EXHIBIT B

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A PROFESSIONAL CORPORATION

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September 17, 2003

VIA TELECOPIER

Richard L. Wynne, Esq.
Marjon Ghasemi, Esq.
Kirkland & Ellis LLP
777 South Figueroa Street
Los Angeles, California 90017

Re: Fleming Companies, Inc., et al. ("Debtors")
Case No. 02-10945 (MFW)

Dear Mr. Wynne and Ms. Ghasemi:

This firm has been retained to represent Brigantine Town Center Associates L.P. ("BTCA"), the landlord of the Debtors' store located at Brigantine Town Center, Brigantine, New Jersey (the "Premises"). On September 16, 2003, we electronically filed a Notice of Appearance to that effect.

First, enclosed please find a letter dated July 25, 2003, from BTCA to the Debtors enclosing a bill for third quarter 2003 real estate taxes with respect to the Premises. This bill has not yet been paid.

Pursuant to Section 365(d)(3) of the Bankruptcy Code, please have the Debtors remit payment as soon as possible, but by no later than Monday, September 22, 2003, failing which BTCA will have no choice but to seek the appropriate relief in the Bankruptcy Court. We hope that will not be necessary.

Second, in the past two days, I have left messages for Victoria Wales at Kirkland & Ellis (Chicago) and Mark Gross (who I know from a previous case) regarding the status of the Brigantine lease as it relates to the Asset Purchase Agreement between the Debtors and C&S Wholesale Grocers, Inc. ("C&S"). I have not received a response to

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my messages, and ask that somebody get back to me today to discuss this matter including, but not limited to, C&S' intentions with respect to the lease.

Your prompt attention to this matter is greatly appreciated.

All rights and remedies of BTCA are fully preserved.

Very truly yours,

Ilana Volkov

IV:rlg
Enclosure

cc:	Christopher J. Lhulier, Esq.	(w/encl., via telecopier)
	Kenneth S. Ziman, Esq.	(w/encl., via telecopier)
	Richard J. Grossman, Esq.	(w/encl., via telecopier)
	Stephen C. Nudel, Esq.	(w/encl., via telecopier)
	Mr. David Lavipour	(w/encl., via telecopier)

BRIGANTINE TOWN CENTER ASSOC., L.P.
444 Park Avenue South, Suite 302
New York, New York 10016
Tel #(212) 545-1910
Fax #(212) 545-1930

July 25, 2003

Ms. Coens
Fleming Companies, Inc.
6301 Waterford Boulevard
Oklahoma City, OK 73126

Re: Real Estate Tax – 3rd Quarter 2003

Dear Ms. Coens:

Enclosed please find the Real Estate Tax bill for the third quarter of 2003. The pro-rata share for Shop 'N Bag store at Brigantine Town Center, Brigantine, New Jersey is calculated as follows:

2003 3rd Quarter R.E. Tax	$ 61,706.57
Your Pro-Rata share (30,000/131,000)	22.901%
Total Pro-Rata R.E. Tax Share Due	**$ 14,131.42**

Please remit this amount along with your other payments.

If I can be of assistance or if you have any questions, please do not hesitate to contact me at the above number.

Sincerely,

Damiel T. Reilly
Controller

2003 FINAL/2004 PRELIMINARY TAX BILL

CITY OF BRIGANTINE ATLANTIC COUNTY

BLOCK NUMBER	LOT NUMBER	QUALIFICATION
3804	1	

PROPERTY LOC: 4200 HARBOR BEACH BLVD
BLDG. DESC: 1S+2S-CB
ADDITIONAL LOTS:
LAND DIMENSION: 13.47AC
BANK: 660 MORTGAGE #: TAX ACCT #: 00000

