IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
FLEMING COMPANIES, INC. et al.,	)	Case No. 03-10945 (MFW)
	)	
Debtors.	)	Jointly Administered
	)	
	)	Ref. No. 3581

CERTIFICATION OF COUNSEL[1]

I, Richard S. Cobb, Esquire, hereby certify to the following facts:

1. I am co-counsel to C&S Acquisition LLC and its designees (the "Purchaser"), and C&S Wholesale Grocers, Inc., in the above captioned cases.

2. On September 9, 2003, this Court entered the Second Supplemental Order Approving Assumption and Assignment of Certain Executory Contracts, License Agreements, and Unexpired Leases to Purchaser, or its Designees, as of September 4, 2003 (the "Second Supplemental Order").

3. Attached as Exhibit A to the Second Supplemental Order is a list of contracts that the Purchaser has designated, pursuant to the Sale Motion dated July 11, 2003 of the Selling Debtors, to be assumed by the Debtors and assigned to Purchaser. Included on Exhibit A is Facility Standby Agreement, Contract No. 2077, Il Ponte, Inc., Cure Amount $0.00 (the "Il Ponte FSA").

4. Following the hearing, I was contacted by counsel for Il Ponte, Inc. ("Il Ponte") and informed that Il Ponte believes and maintains that the Il Ponte FSA does not exist.

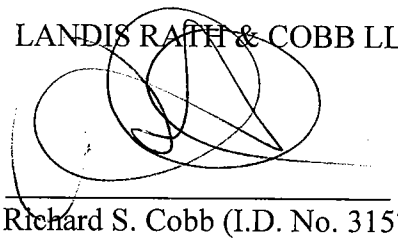
[1] Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Sale Motion dated July 11, 2003 of the Selling Debtors.

5. Without admitting or denying Il Ponte's position, Purchaser has agreed with Il Ponte's counsel that the Il Ponte FSA should be removed from Exhibit A to the Second Supplemental Sale Order, so that this contract will not be assumed by the Debtors and assigned to Purchaser pursuant to this Order.

6. Counsel for all interested parties – Purchaser, Il Ponte, and the Debtors – have reviewed the attached Proposed Order, consent thereto, and respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: September 11, 2003

LANDIS RATH & COBB LLP



Richard S. Cobb (I.D. No. 3157)
919 Market Street, Suite 600
Wilmington, DE 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450

- and -

SIMPSON THACHER & BARTLETT LLP
Kenneth S. Ziman
Gregory M. Saiontz
425 Lexington Avenue
New York, NY 10017-3954
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

Counsel to C&S Wholesale Grocers, Inc.,
C&S Acquisition LLC and its designees