

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
Fleming Companies, et al.,	:	Case No. 03-10945 (MFW)
	:	(Jointly Administered)
Debtors.	:	
	:	

**VERIFIED STATEMENT OF  
LOWENSTEIN SANDLER PC AS COUNSEL TO  
SECURITIES CLAIMANTS PURSUANT TO FED. R. BANKR. P. 2019(a)**

1. Lowenstein Sandler PC has been retained in the above matter to represent the interests of the following securities claimants:

a. Jackson Capital Management, as lead plaintiff in the putative securities class action entitled *In re Fleming Companies, Inc.*, Master File No. 5:02-CV-178 (TJW), pending in the United States District Court for the Eastern District of Texas (the “Jackson Capital Class Action”), on behalf of all persons, who purchased or acquired publicly traded securities of Fleming Companies, Inc. (“Fleming” or the “Debtor”) during the period from May 9, 2001 through and including September 5, 2002;

b. Massachusetts State Carpenters Pension Fund, in the putative class action entitled *Massachusetts State Carpenters Pension Fund, on behalf of itself and all others similarly situated v. Mark S. Hansen, et al.*, Civil Action No. 5:03-CV-83, pending in the United States District Court for the Eastern District of Texas (the “MSCPF Class Action”), on behalf of all persons who purchased, exchanged or otherwise acquired bonds or stock of Fleming pursuant to Fleming’s June 2002 public offering or who exchanged notes pursuant to Fleming’s March 2002 offering, including any subsequent purchaser whose purchase or acquisition of the securities is traceable to either offering;

c. Terry Slater in the putative class action entitled *Terry Slater on behalf of herself and others similarly situated v. Fleming Companies, Inc.*, Civ. No. CJ-2002-9565, pending in the District Court of Oklahoma County, Oklahoma (the “Slater Class Action”), on behalf of all persons who purchased or exchanged or otherwise acquired the 10.625% bonds of Fleming, in or traceable to the offering of such bonds on or about March 12, 2002;

d. Anthony Colarich, David Dickey, Joel Feliciano, Rahella Zaman and Terry Slater (the “Colarich Plaintiffs”) in the putative class action entitled *Anthony Colarich, et als. v. Fleming Companies, Inc., et als.*, Civil Action No. CJ-2002-9564, pending in the District Court of Oklahoma County, Oklahoma (the “Colarich Class Action”), on behalf of all persons who purchased or acquired the common stock of Fleming in or traceable to the eight million share secondary public offering of common stock on or about June 12, 2002;

e. Plaintiffs in the securities action entitled *Christopher Doucet, et als. v. Mark Hansen, et als.*, Case No. 3 03-CV-1950 H (“Doucet Plaintiffs”), pending in the United States District Court for the Northern District of Texas (the “Doucet Action”), who purchased stock and/or 10.625% bonds (due July 31, 2007) of Fleming, between December 21, 2001 and September 2002, and June 3, 2002 and July 15, 2002, respectively; and

f. Plaintiffs in the securities action entitled *Rick Fetterman, et als. v. Mark Hansen, et als.*, Case No. 3 03 CV-1435-L (the “Fetterman Plaintiffs”), pending in the United States District Court for the Northern District of Texas (the “Fetterman Action”), who purchased common stock of Fleming, beginning December 11, 2001.

Jackson Capital Management, Massachusetts State Carpenters Fund, Terry Slater, the Colarich Plaintiffs, the Doucet Plaintiffs and the Fetterman Plaintiffs are hereinafter collectively, the “Plaintiffs”.

