FORM B10 (Official Form 10) (4/01)		
UNITED STATES BANKRUPTCY COURT FOR THE	DISTRICT OF DELAWARE	PROOF OF CLAIM
Name of Debtor	Case Number	
C/M Products, Inc	03-10952 (MFW)	
NOTE This form should not be used to make a claim for an administ commencement of the case A "request' for payment of an administ U S C § 503	trative expense arising after the rative expense may be filed pursuant to 11	
Name of Creditor (The person or other entity to whom the debtor or money or property)	wes Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach	
Pop Rocks, Inc	copy of statement giving particulars Check box if you have never	
Name and address where notices should be sent	received any notices from the	
c/o Walter B Loeffler, Jr	bankruptcy court in this case	
Andrews & Kurth L L P	☐ Check box if the address differs	
600 Travis Street, Suite 4200	from the address on the envelope sent to you by the court	
Houston, Texas 77002-3090		1
Telephone 713-220-4200, Telecopier 713-220-4285 Account or other number by which creditor identifies debtor	Charle have if this claim	This Space For Court Use Only
Procedure of other number by which creditor identifies debtor	Check here if this claim amends replaces a previous	sly filed clarm dated
1 BASIS FOR CLAIM	Retiree benefits as defined in 11 L	
Goods sold	☐ Wages salaries and compensation	
Services performed	Your Social Security Number	
☐ Money loaned	Unpaid compensation for services	performed
Personal injury/wrongful death	from	to
Taxes Other	(date)	(date)
2 Date debt was incurred See Attachment	3 If court judgment, date obt	anad
4 Total Amount of Claim at Time Case Filed		amed
	\$ 122,250 24	halaw
If all or part of your claim is secured or entitled t Check this box if claim includes interest or o		
itemized statement of all interest or additional	al charges in addition to the princi	paramount of the claim. Attach
5 Secured Claim	6 Unsecured Priority Claim	
☐ Check this box if your claim is secured by collateral	☐ Check this box if you have an unsec	cured priority claim
(including a right of setoff)	Amount entitled to priority \$	
Brief Description of Collateral	Specify the priority of the claim	. 4 (4 (570))
☐ Real Estate ☐ Motor Vehicle	☐ Wages salaries or commissions (to days before filing of the bankruptcy (petition or cessation of the debtor's
Other	business whichever is earlier 11 U	
Value of collateral		. ,,,,
value of collateral	Up to \$2 100 of deposits toward pu or services for personal family or h	nousehold use 11 U S C § 507(a)(6)
Amount or arrearage and other charges <u>at time case filed</u> included in secured claim above if any \$	Alimony maintenance or support of child 11 U S C § 507(a)(7)	wed to a spouse former spouse or
misidada in decarea siann above in any \$	Taxes or penalties owed to government	nental units 11 U S C § 507(a)(8)
	Other Specify applicable paragraph	of 11 U S C § 507(a)(
	,	
	*Amounts are subject to adjustment	t on 4/1/04 and every 3 years thereafter
7 Credits The amount of all payments on this claim has be		ed on or after the date of adjustment
purpose of making this proof of claim		This Space For Court Use Only
8 Supporting Documents Attach copies of supporting do	ocuments such as promissory notes	
purchase orders invoices itemized statements of running mortgages security agreements and evidence of perfecti	graceounts contracts court judgments on of lien	7 11 ==
DO NOT SEND ORIGINAL DOCUMENTS If the document	nentsare not available explain if the	FILED
documents are voluminous attach a summary See Attac 9 Date-Stamped Copy To receive an acknowledgment		
enclose a stamped self-addressed envelope and a c	opy of the proof of claim	SEP 1 5 2003
Date Sign and print the name and title if authorized to file this claim (attach i		OFL T 9 5002
111 , that	Co. ()	BMC
Watter Y X Y	Affen Lu	Fleming Companies Claim
	rvey for Pop Rocks, Inc	
Penalty for presenting fraudulent claim Fine of up to \$	pue uuu or imprisonment for up to 5 years o	or both 12652

ATTACHMENT TO POP ROCKS INC PROOF OF CLAIM

Andrews & Kurth L L P has recently been engaged to represent Pop Rocks Inc in the Fleming Companies, Inc and related cases in the United States Bankruptcy Court, District of Delaware, Case No 03-10945-MFW, and received the master invoice list and actual invoices contained in this Attachment on September 12, 2003 from Pop Rocks Inc parent company, which is located in Barcelona, Spain

Based on the invoices, we are unable to determine which entity is the correct debtor with respect to each invoice. Therefore, we have filed the same Proof of Claim with respect to each debtor. We will work with the debtors and their counsel to attempt to determine the correct debtor for each invoice, with the intention of then filing amended Proofs of Claim covering only the correct debtor or debtors.

Due to the fact that we have to send the Proofs of Claim for filing on the same day that we received the master invoice list and actual invoices, neither Pop Rocks Inc. nor parent company personnel were able to review the Proofs of Claim prior to filing. It is intended that such review will take place subsequent to filing and that any error found will be corrected by amended Proofs of Claim.

