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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) EXHIBITS

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|---|
| 10.1 | — Agreement for Appointment of Trustee and Termination of Pension Plan, dated as of February 12, 2004, between the Pension Benefit Guaranty Corporation and Fleming Companies, Inc. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLEMING COMPANIES, INC.

Date: February 19, 2004

By: /s/ REBECCA A. ROOF

Rebecca A. Roof
Interim Chief Financial Officer

INDEX TO EXHIBITS

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