

OLD WORLD INDUSTRIES, INC.
4065 COMMERCIAL AVENUE
NORTHBROOK, ILLINOIS 60062-1851
847-559-2000

December 15, 2003

VIA UPS OVERNIGHT

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

RECEIVED
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE
WILMINGTON, DE
DEC 16 2003

Re: In re Fleming Companies, Inc.
Case Number 03-10945 (MFW)
Objection to Combined Amended Reclamation Report and Motion to
Determine that Reclamation Claims are Valueless

Gentlemen:


Old World Industries, Inc. ("Old World") hereby objects to the above-captioned Combined Amended Reclamation Report and Motion to Determine that Reclamation Claims are Valueless ("Motion").

The reclamation claim filed by Old World is in agreement with the reconciliation of the reclamation claims cited in the letter from Fleming to Old World dated November 22, 2003 ("the Fleming Letter"). We attach the "Fleming Letter" as well as Old World's Invoice and Bill of Lading as proof that both parties are in agreement on the total amount of this reclamation claim.

The response and hearing schedule as outlined by the Debtors places all reclamation claimants at a significant disadvantage, and is prejudicial to claimants like Old World whose claims are of moderate size in relation to the total claims but nonetheless highly significant to the claimant.

Old World believes that to grant Debtors' Motion is in direct conflict with the rights of protection offered creditors under the section 546(c) of the Bankruptcy Code.

Sincerely,


Michael Nubhymeyer
Old World Industries
Credit Manager

encl.
MN/RS/lr

CERTIFICATE OF SERVICE

I hereby certify that I served a true and correct copy of the attached Letter regarding the Amended Reclamation Report and Motion to determine that Reclamation Claims are worthless, upon:

Kirkland & Ellis LLP
Attn: Richard Wynne, Esq.
777 S. Figueroa Street
Los Angeles, CA 90017

Stang, Ziehl, Young, Jones & Weintraub P.C.
Attn: Laura Davis Jones, Esq.
919 North Market Street, 16th Floor
Wilmington, DE 19899-8705

White & Case
Attn: Andrew P. DeNatale, Esq.
1155 Avenue of the Americas
New York, NY 10036-2787

Greenberg Traurig LLP
Attn: Scott D. Cousins, Esq.
The Brandywine Building
1000 West Street, Suite 1540
Wilmington, DE 19801

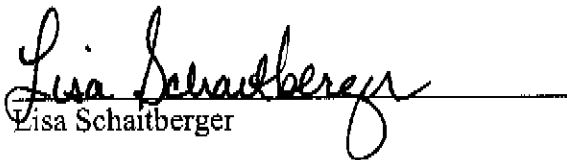
Office of the U.S. Trustee
Attn: Joseph McMahon, Esq.
844 King Street, Room 2313
Wilmington, DE 19801

Official Committee of Unsecured Creditors
Milbank, Tweed, Hadley & McCloy LLP
Attn: Dennis F. Dunne, Esq.
1 Chase Manhattan Plaza
New York, NY 10005

Pepper Hamilton LLP
Attn: I. William Cohen, Esq.
100 Renaissance Center, Suite 3600
Detroit, MI 48243-1157

Pepper Hamilton LLP
Attn: David M. Fournier, Esq.
1201 Market Street, Suite 1600
Wilmington, DE 19899

by first class mail, postage prepaid in the above-referenced case on this 15 December 2003.


Lisa Schaitberger

Fleming

19 W Lakepointe Dr.
P.O. Box 199013
Lewisville, TX 75029
Telephone 972.806.8000

November 22, 2003

Old World Industries Inc
ATTN: Michael Nubbymyer
Corporate Credit Manager
4065 Commercial Ave
NORTHBROOK, IL 60062-1851

Dear Reclamation Claimant:

