

FILED

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

2003 APR 14 AM 11:15

In re:)	Chapter 11
)	
FLEMING COMPANIES, INC., et al.,)	Case No. 03-10945 (MFW)
)	
Debtors.)	Jointly Administered

U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

**DOMINO FOODS, INC.'S NOTICE OF DEMAND FOR RECLAMATION
OR, ALTERNATIVELY, FOR PRIORITY CLAIM OR LIEN**

Domino Foods, Inc., as agent for American Sugar Refining, Inc. ("Domino"), by its undersigned counsel, files the following Notice of Demand for Reclamation, or Alternatively, for Priority Claim or Lien (the "Notice") and respectfully states as follows:

1. On or about April 1, 2003 (the "Petition Date"), Fleming Companies, Inc. and twenty-nine affiliates (collectively, "Fleming" or the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (the "Bankruptcy Code"). Upon information and belief, no trustee or examiner has been appointed. The Debtors' bankruptcy cases are being jointly administered.

2. Prior to the Petition Date, Domino provided and delivered to Fleming various sugar products (the "Products"). The Products were, upon information and belief, received and accepted by Fleming within ten (10) days of the Petition Date.¹

¹ Some deliveries may have been received by Fleming after the Petition Date. Without waiving any reclamation rights, to the extent delivery to Fleming was effected after the Petition Date, Domino asserts that it should be paid in the ordinary course of Fleming's business, as provided in any order allowing the Motion of the Debtors for an Order Granting Administrative Expense Status to the Debtors' Undisputed Obligations Arising from Post-petition Delivery of Goods Subject to Pre-petition Purchase Orders and Authorizing the Debtors to Pay Such Obligations in the Ordinary Course of Business, filed on or about April 2, 2003.

3. The Products were sold to Fleming in the ordinary course of Domino's business. Upon information and belief, Fleming was insolvent when the Products were sold and when Fleming received the Products.


4. By letter dated April 2, 2003, Domino made written demand upon Fleming for reclamation pursuant to § 546(c) of the Bankruptcy Code and Section 2-207 of the Uniform Commercial Code. A copy of the written demand for reclamation, with Exhibits, is attached hereto as Exhibit A (together, the "April 2 Reclamation Demand"). The April 2 Reclamation Demand was timely made and is incorporated herein by reference, including, without limitation, Domino's demand that the Products be segregated and not used for any purpose except as authorized by the Bankruptcy Court.

5. Pursuant to § 546(c)(1) of the Bankruptcy Code, a seller may make written demand for reclamation of the goods before 10 days after the receipt by the debtor or, if the 10-day period expires after the commencement of the case, before 20 days after the debtor receives the goods. Pursuant to §§ 546(c)(2)(A) and (B) of the Bankruptcy Code, if a court denies a seller's claim for reclamation, it must grant the seller administrative expense priority pursuant to §503(b), or secure the seller's claim with a lien.

6. Without prejudice to the April 2, 2003 Reclamation Demand, Domino hereby makes demand of reclamation for the Products delivered to Fleming. An itemization of the Products is set forth in Exhibit A attached hereto. The Products have an aggregate value of not less than \$318,087.77. In the alternative, Domino seeks an administrative expense pursuant to §503(b), or a lien for the Products received by Fleming during the ten (10) days preceding the Petition Date.

WHEREFORE, having satisfied the requirements of 11 U.S.C. § 546(c), Domino demands reclamation of the Products or, in the alternative, an administrative expense pursuant to §503(b) in the amount of not less than \$318,087.77, or a lien in its favor for the total value of the Products, but not less than \$318,087.77. Domino also requests such other and further relief this Court deems just and proper.

BLANCO TACKABERY
COMBS & MATAMOROS, P.A.


Gene B. Tarr (NCSB #11110)
P.O. Drawer 25008
Winston-Salem, NC 27114-5008
(336) 761-1250

Attorneys for Domino Foods, Inc.

Dated: April 11, 2003

April 2, 2003

Domino Foods, Inc
1100 Key Highway East
Baltimore, MD 21230

Fleming Companies, Inc.
c/o Mark Shapiro,
VP of Finance and Operations
1945 Lakepoint Drive
Louisville, TX 75057

**VIA FACSIMILE, FEDERAL EXPRESS AND
CERTIFIED MAIL, RETURN RECEIPT REQUESTED**

Re: Reclamation Demand by Domino Foods, Inc.

