

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

In re:)	Chapter 11
)	
Fleming Companies, Inc., et al., ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	

Related to Docket No. 12

**CERTIFICATION OF COUNSEL REGARDING ORDER REQUIRING
SEGREGATION OF PACA TRUST ASSETS AND AUTHORIZING
PROCEDURE FOR RECONCILIATION AND PAYMENT OF VALID
CLAIMS UNDER THE PERISHABLE AGRICULTURAL COMMODITIES
ACT AND THE PACKERS AND STOCKYARD ACT**

The undersigned hereby certify that:

1. Attached hereto is the proposed order requiring segregation of PACA Trust Assets and Authorizing Procedure for Reconciliation and Payment of Valid Claims under the Perishable Agricultural Commodities Act and the Packers and Stockyard Act (the “Proposed PACA Order”) (related to Docket No. 12).

2. The Proposed PACA Order has been revised to reflect this Court’s ruling on the Motion of the debtors and debtors in possession in the above-captioned chapter 11 cases seeking entry of an Order authorizing the Debtors to establish procedures for determining the extent, validity and priority of claims under the Perishable Agricultural Commodities Act of 1930, as amended, 7 U.S.C. § 499e(c), the Packers and Stockyards Act of 1921, as amended, 7 U.S.C. § 196(b), and similar state statutes and authorizing the Debtors to pay valid claims.

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

3. The Debtors, PACA Counsel, the Creditors' Committee and the Lenders, all as defined in the Proposed PACA Order, have approved the form of the Proposed PACA Order with the exception of the PACA Report Date as defined in paragraph 10(a) of the Proposed PACA Order. The Debtors, the secured lenders and the Official Committee of Unsecured Creditors propose that the PACA Report Date be June 23, 2003. The PACA Claimants propose that June 9, 2003 should be the PACA Report Date.

4. The parties hereby request that the Court enter the Proposed Order, with a PACA Report Date determined by this Court, at the Court's earliest convenience.

Dated: May 2, 2003

Respectfully submitted,

KIRKLAND & ELLIS

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