Each invoice referred to on the master invoice list is contained in this Attachment, except Invoice No 737 dated March 20, 2003 in the amount of \$1,664 64 Upon receipt of such invoice, such invoice will be filed

Pop Rocks Inc hereby reserves all of its rights with respect to the debtors, including without limitation the right to amend this Proof of Claim

Date	Invoice No	Amount	Party Billed
1/28/2003	582	1,428 48	Fleming CSD Plymouth Division
1/30/2003	591	1,229 76	Core Mark - Sacramento
2/24/2003	720	552 96	Core Mark - Fleming Convenience - South Salt Lake
2/21/2003	721	4,377 47	Fleming Convenience Corona
2/21/2003	723	1,325 16	Core Mark - Fleming Convenience - Fort Worth
2/21/2003	736	2,780 19	Fleming Convenience Los Angeles
2/21/2003	740	1,383 84	Fleming Convenience South Salt Lake
2/21/2003	750	4,377 47	Fleming Convenience Corona
2/21/2003	752	4,239 23	Fleming Convenience Corona
1/17/2003	753	226 20	Core Mark - Portland
2/25/2003	758	3,369 60	Core Mark - Fleming Convenience - Alburquerque
2/26/2003	767	842 40	Fleming CSD Plymouth Division
2/26/2003	769	1,136 88	Core Mark - Spokane
2/26/2003	772	1,317 24	Core Mark - Spokane
2/27/2003	788	6,661 20	Fleming Convenience - IL
2/28/2003	793	778 92	Core Mark - Fleming Convenience - Fort Worth
2/27/2003	797	1,353 72	Fleming Convenience - Sacramento
2/27/2003	799	1,254 84	Core Mark - Fleming Convenience - South Salt Lake
2/27/2003	807	2,531 52	Fleming Convenience - Bakersfield
2/27/2003	808	1,889 64	Fleming Convenience - Alburquerque
2/27/2003	809	5,428 80	Fleming Convenience - IL
2/27/2003	814	2,926 08	Fleming Convenience - Las Vegas
3/3/2003	823	543 12	Core Mark - Fleming Convenience - Fort Worth
3/3/2003	829	979 80	Adel Grocery
3/4/2003	837	9,427 32	Fleming Altoona Division
3/4/2003	839	1,216 80	Fleming CSD Plymouth Division
3/5/2003	842	887 04	Fleming CSD Plymouth Division
3/7/2003	843	4,370 04	Core Mark - Fleming Convenience - Fort Worth
3/6/2003	847	2,024 28	Fleming Convenience - Hayward
3/10/2003	851	3,340 44	Fleming Convenience - Sacramento
3/11/2003	866	2,810 88	Core Mark - Fleming Convenience - Alburquerque
3/11/2003	869	8,960 52	Fleming Altoona Division
3/10/2003	873	936 00	Core Mark - Fleming Convenience - South Salt Lake
3/12/2003	878	4,501 80	Core Mark - Fleming Convenience - Fort Worth
3/12/2003	879	2,527 20	Head Distributing Co
3/12/2003	886	1,705 44	Core Mark - Fleming Convenience - South Salt Lake
3/13/2003	891	1,170 00	Fleming CSD Plymouth Division
3/17/2003	910	1,535 76	Fleming Convenience Corona
3/17/2003	913	780 00	Adel Grocery
3/18/2003	926	2,831 40	Fleming Convenience - IL
3/20/2003	933	1,483 20	Fleming Convenience Los Angeles
3/20/2003	937	1,664 64	Core Mark - Fleming Convenience - South Salt Lake
3/20/2003	938	1,848 96	Fleming Convenience - Hayward
3/24/2003	970	3 051 36	Fleming Altoona Division
3/24/2003	973	1,310 40	Fleming Kentucky Division
3/24/2003	974	804 48	Fleming CSD Plymouth Division
3/26/2003	987	1,036 80	Core Mark - Sacramento
3/26/2003	996	2,073 60	Core Mark - Fleming Convenience - Alburquerque

3/31/2003	1034	1,585 44	Core Mark - Fleming Convenience - Fort Worth
3/28/2003	1357	2,910 60	Core Mark - Fleming Convenience - Fort Worth
4/1/2003	1365	898 56	Fleming Candy Co Inc
3/28/2003	1372	1,622 76	Fleming Convenience - Hayward
TOTAL		122,250 24	



Invoice Number 582

Invoice Date 01-28-2003

BILL TO Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441 SHIP TO
Fleming CSD Plymouth Division

1035 Nathan Lane North Minneapolis MN 55441

PO No 30839

Terms 1/15 Net 30

CSR JEM Manufacturer's Representative Ship Via Best way **FOB** Destination

Shipped 01/28/03

Quantity	Item	Description	Price Each	Amount
	Code			
7	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$1,290 24
2	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$138 24

Sub-Total \$1,428 48

Invoice Total \$1,428 48

INVOICE

Invoice Number 591

Invoice Date 01-30-2003

BILL TO Core Mark - Sacramento P o Box 348240 Sacramento CA 95834 SHIP TO Core Mark - Sacramento 3970 Pell Circle Sacramento, CA 95838

PO No	Terms	CSR	Ship Via	FOB	Shipped
16-1500780	1/15 Net 30	L & S Sales	Best way	Destination	01/30/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
1	00392	Pop Rocks Strawberry	\$184 32	\$184 32
1	00413	Pop Rocks Straw Slim Box	\$115 20	\$115 20
2	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$368 64
12	00401	Pop Rocks Triple Pack	\$46 80	\$561 60

