

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

486038

Bar Date Re # 2 G5-5387

YOUR CLAIM IS SCHEDULED AS

In re
Fleming Companies Inc

Case Number
03-0345

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

Lloyd R Worster
413 N Neptune Dr
Satellite Beach, FL 32937

☐ 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 used 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 BIA/C, you do not need to file again.

Creditor Telephone Number 321-773 5851

CREDITOR TAX ID #

006-30 2622

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

8776 2678 / Wachovia

Check the ☐ replaces or ☐ amends if this claim

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 (File out below)

☐ Money loaned

☒ Other (describe briefly)

Bond

Your social security number

Unpaid compensation for services performed from

(date)

(date)

2 DATE DEBT WAS INCURRED

10 Jan 2002

3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM

AS OF PETITION DATE

\$

\$

13,000

\$

690.63

\$

13,690.63

(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 Bond

Value of collateral \$ 13,000

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).

*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 must be submitted 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

SEP 08 2003

BMC

Fleming Companies Claim



08746

DATE SIGNED

4 Sept 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).

LLOYD R. WORSTER

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

Retirement Statement 7/01/2003 thru 7/31/2003

1	003	4	001	XXXXXX2622	XXXXXX2622
---	-----	---	-----	------------	------------

009651 1 3DG 26 ***AUTO**3-DIGIT 329



LLOYD R WORSTER
413 N NEPTUNE DR
SATELLITE BEACH FL 32937-3822



For Customer Service

Call (800) 669-2136

Or write to

WACHOVIA SECURITIES

401 SOUTH TRYON STREET

CHARLOTTE NC 28288-1164

Plan Overview - IRA

Retirement Plan ID XXXXXX2622 Participant s date of birth 03/08/1934

Taxpayer ID XXX-XX-2622

Bank Tax ID 561354525

Asset & Earnings Summary

Type of asset	Market value 7/01/2003	Market value 7/31/2003	Percent of assets	Earnings paid* this period	Earnings paid* this year
Money Market Deposit Account	\$ 28 818 68	\$ 19 039 59	4 56%	\$ 9 66	\$ 106 33
Brokerage Account					
Cash	590 62	0 00			
Stocks	184 313 26	192 267 14	46 09%	618 40	5,597 14
Bonds	197 886 90	196 338 60	47 06%	487 50	7,988 50
Mutual Funds	10 000 00	9 536 68	2 29%	67 25	67 25
Brokerage Account Subtotal	392,790 78	398,142 42		1,173 15	13,652 89
Total	\$ 421,609 46	\$ 417,182 01	100 00%	\$ 1,182 81	\$ 13,759 22

Earnings are shown to help track how your IRA is performing. You are not required to report these as taxable earnings on your tax return.

Tax Information Contributions & Distributions

Contributions		2003 Distributions	
For tax year 2002	\$ 0 00	Amount (gross)	\$ 0 00
For tax year 2003	\$ 0 00	Federal tax withheld	\$ 0 00
Rollover Deposits	\$ 0 00	Net amount	<u>\$ 0 00</u>

MIDYEAR MARKET OUTLOOK REPORT

OUR CHIEF INVESTMENT STRATEGIST, ROD SMYTH, HAS JUST COMPLETED HIS MIDYEAR MARKET OUTLOOK REPORT, "WINDOWS OF OPPORTUNITY " REQUEST A COMPLIMENTARY COPY FROM YOUR FINANCIAL ADVISOR TODAY

Retirement Statement 7/01/2003 thru 7/31/2003

40 367

1 003 4 001 XXXXX2622 XXXXX2622

009651 1 3DG 26 ***AUTO**3-DIGIT 329

|||||

LLOYD R WORSTER
413 N NEPTUNE DR
SATELLITE BEACH FL 32937-3822

For Customer Service
Call (800) 669-2136
Or write to
WACHOVIA SECURITIES
401 SOUTH TRYON STREET
CHARLOTTE NC 28288-1164

Plan Overview - IRA

Retirement Plan ID XXXXXX2622 Participant's date of birth 03/08/1934
Taxpayer ID XXX-XX-2622 Bank Tax ID 561354525

Asset & Earnings Summary

Type of asset	Market value 7/01/2003	Market value 7/31/2003	Percent of assets	Earnings paid this period	Earnings paid* this year
Money Market Deposit Account	\$ 28 818 68	\$ 19,039 59	4 56%	\$ 9 66	\$ 106 33
Brokerage Account					
Cash	590 62	0 00			
Stocks	184,313 26	192 267 14	46 09%	618 40	5,597 14
Bonds	197 886 90	196 338 60	47 06%	487 50	7,988 50
Mutual Funds	10,000 00	9,536 68	2 29%	67 25	67 25
Brokerage Account Subtotal	392,790 78	398 142 42		1,173 15	13,652 89
Total	\$ 421,609 46	\$ 417,182 01	100 00%	\$ 1,182 81	\$ 13,759 22

Earnings are shown to help track how your IRA is performing. You are not required to report these as taxable earnings on your tax return.

