

DEMAND FOR RECLAMATION

TO FLEMING COMPANIES, INC together with all affiliates (collectively, "Fleming")
1945 Lakepointe Drive
Lewisville, Texas 75057-6424

VIA FACSIMILE and FEDERAL EXPRESS

MORNINGSTAR 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 invoices within ten (10) days of the filing of a petition in bankruptcy by Fleming on 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 1, 2003

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

By 
KEVIN J NASH

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

**Fleming Reclamation Exposure
as of March 31, 2003**

<u>Customer Number</u>	<u>Customer Name</u>	<u>Order Number</u>	<u>Days Past Due</u>	<u>PO Number</u>	<u>Invoice Number</u>	<u>Due Date</u>	<u>Invoice Amount</u>	<u>Invoice Date</u>
014270	Core Mark Sacramento # 16	516393	N/A	161519550	00351057	3/31/03	\$ 6 756 03	3/21/03
014295	Core Mark Fort Worth # 75	518774	N/A	75-0347390	00351056	3/31/03	\$ 3 946 54	3/21/03
016665	Fleming Sacramento	518384	N/A	051608 SC	00351110	3/31/03	\$ 684 58	3/21/03
016665	Fleming Sacramento	519590	N/A	069063 SC	00351111	3/31/03	\$ 3 586 80	3/21/03
016755	Fleming Garland	517104	N/A	998905	00351102	3/31/03	\$ 3 303 00	3/21/03
016755	Fleming Garland	518391	N/A	392050 GA	00351106	3/31/03	\$ 3 723 94	3/21/03
016755	Fleming Garland	513917	N/A	333158 GA	00351107	3/31/03	\$ 9 973 96	3/21/03
016755	Fleming Garland	518389	N/A	392051 GA	00351108	3/31/03	\$ 10 090 92	3/21/03
016825	Fleming Nashville	521551	N/A	541422 NA	00351109	3/31/03	\$ 16 718 79	3/21/03
017020	Fleming Hawaii	516033	N/A	068238 HW	00351103	3/31/03	\$ 1 505 93	3/21/03
017181	Fleming Tulsa	520084	N/A	011181 TU	00351104	3/31/03	\$ 2 439 09	3/21/03
017181	Fleming Tulsa	520083	N/A	011180-TU	00351105	3/31/03	\$ 737 80	3/21/03
014260	Core Mark Portland # 44	519149	N/A	441708380	00352074	4/03/03	\$ 9,235 91	3/24/03
016665	Fleming - Sacramento	519582	N/A	069056 SC	00352159	4/03/03	\$ 559 44	3/24/03
016695	Fleming Fresno	519108	N/A	334729 FS	00352155	4/03/03	\$ 4 788 75	3/24/03
016710	Fleming Phoenix	518257	N/A	490584 PX	00352158	4/03/03	\$ 3,487 80	3/24/03
016795	Fleming Lincoln	517906	N/A	674753 LI	00352156	4/03/03	\$ 4 479 43	3/24/03
016795	Fleming - Lincoln	521661	N/A	698990-LI	00352157	4/03/03	\$ 3 921 36	3/24/03
016816	Fleming Massillon	521765	N/A	995980	00352154	4/03/03	\$ 2 040 00	3/24/03
016843	Fleming Kentucky	521328	N/A	175 000632	00352153	4/03/03	\$ 3 083 39	3/24/03
017010	Fleming Godfrey / Milwaukee	521795	N/A	996861	00352162	4/03/03	\$ 3 597 90	3/24/03
017010	Fleming Godfrey / Milwaukee	522284	N/A	34893-WK	00352163	4/03/03	\$ 4,566 12	3/24/03
017010	Fleming Godfrey / Milwaukee	522472	N/A	34896-WK	00352164	4/03/03	\$ 4 757 16	3/24/03
017020	Fleming Hawaii	524014	N/A	100298-HW	00352152	4/03/03	\$ 1 626 00	3/24/03
