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

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| In re: | ) | |
| | ) | Chapter 11 |
| FLEMING COMPANIES, INC., et al.[1], | ) | |
| | ) | Case No. 03-10945 (MFW) |
| Debtors. | ) | (Jointly Administered) |
| | ) | |
| | ) | **Re: D.I. Nos. 2030, 3072, 3075** |
| | ) | |

**CERTIFICATION OF COUNSEL WITH RESPECT TO ORDER GRANTING PARTIAL RELIEF FROM THE AUTOMATIC STAY WITH RESPECT TO PRE-PETITION LITIGATION COMMENCED BY HARVEST LOGISTICS, INC., ICEWORKS LOGISTICS, INC. AND TIBBETT & BRITTEN GROUP NORTH AMERICA, INC., AND ADJOURNING HEARING ON REMAINDER OF MOTION [D.I. 2030, 3072, 3075]**

I, James C. Carignan, hereby certify as follows regarding the attached Order Granting Partial Relief From The Automatic Stay With Respect To Pre-Petition Litigation Commenced By Harvest Logistics, Inc., Iceworks Logistics, Inc. And Tibbett & Britten Group North America, Inc., And Adjourning Hearing On Remainder Of Motion (the "Order"):

1. On July 18, 2003, Harvest Logistics, Inc. ("Harvest"), Iceworks Logistics, Inc. ("Iceworks") and Tibbett & Britten Group North America, Inc. ("T&B"

[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.

and together with Harvest and Iceworks, the "Movants") filed the Motion of Harvest Logistics, Inc., Iceworks Logistics, Inc. And Tibbett & Britten Group North America, Inc. For Relief From The Automatic Stay (D.I. 2030) (the "Motion").

2. On August 13, 2003, the above-captioned debtors and debtors-in-possession (the "Debtors") filed the Debtors' Objection To The Motion of Harvest Logistics, Inc., Iceworks Logistics, Inc. and Tibbett & Britten Group North America, Inc. For Relief From The Automatic Stay (D.I. 3072) (the "Debtors' Objection"). On August 13, 2003, the Official Committee of Unsecured Creditors (the "Committee") of the Debtors filed the Joinder Of Official Committee Of Unsecured Creditors To The Debtors' Objection To The Motion of Harvest Logistics, Inc., Iceworks Logistics, Inc. and Tibbett & Britten Group North America, Inc. For Relief From Automatic Stay (D.I. 3075) (the "Joinder").

3. On August 19, 2003, the Court held a hearing (the "Hearing") on the Motion, the Debtors' Objection and the Joinder.

4. The attached Order reflects the Court's ruling at the hearing and has been agreed to by the parties.

WHEREFORE, the Movants respectfully request that the Court enter the Order and grant such other and further relief as is just and appropriate.

Dated: September 2, 2003

Respectfully submitted,

*/s/ James C. Carignan*

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