

EXHIBIT “B”

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. : :

**NOTICE BY MOYER & SONS, INC. OF RECLAMATION
DEMAND OR, ALTERNATIVELY, OF PRIORITY CLAIM**

Moyer & Sons, Inc. ("Moyer"), by its undersigned counsel, files this Notice of Demand for Reclamation, or, Alternatively, of Priority Claim (the "Notice") and respectfully states as follows:

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

2. Before the Petition Date, Moyer shipped to Fleming products that were received by Fleming. Moyer provided the products to Fleming within ten days of the Petition Date.

3. On April 9, 2003, Moyer made a demand to Fleming for reclamation pursuant to U.S.C. § 546(c) and Section 2-207 of the Uniform Commercial Code. In the alternative, Moyer requests a priority claim for products received by Fleming during the ten days before the Petition Date.

4. Under § 546(c) of the Bankruptcy Code, a seller can make a written demand for reclamation of goods within 10 days after the receipt by the debtor or, if the 10-day period expires after the Petition Date, before the 20th day after the Debtor receives the goods. 11 U.S.C. §546(c)(1). If a court denies a seller's claim for reclamation, it must grant an administrative expense priority or secure the seller's claim with a lien. *See* 11 U.S.C. § 546(c)(2)(A) and (B).

5. Moyer has made a demand for reclamation of the products delivered to Fleming.

A copy of Moyer's Reclamation Demand is attached as Exhibit A.

6. The products were sold to Fleming in the ordinary course of business. To Moyer's knowledge and belief, Fleming was insolvent when the products were sold and received.

7. Moyer's Reclamation Demand constitutes a timely written demand for reclamation.

WHEREFORE, Moyer demands reclamation of its products or, in the alternative, a priority claim for the total value of the products and further relief this Court deems just.

Dated: April 14, 2003

/s/ Warren T. Pratt

Warren T. Pratt (Bar No. 4334)

Drinker Biddle & Reath LLP

1100 North Market Street, Suite 1000

Wilmington, DE 19801-1254

Tel: (302) 467-4200

Fax: (302) 467-4201

Attorneys for Moyer & Sons, Inc.

CERTIFICATE OF SERVICE

I, Andrew J. Flame, hereby certify that on the 14th day of April, 2003, I caused a true and correct copy of the Notice By Moyer & Sons, Inc. of Reclamation Demand or, Alternatively, For Priority Claim to be served upon the following by U.S. mail, first-class, postage prepaid:

Peter S. Willmott
Fleming Companies
1945 Lakeport Drive
Lewisville, TX 75029

James H.M. Sprayregen, Esquire
Kirkland & Ellis
777 South Figureoa Street
Los Angeles, CA 90017

Laura Davis Jones, Esquire
Pachulski, Stang, Ziehl, Young
Jones & Weintraub P.C.
919 North Market Street, 16th Floor
Wilmington, DE 19899

/s/ Andrew J. Flame
Andrew J. Flame

EXHIBIT A



113 E. Reliance Rd
P.O. Box 64198
Souderton, PA 18964-0198

(215) 723-6000
(800) 345-0419
www.eMoyer.com

April 4, 2003

VIA FEDERAL EXPRESS

Attention: Legal Department
Fleming
1945 Lakepointe Dr.
Lewisville, TX 75057

RE: Demand for Reclamation of Goods

Dear Sir:

Pursuant to Section 2702 of the Uniform Commercial Code and Section 546(c) of the United States Bankruptcy Code, Moyer & Son, Inc. ("Moyer") hereby demands reclamation of all goods sold to Fleming Foods of Texas, L.P. and affiliated companies (collectively, "Debtor") in the ordinary course of Moyer's business that have been received by Debtor within ten days prior to the date of Debtor's filing a Petition(s) for Relief pursuant to the United States Bankruptcy Code including, but not limited to, the goods identified in the attached invoices. The invoices attached identify goods purchased by you totaling \$10,220.43. Also attached are Delivery Orders for each of the invoices attached acknowledging receipt by Debtor. Moyer reserves the right to identify additional goods that have been delivered to you within the applicable time period.

This letter is a demand that Moyer be granted immediate access to your various locations so as to conduct a physical inventory of the goods held by you. Alternatively, this letter is a demand that you supply us with a complete and correct inventory of all such goods on hand.

Please contact the undersigned to arrange for the immediate return of the reclaimed goods. Should you have any questions, please do not hesitate to call.

Very truly yours,

A handwritten signature in black ink, appearing to read "William G. Labold".

