

Schedule 4.16(c) - Employee Issues

1. **Collective Bargaining Agreements**

	<u>Expiration</u>	<u>Union</u>	<u>Division/Location</u>
1.	05/31/03	ILWU 17	Sacramento, CA - PCS
2.	07/31/03	IBT 997	Garland, TX - PSC
3.	10/06/03	ILWU 142	Kapolei, HI - PSC
4.	02/14/04	AFL-CIO 1771	Lincoln, NE - PSC
5.	02/28/04	IBT 150	Sacramento, CA - PCS
6.	04/30/04	BCTWIU 205	Milwaukee, WI - Crestwood Bakery
7.	04/30/04	IBT 431	Fresno, CA - PSC
8.	07/27/04	IBT	Letter of Understanding (301 Agreement)
9.	01/31/05	IBT 92	Massillon, OH - PSC
10.	03/31/05	IBT 439	Tracy, CA - PSC
11.	04/01/05	IBT 200	Milwaukee, WI - PSC Clerks
12.	04/30/05	IBT 695	LaCrosse, WI - PSC
13.	06/25/05	IBT 150	Sacramento, CA - GMD
14.	06/30/05	IBT 200	Milwaukee, WI - PSC
15.	06/30/05	IAM 510	Milwaukee, WI - PSC Garage
16.	06/30/05	IUOE 317	Milwaukee, WI - PSC Maintenance
17.	07/01/05	IBT 150	Sacramento, CA - Clerks
18.	08/05/06	IBT 696	Topeka, KS - GMD
19.	*	IBT 695	LaCrosse, WI - Janitors

* *1st contract under negotiation*

2. **Collective Bargaining Agreements Containing Successorship Language**

- (a) LaCrosse, WI (Dry Grocery Dept.)
- (b) Massillon, OH
- (c) Milwaukee, WI (Transportation and Warehouse)
- (d) Sacramento, CA (Clerks)
- (e) Topeka, KS

3. **Union Organizational Campaigns**

- (a) Kansas City, KS (Clerks – Company Defeated)

- (b) LaCrosse, WI (Drivers – Company Defeated)
- (c) LaCrosse, WI (Perishable Dept. – Company Defeated)
- (d) LaCrosse, WI (Janitors – Union Prevailed)
- (e) Lubbock, TX (Warehouse Employees – Company Defeated)
- (f) Memphis, TN (Warehouse Employees – Company Defeated)
- (g) Nashville, TN (Warehouse Employees – Company Defeated)
- (h) Northeast, MD (Warehouse Employees – Company Defeated)
- (i) Sacramento, CA (Clerks – Company Defeated)

Schedule 4.16(e) - Acceleration of Benefits

None.

Schedule 4.17 - Environmental Matters

See attached.

**Schedule 4.17
Environmental Matters**

A. Matters for which Fleming has received notice from governmental entities or third parties relating to potential liability under environmental laws:

<u>Site Name (Location)</u>	<u>Style of Case</u>	<u>Governmental Unit Name/ Docket No.</u>	<u>Governmental Unit Address</u>	<u>Date Of Notice</u>	<u>Environmental Law</u>	<u>Status</u>
East Bethel Sanitary Landfill (Anoka County, Minnesota)	None	Minnesota Pollution Control Agency ("MPCA")	William R. Gosiger, Esq. Minnesota Attorney General's Office Environmental Protection Division 445 Minnesota Street Suite 900 NCL Tower St. Paul, MN 55101-2127	June 22, 1998	Minnesota Landfill Cleanup Act ("MLCA")	No action per MLCA
Florida Petroleum Reprocessors Site (Davie, FL)	None	US Environmental Protection Agency	EPA: Rudolph C. Tanasijevich, Esq. Associate Regional Counsel United States Environmental Protection Agency, Region 4 Atlanta Federal Center 61 Forsyth Street, S.W. Atlanta, GA 30303-8960 PRP Group: Matthew P. Coghlanese, Esq. Bilzin Sumberg Dunn Baena Price & Axelrod LLP 2500 First Union Financial Center 200 South Biscayne Boulevard Miami, FL 33131-2336	May 2000	CERCLA	Pending
Fortieth Street Landfill (Phoenix, AZ)	None	Arizona Dept. of Environmental Quality	Linda J. Pollock, Esq. Assistant Attorney General Office of Arizona Attorney General 1275 West Washington Street Phoenix, AZ 85007	March 8, 1991	Arizona Environmental Quality Act	Pending (Last contact 1991)

Site Name (Location)	Style of Case	Governmental Unit Name/ Docket No.	Governmental Unit Address	Date Of Notice	Environmental Law	Status
R & H Oil Site (TX)	None	US Environmental Protection Agency	Ms. Janice Bivens Enforcement Officer Superfund Cost Recovery Section (6SF-AC) United States Environmental Protection Agency, Region 6 1445 Ross Avenue Dallas, TX 75202-2733	June 2001	CERCLA	Pending
Warden Oil Site (Minneapolis, MN)	None	MPCA	Rachel LaVelle Minnesota Pollution Control Agency 520 Lafayette Road St. Paul, MN 55155-3898	September 30, 1996	Minnesota Environmental Response and Liability Act	Pending
Waste Disposal Engineering Sanitary Landfill (MN)	None	MPCA	William R. Gosiger, Esq. Minnesota Attorney General's Office Environmental Protection Division 445 Minnesota Street Suite 900 NCL Tower St. Paul, MN 55101-2127	March 1997	MLCA	No action per MLCA
Lower Darby Creek Area Superfund Site (Delaware and Philadelphia Counties, Pennsylvania)	None	US Environmental Protection Agency	Ms. Carlyn Winter Prisk, Esq. (3HS11) U.S. Environmental Protection Agency, Region III 1650 Arch Street Philadelphia, PA 19103-2029	November 2001	CERCLA	Pending
Great Lakes Container Corp. (St. Louis, MO)	None	US Environmental Protection Agency	Denis L. Roberts Senior Assistant Regional Counsel U.S. EPA 901 N. 5 th St. Kansas City, KS 66101	July 1998	CERCLA	Pending

B. Matters for which Fleming has provided notice to governmental entities relating to releases of hazardous materials:

<u>Site Name & Location</u>	<u>Style of Case</u>	<u>Governmental Unit Name/ Docket No.</u>	<u>Governmental Unit Address</u>	<u>Date Of Notice</u>	<u>Environmental Law</u>	<u>Status</u>
Minneapolis, MN	In the matter of Fleming Companies, Inc., United States Environmental Protection Agency	US Environmental Protection Agency Docket Nos. MM-05-2002-0002; EPCRA-05-2002-0010	John H. Tielsch, Esq. Associate Regional Council Office of Regional Counsel, Region 5 United States Environmental Protection Agency 77 West Jackson Boulevard Chicago, IL 60604	January 2001	CERCLA; Emergency Planning and Community Right-to-know Act	Consent Agreement and Final order effective 4/8/03
Phoenix Division	624 S. 25 th Ave., Phoenix, AZ	State of Arizona ICU# 00-0003928	AZ Department of Environmental Quality 3003 North Central Avenue Phoenix, AZ	December 1998	U.S. EPA UST - 40 CFR 280	Remediation On Going
Former York Division	1100 N. Sherman St., York, PA	State of Pennsylvania ID# 69-60393	Pennsylvania Department of Environmental Quality 909 Elmerton Ave Harrisburg, PA 17110-8200	August 1994	U.S. EPA UST - 40 CFR 280	Remediation On Going
Lubbock (North) Division	408 E. 50 th , Lubbock, TX 79405	State of Texas LPST # 095019	Texas Natural Resource Conservation Commission P.O. Box 13087 Austin, TX 78711	February 1991	U.S. EPA UST - 40 CFR 280	Remediation On Going
North Carolina	1018 Hwy. 177 South, Warsaw, NC	State of North Carolina	North Carolina Department of Environmental & Natural Resources 127 Cardinal Drive Extension Wilmington, NC 28405	1997	U.S. EPA - 40 CFR 280	Remediation On Going
Superior Division	1 Gateway Court, Superior, WI 54880	State of Wisconsin LUST # 03-16-00783	Wisconsin Department of Commerce P.O. Box 8044 Madison, WI 53708-8044	August 1994	U.S. EPA - 40 CFR 280	Remediation On Going
Sikeston, MO	In the Matter of: Malone & Hyde, Inc. Sikeston, Missouri	USEPA, Region VII, EPCRA Docket No. VII-93E-040	Gayle Hoopes, Esq. Asst. Regional Counsel USEPA Region VII 726 Minnesota Ave. Kansas City, Kansas 66101	November 1993	CERCLA; EPCRA	Consent Agreement and Consent Order effective May 26, 1994

C. Other Environmental Matters:

Yolo County inspected the fuel system at the Sacramento PSC facility and issued the facility a notice of noncompliance related to several aspects of the system. The facility is in the process of correcting the noncompliance issues for an estimated cost of approximately \$15,000. When the repairs are complete, the facility expects Yolo County to reinspect the fuel system and withdraw the notice of violation.

