UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	:	
	:	Chapter 11
FLEMING COMPANIES, INC., et al.	:	Case Nos. 03-10945 (MFW)
	:	(Jointly Administered)
Debtors.	:	**Stipulated Objection Deadline: 7/30/03**
	:	**Hearing Date: 8/4/03 at 11:30 a.m.**

DECLARATION OF JENNIFER L. DUMAS IN SUPPORT OF OBJECTION OF ASSOCIATED GROCERS, INCORPORATED TO DEBTORS' PROPOSED ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES (DOCKET NO. 1096) AND CURE AMOUNT SCHEDULE (DOCKET NO. 2002)

JENNIFER L. DUMAS declares as follows:

1. I am an associate at the law firm of Davis Wright Tremaine LLP, which represents Associated Grocers, Incorporated ("AGI") in the above-captioned matter. I make this declaration based on personal knowledge and information and am otherwise competent to testify to the matters stated herein.

2. Attached hereto as Exhibit "A" is a true and correct copy of AGI's Demand for Arbitration filed on January 31, 2003 with the American Arbitration Association.

3. Attached hereto as Exhibit "B" is a true and correct copy of a letter sent by John N. Hermes to Deizha Arrelano at the American Arbitration Association confirming that the arbitration involving AGI and Fleming Co. has been stayed due to the above-captioned bankruptcy case.

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct to the best of my knowledge and belief.

DATED, this 30th day of July, 2003.

Jennifer L. Dumas

EXHIBIT A

American Arbitration Association
COMMERCIAL ARBITRATION RULES*

To institute proceedings, please send two copies of this demand **and the arbitration agreement,** with the filing fee as provided in the rules, to the AAA. Send the original demand to the respondent.

DEMAND FOR ARBITRATION

DATE: January 31, 2003

To:

Fleming Companies, Inc.
Attn: Carlos Hernandez, Esq.
1945 Lake Pointe Drive
Lewisville, TX 75057
Telephone : (972) 906-8000 Fax:

Fleming Companies, Inc.
Attn: David Almond, Esq.
6301 Waterford Blvd.
Oklahoma City, OK 73216
Telephone: Fax: (405) 841-8504

Representative: John M. Mee, Esq.
Name of Firm: McAfee & Taft
Rep's Address: Two Leadership Square, Tenth Floor
211 N. Robinson
Oklahoma City, OK 73102
Telephone: (405) 235-9621 Fax: (405) 235-0439

The below named claimant, a party to an arbitration agreement contained in written contract(s) dated 9/10/98 – 6/22/01 and providing for arbitration under the Commercial Arbitration Rules of the American Arbitration Association, hereby demands arbitration thereunder.

THE NATURE OF THE DISPUTE: Willful breach of contract/breach of non-compete covenant; other causes of action. Respondent Fleming agreed that it would not engage directly or indirectly in the wholesale food distribution business in Washington and Oregon through October 21, 2003. Fleming is in violation of the covenant.

THE CLAIM OR RELIEF SOUGHT: Monetary damages, specific performance and/or injunctive relief, as well as fees and costs.

TYPES OF BUSINESS: Claimant: Food Distribution Respondent Food Distribution
HEARING LOCALE REQUESTED: Seattle, Washington
DOES THE DISPUTE ARISE OUT OF AN EMPLOYMENT RELATIONSHIP? ☐ YES ☑ NO

You are hereby notified that copies of our arbitration agreement and this demand are being filed with the American Arbitration Association at its Fresno, California case management center with a request that it commence administration of the arbitration. Under the rules, you may file an answering statement, within the time frame specified in the rules, after notice from the administrator.

Signed _____ Title: Counsel for Claimant
(May Be Signed by a Representative)

Name of Claimant: Associated Grocers
Address: 3301 South Norfolk
City and State: Seattle, WA 98118
Telephone: (206) 767-8783 Fax: (206) 767-8751

Name of Representative: Bradley L. Fisher
Name of Firm: Davis Wright Tremaine LLP
Rep's Address: 1501 Fourth Avenue, Suite 2600
Seattle, WA 98101-1688
Telephone: (206) 628-7638 Fax: (206) 628-7699

☐ **MEDIATION is a nonbinding process. The mediator assists the parties in working out a solution that is acceptable to them. If you wish for the AAA to contact the other parties to ascertain whether they wish to mediate this matter, please check this box or list them on the back (there is no additional administrative fee for this service).**

EXHIBIT B

LAW OFFICES
MCAFEE & TAFT
A PROFESSIONAL CORPORATION
10TH FLOOR, TWO LEADERSHIP SQUARE
211 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102-7103
(405) 235-9621
FAX (405) 235-0439
http://www.mcafeetaft.com

JOHN N. HERMES

WRITER DIRECT
(405) 552-2258
FAX (405) 228-7458
john.hermes@mcafeetaft.com

July 30, 2003

FAX 559/490-1919

Deizha R. Arellano
Case Manager
American Arbitration Association
6795 N. Palm Avenue, 2nd Floor
Fresno, CA 93704

Re: 75 181 00054 03 DEAR
Associated Grocers and Fleming Companies, Inc.

Dear Ms. Arellano:

As requested in your July 29, 2003 letter, we wish to advise you that Fleming's bankruptcy in the United States Bankruptcy Court for the District of Delaware, Case No. 03-10944 (MFW) remains pending and this arbitration remains subject to the automatic stay.

Very truly yours,

John N. Hermes

JNH/mj

cc: Bradley L. Fisher (FAX 206/628-7699)
Davis Wright Tremaine LLP
2600 Century Square
1501 Fourth Avenue
Seattle, WA 98101-1688

Cathe M. Stewart
American Arbitration Association
6795 N. Palm Avenue, 2nd Floor
Fresno, CA 93704

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Carlos M. Hernandez, Esq.
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