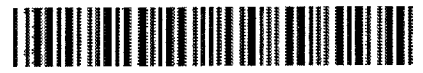


**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



163904

Scheduled Claim Ref # 20 F2-18650

YOUR CLAIM IS SCHEDULED AS

\$13 983 93 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

0354429433048

SSL AMERICAS INC
P O BOX 60378
CHARLOTTE NC 28260

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 ()

CREDITOR TAX ID #
13-1991107

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
01072170

Check here replaces or amends a previously filed claim dated _____ if this claim _____

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 2/25/03-3/24/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 13,356.00 (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 IS FOR COURT USE ONLY

AUG 19 2003

BMC

Fleming Companies Claim



05286

DATE SIGNED
8/13/03

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)

[Signature]

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

Head Distributing Company Case # 03-10963

Bill to	Invoice #	Cust PO #	Date	Amount
Head Distributing	I426852	203425	02/25/03	792 00
Head Distributing	I428167	203902	03/05/03	2,196 00
Head Distributing	I428288	203962	03/06/03	3,168 00
Head Distributing	I429210	204575	03/17/03	2,880 00
Head Distributing	I429929	205042	03/24/03	4,320 00
				13,356 00



SSL Americas, Inc
 (Formerly London International Group, Inc)
 3585 ENGINEERING DR , SUITE 200
 NORCROSS, GA 30092
 PHONE (770) 582-2222
 FAX (770) 582-2233

INVOICE

DIVISION
 Durex Consumer Products

PAGE 1
 INVOICE NO I426852
 INVOICE DATE 2/25/03
 ACCOUNT NO 01072170 001

MAIL REMITTANCE TO
 SSL AMERICAS, INC.
 P O BOX 60378
 CHARLOTTE NC 28260

BILL TO

HEAD DISTRIBUTING COMPANY
 PO BOX 1666
 SMYRNA, GA 30080

SHIP TO

HEAD DISTRIBUTING COMPANY
 4820 NORTH CHURCH LANE
 SMYRNA, GA 30080

CC 1 42 CC 2 E1

CUST PO	REP	SHIPPED VIA	FOB	SALES ORDER #	TERMS
203425	D3039	UPS GROUND	PREPAID	1091820	2% 30 NET 31

LINE #	QUANTITY ORDERED	UM	PRODUCT CODE	ITEM & DESCRIPTION	PRICING SOURCE	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
1	22 000	DL	05585 5585	05585 DUREX 3/4 GR DISPLAY	RCP	22 000	36 00	792 00
PRICING SOURCE RCP CONVENIENCE ACCT PRICE LIST								

ANY DISCOUNT DEDUCTED ON CHECKS MAILED AFTER DISCOUNT PERIOD WILL BE DISALLOWED CLAIMS FOR DAMAGE OR PILPERAGE MUST BE FILED WITH THE CARRIER BY THE CONSIGNEE CHECK CAREFULLY BEFORE SIGNING FOR SHIPMENT NO DEDUCTION ALLOWABLE UNTIL COVERED BY OUR CREDIT MEMO QUANTITIES ORDERED INCREASE TO MINIMUM SHIPPING CARTONS WHENEVER NECESSARY THIS TRANSACTION IS SUBJECT TO TERMS AND CONDITIONS ON REVERSE SIDE	SALES AMOUNT FREIGHT & HANDLING SALES TAX TOTAL	792 00 00 00 792 00
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DUPLICATE 1



SSL Americas, Inc
 (Formerly London International Group, Inc)
 3585 ENGINEERING DR , SUITE 200
 NORCROSS, GA 30092
 PHONE (770) 582-2222
 FAX (770) 582-2233

INVOICE

DIVISION
 Durex Consumer Products

PAGE 1
 INVOICE NO I428167
 INVOICE DATE 3/05/03
 ACCOUNT NO 01072170 001

MAIL REMITTANCE TO
 SSL AMERICAS, INC
 P O BOX 60378
 CHARLOTTE NC 28260

BILL TO

HEAD DISTRIBUTING COMPANY
 PO BOX 1666
 SMYRNA, GA 30080

SHIP TO

HEAD DISTRIBUTING COMPANY
 4820 NORTH CHURCH LANE
 SMYRNA, GA 30080

CC 1 42 CC 2 E1

CUST PO	REP	SHIPPED VIA	FOB	SALES ORDER #	TERMS
203902	D3039	AMERICAN FREIGH	PREPAID	1092628	2% 30 NET 31

LINE #	QUANTITY ORDERED	UM	PRODUCT CODE	ITEM & DESCRIPTION	PRICING SOURCE	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
1	61 000	DL	05585 5585	05585 DUREX 3/4 GR DISPLAY	RCP	61 000	36 00	2196 00
PRICING SOURCE RCP CONVENIENCE ACCT PRICE LIST								

