IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

NOTICE BY WELCH FOODS INC., A COOPERATIVE, OF RECLAMATION DEMAND OR, ALTERNATIVELY, FOR PRIORITY CLAIM

Welch Foods Inc., A Cooperative ("Welch's"), by and through its undersigned counsel, McCarter & English, LLP, files the within Notice of Reclamation Demand, or Alternatively, for Priority Claim (the "Reclamation Demand"). In support of its Reclamation Demand, Welch's respectfully represents as follows:

1. On or about April 1, 2003 (the "Filing Date"), Fleming Companies, Inc. and a number of its affiliates (collectively, "Fleming"), filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101, *et seq.* (the "Bankruptcy Code").

2. Prior to the Filing Date, Welch's provided and shipped to Fleming various food products that were, upon information and belief, received by Fleming within the ten (10) days of the Filing Date.[1] A Schedule of the Invoices reflecting these shipments is attached hereto as Exhibit A. (A copy of the Invoices reflected in the Schedule will be provided upon request).

[1] Some deliveries may have been received by Fleming after the Filing Date. Without waiving any reclamation rights, to the extent delivery to Fleming was effected after the Petition Date, Welch's 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.

The food products delivered to Fleming pursuant to the Invoices set forth in Exhibit A have an aggregate value of not less than $772,715.15.

3. Welch's hereby makes demand to Fleming for reclamation, pursuant to Section 546(c) of the Bankruptcy Code and Section 2-207 of the Uniform Commercial Code, of the food products delivered pursuant to the Invoices set forth in Exhibit A. Alternatively, Welch's requests a priority claim in the total amount of $772,715.15 for the products received by Fleming during the ten (10) day period prior to the Filing Date.

4. Pursuant to Section 546(c) of the Bankruptcy Code, a seller can make a written demand for reclamation of goods within ten (10) days after receipt by the debtor or, if the 10-day period expires after the filing date, before the 20th day after the debtor receives the goods. 11 U.S.C. § 546(c)(1). In the event the Court denies a seller's claim for reclamation, then it must grant an administrative expense priority or secure the seller's claim with a lien. 11 U.S.C. § 546(c)(2)(A) and (B); 11 U.S.C. §§ 503(b) and 507(a)(1).

5. Welch's hereby makes a demand of reclamation for the food products it delivered to Fleming as more particularly set forth in the Schedule attached as Exhibit A.

6. The products were sold to Fleming in the ordinary course of business, and to the best of Welch's knowledge, Fleming was insolvent when the food products were sold and delivered.

7. This Notice constitutes a timely written demand for reclamation.

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WHEREFORE, Welch's respectfully demands reclamation of its food products or, in the alternative, a priority claim for the total amount of $772,715.15 and such other relief as the Court shall deem equitable and just.

McCARTER & ENGLISH, LLP

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