ASSESSED VALUATION INFORMATION

LAND	IMPROVEMENTS	TOTAL	EXEMPTIONS	NET TAXABLE VALUE
2020500	6231800	8252300		8252300

BRIGANTINE TOWN ASSOC
444 PARK AVE SO STE 302
NEW YORK, NY 10016

EXPLANATION OF TAXES

DESCRIPTION	RATE PER $100	AMOUNT OF TAX
COUNTY TAX	.588	48523.52
COUNTY LIBRARY TAX	.060	4951.38
COUNTY OPEN SPACE TAX	.029	2393.17
LOCAL HEALTH TAX	.037	3053.35
DISTRICT SCHOOL TAX	1.004	82853.09
MUNICIPAL PURPOSE TAX	.987	81450.20
LOCAL MUNICIPAL BUDGET	.145	11965.84
2003 TOTAL TAX	2.850	235190.55
LESS DEDUCTION FOR:		.00
2003 NET TAX		235190.55
LESS 2003 PREV. BILLED		111777.41
BALANCE OF 2003 TAX		123413.14

THIS IS NOT A BILL - FOR ADVICE ONLY

2003 3RD QUARTER DUE AUG. 1, 2003	61706.57	2003 4TH QUARTER DUE NOV. 1, 2003	61706.57	2004 1ST QUARTER DUE FEB. 1, 2004	58797.64	2004 2ND QUARTER DUE MAY 1, 2004	58797.64

INFORMATION FOR TAXPAYERS

MAKE CHECK PAYABLE TO: CITY OF BRIGANTINE
MAIL TO: CITY OF BRIGANTINE
1417 WEST BRIGANTINE AVENUE
BRIGANTINE, NJ 08203
TELEPHONE: 1(609)266-7600

2004 PRELIMINARY TAX

PRELIMINARY TAX IS EQUAL TO ONE HALF OF 2003 TOTAL NET TAX: 117595.28

SEE REVERSE SIDE FOR ADDITIONAL INFORMATION

OFFICE HOURS:
MONDAY THRU FRIDAY - 8:30 - 4:30
INCLUDE ENTIRE BILL AND A STAMPED SELF ADDRESSED ENVELOPE FOR RECEIPT OR SEND STUB AND YOUR CHECK.
THE CITY OF BRIGANTINE ALLOWS A 10 DAY GRACE ON TAXES, CHARGES 8 & 18% INTEREST AND A 6% YEAR END PENALTY. SUBJECT TO TAX SALE AFTER 11/11/03.

DISTRIBUTION OF TAXES BEFORE REAP

County Taxes	25.05%	$58921.42
School Taxes	40.32%	$94818.93
Municipal Taxes	34.63%	$81450.20

STATE AID USED TO OFFSET LOCAL PROPERTY TAXES

The budgets of the government agencies funded by this tax bill include State aid used to reduce property taxes. REAP Aid is the total property tax relief provided to most residential properties in municipalities where the local government agencies entered into new "shared services" programs with other agencies after July 1, 1997. Current State law does not provide for shared service programs started before that date.

		STATE AID	REAP AID
Municipal	$	1,108,931	N/A
Schools	$	3,387,193	N/A
County	$	1,542,077	N/A

WACHOVIA SECURITIES

Wachovia Corporate & Investment Banking Division
Real Estate & Financial Services Investment Banking
NC1075
8739 Research Drive – URP4
Charlotte, NC 28288 –1075
http://www.wachovia.com/strprod

July 20, 2003

BRIGANTINE TOWN ASSOCIATES, L.P.

DAVID LAVIPOUR
444 PARK AVENUE, SUITE 302
NEW YORK, NY 10016

Re: Tax Disbursement Confirmation - Loan # 51-0000289

Dear Sir or Madam:

In lieu of paid tax receipts, you will find attached the detail of recent tax payments disbursed from your escrow account. The detail shows the date of the disbursement, the tax payee, and the amount of the disbursement. Funds will be sent to the appropriate tax agency to ensure proper receipt prior to any applicable discount or penalty date.

All parcels scheduled to be paid may not appear on this letter. Wachovia pays taxes on a parcel level and all parcels may not be paid on the same day. Tax disbursement confirmation letters are generated on a weekly basis for the previous week's activity. Therefore, you may receive separate tax disbursement confirmation letters for subsequent disbursements.

