



**B & G FOODS, INC.**  
4 Gatehall Drive Suite 110  
Parsippany, NJ 07054  
Tel: (973) 630-6475  
Fax: (973) 401-6406  
*December 2, 2003*

United States Bankruptcy Court  
Marine Midland Plaza  
824 Market Street - 5<sup>th</sup> Floor  
Wilmington, DE 19801

RE: Reclamation Claim Summary (Part II) / Fleming Case No. 03-10945 (MFW)

Gentlemen:

After review of your Reclamation Claim report, I have found three receipt of goods errors.

The following invoices were received at Fleming's warehouse locations within the reclamation period and as evidenced by the accompanying proof of delivery which I have provided:

<u>PO #</u>	<u>Invoice #</u>	<u>Amount</u>	<u>Location</u>	<u>Signed for Goods Date</u>
519817	942643	2929.50	Garland TX	3/31/03
519816	942635	4770.92	Garland TX	3/31/03
450665	939108	651.00	Garland TX	3/31/03

Secondly, an assertion stipulated on Fleming's reconciliation report indicating B&G Foods owes Fleming \$141,698.26 in Setoff Pre-Petition Deductions. We have repeatedly asked for documentation in support of this claim to no avail. Visionet was of no assistance in providing detailed information. A division and an amount is not proper documentation.

B&G Foods would again ask for your cooperation in providing paperwork that outlines specifically what each asserted deduction represents. To reconcile your account we would need the division, the amount, the product line, and an explanation of the deduction type. Please forward this documentation to the undersigned at the above address.

Until such time as B&G receives this set off information, we do not accept your Pre Petition Deduction in the amount of \$141,698.26.

We must ask that you either provide supportive paperwork or correct your Reclamation Reconciliation Report to reflect only those set off items that can be properly substantiated. Thank you for your intervention.

Regards,  
C. Cambria, Corporate Credit Manager

**Fleming Companies, Inc.**  
**Calculated Reclamation Claim as of November 21, 2003**

Claim Item ID	Claimant	Fleming Reclamation Claim #		Docketed Assertion	Demand Date	Reclamation Period	Self-Through Period	Weighted Average Consumption					
		35	\$244,725.41										
<b>B &amp; G Foods Inc</b>													
						3/22/2003 to 3/31/2003	3/22/2003 to 4/4/2003	42.7					
		Per Claimant Electronic Data											
	Purchase Order	Invoice Date	Invoice Number	Invoice Amount	Undrily Assertion Adjustment	Purchase Order Not Identified	Drop Shipment Deliveries	PO Receipt Date	Product Not Received to Valid Period	Valid Receipts	Receipts Consumed by Demand Date	Setoff of Pre-Petition Deductions	Calculated Reclamation Claim*
900	450665-GA	3/28/2003	939108	\$651.00	\$0.00	\$0.00	\$0.00	4/7/2003	(\$651.00)	\$0.00	\$0.00	\$0.00	\$0.00
920	519816-GA	3/28/2003	942615	\$4,770.92	\$0.00	\$0.00	\$0.00	4/7/2003	(\$4,770.92)	\$0.00	\$0.00	\$0.00	\$0.00
921	519817-GA	3/28/2003	942643	\$2,929.50	\$0.00	\$0.00	\$0.00	4/7/2003	(\$2,929.50)	\$0.00	\$0.00	\$0.00	\$0.00
923	051038-SC	3/28/2003	943314	\$660.00	\$0.00	\$0.00	\$0.00	4/7/2003	(\$660.00)	\$0.00	\$0.00	\$0.00	\$0.00
924	182104-SC	3/29/2003	943659	\$14,484.00	\$0.00	\$0.00	\$0.00	4/7/2003	(\$14,484.00)	\$0.00	\$0.00	\$0.00	\$0.00
909	102692-HW	3/28/2003	939652	\$2,412.38	\$0.00	\$0.00	\$0.00	4/28/2003	(\$2,412.38)	\$0.00	\$0.00	\$0.00	\$0.00
910	102698-HW	3/28/2003	939688	\$3,431.86	\$0.00	\$0.00	\$0.00	4/28/2003	(\$3,431.86)	\$0.00	\$0.00	\$0.00	\$0.00
919	535123-GS	3/29/2003	942604	\$2,759.34	\$0.00	\$0.00	\$0.00	4/28/2003	(\$2,759.34)	\$0.00	\$0.00	\$0.00	\$0.00
907	099527-HW	3/28/2003	939421	\$1,217.20	\$0.00	\$0.00	\$0.00	4/29/2003	(\$1,217.20)	\$0.00	\$0.00	\$0.00	\$0.00
				<b>Claimant Subtotal:</b>	\$244,725.41	(\$17,313.31)	\$0.00	\$0.00	(\$52,230.74)	\$175,161.36	(\$33,463.10)	(\$141,698.26)	\$0.00

\* These amounts are not an arrangement to pay the amount reflected or an agreement to treat Calculated Reclamation Claims in a particular manner. Further, Calculated Reclamation Claims may be subject to further reduction to reflect any additional defenses available to the Debtors under applicable law including, but not limited to, the Reserved Reclamation Issues.