Sub-Total \$1,229 76



Invoice Number 720

Invoice Date 02-24-2003

BILL TO

Core-Mark/Fleming Convenience - South Salt Lake P O Box 26547 South Salt Lake UT 84119 SHIP TO

Core Mark/fleming Convenience - South Salt Lake 3130 South 1030 West South Salt Lake, Ut 84119

PO No 71-1043150

Terms 1/15 Net 30

CSR Concept Marketing, Inc Ship Via Best way FOB Destination **Shipped** 02/24/03

Quantity Item Code
3 00411 Pop Rocks Dual (Straw/Wtrm)

Price Each

Amount

\$184 32 \$552 96

Sub-Total \$552 96

Invoice Total \$552 96



Invoice Number 721

Invoice Date 02-21-2003

BILL TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879 SHIP TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879

PO No	Terms	CSR	Ship Via	FOB	Shipped
35-2203730	1/15 Net 30	L & S Sales	Best way	Destination	02/21/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
25	00370	Pop Rocks Dips Sour Strawberry	\$62 21	\$1,555 25
297	00424	Pop Rocks Dips Triple Pack	\$7 02	\$2,084 94
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00413	Pop Rocks Straw Slim Box	\$184 32	\$368 64

Sub-Total \$4,377 47

Invoice Total \$4,377 47

INVOICE

Invoice Number 723

Invoice Date 02-21-2003

BILL TO

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134 **SHIP TO**

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134

PO No	Terms	CSR	Ship Via	FOB	Shipped
75-0343190	1/15 Net 30	Ed Baxter Sales	Yellow	Destination	02/21/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
99	00424	Pop Rocks Dips Triple Pack	\$7 80	\$772 20
3	00392	Pop Rocks Strawberry	\$184 32	\$552 96

Sub-Total \$1,325 16



Invoice Number 736

Invoice Date 02-21-2003

BILL TO Fleming Convenience Los Angeles 2311 East 48Th Street Los Angeles CA 90058 SHIP TO Fleming Convenience Los Angeles 2311 East 48Th Street Los Angeles CA 90058

PO No	Terms	CSR	Ship Via	FOB	Shipped
21-1682420	1/15 Net 30	L & S Sales	Best way	Destination	02/21/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
27	00370	Pop Rocks Dips Sour Strawberry	\$62 21	\$1,679 67
78	00424	Pop Rocks Dips Triple Pack	\$7 02	\$547 56
3	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$552 96

Sub-Total \$2,780 19

Invoice Total \$2,780 19



Invoice Number 740

Invoice Date 02-21-2003

BILL TO
Fleming Convenience South Salt Lake
P O Box 26547
South Salt Lake UT 84119

SHIP TO Fleming Convenience 3130 South 1030 West South Salt Lake, UT 84119

PO NoTermsCSRShip ViaFOBShipped71-10425501/15 Net 30ConceptBest wayDestination02/21/03Marketing, Inc

Quantity	Item Code	Description	Price Each	Amount
7	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$1,290 24
12	00424	Pop Rocks Dips Triple Pack	\$7 80	\$93 60

Sub-Total \$1,383 84

Invoice Total \$1,383 84



CREDIT

Credit Number 750

Credit Date 02-21-2003

BILL TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879 SHIP TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879

PO No	Terms	CSR	Ship Via	FOB	Shipped
35-2203730	1/15 Net 30	L & S Sales	Best way	Destination	02/21/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
25	00370	Pop Rocks Dips Sour Strawberry	\$62 21	\$1,555 25
297	00424	Pop Rocks Dips Triple Pack	\$7 02	\$2,084 94
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00413	Pop Rocks Straw Slim Box	\$184 32	\$368 64

Sub-Total \$4,377 47

Credit Total \$4,377 47



Invoice Number 752

Invoice Date 02-21-2003

BILL TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879 SHIP TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879

PO No	Terms	CSR	Ship Via	FOB	Shipped
35-2203730	1/15 Net 30	L & S Sales	Best way	Destination	02/21/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
25	00370	Pop Rocks Dips Sour Strawberry	\$62 21	\$1,555 25
297	00424	Pop Rocks Dips Triple Pack	\$7 02	\$2,084 94
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00413	Pop Rocks Straw Slim Box	\$115 20	\$230 40

Sub-Total \$4,239 23



CREDIT

Credit Number 753

Credit Date 01-17-2003

BILL TO Core Mark - Portland P o Box 99 Clackamas OR 97015 SHIP TO Core Mark Inc 13551 S E Johnson Road Portland, OR 97222

PO No	Terms	CSR	Ship Via	FOB	Shipped
44-1691520	1/15 Net 30	Strong &	Yellow	Destination	01/17/03
		Associates			

Quantity	Item Code	Description	Price Each	Amount
0	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$ 00
29	00424	Pop Rocks Dips Triple Pack	\$7 80	\$226 20
0	00413	Pop Rocks Straw Slim Box	\$115 20	\$ 00
0	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$ 00

Sub-Total \$226 20

Credit Total \$226 20



Invoice Number 758

Invoice Date 02-25-2003

BILL TO

Core Mark-Fleming Convenience - Albuquerque 5600 2Nd Street Nw Albuquerque, NM 67107

SHIP TO

Core Mark-Fleming Convenience - Albuquerque 5600 2Nd Street Nw Albuquerque, NM 67107

