

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

PROOF OF CLAIM



s163590

Scheduled Claim Ref # 20-F2-18133

YOUR CLAIM IS SCHEDULED AS

\$31,076.89 UNSECURED

\$ 38,806.02

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.

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.

Name of Creditor and Address

0354429418914

NESTLE WATERS NORTH
AMERICA INC
FILE 56544
LOS ANGELES CA 900746544

Creditor Telephone Number (972) 962 3658

CREDITOR TAX ID #
94-3027237

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated 7/17/03

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

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 38,806.02 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 38,806.02 (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 on certain 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
SEP 08 2003
BMC

S: P U C 2003

Fleming Companies Claim



08592

DATE SIGNED

9/2/03

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)

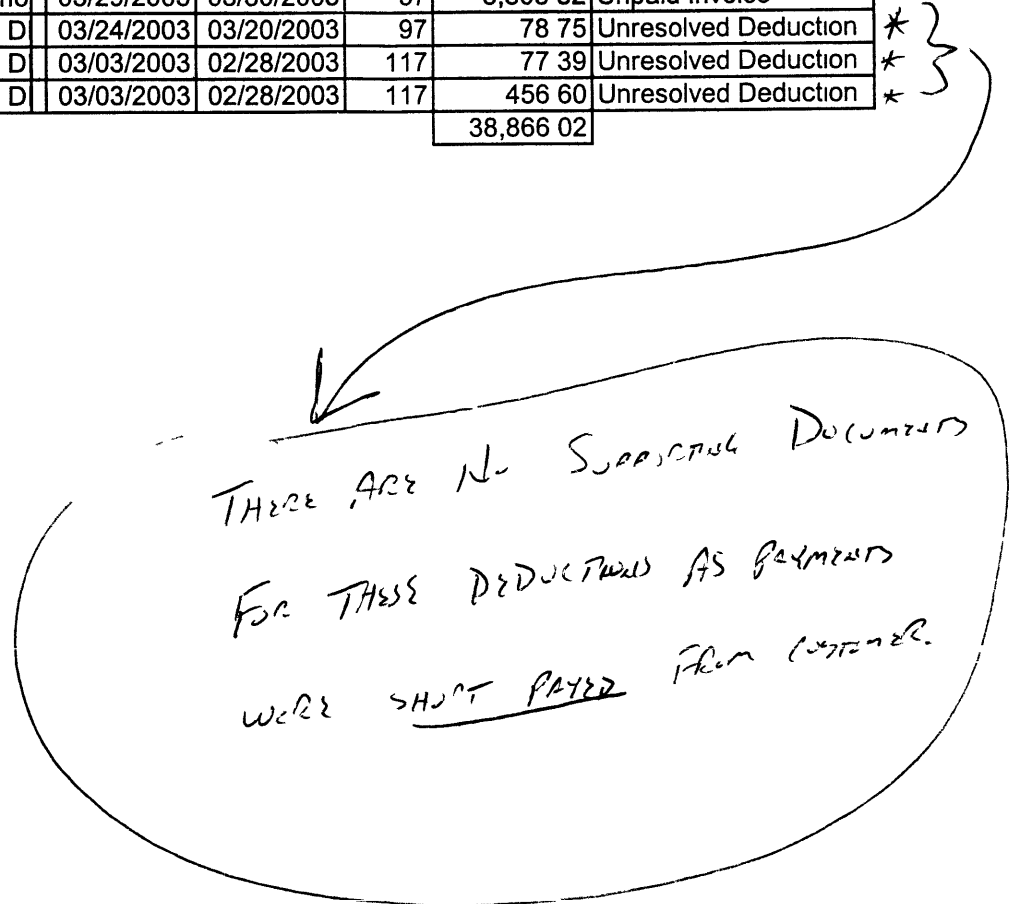
Jeffrey S. Cruz Credit Analyst

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 DIST. ADSL 3868

Assignment	Payer #	Branch	Doc no	Reference	Ref key 1	Type	PK	Text	Pstg date	Blne date	Arrers	G/L amount	Details
203443	3868	5294	91519459	0001019600		RV	01	5/13-lmo	03/05/2003	03/12/2003	75	9,577 18	Unpaid Invoice
1790012950	3868	3501	91520738	0001026691		RV	01	5/13-lmo	03/11/2003	03/13/2003	74	1,916 46	Unpaid Invoice
204159	3868	5294	91530327	0001029658		RV	01	5/13-lmo	03/17/2003	03/21/2003	66	7,770 98	Unpaid Invoice
204285	3868	5294	91532690	0001033691		RV	01	5/13-lmo	03/22/2003	03/23/2003	64	6,466 32	Unpaid Invoice
1790014600	3868	3501	91534335	0001035024		RV	01	5/13-lmo	03/21/2003	03/25/2003	62	3,713 52	Unpaid Invoice
204648	3868	5294	91544035	0001035131		RV	01	5/13-lmo	03/29/2003	03/30/2003	57	8,808 82	Unpaid Invoice
	3868	3501	1400146717	904082219	149-10179	DZ	06	OPEN D	03/24/2003	03/20/2003	97	78 75	Unresolved Deduction *
	3868	5294	1400145052	245520	HC1872	DZ	06	OPEN D	03/03/2003	02/28/2003	117	77 39	Unresolved Deduction *
	3868	5294	1400145052	245520	HC8996	DZ	06	OPEN D	03/03/2003	02/28/2003	117	456 60	Unresolved Deduction *
												38,866 02	


