

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

PROOF OF CLAIM



Bar Date Ref #

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.

Name of Creditor and Address

Attn Mark Pender
GENERAL MILLS
1 GENERAL MILLS BLVD
MINNEAPOLIS MN 55426

0354653000000

- 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.

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 # 41-1838091 ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
Check here if this claim 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 4-01-2003 **3 IF COURT JUDGMENT, DATE OBTAINED** N/A

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ see attached (unsecured) \$ see attached (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) see attached
 Brief description of collateral:
 Real Estate
 Motor Vehicle
 Other trade lien, setoff
 Value of collateral \$ undetermined
 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 as of 4-1-2003

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 12 2003
BMC
 Filing Companies Claim
 10816

DATE SIGNED 9/1/03 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)
Mark A. Pender
MARK A. PENDER, CREDIT MANAGER

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

**ATTACHMENT TO PROOF OF CLAIM
OF GENERAL MILLS, INC
REGARDING**

Debtor Name	Case No	Debtor Name	Case No
ABCO Food Group, Inc	03-10946	ABCO Markets, Inc	03-10947
C/M Products, Inc	03-10952	Core-Mark Interrelated Companies, Inc	03-10951
Core-Mark Mid-Continent, Inc	03-10950	Dunigan Fuels, Inc	03-10973
Favar Concepts, Ltd	03-10953	Fleming Foods Management Co L L C	03-10954
Fleming Foods of Texas, L P	03-10955	Fleming International, Ltd	03-10956
Fleming Supermarkets of Florida, Inc	03-10958	Food 4 Less Beverage Company, Inc	03-10959
Fuelseve, Inc	03-10960	General Acceptance Corporation	03-10961
Head Distributing Company	03-10963	Minter-Weisman Co	03-10964
Piggly Wiggly Company	03-10965	Rainbow Food Group, Inc	03-10967
Retail Supermarkets, Inc	03-10970	RFS Marketing Services, Inc	03-10971
Richmar Foods, Inc	03-10972		

Claimant has filed detailed Proofs of Claim, including invoice summaries, in the following cases which are jointly administered with the cases identified above

Fleming Companies, Inc. 03-10945 (MFW): \$19,866,677.38

Core-Mark International, Inc. 03-10944 (MFW): \$ 774,984.47

To the extent that the above claim amounts include any amounts a Debtor may later allege is properly allocated to a different related case, Claimant asserts such claim amount(s) in such case(s).

Claimant is unable to determine from documents and other information available to it regarding the Fleming related entities, which of the Debtors in these jointly-administered cases may be obligated to Claimant. Claimant has therefore filed duplicate Proofs of Claim in the cases identified above to preserve its rights in the event a debtor asserts that a portion of the above-referenced claims should properly be filed in a different case.