Schedule 4.19(a) - Company Owned Intellectual Property

See attached.

Patents - None.

<u>Domain Name</u>	<u>Expiration</u>
Fleming.com	9/16/03
Flemingretailadvertising.com	1/17/04
Flemingfoods.com	3/5/06
Food4less.com	3/5/06
Pigglywiggly.com	1/5/04
Pignet.com	4/9/04
Visionet2.com	11/6/03
Natures-finest.com	1/24/04
Flemingecommerce.com	4/27/04
Alg-inc.com	4/10/05
Hireflemingtalent.com	3/12/04
Jubileefoods.com	1/31/05
Festivalfoods.com	5/30/06
Jamboreefoods.com	5/17/04
Superonefoods.com	5/28/08
Sentryfoods.com	12/06/03
Realtotalincome.com	7/03/05

COPYRIGHTS

<u>REGISTRATION NUMBERS</u>	<u>Date of Registration</u>	<u>COPYRIGHT TITLE</u>
TXU290894	July 28, 1987	ASSET/COMPUTER SOFTWARE PROGRAM
TXU290893	July 28, 1987	ASSET/USER'S MANUAL
2-680-653	August 7, 1989	NUTRISMART: A Guide to Healthy Eating
TXU784639	February 28, 1997	VISIONET

<u>Legal Entity</u>	<u>Mark</u>	<u>Type</u>	<u>Registration</u>
Fleming Companies, Inc.	"G"	Federal	1,272,194
Fleming Companies, Inc.	"S"	Federal	1,439,593
Fleming Companies, Inc.	40% OFF EVERYTHING	Wisconsin	
Fleming Companies, Inc.	ABSOLUTE ELEMENTS	Federal	2,710,051
Fleming Companies, Inc.	ABSOLUTE ELEMENTS	Federal	2,710,051
Fleming Companies, Inc.	ALKALIFE	Federal	2,644,427
Fleming Companies, Inc.	AMERICAN FAMILY	Federal	1,808,145
Fleming Companies, Inc.	AMERICAN FAMILY & Design	Federal	940,169
Fleming Companies, Inc.	AMERICA'S MARKET & Design	Wisconsin	
Fleming Companies, Inc.	ASSET	Federal	1,612,290
Fleming Companies, Inc.	BAKER'S BLVD.	Federal	1,732,199
Fleming Companies, Inc.	BARNABEE & Design (BARNABEE		
Fleming Companies, Inc.	JUBILEE & Design)	Federal	Pending, Serial # 76/432092
Scrivner of New York, Inc.	BELLS	Federal	1,452,642
Scrivner of New York, Inc.	BELLS AND Design	Federal	1,465,959
Fleming Companies, Inc.	BEST UP	Federal	2,255,978
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Anguilla	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Anguilla	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Antigua	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Antigua	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Argentina	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Argentina	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Aruba	18915
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Aruba	18915
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bahamas	20,674
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bahamas	20,673
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bahrain	TM/24812
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bahrain	TM/24811
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Barbados	81/12447
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Barbados	81/12446
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bolivia	79695-C
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bolivia	79697-C
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Brazil	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Brazil	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	British Virgin Islands	3354
Fleming International Ltd.	BEST YET SINCE 1893 & Design	British Virgin Islands	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	British Virgin Islands	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bulgaria	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bulgaria	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	China	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Colombia	215980
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Colombia	215981
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Costa Rica	110725
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Costa Rica	110741
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Dominica	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Dominica	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Dominican Republic	96,356
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Dominican Republic	96,352

Fleming International Ltd.	BEST YET SINCE 1893 & Design	Ecuador	DNPI-2245-99-IEPI
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Ecuador	DNPI-2246-99-IEPI
Fleming International Ltd.	BEST YET SINCE 1893 & Design	El Salvador	106 Book 99
Fleming International Ltd.	BEST YET SINCE 1893 & Design	El Salvador	105 Book 99
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,659,992
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,425,449
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,659,992
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,659,992
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,659,992
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Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,659,992
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Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,659,992
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Fleming International Ltd.	BEST YET SINCE 1893 & Design	Fiji	55/98
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	France	97/707.110
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	France	97/707.110
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Guatemala	95,150
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Guatemala	95,176
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Fleming International Ltd.	BEST YET SINCE 1893 & Design	Guyana	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Haiti	123/119
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Fleming International Ltd.	BEST YET SINCE 1893 & Design	Honduras	75115
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Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Indonesia	Pending
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Fleming International Ltd.	BEST YET SINCE 1893 & Design	Jamaica	32568
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Jamaica	32,331
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Japan	4272072
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Fleming International Ltd.	BEST YET SINCE 1893 & Design	Kuwait	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Malaysia	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Mexico	724693
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Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Montserrat	Pending
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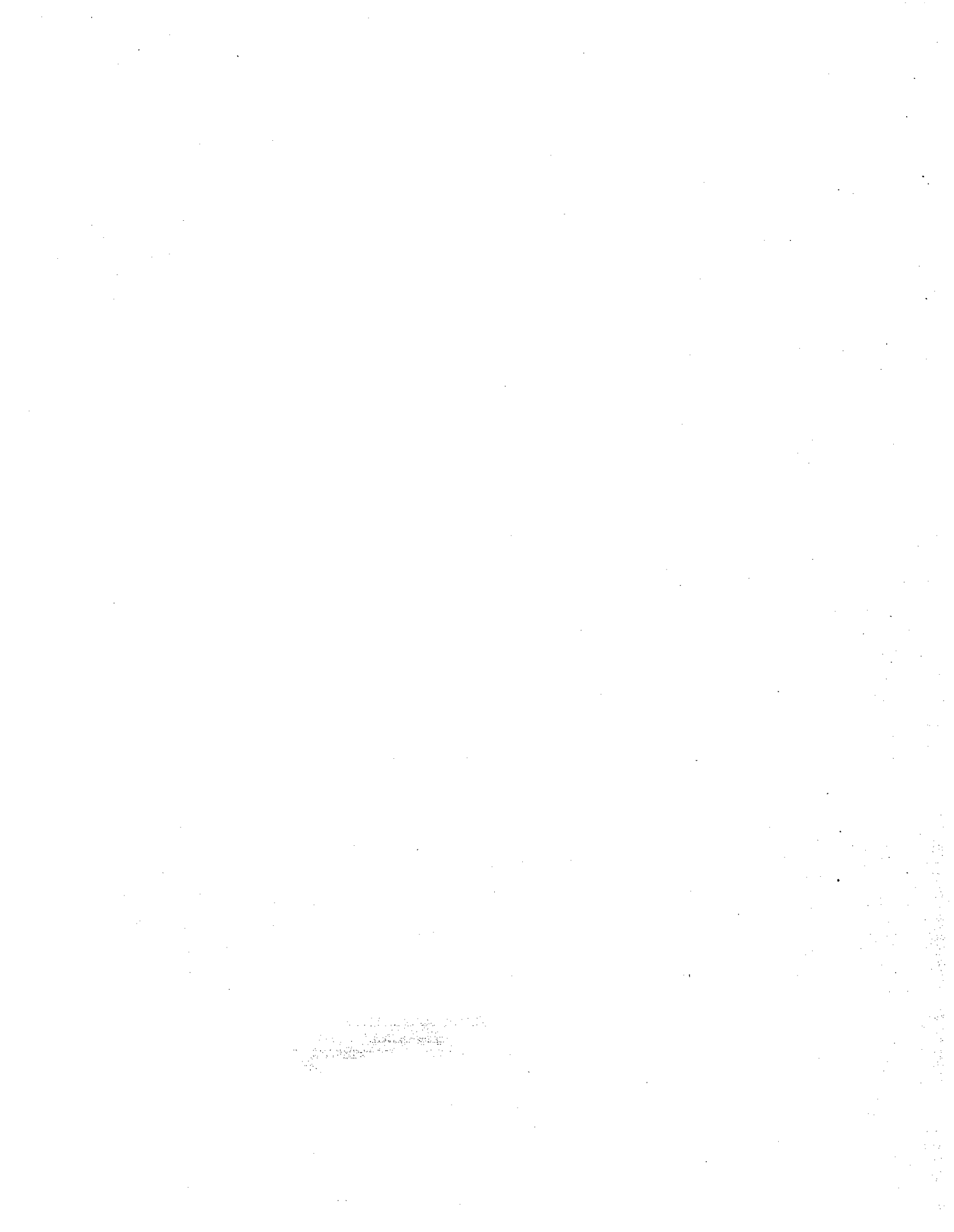
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Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	St. Lucia	9
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		St. Vincent &	
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Grenadines	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Suriname	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Suriname	16799
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Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Trinidad/Tobago	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Trinidad/Tobago	Pending
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Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Venezuela	No number assigned
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Fleming International, Ltd.	BEST YET SINCE 1893 & Design	W. Samoa	Pending
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	W. Samoa	Pending
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Fleming Companies, Inc.	BESTYET	Federal	1,557,537
Fleming Companies, Inc.	BESTYET	Federal	704,761
Fleming Companies, Inc.	BESTYET	Federal	707,007
Fleming Companies, Inc.	BESTYET	Federal	1,457,122
Fleming Companies, Inc.	BESTYET	Federal	1,457,122
Fleming Companies, Inc.	BESTYET	Federal	1,457,122
Fleming Companies, Inc.	BESTYET	Federal	1,457,122
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Fleming Companies, Inc.	BESTYET	Federal	1,557,537
Fleming Companies, Inc.	BESTYET	Federal	1,557,537
Scrivner, Inc.	BESTYET	Mexico	509,611
Scrivner, Inc.	BESTYET	Mexico	509,612
Scrivner, Inc.	BESTYET	Mexico	509,613
Fleming Companies, Inc.	BESTYET & Design	Federal	178,185
Fleming Companies, Inc.	BESTYET & Design	Federal	179,183
Fleming Companies, Inc.	BIG BEAR	Alabama	100-189
Fleming Companies, Inc.	BIG DOLLAR FOOD STORES	Minnesota	3378
Gateway Foods of Twin Ports, Inc.			
	BIG DOLLAR FOOD STORES & Design	Wisconsin	15,630
Fleming Companies, Inc.	BIG DOLLAR FOODS & Design	Federal	1,575,785
Fleming Companies, Inc.	BIG STAR	Federal	848,368
Malone & Hyde, Inc.	BIG STAR	Tennessee	
Fleming Companies, Inc.	BIG T	California	2,340
Fleming Companies, Inc.	BIG T	Federal	1,958,886
Fleming Companies, Inc.	BIG T	Nevada	
Fleming Companies, Inc.	BIG T	Federal	1,013,692
Fleming Companies, Inc.	BIG T & DESIGN	Federal	1,036,366
Fleming Companies, Inc.	BUTTER-ME-NOT	Federal	980,702
Fleming Companies, Inc.	BUY WAY	Federal	1,695,083
Fleming Companies, Inc.	BUY WAY	Idaho	10,188
Fleming Companies, Inc.	BUY WAY	Utah	28,013
Fleming Companies, Inc.	BUY WAY	Wyoming	219,189
Fleming Companies, Inc.	CAPTAIN'S COVE	Federal	1,482,528
Fleming Companies, Inc.	CHAMPION QUALITY BEEF & Design	Wisconsin	
Fleming Companies, Inc.	CHECKERS	Federal	1,529,053
Fleming Companies, Inc.	CHILDREN'S KEEP SAFE	Federal	2,236,041

