
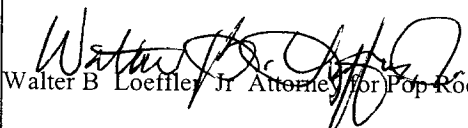


UNITED STATES BANKRUPTCY COURT		FOR THE	DISTRICT OF	DELAWARE	PROOF OF CLAIM
Name of Debtor Head Distributing Company		Case Number 03-10963 (MFW)		This Space For Court Use Only	
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.					
Name of Creditor (The person or other entity to whom the debtor owes money or property) Pop Rocks, Inc		<input type="checkbox"/> 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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.			
Name and address where notices should be sent c/o Walter B Loeffler Jr Andrews & Kurth L L P 600 Travis Street, Suite 4200 Houston Texas 77002-3090 Telephone 713 220 4200 Telecopier 713-220-4285					
Account or other number by which creditor identifies debtor		Check here if this claim <input type="checkbox"/> amends <input type="checkbox"/> replaces a previously filed claim dated _____			
1 BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> 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 See Attachment		3 If court judgment, date obtained			
4 Total Amount of Claim at Time Case Filed		\$ 122,250.24			
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> 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 <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of collateral _____ Amount or arrearage and other charges at time case filed included in secured claim above, if any \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a)(_____)			
		Amounts are subject to adjustment on 4/1/04 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. See Attachment. 9 Date Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and a copy of the proof of claim.		This Space For Court Use Only <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="font-size: 1.2em; margin: 10px 0;">SEP 15 2003</div> <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">BMC</div> <div style="font-size: 0.8em; margin: 10px 0;">Fleming Companies Claim</div> <div style="text-align: center;">  12664 </div>			
Date: September 12, 2003 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach a copy of power of attorney, if any). <div style="text-align: center; margin-top: 20px;">  Walter B. Loeffler Jr. Attorney for Pop Rocks, Inc. </div>					
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18					

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 - Albuquerque
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 - Albuquerque
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 - Albuquerque
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 - Albuquerque

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	

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
01/28/03

Quantity	Item Code	Description	Price Each	Amount
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

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
16-1500780

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
01/30/03

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 Total

\$1,229 76

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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	Description	Price Each	Amount
3	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$552 96

Sub-Total

\$552 96

Invoice Total

\$552 96

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
35-2203730

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
02/21/03

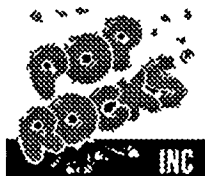
Quantity	Item Code	Description	Price Each	Amount
25	00370	Pop Rocks Dips Sour Strawberry	\$62 21	\$1,555 25
297	00424	Pop Rocks Dips Triple Pack	\$7 02	\$2 084 94
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00413	Pop Rocks Straw Slim Box	\$184 32	\$368 64

Sub-Total **\$4,377 47**

Invoice Total **\$4,377 47**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
75-0343190

Terms
1/15 Net 30

CSR
Ed Baxter Sales
Company

Ship Via
Yellow

FOB
Destination

Shipped
02/21/03

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 Total

\$1,325 16

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
21-1682420

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
02/21/03

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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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 No
71-1042550

Terms
1/15 Net 30

CSR
Concept
Marketing, Inc

Ship Via
Best way

FOB
Destination

Shipped
02/21/03

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

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
35-2203730

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
02/21/03

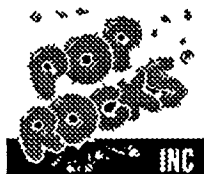
Quantity	Item Code	Description	Price Each	Amount
25	00370	Pop Rocks Dips Sour Strawberry	\$62 21	\$1,555 25
297	00424	Pop Rocks Dips Triple Pack	\$7 02	\$2,084 94
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00413	Pop Rocks Straw Slim Box	\$184 32	\$368 64

Sub-Total **\$4,377 47**

Credit Total **\$4,377 47**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
35-2203730

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
02/21/03

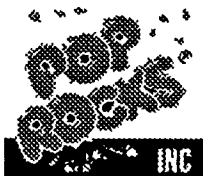
Quantity	Item Code	Description	Price Each	Amount
25	00370	Pop Rocks Dips Sour Strawberry	\$62 21	\$1,555 25
297	00424	Pop Rocks Dips Triple Pack	\$7 02	\$2,084 94
2	00392	Pop Rocks Strawberry	\$184 32	\$368 64
2	00413	Pop Rocks Straw Slim Box	\$115 20	\$230 40

Sub-Total **\$4,239 23**

Invoice Total **\$4,239 23**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
44-1691520