PO No 48-0497410 **Terms** 1/15 Net 30 **CSR**

Ed Baxter Sales Company

Ship Via Best way

FOB Destination Shipped 02/25/03

Quantity Item Code 72

Description

Price Each

Amount

00401

Pop Rocks Triple Pack

\$46 80

\$3,369 60

Sub-Total \$3,369 60

Invoice Total \$3,369 60



Invoice Number 767

Invoice Date 02-26-2003

BILL TO

Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441 **SHIP TO**

Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441

PO No 31950

Terms 1/15 Net 30

CSR JEM

Manufacturer's Representative

Ship Via Best way FOB Destination **Shipped** 02/26/03

Quantity Item Description Price Each Amount Code 36 00424 Pop Rocks Dips Triple Pack \$7 80 \$280 80 12 00401 Pop Rocks Triple Pack \$46 80 \$561 60

Sub-Total \$842 40

Invoice Total \$842 40

INVOICE

Invoice Number 769

Invoice Date 02-26-2003

BILL TO Core Mark - Spokane North 1015 Dyer Road Spokane WA 99211 SHIP TO Core Mark - Spokane North 1015 Dyer Road Spokane WA 99211

PO No	Terms	CSR	Ship Via	FOB	Shipped
53-0845630	1/15 Net 30	Strong & Associates	Yellow	Destination	02/26/03

Quantity	Item Code	Description	Price Each	Amount
1	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$69 12
6	00424	Pop Rocks Dips Triple Pack	\$7 80	\$46 80
1	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$184 32
1	00392	Pop Rocks Strawberry	\$184 32	\$184 32
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32
10	00401	Pop Rocks Triple Pack	\$46 80	\$468 00

Sub-Total \$1,136 88

INVOICE

Invoice Number 772

Invoice Date 02-26-2003

BILL TO Core Mark - Spokane North 1015 Dyer Road Spokane WA 99211 SHIP TO Core Mark - Spokane North 1015 Dyer Road Spokane WA 99211

PO No	Terms	CSR	Ship Via	FOB	Shipped
53-0844200	1/15 Net 30	Strong &	Yellow	Destination	02/26/03
		Associates			

Quantity	Item Code	Description	Price Each	Amount
2	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$138 24
33	00424	Pop Rocks Dips Triple Pack	\$7 80	\$257 40
2	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$368 64
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32

Sub-Total \$1,317 24

Invoice Total \$1,317 24

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700

INVOICE

Invoice Number 788

Invoice Date 02-27-2003

BILL TO
Fleming Convenience - IL
1251 Schmidt Road
Romeoville IL 60446

McLean, VA 22102

SHIP TO Fleming Convenience - IL 1251 Schmidt Road Romeoville IL 60446

PO No Terms 51-0020480 1/15 Net 30

CSR JEM Manufacturer's Representative Ship Via FOB
Best way Destination

Shipped 02/27/03

Quantity Description Item **Price Each** Amount Code 9 Pop Rocks Dips Sour Strawberry 00370 \$69 12 \$622 08 278 00424 Pop Rocks Dips Triple Pack \$7 80 \$2 168 40 Pop Rocks Dual (Straw/Wtrm) 21 00411 \$184 32 \$3,870 72

Sub-Total \$6,661 20

Invoice Total \$6,661 20



Invoice Number 793

Invoice Date 02-28-2003

BILL TO

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134 **SHIP TO**

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134

PO No 75-0343550	Terms 1/15 Net 30	CSR Ed Baxter Sales Company	Ship Via Best way	FOB Destination	Shipped 02/28/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
1	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$69 12
13	00424	Pop Rocks Dips Triple Pack	\$7 80	\$101 40
13	00401	Pop Rocks Triple Pack	\$46 80	\$608 40

Sub-Total \$778 92

Invoice Total \$778 92

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700

INVOICE

Invoice Number 797

Invoice Date 02-27-2003

BILL TO Fleming Convenience P O Box 348240 Sacramento CA 95834

McLean, VA 22102

SHIP TO Core Mark - Sacramento 3970 Pell Circle Sacramento, CA 95838

PO No	Terms	CSR	Ship Via	FOB	Shipped
16-1512870	1/15 Net 30	L & S Sales	Best way	Destination	02/27/03
		Company			

Quantity	Item	Description	Price Each	Amount
	Code			
17	00424	Pop Rocks Dips Triple Pack	\$7 80	\$132 60
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
1	00413	Pop Rocks Straw Slim Box	\$115 20	\$115 20
2	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$368 64
1	00398	Pop Rocks Fruit Punch	\$184 32	\$184 32
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32

Sub-Total \$1,353 72

Pop Rocks, Inc.

