FORM B10 (Official Form 10) (4/01)

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor
Head Distributing Company

Case Number
03-10963 (MFW)

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" of payment of an administrative expense may be filed pursuant to 11 U.S C §503

Name of Creditor (The person or entity to whom the debtor owes money or property) Marriott International, Inc , on behalf of Residence Inn Salt Lake City-Cottonwood

Name and Addresses Where Notices Should be Sent
c/o Jodie E Buchman Esquire
Piper Rudnick LLP
6225 Smith Avenue
Baltimore Maryland 21209-3600
Telephone No (410) 580-3000

☐ 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 the address differs from the address on the envelope sent to you by the court

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

1 BASIS FOR CLAIM

☐ Goods sold
☒ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other_____

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensations (Fill out below)
Your social security number _____
Unpaid Compensations for services performed
from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED
See attached

3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED $ 67,123 66
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 if any $_____

6 UNSECURED PRIORITY CLAIM
☐ Check this box if you have an unsecured priority claim
Amount entitled to priority $_____
Specify the priority of the claim

☐ Wages salaries or commissions (up to $4 650) earned not more than 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 — U S C § 507(a)(4)
☐ Up to $2 100 of deposit 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 of 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 4/1/04 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 the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY
FILED
SEP 02 2003
BMC

Date
9/1/3

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)

Jodie E Buchman Attorney for Marriott International Inc on behalf of Residence Inn Salt Lake City-Cottonwood

Fleming Companies Claim
05858

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U

CLASSIFICATION OF CLAIM

Marriott International, Inc , on behalf of Residence Inn Salt Lake City-Cottonwood ("Marriott") provided prepetition hotel accommodations, services and prepaid expenses to Head Distributing Company (the "Debtor") As of the date of the Petition, the Debtor was indebted to Marriott for outstanding invoices in the total amount of $67,123 66

Marriott reserves the right to amend and supplement this Proof of Claim and/or to file additional proofs of claim for additional claims Marriott further reserves all rights accruing to it and the filing of this Proof of Claim is not intended to be, and shall not be construed as, (a) an election of remedy, (b) a waiver of limitation of any rights of Marriott, (c) a consent to the termination of the Debtor's liability to Marriott by any particular court, including, without limitation, the Bankruptcy Court and (d) a consent to the jurisdiction or venue of any particular court, including, but not limited to, the Bankruptcy Court

Marriott asserts the following additional claims, to the extent that any such claims exist, as to all of which Marriott expressly reserves all rights, notwithstanding anything contained in this Proof of Claim (a) rights to estimate contingent claims, and (b) claims which may be presently in amounts not fully ascertainable but to be later provided if such claims are estimated and/or liquidated

Piper Rudnick

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Baltimore, Maryland 21209-3600
main 410 580 3000 *fax* 410 580 3001

MELISSA L WHITE
melissa white@piperrudnick com
direct 410 580 4405 *fax* 410 580 3505

September 2, 2003

VIA HAND DELIVERY

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

Re In re Fleming Companies, Inc et al
(See attached Exhibit A for list of related Debtors)
Proofs of Claims for
(1) Marriott International, Inc , on behalf of Marriott Salt Lake City-Cottonwood,
(2) Marriott International, Inc on behalf of Minneapolis Marriott Southwest,
(3) Marriott International, Inc , on behalf of Atlanta Marriott-Southwest

Dear Claims Agent

Enclosed please find 87 original proofs of claims for filing in the above-referenced matters as follows

- 29 original proofs of claim to be filed in each of the cases referred to in the attached Exhibit A on behalf of Marriott International, Inc , on behalf of Marriott Salt Lake City-Cottonwood
- 29 original proofs of claim to be filed in each of the cases referred to in the attached Exhibit A on behalf of Marriott International, Inc on behalf of Minneapolis Marriott Southwest
- 29 original proofs of claim to be filed in each of the cases referred to in the attached Exhibit A on behalf of Marriott International, Inc , on behalf of Atlanta Marriott-Southwest

Also provided are 87 duplicate copies of the proofs of claim Please date stamp each copy and return them to our messenger

Should you have any questions please feel free to contact me at 410-580-4405 or Jennifer Chiarelli at 310-595-3033

Sincerely,

Melissa L White
Paralegal to Jodie E Buchman, Esq

Enclosures
cc Jodie E Buchman, Esq