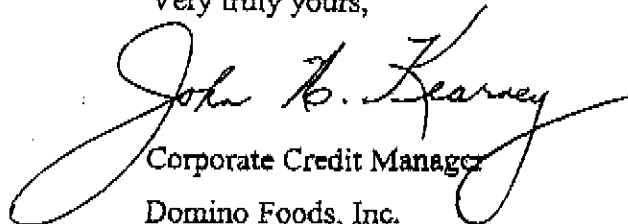
Gentlemen:

Demand is hereby made upon you pursuant to Section 2-702 of the (applicable state) Uniform Commercial Code and Section 546(c) of the United States Bankruptcy Code for the return of all goods received during the periods referred to in the above-cited statute. This demand specifically includes but is not limited to goods identified on the attached schedule. Invoices and proofs of delivery will be submitted under separate cover.

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

In light of your recent bankruptcy filing, you are further notified that all goods subject to our right of reclamation must be protected and segregated by you and shall not be used for any purpose whatsoever except those specifically authorized following notice and a hearing by the bankruptcy court.

Very truly yours,


Corporate Credit Manager

Domino Foods, Inc.

(410) 783-8679

(410) 625-8122 (fax)

RECLAMATION SCHEDULE

Doc.no.	Reference	Doc. date	LC amnt PayT	P.O. #
92070233	0000062751	03/25/2003	17,727.40	Z211 4- 339105-MA
92072054	0000066913	03/28/2003	18,256.30	Z211 7- 408990-MA
MASSILLON DIV # 106999 *			35,983.70	

Doc.no.	Reference	Doc. date	LC amnt PayT	P.O. #
92073282	0000067474	04/01/2003	15,748.80	Z211 11- 456440-LF
LAFAYETTE DIVISION #106995 *			15,748.80	

92069595	66750	3/24/2003	16,287.50	541399-NA
92069713	66748	3/24/2003	17,367.54	541400-NA
92069714	66749	3/24/2003	18,519.13	541401-NA
92070980	67339	3/26/2003	16,320.00	123124-NA
92070981	67345	3/26/2003	16,320.00	123123-NA
92071526	67342	3/27/2003	16,320.00	123125-NA
92071970	67340	3/28/2003	16,320.00	123126-NA
92072335	67343	3/30/2003	16,320.00	123127-NA
92072336	67348	3/30/2003	16,320.00	123128-NA
92073082	67347	4/1/2003	16,320.00	123131-NA
92073084	67341	4/1/2003	16,320.00	123132-NA
92073217	67344	4/1/2003	16,320.00	123129-NA
				123130-NA
92073218	67346	4/1/2003	16,320.00	
GOODLETTSVILLE DIV \$ 215,374.17				

Doc.no.	Reference	Doc. date	BA	LC amnt PayT	Att	P.O.#
92069935	0000066752	03/24/2003		17,249.90	Z211 3-	841540-NE
92070433	0000066751	03/25/2003		16,675.20	Z211 4-	841541-NE
92070434	0000066755	03/25/2003		17,056.00	Z211 4-	841542-NE
NORTHEAST (MD) #113527				50,981.10		

Total 4/2/03@ 11AM: \$ 318,087.77

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER 339105-MA
 CONTRACT NUMBER 1
 PAGE NUMBER 1
 TERMS 2% 10, GROSS 11
 FREIGHT COL
 F.O.B. WAREHOUSE
 CARRIER ROUTE
 SHIPPING LOCATION NO. Baltimore Refiner6004
 DELIVERY NO. TA82089474
 CAR INITIAL NO. N/A
 BROKER
 INVOICE NO. 92070233
 INVOICE DATE 03/25/2003
 AMOUNT

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	TOTAL AMOUNT
30	50# EFG-DOMINO	1,500	16.90	BAG USD	507.00
75	12/1# DOTS DOMINO SUGAR CUBES	900	10.76	CS USD	807.00
144	24/2# GRAN-DOMINO SUGAR	6,912	23.35	CS USD	3,362.40
540	8/5# GRAN-DOMINO	21,600	16.40	BAL USD	8,856.00
140	12/2# POWDERED 10X-DOMINO	3,360	13.97	CS USD	1,955.80
160	12/2# LT BROWN-DOMINO	3,840	13.97	CS USD	2,235.20
18	CHEP PALLETS				
1	Pallets	55	4.00	EA	4.00