William G. Labold
Controller

Attachments



119 E. Relliance Rd., P.O. Box 6188, Souderton, PA 18964-0188
(610) 345-0418

FLEMING FOODS
L PO BOX 24800
D OKLAHOMA CITY, OK 73124
T
O

H (Same)
P
T
O

DATE	DELIVERED BY	DELIVERY ORD. NO.
18 Mar 03		D161936



119 E. Relliance Rd., P.O. Box 6188, Souderton, PA 18964-0188

FLEMING FOODS
L PO BOX 24800
D OKLAHOMA CITY, OK 73124
T
O

H SAME
P
T
O

INVOICE NUMBER	INVOICE DATE
N79579B	26 Mar 03

ACCOUNT NO.	SHIP DATE	QUANTITY SHIPPED	SHIPPED VIA	TELEPHONE NUMBER	PURCHASE ORDER NO.	PAGE
542156	25 Mar 03	CHARGE	MOVER	330-879-3338	408999	
PRODUCT CODE	QUANTITY SHIPPED	PRODUCT DESCRIPTION	UNIT PRICE			
Location: 01						
21086025	77 25	NATURAL COCKATIEL FOOD (s)				
21086125	50 25	NATURAL PARROT FOOD (s)				
21087125	21 25	NUTRA CANARY (s)				
23077020	77 20	SCARLETT BASIC WBF (s)				
23077220	196 20	SCARLETT ULTIMATE WBF (s)				
23077320	384 40	SCARLETT SUPREME WBF (s)				
23077340	384 40	SCARLETT SUPREME WBF (s)				
237605	48 50	OHIO VALLEY DELUXE (s)				
24052325	48 50	NATURAL GUINEA PIG PELLETS (s)				
24513525	77 25	NATURAL 16X RABBIT (s)				
250611	48 50	CORN, WHOLE (s)				
270494	40 50	MILLET SPRAYS (SLB/CS) (s)				
23074055	24 50	SCARLETT OUTDOOR FINCH 6-5 (s)				
23074155	12 50	SCARLETT PATIO/DECK BLEND 6-5 (s)				
24050055	18 50	NUTRA 17.5% RABBIT PELLETT 6-5 (s)				
Items:	1491	Total Weight = 43450 LBS				
	1380	39,985				

RECEIVED BY: J. Rudolph 3-21-03
 Your signature across this confirmation that your order has been received complete and in satisfactory condition. Any change must be noted on this delivery order.

OFFICE COPY

ACCOUNT NO.	SHIP DATE	QUANTITY SHIPPED	SHIPPED VIA	INVOICE TERMS	PURCHASE ORDER NO.	PAGE
542156	25 Mar 03	CHARGE	MOVER	30 DAY	408999	
PRODUCT CODE	QUANTITY SHIPPED	PRODUCT DESCRIPTION	UNIT PRICE	AMOUNT		
From 0/0 4161936						
21086025	77 25	NATURAL COCKATIEL FOOD (s)		714.56		
21086125	50 25	NATURAL PARROT FOOD (s)		445.00		
21087125	21 25	NUTRA CANARY (s)		251.37		
23077020	77 20	SCARLETT BASIC WBF (s)		421.19		
23077220	196 20	SCARLETT ULTIMATE WBF (s)		1,489.60		
23077320	384 40	SCARLETT SUPREME WBF (s)		3,048.96		
237605	48 50	OHIO VALLEY DELUXE (s)		503.36		
24052325	48 50	NATURAL GUINEA PIG PELLETS (s)		256.20		
24513525	77 25	NATURAL 16X RABBIT (s)		216.50		
250611	48 50	CORN, WHOLE (s)		344.19		
270494	40 50	MILLET SPRAYS (SLB/CS) (s)		394.56		
23074055	24 50	SCARLETT OUTDOOR FINCH 6-5 (s)		343.60		
23074155	12 50	SCARLETT PATIO/DECK BLEND 6-5 (s)		378.72		
24050055	18 50	NUTRA 17.5% RABBIT PELLETT 6-5 (s)		216.40		
		Invoice Total		10,220.43		

Cash Discount of \$204.11 if Paid By: 04/05/03 Only if your account is current.

