

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



In re **Fleming Companies, Inc., et al.** Case Number **03-10945 (MFW)**

Bar Date Ref #

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

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

FILED
SEP 08 2003
BMC

Name of Creditor and Address

GF Buche Company
Box 488 W Hwy 50
Wagner SD 57380

0354653000000

Creditor Telephone Number () **605-384-5411**

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

CREDITOR TAX ID # **46-0114875** ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim replaces or amends a previously filed claim dated

1 BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U S C § 1114(a)

Services performed Taxes Wages salaries and compensation (Fill out below)

Money loaned Other (describe briefly) Your social security number

see attachments Unpaid compensation for services performed from _____ to _____ (date) (date)

2 DATE DEBT WAS INCURRED various prior to **4/1/03** **IF COURT JUDGMENT DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **164,659.30** (unsecured) \$ (secured) \$ **164,659.30** (unsecured priority) (total)

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 4 00 p m September 15 2003 Pacific Daylight Time

THIS SPACE FOR COURT USE ONLY

SEP 08 2003

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

BMC

DATE SIGNED **9-3-03** 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)

Robert F. Buche, III
President of G.F. Buche, Co

Filing Companies Claim
08771

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

See Other Side For Instructions

7 G F Buche Co has experienced increased pricing as a result of Fleming's condition prior to the actual filing of the bankruptcy Fleming's relationship breakdown with their suppliers caused increased pricing This resulted in far fewer product allowances and increased pricing even prior to the actual filing of the bankruptcy The exact cost to G F Buche Co is difficult to estimate and will require analysis at yearend when final profit percentages are available

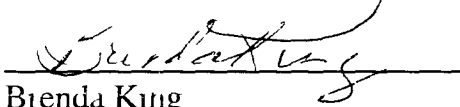
8 In addition, Flemings Companies, Inc owes a duty of indemnification related to a lease for a store formerly operated by G F Buche Co in Spencer, Iowa Fleming Companies, Inc is the lessee on the original lease from Spencer Supermarkets, Inc and G F Buche Co was the sub-lease As part of the sale of that store to 2JM, LLC, 2JM, LLC became the sub-sub-lessee and Fleming agreed to indemnify G F Buche Co for any default by 2JM, LLC Attached as Exhibit B and incorporated by this reference is a letter documenting Fleming's duty in this transaction The status of this lease is unknown to G F Buche Co at this time as are any specific damages either pre or post bankruptcy filing

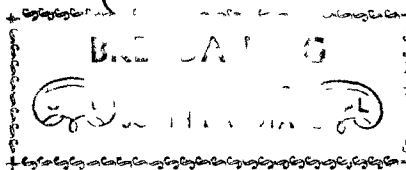
9 The damages we are able to quantify at this time related to the tobacco sales and the flexmate transportation total \$164,659.30 owed to G F Buche Co from Fleming Companies, Inc for matters arising prior to the bankruptcy