This letter is in reference to Fleming, Inc. and its related debtor entities ("Fleming" or "the Debtors") in connection with their bankruptcy cases. The Debtors have undertaken efforts to reconcile the reclamation demands (each a "Reclamation Claim") that have been asserted against the Debtors. Based on the information contained in the Debtors' books and records and the information you have provided, we have reconciled and recalculated **Old World Industries Inc's** Reclamation Claim. The Debtors are providing this detail to you to be reviewed in conjunction with their motion regarding the value and validity of the Reclamation Claims in these cases, which has recently been served upon you. The tables below present a summary of the Debtors' reconciliation. As provided in the motion, your Reclamation Claim is subject to further reductions including reductions for payments that may have been made for the product associated with your company's Reclamation Claim. In addition, the Debtors reserve their rights of offset, including their right to offset obligations that **Old World Industries Inc** may have to Fleming against your company's Reclamation Claim. This is described in greater detail below and in the motion.

Asserted Reclamation Claim:

Docketed Assertion	[a]	\$13,288.32
Demand Date	[b]	4/1/2003
Electronic Assertion Detail	[c]	\$13,288.32
Reclamation Period	[d]	3/22/2003 to 3/31/2003
Self-Through Period	[e]	3/22/2003 to 4/1/2003

Fleming Calculation:

Electronic Assertion Detail	[c]	\$13,288.32
Untimely Assertion Adjustment	[f]	\$0.00
Purchase Order Not Identified	[g]	\$0.00
Product Not Received in Valid Period	[h]	\$0.00
Drop Shipment Deliveries	[i]	\$0.00
Valid Receipts	[j]	\$13,288.32
Receipts Consumed By Letter Date	[k]	\$0.00
Setoff of Pre-Petition Deductions	[l]	\$0.00
Calculated Reclamation Claim	[m]	\$13,288.32

Fleming

1945 Lakepointe Dr.
P.O. Box 799013
Lewisville, TX 75029
Tel. phone 972.906.8000

RE: Reclamation Reconciliation Report – Old World Industries Inc

November 21, 2003

Page 2

Finally, please note that the calculation of your company's Reclamation Claim provided with this letter is a calculation of amount only. This is not an agreement to pay the Calculated Reclamation Claim or an agreement to treat your company's Calculated Reclamation Claim in a particular manner. As is more fully described in the motion, your company's Reclamation Claim is subject to applicable law with respect to allowance, priority and payment, and the Debtors hereby reserve all rights in respect of your company's Reclamation Claim including, without limitation, the right to assert potential preference claims that the Debtors may have against your company and to pursue any other actions or assert any other defenses available to the Debtors at law, equity, or otherwise.

Questions regarding the Debtors' reconciliation of your Reclamation Claim may be directed to the undersigned at 972-535-7149 or via e-mail at cmsfleming@yahoo.com.

Sincerely,

/s/ Jason Muskovich

Jason Muskovich

On behalf of Fleming Companies, Inc and Related Debtor entities

Fleming

1945 Lakewood Dr.
P.O. Box 299013
Lewisville, TX 75029
telephone 972.906.8000

RE: Reclamation Reconciliation Report - Old World Industries Inc
November 21, 2003
Page 3

NOTES TO CALCULATED RECLAMATION CLAIM

- [a] Docketed Assertion represents the total of all unique reclamation assertions received and excludes any duplicative, amended and withdrawn reclamation assertions received.
- [b] Demand Date represents the date of claimants' initial reclamation assertion letter.
- [c] Electronic Assertion Detail represents total of electronic file documentation provided to Fleming.
- [d] Reclamation Period is the 10-day receiving period from March 22, 2003 through March 31, 2003 for all claimants with demand dates between April 1, 2003 and April 10, 2003, inclusive. For demand letters received prior to April 1, 2003, the Reclamation Period is the ten days prior to the Demand Date. For demand letters received between April 11, 2003 and April 19, 2003, inclusive, the beginning of the Reclamation Period decreases by one day for each day subsequent to April 10, 2003.
- [e] Sell-Through Period is the period beginning on the starting date of the Reclamation Period and ending on the Demand Date.
- [f] Untimely Assertion Adjustment represents initial reclamation demand letters dated subsequent to April 19, 2003.
- [g] Purchase Order Not Identified represents reclamation assertions with accompanying Electronic Assertion Detail for which record of the purchase order provided by the claimant was not found in Fleming receiving data.
- [h] Product Not Received in Valid Period represents reclamation assertions with accompanying Electronic Assertion Detail for which record of the receipt date for purchase orders provided by the claimant was outside of the Reclamation Period.
- [i] Drop Shipment Deliveries represent deliveries that were made directly to customers that were never in Fleming's possession and cannot be reclaimed.
- [j] Valid Receipts represents the subtotal of the Electronic Assertion Detail, and reductions resulting from items [f], [g], [h], and [i], as described above.
- [k] Receipts Consumed by Demand Date represents reclamation assertions with accompanying Electronic Assertion Detail for which record of the receipt date for purchase orders provided by the claimant was during the Reclamation Period and adjusted to reflect consumption of associated items through the Demand Date.
- [l] Setoff of Pre-Petition Deductions represent deductions that were earned prior to the petition date that remain on Fleming's books such as rebates, discounts, etc. for which the claimant has never paid Fleming.

