-0023750	\$ 5,527 50	03/18/2003
01023647	082548-HW	\$26,995 14	03/17/2003
01026515	100038-HW	\$17,259 58	03/25/2003
01026376	1430034650	\$ 7,334 27	03/25/2003
01024568	54190	\$ 2,339 52	03/19/2003
01026834	54849	\$ 1,753 68	03/26/2003
01023497	582754-GE	\$37,668 52	03/17/2003
01023500	680821-LI	\$ 2,582 99	03/17/2003
01023719	138303-IN	\$ 390 96	03/18/2003
01024569	650648-WW	\$ 5,729 00	03/19/2003
01024570	378003-MA	\$45,211 30	03/19/2003
01024571	378005-MA	\$43,511 42	03/19/2003
01024572	378006-MA	\$ 884 11	03/19/2003
01024573	378004-MA	\$ 663 09	03/19/2003
01024574	495946-SL	\$12,889 85	03/19/2003
01024575	495947-SL	\$10,334 78	03/19/2003
01024576	401245-MA	\$54,602 56	03/19/2003
01024577	077908-SC	\$36,087 65	03/19/2003

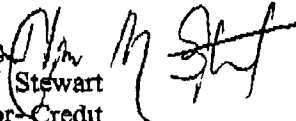
Invoice No	P O No.	Amount	Date
01024578	077909-SC	\$13,204 64	03/19/2003
01025007	378007-MA	\$42,787.87	03/20/2003
01025008	378008-MA	\$ 663 09	03/20/2003
01025010	710220	\$69,525 59	03/20/2003
01025122	408954-PX	\$ 350 40	03/21/2003
01025316	710627	\$31,448 96	03/21/2003
01025317	711004	\$ 1,889 34	03/21/2003
01025842	710301	\$ 6,118 40	03/24/2003
01025843	450622-GA	\$10,482 71	03/24/2003
01025844	051067-TU	\$29,461 83	03/24/2003
01026389	378009-MA	\$48,384 48	03/25/2003
01026390	378010-MA	\$ 4,641 60	03/25/2003
01026391	708785	\$24,037 35	03/25/2003
01026392	525727-LU	\$ 7,786 80	03/25/2003
01026393	545920-LU	\$ 9,095 24	03/25/2003
01026394	710628	\$15,925.38	03/25/2003
01026395	450541-GA	\$ 7,797 30	03/25/2003
01026396	450621-GA	\$52,503 86	03/25/2003
01026397	450623-GA	\$ 5,955 74	03/25/2003
01026398	052508-TU	\$ 4,982 04	03/25/2003
01026399	424484-MA	\$62,841 63	03/25/2003
01026594	348322-NA	\$ 9,020 16	03/26/2003
01026832	555611-NA	\$21,405 80	03/26/2003
01026833	712090	\$40,438 17	03/26/2003
01027150	365728-FS	\$15,837.14	03/27/2003
01027151	819318-LF	\$13,001 09	03/27/2003
01027152	533409-PX	\$ 6,628 80	03/27/2003
01027153	712095	\$78,953 20	03/27/2003
TOTAL		\$1,747,981 42	

Copies of the invoices are attached.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation

If you have any questions, feel free to call me at (412) 442-6294

Sincerely, 
 Herma M Stewart
 Supervisor - Credit
 Heinz North America



PORTIONPAC Division of H.J. Heinz Company L.P.

Product. Packaging. Innovation.

April 2, 2003

Sent via fax to (702) 876-2372

Mr. Dean Parker
Core Mark International
3950 W. Harmon
Las Vegas, NV 89103

Dear Mr. Parker.

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #65-1143830 was delivered March 20, 2003.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannon H. Plauscher



PORTIONPAC Division of H.J. Heinz Company L.P.
Product Packaging Innovation.™

April 2, 2003

Sent via fax to (808) 682-3367

Fleming Food Co.
Hawaii Division
91-315 Hanua St.
Ewa Beach, HI 96707

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. A recap detailing these invoices is enclosed.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannah Plaugher
Shannah Plaugher



PORTIONPAC Division of H.J. Heinz Company L.P.