Dated this 3rd day of September, 2003


Robert F. Buche, III

Subscribed and sworn to before me
this 2nd day of September, 2003


Brenda King
Notary Public, South Dakota
My commission expires 09-25-05



**OPERATING STATEMENT
PREPARED FROM BOOKS WITHOUT AUDIT**

GF Buche Company
PO Box 191
Gregory, SD 57533

	Second Prior Period 4 weeks	First Prior Period 5 weeks		Current Period 12/29/02-01/25/03 4 weeks		Year to Date 52 weeks 01/27/02-01/25/03		Previous Year to Date 52 weeks		Quarte 10/27/02-01/15/03	
SALES											
Grocery	90 437 60	110 519 86	40 03%	75 728 46	39 22%	1 043 616 46	38 40%	1 301 961 98	47 90%	276 685 92	39 83%
Tobacco	14 532 10	16 511 98	5 98%	13 667 42	7 08%	196 325 30	7 22%	0 00	0 00%	44 711 50	6 44%
Meat	27 078 08	33 208 48	12 03%	23 082 85	11 96%	331 369 13	12 19%	332 573 22	12 24%	83 369 39	12 00%
Produce	11 857 33	16 004 25	5 80%	10 718 02	5 55%	183,582 88	6 75%	172,671 26	6 35%	38 579 60	5 55%
Bakery	6 683 87	7 616 51	2 76%	4 846 17	2 51%	73,896 24	2 72%	71 211 75	2 62%	19 146 55	2 76%
Floral	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Deli	3 954 38	5 171 32	1 87%	3 103 00	1 61%	50 883 42	1 87%	42 963 19	1 58%	12 228 70	1 76%
Frozen Food	12,242 01	15 562 25	5 64%	12 172 53	6 30%	157 601 30	5 80%	158 010 63	5 81%	39 978 79	5 75%
Dairy	21 183 12	27 806 63	10 07%	20 431 15	10 58%	266 198 75	9 79%	280 801 84	10 33%	69 420 90	9 99%
General Mdse	13 820 62	18 522 67	6 71%	12 538 84	6 49%	173 104 24	6 37%	173 432 63	6 38%	44 882 13	6 46%
Video Rental	1 511 13	1 981 02	0 72%	1 946 11	1 01%	18 976 47	0 70%	20 942 16	0 77%	5 438 26	0 78%
Beer/Liquor	22,292 22	23 161 85	8 39%	14 833 17	7 68%	222 440 95	8 18%	163,239 74	6 01%	60 287 24	8 68%
Gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
TOTAL SALES	225 592 44	276 066 82	100 00%	193 067 72	100 00%	2 717 994 94	100 00%	2 717 808 40	100 00%	694 726 98	100 00%
AVERAGE WEEKLY SALES	56 398 11	55 213 36		48 266 93		52 269 13		52,265 55		53,440 54	
COST OF SALES											
Grocery	64 308 18	77 606 89	70 22%	57 250 43	75 60%	746 934 98	71 57%	1 004 204 28	77 13%	199 165 50	71 98%
Tobacco	12 830 45	14 309 63	86 66%	10 687 25	78 20%	170 885 00	87 04%	0 00	0 00%	37,827 33	84 60%
Meat	20 952 51	26 456 14	79 67%	16 642 20	72 10%	260 907 45	78 74%	267,184 17	80 34%	64 050 85	76 83%
Produce	8 299 51	9 521 42	59 49%	6 712 60	62 63%	119,703 39	65 20%	120 905 09	70 02%	24 533 53	63 59%
Bakery	3 164 49	4 375 29	57 44%	2 433 16	50 21%	39 899 05	53 99%	40 078 65	56 28%	9 972 94	52 09%
Floral	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Deli	2,298 46	2 708 38	52 37%	1 664 34	53 64%	29,295 73	57 57%	27,216 16	63 35%	6 671 18	54 55%
Frozen Food	8 817 89	10 947 97	70 35%	10 614 79	87 20%	115 100 71	73 03%	112 441 92	71 16%	30 380 65	76 00%
Dairy	14 941 96	19 755 70	71 05%	16,249 30	89 32%	196 473 24	73 81%	214 776 92	76 49%	52 946 96	76 27%
General Mdse	9 082 38	12 571 94	67 87%	8 140 42	64 92%	117 619 17	67 95%	125 843 48	72 56%	29 794 74	66 38%
Video Rental	1 015 37	1 720 08	86 83%	1 336 61	68 68%	13 659 41	71 98%	15 712 73	75 03%	4 072 06	74 88%
Beer/Liquor	17,270 88	20 838 17	89 97%	11 621 17	78 35%	181 159 99	81 44%	137 354 41	84 14%	49 730 22	82 49%
Gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Spoilage/Drive offs	0 00	0 00		0 00		0 00		0 00		0 00	
Freight & Fees	4 173 46	5 107 24	1 85%	3 571 75	1 85%	50 149 50	1 85%	0 00	0 00%	12 852 45	1 85%
Rebates	0 00	0 00		0 00		0 00		(17 70)		0 00	
TOTAL COST OF SALES	167 155 54	205 918 85	74 59%	148 924 02	77 14%	2 041 787 62	75 12%	2 065 700 11	76 01%	521 998 41	75 14%
GROSS PROFIT											
Grocery	26 129 42	32 912 97	29 78%	18 478 03	24 40%	296 681 48	28 43%	297 757 70	22 87%	77 520 42	28 02%
Tobacco	1 701 65	2 202 35	13 34%	2 980 17	21 80%	25 440 30	12 96%	0 00	0 00%	6 884 17	15 40%

