



Specialty Brands Inc.

April 1, 2003

Fleming Cos / Salt Lake City Div.
Military
P O Box 24930
Oklahoma City, OK 731240000

Re: Reclamation Demand by Specialty Brands Inc. Referencing Bankruptcy Case #03-10945

Gentlemen,

Demand is hereby made upon you pursuant to § 2-702 of the Uniform Commercial Code and § 546(c) of the United States Bankruptcy Code for the return of all goods consisting of frozen food products received during the applicable periods referred to in the above-cited sections and specifically including but not limited to goods described in the Schedule below.

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

In light of your recent bankruptcy filing, you are further notified that all goods subject to Specialty Brands Inc.'s right of reclamation should be protected and segregated by you and are not to be used for any purpose whatsoever except those specifically authorized following notice and a hearing by the Bankruptcy Court.

Very truly yours,

By:


Manuel Martinez

Vice President Corporate Controller

SCHEDULE

<u>Vendor</u>	<u>Invoice No.</u>	<u>Invoice Date</u>	<u>Amount</u>
<u>Specialty Brands Inc.</u>	<u>2283070</u>	<u>3/21/03</u>	<u>\$2,953.41</u>

Enclosure: Invoice copy

SPECIALTY BRANDS INC

36391 TREASURY CENTER
CHICAGO IL 606946500

Specialty Brands Inc.



INVOICE

FILE COPY

INVOICE NO.	INVOICE DATE	CUSTOMER NO.	PAGE	ORDER NO.
2283070	3/21/03	41183-0001	1	2283203

BILL TO:

FLEMING COS/SALT LAKE CITY DIV
MILITARY
P.O. BOX 24930
OKLAHOMA CITY OK 731240000

SHIP TO:

FLEMING COS/SALT LAKE DIVISION
MILITARY
2456 W 1500 SOUTH
SALT LAKE CITY UT 841260000

TERRITORY	CLASS	BROKER	IMPACT	FOOD SALES	UT	CUSTOMER PO	TERMS	SHIP FROM	DISTRIBUTION	CENTER	PI	INV TYPE	ORDER DATE
4010	RET	00281	IMPACT	FOOD	SALES	528523-SL	27, 10/NET 20	049	DISTRIBUTION	CENTER	PI	RO	3/17/03
RELEASE NO.	SHIP WA.	COMMERCIAL	CARRIER	FREIGHT TERMS	DELIVERED								SHIP DATE
													3/21/03

PRODUCT CODE	DESCRIPTION/BRAND	QUANTITY ORDERED	UOM	QUANTITY SHIPPED	UOM	UNIT PRICE	ALLOWANCE	AMOUNT
8910211	JOS-RED CH BF/EN BURRITO 2/12 CT 1W 50Z SKU - 007320289102	36,000	CASE	36,000	CASE	7.24		260.64
8910311	JOS-CHICKEN BURRITO 2/12 CT TRAY 1W 50Z SKU - 007320289103	27,000	CASE	27,000	CASE	7.24		195.48
8910411	JOS-BEAN & CHS BURR 2/12 CT TRAY 1W 50Z SKU - 007320289104	81,000	CASE	81,000	CASE	7.24		586.44
8925111	JOS-SHRD BF CHIMI 5 OZ 2/12 CT 1W SKU - 007320289251	40,000	CASE	40,000	CASE	14.49		579.60
8925311	JOS-CHICKEN CHIMI 5 OZ 2/12 CT 1W SKU - 007320289253	20,000	CASE	20,000	CASE	14.49		289.80
8945111	JOS-SHRD BEEF TAQUITO 8/20 CT 10# SKU - 007320289451	30,000	CASE	30,000	CASE	26.65		799.50
8952111	JOS-MINI BF & CHS TAQUITOS 8/16CT BX 6#	15,000	CASE	15,000	CASE	16.13		241.95
FREIGHT								
NET INVOICE								

IF PAID WITHIN DISCOUNT TERMS, YOU MAY DEDUCT -

WEIGHT ORDERED WEIGHT SHIPPED

GROSS	NET

M-A-R-Q-U-E-Z
 Little JUAN
 THE #1 TACO BRAND

INVOICE

INVOICE NO.	INVOICE DATE	CUSTOMER NO.	PAGE	ORDER NO.
2283070	3/21/03	41183-0001	2	2283203

SPECIALTY BRANDS INC
 36391 TREASURY CENTER
 CHICAGO IL 606946300

Specialty Brands Inc.

