
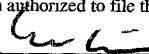


UNITED STATES BANKRUPTCY COURT DISTRICT OF Delaware		PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc dba Food 4 Less	Case Number 03-10945	<div style="font-size: 2em; transform: rotate(-15deg); opacity: 0.5;">REC'D JUN 01 2003</div> This Space is for Court Use Only
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A request for payment of an administrative expense may be filed pursuant to 11 U S C § 503		
Name of Creditor (The person or other entity to whom the debtor owes money or property) The Arizona Republic	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars	
Name and address where notices should be sent The Arizona Republic PO Box 200 Phoenix, AZ 85001	<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	This Space is for Court Use Only
Telephone number 602-444-8540		
Account or other number by which creditor identifies debtor 64303	Check here <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends	
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>Advertising</u>		
<input type="checkbox"/> Retiree benefits as defined in 11 U S C § 1114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2 Date debt was incurred 5 31 00 to 3 26 03	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ 34871 08 If all or part of your claim is secured or entitled to priority also complete Item 5 of 6 below Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____	6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 650) * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier 11 U S C § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 U S C § 507(a)(4) <input type="checkbox"/> Up to \$2 100* of deposits toward purchase lease or rental of property or services for personal, family or household use 11 U S C § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 U S C § 507(A)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 U S C § 507(a)(_____) <small>Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small>	
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim 8 Supporting Documents Attach copies of supporting documents such as promissory notes purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available, explain If the documents are voluminous, attach a summary 9 Date-Stamped Copy To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		This Space is For Court Use Only <div style="font-size: 1.5em; transform: rotate(-90deg); opacity: 0.5;">CLERK OF DISTRICT COURT DISTRICT OF DELAWARE</div> Fleming Companies Claim  00518
Date 4/29/03	Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any Michael Marrinan Collection Specialist 	

Bill Separately
Bill to Master

addendum 64303
Agree # 42453

Master Account No 8155
Phone 602 222-1312
Date _____

Phoenix Newspapers, Inc, d b a The Arizona Republic
ADDENDUM TO ADVERTISING AGREEMENT

The following provisions are being added to and become a part of the advertising agreement

dated 9-1-99 in the name of ABLO MARKETS
(Date of Agreement) (Name of parent corporation, partnership, or sole owner)

In order that the above-named parent corporation, partnership, or sole owner, and the majority-owned subsidiaries, or majority-owned and separately operated businesses, or any licensee of the parent corporation, partnership, or sole owner, hereinafter named, may have the advantages of a combined advertising rate, Phoenix Newspapers, Incorporated, is hereby authorized to accept any and all advertising from the corporations, partnerships, companies, individuals, licensees, or businesses listed below under the terms of the above agreement. Only firms qualifying for particular advertising rates and under the same schedule, may be named

In consideration therefor, the above-named parent corporation, partnership or sole owner, and the hereinafter named majority-owned subsidiaries, or majority-owned and operated businesses, or any licensee of the parent corporation, partnership, or sole owner, agree to be jointly and severally responsible for the payment of any and all advertising placed with Phoenix Newspapers, Incorporated, on behalf of either the parent corporation, partnership, or sole owner, or any majority-owned subsidiaries, or separately operated businesses, or any licensee of the parent corporation, partnership, or sole owner listed below

The undersigned hereby certify that these corporations, subsidiaries, companies and business are, in fact, majority-owned subsidiaries of, or are owned and operated by, or are licensees of, the above-named parent corporation, partnership or sole owner

ADDITIONAL PARTIES TO ADVERTISING AGREEMENT

Name Food 4 LESS
Address 3771 Channel Drive
City/State West Sacramento CA Zip 95691
Acct No 64303 Phone 916 996 5919
Date 5/1/00 Category Code 5410
By [Signature] Title Account Manager
(Signature and Title of Corporate Officer Partner or Sole Owner of Addendum Account)
By _____ Title _____
(Signature and Title of Corporate Officer Partner or Sole Owner of Master Account)

Name _____
Address _____
City/State _____ Zip _____
Acct No _____ Phone _____
Date _____ Category Code _____
By _____ Title _____
(Signature and Title of Corporate Officer Partner or Sole Owner of Addendum Account)
By _____ Title _____
(Signature and Title of Corporate Officer Partner or Sole Owner of Master Account)

Name _____
Address _____
City/State _____ Zip _____
Acct No _____ Phone _____
Date _____ Category Code _____
By _____ Title _____
(Signature and Title of Corporate Officer Partner or Sole Owner of Addendum Account)
By _____ Title _____
(Signature and Title of Corporate Officer Partner or Sole Owner of Master Account)

Name _____
Address _____
City/State _____ Zip _____
Acct No _____ Phone _____
Date _____ Category Code _____
By _____ Title _____
(Signature and Title of Corporate Officer Partner or Sole Owner of Addendum Account)
By _____ Title _____
(Signature and Title of Corporate Officer Partner or Sole Owner of Master Account)

Advertising Representative _____

Accepted for Phoenix Newspapers, Inc by _____

THE A ZONA REPUBLIC - Advertising Bill Statement

Billed Account Name	Billed Acct #	Billing Period	Statement #	Statement Date	Page
FOOD 4 LESS	64203	03/01/03 to 03/31/03	6173989	04/02/03	2