Fleming Companies, Inc.	CHILDREN'S KEEP SAFE & Design	Federal	2,236,040
Fleming Foods of Ohio, Inc.	COUNTY PRIDE & Design	Ohio	4,271
Fleming Foods of Ohio, Inc.	COUNTY PRIDE & Design	Federal	1,397,077
Fleming Foods of Ohio, Inc.	COUNTY PRIDE & Design	Federal	1,397,077
Fleming Foods of Ohio, Inc.	COUNTY PRIDE & Design	Federal	1,248,532
Fleming Companies, Inc.	CRESTWOOD BAKERY	Federal	Pending
Fleming Companies, Inc.	CRESTWOOD BAKERY & Design	Federal	2,547,355
Fleming Companies, Inc.	DAD'S CHICKEN BREAST & Design	Federal	2,529,031
Fleming Companies, Inc.	DELIFRESH	Federal	812,647
Fleming Companies, Inc.	DIXIE DANDY	Alabama	100-355
Fleming Companies, Inc.	DIXIE DANDY	Alabama	100-354
Fleming Companies, Inc.	DIXIE DANDY & Design	Federal	1,286,586
Piggly Wiggly Company	DOWN HOME, DOWN THE STREET	Federal	2,356,588
Fleming Companies, Inc.	DR. BEST	Federal	2,233,507
Gateway Foods of Twin Ports, Inc.	DUTCH GIRL	Michigan	M55-009
Fleming Companies, Inc.	DUTCH GIRL AND Design	Minnesota	33910
Gateway Foods of Twin Ports, Inc.	DUTCH GIRL AND Design	Wisconsin	
Gateway Foods of Altoona, Inc.	ECONOMY WHOLESALE GROCERY COMPANY	Pennsylvania	949,134
Fleming Companies, Inc.	ENERDRINK	Federal	Pending, Serial # 76/314734
Fleming Companies, Inc.	ENERDRINK PLUS	Federal	Pending, Serial # 76/314828
Fleming Companies, Inc.	EVERYTHING YOU'RE LOOKING FOR . . . INCLUDING LOW PRICES	Federal	2,693,222
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	2,535,615
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Gateway Foods, Inc.	EXTRA FOODS AND Design	Wisconsin	
Fleming Companies, Inc.	F & DESIGN	Federal	1,261,299
Fleming Companies, Inc.	F & DESIGN RED AND BLUE COLORING	Federal	1,303,287
Fleming Companies, Inc.	FESTIVAL FOODS	Federal	2,688,437
Fleming Companies, Inc.	FESTIVAL FOODS	Maryland	1994 - S3253
Fleming Companies, Inc.	FESTIVAL FOODS & Design	Federal	2,688,438
Fleming Companies, Inc.	FESTIVAL FOODS AND Design	Federal	1,531,367
Fleming Companies, Inc.	FESTIVAL FOODS AND Design	Illinois	067,342
Fleming Companies, Inc.	FESTIVAL FOODS AND Design	Wisconsin	
Fleming Companies, Inc.	FIRST PICK & Birds Design	Federal	839,222
Fleming Companies, Inc.	FIRST PICK & Rectangle Design	Federal	65,801
Fleming Companies, Inc.	FLEMING	Federal	2295097
Fleming Companies, Inc.	Fleming & Design	Federal	2,295,097
Fleming Companies, Inc.	FLEMING COMPANIES	Federal	1,293,445
Fleming Companies, Inc.	FLEMING FOODS	Federal	1,298,173
Fleming Companies, Inc.	FLEXMATE	Federal	2,305,799
Fleming Companies, Inc.	FLEXPRO	Federal	2,305,797
Fleming Companies, Inc.	FLEXSTAR	Federal	2,305,798
S.M. Flickinger Company, Inc.	FLICKENGER	Federal	1,433,361
Fleming Companies, Inc.	FOOD MART	Illinois	44,237
Fleming Companies, Inc.	FOOD MART	Missouri	5288
Fleming Companies, Inc.	FOOD MAX	Ohio	124,172
Fleming Companies, Inc.	FOOD SAVER	Oklahoma	25,760
Fleming Companies, Inc.	Food World	Wisconsin	
Fleming Companies, Inc.	FRUIT RUSH	Federal	Pending, Serial # 76/476415
Fleming Companies, Inc.	GATEWAY FARMS	Wisconsin	
Fleming Companies, Inc.	GATEWAY FOODS	Federal	1,272,193

