

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**PROOF OF CLAIM**



s163901

Scheduled Claim Ref # 20-F2-18647

**YOUR CLAIM IS SCHEDULED AS**

\$1 904 60 UNSECURED

In re  
**Head Distributing Company**

Case Number  
**03-10963**

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.

**Name of Creditor and Address**  
  
0354429432717  
  
SOUTHERN HANDLING INC  
5044 NIFDA DRIVE  
SMYRNA GA 30080

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 Telephone Number **(404) 355-3500**

CREDITOR TAX ID #  
**58-1897867**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

**1 BASIS FOR CLAIM**  
 Goods sold  
 Services performed  
 Money loaned  
 Personal injury/wrongful death  
 Taxes  
 Other (describe briefly)  
 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)

**2 DATE DEBT WAS INCURRED** Jan 03 to March 03 **3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ 3,668.15 (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 \_\_\_\_\_  
 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\* 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 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

**THIS SPACE FOR COURT USE ONLY**  
**FILED**  
**AUG 11 2003**  
**BMC**  
 Fleming Companies Claim  
 03369

DATE SIGNED: 8-5-03  
 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).

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**

**Southern Handling, Inc.**  
**5044 Nifda Drive**  
**Smyrna, GA 30080**

**Invoice**  
 Invoice Number  
 104235

Invoice Date  
 Jan 24, 2003

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Voice (404) 355-3500  
 Fax (404) 351-8900

**Sold To** Head Distribution  
 ATTN ACCOUNTS PAYABLE  
 P O Box 1666  
 Smyrna, GA 30080  
 Pete Creel  
 PH 404-792-2000  
 FX 404-794-6447

**Ship to**  
 HEAD DISTRIBUTION  
 4820 N CHURCH LANE  
 SMYRNA, GA 30080

<b>Customer ID</b>	<b>Customer PO</b>	<b>Payment Terms</b>	
HEAD DISTRIBUTION	VERBAL	<b>Labor Net Due Upon Completion</b>	
<b>Sales Rep ID</b>	<b>Shipping Method</b>	<b>Ship Date</b>	<b>Due Date</b>
Allyn Ritchey	SOUTHERN HANDLING	1/24/03	1/24/03

Quantity	Description	Unit Price	Extension
1	LABOR TO FIX DAMAGE EQUIPMENT	800 00	800 00

**TERMS: LABOR PLEASE PAY  
 UPON COMPLETION**

Check No

Subtotal	800 00
Sales Tax	
Freight	
<b>Total Invoice Amount</b>	800 00
Payment Received	
<b>TOTAL</b>	800 00

Thank you for your business

**Southern Handling, Inc.**  
**5044 Nifda Drive**  
**Smyrna, GA 30080**

**Invoice**  
 Invoice Number  
 104387

Invoice Date  
 Mar 18, 2003

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Voice (404) 355-3500  
 Fax (404) 351-8900

**Sold To** Head Distribution  
 ATTN ACCOUNTS PAYABLE  
 P O Box 1666  
 Smyrna, GA 30080

**Ship to** HEAD DISTRIBUTION  
 4820 N CHURCH LANE  
 SMYRNA, GA 30080

Pete Creel  
 404-792-2000  
 404-794-6447

<b>Customer ID</b>	<b>Customer PO</b>	<b>Payment Terms</b>	
HEAD DISTRIBUTION	<b>VERBAL</b>	<b>Used Equipment / Net Due</b>	
<b>Sales Rep ID</b>	<b>Shipping Method</b>	<b>Ship Date</b>	<b>Due Date</b>
Allyn Ritchey	WILL ADVISE	3/18/03	3/18/03

Quantity	Description	Unit Price	Extension
5	UNITS OF SHELVING 18 X 36 X 96 7 SHELVES	40 00	200 00

**USED EQUIPMENT PLEASE PAY  
 UPON RECEIPT OF MATERIALS**

Check No

Subtotal	200 00
Sales Tax	10 00
Freight	
<b>Total Invoice Amount</b>	210 00
Payment Received	
<b>TOTAL</b>	210 00

Thank you for your business

**Southern Handling, Inc.**  
**5044 Nifda Drive**  
**Smyrna, GA 30080**

**Invoice**  
 Invoice Number  
 104388

Invoice Date  
 Mar 18, 2003

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Voice (404) 355-3500  
 Fax (404) 351-8900

**Sold To** HEAD Distribution  
 ATTN ACCOUNTS PAYABLE  
 P O Box 1666  
 Smyrna, GA 30080

**Ship to** HEAD DISTRIBUTION  
 4820 N CHURCH LANE  
 SMYRNA, GA 30080

Pete Creel  
 404-792-2000  
 404-794-6447

<b>Customer ID</b>	<b>Customer PO</b>	<b>Payment Terms</b>	
HEAD DISTRIBUTION	<b>VERBAL</b>	<b>Used Equipment / Net Due</b>	
<b>Sales Rep ID</b>	<b>Shipping Method</b>	<b>Ship Date</b>	<b>Due Date</b>
Allyn Ritchey	WILL ADVISE	3/18/03	3/18/03