EARN A DISCOUNT OF: 354.47-
 REMITTING: 17,372.93
 IF PAID BEFORE: 04/04/2003

TOTAL UNIT 204031
 TOTAL WEIGHT 39,376 LB
 DUE BY CURRENCY 04/04/2003
 TOTAL AMOUNT 17,727.40

SHIP TO
 204031
 FLEMING - MASSILLON
 MASSILLON DIVISION
 4676 ERIC STREET SOUTH
 MASSILLON OH 44546-0000

BILL TO
 400727
 FLEMING COMPANIES A/P
 PO Box 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 408990-MA
 CONTRACT NUMBER 1
 SHIPPING LOCATION NO. Bob's Warehouse 6012
 UNITS SHIPPED PRODUCT DESCRIPTION

TERMS 2 & 10, GROSS 11
 DATE SHIPPED 03/27/2003
 BROKER TA82091225
 DELIVERY NO. N/A
 CAR INITIAL NO. N/A

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	AMOUNT
960	12/2# LT BROWN-DOMINO Off-Invoice	23,040	13.97	CS USD	321,411.20
320	12/2# DK BROWN-DOMINO Off-Invoice	7,680	13.97	CS USD	107,152.00
2	PALLET 495-5# GRAN-DOMINO		1.20		2,470.40
18	CHEP PALLETS		955.35	PAL	17,190.70

EARN A DISCOUNT OF: 365.12-
 REMITTING: 17,891.18
 IF PAID BEFORE: 04/07/2003

TOTAL UNIT

TOTAL WEIGHT 36,876 LB
 DUE BY CURRENCY 04/07/2003
 TOTAL AMOUNT 18,256.30

SHIP TO

204031
 FLEMING - MASSILLON
 MASSILLON DIVISION
 4676 BRIE STREET SOUTH
 MASSILLON OH 44646-0000

BILL TO

400727
 FLEMING COMPANIES A/P
 PO Box 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER
456440-LF
CONTRACT NUMBER

PAGE NUMBER
1

TERMS
2% 10, GROSS 11

DATE SHIPPED
03/31/2003
WAREHOUSE
F.O.B.
CARRIER ROUTE

DELIVERY NO.
TA82092327
CAR INITIAL NO.
N/A

INVOICE NO.
92073282
INVOICE DATE
04/01/2003

SHIPPING LOCATION NO.
Meyers - Jefferso6049
UNITS SHIPPED

PRODUCT DESCRIPTION
8/5# GRAN-DOMINO
Off-Invoice
CHEP PALLETS

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	AMOUNT
1,020	8/5# GRAN-DOMINO Off-Invoice	40,800	16.40	BAL USD	16,728.00
17	CHEP PALLETS		0.96	PAL	979.20

EARN A DISCOUNT OF: 314.98-
REMITTING: 15,433.82
IF PAID BEFORE: 04/11/2003

TOTAL UNIT

TOTAL WEIGHT 41,939 LB
DUE BY CURRENCY 04/11/2003
TOTAL AMOUNT 15,748.80

SHIP TO

205431
FLEMING FOODS/LAFAYETTE
113 KOL DRIVE
BROUSSARD LA 70518-0000

BILL TO

400727
FLEMING COMPANIES A/P
PO Box 24850
OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
PO Box 751945
CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 541399-NA
 CONTRACT NUMBER 1
 PAGE NUMBER 2% 10, GROSS 11
 FREIGHT F.O.B. DATE SHIPPED 03/20/2003
 DESTINATION TA82088657
 CARRIER ROUTE BAYOU DISTRB SVCS
 SHIPPING LOCATION NO. Meyers - Jefferso6049
 UNITS SHIPPED PRODUCT DESCRIPTION
 960 8/5# GRAN-DOMINO
 Off-Invoice
 70 24/1# LT BROWN-DOMINO
 Off-Invoice
 17 CHER PALLETS

INVOICE NO. 92069595
 INVOICE DATE 03/24/2003
 BROKER
 DELIVERY NO. TA82088657
 CAR INITIAL NO. N/A

NET WEIGHT	UNIT PRICE	UNIT	CURRENCY	AMOUNT
38,400	16.96	BAL	USD	16,281.60
1,680	14.45	CS	USD	921.60-
	1.20	PAL		1,011.50
				84.00-