Fleming Companies, Inc. et al.
 Reclamation Claim Summary by Claimant
 November 21, 2003

Creditor Name	(a) Debited Assertion	(b) Demand Date	(c) Electronic Assertion Detail	(d) Utility Assertion Adjustment	(e) Purchase Order Not Identified	(f) Product Net Received In Valid Period	(g) Drop Ship/Deliveries	(h) Valid Receipts	(i) Receipts Consumed by Demand Date	(j) Short of Pre-Payment Deductions	(k) Calculated Reclamation Claim
Andouba Park Co	\$70,156	4/17/2003	\$70,166	\$0	\$0	(\$70,166)	\$0	\$0	\$0	\$0	\$0
Aurora Foods Inc	\$594,947	3/31/2003	\$594,947	\$0	(\$25,750)	(\$105,628)	(\$1,550)	\$462,019	(\$46,689)	(\$116,546)	\$299,404
B & G Foods Inc	\$244,725	4/4/2003	\$244,725	\$0	(\$17,313)	(\$52,251)	\$0	\$175,161	(\$33,463)	(\$141,698)	\$0
B Rosen & Sons Inc	\$21,231	4/2/2003	\$23,439	\$0	(\$2,198)	(\$21,241)	\$0	\$0	\$0	\$0	\$0
Bagerstaff Packaging LLC	\$23,938	4/4/2003	\$23,938	\$0	\$0	(\$14,079)	\$0	\$9,859	(\$3,410)	\$0	\$6,449
Bake-Lite Group LLC	\$227,901	4/4/2003	\$227,800	\$0	\$0	(\$16,912)	\$0	\$210,888	(\$36,440)	(\$6,389)	\$168,360
Barber Produce, Inc	\$14,400	4/11/2003	\$33,900	\$0	\$0	(\$24,900)	\$0	\$9,000	(\$5,412)	\$0	\$3,588
Barilla America Inc	\$0	4/1/2003	\$171,934	\$0	\$0	(\$86,778)	\$0	\$85,156	(\$20,043)	(\$30,621)	\$34,491
Bar-S Foods Co	\$121,648	4/2/2003	\$73,292	\$0	(\$306,893)	\$165,806	\$0	\$12,206	(\$4,875)	(\$27,331)	\$0
Bausch & Lomb	\$41,661	4/1/2003	\$41,631	\$0	(\$1,166)	(\$16,351)	\$0	\$24,114	(\$4,060)	(\$20,053)	\$0
Beyer Corp	\$146,112	4/9/2003	\$45,105	\$0	\$0	\$0	\$0	\$45,105	(\$22,685)	(\$22,420)	\$0
BC Stocking Distributing	\$12,359	4/10/2003	\$11,741	\$0	(\$11,741)	\$0	\$0	\$0	\$0	\$0	\$0