017180	Fleming Warsaw	521326	N/A	674895-WW	00352160	4/03/03	\$ 1 218 96	3/24/03
017180	Fleming Warsaw	519102	N/A	656761 WW	00352161	4/03/03	\$ 1,068 60	3/24/03
010229	Adel Grocery Company	524153	N/A	179-001113	00353217	4/04/03	\$ 2,054 50	3/25/03
010229	Adel Grocery Company	524159	N/A	179-003343	00353218	4/04/03	\$ 1,919 80	3/25/03
014175	Core Mark - Salt Lake City # 71	519339	N/A	71-1048260	00353401	4/04/03	\$ 15,241 00	3/25/03
014175	Core Mark - Salt Lake City # 71	519899	N/A	711049040	00353402	4/04/03	\$ 1 149 10	3/25/03
014200	Core Mark Albuquerque # 48	520755	N/A	480502410	00353398	4/04/03	\$ 8,406 35	3/25/03
014235	Core Mark - Corona # 35	518771	N/A	35-2210280	00353399	4/04/03	\$ 12,101 01	3/25/03
014250	Core Mark - Las Vegas # 65	522252	N/A	651145620	00353400	4/04/03	\$ 4,361 83	3/25/03
016695	Fleming Fresno	514137	N/A	291349 FS	00353508	4/04/03	\$ 1,118 88	3/25/03
016710	Fleming Phoenix	519804	N/A	499681-PX	00353522	4/04/03	\$ 4,387 14	3/25/03
016720	Fleming Salt Lake City	518280	N/A	489383-SL	00353523	4/04/03	\$ 2,350 26	3/25/03
016805	Fleming Lubbock	514151	N/A	483548-LU	00353511	4/04/03	\$ 1,851 60	3/25/03
016805	Fleming Lubbock	514541	N/A	483547-LU	00353512	4/04/03	\$ 1,102 00	3/25/03
016805	Fleming - Lubbock	518574	N/A	524029-LU	00353513	4/04/03	\$ 1,894 98	3/25/03
016815	Fleming - Massillon	519480	N/A	384487-MA	00353514	4/04/03	\$ 942 90	3/25/03
016815	Fleming Massillon	521324	N/A	408984-MA	00353515	4/04/03	\$ 2 201 16	3/25/03
016815	Fleming Massillon	519573	N/A	393475-MA	00353516	4/04/03	\$ 22 431 41	3/25/03
016820	Fleming - South Haven	523120	N/A	019009-ME	00353524	4/04/03	\$ 12,667 86	3/25/03
016825	Fleming Nashville	519101	N/A	520232 NA	00353519	4/04/03	\$ 2,138 71	3/25/03
016825	Fleming - Nashville	519070	N/A	520231-NA	00353520	4/04/03	\$ 2 436 42	3/25/03
016905	Fleming - Miami	518276	N/A	027832 MM	00353517	4/04/03	\$ 1 999 24	3/25/03
016905	Fleming - Miami	518291	N/A	027846-MM	00353518	4/04/03	\$ 3,635 62	3/25/03
016910	Fleming - North California		N/A	991035	01031757	4/04/03	\$ 5,821 70	3/25/03
017000	Fleming - Gateway / Minneapolis	520087	N/A	709529	00353510	4/04/03	\$ 11,200 13	3/25/03
017005	Fleming - Gateway / Twin Ports	519908	N/A	709142	00353509	4/04/03	\$ 13,882 34	3/25/03
017110	Fleming - NE Perishables	522329	N/A	854071 NE	00353507	4/04/03	\$ 9 908 00	3/25/03
017110	Fleming - NE Perishables	517924	N/A	806444-NE	00353521	4/04/03	\$ 3 125 43	3/25/03
017181	Fleming - Tulsa	523800	N/A	070441-TU	00353503	4/04/03	\$ 2,117 19	3/25/03
017181	Fleming Tulsa	523413	N/A	052626-TU	00353504	4/04/03	\$ 10 386 00	3/25/03
017181	Fleming - Tulsa	518569	N/A	882838-TU	00353505	4/04/03	\$ 15 628 20	3/25/03
018735	Head Distributing	522666	N/A	204578	00353588	4/04/03	\$ 3 981 36	3/25/03

