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2003 DEC 11 AM 11:31

U.S. BANKRUPTCY COURT
December 8, 2003
CLERK OF COURT

United States Bankruptcy Court for the District of Delaware
Marine Midland Plaza
824 Market Street, 5th Floor
Wilmington, Delaware, 19801

In re: Fleming Companies, Inc., Chapter 11, Case No. 03-10945 (MFW)

NOTICE OF COMBINED AMENDED RECLAMATION REPORT AND MOTION TO DETERMINE THAT RECLAMATION CLAIMS ARE VALUELESS – Claimant # 538 Sunbeam Products, Inc.

Sunbeam Products, Inc disputes the proposed allowed claim limit based on the following criteria and agrees to the following amendment.

Asserted Reclamation Claim:

Docked Assertion	[a]	\$29,717.76
Demand Date	[b]	4/1/2003
Electronic Assertion Detail	[c]	\$29,717.76
Reclamation Period	[d]	3/22/2003 to 4/1/2003

Sunbeam Products Inc.'s Calculation:

Electronic Assertion Detail	[e]	\$29,717.76
Untimely Assertion Adjustment	[d]	\$0.00
Product Not Received in Valid Period	[h]	(\$11,283.50)
Valid Receipts	[j]	\$18,434.26
Receipts Consumed By Letter Date	[k]	(\$3,783.96)
Calculated Reclamation Claim	[m]	\$14,650.30

Disputed Amounts (Attachment 1)		
Purchase Order Not Identified	[g]	\$4,209.74
Drop Shipment Deliveries	[i]	\$43.40
Setoff of Pre-Petition Deductions	[l]	\$5,589.75
Total Disputed Amounts		\$9,842.89

If you have any questions, please feel free to call me at (561) 912-4435.

Sincerely,

Eileen McDonnell
Credit Manager
Sunbeam Products, Inc.
2381 Executive Center Drive
Boca Raton, Florida 33431

Attachment 1

Claimant Item ID	Purchase Order	Invoice Date	Invoice Number	Invoice Amount	Reason
26730	184751-KG	3/14/2003	87491462	\$1,267.30	Purchase Order not Identified
26740	CALL 3018 SALT LAKE CTY RI	3/24/2003	87505094	\$291.76	Purchase Order not Identified
26741	CALL 3018 GARLAND RI	3/24/2003	57505095	\$553.63	Purchase Order not Identified
23598	CALL 3020 SLT LAKE CTY RI	3/24/2003	87505098	\$118.72	Purchase Order not Identified
23599	CALL 3020 GARLAND RI	3/24/2003	87505099	\$21.55	Purchase Order not Identified
23600	CALL 3020 LUBBOCK RI	3/24/2003	87505100	\$21.70	Purchase Order not Identified
23601	CALL 3020 PHOENIX RI	3/24/2003	87505101	\$399.98	Purchase Order not Identified
23602	530008-GS	3/27/2003	87509347	\$1,161.40	Purchase Order not Identified
23603	530008-GS	3/27/2003	87509348	\$373.70	Purchase Order not Identified
26742	CALL 3018 LUBBOCK RI	3/24/2003	57505096	\$43.40	Drop Shipment Deliveries
26732	565300-GE	3/17/2003	87493296	\$841.70	Setoff of Pre-Petition Deductions
26734	698471-TG	3/18/2003	87495353	\$117.70	Setoff of Pre-Petition Deductions
26735	698471-TG	3/18/2003	87495354	\$98.58	Setoff of Pre-Petition Deductions
26736	057449-MM	3/18/2003	87495402	\$894.31	Setoff of Pre-Petition Deductions
26739	603450-MG	3/22/2003	87503512	\$575.62	Setoff of Pre-Petition Deductions
26733	086692-SC	3/17/2003	87493467	\$738.11	Setoff of Pre-Petition Deductions
26737	894951-ME	3/21/2003	87502005	\$658.16	Setoff of Pre-Petition Deductions
23604	711553	3/27/2003	87510687	\$1,316.80	Setoff of Pre-Petition Deductions
23605	711553	3/27/2003	87510688	\$86.44	Setoff of Pre-Petition Deductions
23597	CALL 3018 PHOENIX RI	3/24/2003	87505097	\$262.33	Setoff of Pre-Petition Deductions
				\$9,842.89	

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Fleming Companies, Inc., et al.,¹) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)

Objection Deadline: December 16, 2003 at 4:00 p.m.

Hearing Date: December 23, 2003 at 2:00 p.m.

NOTICE OF COMBINED AMENDED RECLAMATION REPORT AND MOTION TO DETERMINE THAT RECLAMATION CLAIMS ARE VALUELESS

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) counsel to the Indenture Trustees; (d) counsel to the Official Committee of Unsecured Creditors; (e) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure; and (f) those parties that have filed reclamation claims in these cases

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed with the United States Bankruptcy Court for the District of Delaware the annexed *Combined Amended Reclamation Report And Motion To Determine That Reclamation Claims Are Valueless* (the "Motion").

Any objection or response to the relief requested in the Motion must be filed in writing with the United States Bankruptcy Court for the District of Delaware, Marine Midland

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 no later than December 16, 2003 at 4:00 p.m.

At the same time, you must also serve a copy of the objection or response upon:

(1) counsel to the Debtors, Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esquire; and (4) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 1005, Attn: Dennis F. Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, Attn: I. William Cohen, Esquire, and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, Delaware, Attn: David M. Fournier, Esquire.

A HEARING ON THE MOTION WILL BE HELD ON DECEMBER 23, 2003

AT 2:00 P.M. PREVAILING EASTERN TIME, BEFORE THE HONORABLE MARY F.

WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 824

MARKET STREET, 6TH FLOOR, WILMINGTON, DE 19801.

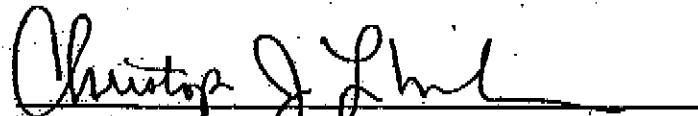
IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE
COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT
FURTHER NOTICE OR HEARING.

Dated: November 22, 2003

KIRKLAND & ELLIS
James H. M. Sprayregen, P.C. (ARDC No. 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. 6230120)
Shirley S. Cho (CA Bar No. 192616)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
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and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.



Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
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Wilmington, Delaware 19899-8705 (Courier No. 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Co-Counsel for the Debtors and Debtors in Possession