

EXHIBIT D

FOX ♦ ROTHSCHILD_{LLP}

ATTORNEYS AT LAW

CITIZENS BANK CENTER SUITE 1300 919 NORTH MARKET STREET WILMINGTON, DE 19801-3046
302-654-7444 FAX 302-656-8920 www.foxrothschild.com

Bernard G. Conaway
Direct Dial: (302) 622-4209
Internet Address: bconaway@foxrothschild.com

November 4, 2003

BY EMAIL: PDF

Robert M. Saunders, Esquire
Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.
10100 Santa Monica Blvd., 11th Floor
Los Angeles, CA 90067-4100

Re: Fleming Lease Rejection - CAM-I, LLC (AZ-025)

Dear Rob:

Consistent with our agreement, Fleming will pay to CAM-I, LLC, October rent up to October 20. Attached you will find an invoice that includes, among other charges, items dated October 1. These amounts bearing that date constitute the October rent. As you can see, monthly rent charges for the entire month are:

Description	Amount	Date Due
October 03 Rent	\$ 27,250.00	10/1/2003
October 03 Landscape	\$ 450.00	10/1/2003
October 03 Management Fee (store)	\$ 847.62	10/1/2003
October 03 Sweeping Fee	\$ 165.20	10/1/2003
October 03 Fuel Facility Rent	\$ 1,666.67	10/1/2003
October 03 Management Fee (fuel)	\$ 53.50	10/1/2003
Sales Tax 2%	\$ 609.32	10/1/2003
October 03 Total	\$ 31,041.65	10/1/2003

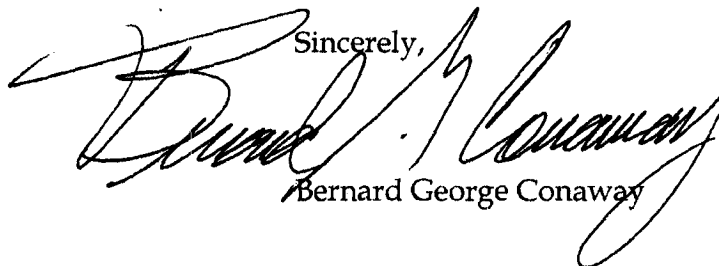
Multiplying that amount by 20/31, yields what I believe is the amount due from Fleming and consistent with our agreement. That amount equals \$20,026.87. Please advise if you believe otherwise.

I discussed with you that I received a check from Fleming in the amount of \$44,883.84. The check came without a letter explaining its purpose. The amount paid, however, does not reflect all post-petition monies due CAM-I under the lease. The attached invoice reflects all of the outstanding charges. Some of the charges are for items previously invoiced and unpaid such as landscaping and management fees. All of these were previously invoiced to Fleming. Other items including the insurance and property tax amounts due. Those items were likewise invoiced prior to October 20. A copy of the most recent mailing and signed return receipt is attached. The total of all outstanding amounts due was \$114,719.70. This amount should be reduced for two items - charges for the full October rent due (\$31,041.65) and receipt of the \$44,883.84 check. By my math, Fleming still owes to CAM-I \$38,794.21 separate and apart from the October rent obligation. Adding back the October rent agreed upon, i.e., \$20,026.87, results in a total due from Fleming of \$58,821.08.

Additionally, a memorandum of lease was filed regarding this lease. To remove it from title and thereby free the property up for subsequent rental, I will require that a Fleming representative sign documentation to that effect. I will provide that to you, or whomever you identify, soon.

Finally, I would prefer that you provide the stipulation. If this is a problem please advise.

Sincerely,

A handwritten signature in black ink, appearing to read "Bernard George Conaway". The signature is fluid and cursive, with a large initial "B" and "C".

Bernard George Conaway

BGC/cmo
Enclosures

c: Len Noel

Cushman & Wakefield of Arizona
 2525 E. Camelback Rd
 10th Floor
 Phoenix, AZ 85016



Direct Inquiries To:

Mr. Kelle Noel

Phone: (602)229-5822

Remit To: National Bank of Arizona
 Care Of: Re: Cam-1, LLC Clearing Account

P.O. Box 98303
 Phoenix, AZ 85072-8303

Statement Date: 10/24/2003

Food 4 Less
 1945 Lakepoints Drive

Note: Payments received after 10/24/2003
 may not be reflected on this statement.

