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.: 1647**

CERTIFICATION OF COUNSEL REGARDING ORDER GRANTING FIRST AND FINAL APPLICATION OF THE FOOD PARTNERS, LLC FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS RETAIL GROCERY FINANCIAL ADVISOR TO THE DEBTORS FOR THE SALE OF DEBTOR'S NINE CALIFORNIA RETAIL GROCERY STORES TO SAVE MART SUPERMARKETS AND RALPHS GROCERY COMPANY

1. On June 25, 2003 the Food Partners, LLC ("TFP") filed its First and Final Application of The Food Partners, LLC for Compensation for Services Rendered and Reimbursement of Expenses as Retail Grocery Financial Advisor to the Debtors for the Sale of Debtor's Nine California Retail Grocery Stores to Save Mart Supermarkets and Ralphs Grocery Company (Docket No. 1647) (the "Final Application"). Objections to the Final Application were due on or before July, 15, 2003 at 12:00 noon. On July 11, 2003, TFP filed the Supplemental Declaration of Mary L. Burke on Behalf of the Food Partners LLC, Pursuant to Federal Rule of Bankruptcy Procedure 2014(A) (Docket No.: 1912).

[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. Subsequently, TFP agreed to extend the objection deadline to the Final Application as to the Official Committee of Unsecured Creditors (the "Committee") only until July 18, 2003 at 4:00 p.m. Additionally, The parties agreed to continue the hearing on the Final Application from July 17, 2003 until the omnibus hearing scheduled on August 4, 2003.

3. Pursuant to discussions between the Committee and TFP, TFP has voluntarily agreed to reduce the amount of compensation it seeks in connection with the Final Application by $1,964.35.

4. Neither TFP nor the Debtors have received any objections to the Final Application, by the Committee or otherwise, nor do any such objections appear on the Court's docket.

5. Attached hereto as Exhibit A is an order on the Final Application that reflects modifications made on account of the voluntary reduction agreed to by TFP (the "Proposed Order"). Attached hereto as Exhibit B is a blackline version of the order that shows the differences between the Proposed Order and the order originally filed with the Final Application.

6. To the extent appropriate, the Debtors and TFP respectfully request that the Court enter the Proposed Order at its earliest convenience. If the Court has questions in connection with the Final Application, a representative from TFP can be available for the omnibus hearing on August 4, 2003.

Dated: July 28, 2003

KIRKLAND & ELLIS
James H. M. Sprayregen, P.C. (ARDC No. 6190206)
Richard L. Wynne (CA Bar No. 120349)
Bennett L. Spiegel (CA Bar No. 129558)
Shirley Cho (CA Bar No. 192619)
Marjon Ghasemi (CA Bar No. 211551)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500
and
PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

Christopher J. Lhulier

Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier No. 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Counsel for the Debtors and Debtors in Possession