EARN A DISCOUNT OF: 325.75-
 REMITTING: 15,961.75
 IF PAID BEFORE: 04/03/2003

TOTAL UNIT 17
 TOTAL WEIGHT 41,219 LB
 DUE BY CURRENCY 04/03/2003
 TOTAL AMOUNT 16,287.50

SHIP TO
 205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO
 400727
 FLEMING COMPANIES A/P
 PO Box 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER
541400-NA

PAGE NUMBER
1

TERMS

2 & 10, GROSS 11

CONTRACT NUMBER

FREIGHT
PPD

DATE SHIPPED
03/21/2003

BROKER

DELIVERY NO.
TA82088976

DESTINATION

CAR INITIAL NO.
N/A

CARRIER ROUTE

BAYOU DISTRB SVCS

SHIPPING LOCATION NO.

Meyers - Jefferso6049

UNITS SHIPPED PRODUCT DESCRIPTION

780 8/5# GRAN-DOMINO

Off-Invoice

4 PALLET 495-5# GRAN-DOMINO

70 24/1# LT BROWN-DOMINO

Off-Invoice

18 CHEP PALLETS

INVOICE NO.
92069713
INVOICE DATE
03/24/2003

NET WEIGHT UNIT PRICE UNIT CURRENCY

31,200 16.96 BAL USD 13,228.80
0.96 748.80-
990.01 PAL 3,960.04
1,680 14.45 CS 1,011.50
1.20 84.00-
PAL

EARN A DISCOUNT OF: 347.35-
REMITTING: 17,020.19
IF PAID BEFORE: 04/03/2003

TOTAL UNIT

TOTAL WEIGHT 43,986
DUE BY CURRENCY 04/03/2003
TOTAL AMOUNT 17,367.54
LB

SHIP TO

205432
FLEMING CO
500 SO CARTWRIGHT ST
GOODLETTSVILLE TN 37072-0000

BILL TO

400727
FLEMING COMPANIES A/P
PO BOX 24850
OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
PO BOX 751945
CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 541401-NA
 CONTRACT NUMBER 1
 PAGE NUMBER 2% 10, GROSS 11
 TERMS DATE SHIPPED 03/21/2003
 FREIGHT F.O.B. DESTINATION TA82088977
 PPD CARRIER ROUTE CAR INITIAL NO.
 SHIPPING LOCATION NO. BAYOU DISTRB SVCS N/A
 Brokers - Jeffers06049
 UNITS SHIPPED PRODUCT DESCRIPTION

INVOICE NO. 92069714
 INVOICE DATE 03/24/2003
 AMOUNT

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	AMOUNT
13	PALLET 495-5# GRAN-DOMINO	6,720	990.01	PAL	12,870.13
280	24/1# POWDERED 10X-DOMINO Off-Invoice	14.45	14.45	CS	4,046.00
70	24/1# DK BROWN-DOMINO	1.20	1.20		336.00
70	24/1# LT BROWN-DOMINO Off-Invoice	1,680	14.45	CS	1,011.50
19	CHEP PALLETS	1,680	14.45	CS	1,011.50
			1.20	PAL	84.00

EARN A DISCOUNT OF: 370.38-
 REMITTING: 18,148.75
 IF PAID BEFORE: 04/03/2003

TOTAL UNIT

TOTAL WEIGHT 43,528 LB
 DUE BY CURRENCY 04/03/2003
 TOTAL AMOUNT 18,519.13

SHIP TO

205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO

400727
 FLEMING COMPANIES A/P
 PO BOX 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 123124 -NA
 CONTRACT NUMBER 1
 PAGE NUMBER 1
 TERMS 2 & 10, GROSS 11
 FREIGHT PPD
 F.O.B. DESTINATION 03/25/2003
 DATE SHIPPED 03/25/2003
 DELIVERY NO. TAB2090607
 BROKER
 SHIPPING LOCATION NO. MEYERS - Jeffers06049
 CARRIER ROUTE BAYOU DISTRB SVCS
 INVOICE NO. 92070980
 INVOICE DATE 03/26/2003
 AMOUNT 17,299.20
 NET WEIGHT 40,800
 UNIT PRICE 16.96
 UNIT CURRENCY BAL USD
 NET WEIGHT 0.96
 UNIT CURRENCY PAL

