



FACSIMILE TRANSMITTAL SHEET

TO	Mark Shapiro	FROM	Diane Wood
COMPANY	Fleming Co	DATE	4/2/03
FAX NUMBER	972.906-1530	TOTAL NO. OF PAGES INCLUDING COVER	3
PHONE NUMBER		SENDER'S FAX NUMBER	(918) 560-4108
RE		SENDER'S PHONE NUMBER	(918) 560-4100

URGENT     FOR REVIEW     PLEASE COMMENT     PLEASE REPLY     PLEASE RECYCLE

NOTES/COMMENTS

601 SOUTH BOULDER SUITE 900  
TULSA, OK 74119

Fleming Companies Inc Reclamation  
  
R 0592



**FOOD COMPANY INCORPORATED**

601 South Boulder • Suite 900 • Tulsa, Oklahoma 74119

PHONE 918 560 4100

FAX 918 560 4108

April 7, 2003

**VIA FAX, UPS OVERNIGHT AND  
CERTIFIED MAIL, RETURN RECEIPT REQUESTED**

Mr Mark D Shapiro  
Chief Financial Officer  
Fleming  
1945 Lake Point Drive  
Lewisville, TX 75057

Re Reclamation Demand by Nonni's Food Company, Inc

Gentlemen

Demand is hereby made upon you pursuant to Sections 2-702 of the applicable state Uniform Commercial Code and Section 546 (c) of the United States Bankruptcy Code for the return of all goods received during the periods referred to in the above-cited statute. This demand specifically includes but is not limited to goods identified in the Schedule annexed hereto.

Please contact the undersigned for instructions in connection with the return of the goods.

In light of your recent bankruptcy filing, you are further notified that all goods subject to our right of reclamation must be protected and segregated by you and shall not be used for any purpose whatsoever except those specifically authorized following notice and a hearing by the bankruptcy court.

Very truly yours,

By Diane Wood  
Diane Wood  
Title Chief Financial Officer

4/7/2003

**Fleming/Core Mark Invoices  
 POD 10 Days Prior to Filing**

POD.	Invoice #	Invoice Amt.	INV. DATE	SHIP TO LOCATION
27-Mar	434125	2,207 04	3/18/2003	FLEMING-SOUTHAVEN
22-Mar	434358	2,131 00	3/20/2003	FLEMING-KANSAS CITY
24-Mar	434497	1,973 16	3/21/2003	COREMARK SPOKANE
24-Mar	434498	3,431 04	3/21/2003	COREMARK-SLC
24-Mar	434499	2,249 04	3/21/2003	COREMARK-SLC
24-Mar	434502	1,003 20	3/21/2003	FLEMING KANSAS CITY
25-Mar	434503	1,187 52	3/21/2003	FLEMING-PHOENIX
24-Mar	434599	7,166 88	3/21/2003	COREMARK, FT WORTH
26-Mar	434602	36,780 84	3/24/2003	FLEMING-ROMEÓVILLE
24-Mar	434603	7,421 28	3/24/2003	COREMARK-CORONA
24-Mar	434604	9,946 80	3/24/2003	COREMARK-INTL
25-Mar	434642	4,846 08	3/26/2003	FLEMING-NORTHEAST CITY
25-Mar	434725	2,407 68	3/25/2003	FLEMING-SOUTHAVEN
25-Mar	434798	1,905 32	3/27/2003	FLEMING, KING OF PRUSSIA
26-Mar	434828	5,964 00	3/26/2003	COREMARK-ALBUQUERQUÉ
28-Mar	434908	3,762 00	3/27/2003	FLEMING, TULSA
27-Mar	434982	8,031 00	3/28/2003	FLEMING-ALTOONA
1-Apr	435073	1,806 40	3/28/2003	FLEMING-WAUKESHA
31-Mar	435116	4,242 00	3/28/2003	COREMARK-SACRAMENTO
31-Mar	435286	6,414 72	3/31/2003	COREMARK-BAKERSFIELD
1-Apr	435323	2,722 80	3/31/2003	FLEMING-KING OF PRUSSIA
31-Mar	435333	7,562 88	3/31/2003	FLEMING-ALTOONA
<b>Totals</b>		<b>125,162 68</b>		

