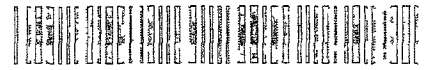


UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



486038

Bar Date Ref # 2-G5-5387

YOUR CLAIM IS SCHEDULED AS

| | |
|---------------------------------|-------------------------|
| In re Fleming Companies, Inc | Case Number 03-10945 |
|---------------------------------|-------------------------|

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

BERNARD L BEAVERS
314 W SOUTH ST
BRYAN, OH 43506-2072

Creditor Telephone Number ()

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 TAX ID # 306-20-1379 | ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR | Check here <input type="checkbox"/> replaces or <input type="checkbox"/> 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)

In Sub Note (Purchase confirm attached)

Your social security number _____

Unpaid compensation for services performed from _____ to _____

(date) (date)

2 DATE DEBT WAS INCURRED 2-21-01 3 IF COURT JUDGMENT DATE OBTAINED _____

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

| | | | |
|----------------------|--------------------|---------------------------------------|------------------|
| \$ _____ (unsecured) | \$ _____ (secured) | \$ <u>10,000</u> (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 or 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) In Sub Notes

* 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. 10 625th Cpa

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 |
|---|--|

Fleming Companies Claim

07511

FILED

SEP 02 2003

BMC

DATE SIGNED 8/26/2003

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).

Bernard L Beavers Jo Anne Beavers



First Union Securities
 Post Office Box 1357
 Richmond, VA 23218-1357

Confirmation

Confirmation Date
 02/22/01

Account Number
 4603 1371-5069

Your Financial Advisor
 THOMAS REED
 419-782-1900

Investment Objective
 GROWTH + MODERATE

748 1 1 748 WLC

BERNARD L BEAVERS &
 JO ANNE BEAVERS JTWS
 314 W SOUTH ST
 BRYAN OH 43506-2072

For Your CASH Account

| TRANSACTION | PRICE | PRINCIPAL AMOUNT | ACCRUED INTEREST | HANDLING | NET AMOUNT |
|-------------------------------------|---------|------------------|------------------|--------------------------------------|------------|
| You Bought 10000 Face Amount | | | | | |
| FLEMING COS INC | 98 0000 | 9,800 00 | 79 69 | 6 00 | \$9,885 69 |
| SR SUB NOTES | | | | | |
| EXTRAORDINARY CALL | | | | | |
| CPN 10 625% DUE 07/31/07 | | | | | |
| DTD 01/31/98 FC 07/31/98 | | | | | |
| CALL 07/31/02 @ 105 313 | | | | | |
| CUSIP NO 339130 AL 0 | | | | | |
| | | | TRADE DATE | FIRST UNION SECURITIES, INC ACTED | |
| | | | 2/22/01 | AS PRINCIPAL FOR YOUR ACCOUNT | |
| | | | SETTLEMENT DATE | INTEREST ACCRUED FROM 1/31/01 | |
| | | | 2/27/01 | SOLICITED | |
| | | | | CALL FEATURES EXIST MAY AFFECT YIELD | |
| | | | | INFORMATION AVAILABLE ON REQUEST | |
| | | | | YIELD TO MATURITY DATE | |
| | | | | BASIS YIELD 11 064 | |
| | | | | | |
| | | | *NON INVESTMENT | GRADE SEC YTM=11 06 YTFC=15 63 | |
| | | | | This is not an "investment grade" | |
| | | | | security See Item 14 on reverse | |

Account carried by First Clearing Corporation member New York Stock Exchange, SIPC