2010 Corporate Ridge Suite 700 McLean, VA 22102



INVOICE

Invoice Number 799

Invoice Date 02-27-2003

BILL TO

Core-Mark/Fleming Convenience - South Salt Lake P O Box 26547 South Salt Lake UT 84119 **SHIP TO**

Core Mark/fleming Convenience - South Salt Lake 3130 South 1030 West South Salt Lake, Ut 84119

PO No 71-1040940	Terms 1/15 Net 30	CSR Concept	Ship Via Best way	FOB Destination	Shipped 02/27/03
71-10-00-00	1/13 NC 30	Marketing, Inc	Best way	Desimation	02/2//03

Quantity	Item Code	Description	Price Each	Amount
2	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$138 24
1	00392	Pop Rocks Strawberry	\$184 32	\$184 32
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32
1	00398	Pop Rocks Fruit Punch	\$184 32	\$184 32
2	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$368 64
25	00424	Pop Rocks Dips Triple Pack	\$7 80	\$195 00

Sub-Total \$1,254 84

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700

INVOICE

Invoice Number 807

Invoice Date 02-27-2003

BILL TO
Fleming Convenience - Bakersfield
P O Box 70458
Bakersfield CA 93307

McLean, VA 22102

SHIP TO Coremark 8333 Edison Hwy Bakersfield, Ca 93307

PO No	Terms	CSR	Ship Via	FOB	Shipped
23-0734980	1/15 Net 30	L & S Sales	Best way	Destination	02/27/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$368 64
28	00401	Pop Rocks Triple Pack	\$46 80	\$1,310 40
1	00413	Pop Rocks Straw Slim Box	\$115 20	\$115 20
2	00395	Pop Rocks Watermelon	\$184 32	\$368 64

Sub-Total \$2,531 52

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700

INVOICE

Invoice Number 808

Invoice Date 02-27-2003

BILL TO Fleming Convenience Albuquerque 5600 2Nd Street NW Albuquerque NM 87107

McLean, VA 22102

SHIP TO

Fleming Convenience Albuquerque 5600 2Nd Street NW Albuquerque NM 87107

PO No	Terms	CSR	Ship Via	FOB	Shipped
48-0496500	1/15 Net 30	Ed Baxter Sales Company	Best way	Destination	••

Quantity	Item Code	Description	Price Each	Amount
99	00424	Pop Rocks Dips Triple Pack	\$7 80	\$772 20
1	00392	Pop Rocks Strawberry	\$184 32	\$184 32
16	00401	Pop Rocks Triple Pack	\$46 80	\$748 80
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32

Sub-Total \$1,889 64

Invoice Total \$1,889 64

INVOICE

Invoice Number 809

Invoice Date 02-27-2003

BILL TO

Fleming Convenience - IL 1251 Schmidt Road Romeoville IL 60446 **SHIP TO**

Fleming Convenience - IL 1251 Schmidt Road Romeoville IL 60446

PO No 51-0022270

Terms 1/15 Net 30

CSR JEM Manufacture

Manufacturer's Representative Ship Via Best way FOB Destination **Shipped** 02/27/03

Price Each

Quantity Item Description
Code
116 00401 Pop Rocks Triple Pack

\$46 80 \$5 428 80

Amount

Sub-Total \$5,428 80

Invoice Total \$5,428 80

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700

INVOICE

Invoice Number 814

Invoice Date 02-27-2003

BILL TO Fleming Convenience - Las Vegas 3950 West Harmon Las Vegas NV 89103

McLean, VA 22102

SHIP TO Fleming Convenience - Las Vegas 3950 West Harmon Las Vegas NV 89103

PO No	Terms	CSR	Ship Via	FOB	Shipped
65-1139120	1/15 Net 30	L & S Sales	Best way	Destination	02/27/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
3	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$207 36
1	00413	Pop Rocks Straw Slim Box	\$115 20	\$115 20
5	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$921 60
32	00401	Pop Rocks Triple Pack	\$46 80	\$1,497 60
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32

Sub-Total \$2,926 08

Invoice Total \$2,926 08



Invoice Number 823

Invoice Date 03-03-2003

BILL TO

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134 **SHIP TO**

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134

PO No	Terms	CSR	Ship Via	FOB	Shipped
75-0339030	1/15 Net 30	Ed Baxter Sales Company	Best way	Destination	03/03/03

Quantity	Item	Description	Price Each	Amount
	Code			
1	00424	Pop Rocks Dips Triple Pack	\$7 80	\$7 80
1	00392	Pop Rocks Strawberry	\$184 32	\$184 32
9	00424	Pop Rocks Dips Triple Pack	\$7 80	\$70 20
36	00424	Pop Rocks Dips Triple Pack	\$7 80	\$280 80

Sub-Total \$543 12

Pop Rocks, Inc.

2010 Corporate Ridge Suite 700 McLean, VA 22102



INVOICE

Invoice Number 829

Invoice Date 03-03-2003

Adel Grocery P O Box 510 Adel GA 31620 SHIP TO Adel Grocery 115 Maple Street Adel, GA 31620

PO No	Terms	CSR	Ship Via	FOB	Shipped
179-0011560	1/15 Net 30	Providence	Best way	Destination	03/03/03
		Brokerage			

Quantity	Item Code	Description	Price Each	Amount
1	00424	Pop Rocks Dips Triple Pack	\$7 80	\$7 80
5	00487	Combo buy 3 get 1 free	\$138 24	\$691 20
2	00424	Pop Rocks Dips Triple Pack	\$7 80	\$15 60
34	00424	Pop Rocks Dips Triple Pack	\$7 80	\$265 20

Sub-Total \$979 80

Invoice Total \$979 80



Invoice Number 837

Invoice Date 03-04-2003

BILL TO Fleming-Altoona Division P O Box 470 Altoona PA 166021906 SHIP TO Fleming-Altoona Division 3010 Seventh Avenue Altoona, PA 16602-1906

PO NoTermsCSRShip ViaFOBShipped143-00330001/15 Net 30J E MBest wayDestination03/04/03Manufacturer's