EXHIBIT A

**OPERATING STATEMENT
PREPARED FROM BOOKS WITHOUT AUDIT**

GF Buche Company
PO Box 488
Wagner, SD 57380

	Second Prior Period 4 weeks	First Prior Period 5 weeks	Current Period 12/29/02-01/26/03 4 weeks		Year to Date 52 weeks 01/27/02-01/26/03		Previous Year to Date 52 weeks		Quarter 10/27/02-01/26/03		
SALES											
Grocery	85,382.72	110,139.67	41.19%	77,003.46	38.99%	1,052,830.21	39.39%	1,215,402.98	44.33%	272,525.85	40.54%
Tobacco	5,454.88	6,259.83	2.34%	4,868.95	2.47%	72,286.54	2.70%	0.00	0.00%	16,583.66	2.47%
Meat	32,259.34	38,141.85	14.26%	33,247.86	16.83%	409,045.48	15.31%	407,744.28	14.87%	103,649.05	15.42%
Produce	12,054.91	17,670.97	6.61%	11,078.38	5.61%	201,368.57	7.53%	201,326.58	7.34%	40,804.26	6.07%
Bakery	9,482.41	11,764.90	4.40%	7,351.74	3.72%	110,027.91	4.12%	116,063.72	4.23%	28,589.05	4.25%
Floral	318.65	629.07	0.24%	309.38	0.18%	8,857.68	0.33%	8,841.12	0.32%	1,257.10	0.19%
Del.	8,660.23	12,702.25	4.75%	9,452.22	4.79%	135,452.00	5.07%	149,228.82	5.44%	30,814.70	4.58%
Frozen Food	12,900.29	16,813.46	6.29%	12,762.01	6.46%	170,728.68	6.39%	174,345.78	6.36%	42,475.76	6.32%
Dairy	21,355.59	24,777.73	9.27%	20,535.64	10.40%	248,971.74	9.32%	259,361.77	9.46%	66,668.96	9.92%
General Mdse	13,850.35	20,323.42	7.60%	14,747.28	7.47%	173,381.84	6.49%	144,718.75	5.28%	48,921.05	7.28%
Video Rental	1,391.10	1,453.23	0.54%	1,094.39	0.55%	11,545.89	0.43%	10,481.43	0.38%	3,938.72	0.59%
Beer/Liquor	4,203.22	6,720.10	2.51%	5,062.69	2.56%	78,002.02	2.92%	54,305.76	1.98%	15,986.01	2.38%
Gasoline	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
TOTAL SALES	207,313.69	287,396.48	100.00%	197,514.00	100.00%	2,672,498.56	100.00%	2,741,820.99	100.00%	672,224.17	100.00%
AVERAGE WEEKLY SALES	51,828.42	53,479.30		49,378.50		51,394.20		52,727.33		51,709.55	
COST OF SALES											
Grocery	60,340.52	81,506.74	74.00%	62,752.44	81.49%	774,966.05	73.61%	935,915.47	77.00%	204,599.70	75.08%
Tobacco	5,304.63	5,678.42	90.71%	4,121.78	84.65%	58,714.55	81.22%	0.00	0.00%	15,104.81	91.08%
Meat	25,489.88	29,327.56	76.89%	25,857.98	77.77%	312,620.98	76.43%	326,075.82	79.97%	80,675.42	77.84%
Produce	6,978.94	11,503.54	65.10%	8,442.33	76.21%	129,738.68	64.43%	136,893.76	68.00%	26,924.81	65.99%
Bakery	4,912.35	5,561.04	47.27%	3,539.17	48.14%	58,276.41	52.97%	66,559.51	57.35%	14,012.56	49.00%
Floral	286.78	537.98	85.52%	260.26	80.89%	7,817.01	88.25%	7,858.65	88.89%	1,075.02	85.52%
Del.	4,471.18	7,268.88	57.23%	4,911.85	51.97%	67,268.27	49.66%	81,112.93	54.35%	16,651.91	54.04%
Frozen Food	9,094.42	11,687.25	69.51%	9,672.88	75.79%	120,890.69	70.81%	124,759.61	71.56%	30,454.55	71.70%
Dairy	15,301.69	17,749.26	71.63%	18,428.99	89.74%	186,178.93	74.78%	205,081.31	79.07%	51,479.85	77.22%
General Mdse	10,178.91	15,018.53	73.90%	2,871.77	19.47%	119,536.72	68.94%	124,688.05	86.16%	28,069.21	57.38%
Video Rental	1,154.63	459.80	31.64%	821.45	75.06%	8,146.94	70.56%	8,311.24	79.29%	2,435.88	61.84%
Beer/Liquor	3,772.24	6,282.46	93.49%	4,399.30	86.90%	70,024.30	89.77%	51,215.07	94.31%	14,454.00	90.42%
Gasoline	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Spillage/Drive offs	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Freight & Fees	3,835.30	4,945.83	1.85%	3,654.01	1.85%	49,413.38	1.85%	0.00	0.00%	12,436.14	1.85%
Rebates	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
TOTAL COST OF SALES	151,121.38	197,528.29	73.87%	149,724.19	75.80%	1,963,592.91	73.47%	2,068,471.42	75.44%	498,373.86	74.14%
GROSS PROFIT											
Grocery	25,042.20	28,632.93	26.00%	14,251.02	18.51%	277,864.16	26.39%	279,487.51	23.00%	67,926.15	24.92%
Tobacco	150.25	581.41	9.29%	747.19	15.35%	13,571.99	18.78%	0.00	0.00%	1,478.85	8.92%