Terms
1/15 Net 30

CSR
Strong &
Associates

Ship Via
Yellow

FOB
Destination

Shipped
01/17/03

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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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	Description	Price Each	Amount
72	00401	Pop Rocks Triple Pack	\$46 80	\$3 369 60

Sub-Total **\$3,369 60**

Invoice Total **\$3,369 60**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
02/26/03

Quantity	Item Code	Description	Price Each	Amount
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

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
53-0845630

Terms
1/15 Net 30

CSR
Strong &
Associates

Ship Via
Yellow

FOB
Destination

Shipped
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 Total

\$1,136 88

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
53-0844200

Terms
1/15 Net 30

CSR
Strong &
Associates

Ship Via
Yellow

FOB
Destination

Shipped
02/26/03

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
McLean, VA 22102



INVOICE

Invoice Number 788

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
51-0020480

Terms
1/15 Net 30

CSR
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
02/27/03

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

Sub-Total

\$6,661 20

Invoice Total

\$6,661 20

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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

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

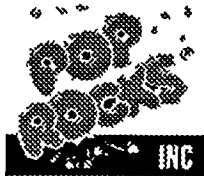
\$778 92

Invoice Total

\$778 92

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

Invoice Number 797

Invoice Date 02-27-2003

BILL TO

Fleming Convenience
P O Box 348240
Sacramento CA 95834

SHIP TO

Core Mark - Sacramento
3970 Pell Circle
Sacramento, CA 95838

PO No
16-1512870

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
02/27/03

Quantity	Item Code	Description	Price Each	Amount
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

Invoice 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
Marketing, Inc

Ship Via
Best way

FOB
Destination

Shipped
02/27/03

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

Invoice Total

\$1,254 84

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

Invoice Number 807

Invoice Date 02-27-2003

BILL TO

Fleming Convenience - Bakersfield
P O Box 70458
Bakersfield CA 93307

SHIP TO

Coremark
8333 Edison Hwy
Bakersfield, Ca 93307

PO No
23-0734980

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
02/27/03

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**

Invoice Total **\$2,531 52**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

Invoice Number 808

Invoice Date 02-27-2003

BILL TO

Fleming Convenience Albuquerque
5600 2Nd Street NW
Albuquerque NM 87107

SHIP TO

Fleming Convenience Albuquerque
5600 2Nd Street NW
Albuquerque NM 87107

PO No
48-0496500

Terms
1/15 Net 30

CSR
Ed Baxter Sales
Company

Ship Via
Best way

FOB
Destination

Shipped

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

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
02/27/03

Quantity	Item Code	Description	Price Each	Amount
116	00401	Pop Rocks Triple Pack	\$46 80	\$5,428 80

Sub-Total **\$5,428 80**

Invoice Total **\$5,428 80**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

Invoice Number 814

Invoice Date 02-27-2003

BILL TO

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

SHIP TO

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

PO No
65-1139120

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
02/27/03

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

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
75-0339030

Terms
1/15 Net 30

CSR
Ed Baxter Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
03/03/03

Quantity	Item Code	Description	Price Each	Amount
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

Invoice Total

\$543 12

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

Invoice Number 829

Invoice Date 03-03-2003

BILL TO

Adel Grocery
P O Box 510
Adel GA 31620

SHIP TO

Adel Grocery
115 Maple Street
Adel, GA 31620

PO No
179-0011560

Terms
1/15 Net 30

CSR
Providence
Brokerage

Ship Via
Best way

FOB
Destination

Shipped
03/03/03

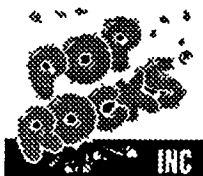
Quantity	Item Code	Description	Price Each	Amount
1	00424	Pop Rocks Dips Triple Pack	\$7 80	\$7 80
5	00487	Combo buy 3 get 1 free	\$138 24	\$691 20
2	00424	Pop Rocks Dips Triple Pack	\$7 80	\$15 60
34	00424	Pop Rocks Dips Triple Pack	\$7 80	\$265 20

Sub-Total **\$979 80**

Invoice Total **\$979 80**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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 No
143-0033000

Terms
1/15 Net 30

CSR
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
03/04/03

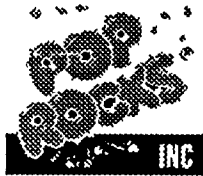
Quantity	Item Code	Description	Price Each	Amount
51	00424	Pop Rocks Dips Triple Pack	\$7 80	\$397 80
189	00401	Pop Rocks Triple Pack	\$46 80	\$8,845 20
1	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$184 32