Beaver Meadow Creamery Inc	\$115,961	3/31/2003	\$115,961	\$0	\$0	(\$7,655)	\$0	\$108,306	(\$30,448)	\$0	\$77,859
Beaver St Fisheries Inc	\$69,997	4/1/2003	\$69,997	\$0	\$0	(\$17,132)	\$0	\$52,865	(\$10,147)	(\$5,429)	\$39,294
Beer Nuts Inc	\$35,312	4/2/2003	\$35,312	\$0	\$0	(\$2,803)	\$0	\$32,510	(\$216)	\$0	\$32,293
Beltsdorf Inc	\$99,805	4/1/2003	\$99,805	\$0	\$0	\$0	\$0	\$99,805	(\$15,057)	(\$20,083)	\$64,666
Bel/Rakauska USA	\$44,196	4/1/2003	\$44,196	\$0	\$0	(\$18,505)	\$0	\$25,691	(\$7,456)	(\$6,493)	\$9,737
Bell Carter Foods Inc	\$118,095	4/3/2003	\$118,095	\$0	\$0	(\$18,245)	\$0	\$99,850	(\$15,145)	\$0	\$84,707
Berka Packing Co Inc	\$3,865	4/1/2003	\$18,206	\$0	\$50	(\$15,697)	\$0	\$2,559	(\$1,694)	(\$864)	\$0
Benn & Koppstein Foods Division	\$101,900	3/27/2003	\$101,600	\$0	(\$101,600)	\$0	\$0	\$0	\$0	\$0	\$0
Bennett's Pizza Inc	\$63,887	4/2/2003	\$63,887	\$0	\$0	(\$3,958)	(\$2,852)	\$57,077	(\$19,418)	(\$37,659)	\$0
Berwick Co	\$9,508	4/8/2003	\$9,508	\$0	\$0	(\$1,280)	(\$2,262)	\$5,966	(\$2,417)	\$0	\$3,549
Berry Plastics Corp	\$69,130	4/10/2003	\$69,130	\$0	(\$7,589)	(\$13,759)	\$0	\$47,781	\$0	\$0	\$47,781
Beutefoods Specialty Products	\$27,849	4/1/2003	\$27,849	\$0	(\$1,835)	(\$19,116)	\$0	\$6,839	(\$1,132)	(\$5,767)	\$0
BIC USA Inc	\$889,137	4/7/2003	\$889,137	\$0	(\$308,396)	(\$412,038)	(\$5,596)	\$163,107	(\$68,100)	(\$66,840)	\$28,167
Bisley Cheese Co	\$11,992	4/1/2003	\$14,152	\$0	\$0	\$0	(\$14,152)	\$0	\$0	\$0	\$0
Bimbo Bakeries USA	\$0	4/2/2003	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Fleming Companies, Inc. et al.
Reclamation Claim Summary by Claimant
November 21, 2003

