

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor **FLEMING COMPANIES, et al** Case No **03-10945**

This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (The person or entity to whom the debtor owes money or property)
F S Kids LLC d/b/a BUDWEY'S FOOD MARKET

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 Addresses Where Notices Should be Sent

DAMON & MOREY LLP
William F Savino Esq
1000 Cathedral Place
298 Main Street
Buffalo New York 14202

Check box if you never received any notices from the Bankruptcy Court in this case.

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 No (716) 856 5500

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
- Services Performed
- Money Loaned
- Personal Injury/Wrongful Death
- Taxes
- Other breach of contract

Retiree Benefits as defined in 11 U.S.C. § 1114(a)

Wages salaries and compensation (fill out below)

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

2 DATE DEBT WAS INCURRED

2000 2002

3 IF COURT JUDGMENT, DATE OBTAINED

4 Total Amount of Claim at Time Case Filed \$1,393,666.00

If all or part of your claim is secured or entitled to priority also complete Item 5 and 6 below

Check this box if claim includes interest or other charges in addition to 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 right of setoff)

Brief Description of Collateral

- Real Estate Motor Vehicle
- Other _____

Value of Collateral \$ _____

Amount of arrearage (lien) and other charges at time case filed included in secured claim if any

6 Unsecured Priority Claim

Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____

Wages salaries or commissions (up to \$4,650.00*) earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier. 11 U.S.C. Section 507(a)(3)

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4)

Up to \$1,950* 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 of governmental units. 11 U.S.C. § 507(a)(8)

Other - Specify applicable paragraph of 11 USC § 507(a) _____

*Amounts are subject to adjustment on 4/1/98 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 or evidence of security interest. 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 the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim.

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FILED

SEP 15 2003

BMC

Date September 11 2003

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)

Frank S Budwey

Frank S Budwey

Fleming Companies Claim



12896

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. § 991.2(a)(1)

UNITED STATES BANKRUPTCY COURT FOR
THE DISTRICT OF DELAWARE

In re

Fleming Companies, Inc , et al ,

Debtors

Chapter 11
Case No 03-10945-MFFW
(Jointly Administered)

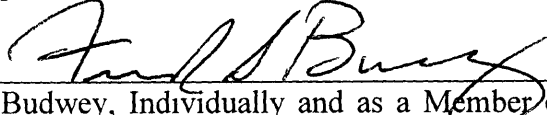
GENERAL POWER OF ATTORNEY

To the Clerk of the Court, Fleming Group of Companies, Inc and any and all other Interested Parties

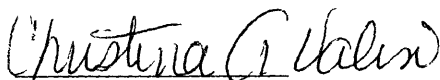
The undersigned claimant hereby authorizes Damon & Morey LLP, as attorney in fact for the undersigned and with full power of substitution, to vote on any question that may be lawfully submitted to creditors of the debtor in the above entitled case, to vote for a trustee of the estate of the debtor and for a committee of creditors, to file proofs of claim, to receive dividends, to negotiate and handle all claims on the undersigned's behalf and in general to perform any act for the undersigned in all matters arising in this case

Dated September 11, 2003

Signed


Frank S Budwey, Individually and as a Member of F S Kids LLC d/b/a Budwey's Food Market

Acknowledged before me on September 11, 2003, by Frank S Budwey, who says that he is a member of the limited Liability Company named above and is authorized to execute this power of attorney on its behalf



Notary Public

CHRISTINA A VALIN
Notary Public State of New York
Qualified in Erie County
My Commission Expires Feb 5 2007