

# EXHIBIT "D"

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October 31, 2003

VIA FAX AND REGULAR MAIL

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OF COUNSEL  
PHILIP LINDEMAN II <sup>Δ</sup>

Δ NJ & NY

Re: Fleming Companies, Inc.  
Case No. 03-10945

Dear Mr. Buday and Ms. Wales:

As you know, this law firm represents Blair Road Realty ("Blair Road"), the landlord of premises at 215 Blair Road, Woodbridge, New Jersey at which your client, Fleming Companies, Inc. ("Fleming") is the tenant. We have been told that discussions are pending between Fleming and Fleming's subtenant DiGiorgio Corporation ("DiGiorgio") about an agreement pursuant to which DiGiorgio's lease with Blair Road will be assumed and then assigned to DiGiorgio.

As you know, Blair Road by letter dated August 5, 2003, addressed to Fleming with a copy to DiGiorgio, raised concerns about Fleming's defaults under the lease, including noncompliance with environmental regulations and asked for information and documents. For your reference we annex another copy of that August 5, 2003 letter. Except for supplying certain insurance certificates, neither Fleming nor DiGiorgio have responded to Blair Road's letter.

HELLRING LINDEMAN GOLDSTEIN & SIEGAL LLP

Robert T. Buday, Esq.  
Victor L. Wales, Esq.

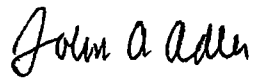
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October 31, 2003

It is imperative that we immediately receive from Fleming answers to the August 5, 2003 letter. With respect to those entities which are on the premises to which Blair Road refers, namely Lilly Trucking and Foodtown, kindly forward to us immediately copies of any written agreements, such as subleases, pursuant to which those entities have been permitted to conduct business on Blair Road's property.

Please give this your immediate attention.

Very truly yours,



John A. Adler

JAA/mad  
Enclosure

cc: Neal M. Rosenbloom, Esq. (w/encl.)