U TED STATES BANKRUPTO: COURT	T	 		
FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM			
in re	Case N	lumber	Bar Date Rei ≠ 2 G5-5387	
Fleming Companies inc	03-10	J e 45	\ \ \ OUR CLAIN IS SCHEDULED AS	
NOTE The female and a second and a second as a second	<u> </u>	γ 		
NOTE This form should not be used to make a claim for an administrict expense arising after the commencement of the case. A request ror an administrative expense may be filed pursuant to 11 U.S.C. § 503		aware that arryone else has	·	
Name of Creditor and Address		filed a proof of claim relating to your claim. Attach copy of statement giving particulars		
Lloyd & Worster		Check box if you have	The amounts reflected above constitute your claim as	
Lloyd R Worster 413 N Neptune Dr Satellite Beach, Fl. 32937	7	never received any notices from the bankruptcy court in this case	scheduled by the Debtor If you agree with the amount iset forth herein and have no other claim against the Debtor you do not need to file this proof of claim EXCEPT as stated below	
Satellite Beach, Fl. 33731		Check box if this address	h ne amounts shown above are ils'ed as Continger	
" 		differs from the address on the envelope sent to you by the	Unliquidated or Disputed a proof of claim must be filed	
Creditor Telephone Number (32) - 773 5851		CONT	If you nave already filed a proof of claim with the Bankruptcy Court or BiviC_vou do not need to file again	
CREDITOR TAX I D # ACCOUNT OR OTHER NUMBER CREDITOR 'DENTIFIES DEBTO	RB/VHIC		l. ces	
006-30 2611 8776 2618 / Wat	chovia	r this claim 🗌 am	cr a previously fled claim datedends	
1 BASIS FOR CLAIM Goods sold Personal injury/wrongful death				
Goods sold Personal injury/wrongful death Services performed Taxes		tiree benefits as defined in 11		
Money loaned X Other (describe briefly)	vva	ges salaries and compensa Your social security numbe	· ·	
Bond		Unpaid compensation for s		
Dong			(date) (date)	
2 DATE DEBT WAS INCURRED 10 Jun 2002	3 IF C	OURT JUDGMENT DATE O	DBTAINED	
4 TOTAL AMOUNT OF CLAIM \$ \$	13.0		69063 \$ 13,69063	
(unsecured)	•	,	secured priority) (total)	
If all or part or your claim is secured or entitled to priority, also c Check this box if claim includes interest or other charges in addition to the			mized statement of all interest or additional charges	
		IRED PRIORITY CLAIM	mized statement of all linerest of additional charges	
Check this box if your claim is secured by collateral (including a		this box if you have an unse	tured priority claim	
right or setoff)		and box in you have an arrow	salou priority sidarii	
Brief description of collateral	Specify	y the priority or the claim		
Real Espate		birei describitori di conatera:		
Thou Estate	Real Estate before filing of the bankruptcy petition or cess			
			to \$4 650°) earned within 90 days or cessation of the Debtor's S C § 507(a)(3)	
	bus		or cessation of the Debtor's S C § 507(a)(3)	
Motor Venicle Other Bond	busi Con	ore filing of the bankruptcy petition iness whichever is earlier 11 U intributions to an employee benefit to \$2,100° of deposits toward pure	or cessation of the Debtor's S.C. § 507(a)(3) plan 11 U.S.C. § 507(a)(4) chase Icase or rental of property or services	
	busi Con Up t for p	ore filing of the bankruptcy petition iness whichever is earlier 11 U intributions to an employee benefit to \$2,100° of deposits toward purposesonal family or household use nony maintenance or support owe	or cessation of the Debtor's S C § 507(a)(3) plan 11 U S C § 507(a)(4) chase Icase or rental of property or services 11 U S C § 507(a)(6)	
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Value of collateral \$ 13,000	Con Up for p for p child	ore filing of the bankruptcy petition iness whichever is earlier 11 U intributions to an employee benefit to \$2 100° of deposits toward purpersonal family or household use nony maintenance or support ower to 11 U S C § 507(a)(7) tes or penalties owed to government of the support of the support of the support ower support ower the support ower the support ower the support ower the support of th	or cessation of the Debtor's SCC § 507(a)(3) plan 11 USC § 507(a)(4) chase Icase or rental of property or services 11 USC § 507(a)(6) d to a spouse former spouse or ental units 11 USC § 507(a)(8) of 11 USC § 507(a)	
Value of collateral \$ 13,000 Amount of arrearage and other charges at time case filed included in secured claim above if any \$	Dusi Con Up to rer p Alim chile Tax Oth with	ore filing of the bankruptcy petition iness whichever is earlier 11 U: antibutions to an employee benefit to \$2 100° of deposits toward purpersonal family or household use nony maintenance or support ower down to 11 U S C § 507(a)(7) tessor penalties owed to government or penalties owed to government or support to deposit are subject to adjustment on 41 respect to cases commenced on or at	or cessation of the Debtor's SC § 507(a)(3) plan i1 USC § 507(a)(4) chase Icase or rental of property or services i11 USC § 507(a)(6) d to a spouse former spouse or ental units 11 USC § 507(a)(8) of 11 USC § 507(a) fill of advery 3 years thereafter ter the date of adjustment	
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Value of collateral \$ 13.000 Amount of arrearage and other charges at time case filed included in secured claim above if any \$ 7 CREDITS The amount of all payments on this claim has been cre \$ SUPPORTING DOCUMENTS Attach copies of supporting documents and accounts contracts court judgments mortgages security and accounts contracts court judgments mortgages security and accounts.	busi Con Up for p	ore filing of the bankruptcy petition iness whichever is earlier 11 U: intributions to an employee benefit to \$2 100° of deposits toward purposersonal family or household used in the present of the present of the purpose of the present of the purpose of deducted for the purpose of participant of purpose of the purpose o	or cessation of the Debtor's SC § 507(a)(3) plan i1 USC § 507(a)(4) chase Icase or rental of property or services i1 1 USC § 507(a)(6) d to a spouse former spouse or ental units 11 USC § 507(a)(8) of 11 USC § 507(a) i101 and every 3 years thereafter ter the date of adjustment making this proof of claim rchase orders invoices itemized statements of	
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Value of collateral \$ 13.000 Amount of arrearage and other charges at time case filed included in secured claim above if any \$ 7 CREDITS The amount of all payments on this claim has been cress SUPPORTING DOCUMENTS Attach copies of supporting documenting accounts contracts court judgments mortgages security agriff the documents are not available explain. If the documents are voluing DATE-STAMPED COPY To receive an acknowledgment of y additional copy of this proof of claim. SOURCE TO SOURCE TO SERVE A DOCUMENTS Attach copy of this proof of claim. SOURCE TO S	Dusing Conformation Conformatio	ore filing of the bankruptcy petition iness whichever is earlier 11 U intributions to an employee benefit to \$2 100° of deposits toward purpersonal family or household use many maintenance or support owered 11 U S C § 507(a)(7) test or penalties owed to government or support owered to government or support of the suppose of the purpose of such as promissory notes purpose to cases commenced on or at deducted for the purpose of such as promissory notes purpose of the summary of the purpose of the purpose of the purpose of the summary of the purpose of the purpose of the summary of the purpose of th	plan 11 USC § 507(a)(4) plan 11 USC § 507(a)(4) chase Icase or rental of property or services 11 USC § 507(a)(6) d to a spouse former spouse or ental units 11 USC § 507(a)(8) of 11 USC § 507(a) for 11 USC § 507(a	
Value of collateral \$ 13.000 Amount of arrearage and other charges at time case filed included in secured claim above if any \$ 7 CREDITS The amount of all payments on this claim has been cre 8 SUPPORTING DOCUMENTS Attach copies of supporting documening accounts contracts court judgments mortgages security agrif the documents are not available explain. If the documents are volu. 9 DATE-STAMPED COPY To receive an acknowledgment of y additional copy of this proof of claim. 3 0 3 0 0 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Dusing Conformation Conformatio	ore filing of the bankruptcy petition iness whichever is earlier 11 U intributions to an employee benefit to \$2 100° of deposits toward purpersonal family or household use many maintenance or support owered 11 U S C § 507(a)(7) test or penalties owed to government or support owered to government or support of the suppose of the purpose of such as promissory notes purpose to cases commenced on or at deducted for the purpose of such as promissory notes purpose of the summary of the purpose of the purpose of the purpose of the summary of the purpose of the purpose of the summary of the purpose of th	plan 11 USC § 507(a)(4) plan 11 USC § 507(a)(4) chase Icase or rental of property or services 11 USC § 507(a)(6) d to a spouse former spouse or ental units 11 USC § 507(a)(8) of 11 USC § 507(a) for 11 USC § 507(a	

