

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

In re
Fleming Companies, Inc

Case Number
03-10945-MFW

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 and Address

BASHAS' INC.
c/o MICHAEL W. CARMEL, LTD.
80 E. COLUMBUS AVE.
PHOENIX, AZ 85012-2366
(602) 264-4985

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.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below. If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number ()

CREDITOR TAX ID #
86-0110430

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR.

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (Fill out below)

LEASE REJECTION DAMAGES -
AVONDALE, ARIZONA STORE

Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2. DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 208,605.72 (unsecured) \$ (secured) \$ 208,605.72 (unsecured priority) (total)

(SEE ATTACHED CALCULATION SCHEDULE.)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 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

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim.

Specify the priority of the claim

- 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)
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
- 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)
- Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____

*Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

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 acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before X XX AM/PM, [Eastern / Central / Pacific] Time on MM/DD/YY

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

DATE SIGNED

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).

7/24/03

Michael W. Carmel
MICHAEL W. CARMEL, ESQ.

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 3571

THIS SPACE FOR COURT USE ONLY

FILED

JUL 28 2003

BMC

Fleming Companies Claim



01747

Bashas' Inc
Schedule 4 Amounts Due from Fleming - Lease Commitments, Store #93, Avondale

<u>Description</u>	<u>Amount</u>
Pre-Petition	
Rent Subsidy - April 2003	\$ 11,629 21
Post-Rejection date (May 19, 2003)	
Rent Subsidy - June 2003	11,629 21
Rent Subsidy - July 2003	11,629 21
Rent Subsidy - Aug 1, 2003 - Sep 28, 2012	<u>1,278,289 14</u>
	<u>1,301,547 56</u>
Remaining Term	<u>1,313,176 77</u>
Amount payable to Bashas' Inc	
One year term	
\$11,629 21 X 12 months =	139,550 52
OR	
15% of remaining term, not to exceed 3 years	
\$1,313,176 77 X 15% =	196,976 51
3 years of term = (\$11,629 21 X 36 months) =	418,651 56
	<u>196,976 51</u>
Amount Due from Fleming Store #93	<u><u>\$ 208,605 72</u></u>

Initial lease term expires Sep 28 2012 All amounts are post-petition
 Fleming remitted May rent subsidy in full
 Lease rejection date - May 19 2003
 Fleming pays Bashas Inc rent subsidy of \$11,345 57 + C/L tax
 No rent bumps no changes in subsidy amount
 Subsidy amount specified in APA as \$11 345 57 for initial term of the lease