Fleming Companies, Inc.	GOLD MEDALLION MEAT	Florida	T97000000206
Fleming Companies, Inc.	GRANDMA'S PIES & Design	Federal	2,625,726
Fleming Companies, Inc.	GRAVY BOAT	Federal	2,419,576
Fleming Companies, Inc.	HEALTHY & NATURAL	Wisconsin	
Fleming Companies, Inc.	JAMBOREE FOODS	Iowa	W00005510
Fleming Companies, Inc.	JAMBOREE FOODS	Minnesota	20,807
Fleming Companies, Inc.	JAMBOREE FOODS	Ohio	SM68138
Fleming Companies, Inc.	JAMBOREE FOODS AND Design	Federal	1,801,723
Fleming Companies, Inc.	JAMBOREE FOODS AND Design	Kansas	
Piggly Wiggly Company	JIF-E MART	Federal	1,035,066
Fleming Companies, Inc.	JUBILEE FOODS & Design	Federal	2,706,697
Fleming Companies, Inc.	JUBILEE FOODS	Federal	Pending
Fleming Companies, Inc.	JUBILEE FOODS	Maryland	1994-S3254
Fleming Companies, Inc.	JUBILEE FOODS & Design	Federal	2,706,696
Fleming Companies, Inc.	JUBILEE FOODS and Design	Federal	1,563,974
Fleming Companies, Inc.	JUBILEE FOODS AND Design	Wisconsin	
Fleming Companies, Inc.	K & L BRAND & Design	Federal	756,990
Fleming Companies, Inc.	KETTLE READY	Federal	2,634,298
Fleming Companies, Inc.	KITTY KRAVIN'S	Federal	2,628,691
Fleming Companies, Inc.	LE FRANCAIS FRY	Wisconsin	
Fleming Companies, Inc.	LITTLE KISSES	Federal	Pending, Serial # 76/325768
Fleming Companies, Inc.	LITTLE KISSES	Federal	Pending, Serial # 76/325768
Fleming Companies, Inc.	LOCAL GIRL MAKES GOOD & Design	Federal	1,286,542
Fleming Companies, Inc.	M & H	Federal	771,284
Fleming Companies, Inc.	MARKET PLAZA	Oklahoma	26,719
Fleming Companies, Inc.	MEGA FOODS	Mexico	483,210
Fleming Companies, Inc.	MEGA MARKET	Federal	1,298,234
Fleming Companies, Inc.	MEGAMARKET	Federal	2,004,912
Fleming Companies, Inc.	MERCADO HISPANICO	Federal	2,624,185
Fleming Companies, Inc.	MINIMAX	Federal	986,163
Fleming Companies, Inc.	MINIMAX STORES	Texas	4,857
Fleming Companies, Inc.	MOM'S MEATLOAF & Design	Federal	2,539,075
Fleming Companies, Inc.	MOOSE DESIGN	Federal	Pending, Serial # 76/426934
Fleming Companies, Inc.	MOUNTAIN BEST	Federal	2,255,977
Piggly Wiggly Company	MR. PIG DESIGN	Federal	2,343,013
Fleming Companies, Inc.	NATURE'S FINEST	Federal	2,663,526
Fleming Companies, Inc.	NATURE'S FINEST	Federal	2,663,526
Fleming Companies, Inc.	NATURE'S FINEST	Federal	1,563,589
Fleming Companies, Inc.	NATURE'S FINEST	Federal	1,857,832
Fleming Companies, Inc.	NATURE'S FINEST	Federal	2,663,526
Fleming Companies, Inc.	NATURE'S FINEST & Design	Federal	1,422,201
Fleming Companies, Inc.	NATURE'S FINEST & Design	Federal	1,507,427
Fleming Companies, Inc.	NATURE'S FINEST PREMIUM QUALITY GUARANTEED FRESH & Design	Federal	2,663,536
Fleming Companies, Inc.	NATURE'S FINEST PREMIUM QUALITY GUARANTEED FRESH & Design	Federal	2,663,536
Fleming Companies, Inc.	NATURE'S FINEST PREMIUM QUALITY GUARANTEED FRESH & Design	Federal	2,663,536
Fleming Companies, Inc.	NICE N' COZY	Federal	1,756,809
Fleming Companies, Inc.	NUTRICARE	Federal	1,515,697
Fleming Companies, Inc.	OKTOBERFEST	Minnesota	14,385
Fleming Companies, Inc.	OKTOBERFEST AND Design OKTOBERFEST BRATS FESTIVAL	Wisconsin	
Fleming Companies, Inc.	FOODS & Design	Federal	2,670,811
Fleming Companies, Inc.	ONLY THE PRICE IS LESS	Federal	1,382,777
Fleming Companies, Inc.	OPPORTUNITY WIRE	Federal	2,352,123
Fleming Companies, Inc.	OUR NAME SAYS IT..OUR PRICES		
Fleming Companies, Inc.	PROVE IT	Federal	2,374,665
Fleming Companies, Inc.	PET'S CHOICE	Federal	2,273,115
Fleming Companies, Inc.	PET'S CHOICE	Federal	857,129
Fleming Companies, Inc.	PIC-PAC	Federal	1,118,482

Fleming Companies, Inc.	PIC-SURE	Federal	2,694,075
Fleming Companies, Inc.	PIC-SURE	Federal	2,694,075
Piggly Wiggly Company	PIG Design	Federal	698,275
Piggly Wiggly Company	PIG Design	Federal	698,275
Fleming Companies, Inc.	PIG Design	Federal	1,555,825
Fleming Companies, Inc.	PIG Design	Federal	583,054
Fleming Companies, Inc.	PIG Design	Federal	583,054
Piggly Wiggly Company	PIG FACE Design	Federal	921,717
Piggly Wiggly Company	PIGGLY PALS STUDIO	Federal	2,239,342
Piggly Wiggly Company	PIGGLY WIGGLY	Federal	921,719
Piggly Wiggly Company	PIGGLY WIGGLY & PIG FACE Design	Federal	914,925
Piggly Wiggly Corporation	PIGGLY WIGGLY & Pig Head Design	Canadian	270,698
	PIGGLY WIGGLY AND PIG FACE BLOCK		
Piggly Wiggly Company	LETTER Design	Federal	1,583,733
Piggly Wiggly Corporation	PIGGLY WIGGLY PIG Design	Federal	1,555,825
	PIGGLY WIGGLY THE ORIG. SELF		
Fleming Companies, Inc.	SERVICE & Design	Federal	933,394
	PIGGLY WIGGLY WITH PIG FACE AND		
Fleming Companies, Inc.	Design	Federal	1,311,670
	PIGGLY WIGGLY WITH PIG FACE AND		
Fleming Companies, Inc.	Design	Federal	1,521,927
Piggly Wiggly Company	PIGGLY WIGGLY XPRESS & Design	Federal	2,032,509
Piggly Wiggly Company	PIGNET & Design	Federal	2,603,609
Fleming Companies, Inc.	PIZZA BLAST!	Federal	2,694,366
Fleming Companies, Inc.	PRESTIGE GOLD & DESIGN	Federal	2,424,758
Fleming Companies, Inc.	PRICE STAR	Texas	52,982
Fleming Companies, Inc.	PROP	Federal	964,417
Piggly Wiggly Company	PWPETRO	Federal	2,343,545
Fleming Companies, Inc.	Q & Design	Federal	1,474,436
Fleming Companies, Inc.	QUALITY STAMPS	Federal	1,338,302
Scrivner Of Illinois, Inc.	RED FOX	Federal	1,441,556
Malone & Hyde, Inc.	REGISTER OF MERIT	Tennessee	
	RH RICHLAND HILLS ANGUS BEEF and		
Fleming Companies, Inc.	Design	Federal	Pending, Serial # 76/311315
Fleming Companies, Inc.	RIBS ON A STICK & Design	Federal	2,566,497
Fleming Companies, Inc.	SAFARI BUDDIES	Federal	2,715,141
Fleming Companies, Inc.	SAFEDAYS	Federal	2,660,782
Fleming Companies, Inc.	SAMURAI STIR FRY & Design	Federal	2,490,140
Fleming Companies, Inc.	SAV-U	Federal	1,235,893
Fleming Companies, Inc.	SAV-U	Federal	1,262,592
Fleming Companies, Inc.	SAV-U and Design	Federal	1,235,892
Fleming Companies, Inc.	SAV-U-FOODS	Federal	1,550,597
Fleming Companies, Inc.	SAV-U-FOODS	Mexico	439,711
Fleming Companies, Inc.	SAV-U-FOODS & Design	California	042,747
Fleming Companies, Inc.	SCRIVNER	Federal	1,432,467
Fleming Companies, Inc.	SENTRY	Federal	1,850,830
Fleming Companies, Inc.	SENTRY	Federal	1,850,830
Fleming Companies, Inc.	SENTRY	Wisconsin	
Fleming Companies, Inc.	SENTRY & Design	Wisconsin	
Fleming Companies, Inc.	SENTRY FOODS	Wisconsin	
Fleming Companies, Inc.	SENTRY FOODS & Design	Wisconsin	
Fleming Companies, Inc.	SERVING NEIGHBORS LIKE YOU	Federal	Pending, Serial # 76/430964
	SERVING OUR NEIGHBORS ONE AT A		
Fleming Companies, Inc.	TIME	Federal	Pending, Serial # 76/482356
Fleming Companies, Inc.	SHOP FOR LESS BRING HOME MORE	Wisconsin	
Fleming Companies, Inc.	SHOP N BAG	Federal	1,426,195
Fleming Companies, Inc.	SHOP N BAG	Federal	1,426,195
Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,603,161
Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,427,101
Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,427,101
Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,427,101

Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,427,101
Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,427,101
Fleming Companies, Inc.	SHOP 'N KART	Federal	1,489,706
Fleming Companies, Inc.	SIMPLY SHEER	Arizona	27704
Fleming Companies, Inc.	S'ITALIAN SPECIALTIES	Federal	2,234,661
Fleming Companies, Inc.	S'ITALIAN SPECIALTIES	Federal	2,234,661
Fleming Companies, Inc.	S'ITALIAN SPECIALTIES & Design	Federal	2,234,659
Fleming Companies, Inc.	S'ITALIAN SPECIALTIES & Design	Federal	2,234,659
Fleming Companies, Inc.	SOFTESS	Federal	2,583,746
Fleming Companies, Inc.	SOL DEFENSE	Federal	Pending, Serial # 76/314826
Fleming Companies, Inc.	SOUP + SUBS & Design	Wisconsin	
Fleming Companies, Inc.	SPOTTY & Design	Federal	Pending, Serial # 76/377561
Fleming Companies, Inc.	STAR MARKET	Federal	1,481,140
Gateway Foods of Twin Ports, Inc.	STOP-N-SAVE FOODS & Design	Wisconsin	
Fleming Companies, Inc.	STRUDEL STARTERS	Federal	2,648,799
Fleming Companies, Inc.	SUN'S OWN	Federal	2,595,602
Piggly Wiggly Company	SUPER 1 FOODS	Federal	1,507,563
Piggly Wiggly Company	SUPER 1 FOODS	Federal	1,564,852
Piggly Wiggly Company	SUPER 1 FOODS	Federal	1,564,852
Fleming Companies, Inc.	SUPER DUPER	Federal	731,653
Fleming Companies, Inc.	SUPER DUPER	Ohio	20404
Scrivner of New York, Inc.	SUPER DUPER AND Design	Federal	412,636
Fleming Companies, Inc.	SUPER FOODS	Alabama	101-039
Scrivner of Alabama, Inc.	SUPER FOODS	Georgia	S-13461
Piggly Wiggly Company	SUPER ONE	Federal	1,161,474
Piggly Wiggly Company	SUPER ONE & Design	Federal	1,161,473
Piggly Wiggly Company	SUPER ONE FOODS & DESIGN	Federal	Pending
Scrivner of Pennsylvania, Inc.	SUPER THRIFT	Federal	780,048
Scrivner of Pennsylvania, Inc.	SUPER THRIFT	Kentucky	11,105
Scrivner of Pennsylvania, Inc.	SUPER THRIFT	Maryland	1994-S3255
Fleming Companies, Inc.	SUPER TRU AND Design	Federal	1,302,883
Fleming Companies, Inc.	SUPER TRU AND Design	Federal	1,233,781
Fleming Companies, Inc.	SUPER TRU AND Design	Mexico	471,403
Fleming Companies, Inc.	SUPER TRU AND DESIGN	Mexico	471,402
Fleming Companies, Inc.	SUPRA	Federal	2,325,197
Fleming Companies, Inc.	SUREWAY	Federal	1,345,198
Fleming Companies, Inc.	SWEET STREET	Oklahoma	27,447
	TENDER VALLEY RANCH PREMIUM MEATS		
Fleming Companies, Inc.	& Design	Federal	2,355,531
Fleming Companies, Inc.	THE REMARKABLE STORE	Oklahoma	26,873
Fleming Companies, Inc.	THRIFTWAY	Federal	746,371
Fleming Companies, Inc.	TOT SPOT	Federal	2,469,156
Fleming Companies, Inc.	TRIMFLEX	Federal	2,688,130
Fleming Companies, Inc.	UNITED SUPER	Federal	1,737,376
Fleming Companies, Inc.	VALUE KING	Federal	1,811,018
Fleming Companies, Inc.	VALUE KING	Federal	1,811,018
Fleming Companies, Inc.	VISIONET & Design	Federal	Pending
Fleming Companies, Inc.	VIZZI	Federal	Pending
Fleming Companies, Inc.	WE TREAT YOU ROYALLY	California	8,396
	WE'RE THE OWNERS...BUT YOU'RE THE		
Fleming Companies, Inc.	BOSS	Federal	2,152,297
Fleming Companies, Inc.	WIPE OUTS	Federal	2,583,747
Gateway Foods of Pennsylvania, Inc.	WISSINGER'S (Fictitious Name Filing)	Pennsylvania	1,082,574
Fleming Companies, Inc.	WIZARD & Design	Federal	Pending, Serial # 76/311,314
Fleming Companies, Inc.	WOWEE MASCOT DESIGN	Federal	2,597,557



Schedule 4.19(b) - IP Agreements

Software License Agreement by and between Total Control Information and Fleming Companies, Inc. dated November 20, 2000 regarding HQ Price/Merchandise Manager version 2.X.

See attached.

LICENSED SOFTWARE

Vendor	Products
Ascential	Data Modeling
unknown	MicroFocus RunTime for AIX
RMS	Frequent Shopper software
Adobe	Visionet - Adobe Doc
Allen Systems Group	Outbound PC-Mainframe Utility (Wau)
Allen Systems Group	VSE : TMON CICS
ASNA	EXTERMIN8 Cobol Debug Tool - FRGS
Avaltus	Learning Content Management (Jupiter)
AVAYA	Cajunview & Aqueview
B I Moyle	VSHARE Batch/CICS Availability - 1 CPU
B I Moyle	EPIC/VSE Tape & Disk (2) - for FtWorth & LaCrosse
BEA	Weblogic Java Engine 4 Servers
BMC	OS390 : CTL-M , R , O , DB2 Change-Catalog, DASD & Activity Monitors Open : ECS , CTL-M Servers & Agents , CTL-Links
BMC	EXE : 25 CTL-M Agents
BMC	SQL Backtrack for Informix , Oracle & SQL-Server
BMC	Patrol for Unix (q = 3) Patrol for NT (q = 12) Patrol for SAP R/3 (q = 2) Patrol for Oracle (q = 2) Patrol Internet KM (q = 1) Patrol Netware KM (q = 3) Patrol Developer Console (q = 2) Patrol Operator Console (q = 2)
Bridgeway	Secretariat
BSI	SAP Payroll Tax Module
Bug Busters Software Engineering, Inc.	E3 AS400 - Remote Software Facility
Captaris	HostFax Application Server
Chicago Interface Grp	Greenhouse , AdHoc Reporter , Sojourn
Chicago Interface Grp	Cloud 9/Breeze (Cross Platform SCM)
Chicago-Soft Ltd	MVS/Quick-Ref
Citrix	MF Subscription Renewal
COGNOS	Power Tools & Internet Viewer
Computer Associates	Erwin Database Modeling Tool
Computer Associates	Erwin Database Modeling Tool : 10 Users of Modelmart
Computer Associates	OS390 : CA-One , CA-One CopyCat , EasyTrieve Plus , EasyTrieve Plus for DB2 OS390 : Faver , Vision Report VSE : FAQS-ASO , FAQS-PCS , Faver-2 , Mastercat , Explore-VSE , VSE : Easytrieve Plus , HyperBuff VM : Explore-VM
DPE & Associates	BTAM/ESA 1024 sessions
DSSI	Pro-JCL
E3/MDS	E3 Procurement/Forecasting
EDGE	Portfolio Analyzer Y2K
EMC Corporation	Powerpath Enterprise Plus
EMC Corporation	DASD SYMMGR, SYMPRF
EMC Corporation	ECCPKG Cap 2.to 4. , Timefinder, Hub Switch
EMC Corporation	Visionet - ECCPKG Cap 2.to 4. , PPath(2) , NFS DataMover (2) , NFS Cntrl-Mgr (2)
E-Trade	Etrade
Extensis	Portfolio 6.0, Server SQL Connect