**Fleming Reclamation Exposure
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022540	Minter Weisman Company	520351	N/A	32690	00353698	4/04/03	\$ 13 726 96	3/25/03
031040	Fleming Geneva & Montgomery	522341	N/A	617745 GE	00353506	4/04/03	\$ 3 407 04	3/25/03
014255	Core Mark LA # 21	518772	N/A	21 1687270	00354382	4/05/03	\$ 5 296 90	3/26/03
014280	Core Mark Spokane # 53	519902	N/A	520849240	00354383	4/05/03	\$ 4 563 20	3/26/03
016665	Fleming Sacramento	518380	N/A	051605 SC	00354439	4/05/03	\$ 1 394 48	3/26/03
016665	Fleming Sacramento	518250	N/A	051604 SC	00354440	4/05/03	\$ 7 404 61	3/26/03
016755	Fleming Garland	523121	N/A	460498 GA	00354435	4/05/03	\$ 3 334 23	3/26/03
016790	Fleming Kansas City	518235	N/A	809528-KC	00354436	4/05/03	\$ 4 630 37	3/26/03
016815	Fleming Massillon	522689	N/A	424428-MA	00354437	4/05/03	\$ 1 753 08	3/26/03
017000	Fleming Gateway / Minneapolis	522922	N/A	710476	00354438	4/05/03	\$ 17 328 62	3/26/03
017020	Fleming - Hawaii	518770	N/A	082648-HW	00354428	4/05/03	\$ 1 158 21	3/26/03
017020	Fleming Hawaii	519489	N/A	085853-HW	00354429	4/05/03	\$ 281 06	3/26/03
017020	Fleming Hawaii	523428	N/A	103359-HW	00354430	4/05/03	\$ 3 303 74	3/26/03
017085	Fleming - Lafayette	522692	N/A	819317-LF	00354432	4/05/03	\$ 2 857 71	3/26/03
017085	Fleming Lafayette	523338	N/A	824913-LF	00354433	4/05/03	\$ 3 150 78	3/26/03
017085	Fleming Lafayette	518230	N/A	785933 LF	00354434	4/05/03	\$ 8 879 85	3/26/03
014245	Core Mark Hayward # 7	520757	N/A	71205540	00355239	4/06/03	\$ 3 193 78	3/27/03
016710	Fleming - Phoenix	518571	N/A	490617-PX	00355297	4/06/03	\$ 230 72	3/27/03
016710	Fleming Phoenix	519807	N/A	499680-PX	00355298	4/06/03	\$ 467 10	3/27/03
016710	Fleming Phoenix	519797	N/A	499682 PX	00355299	4/06/03	\$ 7 556 61	3/27/03
016720	Fleming Salt Lake City	506144	N/A	367829 SL	00355300	4/06/03	\$ 1,048 32	3/27/03
016720	Fleming Salt Lake City	518370	N/A	489399 SL	00355301	4/06/03	\$ 2 739 54	3/27/03
016805	Fleming Lubbock	518546	N/A	524030 LU	00355295	4/06/03	\$ 11,203 27	3/27/03
016820	Fleming South Haven	518573	N/A	885243-ME	00355302	4/06/03	\$ 7,262 04	3/27/03
016990	Fleming Gateway / Altoona	523123	N/A	143 003747	00355294	4/06/03	\$ 5,628 50	3/27/03
017000	Fleming Gateway / Minneapolis	522337	N/A	710643	00355296	4/06/03	\$ 1 530 60	3/27/03
017010	Fleming - Godfrey / Milwaukee	522685	N/A	34916	00355303	4/06/03	\$ 10,819 12	3/27/03
017020	Fleming Hawaii	519933	N/A	085768 HW	00355293	4/06/03	\$ 1 716 75	3/27/03
014230	Core Mark - Bakersfield # 23	520766	N/A	230739160	00356015	4/07/03	\$ 1 559 13	3/28/03
014270	Core Mark - Sacramento # 16	520756	N/A	161522160	00356017	4/07/03	\$ 6 830 62	3/28/03
014295	Core Mark Fort Worth # 75	522258	N/A	750349100	00356016	4/07/03	\$ 5 175 29	3/28/03
016665	Fleming Sacramento	523644	N/A	121983-SC	00356082	4/07/03	\$ 4 088 28	3/28/03
016665	Fleming Sacramento	521847	N/A	104252-SC	00356083	4/07/03	\$ 684 58	3/28/03
016695	Fleming - Fresno	523643	N/A	378110-FS	00356071	4/07/03	\$ 1 115 40	3/28/03
016695	Fleming - Fresno	523642	N/A	378111 FS	00356072	4/07/03	\$ 381 94	3/28/03
016695	Fleming - Fresno	522343	N/A	365684-FS	00356073	4/07/03	\$ 1,983 46	3/28/03
016695	Fleming - Fresno	522239	N/A	365690-FS	00356075	4/07/03	\$ 808 08	3/28/03
016710	Fleming - Phoenix	522504	N/A	518513-PX	00356081	4/07/03	\$ 2,889 42	3/28/03
016720	Fleming - Salt Lake City	524282	N/A	548273-SL	00356084	4/07/03	\$ 2,559 48	3/28/03
016755	Fleming - Garland	522352	N/A	450585-GA	00356076	4/07/03	\$ 994 00	3/28/03
016755	Fleming Garland	522351	N/A	450586-GA	00356077	4/07/03	\$ 10 137 24	3/28/03
016755	Fleming - Garland	518219	N/A	392055-GA	00356078	4/07/03	\$ 14 945 89	3/28/03
017005	Fleming - Gateway / Twin Ports	522523	N/A	710642	00356079	4/07/03	\$ 1 603 70	3/28/03
017060	Fleming - Marshfield / Hub City	521628	N/A	50 0062200	00356080	4/07/03	\$ 4 769 01	3/28/03
031040	Fleming Geneva & Montgomery	524471	N/A	635428 GE	00356070	4/07/03	\$ 10,226 07	3/28/03
Total							\$ 500,959 10	

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

PRelly@FinkGold.com

September 11, 2003

BMC Corporation
Att Fleming Bankruptcy
1330 East Franklin Avenue
El Segundo, Ca 90245

Re Fleming Companies, Inc
Case Nos 03-10945 (MFW)

Dear Sir or Madam

Enclosed please find an original and copy of proof of claim of Morningstar
Foods, Inc Please return a stamped copy in the enclosed self-addressed envelope

Thank your for your courtesies in this matter

Very truly yours,



PETER L REILLY

Encls

Benjamin Finkel (1905-1986)

Harvey L Goldstein

Harold S Berzow

Neal M Rosenbloom

Kevin J. Nash

Charles Fischer

J. Ted Donovan

Counsel

Arthur A. Hirschler

Peter L. Reilly