TOTAL P 05

**OPERATING STATEMENT
PREPARED FROM BOOKS WITHOUT AUDIT**

GF Buche Company
PO Box 788
Mission, SD 57555

	Second Prior Period 4 weeks	First Prior Period 5 weeks		Current Period 12/29/02-01/25/03 4 weeks		Year to Date 52 weeks 01/27/02-01/25/03		Previous Year to Date - 52 weeks		Quarter 10/27/02-01/25/03	
ALES											
Grocery	149 036 69	148 487 88	40 54%	127 364 45	43 68%	1 575 964 16	42 30%	1 899 664 46	47 07%	424 889 02	42 90%
Tobacco	14 137 79	15 455 37	4 22%	12 896 67	4 42%	179 982 75	4 54%	0 00	0 00%	42 489 83	4 29%
Meat	72 184 10	78 880 86	21 54%	54 623 35	18 74%	749 836 50	18 92%	735,662 76	18 23%	205 688 31	20 77%
Produce	16 836 28	26 383 54	7 20%	16 932 72	5 81%	291 559 31	7 36%	276 748 27	6 86%	60 152 54	6 07%
Bakery	8 076 17	10 926 80	2 98%	6 785 84	2 32%	99 290 81	2 51%	98 840 59	2 45%	25 768 81	2 60%
Floral	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Deli	19 564 02	20 207 19	5 52%	19,319 23	6 63%	273 465 64	6 90%	290 634 07	7 20%	59 090 44	5 97%
Frozen Food	17 407 47	19 880 68	5 43%	18 402 04	6 31%	222 915 67	5 63%	224 038 67	5 55%	55 690 17	5 62%
Dairy	22 440 21	25 920 03	7 08%	22 527 04	7 73%	296 659 67	7 49%	315 977 26	7 83%	70 887 28	7 16%
General Mdse	12 923 70	20 124 28	5 49%	12 723 84	4 36%	172 528 51	4 35%	194 635 47	4 82%	45 771 82	4 62%
Video Rental	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Beer/Liquor	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
TOTAL SALES	332 606 43	366 266 61	100 00%	291 555 18	100 00%	3 962 203 02	100 00%	4 036 201 55	100 00%	990 428 22	100 00%
AVERAGE WEEKLY SALES	83 151 61	73 253 32		72 898 80		76 195 21		77 619 26		76 186 79	
COST OF SALES											
Grocery	107 162 10	107 608 26	72 47%	96 184 74	75 52%	1,223 903 45	73 03%	1 427 279 35	75 13%	310 955 10	73 19%
Tobacco	12 657 14	14 488 12	93 74%	10 275 55	79 68%	-150 322 56 ✓	83 52%	0 00	0 00%	37 420 81	88 07%
Meat	51,942 51	58 051 78	73 59%	35 315 08	64 65%	504 231 55	67 25%	512 643 65	69 68%	145,309 37	70 65%
Produce	11 776 12	17 125 62	64 91%	10 367 32	61 23%	179 521 48	61 57%	180 483 02	65 22%	39 269 06	65 28%
Bakery	4,227 93	5 433 41	49 73%	3 136 51	46 36%	49 444 43	49 80%	50 499 79	51 09%	12 797 85	49 66%
Floral	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Deli	8 977 71	10 096 53	49 97%	9 244 00	47 85%	124 639 94	45 58%	135 238 55	46 53%	28 318 24	47 92%
Frozen Food	11 872 90	13 573 90	68 28%	15 244 12	82 84%	154 883 99	69 48%	155 716 87	69 50%	40,690 92	73 07%
Dairy	15 122 93	17 733 73	68 42%	19 086 09	84 73%	209 375 38	70 58%	220 828 87	69 89%	51 942 75	73 28%
General Mdse	10 187 21	16 107 68	80 04%	5 652 64	44 43%	133 562 76	77 41%	144 571 69	74 28%	31 947 53	69 80%
Video Rental	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Beer/Liquor	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Spoilage/Drive offs	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Freight & Fees	6 153 22	6 775 93	1 85%	5 393 77	1 85%	73,299 47	1 85%	0 00	0 00%	18 322 92	1 85%
Rebates	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
TOTAL COST OF SALES	240 079 77	286 994 96	72 90%	208 899 82	71 99%	2 803 185 01	70 75%	2 827 261 79	70 05%	716 974 55	72 39%
GROSS PROFIT											
Grocery	41 874 59	40 879 62	27 53%	31 179 71	24 48%	452,060 71	26 97%	472 385 11	24 87%	113 933 92	26 81%
Tobacco	1 480 65	967 25	6 26%	2 621 12	20 32%	29 660 19	18 48%	0 00	0 00%	5 069 02	11 93%
Meat	20 241 59	20 829 08	26 41%	19 308 27	35 35%	245 604 95	32 75%	223 019 11	30 32%	60 378 94	29 35%
Produce	5 060 16	9,257 92	35 09%	6 565 40	38 77%	112,037 83	38 43%	96,265 25	34 78%	20 883 48	34 72%
Bakery	3 848 24	5 493 39	50 27%	3 629 33	53 64%	49 846 38	50 20%	48 340 80	48 91%	12 970 95	50 34%

