

Exhibit C

Deutsche Bank 

Deutsche Bank Trust Company Americas
Global Loan Operations
Standby Letter of Credit Unit
60 Wall Street
New York, New York 10005

AMENDMENT TO OUR
CLEAN IRREVOCABLE LETTER
OF CREDIT NO. S-14901

FEBRUARY 18, 2003

BENEFICIARY:

APPLICANT:

HARTFORD FIRE INSURANCE COMPANY
COLLATERAL SUPERVISOR, BOND DEPT.
HARTFORD PLAZA, T-4
HARTFORD, CT. 06115

FLEMING COMPANIES, INC.

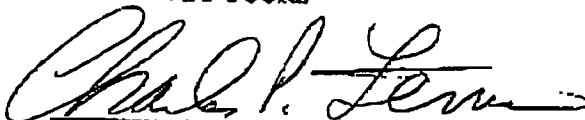
LADIES AND GENTLEMEN:

OUR IRREVOCABLE LETTER OF CREDIT IS AMENDED AS FOLLOWS:

THE AMOUNT OF THE LETTER OF CREDIT IS INCREASED BY \$5,880,000.00 TO \$18,524,152.00.

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

VERY TRULY YOURS



DEUTSCHE BANK TRUST COMPANY AMERICAS
AUTHORIZED SIGNATURE
CHARLES P. FERRIS
TEL. NO. 212-602-1137

Deutsche Bank 

Deutsche Bank Trust Company Americas
Global Loan Operations
Standby Letter of Credit Unit
60 Wall Street
New York, New York 10005

FOR INTERNAL IDENTIFICATION
PURPOSES ONLY

OUR NO.: S-14901

APPLICANT: FLEMING COMPANIES, INC.

ISSUE DATE: OCTOBER 31, 2002

EXPIRATION DATE: OCTOBER 31, 2003

OUR CLEAN IRREVOCABLE LETTER
OF CREDIT NO.: S-14901

BENEFICIARY:

HARTFORD FIRE INSURANCE COMPANY
COLLATERAL SUPERVISOR, BOND DEPT.
HARTFORD PLAZA, T-4
HARTFORD, CT. 06115

LADIES AND GENTLEMEN:

WE HEREBY ESTABLISH THIS CLEAN IRREVOCABLE LETTER OF CREDIT IN YOUR FAVOR, AS BENEFICIARY, FOR DRAWINGS UP TO U.S.\$5,110,000.00 (FIVE MILLION ONE HUNDRED TEN THOUSAND AND 00/100 U.S.DOLLARS) EFFECTIVE IMMEDIATELY. THIS LETTER OF CREDIT IS ISSUED, PRESENTABLE AND PAYABLE AT OUR OFFICE LOCATED AT 60 WALL STREET, NEW YORK, NEW YORK 10005, ATTENTION: GLOBAL LOAN OPERATIONS, STANDBY LETTER OF CREDIT UNIT; MAIL STOP: NYC60-2708 AND EXPIRES WITH OUR CLOSE OF BUSINESS ON OCTOBER 31, 2003 (THE "EXPIRATION DATE").

THE TERM "BENEFICIARY" INCLUDES ANY SUCCESSOR BY OPERATION OF LAW OF THE NAMED BENEFICIARY, INCLUDING, WITHOUT LIMITATION, ANY LIQUIDATOR, REHABILITATOR, RECEIVER OR CONSERVATOR.

WE HEREBY UNDERTAKE TO PROMPTLY HONOR YOUR SIGHT DRAFT(S) DRAWN ON US, INDICATING OUR LETTER OF CREDIT NUMBER S-14901 FOR ALL OR ANY PART OF THIS CREDIT IF PRESENTED AT OUR OFFICE AT 60 WALL STREET, NEW YORK, NEW YORK 10005, ATTENTION: GLOBAL LOAN OPERATIONS, STANDBY LETTER OF CREDIT UNIT, MAIL STOP: NYC60-2708 ON OR BEFORE THE EXPIRATION DATE OR ANY AUTOMATICALLY EXTENDED EXPIRATION DATE.

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EXCEPT AS STATED HEREIN, THIS UNDERTAKING IS NOT SUBJECT TO ANY CONDITION OR QUALIFICATION. THE OBLIGATION OF DEUTSCHE BANK TRUST COMPANY AMERICAS UNDER THIS LETTER OF CREDIT SHALL BE OUR INDIVIDUAL OBLIGATION, IN NO WAY CONTINGENT UPON REIMBURSEMENT WITH RESPECT THERETO.

IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT SHALL BE DEEMED TO BE AUTOMATICALLY EXTENDED, WITHOUT AMENDMENT, FOR ONE YEAR FROM THE EXPIRATION DATE THEREOF, OR ANY FUTURE EXPIRATION DATE, UNLESS AT LEAST THIRTY (30) DAYS PRIOR TO SUCH EXPIRATION DATE WE NOTIFY YOU BY REGISTERED MAIL OR OVERNIGHT COURIER THAT WE ELECT NOT TO CONSIDER THE EXPIRATION DATE OF THIS LETTER OF CREDIT EXTENDED FOR ANY SUCH ADDITIONAL PERIOD.

SHOULD YOU HAVE OCCASION TO COMMUNICATE WITH US REGARDING THIS LETTER OF CREDIT, KINDLY DIRECT YOUR COMMUNICATION TO THE ATTENTION OF OUR GLOBAL LOAN OPERATIONS, STANDBY LETTER OF CREDIT UNIT, MAKING SPECIFIC REFERENCE TO OUR LETTER OF CREDIT NO. S-14901.

THIS LETTER OF CREDIT IS SUBJECT TO AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK AND THE 1993 REVISION OF THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS OF THE INTERNATIONAL CHAMBER OF COMMERCE (PUBLICATION NO. 500) AND IN THE EVENT OF ANY CONFLICT, THE LAWS OF THE STATE OF NEW YORK WILL CONTROL. IF THIS LETTER OF CREDIT EXPIRES DURING AN INTERRUPTION OF BUSINESS AS DESCRIBED IN ARTICLE 17 OF SAID PUBLICATION 500, WE HEREBY SPECIFICALLY AGREE TO EFFECT PAYMENT IF THIS LETTER OF CREDIT IS DRAWN ON IN COMPLIANCE WITH THE TERMS THEREOF, WITHIN 30 DAYS AFTER ITS RESUMPTION OF BUSINESS.

VERY TRULY YOURS

DEUTSCHE BANK TRUST COMPANY AMERICAS
AUTHORIZED SIGNATURE
CHARLES P. FERRIS
TEL. NO. 212-602-1137