

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:) Chapter 11
)
Fleming Companies, Inc., et al.,) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)

NOTICE OF RECLAMATION

The annexed is a true and correct copy of a reclamation demand made on April 7, 2003 and signed by Erwin Storz, Credit Manager.

Dated: New York, New York
April 8, 2003

WARSHAW BURSTEIN COHEN
SCHLESINGER & KUH, LLP

By: Donald L. Kuba
Donald L. Kuba (DLK 7472)
Attorneys for AEP Industries, Inc.
555 Fifth Avenue
New York, NY 10017
(212) 984-7700

April 7, 2003

Fleming Companies, Inc.
1945 Lakepointe Drive
Lewisville, Texas 75057-6424

Attention: Carlos M. Hernandez, Exec. V.P., General Counsel-Secretary
And Mark Shapiro, CFO

Reference: Reclamation Claim for Fleming Companies, Inc. Bankruptcy Case #03-10945

Gentlemen:

Please be advised that the undersigned, AEP Industries, Inc. ("AEP") sold goods to Fleming Companies, Inc. ("Fleming") which were received by Fleming during the period of, inter alia, March 21, 2003 through March 31, 2003. Such sales are detailed on the annexed schedule which totals \$107,700.93. These sales took place while Fleming was insolvent. Supporting Documentation such as Invoices, Bills of Lading and Proofs of Delivery are attached.

Accordingly and pursuant to UCC § 2-702 and 11, U.S.C. § 546(c), AEP hereby demands reclamation of the referenced goods and further demands that such goods are to remain identifiable, segregated, safeguarded and held for the account of AEP as reclaimed goods. None of these goods are to be sold.

The foregoing is without prejudice to any and all other rights which AEP may have, each and every one of which is expressly reserved.

Very truly yours,

AEP Industries, Inc.

By s/Erwin Stolz

Title: Credit Manager

cc: Laura Davis Jones, Esq.
Pachulski Stang Zichl Young & Jones
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Wilmington, Delaware 19899-8705
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AEP Industries, Inc.
Fleming Companies, Inc. - Chapter 11
Reclamation Claim
April 7, 2003

<u>Inv #</u>	<u>PO #</u>	<u>Ship to Location</u>	<u>Inv Date</u>	<u>Due Date</u>	<u>Amount</u>	<u>Date Dispatched</u>	<u>Date Received</u>	<u>FOB</u>
167400	Ward	Madison, Tenn	3/17/03	4/16/03	\$ 19,185.70	3/17/03	3/21/03 Est	Ship Point
168243	21982	Phoenix, Az	3/19/03	4/18/03	\$ 5,155.20	3/19/03	3/21/03 Est	Ship Point
169117	15451	Altoona, Pa	3/21/03	4/20/03	\$ 3,815.04	3/21/03	3/24/03	Ship Point
169364	Frank J	Plymouth, Min	3/24/03	4/23/03	\$ 1,981.41	3/24/03	3/25/03	Ship Point
169632	222209	La Mirada, Ca	3/25/03	4/24/03	\$ 12,132.00	3/25/03	3/26/03	Ship Point
167376	7457	Litchfield, Ky	3/17/03	4/16/03	\$ 4,044.00	3/17/03	3/21/03 Est	Ship Point
168817	151WJAY228	Memphis, Tenn	3/21/03	4/20/03	\$ 2,749.44	3/21/03	3/24/03	Ship Point
169995	151WJAY228	Memphis, Tenn	3/26/03	4/25/03	\$ 27,494.40	3/26/03	3/31/03	Ship Point
169629	L. Carlson	Sacramento, Ca	3/25/03	4/24/03	\$ 19,083.64	3/25/03	3/26/03	Ship Point
168841	Stacy C.	Portland, Ore	3/21/03	4/20/03	\$ 2,709.84	3/21/03	3/22/03	Ship Point
171272	74616	Topeka, Ks	3/31/03	4/30/03	\$ 4,339.20	3/31/03	3/31/03 Est	Ship Point
167508	Steve S	Superior, WI	3/17/03	4/16/03	\$ 5,011.06	3/17/03	3/21/03 Est	Ship Point
Total					<u>\$ 107,700.93</u>			

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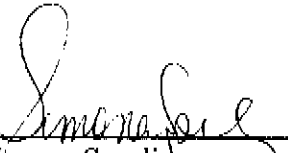
STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

Simona Sperling, being duly sworn, deposes and says:

I am not a party to this action, am over eighteen (18) years of age, and reside in Westchester, New York. On April 8th, 2003, I caused to be served a true and correct copy of the

NOTICE OF RECLAMATION

upon the persons listed on the annexed service list by depositing same in an official depository under the case and custody of the United States Postal Service, for the State of New York.



Simona Sperling

Sworn to before me this
8th day of April, 2003



Notary Public

ALICE LEMOS
Notary Public State of New York
No. 41-4884038
Qualified in Queens County
Commission Expires Jan 26, 2007