ANY DISCOUNT DEDUCTED ON CHECKS MAILED AFTER DISCOUNT PERIOD WILL BE DISALLOWED
 CLAIMS FOR DAMAGE OR PILFERAGE MUST BE FILED WITH THE CARRIER BY THE CONSIGNEE CHECK CAREFULLY BEFORE SIGNING FOR SHIPMENT

NO DEDUCTION ALLOWABLE UNTIL COVERED BY OUR CREDIT MEMO QUANTITIES ORDERED INCREASE TO
 MINIMUM SHIPPING CARTONS WHENEVER NECESSARY THIS TRANSACTION IS SUBJECT TO TERMS AND
 CONDITIONS ON REVERSE SIDE

SALES AMOUNT	2196 00
FREIGHT & HANDLING	00
SALES TAX	00
TOTAL	2196 00

DUPLICATE 1



SSL Americas, Inc
 (Formerly London International Group, Inc)
 3585 ENGINEERING DR , SUITE 200
 NORCROSS, GA 30092
 PHONE (770) 582-2222
 FAX (770) 582-2233

INVOICE

DIVISION
 Durex Consumer Products

PAGE 1
 INVOICE NO I428288
 INVOICE DATE 3/06/03
 ACCOUNT NO 01072170 001

MAIL REMITTANCE TO
 SSL AMERICAS, INC.
 P O BOX 60378
 CHARLOTTE NC 28260

BILL TO

HEAD DISTRIBUTING COMPANY
 PO BOX 1666
 SMYRNA, GA 30080

SHIP TO

HEAD DISTRIBUTING COMPANY
 4820 NORTH CHURCH LANE
 SMYRNA, GA 30080

CC 1 42 CC 2 E1

CUST PO	REP	SHIPPED VIA	FOB	SALES ORDER #	TERMS
203962	D3039	AMERICAN FREIGH	PREPAID	1092808	2% 30 NET 31

LINE #	QUANTITY ORDERED	UM	PRODUCT CODE	ITEM & DESCRIPTION	PRICING SOURCE	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
1	36 000	DZ	07456	90 DUREX COLORS & SCENTS 03 LUB 302340090001	RCP	36 000	12 00	432 00
2	48 000	DZ	07476	127 DUREX EXTRA SENS 03 SLC 302340127004	RCP	48 000	12 00	576 00
3	36 000	DZ	07471	129 DUREX EXTRA SENS 3 LUB 302340129008	RCP	36 000	12 00	432 00
4	48 000	DZ	07647	245 DUREX HIGH SENS 3 LUBE 302340245005	RCP	48 000	12 00	576 00
5	72 000	DZ	07660	54 DUREX NATURAL FEELING 03 WBL 302340054003	RCP	72 000	12 00	864 00
6	24 000	DZ	09658	09658 Intense Sensation Lube 3 302340096584	RCP	24 000	12 00	288 00
PRICING SOURCE RCP CONVENIENCE ACCT PRICE LIST								

ANY DISCOUNT DEDUCTED ON CHECKS MAILED AFTER DISCOUNT PERIOD WILL BE DISALLOWED
 CLAIMS FOR DAMAGE OR PILFERAGE MUST BE FILED WITH THE CARRIER BY THE CONSIGNEE CHECK CAREFULLY BEFORE SIGNING FOR SHIPMENT

NO DEDUCTION ALLOWABLE UNTIL COVERED BY OUR CREDIT MEMO QUANTITIES ORDERED INCREASE TO
 MINIMUM SHIPPING CARTONS WHENEVER NECESSARY THIS TRANSACTION IS SUBJECT TO TERMS AND
 CONDITIONS ON REVERSE SIDE

SALES AMOUNT	3168 00
FREIGHT & HANDLING	00
SALES TAX	00
TOTAL	3168 00

DUPLICATE 1



SSL Americas, Inc
 (Formerly London International Group, Inc)
 3585 ENGINEERING DR , SUITE 200
 NORCROSS, GA 30092
 PHONE (770) 582-2222
 FAX (770) 582-2233

