

**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.	:	(Jointly Administered)

STATEMENT OF ATTORNEYS UNDER FED. R. BANKR. P. 2019

Stevens & Lee, P.C., pursuant to Federal Rule of Bankruptcy Procedure 2019, hereby gives notice of representing more than one creditor in the above-captioned case.

1. Stevens & Lee, P.C. represents the following creditors (the "Creditors") in this proceeding:

(a) BAM, Inc. ("BAM"), 454 Heymann Blvd., Lafayette, LA 70503. BAM is a retail grocer and counterparty to a certain Facility Standby Agreement ("FSA"), Promissory Note and Amendment Thereto (the "Note") with the Debtor. BAM has a claim secured by right of setoff for the remaining balance of the Note plus \$127,980.38 in direct damages and additional unliquidated damages.

(b) Tamarbil, Inc. ("Tamarbil"), 819 E. Simcoe, Lafayette, LA 70501. Tamarbil is a retail grocer and counterparty to a certain FSA and Note with the Debtor. Tamarbil has a claim secured by right of setoff for the remaining balance of the Note plus \$238,115.29 in direct damages and additional unliquidated damages.

(c) Menard's (4c), Inc. ("Menard"), 2017 West University, Lafayette, LA 70503. Menard is a retail grocer and counterparty to a certain FSA and Note with the Debtor. Menard has a claim secured by right of setoff for the remaining balance of the Note plus \$265,225.16 in direct damages and additional unliquidated damages.

(d) Vinson Foods, Inc. and V&K Foods, Inc. ("Vinson"), 605 Laurel Street, Summit, MI 39666. Vinson is a retail grocer and counterparty to a certain FSA and Note

with the Debtor. Vinson has a claim secured by right of setoff for the remaining balance of the Note plus \$116,937.91 in direct damages and additional unliquidated damages.

(e) Farnorth, Inc. (“Farnorth”), 3826 Moss St., Lafayette, LA 70503. Farnorth is a retail grocer and counterparty to a certain FSA and Note with the Debtor. Farnorth has a claim secured by right of setoff for the remaining balance of the Note plus \$210,174.85 in direct damages and additional unliquidated damages.

(f) Pontchartrain Fresh Foods, LLC (“PFF”), 4020 Pontchartrain Drive, Slidell, LA 70458. PFF is a retail grocer and counterparty to a certain FSA and Note with the Debtor. PFF has a claim secured by right of setoff for the remaining balance of the Note plus \$465,438.00 in direct damages and additional unliquidated damages.

(g) Something Moore, LLC (“SM”), 310 N. Washington, Weatherford, OK 73096. SM is a retail grocer and counterparty to a certain FSA and Note with the Debtor. SM has a claim secured by right of setoff for the remaining balance of the Note plus \$363,660.00 in direct damages and additional unliquidated damages.

(h) Dale’s Food Store, Inc. d/b/a Piggly Wiggly (“Dale”), 8410 Highway 182N, Opelousas, LA 70570. Dale is a retail grocer and counterparty to a certain FSA and Note with the Debtor. Dale has a claim secured by right of setoff for the remaining balance of the Note plus \$75, 000.00 in direct damages and additional unliquidated damages.

(i) Kimball’s Super Foods (“Kimball”), 812 S. Dallas, Talihina, OK 74571. Kimball is a retail grocer and counterparty to a certain FSA and Note with the Debtor. Kimball has a claim secured by right of setoff for the remaining balance of the Note plus \$283,000.00 in direct damages and additional unliquidated damages.

(j) Piggly Wiggly Kinder, Piggly Wiggly Marksville, and Piggly Wiggly Kaplan (“PWKMK”) are a retail grocery chain located at 1011 3rd Ave., Kinder LA 70648, 361 Tunica Dr. W., Marksville, LA 71351, and 608 E. First St., Kaplan, LA 70548. PWKMK are

counterparties to a certain FSA and Note with the Debtor. PWKMK has a combined claim secured by right of setoff for the remaining balance of the Note plus \$277,590.00 in direct damages and additional unliquidated damages.

(k) BR Foods, LLC and Bogalusa Foods, LLC (“BR”), 35 Adin Dr., Mandeville, LA 70471. BR is a retail grocer and counterparty to a certain FSAs and Notes with the Debtor. BR has a claim secured by right of setoff for the remaining balance of the Notes plus \$852,082.00 in combined direct damages and additional unliquidated damages.

(l) CJC Groceries d/b/a Meme’s Market (“CJC”), 7041 Canal Blvd., New Orleans, LA 70124. CJC is a retail grocer and counterparty to a certain FSA and Note with the Debtor. CJC has a claim secured by right of setoff for the remaining balance of the Note plus \$109,632.00 in direct damages and additional unliquidated damages.

(m) Adrien’s Supermarket, Inc. (“Adrien”), 3842 W. Congress, Lafayette, LA 70506. Adrien is a retail grocer and counterparty to a certain FSA and Note with the Debtor. Adrien has a claim secured by right of setoff for the remaining balance of the Note plus \$174,000.00 in direct damages and additional unliquidated damages.

(n) GLN, Inc. and Subsidiaries (“GLN”), 207 S. Broadway, Checotah, OK 74426. GLN is a retail grocer and counterparty to a certain FSA and Note with the Debtor. GLN has a claim secured by right of setoff for the remaining balance of the Note plus \$5,715,342.00 in combined direct damages and additional unliquidated damages.

(o) J-H-J Inc., THA Enterprises, LLC, and THG Enterprises, LLC, all d/b/a Piggly Wiggly ("JHJ"), are a retail grocer chain with locations at 3873 Choctaw Road, Baton Rouge, LA 70805, 5151 Plank Road, Baton Rouge, LA 70805, and 8158 Plank Road, Baton Rouge, LA 70805. JHJ is a counterparty to a certain FSAs and Notes with the Debtor. JHJ has a claim secured by right of setoff for the remaining balance of the Notes plus \$579,200.00 in combined direct damages and additional unliquidated damages.

2. The Clients are all current customers of Affiliated Foods, Southwest, Inc. ("Affiliated") and were all referred to Stevens & Lee by Affiliated for representation in this matter.

Dated: Wilmington, Delaware
September 22, 2003

STEVENS & LEE P.C.

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Attorneys for the Retailer Creditors
Identified.

STATE OF DELAWARE

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: SS.

COUNTY OF NEW CASTLE

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Be it remembered that on this 22nd day of September, A.D. 2003, personally appeared before me, the subscriber, a Notary Public for the State and County aforesaid, Thomas G. Whalen, Jr. known to me to be the person whose name is subscribed to the within instrument, and acknowledge that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the day and year aforesaid.

/s/ Jennifer Lamude

Notary Public

My commission expires: December 4, 2003

CERTIFICATE OF SERVICE

I hereby certify that a true and correct *copy* *STATEMENT OF ATTORNEYS UNDER FED. R. BANKR. P. 2019* was duly served on September 22, 2003, upon the following via United States First Class Mail, postage pre-paid:

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