


United States Bankruptcy Court District of Delaware		PROOF OF CLAIM
Name of Debtor Fleming Foods Management Co L L C	Case Number 03-10954	This Space Is for Court Use Only
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) Brothers Trading Company, Inc	<input type="checkbox"/> 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 <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	
Name and address where notices should be sent McCarter & English, LLP Attn William D Wallach Esq Four Gateway Center 100 Mulberry Street Newark, New Jersey 07102-4096	Telephone number (973) 622-4444	
Account or other number by which creditor identifies debtor None	Check here <input type="checkbox"/> replaces If this claim <input type="checkbox"/> amends a previously filed claim dated _____	
1 Basis for Claim <input checked="" type="checkbox"/> Goods Sold <input type="checkbox"/> Retiree benefits as defined in 11 U S C § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Wages salaries and compensation (fill out below) <input type="checkbox"/> Money loaned Your SS # _____ <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes Unpaid compensation for services performed <input type="checkbox"/> Other _____ from _____ to _____ (date) (date)		
2 Date debt was incurred See Attached	3 If court judgment, date obtained N/A	
4 Total Amount of Claim at Time Case Filed At least <u>\$925,382.73</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____	6 Unsecured Priority Claim <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ <u>Currently Unknown</u> Specify the priority of the claim <input type="checkbox"/> Wages salaries commissions (up to \$4 000) * earned within 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) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U S C § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child - 11 U S C § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U S C § 507(a)(8) <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U S C § 507(a)(1)	
7 Credits The amount of all payments on this claim has been credited and deducted for the Purpose of making this proof of claim 8 Supporting Documents Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available, explain If the documents are voluminous, attach a summary 9 Date-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		This Space Is for Court Use Only FILED SEP 12 2003 BMC Fleming Companies Claim  11986
Date September 11 2003	Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) McCarter & English LLP <div style="text-align: center;">  William D Wallach, A Member of the Firm </div>	

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

FLEMING COMPANIES, INC , *et al* ,

Debtors

Chapter 11
03-10945 (MFW)
(Jointly Administered)

Case No 03-10954 (MFW)

ATTACHMENT TO PROOF OF CLAIM OF
BROTHERS TRADING COMPANY, INC

1 The undersigned, having offices at Four Gateway Center, 100 Mulberry Street, Newark, New Jersey 07102, are attorneys for Brothers Trading Company, Inc , d/b/a/ Victory Wholesale Grocers (“VWG”), and are authorized to submit this Attachment to VWG’s Proof of Claim

2 The post office address to which all notices should be mailed is as follows

McCarter & English, LLP
Four Gateway Center
100 Mulberry Street
Newark, NJ 07102
Attn William D Wallach, Esq

3 In the ordinary course of business between VWG and the affiliated Fleming debtor entities that are party to the within consolidated bankruptcy case (each a “Debtor Entity” and collectively, the “Debtor Entities”), VWG received orders for goods from numerous Debtor Entities operating under numerous trade names Upon information and belief, frequently orders would be received from one Debtor Entity with a request that the goods requested be shipped to,

or provided on behalf of, a different Debtor Entity. Such instructions from the Debtor Entities often also included a request that the bill for the requested goods be forwarded to a particular Debtor Entity for payment, which Debtor Entity may or may not have been the Debtor Entity that placed the order or received such Goods and Services. In this regard, certain Debtor Entities acted as the agents of other Debtor Entities in ordering and obtaining goods from VWG.

4 Each Debtor Entity has been unjustly enriched to the extent it used or received the benefit of the use of goods provided to other Debtor Entities. Additionally, principles of agency, piercing the corporate veil, and the like may apply to the Debtor Entities in connection with the amounts due and owing to VWG. Accordingly, Fleming Foods Management Co. L.L.C. (the "Debtor") may be liable to VWG for up to the full amount of the monies owed in connection with the goods provided to the Debtor Entities by VWG, and VWG reserves all of its rights in this regard.