PREVIOUS STATEMENT BALANCE

17,779 83

APPLIED PAYMENTS

Ref#	Applied	Description	Payment Type	Payment	Applied Amt	Amt
003998338-1	03/27	Applied Payment	Check #8747126138	03/27		(17 779 83)
		Applied to Debit Memo 603089853			(577 72)	
		Applied to Debit Memo 603089854			(575 71)	
		Applied to Debit Memo 603089855			(573 69)	
		Applied to Debit Memo 603089856			(575 73)	
		Paid Invoice 603091051			(3 861 87)	
		Paid Invoice 603103818			(3 848 71)	
		Paid Invoice 603117745			(3 883 68)	
		Paid Invoice 603131215			(3 882 72)	
		Total			NSF	(17 779 83) ✓

CURRENT CREDITS/ADJUSTMENTS

Ref#	Description	Amt
	Total Adjustments	0 00

UNAPPLIED PAYMENTS (Current and Past)

Ref#	Description	Payment Type	Payment	Amt
	Total			0 00

CURRENT INVOICES

Ref#	Doc / Pub	Description	Units	Times Run	Billed Units	Rate	Gross Amt	Net Amt
603144777	03/05/03 / 03/05	3/5/03 Arizona Republic - 4/2 Preprint - Daily	98 984	1	98 984	46 25	4 578 01	4 578 01 ✓
603157451	03/12/03 / 03,12	3/12/03 Arizona Republic - 4/2 Preprint - Daily	95 879	1	95 879	44 25	4,242 65	4 242 65 ✓
603172223	03/19/03 / 03/19	3/19/03 Arizona Republic - 4/2 Preprint - Daily	92 991	1	92 991	44 25	4,114 85	4 114 85 ✓
603184018	03/26/03 / 03/26	3/26/03 Arizona Republic - 4/2 Preprint - Daily	93 915	1	93 915	44 25	4 155 74	4 155 74 ✓
		Total Current Invoice Charges						17 091 25

Activity Windows

File Edit Options Settings Window Help



Receivable Document - 603222192

Main View

Receivable Document **603222192**

Comments



Status **Closed**

Age **-15** Future

Account Number **64303**

Name **FOOD 4 LESS**

Receivable Entity **CON**

Control Group

Category **Debit Memo**

Identifier

Date

Type **CHECK RETURN**

Terms **N10**

Reference

Base Document **603222192**

Original Document **603089853**

Cross Referenced To **REMIT 003998338**

Ad order # **A407291**

Document Date **4/15/2003**

Due Date **5/10/2003**

Effective Date **4/15/2003**

Totals

Product Cost **17,779 83**

Total

17,779 83

Miscellaneous Charges **0 00**

Balance

0 00

NSF CHECK

Printing



Activity Windows

File Edit Options Settings Window Help



Receivable Document - 603184018

Main View

Receivable Document 603184018

Comments



Status Closed

Age 13

Past Due

Account Number 64303

Name FOOD 4 LESS

Receivable Entity CDN

Control Group

Category Invoice

Identifier 8660

Type STANDARD

Date 3/26/2003

Terms N10

Reference

Document Date 3/26/2003

Base Document 603184018

Due Date 4/12/2003

Original Document 603184018

Effective Date 3/26/2003

Cross Referenced To

Ad order # A434809

Totals

Product Cost	4,155 74	Total	4,155 74
Miscellaneous Charges	0 00	Balance	0 00

Printing ..



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Activity Windows

File Edit Options Settings Window Help



Receivable Document - 603172223

Main View

Receivable Document 603172223

Comments



Status Closed

Age 13

Past Due

Account Number 64303

Name FOOD 4 LESS

Receivable Entity CON

Control Group

Category Invoice

Identifier 8583

Type STANDARD

Date 3/19/2003

Terms N10

Reference

Document Date 3/19/2003

Base Document 603172223

Due Date 4/12/2003

Original Document 603172223

Effective Date 3/19/2003

Cross Referenced To

Ad order # A434808

Totals

Product Cost	4,114 85	Total	4,114 85
Miscellaneous Charges	0 00	Balance	0 00

Printing



Activity Windows

File Edit Options Settings Window Help



Receivable Document - 603157451

Main View

Receivable Document 603157451

Comments

Status Closed

Age 13 Past Due

Account Number 64303

Name FOOD 4 LESS

Receivable Entity CON

Control Group

Category Invoice

Identifier 8498

Type STANDARD

Date 3/12/2003

Terms N10

Reference

Document Date 3/12/2003

Base Document 603157451

Due Date 4/12/2003

Original Document 603157451

Effective Date 3/12/2003

Cross Referenced To

Ad order # A434807

Totals

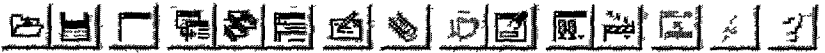
Product Cost	4,242 65	Total	4,242 65
Miscellaneous Charges	0 00	Balance	0 00

Printing



Activity Windows

File Edit Options Settings Window Help



Receivable Document - 603144777

Main View

Receivable Document 603144777

Comments



Status Closed

Age 13

Past Due

Account Number 64303

Name FOOD 4 LESS

Receivable Entry CON

Control Group

Category Invoice

Identifier 8425

Type STANDARD

Date 3/5/2003

Terms N10

Reference

Document Date 3/5/2003

Base Document 603144777

Due Date 4/12/2003

Original Document 603144777

Effective Date 3/5/2003

Cross Referenced To

Ad order # A434806

Totals

Product Cost	4,578 01	Total	4,578 01
Miscellaneous Charges	0 00	Balance	0 00

Printing



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