

Schedule 4.16(a) - Seller Benefit Plans

See attached.

FLEMING BENEFIT PROGRAMS NON-UNION

Company Provided or Subsidized:

Basic Life Insurance:

After a 4 month waiting period, each full-time associate is provided with term life insurance equal to 1 ½ times base salary. The amount is adjusted each January 1. Provided at no cost to associate.

Business Travel Accident:

Benefit is effective on the first day of work and provides accidental death & dismemberment insurance for claims arising while traveling on company business. The coverage is equal to 5 times base pay to a maximum of \$250,000 and a minimum of \$100,000. Provided at no cost to associate.

Weekly Income Insurance (for hourly associates):

After a 4 month waiting period, each associate is covered with weekly income insurance. The benefit provides for 66 2/3% of base pay beginning on the 21st day of disability. The benefit ends on the 180th day of disability. Provided at no cost to associate.

Salary Continuance (for salaried associates):

After a 4-month waiting period, each salaried associate is eligible to receive salary continuation for up to 6 months in the event of disability. The benefit is self-funded by Fleming. Provided at no cost to associate.

Long Term Disability (for hourly and salaried associates):

After a 4 month waiting period, each hourly and salaried associate is covered for long term disability. After a 6 month qualifying period the associate is eligible to receive 60% of base pay in the event of disability. The benefit is integrated with primary and family social security benefits. Benefit ceases at age 65. Provided at no cost to associate.

FLEMING BENEFIT PROGRAMS
(continued)

Health Benefits:

Eligibility: Full-time associates are eligible for coverage after a 4 month waiting period.

Plan Highlights:

Health Coverage

Benefit	Network	Non-Network
Deductible		
Individual	\$500	\$500
Family	\$1,500	\$1,500
Maximum Out-of-Pocket		
Individual	\$2,500	\$2,500
Family	\$7,500	\$7500
Lifetime Maximum	Unlimited	Unlimited
Payments after Deductible		
Physician's Services	90%	60%
Hospital Services	90%	60%
Ambulatory Surgical Center	90%	60%
Equipment Provider Services	90%	60%
Home Health Care	90%	60%
Hospice Care	90%	60%
Physical Therapy	90%	60%
Rehabilitation	90%	60%
Skilled Nursing Facility Care	90%	60%
All Other Covered Expenses	90%	60%

Prescription Drug

	Generic	Preferred Brand	Non-preferred Brand
Co-Pay	\$5	\$25	\$40

FLEMING BENEFIT PROGRAMS
(continued)

Dental Coverage

Benefit	Preventive	Restorative	Major	Orthodontia
Deductible				
Individual	\$0	\$50	\$50	\$0
Family	\$0	\$150	\$150	\$0
Coinsurance				
Associate Pays	0%	20%	50%	50%
Plan Pays	100%	80%	50%	50%
Maximum	\$1,500 Annual			\$1,500 Lifetime

2003 Associate Contributions for Health & Welfare

Salary	Weekly Contribution
Less than \$30,000	
Associate	10.65
Associate & Child(ren)	19.32
Associate & Spouse	21.15
Associate & Family	33.54
\$30, through \$60,000	
Associate	14.20
Associate & Child(ren)	25.75
Associate & Spouse	28.21
Associate & Family	44.73
Greater than \$60,000	
Associate	21.30
Associate & Child(ren)	38.64
Associate & Spouse	42.30
Associate & Family	67.08

Flexible Spending Account:

Health:

- Associates may defer from \$100 to \$5,000 per year into the account
- FSA may be used for most health care expenses not reimbursed by any medical, dental or vision plan

Dependent Care:

- Associate may defer from \$120 to \$5,000 per year, per family
 - Account may be used for most dependent care expenses that enable the associate to work
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FLEMING BENEFIT PROGRAMS
(continued)

Retirement Plans:

Fleming Matching 401(k) Plan:

Eligibility:

- Must be at least age 21
- 3 months continuous full-time service or 12 months of service working 1,000 hours
- Collective Bargaining Agreement must provide for participation

Access to Account:

- Loans
- Hardship Withdrawals
- Payment when associate leaves
- Automatically vested in associate contributions
- Vested in Fleming's contributions after 5 years of service

Matching Formula:

- 100% match on the first 2% contributed by associate
- .25% on the next 4% contributed by the associate
- Maximum company match of 3%

NOTE:

Fleming also sponsors a non-matching 401(k) plan for bargaining unit associates who have not negotiated for the matching plan.