 THERE ARE NO SUPPORTING DOCUMENTS
 FOR THESE DEDUCTIONS AS PAYMENTS
 WERE SHORT PAID FROM CUSTOMER.

GREAT SPRING WATERS OF AMERICA, INC

Customer No. 3868
Division/Area 6000016/1000
Broker 7050352

Tel (800) 580-0299 Fax (888) 658-7587

Invoice No. 91519459
Include this number on all remittance and correspondence
Invoice Date 03/12/03

INVOICE REPRINT

Federal ID # 94-3027237

Nestle Waters North America Inc

PLEASE REMIT TO P O Box 277015
ATLANTA, GA 30384-7015

Page 1 of 1

Bill To
HEAD DISTRIBUTING CO
PO BOX 1666
SMYRNA GA 30080
Attn Accounts Payable

Ship To
HEAD DISTRIBUTING CO
4820 N CHURCH LN
SMYRNA GA 30080

Order Date 02/28/03	Ship to Arrive Date 03/06/03	Date Shipped 03/06/03	Terms Payable net 30 days	Customer Order No. 203443
Channel 09	Our Order No. 101960	B/L No. 1019600	Port or Warehouse ZEPHYRHILLS PLANT	Carrier RVTI
			Freight Terms PP/DEL	

NO OF CASES		Units per Case	PRODUCT DESCRIPTION	CASE PRICE	ALLOWANCE EXTENSION	NET AMOUNT
ORDERED	SHIPPED					
432	432	24	DEER PARK 5L PET 24-LS SPRING UPC 008265750563	6 24		2,695 68
384	384	12	DEER PARK 1L PET 12-LS SPRING SLIM UPC 008265750567	6 24		2,396 16
63	63	6	DEER PARK 1G BULK 6-LS SPRING UPC 008265750560	5 00		315 00
50	50	15	DEER PARK 32OZ PET 15-LS SPR WIDE MOUTH UPC 008265750403	8 75		437 50
576	576	24	DEER PARK 5L PET 4/6-PK SPRING UPC 008265750561	6 24		3,594 24
0	24		PALLET GMA MATERIAL 400003 Customization Surcharge	5 50		132 00
SUBTOTAL						9,570 58
Total Tax						6 60
0	1529	Total Cases	All agreements are contingent upon strikes accidents delays of carriers and other delays unavoidable or beyond our control. The goods covered hereby were produced by the seller in compliance with the Fair Labor Standards Act, as amended and Executive Order 11246		Please Pay This Amount	9,577 18

To 8886587587

From PERRIER

Fax PERRIER

TOPCALL at APR-30-2003-20 50 Doc 946 Page 001

GREAT SPRING WATERS OF AMERICA, INC

Customer No. 3868
Division/Area 6000016/1000
Broker 7050352

Tel (800) 580-0299

Fax (888) 658-7587

Invoice No. 91520738
Include this number on all remittance and correspondence
Invoice Date 03/13/03

INVOICE REPRINT

Federal ID # 94 3027237

Nestle Waters North America Inc

PLEASE REMIT TO

P O Box 277015
ATLANTA, GA 30384-7015

Page 1 of 1

Bill To
ADEL GROCERY CO
P O BOX 510
ADEL GA 31620
Attn Accounts Payable

Ship To
ADEL GROCERY CO
115 MAPLE ST
ADEL GA 31620

Order Date 03/06/03	Ship to Arrive Date 03/12/03	Date Shipped 03/12/03	Terms Payable net 30 days	Customer Order No. 1790012950
Channel 09	Our Order No. 102669	B/L No. 1026691	Port or Warehouse ZEPHYRHILLS PLANT	Carrier SDRW
			Freight Terms PP/DEL	

