

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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

**DOT FOODS, INC.'S CLAIM FOR RECLAMATION OR, IN THE ALTERNATIVE,
FOR AN ADMINISTRATIVE CLAIM**

Dot Foods, Inc. ("Dot Foods"), by its undersigned counsel, makes this Claim For Reclamation or, in the alternative, for an Administrative Claim and in support thereof states that:

1. Debtors filed their Voluntary Petition For Relief Under Chapter 11 of the Bankruptcy Code on April 1, 2003.
2. Prior to having any knowledge of the Chapter 11 filing, in the ordinary course of business, Dot Foods sold and delivered to Debtors various goods, which were ordered, received and accepted by Debtors, and over which Debtors still exercise control.
3. Debtors received and accepted such goods on credit while Debtors were insolvent.
4. On April 1, 2003, within 10 days of delivery of the goods covered by the invoices listed on the schedule that is Exhibit A hereto, Dot Foods made the demand for reclamation copied as Exhibit B hereto. Said demand for reclamation was made in compliance with 11 U.S.C. 546(c)(1) and Del. Code, Tit. 6, 2-702(2).
5. Because Dot Foods' demand for reclamation was timely and otherwise proper, this Court should grant reclamation. If, however, the Court refuses to grant reclamation, Dot Foods requests that its claim in the amount of \$133,096.08 be allowed as a priority claim under 11 U.S.C. 503(b), in accordance with 11 U.S.C. 546(c)(2).

WHEREFORE, having satisfied the requirements of 11 U.S.C. 546(c), Dot Foods respectfully requests that this Honorable Court grant it reclamation for the goods covered by the invoices listed in Exhibit A or that, in the alternative, this Court grant Dot Foods a priority claim under 11 U.S.C. 503(b) for the total value of the goods, but not less than \$133,096.08, and grant such other and further relief as this Court deems just and equitable.

ARCHER & GREINER
A Professional Corporation

Dated: April 18, 2003

By: /s/ John V. Fiorella
John V. Fiorella (DE I.D. #4329)
1300 N. Market Street
Suite 700
Wilmington, DE 19801
(302) 777-4350

Attorneys for Dot Foods, Inc..

EXHIBIT "A"

SCHEDULE OF DOT FOODS RECLAMATION INVOICES

<u>Delivery Date</u>	<u>Invoice #</u>	<u>Purchase Order #</u>	<u>Invoice Amount</u>	<u>Location</u>
3/24/03	2492929	560626-LU	1,286.08	Lubbock, TX
3/24/03	2492930	560627-LU	500.40	Lubbock, TX
3/24/03	2494008	113167-SC	1,678.50	Sacramento, CA
3/24/03	2494327	460502-GA	369.23	Garland, TX
3/24/03	2494328	460534-GA	7,151.30	Garland, TX
3/24/03	2494329	460535-GA	2,502.79	Garland, TX
3/24/03	2494330	472624	1,323.60	Garland, TX
3/24/03	2494909	072276-TU	9,323.71	Tulsa, OK
3/24/03	2494910	072277-TU	427.68	Tulsa, OK
3/24/03	2494911	072284-TU	1,254.57	Tulsa, OK
3/27/03	2497528	54983	12,533.71	South Haven MS
3/27/03	2495712	712267	4,150.71	Lacrosse, WI
3/27/03	2497545	711490	5,340.20	Superior, WI
3/27/03	2498079	629552-GE	3,291.67	Geneva, AL
3/27/03	2498080	629554-GE	373.85	Geneva, AL
3/27/03	2498081	629553-GE	1,587.95	Geneva, AL
3/27/03	2497562	562714-NA	926.16	Nashville, TN
3/27/03	2497563	569811-NA	3,392.24	Nashville, TN
3/27/03	2496142	XXXX	91.20	Plymouth, MN
3/27/03	2496143	32345	742.85	Plymouth, MN
3/27/03	2496144	33264	6,622.84	Plymouth, MN
3/27/03	2498062	50-0063150	167.58	Marshfield, WI
3/27/03	2498063	50-0065040	3,539.51	Marshfield, WI
3/27/03	2497577	1295668 001	895.60	Leitchfield, KY
3/27/03	2497578	175-0008790	11,648.33	Leitchfield, KY
3/27/03	2497579	175-0000810	18,021.34	Leitchfield, KY
3/27/03	2498094	XXXX	1,866.83	Adel, GA
3/27/03	2498095	179-0010580	805.34	Adel, GA
3/27/03	2498096	179-0015380	3,096.45	Adel, GA
3/27/03	2497607	205073	1,817.57	Smyrna, GA
3/27/03	2497038	143-0037430	7,024.14	Altoona, PA
3/27/03	2497039	143-0038020	625.83	Altoona, PA
3/27/03	2497040	143-0038550	3215.29	Altoona, PA
3/27/03	2497041	143-0038550	196.93	Altoona, PA
3/31/03	2500997	600869-LU	2,261.04	Lubbock, TX
3/31/03	2502941	544122-PX	1,478.79	Phoenix, AZ
3/31/03	2502942	544119-PX	2,382.21	Phoenix, AZ
3/31/03	2502531	713033	6,518.66	Superior, WI
3/31/03	2502540	698397-WW	729.90	Warsaw, NC
3/31/03	2507541	698398-WA	1,933.50	Warsaw, NC
		TOTAL	133,096.08	

EXHIBIT "B"

Dot Foods, Inc.
P.O. Box 192
Mt. Sterling, IL 62353

DEMAND FOR RECLAMATION

VIA FACSIMILE

To: Fleming Companies, Inc.
1945 Lakepointe Dr.
Lewisville, TX 75059

Attn: Mark Shapiro, CFO


Fax No. (972) 906 - 1530

Pursuant to the Uniform commercial code (Sect. 2-702), Dot Food, Inc. hereby demands reclamation and return of all goods delivered by Dot to the above named party in the past 20 days including, without limitation, the goods covered by the invoices listed on the attached statements.

To facilitate return of these goods, calls will be placed to the receiving locations today or tomorrow to arrange for pickup of the reclaimed goods by Dot trucks.

PLEASE TAKE NOTICE THAT any further use, resale or other disposition of the subject goods after receipt of this notice without full payment therefore may constitute a conversion of property.

DOT FOODS, INC.

By:

Hal Broadwater
Credit Manager
Dot Foods, Inc.

(F) 217/773-2812
(P) 217/773-4411, X2406

Date: April 1, 2003

@ 4/2 2:40 Spoke to
Celia - Mark Shapiro's office
- acknowledged receipt of
my fax reclamation.
972/906-8000