UMTS SHIPPED 17
 PRODUCT DESCRIPTION 8/5# GRAN-DOMINO
 Off-Invoice
 CHEP PALLETS

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/05/2003

TOTAL WEIGHT 41,939
 DUE BY CURRENCY 04/05/2003
 TOTAL AMOUNT 16,320.00
 LB

SHIP TO
 205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO
 400727
 FLEMING COMPANIES A/P
 PO Box 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER 123123-NA
 CONTRACT NUMBER 1
 SHIPPING LOCATION NO. Meyers - Jeffers06049
 UNITS SHIPPED 17

PAGE NUMBER 1
 TERMS 2% 10, GROSS 11
 FREIGHT PPD
 F.O.B. DESTINATION 03/25/2003
 CARRIER ROUTE BAYOU DISTRB SVCS

DELIVERY NO. TA82090608
 CAR INITIAL NO. N/A
 BROKER

INVOICE NO. 92070981
 INVOICE DATE 03/26/2003

PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	AMOUNT
8/5# GRAN-DOMINO Off-Invoice	40,800	16.96	BAL USD	17,299.20
CHEP PALLETS	17	0.96	PAL	979.20-

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/05/2003

TOTAL UNIT

TOTAL WEIGHT 41,939 LB
 DUE BY CURRENCY 04/05/2003
 TOTAL AMOUNT 16,320.00

SHIP TO

205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO

400727
 FLEMING COMPANIES A/P
 PO BOX 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 123125-NA
 CONTRACT NUMBER 1
 TERMS 2% 10, GROSS 11
 FREIGHT PPD
 F.O.B. DESTINATION 03/26/2003
 DELIVERY NO. TA82090854
 BROKER
 SHIPPING LOCATION NO. Meyers - Jefferso6049
 CARRIER ROUTE BAYOU DISTRB SVCS
 CAR INITIAL NO. N/A
 INVOICE NO. 92071526
 INVOICE DATE 03/27/2003

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	AMOUNT
1,020	8/5# GRAN-DOMINO Off-Invoice	40,800	16.96	BAL USD	17,299.20
17	CHEP PALLETS		0.96	PAL	979.20-

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/06/2003

TOTAL UNIT

TOTAL WEIGHT 41,939 LB
 DUE BY CURRENCY 04/06/2003
 TOTAL AMOUNT 16,320.00

SHIP TO

205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO

400727
 FLEMING COMPANIES A/P
 PO Box 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER 123126-NA
 CONTRACT NUMBER 1
 PAGE NUMBER 2 & 10, GROSS 11
 TERMS
 FREIGHT PPD
 F.O.B. DESTINATION 03/27/2003
 DATE SHIPPED
 SHIPPING LOCATION NO. Meyers - Jeffers 6049
 CARRIER ROUTE BAYOU DISTRB SVCS
 DELIVERY NO. TA82090853
 BROKER
 CAR INITIAL NO. N/A
 INVOICE NO. 92071970
 INVOICE DATE 03/28/2003
 AMOUNT

UNITS SHIPPED 1,020
 PRODUCT DESCRIPTION 8/5# GRAN-DOMINO
 Off-Invoice
 CHEP PALLETS
 NET WEIGHT 40,800
 UNIT PRICE 16.96
 UNIT CURRENCY BAL USD
 0.96
 PAL
 TOTAL AMOUNT 17,299.20
 979.20-

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/07/2003

TOTAL UNIT

TOTAL WEIGHT 41,939
 LB
 DUE BY CURRENCY 04/07/2003
 TOTAL AMOUNT 16,320.00

SHIP TO

205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO

400727
 FLEMING COMPANIES A/P
 PO Box 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER 123127-NA
 CONTRACT NUMBER 1
 SHIPPING LOCATION NO. Meyers - Jeffers06049
 UNITS SHIPPED 17

