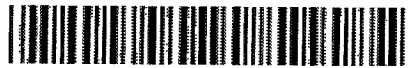


**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



614505

Bar Date Ref # 2-NVM-80378

In re **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 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
- 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

Name of Creditor and Address

0354653614505
 Elm Hill Meats
 PO Box PO Box 429
 Lenoir City TN 37771

Our company name was changed to FANZLY BRANDS INTL. LLC

Creditor Telephone Number **(865-986-8005)**

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

CREDITOR TAX I D #
94-3422004

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
HDG 200

Check here replaces or amends 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 (Fill out below)

Money loaned Other (describe briefly)

Your social security number _____
 Unpaid compensation for services performed from _____ to _____
 (date) (date)

2 DATE DEBT WAS INCURRED **3/17/03**

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **7303.36** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **7,303.36** (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 28 2003

BMC

Fleming Companies Claim



06857

DATE SIGNED
8-26-03

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] **JOHN EDD WAMPNER PRESIDENT**

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

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

In re)	Chapter 11
)	
Fleming Companies, Inc , et al , ¹)	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,²
- (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

¹ 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.

² 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).



FAMILY BRANDS INTL., LLC.

PO BOX 429
1001 ELM HILL RD LENOIR CITY, TN 37771-0429
PHONE (865) 986-8005

INVOICE DATE	INVOICE NO
3/17/03	65758

Page: 1

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HDG200
HEAD DISTRIBUTING CO
4820 N CHURCH LANE
PO BOX 1666
SMYRNA, GA 30080-0000

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P
T
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HDG200
HEAD DISTRIBUTING CO
4820 N CHURCH LANE
PO BOX 1666
SMYRNA, GA 30080-0000
404-792-2000

CUSTOMER PO #	SHIP VIA	TRK #	DEL DATE	TERMS	SALESPERSON	INV LOCATION
204416	MON-ATI	MA	3/17/03	NET 7 DAYS		

NO CLAIMS FOR SHORTAGE OR DAMAGE UNLESS REPORTED UPON RECEIPT OF GOODS

I HEREBY CERTIFY THAT THE FOLLOWING DESCRIBED PRODUCT WHICH IS OFFERED FOR SHIPMENT IN COMMERCE HAS BEEN U S INSPECTED AND PASSED BY THE U S DEPARTMENT OF AGRICULTURE IS SO MARKED AND AT THIS DATE IS NOT ADULTERATED OR MISBRANDED

CODE	ORDERED	SHIPPED	U/M	DESCRIPTION	PRICE PER UNIT	WEIGHT	PRICE PER LB	EXTENSION
0102	39	39		BXEH FRNK BF 12/12OZ	1.1400	351.00	1.5200	533.52
0116	4	4		BXEH FRNK BF 12/12OZ	1.2900	36.00	1.7200	61.92
0222	23	23		BXEH FRNK BF 4CT 6IN	14.4000	230.00	1.4400	331.20
0284	44	44		BXEH FRNK BF 4CT 6.75IN	16.9000	440.00	1.6900	743.60
0406	16	16		BXEH HAM CHOPPED 8/6OZ	1.0200	48.00	2.7200	130.56
0700	12	12		BXEH BOLO BF 8/6OZ	0.8925	36.00	2.3800	85.68
0810	53	53		BXEH HAM 95%LEAN 4X6 12/6OZ	0.9900	238.50	2.6400	629.64
0109	31	31		BXEH FRNK BF 8CT 6IN	12.9000	310.00	1.2900	399.90
0233	137	137		BXEH FRNK BF 5CT 6TH	12.9000	1370.00	1.2900	1767.30
1071	5	5		BXEH FOLISH 4CT 6.75IN	16.9000	50.00	1.6900	84.50
1090	14	14		RXWFS SGE MJLD 12/1#	1.4300	168.00	1.4300	240.24
1075	31	31		BXEH FOLISH BF 5CT 6IN	14.9000	310.00	1.4900	461.90
2141	6	6		BXCDC HAM CO 10Z 8#	31.6000	48.00	3.9500	189.60
2940	6	6		BXFM RED HOTS 12/1#	1.3900	72.00	1.3900	100.08
4102	55	55		BXEH BACON 12/12OZ	1.4325	495.00	1.9100	945.45
4623	39	39		BXEH POLO BF 12/12OZ PB	1.3200	351.00	1.7600	617.76
4810	2	2		BXEH BACN FRCKD ROUND 192CT	34.5000	6.00	11.5000	69.00
9999	12	12		FCPALLET 4WAY 40X48 TO EXCHA	0.0000	12.00	0.0000	0.00

