

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
Fleming Companies, Inc., <u>et al.</u> , ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	Related Docket No.: 1817, 1891, 1861

CERTIFICATION OF COUNSEL REGARDING STIPULATION REGARDING SETTLEMENT BETWEEN DEBTORS AND DEC INVESTMENTS, LLC, AND SHIELD INVESTMENT COMPANY CONCERNING OBJECTION OF DEC AND SHIELD TO MOTION FOR ORDER PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE AUTHORIZING DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY (DOCKET NOS. 1817 AND 1891) AND EMERGENCY MOTION OF DEC AND SHIELD TO COMPEL COMPLIANCE WITH SECTION 365(d)(3) OF THE BANKRUPTCY CODE AND THE COURT'S ORDERS (DOCKET NO. 1860)

1. On September 4, 2003 the Court reconvened a hearing (the "Hearing") regarding the Debtors' Motion for Order Pursuant to Section 365(A) of the Bankruptcy Code Authorizing Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property (Docket No. 1817), the objection of DEC Investments LLC and Shield Investment Company thereto (Docket No. 1891) and the DEC and Shield Emergency Motion to Compel Compliance With Section 365(d)(3) of the Bankruptcy Code and the Court's Orders (Docket No. 1860) (collectively, the "DEC & Shield Matters"). At the Hearing, the Debtors and DEC Investments LLC and Shield

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.

Investment Company (collectively, “DEC & Shield”) described the general terms of a settlement to resolve the DEC & Shield Matters and indicated that the parties would submit to the Court a stipulation and proposed order memorializing the agreement for the Court’s consideration.

2. Attached hereto as Exhibit A are the Stipulation Regarding Settlement Between Debtors And Dec Investments, Llc, And Shield Investment Company Concerning Objection Of Dec And Shield To Motion For Order Pursuant To Section 365(A) Of The Bankruptcy Code Authorizing Debtors To Reject Certain Unexpired Leases Of Nonresidential Real Property (Docket Nos. 1817 And 1891) And Emergency Motion Of Dec And Shield To Compel Compliance With Section 365(D)(3) Of The Bankruptcy Code And The Court’s Orders (Docket No. 1860) (the “Stipulation”) and proposed order approving the Stipulation (the “Proposed Order”).

3. The Debtors represent that the Official Committee of Unsecured Creditors has reviewed the Stipulation and consents to entry of the Proposed Order.

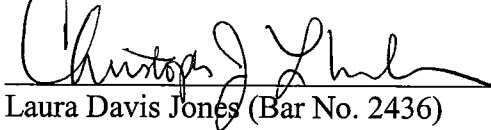
4. The Debtors and DEC & Shield respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: September 10, 2003

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