PAGE NUMBER 1
 TERMS 2 & 10, GROSS 11
 FREIGHT PPD
 F.O.B. DESTINATION 03/27/2003
 CARRIER ROUTE BAYOU DISTRB SVCS

DELIVERY NO. TA82091120
 BROKER
 CAR INITIAL NO. N/A

INVOICE NO. 92072335
 INVOICE DATE 03/30/2003
 AMOUNT

1,020 8/5# GRAN-DOMINO
 Off-Invoice
 CHEP PALLETS

NET WEIGHT 40,800
 UNIT PRICE 16.96
 UNIT CURRENCY USD
 TOTAL 17,299.20
 PAL 979.20-

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/09/2003

TOTAL UNIT
 TOTAL WEIGHT 41,939 LB
 DUE BY CURRENCY 04/09/2003
 TOTAL AMOUNT 16,320.00

SHIP TO
 205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO
 400727
 FLEMING COMPANIES A/P
 PO BOX 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER
123128-NA
CONTRACT NUMBER

PAGE NUMBER
1
FREIGHT
PPD

TERMS

2 1/2 10, GROSS 11

BROKER

DELIVERY NO.
TA82091121
CAR INITIAL NO.
N/A

INVOICE NO.
92072336
INVOICE DATE
03/30/2003
AMOUNT

DESTINATION
03/27/2003
DATE SHIPPED
CARRIER ROUTE
BAYOU DISTRB SVCS

UNITS SHIPPED

NET WEIGHT

UNIT PRICE

UNIT CURRENCY

1,020 8/5# GRAN-DOMINO
17 Off-Invoice
CHEP PALLETS

40,800 16.96 BAL USD
0.96
PAL

EARN A DISCOUNT OF: 326.40-
REMITTING: 15,993.60
IF PAID BEFORE: 04/09/2003

TOTAL UNIT

TOTAL WEIGHT
41,939 LB
04/09/2003

DUE BY CURRENCY

TOTAL AMOUNT
16,320.00

SHIP TO

205432
FLEMING CO
500 SO CARTWRIGHT ST
GOODLETTSVILLE TN 37072-0000

BILL TO

400727
FLEMING COMPANIES A/P
PO Box 24850
OKLAHOMA CITY OK 73124-4850

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
PO Box 751945
CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 123131-NA
 CONTRACT NUMBER 1
 PAGE NUMBER 2% 10, GROSS 11
 TERMS
 FREIGHT PPD
 F.O.B. DESTINATION 03/31/2003
 DATE SHIPPED
 CARRIER ROUTE
 BAYOU DISTRB SVCS
 SHIPPING LOCATION NO. Meyers - Jefferso6049
 BROKER DELIVERY NO. TA82092950
 CAR INITIAL NO. N/A
 INVOICE NO. 92073082
 INVOICE DATE 04/01/2003
 AMOUNT

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	TOTAL AMOUNT
1,020	8/5# GRAN-DOMINO Off-Invoice	40,800	16.96	BAL USD	17,299.20
17	CHEP PALLETS	0.96		PAL	979.20-

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/11/2003

TOTAL UNIT	TOTAL WEIGHT	DUE BY CURRENCY	TOTAL AMOUNT
	41,939 LB	04/11/2003	16,320.00

SHIP TO
 205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO
 400727
 FLEMING COMPANIES A/P
 PO BOX 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO BOX 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER 123132-NA
 CONTRACT NUMBER 1
 SHIPPING LOCATION NO. Meyers - Jefferson 6049
 UNITS SHIPPED 17

PAGE NUMBER 1
 TERMS 2 1/2 10, GROSS 11
 FREIGHT PPD
 F.O.B. DESTINATION 03/31/2003
 CARRIER ROUTE BAYOU DISTRB SVCS
 PRODUCT DESCRIPTION 8/5# GRAN-DOMINO
 Off-Invoice
 CHEP PALLETS

DELIVERY NO. TAB2092949
 CAR INITIAL NO. N/A
 BROKER
 NET WEIGHT 40,800
 UNIT PRICE 16.96
 UNIT CURRENCY BAL USD
 INVOICE NO. 92073084
 INVOICE DATE 04/01/2003
 AMOUNT 17,299.20
 979.20-

