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S M G HILLSIDE

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SMG INC

SPECIALTY MEAT GROUP

April 8, 2003

VIA FACSIMILE AND MAIL 305-470-4887; 302-652-4400; 313-680-8500

Mr. Barry Bridges
Fleming Companies, Inc.
3524 North West 56th Street
Oklahoma City, OK 73112

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777 South Figueroa Street
Los Angeles, CA 90017

Re: SMG, Inc.'s Demand for Reclamation on Fleming Companies, Inc.

Ladies and Gentlemen:

Specialty Meat Group, Inc. ("SMG") has recently learned that Fleming Companies, Inc. and certain of its subsidiaries and affiliates (collectively, the "Debtors") filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code on April 1, 2003.

Pursuant to Uniform Commercial Code §2-702 (as enacted in the relevant jurisdiction) and 11 U.S.C. §546(e), SMG hereby makes a written demand for return of all goods received by the Debtors within the ten (10) days preceding April 1, 2003, including, without limitation, goods indicated on the summary of invoices and shipments attached hereto totaling approximately \$393,743.95.

Nothing herein shall constitute a limitation or waiver by SMG of any rights, claims, or causes of action against the Debtors, including, without limitation, the right to assert an administrative claim for any of the goods referenced herein.



mosey's



Waffle House



DUNKIN' DONUTS

Field

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Please contact me at 708-236-0042 or gnagel@smgmeats.com in order to arrange for a return of all applicable shipments, or, alternatively, to discuss payment for the same.

Sincerely,

Gregory T. Nagel
Gregory T. Nagel

Attachments



Moseys



Specialty Meats



SPINERK