**OPERATING STATEMENT
PREPARED FROM BOOKS WITHOUT AUDIT**

GF Buche Company
PO Box 191
Gregory, SD 57533

	Second Prior Period 4 weeks	First Prior Period 4 weeks		Current Period 3/23/03-04/26/03 6 weeks		Year to Date - 13 weeks 1/26/03-4/26/03		Previous Year to Date - 13 weeks		Quarter 1/26/03-04/26/03	
ES											
grocery	72 464 49	76 453 17	39 95%	98 170 47	40 20%	247 088 13	39 90%	244 364 78	38 16%	247 088 13	39 90%
tobacco	13 026 84	13 064 88	6 83%	16 265 85	6 66%	42 357 57	6 84%	50 144 36	7 83%	42,357 57	6 84%
meat	22 848 73	25 394 61	13 27%	29 966 89	12 27%	78,210 23	12 63%	79 901 78	12 48%	78 210 23	12 63%
produce	10 800 63	11,563 94	6 04%	16 098 42	6 59%	38 462 98	6 21%	44 578 79	6 96%	38 462 99	6 21%
bakery	4 740 84	4 614 17	2 41%	6 056 97	2 48%	15 411 78	2 49%	16 512 71	2 58%	15 411 78	2 49%
floral	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
deli	3 169 78	3 098 11	1 62%	4 183 55	1 71%	10 451 44	1 69%	9 435 19	1 47%	10 451 44	1 69%
frozen Food	12 036 17	11 548 81	6 03%	13 954 47	5 71%	37,537 45	6 06%	37 614 83	5 87%	37 537 45	6 06%
dairy	19 050 87	19 466 53	10 17%	23 610 79	9 67%	62 128 29	10 03%	69 417 88	10 84%	62 128 29	10 03%
general Mdse	12 033 94	11 620 53	6 07%	15 432 97	6 32%	39 087 44	6 31%	40 081 98	6 26%	39 087 44	6 31%
video Rental	1 461 98	1 389 99	0 73%	1 546 08	0 63%	4 398 03	0 71%	4 700 62	0 73%	4 398 03	0 71%
beer/Liquor	12 063 62	13 154 14	6 87%	18 948 09	7 76%	44 165 85	7 13%	43 573 14	6 80%	44 165 85	7 13%
gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
TOTAL SALES	183 697 79	191 356 88	100 00%	244 234 53	100 00%	619 299 20	100 00%	640 326 16	100 00%	619 299 20	100 00%
VERAGE WEEKLY SALES	45 924 45	47 841 72		48 846 91		47 638 40		49 255 86		47 638 40	
OST OF SALES											
Grocery	51 268 40	53 976 10	70 60%	67 268 93	68 52%	172 513 43	69 82%	177 251 78	72 54%	172 513 43	69 82%
Tobacco	10 694 88	10 802 07	92 68%	11 260 79	69 23%	32 757 74	77 34%	42 754 03	0 00%	32 757 74	77 34%
Meat	21 548 00	19 051 03	75 02%	23 002 02	76 76%	63 601 05	81 32%	64 156 16	80 29%	63 601 05	81 32%
Produce	7,145 07	7,245 35	62 65%	10,215 62	63 46%	24 605 04	63 97%	29 171 67	65 44%	24 606 04	63 97%
Bakery	2 868 86	3 126 33	67 75%	2 927 81	48 34%	8 923 00	57 90%	9 059 60	54 86%	8 923 00	57 90%
Floral	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Deli	2 396 87	1 869 84	60 35%	1 882 07	44 99%	6,148 78	58 83%	6 418 79	68 01%	6 148 78	58 83%
Frozen Food	8 786 32	8 427 73	72 98%	9,861 57	70 67%	27 075 62	72 13%	26 869 80	71 43%	27 075 62	72 13%
Dairy	12 939 48	12 146 67	62 40%	20 042 88	84 89%	45 129 03	72 64%	51 573 07	74 28%	45 129 03	72 64%
General Mdse	8 176 69	7 885 87	67 95%	16 536 18	107 15%	32 608 74	83 43%	25 329 89	63 20%	32 608 74	83 43%
Video Rental	1 131 29	833 30	67 14%	895 36	57 91%	2 959 95	67 30%	3 840 40	81 70%	2 959 95	67 30%
Beer/Liquor	9 912 83	10 303 40	78 33%	15 644 26	82 56%	35 860 49	81 20%	34 015 46	80 13%	35 860 49	81 20%
Gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Spotage/Drive offs	0 00	0 00		0 00		0 00		0 00		0 00	
Freight & Fees	3 398 41	3 540 29	1 85%	4 518 34	1 85%	11 457 04	1 85%	11 846 02	1 85%	11 457 04	1 85%
Rebates	0 00	0 00		0 00		0 00		0 00		0 00	
TOTAL COST OF SALES	140 267 10	139 317 98	72 80%	184 055 83	75 36%	463 640 91	74 87%	483 184 67	75 46%	463 640 91	74 87%
GROSS PROFIT											
Grocery	21 196 09	22 477 07	29 40%	30 901 54	31 48%	74 574 70	30 18%	67 113 00	27 46%	74 574 70	30 18%
Tobacco	2 331 86	2 762 81	17 32%	5 005 06	30 77%	9 599 83	22 66%	7 390 33	0 00%	9 599 83	22 66%