NO OF CASES		Units per Case	PRODUCT DESCRIPTION	CASE PRICE	ALLOWANCE EXTENSION	NET AMOUNT
ORDERED	SHIPPED					
252	252	6	ZEPHYRHILLS 1G BULK 6-LS DIST UPC 007343000005	4 92		1,239 84
126	126	6	ZEPHYRHILLS 1G BULK 6-LS SPRING UPC 007343000014	5 37		676 62
SUBTOTAL						1,916 46
Total Tax						0 00
378	378	Total Cases	<small>All agreements are contingent upon strikes accidents delays of carriers and other delays unavoidable or beyond our control. The goods covered hereby were produced by the seller in compliance with the Fair Labor Standards Act, as amended and Executive Order 11246</small>		Please Pay This Amount	1,916 46

To 8886587587

From PERRIER

Fax PERRIER

TOPCALL at APR-30-2003-20 49 Doc 945 Page 001

GREAT SPRING WATERS OF AMERICA, INC

Customer No. 3868
Division/Area 6000016/1000
Broker 7050352

Tel (800) 580-0299

Fax (888) 658-7587

Invoice No. 91530327
Include this number on all remittance and correspondence
Invoice Date 03/21/03

INVOICE REPRINT

Federal ID # 94 3027237

PLEASE REMIT TO Nestle Waters North America Inc
P O Box 277015
ATLANTA, GA 30384-7015

Page 1 of 1

Bill To
HEAD DISTRIBUTING CO
PO BOX 1666
SMYRNA GA 30080
Attn Accounts Payable

Ship To
HEAD DISTRIBUTING CO
4820 N CHURCH LN
SMYRNA GA 30080

Order Date 03/11/03	Ship to Arrive Date 03/18/03	Date Shipped 03/18/03	Terms Payable net 30 days	Customer Order No. 204159
Channel 09	Our Order No. 102965	B/L No. 1029658	Port or Warehouse ZEPHYRHILLS PLANT	Carrier EGML
			Freight Terms PP/DEL	

NO OF CASES		Units per Case	PRODUCT DESCRIPTION	CASE PRICE	ALLOWANCE EXTENSION	NET AMOUNT
ORDERED	SHIPPED					
504	504	24	DEER PARK 5L PET 24-LS SPRING UPC 008265750563	6 24		3,144 96
180	180	24	DEER PARK 24OZ PET 24-LS SPRING SPT CAP UPC 008265750566	7 92		1,425 60
273	273	6	DEER PARK 1G BULK 6-LS SPRING UPC 008265750560	5 00		1,365 00
100	100	15	DEER PARK 32OZ PET 15-LS SPR WIDE MOUTH UPC 008265750403	8 75		875 00
128	128	12	DEER PARK 1L PET 12-LS SPRING SLIM UPC 008265750567	6 24		798 72
0	28		PALLET GMA MATERIAL 400003 Customization Surcharge	5 50		154 00
SUBTOTAL						7,763 28
Total Tax						7 70
0	1213	Total Cases	All agreements are contingent upon strikes accidents delays of carriers and other delays unavoidable or beyond our control. The goods covered hereby were produced by the seller in compliance with the Fair Labor Standards Act, as amended, and Executive Order 11246		Please Pay This Amount	7,770 98

Customer No. 3868
Division/Area 6000016/1000
Broker 7050352

INVOICE REPRINT

Invoice No. 91532690
Include this number on all remittance and correspondence
Invoice Date 03/23/03

Federal ID # 94 3027237

Nestle Waters North America Inc

PLEASE REMIT TO P O Box 277015

ATLANTA, GA 30384-7015

Page 1 of 1

Bill To
HEAD DISTRIBUTING CO
PO BOX 1666
SMYRNA GA 30081-1666
Attn Accounts Payable

Ship To
HEAD DISTRIBUTING CO
4820 N CHURCH LN SE
SMYRNA GA 30080-7210

Order Date 03/14/03	Ship to Arrive 03/24/03	Date Shipped 03/24/03	Terms Payable net 30 days	Customer Order No. 204285
Channel 09	Our Order No. 103369	B/L No. 1033691	Port or Warehouse ZEPHYRHILLS PLANT	Carrier ROEV
			Freight Terms PP/DEL	

NO OF CASES		Units per Case	PRODUCT DESCRIPTION	CASE PRICE	ALLOWANCE EXTENSION	NET AMOUNT
ORDERED	SHIPPED					
216	216	24	DEER PARK 5L PET 24-LS SPRING UPC 008265750563	6 24		1,347 84
180	180	24	DEER PARK 24OZ PET 24-LS SPRING SPT CAP UPC 008265750566	7 92		1,425 60
192	192	12	DEER PARK 1L PET 12-LS SPRING SLIM UPC 008265750567	6 24		1,198 08
462	462	6	DEER PARK 1G BULK 6-LS SPRING UPC 008265750560	5 00		2,310 00
0	32		PALLET GMA MATERIAL 400003 Customization Surcharge	5 50		176 00
SUBTOTAL						6,457 52
Total Tax						8 80
0	1082	Total Cases	All agreements are contingent upon strikes accidents delays of carriers and other delays unavoidable or beyond our control. The goods covered hereby were produced by the seller in compliance with the Fair Labor Standards Act, as amended and Executive Order 11246		Please Pay This Amount	6,466 32