Product. Packaging Innovation™

April 2, 2003

Sent via fax to (801) 972-4188

Mr. Matt Gerhard
Core Mark Salt Lake
P.O. Box 26547
Salt Lake City, UT 84125

Dear Mr. Gerhard:

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #71-1048120 was delivered on March 20, 2003, and purchase order #71-1045930 was delivered on March 18, 2003.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannah Plaugher

Shannah Plaugher
Supervisor Credit Admin.



PORTIONPAC *Division of H.J. Heinz Company L.P.*

Product. Packaging Innovation™

April 2, 2003

Sent via fax to (715) 387-6930

Mr. Gus Ferracane
Fleming Companies, Inc.
Marshfield Division
P.O. Box 490
Marshfield, WI 54449

Dear Mr. Ferracane:

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #51-0024290 was delivered to Fleming on March 24, 2003

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannah Plaugher

Shannah Plaugher
Supervisor Credit Admin.



PORTIONPAC Division of H.J. Heinz Company L.P.
Product. Packaging. Innovation.™

April 2, 2003

Sent via fax to (270) 259-9341

Ms. Deanna Lashley
Fleming Foods
P.O. Box 4609
Leitchfield, KY 42755-4609

Dear Ms Lashley:

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Fleming picked up purchase order #175-0004300 on March 19, 2003, the total for this order is \$1,554.16.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannah Plaugher

Shannah Plaugher
Supervisor Credit Admin.
Portion Pac, Division of H.J. Heinz, LP



PORTIONPAC *Division of H.J. Heinz Company L.P.*
Product. Packaging. Innovation.™

April 2, 2003

Sent via fax to (661) 366-5178

Mr. Bob Smith
Core Mark Int'l, Inc.
P.O. Box 70458
Bakersfield, CA 93387

Dear Mr. Smith.

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #23-0735760 was delivered to Core-Mark on March 24, 2003

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannah Plaugher
Shannah Plaugher



PORTIONPAC *Division of H.J. Heinz Company L.P.*
Product. Packaging. Innovation.™

April 2, 2003

Sent via fax to (541) 479-0367

Jess Zielinski
Core Mark Int'l, Inc.
P.O. Box 150
Grants Pass, OR 97526

Dear Jess Zielinski:

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #45-0722520 was delivered to Core-Mark on March 27, 2003

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannah Plaugher
Shannah Plaugher



PORTIONPAC Division of H.J. Heinz Company LP
Product Packaging Innovation™

April 2, 2003

Sent via fax to (909) 734-1908

Mr. John Bohlinger
Core Mark Int'l, Inc.
353 Meyer Circle
Corona, CA 91720

Dear Mr. Bohlinger:

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #35-2211950 was delivered to Core-Mark on March 25, 2003.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

A handwritten signature in cursive script that reads "Shannah Plaugher".

Shannah Plaugher
Supervisor Credit Admin.
Portion Pac, Division of H.J. Heinz, LP

Encl.



PORTIONPAC Division of H.J. Heinz Company LP
Product. Packaging. Innovation.™

April 2, 2003

Sent via fax to (916) 928-9856

Lorne Skinner
Core Mark Int'l, Inc.
P.O. Box 348240
Sacramento, CA 95834-8240

Dear Lorne Skinner:

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #16-1522700 was delivered to Core-Mark on March 28, 2003.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

A handwritten signature in cursive script that reads 'Shannah Plaugher'.

Shannah Plaugher
Supervisor Credit Admin.
Portion Pac, Division of H.J. Heinz, LP

Encl



PORTIONPAC Division of H.J. Heinz Company L.P.
Product. Packaging Innovation™

April 2, 2003

Sent via fax to (817) 293-4979

Mr. Tom Gerce
Core Mark Mid-Continent, Inc.
P O Box 2547
Fort Worth, TX 76113

Dear Mr. Gerce.

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #75-0347430 was delivered on March 20, 2003, and purchase order #75-0349060 was delivered on March 31, 2003.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

Shannah Plaugher
Supervisor Credit Admin.
Portion Pac, Division of H.J. Heinz, LP

Encl.