INVOICE

DIVISION
 Durex Consumer Products

PAGE 1
 INVOICE NO I429210
 INVOICE DATE 3/17/03
 ACCOUNT NO 01072170 001

MAIL REMITTANCE TO
 SSL AMERICAS, INC.
 P O BOX 60378
 CHARLOTTE NC 28260

BILL TO

HEAD DISTRIBUTING COMPANY
 PO BOX 1666
 SMYRNA, GA 30080

SHIP TO

HEAD DISTRIBUTING COMPANY
 4820 NORTH CHURCH LANE
 SMYRNA, GA 30080

CC 1 42 CC 2 E1

CUST PO	REP	SHIPPED VIA	FOB	SALES ORDER #	TERMS
204575	D3039	SAIA	PREPAID	1093688	2% 30 NET 31

LINE #	QUANTITY ORDERED	UM	PRODUCT CODE	ITEM & DESCRIPTION	PRICING SOURCE	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
1	36 000	DZ	07456	90 DUREX COLORS & SCENTS 03 LUB 302340090001	RCP	36 000	12 00	432 00
2	36 000	DZ	07476	90 DUREX EXTRA SENS 03 SLC 302340127004	RCP	36 000	12 00	432 00
3	36 000	DZ	07471	127 DUREX EXTRA SENS 3 LUB 302340129008	RCP	36 000	12 00	432 00
4	48 000	DZ	07647	129 DUREX HIGH SENS 3 LUBE 302340245005	RCP	48 000	12 00	576 00
5	48 000	DZ	07660	245 DUREX NATURAL FEELING 03 WBL 302340054003	RCP	48 000	12 00	576 00
6	36 000	DZ	09658	54 Intense Sensation Lube 3 302340096584	RCP	36 000	12 00	432 00
PRICING SOURCE RCP CONVENIENCE ACCT PRICE LIST								

ANY DISCOUNT DEDUCTED ON CHECKS MAILED AFTER DISCOUNT PERIOD WILL BE DISALLOWED
 CLAIMS FOR DAMAGE OR PILFERAGE MUST BE FILED WITH THE CARRIER BY THE CONSIGNEE CHECK CAREFULLY BEFORE SIGNING FOR SHIPMENT

NO DEDUCTION ALLOWABLE UNTIL COVERED BY OUR CREDIT MEMO QUANTITIES ORDERED INCREASE TO
 MINIMUM SHIPPING CARTONS WHENEVER NECESSARY THIS TRANSACTION IS SUBJECT TO TERMS AND
 CONDITIONS ON REVERSE SIDE

SALES AMOUNT	2880 00
FREIGHT & HANDLING	00
SALES TAX	00
TOTAL	2880 00

DUPLICATE 1



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 3585 ENGINEERING DR , SUITE 200
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 FAX (770) 582-2233

INVOICE

DIVISION
 Durex Consumer Products

PAGE 1
 INVOICE NO I429929
 INVOICE DATE 3/24/03
 ACCOUNT NO 01072170 001

MAIL REMITTANCE TO
 SSL AMERICAS, INC.
 P O BOX 60378
 CHARLOTTE NC 28260

BILL TO

HEAD DISTRIBUTING COMPANY
 PO BOX 1666
 SMYRNA, GA 30080

SHIP TO

HEAD DISTRIBUTING COMPANY
 4820 NORTH CHURCH LANE
 SMYRNA, GA 30080

CC 1 42 CC 2 E1

CUST PO	REP	SHIPPED VIA	FOB	SALES ORDER #	TERMS
205042	D3039	AMERICAN FREIGH	PREPAID	1094230	2% 30 NET 31

LINE #	QUANTITY ORDERED	UM	PRODUCT CODE	ITEM & DESCRIPTION	PRICING SOURCE	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
1	120 000	DL	05585 5585	05585 DUREX 3/4 GR DISPLAY	RCP	120 000	36 00	4320 00
PRICING SOURCE RCP CONVENIENCE ACCT PRICE LIST								

ANY DISCOUNT DEDUCTED ON CHECKS MAILED AFTER DISCOUNT PERIOD WILL BE DISALLOWED CLAIMS FOR DAMAGE OR PILFERAGE MUST BE FILED WITH THE CARRIER BY THE CONSIGNEE CHECK CAREFULLY BEFORE SIGNING FOR SHIPMENT NO DEDUCTION ALLOWABLE UNTIL COVERED BY OUR CREDIT MEMO QUANTITIES ORDERED INCREASE TO MINIMUM SHIPPING CARTONS WHENEVER NECESSARY THIS TRANSACTION IS SUBJECT TO TERMS AND CONDITIONS ON REVERSE SIDE	<table border="0" style="width: 100%;"> <tr> <td>SALES AMOUNT</td> <td>4320 00</td> </tr> <tr> <td>FREIGHT & HANDLING</td> <td>00</td> </tr> <tr> <td>SALES TAX</td> <td>00</td> </tr> <tr> <td>TOTAL</td> <td>4320 00</td> </tr> </table>	SALES AMOUNT	4320 00	FREIGHT & HANDLING	00	SALES TAX	00	TOTAL	4320 00
SALES AMOUNT	4320 00								
FREIGHT & HANDLING	00								
SALES TAX	00								
TOTAL	4320 00								

DUPLICATE 1