1,020
 17

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/11/2003

TOTAL UNIT
 TOTAL WEIGHT 41,939 LB
 DUE BY CURRENCY 04/11/2003
 TOTAL AMOUNT 16,320.00

SHIP TO
 205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO
 400727
 FLEMING COMPANIES A/P
 PO Box 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 123129-NA
 CONTRACT NUMBER 1
 PAGE NUMBER 2% 10, GROSS 11
 TERMS DATE SHIPPED 03/31/2003
 FREIGHT PPD F.O.B. DESTINATION TA82091782
 BROKER
 SHIPPING LOCATION NO. Meyers - Jeffers06049
 CARRIER ROUTE BAYOU DISTRB SVCS
 UNITS SHIPPED 17
 PRODUCT DESCRIPTION CHEP PALLETS
 CAR INITIAL NO. N/A
 DELIVERY NO. TA82091782
 INVOICE NO. 92073217
 INVOICE DATE 04/01/2003
 AMOUNT

NET WEIGHT	UNIT PRICE	UNIT CURRENCY	TOTAL WEIGHT	DUE BY	CURRENCY	TOTAL AMOUNT
40,800	16.96	BAL USD	41,939	04/11/2003	LB	16,320.00
17	0.96	PAL				17,299.20
						979.20-

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/11/2003

TOTAL UNIT

SHIP TO
 205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-9000

BILL TO
 400727
 FLEMING COMPANIES R/P
 PO BOX 24850
 OKLAHOMA CITY OK 73124-4650

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

INVOICE

**Domino
Foods
Inc.**

CUSTOMER P.O. NUMBER 123130-NA
 CONTRACT NUMBER 1
 PAGE NUMBER 1
 TERMS 2 & 10, GROSS 11
 FREIGHT PPD
 F.O.B. DESTINATION 03/31/2003
 DATE SHIPPED 03/31/2003
 DELIVERY NO. TA82091783
 BROKER
 SHIPPING LOCATION NO. MEYERS - Jefferso6049
 CARRIER ROUTE BAYOU DISTRB SVCS
 CAR INITIAL NO. N/A
 INVOICE NO. 92073218
 INVOICE DATE 04/01/2003

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT CURRENCY	AMOUNT
1,020	8/5# GRAN-DOMINO Off-Invoice	40,800	16.96	BAL USD	17,299.20
17	CHEP PALLETS		0.96	PAL	979.20-

EARN A DISCOUNT OF: 326.40-
 REMITTING: 15,993.60
 IF PAID BEFORE: 04/11/2003

TOTAL UNIT	TOTAL WEIGHT	DUE BY CURRENCY	TOTAL AMOUNT
	41,939 LB	04/11/2003	16,320.00

SHIP TO
 205432
 FLEMING CO
 500 SO CARTWRIGHT ST
 GOODLETTSVILLE TN 37072-0000

BILL TO
 400727
 FLEMING COMPANIES A/P
 PO BOX 24850
 OKLAHOMA CITY OK 73124-4850

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO BOX 751945
 CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 841540-NE
 CONTRACT NUMBER 1
 FREIGHT COL
 WAREHOUSE F.O.B.
 CARRIER ROUTE
 SHIPPING LOCATION NO. Baltimore Refiner6004
 UNITS SHIPPED PRODUCT DESCRIPTION
 TERMS 2 & 10, GROSS 11
 DATE SHIPPED 03/21/2003
 DELIVERY NO. TA82088923
 BROKER
 CAR INITIAL NO. N/A
 INVOICE NO. 92069935
 INVOICE DATE 03/24/2003
 AMOUNT

UNITS SHIPPED	PRODUCT DESCRIPTION	NET WEIGHT	UNIT PRICE	UNIT	CURRENCY	AMOUNT
150	12/1# DOTS DOMINO SUGAR CUBES	1,800	10.76	CS	USD	1,614.00
120	24/2# GRAN-DOMINO SUGAR	5,760	23.35	CS	USD	2,802.00
660	8/5# GRAN-DOMINO Off-Invoice	26,400	16.40	BAL	DSD	10,824.00
60	4/10# GRAN-DOMINO SUGAR Off-Invoice	2,400	16.36	BAL	USD	533.60
70	12/2# POWDERED 10X-DOMINO Off-Invoice	1,680	13.97	CS	USD	981.60
60	10/4# GRAN-EXCEPTIONAL VALUE CHEP PALLETS	2,400	12.80	BAL	USD	977.90
18						84.00
						768.00