Creditor Name	(a) Docketed Amount	(b) Demand Date	(c) Electronic Assertion Date	(d) Un timely Assertion Adjustment	(e) Purchase Order Not Identified	(f) Product Not Received In Valid Period	(g) Drop Shipment Deliveries	(h) Valid Receipts	(i) Receipts Consumed by Demand Date	(j) Setoff of Pre-Petition Deductions	(k) Calculated Reclamation Claim
Old Orchard Brands LLC	\$165,814	3/28/2003	\$189,872	\$0	\$0	(\$38,848)	(\$6,050)	\$144,974	(\$29,977)	(\$50,151)	\$64,845
Old World Industries Inc	\$13,288	4/1/2003	\$13,288	\$0	\$0	\$0	\$0	\$13,288	\$0	\$0	\$13,288
On-Cor	\$110,467	4/1/2003	\$110,467	\$0	\$0	(\$6,170)	\$0	\$104,297	(\$28,715)	(\$33,249)	\$42,334
Oranum Sylvania	\$10,393	4/2/2003	\$10,393	\$0	\$0	(\$5,618)	\$0	\$4,775	(\$597)	(\$4,178)	\$0
Oris Spunkmeyer Inc	\$87,460	4/7/2003	\$73,232	\$0	(\$25,120)	(\$34,366)	(\$3,017)	\$10,729	(\$21)	\$0	\$10,708
Owens County Sausage Inc	\$40,676	4/3/2003	\$40,676	\$0	(\$2,796)	(\$6,988)	(\$9,535)	\$21,356	(\$15,190)	(\$5,987)	\$179
P & C Pacific Bacterias Inc	\$1,894	4/7/2003	\$2,994	\$0	\$0	\$0	\$0	\$2,994	(\$1,087)	\$0	\$1,907
Pace Dairy Foods Co	\$1,061,442	4/2/2003	\$1,049,381	\$0	(\$4,132)	(\$113,918)	\$0	\$931,331	(\$249,764)	\$0	\$681,567
Pacific Coast Producers	\$307,253	4/9/2003	\$467,992	\$0	(\$26,388)	(\$154,813)	(\$22,455)	\$264,335	(\$78,014)	(\$6,093)	\$180,229
Pacific Corp	\$559,342	4/3/2003	\$559,342	\$0	\$0	(\$281,103)	\$0	\$278,239	(\$72,102)	(\$188,254)	\$17,884
Par-O-Gold Baking Co	\$0	4/3/2003	\$73,337	\$0	\$0	\$0	(\$73,337)	\$0	\$0	\$0	\$0
Paranounal Farms Inc	\$42,592	4/7/2003	\$35,809	\$0	(\$3,057)	(\$30,916)	\$0	\$21,796	(\$6,903)	(\$3,357)	\$11,536
Parma Lightnings Corp	\$0	3/28/2003	\$36,859	\$0	\$0	\$0	(\$30,119)	\$6,740	(\$735)	\$0	\$6,005
Pasco Beverage Group LLC	\$132,800	4/10/2003	\$132,800	\$0	(\$13,792)	(\$80,618)	\$0	\$38,590	(\$23,624)	\$0	\$14,767
Pastick Oatsday Inc	\$20,739	4/1/2003	\$20,739	\$0	\$0	\$0	\$0	\$20,739	(\$10,858)	(\$8,426)	\$1,455
Peak Foods LLC	\$133,190	4/1/2003	\$109,680	\$0	\$0	(\$38,377)	\$0	\$71,302	(\$7,872)	\$0	\$63,430
Peurton Candy Co	\$14,872	4/1/2003	\$14,872	\$0	\$0	(\$3,381)	\$0	\$11,491	\$0	(\$11,491)	\$0
Peachet Coffee	\$26,856	4/9/2003	\$26,580	\$0	\$0	(\$21,146)	(\$5,434)	\$0	\$0	\$0	\$0
Pegasus International Inc	\$96,888	4/7/2003	\$96,888	\$0	(\$96,888)	\$0	\$0	\$0	\$0	\$0	\$0
Peunonil/Quaker State Company	\$55,039	4/4/2003	\$66,105	\$0	\$0	(\$17,929)	\$0	\$48,177	(\$7,722)	(\$6,846)	\$33,609
Peppertidge Farm Inc	\$59,663	3/31/2003	\$56,459	\$0	\$0	(\$1,516)	(\$30,850)	\$24,093	(\$4,230)	(\$19,663)	\$0
Pepsi Cola Company	\$856,128	4/1/2003	\$119,128	\$0	\$0	\$0	(\$119,128)	\$0	\$0	\$0	\$0
Perigo	\$238,591	4/7/2003	\$238,591	\$0	(\$1,284)	\$0	(\$4,323)	\$232,984	(\$30,034)	(\$10,385)	\$192,265
Petro-Queen Transport Inc	\$43,978	4/3/2003	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Pfizer Consumer Group	\$4,643,655	4/1/2003	\$1,400,487	\$0	(\$8,273)	(\$10,732)	(\$26,070)	\$1,355,411	(\$124,932)	(\$344,537)	\$683,943
Pharmacia Corporation	\$14,079	4/1/2003	\$27,242	\$0	(\$8,423)	(\$9,878)	\$0	\$8,940	(\$164)	(\$6,730)	\$2,046
Pharmacia LLC	\$15,928	4/4/2003	\$15,928	\$0	\$0	(\$8,444)	\$0	\$7,484	(\$1,195)	(\$6,289)	\$0

