

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

PROOF OF CLAIM



662380

Bar Date Ref # 1 NV 6569

In re Corona, CA Case Number 03-10963
Head Distributing

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.

\$ 2246.40

Name of Creditor and Address

0354653662380
Elk Corp
2215 Merrill Crk
Parkway
Everett WA 98203

Creditor Telephone Number () 425 261 1002

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

CREDITOR TAX ID #
91-1287098

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
3046830

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

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 \$ 2246.40 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 2246.40 (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
US FILED

SEP 12 2003

BMC

Fleming Companies Claim



11449

DATE SIGNED

9/8/03

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)

Elizabeth Lie (Elizabeth Lie) 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



2215 MERRILL CREEK PARKWAY
 EVERETT, WA 98203-5853
 ELKI CORPORATION (425) 261-1002 FAX (425) 261-1001

INVOICE

BILL TO

CONE MARK
 350 MEYER CIRCL
 CORONA CA 92879

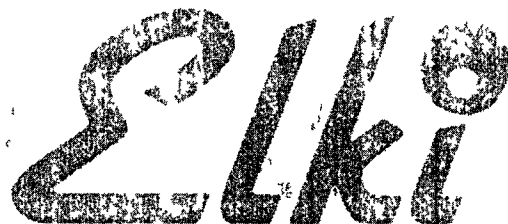
SHIP TO

CONE MARK
 350 MEYER CIRCL
 CORONA CA 92879

PAGE 1

CUSTOMER NUMBER	CUSTOMER P.O. NUMBER	SALESPERSON	INVOICE NUMBER	INVOICE DATE	INVOICE DUE DATE
3046800	35 2210860	000098P	36810	3/24/03	4/13/03
PAYMENT TERMS	SHIP VIA	SPECIAL INSTRUCTIONS	ORDER NUMBER		
Net due after 30 days	UPS 1WT	THANK YOU	45390		

QUANTITY			ITEM	DESCRIPTION	LIST PRICE	NET PRICE PER	EXTENSION
ORDERED	SHIPPED	BACK ORD.					
240	240		5002	BERRY BAST CLIC-CLAC GUM 230	7.120	6.240	BOX
120	120		5003	VERY CHERRY CLIC-CLAC GUM 230	7.120	6.240	BOX
				UPS 1WT / 6 BXS	Product Subtotal:		



ALL CLAIMS FOR MISSING OR DAMAGED GOODS MUST BE MADE WITHIN 5 DAYS OF RECEIPT OF THIS INVOICE.

DO NOT RETURN ANY ARTICLES WITHOUT PRIOR AUTHORIZATION FROM THIS OFFICE.

A MONTHLY SERVICE CHARGE WILL BE APPLIED ON THE PREVIOUS BALANCE LESS CREDITS ON THE BILLING DATE AT THE MAXIMUM ALLOWABLE LEGAL RATE.

INVOICE TOTAL

Fleming

FLEMING CONVENIENCE

PURCHASE ORDER

4538

REGISTER #

SHIP TO		VENDOR			ORDER DATE	425-261-1002		PAGE 1 OF 1					
CORONA		035 ELKI CORPORATION			ARRIVAL DATE	2003-03-11 Friday		PURCHASE ORDER # 35-2210860					
353 MEYER CIRCLE		2215 MERRILL CRK PKW			PAYMENT TERMS			THE ABOVE PURCHASE ORDER NUMBER MUST APPEAR ON ALL INVOICES, BILLS OF LADING, SHIPPING CONTAINERS AND PACKING LISTS.					
CORONA		BUERETT WA 98203			DISCOUNT BRACKET	20 Days		STANDING ORDER #					
CA 92879		ELIZABETH LIE			POB			WEIGHT	CU VOL				
USA								3	6				
CS RCVD	PURCHASED BY		VENDOR #	SUB #	BUYER #								
			06569	00	353								
QUANTITY ORDERED	PURCH UNIT	WPC CODE	ITEM NUMBER	ITEM DESCRIPTION	PACKING DESCRIPTION	CASE PACK	SELL UNIT ORDERED	INV INVOICE ALLOWANCE	OTHER ALLOWANCES	UNIT COST	EXTENDED COST	4/5	WHS LOCATION
4	CS	82876 00502	566273	CLIC CLAC BERRY BLAST GUM		60	240			6 24	1497 60		
					8 CT								
2	CS	82876 00503	566265	CLIC CLAC VERY CHERRY GUM		60	120			6 24	748 80		
					8 CT								

				##ORDER SENT VIA FAX##									
				VENDOR MUST CONFIRM ALL PRICE AND ALLW									
				\$300 LATE FEE FOR PO NOT DELIVERED ON									
				DRIVERS MUST OFFLOAD TRUCK OR PROVIDE									
				OWN LUMPER									

6							360	00	00		2246 40		

INSTRUCTIONS: SEND ORIGINAL INVOICE AND BILL OF LADING TO THE ABOVE DISTRIBUTION CENTER

NOTICE: SUBSTITUTIONS EITHER IN PACKING OR PRICE, WILL NOT BE ACCEPTED WITHOUT PRIOR AUTHORITY FROM ISSUING DISTRIBUTION CENTER. WE RESERVE THE RIGHT TO RETURN ANY OR ALL MERCHANDISE SUBSTITUTED WITHOUT PRIOR AUTHORITY TO REFUSE ANY OR ALL MERCHANDISE SHIPPED LATER THAN 30 DAYS FROM DATE OF ORDER, AND TO DEDUCT FROM PAYMENT ANY EXCESS OR LOSS INCURRED THROUGH ERROR ON THE PART OF THE SHIPPER.



September 10, 2003

To United States Bankruptcy Court (DE)
Re **Late Charges and Fees for lack of payment**
From Fleming Companies, Core-Mark,
Head Distributing and Minter-Weisman

This form states the late charges for lack of payment

Invoice # 36810
Debtor Head Distributing
Location where product was shipped to Debtor Coronay, CA
Case # 03-10963
Principal Amount \$ 2246.40
Late Charges / Fees \$ 168.45

If you have any questions, please contact Elizabeth Lie at 425-261-1002 or elie@elki.com

Best Regards,

Elizabeth Lie
ELKI Corp
elie@elki.com

2215 Merrill Creek Parkway -
Everett Washington 98203 -
Telephone 425 261 1002 -
Facsimile 425 261 1001