

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

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 In re: :
 :
 FLEMING COMPANIES, INC., : Case No. 03-10945 (MFW)
 et al.,¹ : (Jointly Administered)
 : Chapter 11
 Debtors. :
 : Objection Deadline: August 12,
 : 2003, at 4:00 p.m.
 :
 : Related Docket No. 2050
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AFFIDAVIT OF JAY NIELSEN IN SUPPORT OF OBJECTION TO MOTION FOR ENTRY
OF AN ORDER WITH RESPECT TO RECLAMATION CLAIMS

STATE OF _____)
) ss.
COUNTY OF _____)

Jay Nielsen, being first duly sworn upon his oath, states:

1. I am over 21 years of age. I have personal knowledge of all matters contained in this affidavit.

2. I am the Chief Financial Officer of National Beef Packing Co., LLC, formerly known as Farmland National Beef Packing Co., L.P. (hereinafter "National Beef").

3. National Beef is engaged in the business of providing beef products to wholesale and retail grocers.

4. In the course of my duties, I directly oversee the invoicing and delivery of all orders from customers, including those

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

for orders placed by the Debtors, Fleming and its associated companies (collectively the "Debtors").

5. Due to the perishable nature of the beef supplied by National Beef, National Beef accepts telephonic orders from its customers, including the Debtors. Such telephonic orders are standard in the industry. As telephonic orders are received, personnel at National Beef enter all of the order information directly into National Beef's computer system. Each telephonic order is assigned a purchase order number by the customer and communicated to National Beef personnel by telephone at the time of the order, and upon shipment, an invoice is generated for each order which reflects the invoice number, purchase order number, and the amount and value of beef shipped in a given order.

6. Both before and after the Petition Date, National Beef has processed and continues to process orders from the Debtors according to this procedure.

7. In the ten days prior to the Petition Date (March 21, 2003 through April 1, 2003), National Beef delivered \$1,887,624.00 worth of beef to the Debtors. All deliveries were accepted by the Debtors, and none of the product was rejected as non-conforming. The deliveries are reflected in fifty-five invoices summarized on Exhibit "1" hereto.

8. The invoices for the deliveries made to the Debtors from March 21, 2003 until April 1, 2003 (collectively, the "Documents") which are summarized in Exhibit "1" are documents kept in the course of National Beef's regularly conducted business activities. It is the regular practice of National Beef to make and keep documents of the same type as the Documents. The Documents were created at or near the time reflected in the Documents by a person with knowledge of the facts contained in the Documents and whose job it was to create said

Documents. Attached is a summary of the Documents as kept in the ordinary course of business.

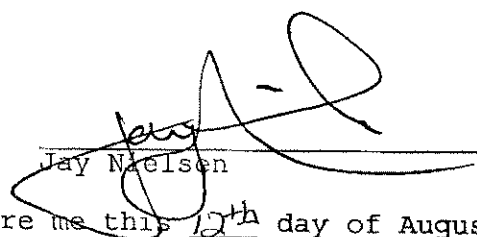
9. On the Petition Date, National Beef became aware of the insolvency of the Debtors.

10. I have reviewed the Motion for Entry of an Order with Respect to the Reclamation Claims Filed in the Debtor's Cases (the "Motion") filed by the Debtors in this bankruptcy. Specifically, I have reviewed the Debtors' allegations that \$38,770.00 worth of beef product was not delivered to the Debtors within the reclamation period from March 21, 2003 to April 1, 2003. I know that such statement is not true. National Beef did, in fact, deliver such beef to the Debtor's warehouse in Goodlettsville, TN on March 24, 2003. The delivery was accepted and not rejected. Proof of delivery in the form of a Bill of Lading is attached hereto as Exhibit "2".

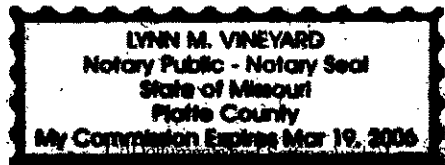
11. The Bill of Lading attesting to the delivery of \$38,770.00 worth of beef products to the Debtors' Goodlettsville, TN warehouse on March 24, 2003 is a document kept in the course of National Beef's regularly conducted business activities. It is the regular practice of National Beef to make and keep documents of the same type as the Bill of Lading. The Bill of Lading was created at or near the time reflected in the Bill of Lading by a person with knowledge of the facts contained in the Bill of Lading and whose job it was to create said Bill of Lading.

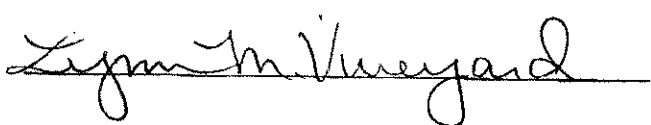
FURTHER AFFIANT SAYETH NOT.

DATE: 8/12/03


Jay Nielsen

Subscribed and sworn before me this 12th day of August, 2003.





Notary Public

My commission expires: 3/19/2006