

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

PROOF OF CLAIM



651005

Bar Date Ref # 2-NVM-118712

In re FLEMING COMPANIES, Inc, et al, 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.

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.

Name of Creditor and Address

0354653651005

Buffalo News
PO Box 100
One News Plz
Buffalo NY 14240

Creditor Telephone Number (716) 849-3476

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

CREDITOR TAX I.D. # 04 225 44 52 ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR FLO145 Check here replaces or amends a previously filed claim dated _____ if this claim

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)

ADVERTISING - HELP WANTED AD

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

2 DATE DEBT WAS INCURRED 3/23/05

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 1,934.80 (unsecured) \$ _____ (secured) \$ _____ (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.

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

THIS SPACE FOR COURT USE ONLY

FILED

SEP 10 2003

BMC

DATE SIGNED

9/9/03

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).

ARTHUR BEVAQUA - COLLECTIONS MANAGER
Arthur Bevaqua - Collections Manager

Fleming Companies Claim

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



09815

See Other Side For Instructions



1 BILLING PERIOD		2 ADVERTISER/CLIENT NAME	
03/01/03 03/31/03		FLEMING CO	
23 TOTAL AMOUNT DUE	*UNAPPLIED AMOUNT	3 TERMS OF PAYMENT	
\$1,934 80	00	NET 15, NO DISCOUNT	

ADVERTISING INVOICE AND STATEMENT

4 PAGE #	5 BILLING DATE	6 BILLED ACCOUNT NAME AND ADDRESS	9 REMITTANCE ADDRESS
1	03/31/03	FLEMING COMPANIES, INC ATTN MERRY PELOW PO BOX 1086 BUFFALO NY 14240-1086	THE BUFFALO NEWS P O BOX 100 ONE NEWS PLAZA BUFFALO NY 14240
6 BILLED ACCOUNT #		7 ADV/CLIENT #	
FL0145		FL0145	

PLEASE DETACH AND RETURN UPPER PORTION WITH YOUR REMITTANCE

10 DATE	11 NEWSPAPER REFERENCE	12 13 14 DESCRIPTION — OTHER COMMENTS/CHARGES	15 SAU SIZE 16 BILLED UNITS	17 TIMES RUN 18 RATE	19 GROSS AMOUNT	20 NET AMOUNT
03/23	91105101 210	BALANCE FORWARD MERCHANDISERS	2X 70 0 140 00L	13 82	00 1934 80	

STATEMENT OF ACCOUNT AGING OF PAST DUE AMOUNTS

21 CURRENT	22 30 DAYS	60 DAYS	OVER 90 DAYS	*UNAPPLIED AMOUNT	23 TOTAL AMOUNT DUE
\$1,934 80	\$0 00	\$0 00	\$0 00	00	\$1,934 80

The Buffalo News
One News Plaza, PO Box 100
Buffalo, NY 14240

Retail (716) 849 3411
Fax (716) 849 3409
Customer Service (716) 849 3453

Classified (716) 856 5555
Fax (716) 849 3455
FED ID# 04 2254452

*UNAPPLIED AMOUNTS ARE INCLUDED IN TOTAL AMOUNT DUE

24	25	ADVERTISER INFORMATION			
1	BILLING PERIOD	6 BILLED ACCOUNT NUMBER	7 ADVERTISER/CLIENT NUMBER	2 ADVERTISER/CLIENT NAME	
00403192	03/01/03 03/31/03	FL0145	FL0145	FLEMING CO	