TOTAL

10,220.43

4676 ERIC ST. SO...
KASSILLON OH 44648-0207

VENOR:
Fleming Companies, Inc.
MOYER & SON, INC. - MIXED
107 E. BELLANCE ROAD
SOUTHERTON PA. 18964

PURCHASE ORDER

800-355-0419
DATE ORDERED 2/14/03
PURCHASE ORDER 08999
TERMS 10 DAYS 2-203

QUANTITY ORDERED	ITEM CODE	DESCRIPTION	PKGS/CS	PRICE	TOTAL
12	47459	SCARLETT DECK/PAT L O BK 7	8	18.200	218.400
48	47459	MOYER WIL CRN 8	6 SLB 25074/563	8.220	394.560
24	47459	SCARLETT OUTR FINCH 7	30LB 25074/563	15.780	378.720
77	47459	SCARLETT BASIC WILD BIRD 7	20LB 22077/4201	5.470	421.090
40	47459	MILLET SPRAYS 4	1 SLB 270494	8.590	343.600
18	47459	NUTRA RABBIT PELLETS 4 5 LB 24050654	7	8.430	151.740
77	47459	SCRLT NTRL RBT FD 245135	11	4.470	344.190
40	47459	SCRLT NATRL RBT FD 245135	5	8.660	346.400
77	47459	SCRLT NATRL GUINEA PIG PL 7	7	6.100	468.700
48	47459	OHIO VALLEY DLX 12.570	1	12.570	12.570
196	47459	MOYER S ULTIMATE NBF 22071220	14	7.600	1489.600
344	47459	SCARLETT SUPREME WLD BIRD 7 4.080	11	4.080	1403.520

DATE ORDERED 2/14/03 PURCHASE ORDER 08999
 TERMS 10 DAYS 2-203
 TRUCK FOR AUTO FAX
 PRICE PROTECTION 5/25/4

ANNV 6/8/00
 100500
 3/14/03
 TRUCK!
 6/10/99
 8/10/99

IMPORTANT NOTICE:
 ORDER IS SUBJECT TO TERMS
 OF THE PURCHASE ORDER WHICH
 ARE AVAILABLE BY REQUESTING
 THE PURCHASE ORDER FROM THE
 SUPPLIER'S OFFICE OR FROM THE
 PURCHASE ORDER TERMS AND
 CONDITIONS.

TERMS AND CONDITIONS:
 ALL ITEMS ARE SHIPPED FOB DESTINATION.
 ALL ITEMS ARE SHIPPED IN THE ORIGINAL
 MANUFACTURER'S CONTAINER AND
 SHOULD BE KEPT IN THE ORIGINAL
 CONTAINER UNTIL OPENED.
 ALL ITEMS ARE SUBJECT TO
 AVAILABILITY.
 ALL ITEMS ARE SUBJECT TO
 PRICE CHANGES WITHOUT NOTICE.
 ALL ITEMS ARE SUBJECT TO
 CANCELLATION WITHOUT NOTICE.
 ALL ITEMS ARE SUBJECT TO
 CANCELLATION WITHOUT NOTICE.
 ALL ITEMS ARE SUBJECT TO
 CANCELLATION WITHOUT NOTICE.
 ALL ITEMS ARE SUBJECT TO
 CANCELLATION WITHOUT NOTICE.

DATE ORDERED 2/14/03 PURCHASE ORDER 08999
 TERMS 10 DAYS 2-203

Moyers

118 E. Bellance Rd., P.O. Box 64185, Southerton, PA 18964-0185
 (800) 355-0419

VENOR:
 MOYER & SON, INC. - MIXED
 107 E. BELLANCE ROAD
 SOUTHERTON PA. 18964

SHIP VIA TRUCK
 DATE ORDERED 2/14/03
 PURCHASE ORDER 08999
 TERMS 10 DAYS 2-203

SHIP DATE 2/18/03
 CHARGE MOYER
 QUANTITY SHIPPED

SHIP DATE 2/18/03
 CHARGE MOYER
 QUANTITY SHIPPED

PRODUCT DESCRIPTION
 NATURAL COCKATIEL FOOD (s)
 NATURAL PARROT FOOD (s)
 NUTRA CANARY (s)
 SCARLETT BASIC WBF (s)
 SCARLETT ULTIMATE WBF (s)
 SCARLETT SUPREME WBF
 OHIO VALLEY DELUXE
 NATURAL BUINER PID PELLETS (s)
 NATURAL 16% RABBIT
 CORN, WHOLE (s)
 MILLET SPRAYS (5LB/CS) (s)
 SCARLETT OUTDOOR FINCH 6-5 (s)
 SCARLETT PATIG/DEK BIRD 6-5 (s)
 NUTRA 17.5% RABBIT PELLETS 6-5 (s)