OLD WORLD INDUSTRIES, INC.
4065 COMMERCIAL AVENUE
NORTHBROOK, ILLINOIS 60062-1851
847-559-2000 • FAX 847- 559-1329

April 1, 2003

Mr. Mark Shapiro, CFO
Fleming Company
1945 Lake Point Drive
Louisville TX 75057

Dear Mr. Shapiro:

Old World Industries, Inc. is serving notice to Fleming Company, that we wish to reclaim goods shipped to your company under Section 2-702 of the Uniform Commercial Code due to Fleming Company filing for protection under Chapter 11 of the U.S. Bankruptcy Code.

<u>Order #</u>	<u>Invoice #</u>	<u>Ship Date</u>		<u>Amount</u>
304573	0240647	3/26/03	\$	13,288.32
Total: \$				13,288.32

Enclosed you will find a copy of the bill of lading for the shipment and copy of our invoice.

We await your response to our reclamation filing. If you have any question, or require additional information, please do not hesitate to call me at 847-559-2150.

Sincerely,

OLD WORLD INDUSTRIES, INC.


Michael Nubby
Corporate Credit Manager

Encl.

OLD WORLD AUTOMOTIVE PRODUCTS

A DIVISION OF OLD WORLD INDUSTRIES

4085 Commercial Avenue

Northbrook, IL 60062

(847) 559-2000

§ FLEMING CO MARSHFIELD DIVISION

PO BOX 490

MARSHFIELD, WI 54449-0490

OLD WORLD

§ HUB CITY FOODS INC.

1700 S. LAEMLE AVE

MARSHFIELD, WI 54449-4637

HUB CITY

INVOICE



INVOICE NO.	PAGE
0240647	1
INVOICE DATE	
3/27/03	

R OLD WORLD AUTOMOTIVE PRODUCTS, INC.

E P.O. BOX 96739

M CHICAGO, IL 60693-6739

OLD WORLD

CUSTOMER	SHIP TO#	SALESMAN	SHIP VIA	FRT	TERMS
239200	239202	457		COL	2% 30 DAYS NET 31
WAREHOUSE	PURCHASE ORDER		ORDER#	ORDER DATE	SHIP DATE
40	ST: 50-0061630 RT: L2/EDO/PK/RU/PX5/AW		304573 00	3/12/03	3/26/03
QUANTITY	PRODUCT	UNIT	DESCRIPTION	PRICE	AMOUNT
144	PKA003	CS	PEAK 6/1 ANTIFREEZE CASE	32.04	4,613.76
	864 = Above In GAL		Above Price In GAL = 5.34		
864			CUST PICK UP- PEAK	.10	86.40
288	RUA053	CS	READY USE 50/50 6/1 A/F CASE	18.78	5,408.64
	1728 = Above In GAL		Above Price In GAL = 3.13		
1728			CUST PICK UP- PVT LABEL	.10	172.80
36	PXA053	CS	PEAK XLIFE 50% 6/1 CS	25.26	909.36
	216 = Above In GAL		Above Price In GAL = 4.21		
216			CUST PICK UP- PVT LABEL	.10	21.60
108	AWA003	CS	ALL WEATHER 6/1 ANTIFREEZE CS	25.02	2,702.16
	648 = Above In GAL		Above Price In GAL = 4.17		
648			CUST PICK UP- PVT LABEL	.10	64.80
***** NEW PAYMENT TERMS ARE 3%10NET 11 DAYS PER PAT FRALIC (BUYER) *****					
IF PAID BY 4/26/03 DEDUCT 265.77				SUBTOTAL	13,288.32
				FREIGHT TAX	
DOC TYPE:				TOTAL	

PAST DUE BALANCES ARE SUBJECT TO A SERVICE CHARGE OF 1.5% PER MONTH (18% PER ANNUM)

The Bill of Lading used for this shipment conforms to the specifications set forth in the bill of lading certificate thereon, and of other requirements of Consolidated Freight Classification.