Representative

Quantity	Item Code	Description	Price Each	Amount
51	00424	Pop Rocks Dips Triple Pack	\$7 80	\$397 80
189	00401	Pop Rocks Triple Pack	\$46 80	\$8,845 20
1	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$184 32

Sub-Total \$9,427 32

Invoice Total \$9,427 32

INVOICE

Invoice Number 839

Invoice Date 03-04-2003

BILL TO Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441 SHIP TO Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441

PO No 32247

Terms 1/15 Net 30

CSR JEM Manufacturer's Representative Ship Via Best way FOB Destination

Shipped 03/04/03

Quantity	Item Code	Description	Price Each	Amount
36	00424	Pop Rocks Dips Triple Pack	\$7 80	\$280 80
20	00401	Pop Rocks Triple Pack	\$46 80	\$936 00

Sub-Total \$1,216 80

Invoice Total \$1,216 80



Invoice Number 842

Invoice Date 03-05-2003

BILL TO

Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441 SHIP TO

Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441

PO No 32321

Terms 1/15 Net 30

CSR JEM Manufacturer's

Representative

Ship Via Best way FOB Destination **Shipped** 03/05/03

Quantity	Item Code	Description	Price Each	Amount
2	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$138 24
16	00401	Pop Rocks Triple Pack	\$46 80	\$748 80

Sub-Total \$887 04

Invoice Total \$887 04

INVOICE

Invoice Number 843

Invoice Date 03-07-2003

BILL TO
Core Mark/Fleming Convenience - Fort Worth
6401 Will Rogers Blvd
Suite 200
Fort Worth TX 76134

SHIP TO

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134

PO No 75-0345350	Terms 1/15 Net 30	CSR Ed Baxter Sales	Ship Via Yellow	FOB Destination	Shipped 03/07/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
	Code			
33	00424	Pop Rocks Dips Triple Pack	\$7 80	\$257 40
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
80	00401	Pop Rocks Triple Pack	\$46 80	\$3,744 00

Sub-Total \$4,370 04

Invoice Total \$4,370 04

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700

INVOICE

Invoice Number 847

Invoice Date 03-06-2003

BILL TO

Fleming Convenience - Hayward 31300 Medallion Drive Hayward CA 94544

McLean, VA 22102

SHIP TO

Fleming Convenience - Hayward 31300 Medallion Drive Hayward CA 94544

PO No 7-1202300

Terms 1/15 Net 30

CSR L & S Sales Company Ship Via Best way FOB Destination **Shipped** 03/06/03

Quantity	Item Code	Description	Price Each	Amount
33	00424	Pop Rocks Dips Triple Pack	\$7 80	\$257 40
4	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$737 28
22	00401	Pop Rocks Triple Pack	\$46 80	\$1,029 60

Sub-Total \$2,024 28

Invoice Total \$2,024 28



Invoice Number 851

Invoice Date 03-10-2003

BILL TO Fleming Convenience P O Box 348240 Sacramento CA 95834 SHIP TO Core Mark - Sacramento 3970 Pell Circle Sacramento, CA 95838

PO No	Terms	CSR	Ship Via	FOB	Shipped
16-1519500	1/15 Net 30	L & S Sales	Yellow	Destination	03/10/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
33	00424	Pop Rocks Dips Triple Pack	\$7 80	\$257 40
2	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$368 64
58	00401	Pop Rocks Triple Pack	\$46 80	\$2,714 40

Sub-Total \$3,340 44

Invoice Total \$3,340 44

INVOICE

Invoice Number 866

Invoice Date 03-11-2003

BILL TO

Core Mark-Fleming Convenience - Albuquerque 5600 2Nd Street Nw Albuquerque, NM 67107 **SHIP TO**

Core Mark-Fleming Convenience - Albuquerque 5600 2Nd Street Nw Albuquerque, NM 67107

PO No	Terms	CSR	Ship Via	FOB	Shipped
48-0500370	1/15 Net 30	Ed Baxter Sales	Best way	Destination	03/11/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00413	Pop Rocks Straw Slim Box	\$115 20	\$230 40
10	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$1,843 20
1	00398	Pop Rocks Fruit Punch	\$184 32	\$184 32
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32

Sub-Total \$2,810 88

INVOICE

Invoice Number 869

Invoice Date 03-11-2003

BILL TO Fleming-Altoona Division P O Box 470 Altoona PA 166021906 SHIP TO Fleming-Altoona Division 3010 Seventh Avenue Altoona PA 16602-1906

PO NoTermsCSRShip ViaFOBShipped143-00343401/15 Net 30J E MBest wayDestination03/11/03Manufacturer's

Representative

Quantity Description Item **Price Each** Amount Code 71 00424 Pop Rocks Dips Triple Pack \$7 80 \$553 80 6 00411 Pop Rocks Dual (Straw/Wtrm) \$184 32 \$1,105 92 156 00401 Pop Rocks Triple Pack \$46 80 \$7,300 80

Sub-Total \$8,960 52

Invoice Total \$8,960 52

2010 Corporate Ridge Suite 700 McLean, VA 22102



INVOICE

Invoice Number 873

Invoice Date 03-10-2003

BILL TO
Core-Mark/Fleming Convenience - South Salt Lake
P O Box 26547
South Salt Lake UT 84119