**OPERATING STATEMENT
PREPARED FROM BOOKS WITHOUT AUDIT**

GF Bucke Company
PO Box 488
Wagner, SD 57380

	Second Prior Period 4 weeks	First Prior Period 4 weeks		Current Period 3/23/03-04/26/03 5 weeks		Year to Date - 13 weeks 1/26/03-4/26/03		Previous Year to Date - 13 weeks		Quarter 1/26/03-04/26/03	
ALES											
Grocery	72 512 05	68 815 09	38 66%	91,248 14	38 06%	232 575 28	38 72%	263,720 17	40 30%	232,575 28	38 72%
Tobacco	5 004 61	4 688 40	2 63%	6,565 99	2 74%	16 259 00	2 71%	17,298 69	2 64%	16 259 00	2 71%
Meat	30 448 56	29 713 79	18 69%	38 054 48	15 87%	98 218 83	16 35%	103,162 73	15 76%	98 218 83	16 35%
Produce	9 715 96	10,749 97	6 04%	13 739 75	5 73%	34 205 68	5 70%	49 490 92	7 56%	34 205 68	5 70%
Bakery	6,756 84	8 242 63	4 63%	10 378 05	4 33%	27 377 52	4 56%	24 230 13	3 70%	27 377 52	4 56%
Floral	1 318 36	351 73	0 20%	715 49	0 30%	2 385 58	0 40%	3 428 51	0 52%	2 385 58	0 40%
Deli	8 433 86	8 221 40	4 62%	12,239 73	5 11%	28 894 99	4 81%	29 588 59	4 52%	28 894 99	4 81%
Frozen Food	12 391 70	13 043 63	7 33%	15 544 52	6 48%	40,979 85	6 82%	45 262 15	6 92%	40 979 85	6 82%
Dairy	17 733 02	18 549 20	10 42%	22 345 22	9 32%	58 627 44	9 76%	64 946 66	9 92%	58 627 44	9 76%
General Mdse	10,614 37	9 765 31	5 49%	11 781 32	4 91%	32 161 00	5 35%	36 094 41	5 52%	32 161 00	5 35%
Video Rental	946 89	902 53	0 51%	1,062 01	0 44%	2,911 43	0 48%	2,751 95	0 42%	2 911 43	0 48%
Beer/Liquor	4 971 04	4 977 72	2 80%	16 066 31	6 70%	26 016 07	4 33%	14 436 46	2 21%	26 016 07	4 33%
Gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
TOTAL SALES	182 847 26	178 021 40	100 00%	239 741 01	100 00%	600 609 67	100 00%	654 409 37	100 00%	600 609 67	100 00%
AVERAGE WEEKLY SALES	45 711 82	44 505 35		47 848 20		46 200 74		50 339 18		46 200 74	
COST OF SALES											
Grocery	54 893 65	51,721 85	75 16%	63 121 15	69 18%	169,736 65	72 98%	197,915 60	75 05%	169 736 65	72 98%
Tobacco	4 624 67	3 480 74	74 24%	3 061 59	46 83%	11 167 00	68 68%	8,268 34	0 00%	11 167 00	68 68%
Meat	21 102 95	21 727 87	73 12%	27 149 92	71 34%	69 990 74	71 25%	82 512 22	79 98%	69 990 74	71 25%
Produce	8,147 31	7 418 58	69 01%	9 250 13	67 32%	22 816 02	66 70%	32,321 76	65 31%	22 816 02	66 70%
Bakery	4 375 75	3 629 29	44 03%	4 701 44	45 30%	12 706 48	46 41%	13 646 66	56 32%	12 706 48	46 41%
Floral	1 186 52	316 56	90 00%	616 58	86 48%	2 121 66	88 94%	3 055 65	89 18%	2,121 66	88 94%
Deli	4,507 78	4,247 89	51 67%	5 575 58	45 55%	14,331 25	49 60%	15 771 63	53 30%	14 331 25	49 60%
Frozen Food	8 770 68	9,231 67	70 78%	12 609 54	81 12%	30 611 89	74 70%	32,913 99	72 72%	30 611 89	74 70%
Dairy	12 243 80	11 839 76	63 83%	17,399 40	77 87%	41 482 96	70 76%	47,872 39	73 71%	41 482 96	70 76%
General Mdse	3 585 13	2 998 23	30 70%	14 033 52	119 12%	20 816 88	64 11%	31 468 43	87 18%	20,616 88	64 11%
Video Rental	1 173 30	576 80	53 91%	740 81	69 76%	2 490 91	85 56%	1 967 32	71 49%	2 490 91	85 56%
Beer/Liquor	4 412 17	4 474 86	89 90%	11 448 00	71 25%	20 335 03	78 17%	12,759 05	88 38%	20 335 03	78 17%
Gasoline	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Spillage/Drive offs	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
Freight & Fees	73 362 67	3,293 40	1 85%	4 435 21	1 85%	11 111 28	1 85%	12 106 56	0 00%	11 111 28	1 85%
Rebates	0 00	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%	0 00	0 00%
TOTAL COST OF SALES	130 406 38	124 957 50	70 19%	174 144 87	72 64%	429 508 75	71 51%	492 579 60	75 27%	429 508 75	71 51%
GROSS PROFIT											
Grocery	17 618 40	17 093 24	24 84%	28 126 99	30 82%	62 838 63	27 02%	65 804 57	24 95%	62 838 63	27 02%
Tobacco	379 94	1 207 66	25 76%	3 504 40	53 37%	5 092 00	31 32%	9 030 35	0 00%	5 092 00	31 32%