Vendor	Products
EXE	WMS Exceed 2000/4000
FILENET	Filenet Imaging System
FLUKE	Sniffers
Gamma	Accounts Receivable - FRGS only
Gartner Group	Research and Advisory Services
GEAC	OS390 : Millennium. G/L DB2
GEAC	PC-Link Mainframe MVS/DB2 , PC-Link 32 Site License
Generic	Save Output Queue (SOQ) for E3 , MI4001 & FRGS
Gerber Systems	Fish Creek / Data Integrator
GIS	Supervision Console Consolidation
Help Systems	Robot/Alert Scheduler - FRGS & MI4001
Hummingbird	Exceed - 94 licenses
Hyperion	Financial Planning
Intel	Landesk 7500 seats
iSoft	AS2 - B2B Software
Kronos	Kronos Time & Attendance Support
L.R.&S	VMCF/VTAM Printer Support
L.R.&S	VPS TCP/IP Printer Support
L.R.&S	VPS/PCL
Lucent	Vitalsuite Products
LXI Network Storage Solutions	AS400 Meidia Mgmt System (MMS) for FRGAS
MacKinney Systems	VTAM Virtual Printer (2 licenses : \$1,424 & \$1,094)
MacKinney Systems	MTPBatch - CICS Open / Close Utility
Macro4	Tubes VM & CICSPrint VSE (FTW VSE Machine)
Macro4	OS390 VSAMTUNE (2 CPU's)
Macro4	TUBES/MVS VTAM Session
Macro4	TUBES/VM 9121-121175 LAX
Macro4	Tubes VM & CICSPrint VSE (FTW VSE Machine)
Manugistics	Inbound/Outbound Routing Modules
Marketware	OMS
Mercator	Middleware Translator
Mercury	Winrunner, LoadRunner, Test Dir Tools
Metaframe	CITRIX Application Session Mgmt
MicroFocus	Micro-Focus Cobol
Microsoft	Windows, NT Server, SQLServer
Mobius	ViewDirect MVS (OS390) Core , VTAM , CICS , Packet Production , Advanced Laser Printing , Remote Job Output , Microfiche , VDR API , Image
Mobius	RDS VSE Core , VTAM , CICS , Packet Production , Advanced Laser Printing , Remote Job Output , Microfiche
Mobius	Document Direct - Internet Server Core , MVS Server Access , Network Server Access , DJDE/Metacode , AFP , Windows API
Mobius	Document Direct Client Software(unlimited seats) Core , MVS Server Access , Network Server Access , DJDE/Metacode , AFP , Image , Annotations
Mobius	DocuAnalyzer
Motient Wireless	Wireless Email Blackberry Maint.
NCR	Teredata Prod - 5300 Two Node
NETG	Rental Library (Training)

Vendor	Products
NETIQ	Net IQ - WebTrends Software : Visionet Portfolio
Network Associates	McAfee VirusScan + Sniffers
Novell	Groupwise 5.5 and NDS
OMI	BICEPS & PROMPT
ORACLE	ORACLE RDBMS
Peregrine	Help Desk - Problem Mgmt , Change Control & OnCall Scheduling
Phoenix Software International	DOS/FALCON/DE and PC/FALCON
PlanView Inc.	Planview V7.2 SP1 Time Reporting
Princeton	Access for DB2
Quadratron	CliqMenu , CliqWord/Desk
Rocket	Rocket DB2 Object Mgmt
SAP	SAP Application Suite
Software Diversified Services	IPCP+ CICS Batch Close
SPC Systems Limited	Cobol Report Writer Precompiler
Spectrum	Spectrum
Sterling Commerce	Connect:Direct - NT (3)
Sterling Commerce	Connect:Direct - OS400 (1) - should be 2
Sterling Commerce	Connect:Direct - UNIX (54)
Sterling Commerce	Connect:Direct - VSE (9)
Sterling Commerce	Connect Direct - OS390 Secure+ (128 bit encryption)
Sterling Commerce	Connect:Direct - OS390
Sterling Commerce	GenTran Plus MVS W/Connect Mailbox
Strategy	Showcase - DB400 Query Utility - FRGS only
SYMBOL	
SyncSort	SyncSort VSE
TPS Systems	TPS/3270 (SNA) for AIX
Universal Weather	Charter Quote, Corporate Pilots
Vanguard	Racf Security Products (4)
VeriSign	SSL Certificate(s) - Visionet & HOD
Veritas	Veritas Volume Manager/Netbackup
Versitec	Veritas Volume Manager - Shartel Sun Server
Vertex	SAP Tax Software
Viking Software	Viking Data Entry System for AIX
VISION	Vision Failover Software - AS400 for E3
ProData Computer Services, Inc	SQL/PRO DB400 database editor (DBU50)