ACCOUNT NO. 548156
 PURCHASE ORDER NO. 48999
 TELEPHONE NUMBER 879-3335

SHIP VIA MOYER
 LOCATION: 01
 77 25 NATURAL COCKATIEL FOOD (s)
 50 25 NATURAL PARROT FOOD (s)
 21 25 NUTRA CANARY (s)
 77 25 SCARLETT BASIC WBF (s)
 194 25 SCARLETT ULTIMATE WBF (s)
 304 25 SCARLETT SUPREME WBF (s)
 48 25 OHIO VALLEY DELUXE (s)
 237685 25 NATURAL BUINER PID PELLETS (s)
 245135 25 NATURAL 16% RABBIT
 245135 25 CORN, WHOLE (s)
 258011 25 MILLET SPRAYS (5LB/CS) (s)
 270494 25 SCARLETT OUTDOOR FINCH 6-5 (s)
 2307425 25 SCARLETT PATIG/DEK BIRD 6-5 (s)
 2307415 25 NUTRA 17.5% RABBIT PELLETS 6-5 (s)
 24050654 25 NATURAL COCKATIEL FOOD (s)
 Total Weight = 53405 LBS
 Cases Received 1387
 Cases Refused 39
 Cases Short 1387

RECEIVED BY M.M.A.I. DRIVER
 DATE 3-21-03

MASSILLON DIVISION
 4674 ERIE ST. SO.
 P.O. BOX 207
 MASSILLON OH 44648-0207

MASSILLON DIVISION
 4674 ERIE ST. SO.
 P.O. BOX 207
 MASSILLON OH 44648-0207

UCS

Fleeting
 Companies, Inc.

PURCHASE ORDER

800-345-0419

DATE ORDERED 03/14/03
 PURCHASE ORDER NO. 08999
 TERMS 10 DAYS
 PRICE PROTECTION

SHIP VIA TRUCK FOR AUTO FAX

QUANTITY ORDERED	UPC	ITEM CODE	DESCRIPTION	INCHES	FE	CURT
384	47659	77340	SCARLET SUPREME HLD 6180	1 1/2	1 1/2	✓ 2.940
77	47659	86125	SCARLET NAT COCKATIE	1 1/2	1 1/2	✓ 9.280
58	47659	86125	SCARLET NATURAL PARROT	1 1/2	1 1/2	✓ 8.900
21	47659	87125	SCARLET NUTRA CANARY	1 1/2	1 1/2	✓ 11.970

TOTAL UNITS 1497
 TOTAL CUBE 1945
 TOTAL PALETS 27
 TOTAL WEIGHT 43819
 TOTAL EXT. COST 10877

KACVINSKY, TIM

** FAX COVER LETTER **

Date: 03/14/03 Time: 15:14:00

To: MOYER & SON, INC.-MIXED

From: KACVINSKY, TIM

Re: 408999

Including this cover sheet, you should receive 3 pages.
 If you have difficulty in receiving this transmission,
 please call us at:

3308795681

This fax was sent using a HOST-FAX high-volume fax server from
 American International Facsimile Products, Portland, OR.

Carrier Code (SCM)

Studebaker Trucking

Customer Name: From Mayor & Son Inc

Address: 4 Fernville Rd 325 2603

City: Massillon State: OH Zip: 44848 County: Stark

Phone: 330 985 388

Product: 388 Bags of cases of feed

Quantity: 39,985

Rate: P.O. # 408999

Terms: Appt Time - 11:00 p.m.

Special Instructions: 3-25-03

Signature: Mayor & Son Inc

Date: 3-25-03

Carrier Code: 388

Product Code: 388

Quantity Code: 39,985

Rate Code: P.O. # 408999

Terms Code: Appt Time - 11:00 p.m.

Special Instructions Code: 3-25-03

Signature Code: Mayor & Son Inc

Date Code: 3-25-03

Carrier Code: 388

Product Code: 388

Quantity Code: 39,985

Rate Code: P.O. # 408999

Terms Code: Appt Time - 11:00 p.m.

Special Instructions Code: 3-25-03

Signature Code: Mayor & Son Inc

Date Code: 3-25-03

Carrier Code: 388

Product Code: 388

Quantity Code: 39,985

Rate Code: P.O. # 408999

Dawn McDonald

From: Anne Mayberry

Sent: Tuesday, March 18, 2003 12:19 PM

To: Dawn McDonald

Subject: Fleming Appt.

PO# 408999

Delivery Appt. March 25th, 11:00PM

DO for March 25th (per Clint)

Thank you.

Anne

3/18/03

REDIFORM

44-301-7150
44-302-3400