Tax Information Contributions & Distributions

Contributions	2003 Distributions	
For tax year 2002	\$ 0 00	Amount (gross) \$ 0 00
For tax year 2003	\$ 0 00	Federal tax withheld \$ 0 00
Rollover Deposits	\$ 0 00	Net amount \$ 0 00

MIDYEAR MARKET OUTLOOK REPORT

OUR CHIEF INVESTMENT STRATEGIST, ROD SMYTH, HAS JUST COMPLETED HIS MIDYEAR MARKET OUTLOOK REPORT, "WINDOWS OF OPPORTUNITY." REQUEST A COMPLIMENTARY COPY FROM YOUR FINANCIAL ADVISOR TODAY.

Retirement Statement 7/01/2003 thru 7/31/2003

40 369

3 003 4 001 XXXXX2622 XXXXX2622

LLOYD R WORSTER
Taxpayer ID >XX-XX-2622

Money Market Deposit Account

These deposits are FDIC insured up to \$100,000 per depositor

SUMMARY

Account number	Market value 7/31/2003	Annual percentage yield earned	Interest earned this statement period	Interest paid this year
032240270087896	\$ 19 039 59	0 80%	\$ 15 99	\$ 106 33
Total	\$ 19,039 59		\$ 15 99	\$ 106 33

ACTIVITY

Account Number 032240270087896

Date	Description	Add	Subtract	Balance
7/01/2003	Opening Balance			\$ 28,818 68
7/01/2003	Transfer In - Internal	590 62		29,409 30
7/15/2003	Misc Interest Credit	9 66		29,418 96
7/15/2003	Transfer Out - Internal		11 219 95	18,199 01
7/16/2003	Transfer In - Internal	487 50		18,686 51
7/31/2003	Transfer In - Internal	353 08		19,039 59
7/31/2003	Closing Balance			\$ 19,039 59

Brokerage Account

Investments are not endorsed or guaranteed by Wachovia, are not deposits or obligations of Wachovia, are not insured or otherwise protected by the FDIC, and involve investment risks, including possible loss of principal

Brokerage account number 877626781

Brokerage services are offered through Wachovia Securities, LLC, registered broker-dealer, and a separate non-bank affiliate of Wachovia Corporation. Brokerage accounts are carried by First Clearing, LLC, member NYSE and SIPC

Account Activity

Date	Transaction	Description	Quantity	Price	Amount
7/01/2003	Money Sweep Activity	PAID TO BANK			590 62 -
7/08/2003	Cash Dividend	ALTRIA GROUP INC 070803 414 55600			265 32
7/08/2003	Income Reinvestment	ALTRIA GROUP INC REINVEST AT 46 700	5 681		265 32 -
7/10/2003	Purchase of Shares	EBAY INC ✓	100 000	111 900	11 219 95 -
7/15/2003	Money Sweep Activity	RECEIVED FROM BANK			11,219 95

Brokerage Account continued on next page

Retirement Statement 7/01/2003 thru 7/31/2003

40369

3 003 4 001 XXXXX2622 XXXXX2622

LLOYD R WORSTER
Taxpayer ID XXX-XX-2622

Money Market Deposit Account

These deposits are FDIC insured up to \$100,000 per depositor

SUMMARY

Account number	Market value 7/31/2003	Annual percentage yield earned	Interest earned this statement period	Interest paid this year
032240270087896	\$ 19 039 59	0 80%	\$ 15 99	\$ 106 33
Total	\$ 19,039 59		\$ 15 99	\$ 106 33

ACTIVITY

Account Number 032240270087896

Date	Description	Add	Subtract	Balance
7/01/2003	Opening Balance			\$ 28,818 68
7/01/2003	Transfer In - Internal	590 62		29,409 30
7/15/2003	Misc Interest Credit	9 66		29 418 96
7/15/2003	Transfer Out - Internal		11,219 95	18,199 01
7/16/2003	Transfer In - Internal	487 50		18,686 51
7/31/2003	Transfer In - Internal	353 08		19,039 59
7/31/2003	Closing Balance			\$ 19,039 59

Brokerage Account

Investments are not endorsed or guaranteed by Wachovia, are not deposits or obligations of Wachovia, are not insured or otherwise protected by the FDIC, and involve investment risks, including possible loss of principal

Brokerage account number 877626781

Brokerage services are offered through Wachovia Securities, LLC, registered broker-dealer, and a separate non-bank affiliate of Wachovia Corporation. Brokerage accounts are carried by First Clearing, LLC, member NYSE and SIPC

Account Activity

Date	Transaction	Description	Quantity	Price	Amount
7/01/2003	Money Sweep Activity	PAID TO BANK			590 62 -
7/08/2003	Cash Dividend	ALTRIA GROUP INC 070803 414 55600			265 32
7/08/2003	Income Reinvestment	ALTRIA GROUP INC REINVEST AT 46 700	5 681		265 32 -
7/10/2003	Purchase of Shares	EBAY INC ✓	100 000	111 900	11 219 95 -
7/15/2003	Money Sweep Activity	RECEIVED FROM BANK			11 219 95

