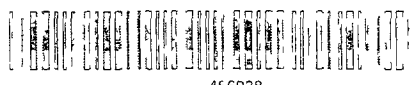


UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



486038

In re  
Fleming Companies Inc

Case Number  
03-10945

Bar Date Re: # 2-G5 5387

YOUR CLAIM IS SCHEDULED AS  
FLEMING COMPANIES INC CLAIM NO. 10  
SERIES B 10/15/03 7/1/03  
\$ 71,000 plus  
INTEREST PAYMENTS  
of \$ 5,325

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.

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.

Name of Creditor and Address  
Michael C Mullett AND  
Sue L Mullett  
100 Hillcrest Lane  
Lower Gwynedd, PA 19228-1426

Creditor Telephone Number (215) 542-9224

CREDITOR TAX ID #  
# 105-42-7831

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  
WACHOVIA SECURITIES

Check here  replaces or  amends a previously filed claim dated \_\_\_\_\_

1 BASIS FOR CLAIM # 020-2146 5878-9472 BANK ACCOUNT # 5884932591

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly) BURGH
- 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 \_\_\_\_\_  
(date) (date)

NOTES 10/15 due 7/1/2003 Corp # 339103 AT 3

2 DATE DEBT WAS INCURRED 11/27/2002, 12/10/2002 3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 7,000 (unsecured) \$ (secured) \$ 71,000 (unsecured priority) \$ 71,000 (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 or 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) CORPORATE BOND!

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, 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 proof of claim must be 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 04 2003  
BIMC

DATE SIGNED  
7/1/2003

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)

Michael C Mullett  
Sue L Mullett





Wachovia Securities Inc  
 401 South Tryon Street  
 Charlotte NC 28288 1167

# Confirmation

Confirmation Date  
 12/10/02

**WACHOVIA  
 SECURITIES**

Account Number  
 020 L14C 5875-9472

Reg Rep on Account  
 MICHAEL MULLETT  
 888-243-1424

Customer Service 1-800-359-9297

1755 1 1 1755 8LC

MICHAEL C MULLETT AND  
 SUE L MULLETT JTWR0S  
 100 HILLCREST LANE  
 LOWER GWYNEDD PA 19002-1950

**For Your CASH Account**

TRANSACTION	PRICE	PRINCIPAL AMOUNT	ACCRUED INTEREST	COMMISSION OR CHARGE	NET AMOUNT
You Bought 75000 Face Amount	71 0000	53,250 00	2,944.01	50 00	56,244 01

FLEMING COMPANIES INC  
 GLOBAL NOTES  
 SERIES D CALLABLE  
 CPN 10 625% DUE 07/31/07  
 DTD 01/31/02 FC 07/31/02  
 CALL 07/31/03 @ 103 542  
 CUSIP NO 339130 AT 3

WACHOVIA SECURITIES, INC ACTED  
 AS PRINCIPAL FOR YOUR ACCOUNT  
 INTEREST ACCRUED FROM 7/31/02  
 SOLICITED  
 CALL FEATURES EXIST MAY AFFECT YIELD  
 INFORMATION AVAILABLE ON REQUEST  
 YIELD TO MATURITY DATE  
 BASIS YIELD 20 626

This is not an "investment grade"  
 security See Item 14 on reverse

Trade Date 12/10/02  
 Settlement Date 12/13/02

Settlement Through Bank Account 8884932891



Wachovia Securities Inc  
 401 South Tryon Street  
 Charlotte NC 28288-1167

# Confirmation

**WACHOVIA  
 SECURITIES**

**Account Number**  
 020 L14C 5875-9472

**Confirmation Date**  
 11/27/02

**Reg Rep on Account**  
 MICHAEL MULLETT  
 888-243-1424

**Customer Service 1-800-359-9297**

1638 1 1 1638 BLC

MICHAEL C MULLETT AND  
 SUE L MULLETT JTWR0S  
 100 HILLCREST LANE  
 LOWER GWYNEDD PA 19002-1950

**For Your CASH Account**

TRANSACTION	PRICE	PRINCIPAL AMOUNT	ACCRUED INTEREST	COMMISSION OR CHARGE	NET AMOUNT
You Bought 25000 Face Amount	71 0000	17,750 00	907 55	50 00	18,707 55

FLEMING COMPANIES INC  
 GLOBAL NOTES  
 SERIES D CALLABLE  
 CPN 10 625% DUE 07/31/07  
 DTD 01/31/02 FC 07/31/02  
 CALL 07/31/03 @ 103 542  
 CUSIP NO 339130 AT 3

WACHOVIA SECURITIES, INC ACTED  
 AS PRINCIPAL FOR YOUR ACCOUNT  
 INTEREST ACCRUED FROM 7/31/02  
 SOLICITED  
 CALL FEATURES EXIST MAY AFFECT YIELD  
 INFORMATION AVAILABLE ON REQUEST  
 YIELD TO MATURITY DATE  
 BASIS YIELD 20 577

This is not an "investment grade"  
 security See Item 14 on reverse

**Trade Date** 11/27/02  
**Settlement Date** 12/03/02

**Settlement Through Bank Account 8884932891**

9/01/2003

"Accrued Interest" or "Interest"  
due on

\$ 100,000 (face value) FLOWING COMPANIES FUL  
GLOBAL NOTES SERIES D  
10.625% due 7/31/07  
CUSIP# 339150 AT 3

INTEREST EARNED

1/31/2003 to 7/31/2003 interest on bonds  
would equal \$ 5312<sup>50</sup>

Michael C. Mullett

Due & Paid