

IN THE UNITED STATES BANKRUPTCY COURT

DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
FLEMING COMPANIES, INC., <i>et al.</i> ,)	Case No. 03-19945(MFW)
)	(Jointly Administered)
Debtors.)	

AFFIDAVIT OF CHRISTOPHER M. GILMARTIN

STATE OF GEORGIA)
) ss.
 COUNTY OF DEKALB)

I, Christopher M. Gilmartin, state that all facts set forth in this Affidavit are based on my personal knowledge, my review of public and nonpublic documents, my discussions with employees of Georgia-Pacific, or my opinion, based on my experiences and knowledge of Georgia-Pacific Corporation's and Fleming Companies, Inc.'s industries and Georgia-Pacific Corporation's and Fleming Companies, Inc.'s operations. I am authorized and qualified to submit this Affidavit and if I were called upon to testify, I would be competent to testify with respect to the following:

1. I am the Director of Credit for Georgia-Pacific Corporation and its affiliates (collectively, "Georgia-Pacific").
2. My responsibilities include monitoring the bankruptcy cases of the Fleming Companies, Inc., together with its affiliates ("Debtors"), and dealing with credit and claims issues arising in those cases.

3. On March 31, 2003, Georgia-Pacific demanded in writing the reclamation of goods received by the Debtors from Georgia-Pacific within ten days prior to the demand.

4. The value of the goods received by the Debtors was \$2,834,634.67.

5. The Debtors have filed a Motion for Entry of an Order with Respect to the Reclamation Claims Filed in the Debtors' Cases, which requests that Georgia-Pacific's claim be reduced to \$692,818.

6. The basis for this claim reduction appears to be the Debtors' lack of electronic evidence that the goods identified in the reclamation demand were, in fact, delivered.

7. Georgia-Pacific has invoices and proofs of delivery to prove the balance demanded is correct, copies of which are attached as Exhibit C to the Brief in Support of Motion of Georgia-Pacific Corporation for an Order Resolving its Reclamation Claims Filed in the Debtors' Cases.

8. I have spoken with certain of Debtors' employees in an attempt to review with them Georgia-Pacific's documentation supporting its claim ("the Reclamation Documentation") and resolve this dispute. I have been stymied in my attempts to date.

9. Upon information and belief, a significant portion of Debtors' employees will be dismissed from their employment with the Debtors by September 10, 2003.

10. The employees who will be dismissed from their employment include employees who have direct knowledge and an understanding of Georgia-Pacific's Reclamation Documentation and Debtors' day-to-day processes.

11. I believe that not only key witnesses, but also an opportunity to settle these claims, will be lost once Debtors' employees have been dismissed from their employment with the Debtors.

AFFIANT STATES NOTHING FURTHER.


CHRISTOPHER M. GILMARTIN

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