Lewisville, TX 75057

PLEASE MAKE CHECKS PAYABLE TO : National Bank of Arizona

<u>Date</u>	<u>Charge Code</u>	<u>Description</u>	<u>Balance</u>	<u>Running Balance</u>
09/01/2003	laland	09/03 Landscaping	450.00	\$450.00
09/01/2003	lamisc	07/03 Management Fee	661.67	\$1,111.67
09/01/2003	lamisc	08/03 Mgmt Fee	885.90	\$1,997.57
09/01/2003	lasalbx	Sales Taxes	9.00	\$2,006.57
09/01/2003	lasalbx	Sales Taxes	17.72	\$2,024.29
09/01/2003	lasalbx	Sales Taxes	17.72	\$2,042.01
09/15/2003	laretaxf	1st Half 2003 - 302-28-004J 0	41,998.58	\$44,040.59
09/15/2003	laretaxf	1st Half 2003 - 302-28-004k 9	1,322.09	\$45,362.68
09/15/2003	laretaxf	1st Half 2003 - 302-28-007K-1	683.09	\$46,045.77
09/15/2003	lasalbx	Tax on R.E. Tax	880.08	\$46,925.85
09/17/2003	lamisc	09/03 Management Fee	885.90	\$47,811.75
09/17/2003	lasalbx	Sales Taxes	17.72	\$47,829.47
09/17/2003	lamisc	Replace Window	465.55	\$48,295.02
09/17/2003	lasalbx	Sales Taxes	9.31	\$48,304.33
09/18/2003	lamisc	Management Fee on 1st Half R.E. Taxes, Cam, & Ins. Chgs	1,466.47	\$49,770.80
09/18/2003	lasalbx	Sales Taxes	29.33	\$49,800.13
09/18/2003	lains	Insurance 07/03 - 10/03	2,659.32	\$52,459.45
09/18/2003	lasalbx	Sales Taxes	53.19	\$52,512.64
10/01/2003	lamrtgas	Rent Retail - Gas Station (10/2003)	1,666.67	\$54,179.31
10/01/2003	lamrtgro	Rent Retail - Grocery Store (10/2003)	27,250.00	\$81,429.31
10/01/2003	lasalbx	:Tax Rent Retail - Gas Station (10/2003)	33.33	\$81,462.64
10/01/2003	lasalbx	:Tax Rent Retail - Grocery Store (10/2003)	545.00	\$82,007.64
10/01/2003	laland	10/03 Landscaping	450.00	\$82,457.64
10/01/2003	lasalbx	Sales Taxes	9.00	\$82,466.64
10/01/2003	lamisc	Prorated Sweeping Charge (Jan. thru October)	165.20	\$82,631.84
10/01/2003	lasalbx	Sales Taxes	3.30	\$82,635.14
10/01/2003	lamisc	Prorated Water Charge (Jan. thru October)	184.20	\$82,819.34
10/01/2003	lasalbx	Sales Taxes	3.68	\$82,823.02
10/01/2003	laretaxf	2nd Half 2003 Prop Tax thru October 31st. (123 days)	29,415.45	\$112,238.47
10/01/2003	lasalbx	Sales Taxes	588.31	\$112,826.78
10/01/2003	lamisc	10/03 Management Fee	910.69	\$113,737.47
10/01/2003	lasalbx	Sales Taxes	18.21	\$113,755.69
10/01/2003	lamisc	Management Fee on 2nd Half Prorated R.E. Tax	900.11	\$114,655.80
10/01/2003	lasalbx	Sales Taxes	18.00	\$114,673.80
10/08/2003	lamisc	Debris Removal	45.00	\$114,718.80
10/08/2003	lasalbx	Sales Taxes	0.90	\$114,719.70
		Total	\$114,719.70	

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 Phoenix, AZ 85016

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 Phoenix, AZ 85072-8303

Phone: (602)229-5822

1945 Lakepoints Drive
 Lewisville, TX 75057

Statement Date: 9/24/2003

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 may not be reflected on this statement.

PLEASE MAKE CHECKS PAYABLE TO : National Bank of Arizona

Date	Charge Code	Description	Balance	Running Balance
09/01/2003	laland	09/03 Landscaping	450.00	\$450.00
09/01/2003	lamisc	07/03 Management Fee	661.67	1,111.67
09/01/2003	lamisc	08/03 Mgmt Fee	885.90	1,997.57
09/01/2003	lasaltx	Sales Taxes	9.00	2,006.57
09/01/2003	lasaltx	Sales Taxes	17.72	2,024.29
09/01/2003	lasaltx	Sales Taxes	17.72	2,042.01
09/15/2003	lains	07/01/03 - 06/30/04 Insurance	7,978.00	10,020.01
09/15/2003	laretaxf	1st Half 2003 - 302-28-004J 0	41,998.58	52,018.59
09/15/2003	laretaxf	1st Half 2003 - 302-28-004k 9	1,322.09	53,340.68
09/15/2003	laretaxf	1st Half 2003 - 302-28-007K-1	683.09	54,023.77

