

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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In re: : Chapter 11  
FLEMING COMPANIES, INC., et al., :  
 : Case No. 03-10945 (MFW)  
 :  
 Debtors. : Jointly Administered  
 :  
 : Re: Docket Nos. 3252, 3292, 3314  
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**CERTIFICATION OF COUNSEL REGARDING ORDER RESOLVING OBJECTIONS  
OF KNOWLAN'S TO ASSUMPTION AND ASSIGNMENT OF CERTAIN  
EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO SUPERVALU AND  
APPROVING THE AGREEMENT OF SETTLEMENT**

1. On September 4, 2003, the Court conducted a hearing (the "Hearing") regarding the Notice Pursuant to Sale Order re Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to SUPERVALU INC. dated August 19, 2003 (Docket No. 3252) and the Notice re Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to SUPERVALU INC. dated August 20, 2003 (Docket No. 3293, as supplemented by Docket # 3314) (collectively, Docket Nos. 3252, 3293 and 3314 are referred to herein as the "SUPERVALU Notices"). The Debtors and SUPERVALU INC. (together with its affiliates, "SUPERVALU") went forward on the SUPERVALU Notices only to the extent that the notices were uncontested.

2. The Court indicated at the Hearing that it would approve an order in connection with the SUPERVALU Notices pending submission of a form of order to the Court acceptable to the parties in interest. The Court further indicated that to the extent additional objections to the SUPERVALU Notices were withdrawn or settled, the Court would approve subsequent orders in connection with the SUPERVALU Notices pending submission of a form of order to the Court acceptable to the parties in interest.

3. Pursuant to the Court's procedures, the Debtors submitted the Supplemental Order (I) Designating SUPERVALU As A Third Party Purchaser And (II) Approving Assumption And Assignment Of Certain Executory Contracts, License Agreements And Unexpired Leases To SUPERVALU (the "SUPERVALU Order") on September 5, 2003 (Docket No. 3551) and the Debtors understand that the Court entered but has not yet docketed the SUPERVALU Order.

4. The Debtors and SUPERVALU have reached an agreement with Knowlan's Super Markets, Inc. ("Knowlan's") regarding Knowlan's objection to the proposed assumption and assignment of certain of its agreements, set forth on Schedule 1 to the Proposed Knowlan's Order (as defined below), to SUPERVALU as requested in the SUPERVALU Notices. Knowlan's has agreed to withdraw its objection to the proposed assumption and assignment of its agreements, subject to the assignment of such agreements to SUPERVALU and approval of the "Agreement of Settlement" attached to the Proposed Knowlan's Order as Exhibit A thereto.

5. Attached hereto as Exhibit A is the Order Resolving Objections Of Knowlan's To Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases To SUPERVALU And Approving The Agreement Of Settlement (the "Proposed Knowlan's Order"). The Proposed Knowlan's Order addresses only agreements for which the objection has been withdrawn.

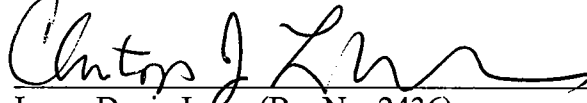
6. The Debtors and SUPERVALU represent that the relevant parties in interest consent to entry of the Proposed Knowlan's Order and respectfully request that the Court enter the Proposed Knowlan's Order at its earliest convenience.

Dated: September 11, 2003.

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