FLEMING COS/SALT LAKE CITY DIV
 MILITARY
 P.O. BOX 24930
 OKLAHOMA CITY OK 731240000

SHIP TO:
 SALT LAKE CITY
 FLEMING COS/SALT LAKE CITY DIVISION
 MILITARY
 2495 W 1500 SOUTH

UT 841260000

ERRORY 4010	CLASS RET	BROKER 00281	IMPACT FOOD SALES UT	CUSTOMER PO. 528523-SL	TERMS 2% 10/NET 20	INV TYPE RD	ORDER DATE 3/17/03
LEASE NO.	SHIP VIA	COMMERCIAL CARRIER	FREIGHT TERMS DELIVERED	SHIPPED FROM 049 DISTRIBUTION CENTER RI			SHIP DATE 3/21/03

PRODUCT CODE	DESCRIPTION/BRAND	QUANTITY ORDERED	UOM	QUANTITY SHIPPED	UOM	UNIT PRICE	ALLOWANCE	AMOUNT
SKU - 007320289521								
801.973.5676	** DEL 3/27/03							
***** * OUR REMIT-TO HAS CHANGED * * SPECIALTY BRANDS INC * * 36391 TREASURY CENTER * * CHICAGO, IL. 60694-6300 * *****								
PAID WITHIN DISCOUNT TERMS, YOU MAY DEDUCT -		59.06						
WEIGHT ORDERED		249.000		249.000				
WEIGHT SHIPPED								
NET INVOICE								2953.41

SSS 2220.90
 ET 1920.00

2220.90
 1920.00

DA SADA Bulcher Bay José Ole



W.A.R.O.U.E.Z

Little Juan

Kotamella

BILL OF LADING

ORDER NO.	ORDER DATE	REFERENCE	ORDER TYPE
4200200	3/17/02		NS

THIS SHIPPING ORDER - Must be legibly filled in, in Ink, in Inhabitable Parcel, or Carton, and returned by the Agent. RECEIVED, subject to the classification and liability filed herein on the date of the issue of the Bill of Lading the property described below, in apparent good order, except as noted (damages and number of contents of packages unknown), marked, consigned, and delivered as indicated below, which said carrier (the word carrier being understood throughout the contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination, it on its route, otherwise to deliver to another carrier on the route, and said destination, it is mutually agreed, as to each item of said property, that every service to be performed hereunder shall include Freight Classification in effect on the date hereof. Domestic Straight Bill of Lading service, (1) if Ocean, Southern, Western and Allied Freight Classifications in effect on the date hereof. If this is a rail or rail-water shipment, or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said Bill of Lading, including those on the back hereof, set forth in the classification or tariff which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by shipper and accepted for himself and his assigns.

SHIP FROM SPECIALTY BRANDS, INC.
 6001 E. GILLESPIE AVENUE
 DENVER, CO 80231-6000

SHIPPER NO.
CARRIER'S NO.
SHIP FROM 049 DISTRIBUTION CENTER REALTID
Specialty Brands Inc.

SHIP TO FLEMING'S SOUS/SALT LAKE DTOROTON
 MILITARY
 2455 W 1500 SOUTH
 SALT LAKE CITY
 UT 841060000

CUSTOMER PO NO.	CARRIER	DESCRIPTION / BRAND	PRODUCT CODE	SHIP DATE	DELIVERY DATE	DELIVERY TIME	DELIVERY PLACE	DELIVERY METHOD	DELIVERY TERMS	DELIVERY REF	DELIVERY TIME	DELIVERY PLACE	DELIVERY METHOD	DELIVERY TERMS	DELIVERY REF
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PRODUCT CODE	DESCRIPTION / BRAND	CASES ORDERED	CASES SHIPPED	QTY SHIPPED	UNIT	GROUP	UNIT PRICE	POLICY
0000	801-973-5676	44	DEL 3/27/02					
0000	105-BEAN & CHS RUPP 2/12 CT FRAY 1# 50Z	81.000	81.000	81.000	CASE	2	7.24	RSE
0000	105-BEAN & CHS RUPP 2/12 CT FRAY 1# 50Z	27.000	27.000	27.000	CASE	2	7.24	RSE
0000	105-BEAN & CHS RUPP 2/12 CT FRAY 1# 50Z	27.000	27.000	27.000	CASE	2	7.24	RSE
0000	105-BEAN & CHS RUPP 2/12 CT FRAY 1# 50Z	40.000	40.000	40.000	CASE	2	14.49	RSE
0000	105-BEAN & CHS RUPP 2/12 CT FRAY 1# 50Z	20.000	20.000	20.000	CASE	2	14.49	RSE
0000	105-SHRED BEEF CHIMI 5 OZ 2/12 CT JM	30.000	30.000	30.000	CASE	2	26.65	RSE
0000	105-SHRED BEEF CHIMI 5 OZ 2/12 CT JM	30.000	30.000	30.000	CASE	2	26.65	RSE
0000	105-SHRED BEEF CHIMI 5 OZ 2/12 CT JM	15.000	15.000	15.000	CASE	2	16.15	RSE

TOTAL CASES ORDERED _____ **TOTAL NET WEIGHT ORDERED** _____
TOTAL GROSS WEIGHT ORDERED _____

FROZEN PREPARED FOODS - Maintain at 0° F OR BELO

SHIPPER SPECIALTY BRANDS COMPANY

AGENT BulcherBoy W.A.R.Q.U.E.Z Little Juan

FRFMS DASCATTA

THIS SHIPPING ORDER - Must be legibly filled in, in ink, in indelible Penell, or Carbon, and retained by the Agent.