Quantity	Description	Unit Price	Extension
19	UPRIGHTS 24" X 96"	25 00	475 00
108	BEAMS 96"	9 00	972 00
54	SHEETS OF WOOD DECKS AND SUPPORTS	6 00	324 00
1	INSTALLATION	450 00	450 00

**USED EQUIPMENT PLEASE PAY  
 UPON RECEIPT OF MATERIALS**

Check No

Subtotal	2,221 00
Sales Tax	88 55
Freight	
<b>Total Invoice Amount</b>	<b>2,309 55</b>
Payment Received	
<b>TOTAL</b>	<b>2,309 55</b>

Thank you for your business

**Southern Handling, Inc.**  
**5044 Nifda Drive**  
**Smyrna, GA 30080**

**Invoice**

Invoice Number  
104395

Invoice Date  
Mar 19, 2003

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Voice (404) 355-3500

Fax (404) 351-8900

Sold To Head Distribution  
 ATTN ACCOUNTS PAYABLE  
 P O Box 1666  
 Smyrna, GA 30080

Ship to HEAD DISTRIBUTION  
 4820 N CHURCH LANE  
 SMYRNA, GA 30080

Pete Creel  
 404-792-2000  
 404-794-6447

<b>Customer ID</b>	<b>Customer PO</b>	<b>Payment Terms</b>	
HEAD DISTRIBUTION	<b>VERBAL</b>	<b>Used Equipment / Net Due</b>	
<b>Sales Rep ID</b>	<b>Shipping Method</b>	<b>Ship Date</b>	<b>Due Date</b>
Allyn Ritchey	SOUTHERN HANDLING	3/19/03	3/19/03

Quantity	Description	Unit Price	Extension
4	UPRIGHTS 24" X 96"	25 00	100 00
8	BEAMS 96"	9 00	72 00
2	WORK BENCHES 6' L	80 00	160 00

**USED EQUIPMENT PLEASE PAY  
 UPON RECEIPT OF MATERIALS**

Check No

Subtotal	332 00
Sales Tax	16 60
Freight	
<b>Total Invoice Amount</b>	<b>348 60</b>
Payment Received	
<b>TOTAL</b>	<b>348 60</b>

Thank you for your business

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re ) Chapter 11  
)  
Fleming Companies, Inc , et al ,<sup>1</sup> ) Case No 03-10945 (MFW)  
) Debtors ) (Jointly Administered)

**NOTICE OF DEADLINE FOR THE  
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

**TO ALL CREDITORS OF THE DEBTORS**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in-possession (the "Debtors,") filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including without limitation, individuals, partnerships, corporations, estates, trusts, governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party), and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a "Creditor" and collectively "Creditors"), holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the "Claims") or interest in any of the Debtors (collectively, the "Interests") arising on or before April 1, 2003 (the "Petition Date"), are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the "Proof of Claim") on account of any Claims such Creditors hold or wish to assert against the Debtors, so that the Proof of Claim is actually received on or before 4 00 p m Pacific Daylight Time on September 15, 2003 (the "General Bar Date"), or in the case of governmental units by October 1, 2003, the "Governmental Unit Bar Date," by the Debtors' Official Notice and Claims Agent at the following address:

Bankruptcy Management Corporation ( BMC )  
1330 East Franklin Avenue, El Segundo CA 90245 (for overnight mail or hand delivery)  
P O Box 900, El Segundo, CA 90245-0900 (for regular mail)  
Telephone 1-888-909-0100

Notwithstanding the foregoing, AT THIS TIME, Proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively, the "Excluded Claims")

- (a) Claims listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the creditor holding such claim as to nature, amount, or classification,
- (b) Claims on account of which a Proof of Claim has already been properly filed with the Court,
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court, including, without limitation, any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order,<sup>2</sup>
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases,
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors,
- (f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively, the "Notes") or any indenture in respect of each issue of the Notes (the "Indentures" and each such Indenture collectively with the Notes issued thereunder, the "Debt Instruments"), provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc, Fleming Companies, Inc, ABCO Food Group, Inc, ABCO Markets, Inc, ABCO Realty Corp, ASI Office Automation, Inc, C/M Products, Inc, Core-Mark Interrelated Companies, Inc, Core-Mark Mid-Continent, Inc, Dunigan Fuels, Inc, Favar Concepts, Ltd, Fleming Foods Management Co, L L C, Fleming Foods of Texas, L P, Fleming International, Ltd, Fleming Supermarkets of Florida, Inc, Fleming Transportation Service, Inc, Food 4 Less Beverage Company, Inc, Fuelserv, Inc, General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc, Minter-Weisman Co, Piggly Wiggly Company, Progressive Realty, Inc, Rainbow Food Group, Inc, Retail Investments, Inc, Retail Supermarkets, Inc, RFS Marketing Services, Inc, and Richmar Foods, Inc.

<sup>2</sup> The term "Final DIP Order" refers to the Final Order Authorizing (I) Post Petition Financing Pursuant to 11 U.S.C. § 364 and Bankruptcy Rule 4001(c), (II) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Bankruptcy Rules 4001(b) and (d), (III) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363, and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U.S.C. §§ 105 and 364(c)(3) and Rule 4001(c).