**B&G FOODS, INC.**

890 FOOONS HOUSTON  
57 HOUSTON TX 77061  
713-856-7570

FLEMING CO/CARLAND /GR  
PARENTOR # 8998399  
2400 MCCREE RD  
GARLAND TX 75041

*Handwritten:* H103256

3277-0000

FLEMING PROOF OF DELIVERY

INVOICE # 942643

PO # 519817

03/26/93 5426431  
3277-0025 1  
519817-5A

04/17/93  
15 NET 16

LINE	QTY	UNIT	DATE	DESCRIPTION	PRICE	AMOUNT	TOTAL
2	024	0720	12/10 024	POL AP STRAWBERRY	17.50	-1.60	15.90
3	025	0724	12/10 025	POL AP BLACKBERRY	17.50	-1.60	15.90
3	026	0722	12/10 026	POL AP CHERRY	17.50	-1.60	15.90
1	022	0727	12/10 022	POL AP CHERRY	17.50	-1.60	15.90
4	021	0723	12/10 021	POL AP CHERRY	17.50	-1.60	15.90
<b>PROTECT FROM FREEZING</b>							
<p><i>Handwritten:</i> 12/31/95</p> <p><i>Signature:</i> [Signature]</p>							2939.50

INVOICE DELIVERY DOCUMENT

195

**B&G FOODS, INC.**

846 FRODS HOUSTON  
HOUSTON TX 77041  
713-826-7171

**#1582**

INVOICE # 942635  
PO # 519816

**FLEMING PROOF OF DELIVERY**

04/07/03  
218/BAG-4411

03/26/03  
3277-0025  
519816-6A

**B & G FOODS, INC.**  
POL. BOX 1000  
NEWARK, NJ 07102-6000  
PHONE: 973-921-4000

3277-0000

FLEWING CO/GARLAND FOR  
WENDOR R BRPSS\*\*  
2600 WOODRIDGE RD  
GARLAND TX 75041

1X 13 NET 16

DELIVERY INSTRUCTIONS	DELIVERY DATE	DELIVERY TIME	DELIVERY ADDRESS	DELIVERY CITY	DELIVERY STATE	DELIVERY ZIP	DELIVERY PHONE	DELIVERY FAX	DELIVERY EMAIL	DELIVERY COMMENTS
34	12/12/02	02:00	FRANCO JALEP PEPPERS - WHOLE							
43	24/4/2002	02:00	FRANCO JALEP PEPPERS - WHOLE							
48	12/12/02	02:00	FRANCO JALEP PEPPERS - WHOLE							
17	12/12/02	02:00	FRANCO JALEP PEPPERS - WHOLE							
32	24/4/2002	02:00	FRANCO JALEP PEPPERS - WHOLE							
63	24/4/2002	02:00	FRANCO JALEP PEPPERS - WHOLE							
<p><i>Handwritten:</i> 256  <i>Signature:</i> [Signature]  <i>Date:</i> 3/31/07  <b>PROOF OF DELIVERY</b></p>										
TOTAL QUANTITY										256
TOTAL \$										4770.92

04/11/2003 08:58 214958287

01

# B&G FOODS, INC.

B&G FOODS HOUSTON  
87 HOUSTON TX 77041  
713-855-7370

3277-0000

FLEMING CO/GARLAND  
AVENUE & SPACES  
2400 HEDGECOCK RD  
GARLAND TX 75041

1153854

3277-0000

B & G FOODS, INC.  
P.O. BOX 1800  
NEWARK, NJ 07102-0180  
PHONE: 973-907-4800

## FLEMING PROOF OF DELIVERY

INVOICE # 939108

PO # 450665

DOCUMENT #	939108
INVOICE #	939108
DATE	01/11/93
ORDER #	3277-0025
DISPATCH PO #	450665-BA
SHIP TO	1212 NEY RD
SHIP FROM	216/BHC-SALT

REQUEST DATE	01/11/93
SHIP TO	1212 NEY RD
SHIP FROM	216/BHC-SALT

LINE	QUANTITY	PRODUCT	DATE	TIME	UNIT PRICE	TOTAL	REMARKS
1	0720	PER. AC STRAWBERRY	12/10	08:00	17.30	12.510	651.00
		SNIP NY NY'S 65064-4-6& AMD					504
		45064-4-6&					
						TOTAL \$	651.00

*Handwritten:*  
748  
J. B.  
3/21/97

TOTAL QUANTITY: 42

INVOICE DELIVERY DOCUMENT-4