**OPERATING STATEMENT
PREPARED FROM BOOKS WITHOUT AUDIT**

GF Buche Company
PO Box 788
Mission, SD 57555

	Second Prior Period 4 weeks	First Prior Period 4 weeks		Current Period 3/23/03-04/26/03 8 weeks		Year to Date - 13 weeks 1/26/03-4/26/03		Previous Year to Date - 13 weeks		Quarter 1/26/03-04/26/03	
ALES											
Grocery	132,592.64	129,416.26	43.17%	152,700.22	41.39%	414,709.12	42.40%	426,587.93	43.05%	414,709.12	42.40%
Tobacco	14,616.30	13,700.06	4.57%	17,649.91	4.78%	45,966.27	4.70%	46,813.79	4.72%	45,966.27	4.70%
Meat	56,233.72	57,352.92	19.13%	65,322.87	17.70%	178,909.51	18.29%	177,916.31	17.96%	178,909.51	18.29%
Produce	21,099.90	20,019.42	6.68%	27,067.78	7.34%	68,187.10	6.97%	72,324.98	7.30%	68,187.10	6.97%
Bakery	8,427.33	7,851.63	2.62%	10,036.21	2.72%	26,315.17	2.69%	22,962.92	2.32%	26,315.17	2.69%
Floral	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Del	18,626.58	17,644.52	5.89%	24,322.31	6.59%	60,593.41	6.20%	68,391.86	6.90%	60,593.41	6.20%
Frozen Food	19,244.47	18,124.11	6.05%	19,926.88	5.40%	57,295.46	5.86%	58,799.38	5.93%	57,295.46	5.86%
Dairy	22,721.69	22,851.78	7.62%	26,596.08	7.21%	72,169.55	7.38%	77,845.87	7.86%	72,169.55	7.38%
General Mdse	15,656.35	12,847.88	4.29%	25,329.51	6.87%	53,833.74	5.50%	39,212.02	3.98%	53,833.74	5.50%
Video Rental	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Beer/Liquor	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Gasoline	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
TOTAL SALES	309,218.98	299,808.58	100.00%	368,951.77	100.00%	977,978.33	100.00%	990,855.06	100.00%	977,979.33	100.00%
AVERAGE WEEKLY SALES	77,304.75	74,952.15		73,790.35		75,229.18		76,219.62		75,229.18	
COST OF SALES											
Grocery	95,935.69	92,507.00	71.48%	102,587.55	67.18%	291,030.24	70.18%	308,440.94	72.30%	291,030.24	70.18%
Tobacco	12,892.08	10,150.89	74.09%	14,874.31	84.27%	37,917.28	82.49%	37,405.45	0.00%	37,917.28	82.49%
Meat	38,172.27	38,534.93	67.19%	41,752.16	63.92%	118,459.36	66.21%	119,587.47	67.22%	118,459.36	66.21%
Produce	13,170.28	11,428.51	57.08%	15,967.42	58.99%	40,564.21	59.49%	46,685.63	64.55%	40,564.21	59.49%
Bakery	4,059.18	3,953.57	50.35%	4,793.14	47.75%	12,805.88	48.66%	12,534.69	54.59%	12,805.88	48.66%
Floral	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Del	8,879.61	8,220.74	46.59%	13,969.95	57.44%	31,070.30	51.28%	31,338.58	45.82%	31,070.30	51.28%
Frozen Food	13,347.25	12,551.07	69.25%	13,597.75	68.24%	39,496.07	68.93%	39,705.54	67.53%	39,496.07	68.93%