5 The total amount of VWG's claim against the Debtor is \$925,382.73. The total claim assumes this Debtor has liability for all matters set forth herein. Should certain matters be found to be inapplicable to this Debtor, the amount of this claim will be reduced. It is not VWG's intention to interpose duplicative claims, but to preserve its rights and remedies against all responsible Debtor Entities for the claims set forth herein.

6 A schedule of the unpaid invoices is attached hereto as Exhibit A. The invoices and related records referenced in Exhibit A are too voluminous to attach hereto. Copies of such documents may be obtained from counsel at the address set forth above.

7 On April 10, 2003, VWG demanded reclamation of certain goods in the amount of 24,222.96 pursuant to Section 2-702 of the Uniform Commercial Code and section 546(c) of the Bankruptcy Code. A true copy of the reclamation demand is attached hereto as Exhibit B.

The subject goods were sold in the ordinary course of business and, upon information and belief, the Debtor Entities were insolvent when they received the goods

8 On April 1, 2003, the Debtor Entities filed for protection under Chapter 11 of the Bankruptcy Code

9 On April 29, 2003, the Bankruptcy Court entered an Order Establishing a Procedure for Treatment of Reclamation Claims which permits the Debtor Entities to refuse all reclamation demands, establishes a procedure for the review of reclamation demands and provides, inter alia, that valid reclamation claims will be treated in accordance with 11 U S C § 546(c)

10 Accordingly, \$24,222 96 of VWG's unsecured claim may be entitled to administrative priority pursuant to 11 U S C § 503(b)

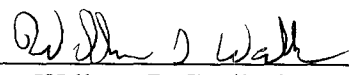
11 No note or other negotiable instrument has been received for the above claims

12 All payments made in connection with the above obligations have been deducted from the amount claimed The Debtor Entities will be provided with credit for any payment received in the future, from any source, on account of the above obligations

13 No judgment has been rendered on these obligations

14 VWG hereby reserves its right to amend its Proof of Claim and/or this Attachment for purposes of amending amounts due or re-classifying the character of the claims (i e oversecured, undersecured, priority, etc)

McCARTER & ENGLISH, LLP
Attorneys for Brothers Trading Company, Inc

By 
William D Wallach
A Member of the Firm

Dated September 11, 2003

EXHIBIT A

Fleming Order #	Invoice #	Date	Amount
92-0766080	814519	2/17/03	59,543 64
92-0765070	814521	2/17/03	12,736 08
92-0768010	817045	2/28/03	11,512 44
92-0769160	819132	3/11/03	8,700 24
44-1704050	818447	3/6/03	4,441 92
44-1705630	818456	3/6/03	2,108 40
44-1704040	818960	3/10/03	8 476 32
44-1707460	820046	3/14/03	93,560 54
44-1707490	820047	3/14/03	3,144 48
44-1707480	820124	3/14/03	1,272 60
44-1707470	820125	3/14/03	4,493 30
35-2207560	818582	3/7/03	1,509 12
35-2205450	817459	2/28/03	5,902 56
35-2207550	819601	3/12/03	6,136 08
35-2209770	821054	3/19/03	1,544 88
7-1204160	820033	3/14/03	46,794 20
7-1204150	820034	3/14/03	55,178 41
65-1142110	818656	3/7/03	734 16
65-1142830	821322	3/20/03	4,884 48
65-1142820	821323	3/20/03	2,552 64
65-1144090	821324	3/20/03	4,794 60
65-1145310	821325	3/20/03	2,825 64
16-1520080	820393	3/17/03	71,255 03
71-1045580	820309	3/17/03	2,687 28
660721	819413	3/11/03	5,981 64
660720	819414	3/11/03	3,073 08
660744	819415	3/11/03	3,605 88
660749	819416	3/11/03	1,550 52
660725	819417	3/11/03	3,522 96
660749	819418	3/11/03	5,678 64
681055	820626	3/18/03	2,344 32
681062	820627	3/18/03	46,034 64
681064	820628	3/18/03	4,856 64
681073	820629	3/18/03	898 80
681074	820630	3/18/03	3,803 64
681076	820631	3/18/03	9,919 68
681077	820632	3/18/03	5,006 40
048769	815816	2/24/03	50,619 52
048778	815817	2/24/03	11,969 76
114523	820278	3/14/03	10,337 40
114503	820279	3/14/03	6,396 72
114501	820280	3/14/03	933 36
114502	820281	3/14/03	1,137 12
114529	820282	3/14/03	6,181 92
114507	820283	3/14/03	1,789 44
114506	820284	3/14/03	2,314 20
704545	818111	3/5/03	7,338 60
704546	818112	3/5/03	4,170 24
706536	820418	3/17/03	17,841 84

