

UNIFORM COMMERCIAL CODE — FINANCING STATEMENT CHANGE — FORM N-UCC-2

This STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code

IMPORTANT:

Read instructions on back before filling out form.

Receipt No. _____

1. File No. of Orig. Financing Statement 338368 bk0594, pg4654	1A. Date of Filing of Orig. Financing Statement 05-27-94	1B. Date of Orig. Financing Statement	1C. Place of Filing Orig. Financing Statement Douglas County
2. DEBTOR (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Gorman Foods, Inc.		2A. SOCIAL SECURITY OR FEDERAL TAX NO. 87-0465500	
2B. MAILING ADDRESS P.O. Box 529		2C. CITY, STATE Genoa, Nevada	2D. ZIP CODE 89411
3. ADDITIONAL DEBTOR (If Any) (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) dba Gorman's Rancho Market IGA		3A. SOCIAL SECURITY OR FEDERAL TAX NO.	
3B. MAILING ADDRESS P.O. Box 529		3C. CITY, STATE Genoa, Nevada	3D. ZIP CODE 89411
4. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
5. SECURED PARTY NAME Fleming Companies, Inc. successor by merger to Fleming Foods West, Inc. MAILING ADDRESS 2205 West 1500 South CITY Salt Lake City STATE Utah ZIP CODE 84104		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
6. ASSIGNEE OF SECURED PARTY (If Any) NAME MAILING ADDRESS CITY STATE ZIP CODE		6A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
7. A. <input type="checkbox"/> CONTINUATION—The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas or minerals check here <input type="checkbox"/> and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 8 below. If crops or fixtures, also insert name of record owner of real estate. Effective only if submitted within 6 months prior to expiration date.			
B. <input type="checkbox"/> RELEASE—From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 8 below. Release does not terminate debt.			
C. <input type="checkbox"/> ASSIGNMENT—The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all or part of the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 8 below.			
D. <input checked="" type="checkbox"/> TERMINATION—The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.			
E. <input type="checkbox"/> AMENDMENT—The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. Any changes made to Items 2 thru 6 above must be made in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments.)			
8.			

THIS SPACE FOR USE OF FILING OFFICER

9. (Date) 11-08 19 96

By _____ (TITLE)

SIGNATURE(S) OF DEBTOR(S)

By Fleming Companies, Inc. successor by merger to Fleming Foods West, Inc. (TITLE)

SIGNATURE(S) OF SECURED PARTY(IES)

Gary Goff (TITLE)

SIGNATURE(S)

Gary Goff Corporate Credit Manager

10. This Space for Use of Filing Officer: (Date, Time, File Number and Filing Officer)

REQUESTED BY
Fleming Companies
 IN OFFICIAL RECORDS OF
 DOUGLAS CO., NEVADA

'96 DEC -2 A9:52

LINDA SLATER
 RECORDER
 \$16.00 PAID *K2* DEPUTY

402051 BK1296PG0019

11. Return Copy to:

Fleming Companies, Inc.

Trust Account Number (If Applicable)

2205 West 1500 South Box 26828 Salt Lake City, UT 84126

NAME ADDRESS CITY, STATE AND ZIP

YELLOW—Alphabetical; PINK—Acknowledgement; GREEN—Secured Party; BLUE—Debtor.