PORTIONPAC Division of H.J. Heinz Company LP
Product Packaging Innovation™

April 2, 2003

Sent via fax to (503) 652-1079

Ms. Pam Cooper
Core Mark International
P.O. Box 99
Clackamas, OR 97015

Dear Ms. Cooper:

Please be advised that pursuant to Section 2-702 of the Uniform Commercial Code, the undersigned hereby reclaims all goods of the undersigned received by you within the previous ten (10) days. Purchase order #44-1707060 was delivered on March 27, 2003.

We demand that you return said goods to us immediately, or segregate said goods and make them available for immediate inspection by the undersigned.

Your failure to comply with this demand immediately shall cause us to take immediate steps to obtain reclamation.

If you have any questions, feel free to call me at (513) 459-5250.

Sincerely,

A handwritten signature in cursive script that reads 'Shannah Plaughter'.

Shannah Plaughter
Supervisor Credit Admin.
Portion Pac, Division of H.J. Heinz, LP

Encl.

7325 SNIDER ROAD
MASON, OHIO 45040 U S A

Portion Pac, Division of H.J. Heinz, LP Fleming/Core-Mark Reclamation Claims

Invoice #	Invoice Date	Purchase Order #	Invoice Amount
927474	3/17/03	818568	\$ 2,240 35
928730	3/17/03	53-0847680	\$ 5,009 73
926701	3/18/03	71-1045930	\$ 3,394 38
927797	3/19/03	175-0004300	\$ 1 554 16✓
927796	3/20/03	75-0347430	\$ 1,633 86
927899	3/20/03	71-1048120	\$ 1,552 12
927901	3/20/03	65-1143630	\$ 2 956 57
928260	3/21/03	823884	\$ 2,098 70
925900	3/24/03	23-0735760	\$ 2,078 76
928235	3/24/03	51-0024290	\$ 543 26 ✓
928474	3/25/03	35-2211950	\$ 5,276 88✓
929762	3/27/03	44-1707060	\$ 1,117 00✓
928477	3/27/03	45-0722520	\$ 6,156 18
928593	3/28/03	16-1522700	\$ 5,425 42✓
928893	3/31/03	75-0349060	\$ 2,542 69
928122	3/31/03	53-0850250	\$ 5,280 77
		Total	\$ <u>48,860.83</u>



May 2, 2003

1945 Lakepointe Drive
P O Box 290013
Lewisville, TX 75029

Heinz North America
Herma Stewart
Heinz 57 Centor, 357 6th Ave
Pittsburgh, PA 15222-2530

RE Debtors' Reclamation Claims Information Request

Dear Herma

We represent Fleming, Inc and its related debtor entities ("Fleming" or "the Debtors") in connection with its bankruptcy proceedings including its reclamation process Pursuant to the Bankruptcy Court's Order, Under 11 U S C Sections 105(a), 503(b), 546(c)(2) and 546 (g), (A) Establishing Procedure for Treatment of Reclamation Claims and (B) Prohibiting Third Parties From Interfering With Delivery Of Debtors' Goods ("the Order") signed on April 22, 2003, we have started to analyze letters received by Fleming that may represent reclamation demands

In accordance with the Order, each Claimant upon written request from the Debtors, shall provide such additional documentation that may be in Claimant's possession as is reasonably needed to assist Debtors in the evaluation of the Claimant's reclamation claim This letter serves as a request for additional information to evaluate your reclamation claim Please provide Fleming with a spreadsheet that contains the details of your reclamation claim including the following four information fields

- Purchase Order #
- Invoice Date
- Invoice Number
- Invoice Amount

Certain vendors may have provided this information in hard copy form along with the reclamation claim However, in order to expedite the process, we are requesting to receive this data from all reclamation claimants in an electronic format The preferred deliverable would be in Microsoft Excel If that is not possible, please use another electronic method

Please e-mail the electronic file to Sarah Albus at CMS@Fleming.com Please also feel free to contact us at 972-535-7149 with questions

Please provide this information by May 9, 2003 Fleming reserves all rights and defenses to your company's reclamation claim

Sincerely,

Henry Colvin
AlixPartners, LLC