Fleming Order #	Invoice #	Date	Amount
504824	817696	3/4/03	2,257 80
504829	817699	3/4/03	4,072 08
532700	818004	3/5/03	1,370 64
532717	818005	3/5/03	3,407 76
532719	818006	3/5/03	4,664 64
403251	818342	3/6/03	6,475 92
403250	818343	3/6/03	979 20
403232	818344	3/6/03	3,940 20
403254	818345	3/6/03	5,045 04
403236	818346	3/6/03	2,228 40
434281	819054	3/10/03	7,326 00
434290	819830	3/13/03	2,920 36
434288	819831	3/13/03	43,903 44
434291	819832	3/13/03	20,517 60
434260	820290	3/14/03	7,375 32
434263	820291	3/14/03	9,119 04
434261	820292	3/14/03	13,277 52
434264	820293	3/14/03	7,806 24
464712	820857	3/18/03	5,878 80
464713	820858	3/18/03	1,824 00
434266	820859	3/18/03	16,520 16
464712	820857	3/18/03	5,878 80
464713	820858	3/18/03	1,824 00
434266	820859	3/18/03	16,520 16
22-0181122	0332572-IN	4/7/03	40,450 30
22-0181133	0332831-IN	5/22/03	107 04
22-0181134	0333556-IN	4/1/03	1,263 36
22-0681119	0333857-IN	4/3/03	1,209 00
22-0161143	0333620-IN	4/2/03	3,734 17
	0805164	1/21/03	5,494 56
	0810550	3/25/03	9,464 04
	0811747	3/25/03	12,683 88
	0815564	3/25/03	1,808 64
	0815565	3/25/03	1,824 09
	0816756	3/25/03	1,451 64
	0816758	3/25/03	3,000 00
	0792188	12/9/02	1,915 20
	0804515	1/27/03	1,466 32
	0814887	3/25/03	1,728 96
	0812380	3/25/03	5,265 36
	0815721	3/25/03	1,306 08
22-0071153	0334011-IN	4/21/03	3,734 17

EXHIBIT B



Victory Wholesale Grocers

April 10, 2003

VIA FACSIMILE (972)906-1530
AND FEDERAL EXPRESS

Mark D Shapiro
Chief Financial Officer
Fleming Companies, Inc
1945 Lakepointe Drive
Lewisville, TX 75057

Re Reclamation Demand

Dear Mr Shapiro

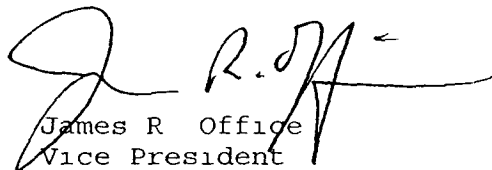
We recently sold Fleming Companies product on your order numbers 464712, 464713 and 434266 (copy of our invoices enclosed) and delivered to you on March 28, 2003 (copy of proof of delivery enclosed)

Pursuant to Sections 1302 71, Ohio Revised Code, and 546(c) of Title 11, United States Code, and by virtue of Fleming Companies insolvency, demand is hereby made for segregation, reclamation and return of the goods which are listed on the enclosed invoices and total \$24,222 96

We appreciate and value Fleming Companies as a customer and hope we can continue to do business in the future

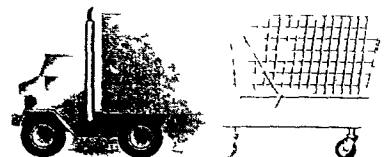
Please contact me immediately to make arrangements to pick up the reclaimed goods If you have any questions regarding this matter, please call me

