

**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.)	
)	
)	

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
STIPULATION BY AND AMONG FLEMING COMPANIES, INC. AND ITS
AFFILIATED DEBTORS AND DEBTORS IN POSSESSION, C&S
ACQUISITION LLC, C&S WHOLESALE GROCERS, INC., PUCKETT
GROCERY CO., INC. AND M. CRAIG PUCKETT CONCERNING
REJECTION AND TERMINATION OF FACILITY STANDBY
AGREEMENT AND RELATED FORGIVENESS NOTE AND GUARANTY**

1. On July 11, 2003, certain of the above-captioned debtors and debtors in possession (the "Selling Debtors") filed the Selling Debtors' Motion For Order (a) Approving Asset Purchase Agreement With C&S Wholesale Grocers, Inc. And C&S Acquisition LLC, (b) Authorizing (i) Sale Of Substantially All Of Selling Debtors' Assets Relating To The Wholesale Distribution Business To Purchaser Or Its Designee(s) Or Other Successful Bidder(s) At Auction, Free And Clear Of All Liens, Claims, Encumbrances And Interests And (ii) Assumption And Assignment Of Certain Executory Contracts, License Agreements And Unexpired Leases, And (c) Granting Related Relief (D.I. 1906) (the "Sale Motion").

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. On August 4, 2003, the Selling Debtors filed the Notice RE Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion [Assignee - AWG Acquisition, LLC] (D.I. 2716) (the “Assignment Notice”).

3. By the Sale Motion and Assignment Notice, the Selling Debtors sought, *inter alia*, to assume and assign a Facility Standby Agreement, dated as of June 3, 1999, by and between Puckett Grocery Co., Inc. (“PGC”) and Fleming Companies, Inc. (“Fleming”), identified by the Selling Debtors as Contract Number 4899 (the “FSA”), and to sell and convey a related promissory note (as amended, the “Forgiveness Note”) and guaranty (the “Guaranty”) to C&S Acquisition, LLC (“C&S Acquisition”) pursuant to that certain Asset Purchase Agreement, dated as of July 7, 2003, by and between the Selling Debtors and C&S Acquisition and C&S Wholesale Grocers, Inc. (together with C&S Acquisition, “C&S”).

4. Puckett Grocery Co., Inc. and M. Craig Puckett (together, “Puckett”) filed certain objections to the relief requested in the Sale Motion and the Assignment Notice (D.I. 2392 & 2806) (the “Objections”).

5. Subsequent to Puckett’s filing of the Objections, Puckett, the Selling Debtors and C&S negotiated a resolution of the pending issues between them relating to, among other things, the FSA, the Forgiveness Note, the Guaranty, the Sale Motion, the Assignment Notice and the Objections under which the FSA, the Forgiveness Note and the Guaranty would be excluded from the sale and terminated and under which the Selling Debtors and Puckett would exchange releases.

6. The Court conducted multiple hearings regarding the Sale Motion and the Assignment Notice, including a hearing on August 14, 2003 (the “Hearing”). At the Hearing, counsel for the Selling Debtors advised the Court that the Selling Debtors, C&S

and Puckett had negotiated a settlement in principle of the matters among them which would be submitted at a later time.

7. Attached hereto as Exhibit 1 is the proposed Order Approving Stipulation By And Among Fleming Companies, Inc. And Its Affiliated Debtors And Debtors In Possession, C&S Acquisition LLC, C&S Wholesale Grocers, Inc., Puckett Grocery Co., Inc. And M. Craig Puckett Concerning Rejection And Termination Of Facility Standby Agreement And Related Forgiveness Note And Guaranty (the "Proposed Order"). A copy of the fully executed Stipulation By And Among Fleming Companies, Inc. And Its Affiliated Debtors And Debtors In Possession, C&S Acquisition LLC, C&S Wholesale Grocers, Inc., Puckett Grocery Co., Inc. And M. Craig Puckett Concerning Rejection And Termination Of Facility Standby Agreement And Related Forgiveness Note And Guaranty is attached to the Proposed Order as Exhibit A.

8. Puckett respectfully requests that the Court enter the Proposed Order and approve the Stipulation.

Dated: September 22, 2003

MORRIS, NICHOLS, ARSHT AND TUNNELL

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