Dairy	15,086.72	14,287.36	62.52%	21,136.86	79.47%	50,510.74	69.99%	53,943.25	68.28%	50,510.74	69.99%
General Mdse	12,118.48	15,174.23	118.11%	7,249.82	28.62%	34,542.53	64.17%	33,364.93	85.09%	34,542.53	64.17%
Video Rental	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Beer/Liquor	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Gasoline	-0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Spoilage/Drive offs	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Freight & Fees	5,720.55	5,546.46	1.85%	6,825.61	1.85%	18,092.62	1.85%	18,330.81	0.00%	18,092.62	1.85%
Rebates	0.00	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
TOTAL COST OF SALES	219,382.11	212,352.76	70.83%	242,754.37	65.80%	674,489.24	68.97%	701,337.29	70.78%	674,489.24	68.97%
GROSS PROFIT											
Grocery	36,656.85	36,909.26	28.52%	50,112.67	32.82%	123,678.88	29.82%	118,146.99	27.70%	123,678.88	29.82%
Tobacco	1,724.22	3,549.17	25.91%	2,775.60	15.73%	8,048.99	17.51%	9,408.34	0.00%	8,048.99	17.51%

Fleming

Lincoln Division
1601 Pioneer
PO Box 52809
Lincoln NE
68501-2809

TO R F Buche and G F Buche Company

As we are all aware, you are in the process of selling all assets of your Spencer store to 2JM L L C , with an effective closing date of February 10, 2003

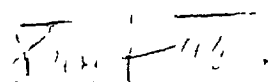
Further, as part of the purchase agreement between G F Buche Company and 2JM, L L C , G F Buche Company will be required to assign the lease it holds on the Spencer, Iowa, grocery store building and land. This lease was originally entered into on March 31, 2001, between Spencer Supermarkets, Inc , as landlord, and G F Buche Company as tenant.

Assuming that your asset sale to 2JM L L C is successfully closed and assuming that the above referred to Spencer Supermarkets, Inc lease is assigned to 2JM L L C so that 2JM L L C becomes a sub-lessee under that lease, then Fleming Companies, Inc will hold you and G F Buche Company harmless from any liability due to this sub-contract.

Stated more simply, should 2JM, L L C default the terms of the original lease agreement you have with Spencer Supermarkets, Inc then Fleming will take care of these defaults with the result that G F Buche Company will have no monetary exposure.

I would like to add that part of the consideration for this agreement set forth above is Fleming's desire to be able to sell its grocery type products to 2JM L L C.

Yours truly



Steve Patterson
Division President of Fleming

EXHIBIT B