Very truly yours,



James R Office
Vice President
and General Counsel

Enclosures





Division of Brothers Trading Company, Inc
 Correspond To P O Box 216 • Springboro Ohio 45066
 Any Questions Concerning This Invoice Please Call Our
 Office at (937) 746-1010 or Fax (937) 746-2203

INVOICE

Victory Wholesale Grocers

INVOICE DATE	INVOICE NUMBER
03/18/03	820857

Remit To P O Box 73837 * Cleveland Ohio 44193-0361 * (937) 746-1010

PLEASE PAY BY INVOICE

Correspondence Address P O Box 216 • Springboro OH 45066-0216

ANY QUESTIONS CONCERNING THIS INVOICE PLEASE CALL OUR OFFICE AT 937 746 1010 OR FAX AT 937 746 2203

SOLD TO

CUST # 905
 CTP/SACRAMENTO GMD
 FLEMING INC
 P O BOX 268864
 OKLAHOMA CITY, OK 73126-8864

SHIP TO

FLEMING FOODS
 8301 FRUIT RIDGE
 SACRAMENTO, CA 95826

YOUR ORDER NO.	SALESMAN	OUR ORDER NO.	SHIPPED VIA	NO. OF PCS.	TERMS
464712	NANCY H	454208-6	GST CORP	000143	NET 15

CASES		ITEM NUMBER	DESCRIPTION	UNITS	UNIT PRICE	AMOUNT
ORDERED	SHIPPED					
9	9	21277 20	24/ 0 50 OZ B & L ALL CLEAR RELIEVER REG	18 DZ	31 20	561 60
4	4	21277 15	24/ 4 00 OZ B & L EYE WASH 620252	8 DZ	32 16	257 28
25	25	21277 06	24/ 12 00 OZ B & L SALINE SOL-SENS 620107	50 DZ	24 60	1 230 00
18	18	21277 25	24/ 12 00 OZ B & L SEN EYE PLUS SAL SOL	36 DZ	24 60	885 60
5	5	21277 31	24/ 12 00 OZ B&L RENU MULTI PLUS	10 DZ	76 44	764 40
7	7	21318 94	36/ 4 00 OZ BOSTON ADVANCE CONTACT SOL	21 DZ	86 28	1 811 88
					SUB TOTAL	5 878 80
					SALES TAX	0 00
THANK YOU FOR YOUR ORDER					TOTAL	5 878 80



Victory Wholesale Grocers

Division of Brothers Trading Company, Inc
Correspond To P O Box 216 • Springboro Ohio 45066
Any Questions Concerning This Invoice Please Call Our
Office at(937) 746-1010 or Fax (937) 746-2203

INVOICE

INVOICE DATE	INVOICE NUMBER
03/18/03	820858

Remit To P O Box 73837 * Cleveland Ohio 44193-0361 * (937) 746-1010

Correspondence Address P O Box 216 • Springboro OH 45066-0216

PLEASE PAY BY INVOICE

ANY QUESTIONS CONCERNING THIS INVOICE PLEASE CALL OUR OFFICE AT 937 746 1010 OR FAX AT 937 746 2203

SOLD TO

CUST # 905
CTP/SACRAMENTO GMD
FLEMING INC
P O BOX 268864
OKLAHOMA CITY, OK 73126-8864

SHIPP TO

FLEMING FOODS
8301 FRUIT RIDGE
SACRAMENTO, CA 95826

YOUR ORDER NO.	SALESMAN	OUR ORDER NO.	SHIPPED VIA	NO. OF PCS.	TERMS
464713	NANCY H	454208-7	GSI CORP	000068	NET 15

CASES		ITEM NUMBER	DESCRIPTION	UNITS	UNIT PRICE	AMOUNT
ORDERED	SHIPPED					
15	15	21248 56	24/ 4 00 OZ BRYLCREEM POWER GEL	30 DZ	19 32	579 60
10	10	21232 44	24/ 3 00 OZ LECTRIC SHAVE-REGULAR	20 DZ	20 16	403 20
18	18	21232 42	12/ 7 00 OZ LECTRIC SHAVE-REGULAR	18 DZ	42 60	766 80