RECEIVED bills of lading to the classifications and lengths filed herein, in effect on the date of issue of this Bill of Lading for the property described below, in apparent good order, except as noted hereon, and provided of complete packages (uniformly packed, consolidated, and destined as indicated below, which said carrier (the word carrier being understood throughout the contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery at said destination, it on its route, otherwise to deliver to another carrier on the route to said destination. It is mutually agreed, as to each carrier of all or any of said property, that every carrier shall be subject to all terms and conditions of the Uniform Interstate Shipment Bill of Lading set forth in the Official, Southern, Western and Alaska Freight Classifications in effect on the date hereof. This is a bill of lading shipment, or (2) in the applicable motor carrier classification of bill if this is a motor carrier shipment.

Shipper hereby certifies that he is familiar with all the terms and conditions of the said Bill of Lading, including those on the back thereof, and that he hereby agrees to the transportation of this shipment, and the said terms and conditions are hereby agreed to by shipper and accepted for himself and his assigns.

ACCOUNTING COPY
07652

SHIPPER NO.

CARRIER'S NO.

ORDER NO.	ORDER DATE	REFERENCE	ORDER TYPE
2285203	3/17/02		MO



Specialty Brands Inc.

SHIP TO

4183-0001
FLEMING COSMETIC LABS DIVISION
MILITARY
2455 W 4500 SOUTH
SALT LAKE CITY
UT 841260000

SHIP FROM
SPECIALTY BRANDS, INC.
4501 S. ILLIAM AVENUE
MILWATONIA
CA 923160000

PRODUCT CODE
CARRIER
DESCRIPTION / BRAND

FREIGHT TERMS
DELIVERED

SCHEDULED SHIP DATE
07/21/02

ACTUAL SHIP DATE
07/21/02

PAYMENT TERMS
2X 10/NET 20

CASES ORDERED	CASES SHIPPED	QTY SHIPPED	U/M	P GROUP	UNIT PRICE	POLICY

TOTAL CASES ORDERED

249.000

FROZEN PREPARED FOODS - Maintain at 0° F OR BELOW

TOTAL NET WEIGHT ORDERED 1920.00

TOTAL GROSS WEIGHT ORDERED 2280.90

Subject to Section 7 of Conditions of applicable bill of lading, this shipment to be delivered to the consignee without recourse on the consignor, the consignor shall sign the following statement:
The goods shall not make delivery of this shipment without payment of freight and all other taxes thereon.

SHIPPER
SPECIALTY BRANDS COMPANY

AGENT
Fulcher Boy

FREDES
DASANA
W.A.R.O.H.E.Z
LITTLE JUAN
Pacific
Adonellus

(Signature of Consignor)

PER

Adonellus

MEMORANDUM is an acknowledgment that a Bill of Lading has been issued and is not the Original Bill of Lading, nor a copy or duplicate, covering the property herein listed, and is intended solely for billing purposes. It is subject to the conditions and terms of the Bill of Lading on file with the carrier, and it is not to be used as evidence of title, ownership, interest, or possession of the property herein listed, or as evidence of any other right or interest in the property herein listed. It is intended solely for billing purposes and is not to be used as evidence of title, ownership, interest, or possession of the property herein listed, or as evidence of any other right or interest in the property herein listed. It is intended solely for billing purposes and is not to be used as evidence of title, ownership, interest, or possession of the property herein listed, or as evidence of any other right or interest in the property herein listed.

SPECIALTY BRANDS, INC.
1001 WEST 10000
DEPARTMENT

Specialty Brands Inc.

SHIP PER NO.
CARRIER'S NO.

BILL OF LADING 07651

SHIPPER NO	ORDER DATE	REFERENCE	ORDER TYPE
20853053	5/17/03		NO

SHIP TO

44105-0001
 CHELSEA FOODS/BELT LAKE DIVISION
 3455 W 1300 SOUTH
 SALT LAKE CITY
 UT 84120-0000

LINE NO.	CARRIER	DESCRIPTION / BRAND	FRIGHT TERMS	SCHEDULED SHIP DATE	ACTUAL SHIP DATE	PAYMENT TERMS
101	0000					
102	0000					
103	0000					
104	0000					
105	0000					
106	0000					
107	0000					
108	0000					
109	0000					
110	0000					
111	0000					
112	0000					
113	0000					
114	0000					
115	0000					
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152	0000					
153	0000					
154	0000					
155	0000					
156	0000					
157	0000					
158	0000					
159	0000					
160	0000					

TOTAL CASES ORDERED

FROZEN PREPARED FOODS - Mainstain at 0° F OR BELT

TOTAL NET WEIGHT ORDERED

TOTAL GROSS WEIGHT ORDERED

Signature of Comptroller: _____

AGENT: _____

DATE: _____

PER: _____

ENDORSE: _____

DATE: _____

RECEIVED: _____