2. Lowenstein Sandler PC was retained by the following law firms on behalf of the Plaintiffs in the respective actions:

Jackson Capital Class Action

Berger & Montague LLP  
1622 Locust Street  
Philadelphia, Pennsylvania 19103

MSCPF Class Action	Milberg Weiss Bershad Hynes & Lerach 401 B Street, Suite 1700 San Diego, California 92101
Slater Class Action	Cauley Geller Bowman Coates & Rudman, LLP 11001 Executive Center Drive, Suite 200 Little Rock, Arkansas 72211
Colarich Class Action	Cauley Geller Bowman Coates & Rudman, LLP 11001 Executive Center Drive, Suite 200 Little Rock, Arkansas 72211
Doucet Action	Federman & Sherwood 120 North Robinson, Suite 2720 Oklahoma City, Oklahoma 73102
Fetterman Action	Federman & Sherwood 120 North Robinson, Suite 2720 Oklahoma City, Oklahoma 72102

(annexed hereto as Exhibit A is a list of the individual creditors/plaintiffs represented herein<sup>1</sup>):

3. The respective amounts of the individual and class claims are not yet known with precision, but the undersigned believes the claims to be no less than the following approximate amounts:

Jackson Capital Class	\$2.65 billion
MSCPF Class	\$766,428,000.00
Slater Class	\$200 million
Colarich Class	\$150 million
Doucet	See individual proofs of claim
Fetterman	See individual proofs of claim

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<sup>1</sup> Lowenstein Sandler reserves the right to supplement this list as respective actions continue.

4. The claims arise from the Debtor's violation of federal securities laws in connection with the purchase, acquisition and/or sale of Fleming's securities, as more specifically described in the above-referenced securities litigation actions (copies of the respective securities complaints are available upon request).

5. In each instance, Plaintiffs retained the law firms identified in paragraph 2, *supra*, and others to investigate (i) possible wrongdoing in connection with the purchase, acquisition, and/or sale of Fleming securities during the respective periods, and (ii) Fleming's conduct with respect to such purchases, acquisitions or sales. In furtherance of said investigation, the law firms were authorized to prosecute on behalf of the Plaintiffs and their respective classes, any and all claims against, *inter alia*, the Debtor and others for violations of federal securities laws. As a result of said investigation, the respective actions were brought. In accordance with the dictates of the automatic stay (11 U.S.C. § 362(a)), the various actions either do not name the Debtor as a defendant or are not being pursued against the Debtor.

6. As part of their responsibilities as representative of the purchasers, acquirers or sellers of the securities, and on their own behalf, Plaintiffs authorized the respective law firms to pursue all avenues in these proceedings to protect the rights of the Plaintiffs and other securities claimants. Accordingly, as set forth in paragraph 2, *supra*, Lowenstein Sandler PC was retained as bankruptcy counsel, to represent Plaintiffs and the securities class claimants herein.

7. All claims against the Debtor asserted herein by Plaintiffs, on their own behalf and/or on behalf of other securities claimants similarly situated, were incurred during the respective periods and arose from violations of the federal securities laws. To the best of the undersigned's knowledge, no person associated with any law firm involved herein has any interest in or claim against the Debtor. By virtue of the agreements with the Plaintiffs, the above-named counsel are authorized to represent the Plaintiffs and the securities claimants.

Under applicable federal law, and by virtue of the filing of the securities complaints, said counsel and Lowenstein Sandler PC are empowered to act on behalf of the Plaintiffs and securities claimants.

8. Counsel expressly reserve the right to supplement and/or amend this Statement in any respect. Submission of this Statement does not constitute Plaintiffs' or the securities claimants' consent to the jurisdiction of this Court for any purpose other than with respect to this statement.

Dated: September 23, 2003

LOWENSTEIN SANDLER PC

By: /s/ Michael S. Etkin  
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*Bankruptcy Counsel for Plaintiffs*

and

TAYLOR & McNEW LLP  
R. Bruce McNew, Esq. (Del. Bar. No. 967)  
3711 Kennett Pike, Suite 210  
Greenville, Delaware 19807  
(302) 655-9200 (Telephone)  
(302) 655-9361 (Facsimile)

*Delaware Counsel for Plaintiffs*

I verify under penalty of perjury that the foregoing is true and correct.

Dated: September 23, 2003

/s/ Ira M. Levee  
Ira M. Levee