(Shipper's Import) is not a part of bill of lading approved by the Interstate Commerce Commission.

Shipper's No. 30457300

STRAIGHT BILL OF LADING - SHORT FORM

CARRIER: CPU /

Customer P.O.

RECEIVED, subject to the classifications and tariffs in effect on the date of the issue of this Bill of Lading. DATE: 03/26/03 OOL ORDER 214567

TO: Consigned HUB CITY FOODS INC.
Street 1700 S. LAEMLE AVE
MARSHFIELD WI

FROM: Shipper OLD WORLD INDUSTRIES, INC.
Street 5507 SOUTH ARCHER
Chicago IL Zip Code 60638

Destination Zip Code
MARSHFIELD WI 54449-4530

REFRAX RCVRS PO:50-0061630

Vehicle No.

Quantity	Commodity	Weight	Rate	Value
144	CS PKA003 PAK 6/1 ANTIFREEZE NMFC ITEM #45970 SUB 1 04280	8,640		
280	CS RUA053 READY USE 6/1 GAL. 50/50 DI-WATER ANTI-FREEZE 04208	17,280		
36	CS PXA053 PEAK EXTENDED LIFE 50% ANTI FREEZE 6/1 GALLON 04281	2,160		
100	CS AWA003 ALL WEATHER 6/1 ANTIFREEZE 04303	6,480		
18 JK	PL ZPA325 PALLET	800		
TOTAL WEIGHT		35,360		

Subject to Section 7 of Conditions applicable bill of lading, if this shipment is to be delivered to the consignee without release on the consignee, the consignor shall sign the following statement:
The carrier shall not make delivery to the consignee without payment of freight and all other charges.
[Signature]
(Signature of consignor)

NOTE - Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property. The agreed or declared value of the property is hereby specifically stated by the shipper to be not exceeding \$ _____ per _____

FREIGHT CHARGES
COLLECT
COLLECT
COLLECT

C.O.D. Amt: \$
C.O.D. FEE:
PREPAID \$
COLLECT \$
TOTAL CHARGES: \$

03/26/03 11:01 SEAL NO 10004 TRAILER 405

NEW PAYMENT TERMS ARE 3X10NET 11 DAYS PER PAT
FRALIC (BUYER)

RECEIVED, subject to the classifications and tariffs in effect on the date of the issue of this Bill of Lading, the property described below in apparent good order, except as noted (contents and condition of contents of packages unknown), marked consigned, and destined as indicated below which also states (the word carrier being understood throughout this contract to mean any person or corporation in possession of the goods under the contract) agrees to carry to the usual place of delivery at said destination, if on his route, or otherwise to deliver to another carrier on the route to said destination, if mutually agreed as to such transfer of all or any of said property over all or any portion of said route to destination and to each party at any time interposed in all or any said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Freight Bill of Lading and such (1) Uniform Freight Classifications in effect on the date hereof, if this is a rail or a rail-water shipment, or (2) in the applicable motor carrier classification of tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, including those on the back thereof, set forth in the classification or tariff which governs the transportation of the Shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

SHIPPER OLD WORLD INDUSTRIES, INC.
CARRIER Fleming
PER *[Signature]* PER Scott A. *[Signature]* DATE 3-26-03

Agent must detach and retain the Shipping Order and must sign the Original Bill of Lading.

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

6798
4032
5000
0320
7001

OFFICIAL USE

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

Sent To Mr. Mark Shapiro, CFO
Fleming Company
 Street, Apt. No. or PO Box No. 1945 Lake Point Drive
 City, State, ZIP+4 Louisville TX 75057

PS Form 3807, January 2001 See Reverse for Postage Rates

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> 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. 	<p>A. Signature <input checked="" type="checkbox"/> <i>[Signature]</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name)</p> <p>C. Date of Delivery <u>4-4-03</u></p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p>Mr. Mark Shapiro, CFO Fleming Company 1945 Lake Point Drive Louisville TX 75057</p>	<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>
<p>2. Article Number (Transfer from service label)</p>	<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>

7001 0320 0005 2304 8649