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 Docket No.: 715

CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION FOR ORDER: (A) SCHEDULING THE DATE, TIME AND PLACE FOR A HEARING ON THE PROPOSED RICHMAR FOOD STORES ASSET SALE MOTION; (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF; AND (C) APPROVING: (i) DEBTORS' AUCTION PROCEDURES; AND (ii) BREAK-UP FEE

The undersigned hereby certifies that:

1. On May 5, 2003 the above captioned debtors and debtors in possession filed the *Debtors' Motion for Order: (A) Scheduling the Date, Time and Place for a Hearing on the proposed Richmar Food Stores Sale Motion; (B) Approving the Form and Manner of Notice Thereof; and (C) Approving: (i) Debtors' Auction Procedures; and (ii) Break-Up Fee* (the "Richmar Procedures Motion").

2. Attached hereto as Exhibit A is a revised proposed Order on the Richmar Procedures Motion and exhibits thereto (the "Revised Proposed Order"). The Revised Proposed Order includes revisions that have been made in consultation with counsel to the Committee of

[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.

Unsecured Creditors and the Debtors' prepetition lenders. The revisions reflect the possibility of a sale of the assets in multiple lots at the auction.

3. Atttached hereto as Exhibit B is a blackline version of the Revised Proposed Order that shows the differences between the Revised Proposed Order and the order and exhibits initially filed and served with the Richmar Procedures Motion.

4. The Debtors intend to present the Revised Proposed Order at the hearing on the Richmar Procedures Motion on May 19, 2003.

Dated: May 12, 2003

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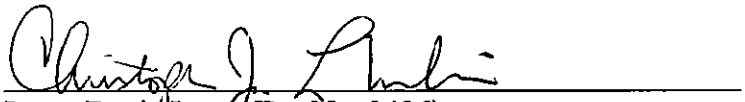

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