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

Accot & Farmings Summary

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

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			
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

XXXXXXX2622



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

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

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	Ner 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

Taxpayer ID > XX-XX-2622



Money Market Deposit Account

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

SUMMARY

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

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 11	1 900 11	219 95 -
7/15/2003	Money Sweep Activity	RECEIVED FROM BANK		11	,219 95

Brokerage Account continued on next page

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

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Account Activity

Date 7/01/2003	Transaction Money Sweep Activity	Description PAID TO BANK	Quantity	Price	Amount 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 V	100 000 1	11 900 1	1 219 95 ~
7/15/2003	Money Sweep Activity	RECEIVED FROM BANK		1	1 219 95

Brokerage Account continued on next page

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LLOYD R WORSTER
Taxpayer ID XXX-XX-2622

Probavago Agount					
Brokerage Account continued					
Preferred Stock			Market	Projected	Projected
Description	Quantity	Price	value 7/31/2003	annual income	yıəld
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					
	5	_	Market	Projected	Projected
Description	Quantity	Price	value 7/31/2003	annual income	yıeld
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	20 000 000	103 37500	20 675 00	1 350 00	6 5200%
NOTES CPN 6750% DUE 12/15/04 DTD 12/15/97 FC 06/15/93		, 55 57 555	20 0/0 00	. 300 00	0 0200 /8
CONSECO INC	10 000 000	34 50000	3 450 00	Not available	Not available
NOTES CALL @MAKE WHOLE +25BP CPN 9 000% DUE 10/15/06 DTD 10/21/99 FC 04/15/00					
DELTA AIR LINES	10,000 000	76 00000	7,600 00	790 00	10 3900%
NOTES CPN 7 900% DUE 12/15/09 DTD 12/14/99 FC 06/15/00					
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					

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%
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		
Comparate Bands					
Corporate Bonds	Quantity	Dava a	Market	Projected	Projected
Description BAUSCH & LOMB INC	Quantity	Price	value 7/31/2003	annual income	yield
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 7900% 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 @ M FY CPN 0 000% DUE 03/23/04 DTD 03/23/99	30 000 000	99 30000	2º 7 º0 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					

LLOYD R WORSTER Taxpayer ID XXX-XX-2622



Brokerage Account continued					
Corporate Bonds			Market	Projected	Projected
Description	Quantity	Price	value 7/31/2003	annual income	yıeld
Total			\$ 196,338 60		



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

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LLOYD R WORSTER Taxpayer ID KXX-XX-2622



Brokerage Account continued					
Corporate Bonds			Market	Projected	Projected
Description	Quantity	Price	value 7/31/2003	annual income	yıeld
Total			\$ 196 338 60		