SHIP TO

Core Mark/fleming Convenience - South Salt Lake 3130 South 1030 West South Salt Lake, Ut 84119

PO No	Terms	CSR	Ship Via	FOB	Shipped
71-1043150	1/15 Net 30	Concept	Best way	Destination	03/10/03
		Marketing, Inc			

Quantity	Item Code	Description	Price Each	Amount
20	00401	Pop Rocks Triple Pack	\$46 80	\$936 00
0	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$ 00

Sub-Total \$936 00

Invoice Total \$936 00

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700 McLean, VA 22102

INVOICE

Invoice Number 878

Invoice Date 03-12-2003

BILL TO

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134 **SHIP TO**

Core Mark/Fleming Convenience - Fort Worth 6401 Will Rogers Blvd Suite 200 Fort Worth TX 76134

PO No 75-03472603	Terms 1/15 Net 30	CSR Ed Baxter Sales	Shıp Vıa Yellow	FOB Destination	Shipped 03/12/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
165	00424	Pop Rocks Dips Triple Pack	\$7 80	\$1,287 00
5	00392	Pop Rocks Strawberry	\$184 32	\$921 60
39	00401	Pop Rocks Triple Pack	\$46 80	\$1,825 20
10	00401	Pop Rocks Triple Pack	\$46 80	\$468 00

Sub-Total \$4,501 80

2010 Corporate Ridge Suite 700 McLean, VA 22102



INVOICE

Invoice Number 879

Invoice Date 03-12-2003

BILL TO Head Distributing Co P o Box 1666 Smyrna GA 30080 SHIP TO Head Distributing Co 4820 North Church Street Smyrna, GA 30080

PO NoTermsCSRShip ViaFOBShipped2042271/15 Net 30ProvidenceBest wayDestination03/12/03Brokerage

QuantityItem
CodeDescriptionPrice EachAmount5400401Pop Rocks Triple Pack\$46 80\$2,527 20

Sub-Total \$2,527 20

Invoice Total \$2,527 20

2010 Corporate Ridge Suite 700 McLean, VA 22102



INVOICE

Invoice Number 886

Invoice Date 03-13-2003

BILL TO

Core-Mark/Fleming Convenience - South Salt Lake P O Box 26547 South Salt Lake UT 84119 **SHIP TO**

Core Mark/Fleming Convenience - South Salt Lake 3130 South 1030 West South Salt Lake, UT 84119

PO No	Terms	CSR	Ship Via	FOB	Shipped
71-1046960	1/15 Net 30	Concept	Best way	Destination	03/13/03
		Marketing, Inc			

Quantity	Item Code	Description	Price Each	Amount
1	00370	Pop Rocks Dips Sour Strawberry	\$69 12	\$69 12
1	00395	Pop Rocks Watermelon	\$184 32	\$184 32
1	00398	Pop Rocks Fruit Punch	\$184 32	\$184 32
8	00401	Pop Rocks Triple Pack	\$46 80	\$374 40
4	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$737 28
20	00424	Pop Rocks Dips Triple Pack	\$7 80	\$156 00

Sub-Total \$1,705 44



Invoice Number 891

Invoice Date 03-13-2003

BILL TO Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441 SHIP TO Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441

PO No 32551

Terms 1/15 Net 30

CSR JEM Manufacturer's Representative Ship Via Best way FOB Destination

Shipped 03/13/03

Quantity	Item Code	Description	Price Each	Amount
60	00424	Pop Rocks Dips Triple Pack	\$7 80	\$468 00
15	00401	Pop Rocks Triple Pack	\$46 80	\$702 00

Sub-Total \$1,170 00

Invoice Total \$1,170 00

2010 Corporate Ridge Suite 700 McLean, VA 22102



INVOICE

Invoice Number 910

Invoice Date 03-17-2003

BILL TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879 SHIP TO Fleming Convenience Corona 353 Meyer Circle Corona CA 92879

PO No	Terms	CSR	Ship Via	FOB	Shipped
35-2211620	1/15 Net 30	L & S Sales	Yellow	Destination	03/17/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
21	00401	Pop Rocks Triple Pack	\$46 80	\$982 80
3	00395	Pop Rocks Watermelon	\$184 32	\$552 96

Sub-Total \$1,535 76

Invoice Total \$1,535 76

2010 Corporate Ridge Suite 700 McLean, VA 22102



INVOICE

Invoice Number 913

Invoice Date 03-17-2003

Adel Grocery P O Box 510 Adel GA 31620 SHIP TO Adel Grocery 115 Maple Street Adel, GA 31620

PO NoTermsCSRShip ViaFOBShipped179-00125201/15 Net 30ProvidenceBest wayDestination03/17/03Brokerage

Quantity	Item Code	Description	Price Each	Amount
29	00424	Pop Rocks Dips Triple Pack	\$7 80	\$226 20
71	00424	Pop Rocks Dips Triple Pack	\$7 80	\$553 80

