

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

PROOF OF CLAIM



662380

Bar Date Ref # 1 NV-6569

In re Smyrna, GA 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.

\$1679.04

Name of Creditor and Address

0354653662380

Elki 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

3600030

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

\$ 1679.04 (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ 1679.04 (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 \$200 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.

THIS SPACE FOR COURT USE ONLY

FILED

SEP 12 2003

DRAO
Fleming Companies Claim



11450

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 Lee (Elizabeth Lee) 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	SHIP TO
HEAD DISTRIBUTING CO. FLEMING ATLANTA DEU 4820 NORTH CHURCH LANE SMYRNA GA 30080	HEAD DISTRIBUTING CO. FLEMING ATLANTA DEU 4820 NORTH CHURCH LANE SMYRNA GA 30080

CUSTOMER NUMBER	CUSTOMER P.O. NUMBER	SALESPERSON	INVOICE NUMBER	INVOICE DATE	INVOICE DUE DATE
3600030	178-0007050	0000791F	36853	4/02/03	4/23/03 R

PAYMENT TERMS	SHIP VIA	SPECIAL INSTRUCTIONS	ORDER NUMBER
Past due after 20 days	UPS INT	THANK YOU	45446

QUANTITY			ITEM	DESCRIPTION	LIST PRICE	NET PRICE PER	EXTENSION
ORDERED	SHIPPED	BACK ORD.					
264	264		114ELT	FRUITTIES CLIC CLAC TINS - TARGET	6.360	6.360 EA	
				UPS INT PPD / 11 BOXES / 220 LB			
						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

457446

Fleming

FLEMING CONVENIENCE

PURCHASE ORDER

REGISTER #

SHIP TO		VENDOR			ORDER DATE	425-261-1002		PAGE 1 OF 1					
ATLANTA 4820 N CHURCH LN SE SMYRNA GA 30080 USA		178 ELKI CORP 2215 MERRILL CREEK 2215 MERRILL CREEK EVERRTT WA 98203 ELIZABETH LIE			2003-04-01	425-261-1001		PURCHASE ORDER # 178-0007050					
CS RCVD		PURCHASED BY			VENDOR #	SUB #	BUYER #	WEIGHT					
					06569	00	782	219					
					DISCOUNT BRACKET		20 Days		CASES				
					POS				11				
QUANTITY ORDERED	PURCH UNIT	WPC CODE	ITEM NUMBER	ITEM DESCRIPTION	PACKING DESCRIPTION	CASE PACK	SELL UNIT ORDERED	OFF INVOICE ALLOWANCE	OTHER ALLOWANCES	UNIT COST	EXTENDED COST	S/E	WHS LOCATION
264 11	CS	82876 11400	309195	AREKA TINS FRUITIES	114ELT 12 CT	24	264			6 36	1679 04		45-810106 60-999999
				***** ##ORDER SENT VIA FAX## THIS IS THE NEW FLEMING ATLANTA PURCHASE ORDER FORMAT IF YOU HAVE ANY QUESTIONS, PLEASE CALL ROBBIE AT 404 792 4333 EXT 213									
				----- 11									
				----- 264 00 00 1679 04									

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 EXPENSE OR LOSS INCURRED THROUGH ERROR ON THE PART OF THE BUYER.



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 # 36853
Debtor Head Distributing
Location where product was shipped to Debtor Smyrna, GA
Case # 03-10963
Principal Amount \$ 1679.04
Late Charges / Fees \$ 125.93

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