APPLICATION SOFTWARE					
Functional Area	Application/ Project	Application Description	Operating System	Language	DBMS
Accounting	1099's	Combines all Vendor Payments from the VSE Vendor Files into an IRS file to be electronically sent to the Federal Government. Processes run on the VSE and MVS platform. Coding is done in Cobol.	MVS/OS390 VSE & MVS/OS390	COBOL	VSAM
Accounting	A/P - FOODS Accounts Payable	Understands Accounts Payable principals, can deal with tracking what's receive and what is accrued, write checks, track deductions and various other elements like allowances cash discount etc.	MVS/OS390	COBOL	VSAM/DB2
Accounting	A/P - SAP Accounts Payable	Custom development associated with SAP's Accounts Payable module. Requires an understanding of Fleming's A/P processes and the SAP A/P module as it is implemented here. Applies Notes (official fixes) to SAP written programs. Provides support for all of Fleming's custom written applications including 1) Inbound Interfaces from: FOODS divisions, CCM, FRG, CAP, banks (check reconciliation), coupon processor, 2) Outbound Interfaces to: ODS, CAP, banks, 1099 System, 3) Multiple Custom Reports, 4) SAPScript check forms, 5) Miscellaneous: User exits, data loads, data extracts.	SAP/AIX VSE & MVS/OS390	ABAP/SAPScript	DB2
Accounting	A/R - FOODS Accounts Receivable	Understands Accounts Receivable principals, track invoices, credits, hand charges, note payments, drop shipments etc. and track what has and has not been paid by our customers.	VSE & MVS/OS390	COBOL	VSAM/DB2
Accounting	A/R - SAP Accounts Receivable	Custom development associated with SAP's Accounts Receivable module. Requires an understanding of Fleming's A/R processes and the SAP A/R module as it is implemented here. Applies Notes (official fixes) to SAP written programs. Provides support for all custom written applications including 1) Inbound Interfaces from: FOODS divisions (regular customers and military), CCM, ODS, EFT System, C18 ALG 2) Outbound Interfaces to: ODS, EFT system, 3) Multiple Custom Reports, 4) Miscellaneous: User exits, data loads, data extracts.	SAP/AIX	ABAP/SAPScript	DB2
Accounting	Central Accounts Payable (CAP)	This system receives requests for Vendor Payments from the VSE A/P system, validates the requests & creates consolidated payments to the Vendors. Runs on OS390 MVS system, programming language is Cobol. File transfers are done using NDM. 3rd Party software "Valutech" is operated on the Client workstation.	MVS/OS390	COBOL	VSAM/DB2
Accounting	CTP Deduction Processing	Online WEB application written in HTML and JAVA. This application allows users to enter online Vendor Deductions to be edited, validated and processed thru the FOODS A/P system and SAP as well as the Vendor Accounting Web. Interfaces to this application are written in OS/390 MVS COBOL DB2 as well as VSE COBOL and SAP ABAP.	AIX	JAVA/HTML	DB2
Accounting	CTP Drop Shipments	Online CICS application written in VAGen and COBOL. This application allows users to interact with the Imaging & Workflow system and enter DropShipment Invoices to Fleming Customers. DropShipment Invoices are edited and processed both thru FOODS A/R and the National Chain System. Interfaces are written in OS390, MVS Cobol DB2 as well as Visual Basic and VSE COBOL.	OS390/MVS N/T	VA GEN / JAVA,	DB2
Accounting	CTP Freight Invoicing	Visual Basic online application that interfaces with the Imaging & Workflow system. Freight invoices are scanned and matched up with the product invoice for reconciliation. This application interfaces with the FileNET 3rd party software for image display and image indexing. Data is stored in both DB2 and Oracle. Interface transactions are then extracted and passed to FOODS A/P & SAP.	N/T	Visual Basic & FileNET	Oracle
Accounting	CTP Remote Expense	Online WEB application written in HTML. This application allows users to enter online Expense Invoices to be edited, validated and routed thru approval levels. Approved Invoices are then extracted via VB Scripts and FTP processes to DB2 interfaces that pass the transactions to FOODS A/P & SAP.	N/T	HTML & FileNET	Oracle
Accounting	Customer Statements - FOODS	Pulls current and past due charges and credits from A/R and produces an A/R statement to the customer indicating what they owe.	VSE & MVS/OS390	COBOL	VSAM/DB2
Accounting	Customer Statements - SAP	Pulls current and past due charges and credits from A/R and produces an A/R statement to the customer indicating what they owe, what is current and what is past due.	SAP/AIX	ABAP/SAPScript	DB2
Accounting	Division Gross Profit	System that calculates gross profits by division; VSE/COBOL.	OS390/VSE	COBOL	VSAM
Accounting	FileNET Imaging & Workflow for CTP	FileNET Imaging is a 3rd party software that operates on a centralized AIX platform. It enables documents to be scanned, indexed & imaged onto optical disc. Workflow for CTP routes images of the documents thru Visual basic online screens for approval. Data indexes are stored in Oracle.	N/T & AIX	HTML & FileNET	Oracle
Accounting	Financial Reporting	Millennium GL is used for the Corporate Consolidated Financial Reporting. It uses batch & online entered Journal Transactions that are edited against the Chart of Accounts and posted to the Accounting period. Transactions from FOODS are interfaced into Millennium to be posted. Millennium GL is a 3rd party software written in both Cobol and PDL. PDL is the online propriety software that operates on the MVS OS390 platform accessing both VSAM and DB2 Tables. In house written interfaces are in Cobol DB2 and CICS command level.	OS390/MVS	COBOL & GEAC Millennium	DB2
Accounting	Fixed Assets	A 3rd party software that contains the History of Fleming Assets. This application was replaced by SAP several years ago, but the history was not converted and therefore this application is kept for reporting Federal Requirements for the 7 year regulations.	OS390/MVS	COBOL	VSAM
Accounting	Fixed Assets - SAP Custom Development	SAP module that accounts for Fleming's fixed assets. Is accompanied by custom written reports, data loads and reposting programs.	SAP/AIX	ABAP	DB2
Accounting	FMS Accounting	FOOD Marketing System Accounting, it operates on MVS OS390. This application receives invoices & billing information from the POPS system.	OS390/MVS	COBOL	VSAM & DB2
Accounting	GEAC Payroll	Payroll processing system; MVS COBOL	OS390/VSE	COBOL	VSAM
Accounting	General Ledger - FOODS	VSE Cobol programs that build transactions from FOODS Billing, A/P and A/R to be sent to Millennium.	OS390/VSE	COBOL	VSAM
Accounting	General Ledger - SAP Custom Development	Custom development associated with SAP's General Ledger module. Requires an understanding of Fleming's GL processes and the SAP GL module as it is implemented here. Applies Notes (official fixes) to SAP written programs. Provides support for all custom written applications including 1) Inbound Interfaces from: FOODS divisions, FRG stores, Vertex, Hyperion, Millennium 2) Outbound Interfaces to: Millennium, Hyperion, FRGAS, TeraData, 3) Multiple Custom Reports, 4) Miscellaneous: User exits, data loads, data extracts.	SAP/AIX	ABAP	DB2
Accounting	Hyperion	Used for Financial Reporting and Customer Profitability reporting			
Accounting	Invoice Matching	System that matches invoices up for payment; VSE/COBOL, CICS, Modularity, Easytrieve	OS390/VSE	COBOL	VSAM
Accounting	Lease Management - SAP System Bolt-On	Custom developed lease management system that creates, maintains, bills and accounts for Fleming's real estate and technology equipment leases and subleases. It consists of custom ABAP programs and database tables (85 online transactions, 75 batch applications/reports, 60 tables) that integrate with standard SAP functionality in Sales and Distribution, Materials Management, Fixed Assets, Accounts Receivable, Accounts Payable, General Ledger and Projects System modules.	SAP/AIX	ABAP/SAPScript	DB2
Accounting	LIFO	Inventory accounting system; VSE/COBOL, ReportWriter	OS390/MVS	COBOL	VSAM
Accounting	Military Rollups	Military invoice data routed to central MVS for EDI transmission to vendor (3-way) or military (blanket purchase agreement). VSE/COBOL, MVS COBOL & EDI.	VSE	COBOL	VSAM
Accounting	Millennium for Product Supply Center General Ledger	3rd party purchased package that is written in Cobol DB2. We have interfaces that are written to support input & output of data from Millennium.	OS390/MVS	COBOL	DB2
Accounting	Miscellaneous Web Applications	Deduction Paybacks, Handbills	AIX	JAVA/HTML	DB2
Accounting	Receiver Corrections	System used to change or correct amounts, costs, and items on POs that have been received.	OS390/VSE	COBOL	VSAM
Accounting	XRT Treasury	3rd party purchased package that operates on N/T Servers. It is used to wire transfer money to/from Fleming's Bank accounts.	N/T		Oracle
Company Wide	Cigarettes/Tobacco	Ordering, taxes, stamping, etc		COBOL CICS	VSAM
Company Wide	CRIB	This represents the extracts necessary out of FOODS to load the CRIB database.	VSE/MVS	COBOL	VSAM/DB2
Company Wide	Customer Profitability	This represents the extracts of FOODS for information necessary to identify the most profitable customers that Fleming services.	MVS/Unix	COBOL/DB2 Utilities	DB2
Company Wide	Data and System mods required by the Courts.	This data and system mods refers to any Distribution and Procurement information required to meet information needs for the Chapter 11 Bankruptcy Court	VSE/MVS/NC R Unix	COBOL/DB2 Utilities/Teradata Utilities	VSAM/DB2/T eradata
Company Wide	Enterprise Reporting Automation/Error Handling	Represents automated processes necessary to run COGNOS reports for company wide reporting. System notifications including paging and HTML pages are used for problem notification.	NT/AIX	REXX	COGNOS Database
Company Wide	Enterprise Reporting PO Outs reporting Cancelled PO Reports Open Purchase Orders Late Ad Goods	Represents enterprise reports used to give an enterprise view of information at division level using the COGNOS IWR productions.	NT	COGNOS Impromptu	COGNOS
Company Wide	Enterprise Reporting Service Level Reports Inventory Reports Customer Service Reports	Represents enterprise reports used to give an enterprise view of information at division level using the COGNOS Powerplay product.	AIX - Presentation NT - Development	COGNOS Powerplay	COGNOS
Company Wide	Gross Margin Reporting	This represents the data extracts and DB2 loads necessary to support the analytical research identifying the profitability of customers and items.	VSE/MVS	COBOL/DB2 Utilities	VSAM/DB2
Company Wide	MPES	This represents the data extracts and DB2 loads necessary to support the analytical research for Fleming business analyst when analyzing the impact to business changes such as changes in customer charge rates.	VSE/MVS	COBOL/DB2 Utilities	VSAM/DB2
Company Wide	Net Landed Price	This represents the data extracts and DB2 loads necessary to support the analytical research for Fleming business analyst when identifying the true cost of doing business.	VSE/MVS	COBOL/DB2 Utilities	VSAM/DB2
Company Wide	ODS	Centralized repository for information currently in the FOODS operational system. Information is a nightly snapshot of FOODS with the exception of Purchase Orders which are pulled two times daily from FOODS.	MVS	COBOL	DB2
Company Wide	SEC Data Extracts	This data and system mods refers to any Distribution and Procurement information required to meet information needs for the SEC Investigation of Fleming.	MVS/NCR Unix	COBOL/DB2 Utilities/Teradata Utilities	DB2/Teradata

