

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.: 13

**AMENDED CERTIFICATION OF COUNSEL REGARDING THIRD
ORDER GRANTING MOTION AUTHORIZING THE DEBTORS
TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL
REAL PROPERTY (MAY 31, 2003 EFFECTIVE DATE OF REJECTION)**

The undersigned hereby certifies that:

1. On June 6, 2003, the Debtors filed the original Certification of Counsel Regarding Third Order Granting Motion Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property (May 31, 2003 Effective Date of Rejection) (the "Certification of Counsel") (Docket No. 1344); however, an incorrect order was inadvertently attached to the Certification of Counsel. Attached please find the correct [Proposed] Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property (May 31, 2003 Effective Date of Rejection).

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.

2. On April 2, 2003, the above-captioned debtors and debtors in possession (the "Debtors") filed the Motion for Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property and Aviation Equipment (Docket No. 13) with the Court.

3. The Court has previously entered the Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property (Docket No. 734) and Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property (May 19, 2003 Effective Date of Rejection) (Docket No. 1026) granting the rejection of certain leases addressed in the Motion.

4. Attached hereto is the Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property (May 31, 2003 Effective Date of Rejection) (the "The Third Rejection Order").

5. The Debtors have served this certification of counsel and the The Third Rejection Order on the principal parties in interest and counterparties to the leases being rejected by the Third Rejection Order.

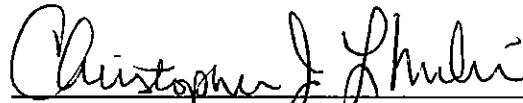
6. The Debtors respectfully request entry of the Third Rejection Order at the Court's earliest convenience.

Dated: June 11, 2003

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