FLEMING BENEFIT PROGRAMS (continued)

Retirement Plan (for associates hired after 1/1/02)

- Additional Retirement Contribution into the associate's 401(k) based upon years of service with the company
 - 1 – 7 Years 1.0% of Base Pay
 - 8 – 15 2.0%
 - 16 – 23 3.0%
 - 24 & up 4.0%
 - Not eligible for pension plan participation
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Retirement Plan (for associates hired before 1/1/02)

In 2001 pension plan participants were given the choice of staying in the pension plan and continuing to accrue benefits, or opting out of the plan in favor of the new plan that provides for a Retirement Contribution into their 401(k) account based upon years of service (described above). Associates opting out of the pension plan have their pension benefit frozen as of 12/31/01. Associates choosing to stay in the pension plan will continue to accrue benefits under the plan.

Pension Formula:

0.5% of Final Average Earnings
Multiplied by
Years of Benefit Service
Plus
0.5% of Final Average Earnings
Above Covered Compensation
Multiplied by
Years of Benefit Service
(Maximum Overall Service is 35 Years)

Final Average Earnings:

The monthly average of pay for the five highest paid consecutive calendar years of the participant's last ten calendar years of service.

Vesting:

100% after 5 years of credited service

Early Retirement:

Associate may retire early with a reduced benefit if they are age 55 with 10 years of credited service with the company.

FLEMING BENEFIT PROGRAMS

(continued)

Early Retirement Reduction:

Benefit is reduced 6% for every year the associate receives a benefit prior to age 62.

Pre-Medicare Retiree Medical:

Eligibility:

- Age 55
- 10 years of service with the company
- Covered under the company medical program at time of retirement

Highlights:

- Deductible \$500 per person
- Co-insurance 80% of covered medical expenses
- Maximum out of pocket \$2,000 per individual; \$4,000 per family
- No dental coverage available

Funding:

- Associate pays 100% of the cost between age 55 and age 62
 - At 62 the company credits \$50 for every year of service (maximum 30 years) toward the cost of the plan
 - Coverage ends at age 65 or until eligible for Medicare, if earlier
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Voluntary Benefits:

Vision:

- Plan offered through VSP
 - \$10 co-pay for exam
 - \$25 co-pay for materials for in-network providers
 - Coverage is 100% for basic service
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Supplemental Life Insurance:

- Optional supplemental term life coverage
- \$10,000 increments to 5 times base pay
- \$500,000 maximum
- Plan is age rated.

FLEMING BENEFIT PROGRAMS
(continued)

Dependent Life Insurance:

- Optional dependent term life coverage
 - \$10,000 spouse/\$5,000 per child, or
 - \$20,000 spouse/\$10,000 per child
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Personal Accident Insurance:

- 24 hour coverage for associate and/or family
 - Coverage from \$25,000 to \$400,000 not to exceed 10 times base salary
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Other Benefits:

Sick Leave (for hourly associates):

- After 4 months 1 day per month (first year)
 - 1 – 4 years 7 days per year + 24 discretionary hours
 - 5 – 9 years 9 days per year + 24 discretionary hours
 - 10+ years 12 days per year + 24 discretionary hours
 - 35 days maximum accumulation
 - ½ day bonus paid annually for each day accumulated over 20 days
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FLEMING BENEFIT PROGRAMS
(continued)

Holidays:

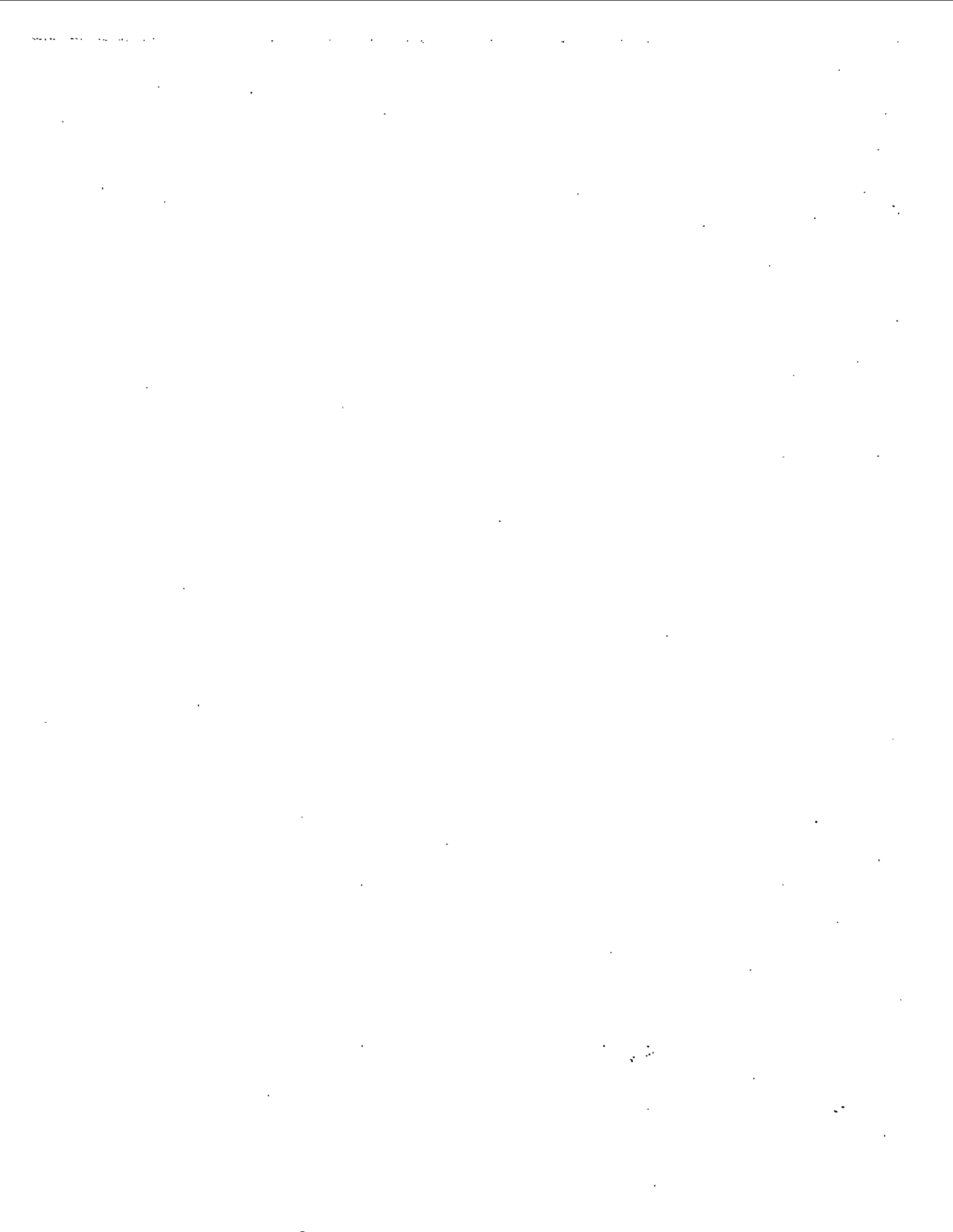
New Years Day	Memorial Day
4 th of July	Labor Day
Thanksgiving Day	Christmas Eve
Christmas Day	2 Personal Days

Vacation:

- 1 Year of Service 2 weeks
 - 6 Years of Service 3 weeks
 - 15 Years of Service 4 weeks
 - 20 Years of Service 5 weeks
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Educational Assistance (no new participants after April 1, 2003):

- Reimburses 100% tuition for approved courses (excludes fees and books)
 - Up to \$100 per credit hour
 - Up to 9 credit hours per semester
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SECTION 4.16(b)

REDACTED