

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
FLEMING COMPANIES, INC. et al.,)	Case No. 03-10945 (MFW)
)	
Debtors.)	Jointly Administered
_____)	

NOTICE OF TRANSFER OF CLAIM

TO: The Claims Agent

PLEASE TAKE NOTICE that Claim No. 13296 (the "Claim"), submitted in the above-captioned cases in the amount of \$4,612,295.95 by Phoenix Foodco Investors, LLC ("Assignor"), has been transferred and assigned other than for security to Guaranty Bank ("Assignee"), as evidenced by the annexed Assignment of Claim. Assignor hereby waives notice as set forth in Fed. R. Bankr. P. 3001(e)(2). Copies of any notices relating to the Claim should be sent to: (a) Guaranty Bank, 8333 Douglas Avenue, Dallas, TX 75225 (Attn: Commercial Real Estate Lending Division); and (b) Thompson & Knight LLP, counsel to Assignee, 1700 Pacific Avenue, Suite 3300, Dallas, TX 75201 (Attn: Judith Ross, Esquire).

Dated: Wilmington, Delaware
December 31, 2003

ZUCKERMAN SPAEDER LLP

/s/ Thomas G. Macauley
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