Customer No. 3868
Division/Area 6000016/1000
Broker 7050352

INVOICE REPRINT

Invoice No. 91534335
Include this number on all remittance and correspondence
Invoice Date 03/25/03

Federal ID # 94 3027237

Nestle Waters North America Inc
P O Box 277015
ATLANTA, GA 30384-7015

Page 1 of 1

PLEASE REMIT TO

Bill To
ADEL GROCERY CO
PO BOX 510
ADEL GA 31620-0510
Attn Accounts Payable

Ship To
ADEL GROCERY CO
115 MAPLE ST
ADEL GA 31620

Order Date 03/17/03	Ship to Arrive 03/24/03	Date Shipped 03/24/03	Terms Payable net 30 days	Customer Order No. 1790014600
Channel 09	Our Order No. 103502	B/L No. 1035024	Port or Warehouse ZEPHYRHILLS PLANT	Carrier DTNF
			Freight Terms PP/DEL	

NO OF CASES		Units per Case	PRODUCT DESCRIPTION	CASE PRICE	ALLOWANCE EXTENSION	NET AMOUNT
ORDERED	SHIPPED					
168	168	6	ZEPHYRHILLS 1G BULK 6-LS SPRING UPC 007343000014	5 37		902 16
112	112	12	ZEPHYRHILLS 1 5L PET 12-LS SPRING DISP UPC 007343000500	8 04		900 48
192	192	12	ZEPHYRHILLS 1L PET 12-LS SPRING SLIM UPC 007343000503	6 24		1,198 08
90	90	24	ZEPHYRHILLS 24OZ PET 24-LS SPRING SPT UPC 007343000505	7 92		712 80
			SUBTOTAL			3,713 52
			Total Tax			0 00
562	562	Total Cases	All agreements are contingent upon strikes accidents delays of carriers and other delays unavoidable or beyond our control. The goods covered hereby were produced by the seller in compliance with the Fair Labor Standards Act, as amended and Executive Order 11246		Please Pay This Amount	3,713 52

Customer No.
3868
Division/Area
6000016/1000
Broker
7050352

INVOICE REPRINT

Invoice No.
91544035
Include this number on all remittance and correspondence
Invoice Date
03/30/03

Federal ID # 94 3027237

Nestle Waters North America Inc
PLEASE REMIT TO P O Box 277015
ATLANTA, GA 30384-7015

Page 1 of 1

Bill To
HEAD DISTRIBUTING CO
PO BOX 1666
SMYRNA GA 30081-1666
Attn Accounts Payable

Ship To
HEAD DISTRIBUTING CO
4820 N CHURCH LN SE
SMYRNA GA 30080-7210

Order Date 03/17/03 Ship to Arrive 03/31/03 Date Shipped 03/31/03 Terms Payable net 30 days Customer Order No. 204648
Channel 09 Our Order No. 103513 B/L No. 1035131 Port or Warehouse ZEPHYRHILLS PLANT Carrier EGML Freight Terms PP/DEL

NO OF CASES		Units per Case	PRODUCT DESCRIPTION	CASE PRICE	ALLOWANCE EXTENSION	NET AMOUNT
ORDERED	SHIPPED					
720	720	24	DEER PARK 5L PET 24-LS SPRING UPC 008265750563	6 24		4,492 80
135	135	24	DEER PARK 24OZ PET 24-LS SPRING SPT CAP UPC 008265750566	7 92		1,069 20
256	256	12	DEER PARK 1L PET 12-LS SPRING SLIM UPC 008265750567	6 24		1,597 44
126	126	6	DEER PARK 1G BULK 6-LS SPRING UPC 008265750560	5 00		630 00
100	100	15	DEER PARK 32OZ PET 15-LS SPR WIDE MOUTH UPC 008265750403	8 75		875 00
0	25		PALLET GMA MATERIAL 400003 Customization Surcharge	5 50		137 50
SUBTOTAL						8,801 94
Total Tax						6 88
0	1362	Total Cases	All agreements are contingent upon strikes accidents delays of carriers and other delays unavoidable or beyond our control. The goods covered hereby were produced by the seller in compliance with the Fair Labor Standards Act, as amended and Executive Order 11246		Please Pay This Amount	8,808 82