SUB TOTAL 1 824 00
SALFS TAX 0 00

THANK YOU FOR YOUR ORDER

TOTAL 1 824 00



Victory Wholesale Grocers

Division of Brothers Trading Company, Inc
Correspond To P O Box 216 • Springboro Ohio 45066
Any Questions Concerning This Invoice Please Call Our
Office at(937) 746 1010 or Fax (937) 746-2203

INVOICE

INVOICE DATE	INVOICE NUMBER
03/18/03	820859

Remit To P O Box 73837 * Cleveland Ohio 44193-0361 * (937) 746-1010

Correspondence Address PO Box 216 • Springboro OH 45066-0216

PLEASE PAY BY INVOICE

ANY QUESTIONS CONCERNING THIS INVOICE PLEASE CALL OUR OFFICE AT 937 746 1010 OR FAX AT 937 746 2203

SOLD TO

COST # 905
CTP/SACRAMENTO GMD
FLEMING INC
P O BOX 268864
OKLAHOMA CITY OK 73126-8864

SHIP TO

FLEMING FOODS
8301 FRUIT RIDGE
SACRAMENTO, CA 95826

YOUR ORDER NO.	SALESMAN	OUR ORDER NO.	SHIPPED VIA	NO. OF PCS.	TERMS
434266	NANCY H	454208-8	GSI CORP	000378	NET 15

CASES		ITEM NUMBER	DESCRIPTION	UNITS	UNIT PRICE	AMOUNT
ORDERED	SHIPPED					
48	48	21339 91	24/ 24 00 CT EXCEDRIN EXTRA STRENGTH CAPLET	96 DZ	29 40	2 822 40
14	14	21339 70	36/100 00 CT EXCEDRIN TABLET	42 DZ	84 12	3 533 04
50	50	21339 77	24/ 24 00 CT EXCEDRIN PM TABLET	100 DZ	35 16	3 516 00
10	10	21025 43	24/130 00 CT BUFFERIN TAB	20 DZ	64 68	1 293 60
40	40	21164 80	36/ 0 50 OZ 4 WAY NASAL SPRAY-FAST ACTING	120 DZ	34 80	4 176 00

SUB-TOTAL	16 520 16
SALES TAX	0 00

THANK YOU FOR YOUR ORDER

TOTAL	16 520 16
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DATE: 03/31/03
ATTN RICK TORMEY
GST, INC.

FROM: YVONNE
TONY'S EXPRESS
4239 POCK LANE
STOCKTON, CA 95206
PHONE (209) 234-1000
FAX 209 234-2044
E-MAIL Yvonne@TonysExpress.com

JW 4/1

BOL# 661005
PO# 434266
LOAD# 2470065

FOR YOUR INFORMATION

SHORT 1 CASE ITEM# 00058

Corporate Office
10613 Jasmine St
Fontana, CA 92337
909-427-8700
www.TonysExpress.com

No California
4239 Pock Lane
Stockton, CA 95205
209-234-1000



Serving California
Since 1954
Better than the Best
LCC MC-150061
CA 19599

DATE 3/24/03
PRO LABEL NUMBER 1588153

CONSIGNEE CUSTOMER NUMBER 3465
PO NUMBER 434266
CUSTOMER NUMBER 38322
PO NUMBER 661005



RECEIVED BY
FLEMING COMPANY
8301 FRUITRIDGE ROAD
CALL 4 APPT/NO THURS DEL
SACRAMENTO, CA 95826
916-381-9255

SHIPPER

GST, INC / VICTORY WHSLE
4239 POCK LANE
POOL DIST C/O TONY'S EXP
STOCKTON, CA 95205
800-789-9005

DELIVERY TERM. YBS
ROUT STN

NO. OF PIECES	H/M	DESCRIPTION OF COMMODITIES	WEIGHT IN LBS.	RATE	CHARGES
273		FREIGHT ALL KINDS RAD 03/25/03-03/27/03 LOAD NUMBER 2470065 INBOUND TRAILER NUMBER NCUU 688762 ***** PO# 434266 162 CASES PO# 464712 68 CASES PO# 464713 43 CASES ***** PALLET EXCHANGE REQUIRED -- * TOTALS * -- 68 0% DISC ON FREIGHT CHARGES ONLY 4 0% FUEL SURCHARGE	2167		
273			2167	300	