PLEASE MAKE CHECKS PAYABLE TO : National Bank of Arizona

Return this Stub w/Payment

TENANT CODE: la310082
 PROPERTY CODE: la31002

TENANT NAME: Food 4 Less
 PROPERTY NAME: East Valley Plaza

Date	Charge Code	Description	Charge Amt.	Please Check your paid charges
09/01/2003	laland	09/03 Landscaping	450.00	()
09/01/2003	lamisc	07/03 Management Fee	661.67	()
09/01/2003	lamisc	08/03 Mgmt Fee	885.90	()
09/01/2003	lasaltx	Sales Taxes	9.00	()
09/01/2003	lasaltx	Sales Taxes	17.72	()
09/01/2003	lasaltx	Sales Taxes	17.72	()
09/15/2003	lains	07/01/03 - 06/30/04 Insurance	7,978.00	()
09/15/2003	laretaxf	1st Half 2003 - 302-28-004J 0	41,998.58	()
09/15/2003	laretaxf	1st Half 2003 - 302-28-004k 9	1,322.09	()
09/15/2003	laretaxf	1st Half 2003 - 302-28-007K-1	683.09	()

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Food 4 Less
 1945 Lakepointe Drive

Lewisville, TX 75057

Remit To: National Bank of Arizona
 Care Of: Re: Cam-1, LLC Clearing Account
 P.O. Box 98303
 Phoenix, AZ 85072-8303

Statement Date: 9/24/2003

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Date	Charge Code	Description	Balance	Running Balance
09/15/2003	lasaltx	Sales Taxes	159.56	\$54,183.33
09/15/2003	lasaltx	Tax on R.E. Tax	880.08	55,063.41
09/17/2003	lamisc	09/03 Management Fee	885.90	55,949.31
09/17/2003	lasaltx	Sales Taxes	17.72	55,967.03
10/01/2003	larntgas	Rent Retail - Gas Station (10/2003)	1,666.67	57,633.70
10/01/2003	larntgro	Rent Retail - Grocery Store (10/2003)	27,250.00	84,883.70
10/01/2003	lasaltx	:Tax Rent Retail - Gas Station (10/2003)	33.33	84,917.03
10/01/2003	lasaltx	:Tax Rent Retail - Grocery Store (10/2003)	545.00	85,462.03
		Total	\$85,462.03	

PLEASE MAKE CHECKS PAYABLE TO : National Bank of Arizona

Return this Stub w/Payment

TENANT CODE: la310082
 PROPERTY CODE: la31002

TENANT NAME: Food 4 Less
 PROPERTY NAME: East Valley Plaza

Date	Charge Code	Description	Charge Amt.	Please Check your paid charges
09/15/2003	lasaltx	Sales Taxes	159.56	()
09/15/2003	lasaltx	Tax on R.E. Tax	880.08	()
09/17/2003	lamisc	09/03 Management Fee	885.90	()
09/17/2003	lasaltx	Sales Taxes	17.72	()
10/01/2003	larntgas	Rent Retail - Gas Station (10/2003)	1,666.67	()
10/01/2003	larntgro	Rent Retail - Grocery Store (10/2003)	27,250.00	()
10/01/2003	lasaltx	:Tax Rent Retail - Gas Station (10/2003)	33.33	()
10/01/2003	lasaltx	:Tax Rent Retail - Grocery Store (10/2003)	545.00	()

Total

\$85,462.03

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4649 0099 E000 DT42 2002 7002 2410 0003 8800 8454

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)
 For delivery information visit our website at www.usps.com
OFFICIAL USE

Postage	\$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

Postmark
Here

Box No. Food 4 Less
 Street, Apt. No.,
 or PO Box No.
 City, State, ZIP+4

PS Form 3800, June 2002
 SENDER: COMPLETE THIS SECTION
 Recipient for Instructions
 COMPLETE THIS SECTION ON DELIVERY

■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
 ■ Print your name and address on the reverse so that we can return the card to you.
 ■ Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:
Food 4 Less
1945 Lakepointe Dr
Lewisville, TX
75057

A. Signature [Signature] Agent Addressee
 B. Received by (Printed Name) J. NEVILL C. Date of Delivery 10/21/03
 D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.
 4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Transfer from service label) 7002 2410 0003 8800 8454
 PS Form 3841, August 2001 Domestic Return Receipt SACPRI-03-Z-0085