

FRESH BRANDS INC  
Form SC 13G/A  
February 03, 2004

OMB APPROVAL	
OMB Number:	3235-0145
Expires:	December 31, 2005
Estimated average burden hours per response	..... 11

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**FRESH BRANDS, INC.**

(Name of Issuer)

**Common Stock, \$.05 par value**

(Title of Class of Securities)

**35803U 10 8**

(CUSIP Number)

**December 31, 2003**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))  
Page 1 of 3 Pages

<b>1</b>	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  <b>Fresh Brands Distributing, Inc. Retirement Savings Plan (f/k/a Schultz Sav-O Stores Retirement Savings Plan)</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  N/A	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United States</b>	
	<b>5</b>	SOLE VOTING POWER
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>0</b>	
	<b>6</b>	SHARED VOTING POWER
	<b>388,343</b>	
	<b>7</b>	SOLE DISPOSITIVE POWER
	<b>0</b>	
	<b>8</b>	SHARED DISPOSITIVE POWER
	<b>388,343</b>	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>388,343</b>	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  N/A	<input type="checkbox"/>
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  <b>7.8%</b>	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  <b>EP</b>	

(Continued on following page(s))  
Page 2 of 3 Pages

---

This Amendment No. 2 to Schedule 13G with regard to Fresh Brands, Inc. is being filed on behalf of the undersigned to amend Item 4 of the original Schedule 13G filed February 14, 2002. Except as expressly stated herein, there have been no material changes in the information set forth in the Schedule 13G.

Item 4. Ownership

- (a) Amount Beneficially Owned: 388,343
- (b) Percent of Class: 7.8%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 388,343
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 388,343

The Fresh Brands Distributing, Inc. Retirement Savings Plan has the right to receive dividends and proceeds from the sale of securities listed above.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2004

FRESH BRANDS DISTRIBUTING, INC.  
RETIREMENT SAVINGS PLAN  
f/k/a Schultz Sav-O Stores Retirement Savings Plan

By: /s/ Michael G. Isken

\_\_\_\_\_  
Michael G. Isken  
Co-Administrator

Page 3 of 3 Pages

SIGNATURE