Sub-Total **\$9,427 32**

Invoice Total **\$9,427 32**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
J E M
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

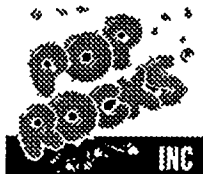
\$1,216 80

Invoice Total

\$1,216 80

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
J E M
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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
Company

Ship Via
Yellow

FOB
Destination

Shipped
03/07/03

Quantity	Item Code	Description	Price Each	Amount
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
McLean, VA 22102



INVOICE

Invoice Number 847

Invoice Date 03-06-2003

BILL TO

Fleming Convenience - Hayward
31300 Medallion Drive
Hayward CA 94544

SHIP TO

Fleming Convenience - Hayward
31300 Medallion Drive
Hayward CA 94544

PO No
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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
16-1519500

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Yellow

FOB
Destination

Shipped
03/10/03

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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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
48-0500370

Terms
1/15 Net 30

CSR
Ed Baxter Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
03/11/03

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 Total **\$2,810 88**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



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 No
143-0034340

Terms
1/15 Net 30

CSR
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
03/11/03

Quantity	Item Code	Description	Price Each	Amount
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

Pop Rocks, Inc.

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
71-1043150

Terms
1/15 Net 30

CSR
Concept
Marketing, Inc

Ship Via
Best way

FOB
Destination

Shipped
03/10/03

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
Company

Ship Via
Yellow

FOB
Destination

Shipped
03/12/03

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**

Invoice Total **\$4,501 80**

Pop Rocks, Inc.

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 No
204227

Terms
1/15 Net 30

CSR
Providence
Brokerage

Ship Via
Best way

FOB
Destination

Shipped
03/12/03

Quantity	Item Code	Description	Price Each	Amount
54	00401	Pop Rocks Triple Pack	\$46 80	\$2,527 20

Sub-Total **\$2,527 20**

Invoice Total **\$2,527 20**

Pop Rocks, Inc.

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
71-1046960

Terms
1/15 Net 30

CSR
Concept
Marketing, Inc

Ship Via
Best way

FOB
Destination

Shipped
03/13/03

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 Total

\$1,705 44

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
J E M
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

Pop Rocks, Inc.

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
35-2211620

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Yellow

FOB
Destination

Shipped
03/17/03

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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

Invoice Number 913

Invoice Date 03-17-2003

BILL TO

Adel Grocery
P O Box 510
Adel GA 31620

SHIP TO

Adel Grocery
115 Maple Street
Adel GA 31620

PO No
179-0012520

Terms
1/15 Net 30

CSR
Providence
Brokerage

Ship Via
Best way

FOB
Destination

Shipped
03/17/03

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
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
03/18/03

Quantity	Item Code	Description	Price Each	Amount
363	00424	Pop Rocks Dips Triple Pack	\$7 80	\$2,831 40

Sub-Total **\$2,831 40**

Invoice Total **\$2,831 40**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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 No
21-1688490

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Conway Express

FOB
Destination

Shipped
03/20/03

Quantity	Item Code	Description	Price Each	Amount
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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
7-1205530

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
03/20/03

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
143-0037550

Terms
1/15 Net 30

CSR
J E M
Manufacturer's
Representative

Ship Via
Best way

FOB
Destination

Shipped
03/24/03

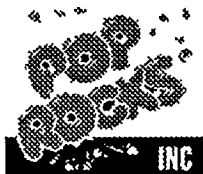
Quantity	Item Code	Description	Price Each	Amount
84	00424	Pop Rocks Dips Triple Pack	\$7 80	\$655 20
13	00411	Pop Rocks Dual (Straw/Wtrm)	\$184 32	\$2 396 16

Sub-Total **\$3,051 36**

Invoice Total **\$3,051 36**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

Invoice Number 973

Invoice Date 03-24-2003

BILL TO

Fleming Kentucky Division
P O Box 4609
Leitchfield KY 42754

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

Quantity	Item Code	Description	Price Each	Amount
28	00401	Pop Rocks Triple Pack	\$46 80	\$1,310 40

Sub-Total

\$1,310 40

Invoice Total

\$1,310 40

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
J E M
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
16-1523050

Terms
1/15 Net 30

CSR
L & S Sales
Company

Ship Via
Conway Express

FOB
Destination

Shipped
03/26/03

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**

Pop Rocks, Inc.

2010 Corporate Ridge
Suite 700
McLean, VA 22102



INVOICE

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
48-0504850

Terms
1/15 Net 30

CSR
Ed Baxter Sales
Company

Ship Via
Best way

FOB
Destination

Shipped
03/26/03

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**