APPLICATION SOFTWARE					
Functional Area	Application/ Project	Application Description	Operating System	Language	DBMS
Company Wide	Teradata Data and Data Loads	Centralized data warehouse environment holding historical sales information. Represents the jobs and processes necessary to load and process information from FOODS.	MVS/NCR Unix	Teradata Utilities	Teradata and DB2
Company Wide	Visionet Extracts	These are the FOODS data extracts from VSE to MVS and then landed on the Visionet Server.	MVS/Unix	COBOL/NDM	VSAM
Core Systems	FMP PCRA	PCRA is accumulated in the billing process by determining the differences in Lot Price and sell price. These differences are accumulated and distributed weekly using COBOL programs in FOODS/VSE.	OS390/VSE	COBOL	VSAM
Core Systems	FMP Product Invoices(New Sell Plan Invoicing)	Produced in the billing process. The customer's order information, order fulfillment, item pricing and invoicing options are input to this program from the billing process. This is a COBOL program that runs at each instance of FOODS/VSE.	VSE	COBOL	VSAM
Core Systems	FMP Sell Price	Calculated by forecasting which inventory lot will be open at the time the product is sold. This uses a combination of INFORMEM forecasted movement, inventory on hand, and inventory on order to identify the lot with the highest lot cost. These are COBOL programs in FOODS/VSE.	VSE	COBOL	VSAM
Core Systems	FMP Storage Charges	Based on days in inventory for the lots. Storage rates for inventory investment and physical space are provided by Doyle Eiler and maintained via CICS. The calculation of storage charges is done by a batch COBOL program. These are COBOL programs in FOODS/VSE.	VSE	COBOL	VSAM
Core Systems	Invoicing - old sell plan	This is part of the billing process. The customer order/fulfillment information is passed to the invoicing program which completes the billing cycle by calculating any additional fees and prints the invoice in the sequence and format (line item fees or bottom of invoice fees) required by the customer. Utilizes FOODS/VSE.	VSE	COBOL	VSAM
Core Systems	Military Auto Sell	Sell prices for items sold to the military can be automatically calculated based on a predetermined pricing method. The vendor formula is maintained on the vendor master file via CICS. The automated calculation is performed by batch COBOL on FOODS/VSE.	VSE	COBOL	VSAM
Core Systems	Military Contract File	Maintains type of government contract (3-way or blanket purchase agreement) in effect by item, vendor and location. VSE/COBOL, VSAM.	VSE	COBOL	VSAM
Core Systems	Military Processing	Controls pricing for product sold to the military, either through a 3-way vendor contract, or through a blanket purchase agreement. VSE/COBOL.	VSE	COBOL	VSAM
Core Systems	Price Reductions (VSE)	Orders are batched through MVS/COBOL and DB2 tables.	VSE	COBOL	VSAM
Distribution	Catch Weight	FOODS Price Reductions	VSE	COBOL	VSAM
Distribution	Charge Invoices	Clean invoicing of catch weight product	VSE	COBOL	VSAM
Distribution	Clean Invoicing	Invoices for additional charges such as freight	VSE	CICS	VSAM
Distribution	Cross Docking	This process 'holds' the invoice information until selection of the order is complete. Any 'outs' information is entered via an online screen and the invoice is sent to print. This process utilizes CICS and batch COBOL on FOODS/VSE.	VSE	COBOL	VSAM
Distribution	Cross Docking	Across Dock Transfer of Product from one Distribution Center, such as GMD, to another Distribution Center.	VSE	CICS	VSAM
Distribution	Distribution Master File Maintenance	Slot Master, DCP, MOS etc	VSE	COBOL	VSAM
Distribution	FOODS Conveyable System	System to balance the conveyor system and reporting	VSE	COBOL CICS	VSAM
Distribution	FOODS Selection Labels	Creation of selection labels (many options) includes building selection trips and feeding of real time productivity	VSE	COBOL	VSAM
Distribution	FOODS Warehouse /Transportation Reporting	Load manifests, delivery receipts, trailer loading guides, trips records.	VSE	COBOL	VSAM
Distribution	GMD Central Processing	Centralized item maintenance	VSE	COBOL CICS	VSAM
Distribution	KRONOS - Time Clock collection	Time Accounting system with feeds to payroll system. We support the clocks for this system	AIX	C++	Oracle
Distribution	Lot Costing	System which tracks inventory and cost at the lot level.	VSE	COBOL CICS	VSAM
Distribution	Manugistics TM	Inbound Load management	AIX	C++	Oracle
Distribution	Manugistics TM - Strategy Module	Inbound Load management	NT	C++	Oracle
Distribution	Manugistics TM extracts	Represents processes necessary to extract purchase order information from FOODS to load to the Manugistics TM system.	MVS	COBOL	VSAM/DB2
Distribution	Manugistics TR	Manu TR. Routing of outbound loads.	NT	C++	SQL
Distribution	Manugistics TR Interfaces	Manu TR. Routing of outbound loads. Interface programs that send data to/from FOODS to/from ManuTR.	VSE	COBOL	VSAM
Distribution	Military Processing	System that deals with the logistics side of Military processing. Sharing of pick slots, replenishment, etc.	VSE	COBOL CICS	VSAM
Distribution	Miscellaneous Web Applications	Pallet Tracking, Inbound Manugistics	AIX	JAVA/HTML	DB2
Distribution	Order Management System (OMS)	Receives orders from retailers using handheld order guns or computer-transmitted (HSA) flat files. Processes, validates and schedules orders, uploads to FOODS ordering system. Runs on centralized AIX platform, comprised of C, C++ and AIX scripting languages.	AIX	C++	INFORMIX
Distribution	Pallet Tracking	Allows FOODS system to assign a pallet number to every pallet of product that's received in the warehouse. From this point on we can track a pallet of product by the pallet number until it's replenished (moved) to the pick location for selection. Runs on VSE system. Written in cobol.	VSE	COBOL	VSAM
Distribution	Physical Inventory (Cycle & Full)	System used to count inventory, verify locations and update quantities	VSE	COBOL CICS	VSAM
Distribution	Radio Frequency (RF)	System used in conjunction with pallet tracking to track product locations. Used to move product from the receiving dock to the reserve or pick locations, from a reserve location to a reserve location, from a reserve location to pick location, or reserve location to the dock. Foods refers to this as replenishment type 4 in the warehouse.	AIX	C++	INFORMIX
Distribution	Radio Frequency (RF)	The FOODS programs that take the data from the RF system from the RISC and apply the updates to all appropriate FOODS files.	VSE	Cobol CICS	VSAM
Distribution	Real Time Productivity	System used to track warehouse associates productivity by comparing actual to expected times to complete a job.	AIX	C++	INFORMIX
Distribution	Real Time Productivity	System used to track warehouse associates productivity by comparing actual to expected times to complete a job.	VSE	COBOL CICS	VSAM
Distribution	Receiving	System used to receive POs and update item quantities and costs.	VSE	COBOL CICS	VSAM
Distribution	Replenishment	System that suggests product replenishment to the pick slots based on demand and reserves available.	VSE	COBOL	VSAM
Distribution	Slow Movers EVF	New system to allow shipment of slower moving product from a central warehouse and free up slots in the full line PSCs.	VSE	COBOL	VSAM
Distribution	Viking	Data entry system. 3rd party software used to enter "card" transactions.	AIX		
Distribution	Warehouse Management - (FOODS) - Extracts	17 FOODS interface programs that send data to and from the EXE WMS	VSE	COBOL CICS	VSAM
Distribution	Warehouse Management - EXE	Systems which manage everything that happens in the 4 walls of the warehouse.	AIX	INFORMIX 4GL	INFORMIX
Gateway Procurement	Biceps Interfaces	Interfaces to and From BICEPS/PROMPT systems used for product procurement	VSE	PU1,CICS	VSAM
Gateway Procurement	Gateway Procurement Backup System	System maintained in case BICEPS is unavailable.	VSE	PU1,CICS	VSAM
Gateway Procurement	Item Maint (Gateway Systems)	Maintenance to item information on Gateway's master item files.	VSE	PU1,CICS	VSAM
Gateway Procurement	Lost Sales	System that gives visibility to lost sales due to lack of inventory or other reasons.	VSE	PU1	VSAM
Gateway Procurement	MOH (Merchandise on Hand) (Gateway Systems)	This Gateway system allows retailers to forward buy product and Fleming store it. Items are selected by retailers based on cost increases or deals ending. MOH commitments are entered and as orders from the retailer are processed the committed quantity is decremented.	VSE	PU1	VSAM
Gateway Procurement	Purchase Orders (Gateway Systems)	System to maintain purchase orders.	VSE	PU1,CICS	VSAM
Gateway Procurement	Set-A-Side (Gateway Systems)	A Gateway system for pre-booking inventory or guaranteeing pricing.	VSE	PU1,CICS	VSAM
Gateway Procurement	Substitutions (gateway Systems)	> Subs allows for a item to be "substituted" for another item due to lack of billable inventory, product changes, etc. > Use VSE CICS transactions to set up subs. > Subbing takes place in the Billing job stream. > Substitution is indicated on the Product Invoice.	VSE	PU1,CICS	VSAM
Gateway Procurement	Visionet Extracts (Gateway Systems)	* Extracts information from the Gateway system and builds XML interfaces. * These processes give Visionet the data it needs to display information to our user base.	VSE, XML	PU1	VSAM
Gateway Accounting	Electronic filing Cigarette returns for Illinois. (Gateway and Convenience Systems)	Creates detailed electronic file sent to Illinois for tax reporting	PC/Windows2 000	Xbase++	Dbase
Gateway Company Wide	ODS Interfaces from Gateway Systems	Feed of information from several systems to ODS for all divisions running Gateway Systems.	VSE	PU1	VSAM
Gateway Distribution	Clean Invoicing (Gateway Systems)	This process 'holds' the invoice information until selection of the order is complete. Any 'outs' information is entered via an online screen and the invoice is sent to print.	VSE	PU1,CICS	VSAM
Gateway Distribution	Cognos- Logistic Reporting (Gateway Interface)	Interface to COGNOS of information from Gateway Systems	VSE	PU1	VSAM
Gateway Distribution	Cross Docking (Gateway Systems)	Across Dock Transfer of Product from one Distribution Center, such as GMD, to another Distribution Center.	PC/Windows2 000	XBASE++	Dbase