Sub-Total \$780 00

Invoice Total \$780 00

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700 McLean, VA 22102

INVOICE

Invoice Number 926

Invoice Date 03-18-2003

BILL TO

Fleming Convenience - IL 1251 Schmidt Road Romeoville IL 60446 **SHIP TO**

Fleming Convenience - IL 1251 Schmidt Road Romeoville IL 60446

PO No 51-0024330

Terms 1/15 Net 30

CSR JEM

Manufacturer's Representative Ship Via Best way **FOB** Destination

Shipped 03/18/03

Quantity Item Description Price Each Amount Code

363 00424 Pop Rocks Dips Triple Pack \$7.80 \$2,831.40

Sub-Total \$2,831 40

Invoice Total \$2,831 40



Invoice Number 933

Invoice Date 03-20-2003

BILL TO Fleming Convenience Los Angeles 2311 East 48Th Street Los Angeles CA 90058 SHIP TO

Fleming Convenience Los Angeles 2311 East 48Th Street Los Angeles CA 90058

PO NoTermsCSRShip ViaFOBShipped21-16884901/15 Net 30L & S Sales
CompanyConway Express
CompanyDestination03/20/03

Quantity	Item	Description	Price Each	Amount
	Code			
5	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$921 60
12	00401	Pop Rocks Triple Pack	\$46 80	\$561 60

Sub-Total \$1,483 20

Invoice Total \$1,483 20



Invoice Number 938

Invoice Date 03-20-2003

BILL TO
Fleming Convenience - Hayward
31300 Medallion Drive
Hayward CA 94544

SHIP TO Fleming Convenience - Hayward 31300 Medallion Drive Hayward CA 94544

PO No	Terms	CSR	Ship Via	FOB	Shipped
7-1205530	1/15 Net 30	L & S Sales	Best way	Destination	03/20/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
1	00392	Pop Rocks Strawberry	\$184 32	\$184 32
7	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$1,290 24
8	00401	Pop Rocks Triple Pack	\$46 80	\$374 40

Sub-Total \$1,848 96

Invoice Total \$1,848 96

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700 McLean, VA 22102

INVOICE

Invoice Number 970

Invoice Date 03-24-2003

BILL TO Fleming-Altoona Division P O Box 470 Altoona PA 166021906 SHIP TO Fleming-Altoona Division 3010 Seventh Avenue Altoona, PA 16602-1906

PO No	Terms	CSR	Ship Via	FOB	Shipped
143-0037550	1/15 Net 30	J E M	Best way	Destination	03/24/03
		Manufacturer's	•		
		Representative			

Quantity	Item Code	Description	Price Each	Amount
84	00424	Pop Rocks Dips Triple Pack	\$7 80	\$655 20
13	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$2,396 16

Sub-Total \$3,051 36

Invoice Total \$3,051 36

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700

INVOICE

Invoice Number 973

Invoice Date 03-24-2003

BILL TO Fleming Kentucky Division P O Box 4609 Leitchfield KY 42754

McLean, VA 22102

SHIP TO Fleming Kentucky Division 1055 Salt River Road Leitchfield KY 42754

PO No 175-0007730

Terms 1/15 Net 30

CSR Anderson Brokerage, Inc Ship Via Best way FOB Destination

Shipped 03/24/03

QuantityItem
CodeDescriptionPrice EachAmount2800401Pop Rocks Triple Pack\$46 80\$1 310 40

Sub-Total \$1,310 40

Invoice Total \$1,310 40



Invoice Number 974

Invoice Date 03-24-2003

BILL TO

Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441 **SHIP TO**

Fleming CSD Plymouth Division 1035 Nathan Lane North Minneapolis MN 55441

PO No 33084

Terms 1/15 Net 30

CSR JEM

Manufacturer's Representative Ship Via Best way **FOB** Destination

Shipped 03/24/03

Quantity	Item Code	Description	Price Each	Amount
48	00424	Pop Rocks Dips Triple Pack	\$7 80	\$374 40
7	00480	Pop Rocks Shipper /Pwr Wing	\$61 44	\$430 08

Sub-Total \$804 48

Invoice Total \$804 48

Pop Rocks, Inc. 2010 Corporate Ridge Suite 700 McLean VA 22102

INVOICE

Invoice Number 987

Invoice Date 03-26-2003

BILL TO Core Mark - Sacramento P o Box 348240 Sacramento CA 95834 SHIP TO Core Mark - Sacramento 3970 Pell Circle Sacramento, CA 95838

PO No	Terms	CSR	Ship Via	FOB	Shipped
16-1523050	1/15 Net 30	L & S Sales	Conway Express	Destination	03/26/03
		Company			

Quantity	Item Code	Description	Price Each	Amount
1	00392	Pop Rocks Strawberry	\$184 32	\$184 32
3	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$552 96
1	00413	Pop Rocks Straw Slim Box	\$115 20	\$115 20
1	00398	Pop Rocks Fruit Punch	\$184 32	\$184 32

Sub-Total \$1,036 80

Invoice Total \$1,036 80



Invoice Number 996

Invoice Date 03-26-2003

BILL TO
Core Mark-Fleming Convenience - Albuquerque
5600 2Nd Street NE
Albuquerque, NM 67107

SHIP TO Core Mark-Fleming Convenience - Albuquerque 5600 2Nd Street NE Albuquerque, NM 67107

PO No	Terms	CSR	Ship Via	FOB	Shipped
48-0504850	1/15 Net 30	Ed Baxter Sales	Best way	Destination	03/26/03
		Company	-		

Quantity	Item Code	Description	Price Each	Amount
2	00413	Pop Rocks Straw Slim Box	\$115 20	\$230 40
10	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$1,843 20

Sub-Total \$2,073 60

Invoice Total \$2,073 60