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**

CERTIFICATION OF COUNSEL REGARDING ORDER PURSUANT TO SECTION 365(A) OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY (LEASE NO. AZ-140)

The undersigned hereby certifies that:

1. 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) (the "Motion) with the Court.

2. The Court has previously entered several orders in connection with the Motion.

3. 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 (Lease No. AZ-140) (the "AZ-140 Rejection Order"), that grants

[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.

the rejection of the unexpired non-residential real property lease located at 91st Avenue and Thomas Road, Phoenix, Arizonia (the "AZ-140 Lease")

4. The Debtors represent that counsel to the landlord of the AZ-140 Lease consents to entry of the AZ-140 Rejection Order.

5. The Debtors have served this certification of counsel and the AZ-140 Rejection Order on the principal parties in interest and counsel to the landlord of the AZ-140 Lease.

6. The Debtors respectfully request entry of the AZ-140 Rejection Order at the Court's earliest convenience.

Dated: July 10, 2003

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