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re· Fleming Companies, Inc et al  
Case No 03-10945-(MFW)-11**

**DOCUMENTS APPENDED TO CLAIM**

On September 27, 2005, document(s) were appended to Claim Numbers **r592, r1242, r1790, r1836, 14457 and 11098** for the following reason(s)

- Stipulation with the RCT
- Proof of Payment attached
- Change of Address Confirmation Notice
- Withdrawal Notice dated ###
- Other Docket Number 11593 EOD 8/26/05

(Exhibit A to Settlement Agreement)

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
Fleming Companies, Inc , et al <sup>1</sup>, ) Case No. 03-10945 (MFW)  
 ) (Jointly Administered)  
Debtors. )

**STIPULATION OF ALLOWED GENERAL UNSECURED CLAIM  
AND DEEMED DISALLOWANCE/WITHDRAWAL OF  
ANY INCONSISTENT GENERAL UNSECURED CLAIM**

Pursuant to the Settlement Agreement between the RCT and Nonni's Food Co., Inc. ("Nonni's") (no further order or approval being required),

IT IS HEREBY STIPULATED AND AGREED:

A Nonni's shall have an Allowed Class 6(A) General Unsecured Claim, with all rights afforded pursuant to the Plan<sup>2</sup>, in the amount of \$628,953.47, subject to increase in an additional amount of (i) up to a maximum of \$8,759.22 in connection with Nonni's unreimbursed applicable portion of the Pre-Petition Non-TLV Reclamation Claim Reduction to be addressed by further stipulation solely between Nonni's and the RCT and (ii) any Disallowed DSD Trust Claim, sought and obtained by Nonni's in accordance with the terms of the Settlement Agreement between the parties, and,

<sup>1</sup> The Debtors are the following entities. Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp., ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Danigan Fuels, Inc.; FAVAR Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P., Fleming International Ltd.; Fleming Supermarkets of Florida, Inc., Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc

<sup>2</sup> Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries Under Chapter 11 of the United States Bankruptcy Code (the "Plan")

B Any other proof of claim filed by or on behalf of Nonni's or scheduled by the Debtors as a Class 6(A) General Unsecured Claim is deemed disallowed/withdrawn by the effect of this stipulation, and,

C. The distribution to Nonni's, whether New Common Stock under the Plan or otherwise, shall be issued and/or delivered, as the case may be (in the identified estate proportion if to more than one entity) as follows.

Name	Percentage	F.B.I.N. (COMPLETE)
Shadewell Grove Foods, Inc., successor to Nonni's Food Co., Inc.	100%	73-1697677

Dated: August 26, 2005

Shadewell Grove Foods, Inc., successor to  
Nonni's Food Co., Inc.

RECLAMATION CREDITORS' TRUST

By: Steven K. Kortanek  
 Steven K. Kortanek  
 KLEHR, HARRISON, HARVEY,  
 BRANZBURG & ELLERS LLP  
 919 Market Street, Suite 1000  
 Wilmington, DE 19801-3062  
 Telephone: (302) 426-1189  
 Fax: (302) 426-9193  
 skortanek@klehr.com

By: [Signature]  
 Name: Tim Bruer  
 Title: President  
 Address: 100 West 5th Street, Suite 700  
 Tulsa, OK 74103  
 Telephone: (918) 728-2800  
 Email: t.bruer@shadewallgrove.com

and

Mark J. Friedman  
 DLA PIPER RUDNICK GRAY CARY US LLP  
 6225 Smith Avenue  
 Baltimore, Maryland 21209-3600  
 Telephone: (410) 580-4153  
 mark.friedman@dlapiper.com  
 Fax: (410) 580-3001