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CLERK
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE 6 January 2004

U.S. Bankruptcy Court
824 N. Market Street, 3rd Floor
Wilmington, DE 19801

Gentlemen:

I am a registered investment adviser, and my clients own a small position in Fleming Companies, approximately 8,100 shares of common stock.

I understand, on the basis of a published news story, that Fleming Companies, Inc. is proposing a plan of reorganization. If my information is correct, this plan would leave existing Fleming shareholders with no distribution, instead their interests would be cancelled.

On behalf of my clients, I consider this to be too extreme a step, and believe the rights of existing shareholders should be upheld to the extent that they would have a stake in the reorganized company. Common shareholders provide risk capital to firms, capital which is essential to their success, and essential to the proper functioning of the markets and economy of our country.

Thank you for considering my views.

Sincerely,

F E James, Ph.D.
President

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