Wachovia no longer provides paid tax receipts or copies of cancelled checks for escrow disbursements. This letter and your monthly billing statement shall serve as confirmation that Wachovia had paid the taxes listed on the attachment. You may also request paid receipts directly from your taxing authority.

In addition, you may see the disbursement transactions on FirstVision, the online loan information access system, which resides on our Website at http://www.firstunion.com/strprod. Please contact the toll free number listed below if you need assistance accessing your account on First Vision.

Thank you for your cooperation. Please do not hesitate to contact our office if you have any questions regarding this notice.

Sincerely,

Wachovia Corporate & Investment Banking Division
Real Estate & Financial Services Investment Banking
800-326-1334 Toll-free
8:00 AM - 6:00 PM, EST, Monday - Friday
704/715-0034 Fax #
commercial.escrow@wachovia.com

All parcels scheduled to be paid may not appear on this letter.

Wachovia pays taxes on a parcel level and all parcels may not be paid on the same day. Tax disbursement confirmation letters are generated on a weekly basis for the previous week's activity. Therefore, you may receive separate tax disbursement confirmation letters for subsequent disbursements.

WACHOVIA SECURITIES

Wachovia Corporate & Investment Banking Division
Real Estate & Financial Services Investment Banking
NC1075
8739 Research Drive – URP4
Charlotte, NC 28288 –1075
http://www.wachovia.com/stprod

Loan# 51-0000289
Investor# 588

Date of Disbursement	Tax Vendor Name	Disbursement Amount
07/17/2003	NJ, BRIGANTINE CITY	61,706.57

All parcels scheduled to be paid may not appear on this letter.

Wachovia pays taxes on a parcel level and all parcels may not be paid on the same day. Tax disbursement confirmation letters are generated on a weekly basis for the previous week's activity. Therefore, you may receive separate tax disbursement confirmation letters for subsequent disbursements.

Tenant Ledger

Date:	09/15/03
Tenant Code:	FLEM30
Property:	BRIGAN
Unit:	P101
Status:	Current
Rent:	35,700.00
Deposit:	0.00
Move In Date:	08/01/90
Move Out Date:	
Due Day:	1
Tel# (O):	(405) 840-7200
Tel# (H):	(972) 906-2245

FLEMING COMPANIES #NJ-090
Attn: Property Administrator
5701 North Shartel Avenue
Oklahoma City, OK 73118

Date	Description	Charges	Payments	Balance
	Balance Forward			22,717.98
06/01/03	Rent	35,700.00		58,417.98
06/01/03	CAM1 Estimate (06/03)	3,094.47		61,512.45
06/01/03	Management Fees (06/03)	300.00		61,812.45
06/02/03	chk# 9505015548 06/03 Rent, CAM & Partial Manag		39,069.47	22,742.98
06/10/03	chk# 950501768 06/03 Rent		12,799.07	9,943.91
07/01/03	Rent	35,700.00		45,643.91
07/01/03	CAM1 Estimate (07/03)	3,094.47		48,738.38
07/01/03	Management Fees (07/03)	300.00		49,038.38
07/03/03	chk# 9505020819 07/03 Rent, CAM & Management		39,069.47	9,968.91
07/25/03	3rd Qtr R.E. Taxes 2003	14,131.42		24,100.33
08/01/03	Rent	35,700.00		59,800.33
08/01/03	CAM1 Estimate (08/03)	3,094.47		62,894.80
08/01/03	Management Fees (08/03)	300.00		63,194.80
08/06/03	chk# 9505025451 08/03 Rent, CAM & Management		39,069.47	24,125.33
09/01/03	Rent	35,700.00		59,825.33
09/01/03	CAM1 Estimate (09/03)	3,094.47		62,919.80
09/01/03	Management Fees (09/03)	300.00		63,219.80
09/03/03	chk# 9505028627		39,069.47	24,150.33

Current	30 Days	60 Days	90 Days	Amount Due
25.00	14,156.42	25.00	9,943.91	24,150.33