Brokerage Account continued on next page

Retirement Statement 7/01/2003 thru 7/31/2003

5 003 4 001 XXXXX2622 XXXXXX2622

LLOYD R WORSIER
Taxpayer ID XXX-XX-2622**Brokerage Account** continued**Preferred Stock**

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
F P C CAPITAL TR 7 10% QUIPS DUE 05/15/39 CALLABLE 5/15/04	2,000 000	25 52000	51 040 00	3 550 00	6 9500%
LEHMAN BRO HLDGS 7 875% CAPTL TR II PFD 6/30/48 CALLABLE 06/30/04	1 200 000	25 86000	31 032 00	2,362 00	7 6100%
VIRGINA PWR 7 375% CAP TR II DUE 7/30/42 CALLABLE 8/23/07	766 000	26 20000	20 069 20	1,412 00	7 0300%
Total			\$ 117,699 20		

Mutual Funds

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
EATON VANCE LTD DURATION INCOME FD	503 521	18 94000	9 536 68	Not available	Not available
Total			\$ 9,536 68		

Corporate Bonds

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
BAUSCH & LOMB INC NOTES CPN 6 750% DUE 12/15/04 DTD 12/15/97 FC 06/15/93	20 000 000	103 37500	20 675 00	1 350 00	6 5200%
CONSECO INC NOTES CALL @MAKE WHOLE + 25BP CPN 9 000% DUE 10/15/06 DTD 10/21/99 FC 04/15/00	10 000 000	34 50000	3 450 00	Not available	Not available
DELTA AIR LINES NOTES CPN 7 900% DUE 12/15/09 DTD 12/14/99 FC 06/15/00	10,000 000	76 00000	7,600 00	790 00	10 3900%
FIRST UNION S&P 500 MARKET POWER CD #1 FDIC INSD TO 100M @ MTY CPN 0 000% DUE 03/23/04 DTD 03/23/99	30 000 000	99 30000	29,790 00	Not available	Not available
FLEMING COS INC SR SUB NOTES EXTRAORDINARY CALL CPN 10 625% DUE 07/31/07 DTD 01/31/98 FC 07/31/98 CALL 07/31/03 @ 103 542	13 000 000	Not available	Not Available	Not available	Not available

Brokerage Account continued on next page

Retirement Statement

7/01/2003 thru 7/31/2003

40 371

5 003 4 001 XXXXX2622 XXXXXX2622

LLOYD R WORSTER
Taxpayer ID XXX-XX-2622**Brokerage Account** continued**Preferred Stock**

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
F P C CAPITAL TR 7 10% QUIPS DUE 05/15/39 CALLABLE 5/15/04	2 000 000	25 52000	51 040 00	3 550 00	6 9500%
LEHMAN BRO HLDGS 7 875% CAPTL TR II PFD 6/30/48 CALLABLE 06/30/04	1 200 000	25 86000	31,032 00	2,362 00	7 6100%
VIRGINIA PWR 7 375% CAP TR II DUE 7/30/42 CALLABLE 8/23/07	766 000	26 20000	20 069 20	1 412 00	7 0300%
Total			\$ 117,699 20		

Mutual Funds

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
EATON VANCE LTD DURATION INCOME FD	503 521	18 94000	9 536 68	Not available	Not available
Total			\$ 9,536 68		

Corporate Bonds

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
BAUSCH & LOMB INC NOTES CPN 6 750% DUE 12/15/04 DTD 12/15/97 FC 06/15/98	20,000 000	103 37500	20 675 00	1 350 00	6 5200%
CONSECO INC NOTES CALL @MAKE WHOLE + 25BP CPN 9 000% DUE 10/15/06 DTD 10/21/99 FC 04/15/00	10,000 000	34 50000	3,450 00	Not available	Not available
DELTA AIR LINES NOTES CPN 7 900% DUE 12/15/09 DTD 12/14/99 FC 06/15/00	10 000 000	76 00000	7 600 00	790 00	10 3900%
FIRST UNION S&P 500 MARKET POWER CD # 1 FDIC INSD TO 100M @ MTY CPN 0 000% DUE 03/23/04 DTD 03/23/99	30 000 000	99 30000	29 700 00	Not available	Not available
FLEMING COS INC SR SUB NOTES EXTRAORDINARY CALL CPN 10 625% DUE 07/31/07 DTD 01/31/98 FC 07/31/98 CALL 07/31/03 @ 103 542	13 000 000	Not available	Not Available	Not available	Not available

Brokerage Account continued on next page

WACHOVIA
SECURITIES

Retirement Statement 7/01/2003 thru 7/31/2003

7 003 4 001 XXXXX2622 XXXXX2622

LLOYD R WORSTER
Taxpayer ID XXX-XX-2622

Brokerage Account continued

Corporate Bonds

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
Total			\$ 196,338 60		

WACHOVIA
SECURITIES

Retirement Statement 7/01/2003 thru 7/31/2003

7

003

4

001

XXXXXX2622

XXXXXX2622

LLOYD R WORSTER
Taxpayer ID KXX-XX-2622

Brokerage Account continued

Corporate Bonds

Description	Quantity	Price	Market value 7/31/2003	Projected annual income	Projected yield
Total			\$ 196,338 60		