RECEIVED
 MAR 17 2003
 BY _____

Returned Check #
246557

(517cs Rec'd)

TOTAL PCS
529

TOTAL WEIGHT
4559.62

SUB TOTAL	TAX	FREIGHT	ALLOWANCE	TOTAL DUE
7391.85	0.00	0.00	88.49	7303.36

The right of exemption is hereby waived as provided in the constitution and the Laws of the State of Tennessee or any other state of the United States and it is further agreed that the above signed shall pay the cost of collection including a reasonable attorney's fee

THANK YOU !!!
THANK YOU !!!


 x 
 SIGNATURE



4820 NORTH CHURCH LANE
 SMYRNA GEORGIA 30080
 (404) 792 2000
 FAX (404) 794-6447

SunTrust BANK
 Atlanta Georgia

64-124
 611

CONTROL NO 246557

CHECK NUMBER	DATE
246557	03/24/03

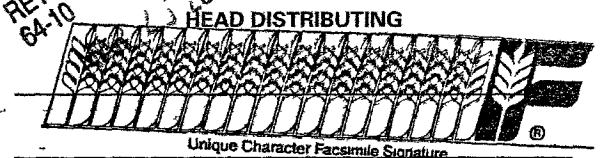
AMOUNT
***7303.2E

EXACTLY SEVEN THOUSAND THREE HUNDRED THREE AND 36/100 DOLLARS

VOID AFTER 60 DAYS

RETURNED NOT PAID
 64-10 NSF

ELM HILL MEATS, INC.



P.O. BOX 429
 LENOIR CITY TN 37771-0429

AY
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 OF

⑈ 246557 ⑈ ⑆061101249⑆ 8800543137⑈

⑈0000730336⑈

SUNTRUST

SUNTRUST BANK
P O BOX 620547
ORLANDO, FL 32862-0547

Returned Deposited Check Notification

PAGE 1 OF 1

IF YOU HAVE QUESTIONS ANYTIME DAY OR NIGHT CALL US AT
1-800-SUNTRUST (1-800-786-8787)

THE FOLLOWING CHECK(S) YOU RECENTLY DEPOSITED TO YOUR ACCOUNT WERE RETURNED TO SUNTRUST UNPAID THE AMOUNT OF
THE CHECK(S) HAS BEEN DEDUCTED FROM YOUR ACCOUNT IF YOUR CHECKS ARE NOT ENCLOSED, PLEASE CALL US

ACCOUNT NUMBER	DATE OF DEDUCTION	AMOUNT	SEQ NUM	AMOUNT	SEQ NUM
5470466183	03-31-2003	7,303 36	65264805		

Ret.

FAMILY BRANDS INTERNATIONAL LLC
PO BOX 429
LENOIR CITY TN 37771-0429

check

REGION 053	CENTER 1002420	NUMBER ITEMS-SUBTOTAL	1	AMOUNT-SUBTOTAL	\$	7,303 36
ITEMS ENCLOSED YES		NUMBER ITEMS-TOTAL	1	AMOUNT-TOTAL	\$	7,303 36
				SERVICE CHARGE-SUBTOTAL		ANALYSIS
				SERVICE CHARGE-TOTAL		ANALYSIS

*3/17/03
JMU 65458
Paid on
3/27/03*

246554

*Head Dist
HDF
HDG 200*