EARN A DISCOUNT OF: 345.00-
 REMITTING: 16,904.90
 IF PAID BEFORE: 04/03/2003

TOTAL UNIT

TOTAL WEIGHT 41,646
 LB
 DUE BY CURRENCY 04/03/2003

TOTAL AMOUNT 17,249.90

SHIP TO

211311
 FLEMING NORTH EAST DIVISION
 PRIMARY WAREHOUSE
 NORTH EAST COMMERCE CENTER
 #4 CENTER DRIVE
 NORTHEAST MD 21901-0000

BILL TO

401460
 Company
 FLEMING CTP/NE MARYLAND DIVISION
 PO Box 268858
 OKLAHOMA CITY OK 73126-8858

REMIT TO

THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 841541-NB
 CONTRACT NUMBER 1
 FREIGHT COL
 SHIPPING LOCATION NO. Baltimore Refiner6004
 UNITS SHIPPED 18

PAGE NUMBER 1
 TERMS 2% 10, GROSS 11
 DATE SHIPPED 03/24/2003
 WAREHOUSE
 CARRIER ROUTE
 F.O.B. WAREHOUSE
 DELIVERY NO. TA82089657
 CAR INITIAL NO. N/A
 BROKER

INVOICE NO. 92070433
 INVOICE DATE 03/25/2003
 AMOUNT

NET WEIGHT 43,200
 UNIT PRICE 16.40
 UNIT CURRENCY BAL USD
 0.96
 PAL

18 8/5# GRAN-DOMINO
 Off-Invoice
 CHEP PALLETS

17,712.00
 1,036.80-

EARN A DISCOUNT OF: 333.50-
 REMITTING: 16,341.70
 IF PAID BEFORE: 04/04/2003

TOTAL WEIGHT 44,406
 DUE BY CURRENCY 04/04/2003
 LB
 TOTAL AMOUNT 16,675.20

SHIP TO
 211311
 FLEMING NORTH EAST DIVISION
 PRIMARY WAREHOUSE
 NORTH EAST COMMERCE CENTER
 #4 CENTER DRIVE
 NORTHEAST MD 21901-0000

BILL TO
 401460
 Company
 FLEMING CTP/NE MARYLAND DIVISION
 PO BOX 268858
 OKLAHOMA CITY OK 73126-8858

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO BOX 751945
 CHARLOTTE NC 28275-1945

Domino Foods Inc.

INVOICE

CUSTOMER P.O. NUMBER 841542-NE
 CONTRACT NUMBER 1
 SHIPPING LOCATION NO. Baltimore Refinery6004
 UNITS SHIPPED PRODUCT DESCRIPTION
 840 8/5# GRAN-DOMINO
 80 Off-Invoice
 12/2# LT BROWN-DOMINO
 Off-Invoice
 240 12/2# DK BROWN-DOMINO
 Off-Invoice
 18 CHER PALLETS

TERMS 2% 10, GROSS 11
 DATE SHIPPED 03/24/2003
 BROKER
 DELIVERY NO. TA82089658
 CAR INITIAL NO. N/A

NET WEIGHT	UNIT PRICE	UNIT CURRENCY	AMOUNT
33,600	16.40	BAL USD	13,776.00
1,920	0.96		806.40
5,760	13.97	CS USD	1,117.60
	1.20		96.00
	13.97	CS USD	3,352.80
	1.20	PAL	288.00

EARN A DISCOUNT OF: 341.12-
 REMITTING: 16,714.88
 IF PAID BEFORE: 04/04/2003

TOTAL UNIT 211311
 TOTAL WEIGHT 42,486 LB
 DUE BY CURRENCY 04/04/2003
 TOTAL AMOUNT 17,056.00

SHIP TO
 211311
 FLEMING NORTH EAST DIVISION
 PRIMARY WAREHOUSE
 NORTH EAST COMMERCE CENTER
 #4 CENTER DRIVE
 NORTHEAST MD 21901-0000

BILL TO
 401460
 Company
 PLEMING CTP/NE MARYLAND DIVISION
 PO BOX 268858
 OKLAHOMA CITY OK 73126-8858

REMIT TO
 THE AMERICAN SUGAR REFINING COMPANY
 PO Box 751945
 CHARLOTTE NC 28275-1945

CERTIFICATE OF SERVICE

I, Gene B. Tarr, Esquire, hereby certify that on April 11, 2003, I caused a copy of the foregoing to be served upon the persons on the attached list via first class mail, postage prepaid, unless otherwise noted.


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