CARRIER COPY

DUE CARRIER B L
00 L
DUE TONY'S EXPRESS 00 O
GST CORPORATION
8295 TOURNAMENT DRIVE
ATTENTION FREIGHT PAYMENT
MEMPHIS, TN 38125

RECEIVED BY CONSIGNEE (SIGN & PRINT NAME BELOW)
X RECEIVED WITHOUT ORDER EXCEPT AS NOTED
PRINT NAME
GUEMAN

NO OF PCS RECEIVED
272
EXCEPTIONS

DATE 3/29/03
IN TIME
DRIVER

CARRIER TERMS NET 10 DAYS
CUSTOMER NO 38323

HP LaserJet 3200se



HP LASERJET 3200

APR 10 2003 12 37PM

Fax Call Report

Job	Date	Time	Type	Identification	Duration	Pages	Result
886	4/10/2003	12 30 46PM	Send	19729061530	6 12	5	OK

400 Victory Dr PO Box 218 Springfield OH 45066-0218 900 824 5899 Ohio VATS 800 621 6130 937 748 1010 www.vwmg.com

Enclosures

James R. Ollig
Vice President
and General Counsel

Very truly yours

Please contact me immediately to make arrangements to pick up the reclaimed goods. If you have any questions regarding this matter please call me.

We appreciate and value Fleming Companies as a customer and hope we can continue to do business in the future.

enclosed invoices and total \$24,222.96

reclamation and return of the goods which are listed on the Companies Insolvency demand is hereby made for segregation pursuant to Sections 1307, 1302, 1301 Ohio Revised Code and 546(c) of Title 11 United States Code and by virtue of Fleming Companies Insolvency demand is hereby made for segregation and delivered to you on March 28, 2003 (copy of proof of delivery numbers 464712, 464713 and 434266 (copy of our invoices enclosed) enclosed).

We recently sold Fleming Companies product on your order.

Dear Mr. Shapiro:

Re: Reclamation Demand

Mark D. Shapiro
Chief Financial Officer
Fleming Companies Inc.
1945 Lakepointe Drive
Levittown, TX 75057

VIA FACSIMILE (972) 906 1530
AND FEDERAL EXPRESS

April 10 2003

Victory Wholesale Grocers
VWVG

HP LaserJet 3200se



HP LASERJET 3200

APR 10 2003 12 37PM

Fax Call Report

Job	Date	Time	Type	Identification	Duration	Pages	Result
886	4/10/2003	12 30 46PM	Send	19729061530	6 12	5	OK

400 Victory Dr PO Box 216 Springfield OH 45506-0216 800 824 5899 Chgo WATS 800 621 6130 837748 1010 www.vwg.com

Enclosure:

James R. Shaprio
Office President
and General Counsel

Very truly yours

Please contact me immediately to make arrangements to pick up the reclaimed goods if you have any questions regarding this matter please call me

We appreciate and value Fleming Companies as a customer and hope we can continue to do business in the future

enclosed invoices and total \$24 222 96

reclamation and return of the goods which are listed on the enclosed invoices and by virtue of Fleming Companies Insolvency demand is hereby made for segregation of Title II United States Code and by virtue of Fleming of Title II United States Code and 546(c) pursuant to Sections 1302 71 Ohio Revised Code and 546(c) enclosed)

We recently sold Fleming Companies product on your order numbers 464717 464713 and 434266 (copy of our invoices enclosed) and delivered to you on March 28 2003 (copy of proof of delivery enclosed)

Dear Mr. Shapiro

Re Reclamation Demand

Mark D. Shaprio
Chief Financial Officer
Fleming Companies Inc
1945 Lakepointe Drive
Lewistown PA 17047

VIA FACSIMILE (972) 906 1530
AND FEDERAL EXPRESS

April 10 2003

Victory Wholesale Grocers
VWG