

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  
 :  
 : **Related to Docket No.: 3710**  
 :

**CERTIFICATION OF COUNSEL**

The undersigned hereby certifies that:

1. On or about October 24, 2003, the Court held a teleconference hearing regarding the Notice Pursuant to Sale Order re Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to AutoZone, Inc. (Docket No. 3710) (the "AutoZone Notice"). Pursuant to the Court's direction and comments made during that teleconference, attached hereto as Exhibit A is a proposed form of order that grants the relief requested in the AutoZone Notice. Attached hereto as Exhibit B is a redlined version of the proposed form of order, which compares the proposed form of order attached hereto as Exhibit A, to the proposed form of order that was attached as Exhibit A to the Certification of Counsel filed by counsel to AutoZone just prior to the teleconference (Docket No. 4173).
2. Upon information and belief, AutoZone, Inc., Memphis Associates, LLLP, the above-captioned debtors, and AWG Acquisitions LLC, have all agreed upon the form of order attached hereto as Exhibit A. Accordingly, AutoZone respectfully requests that the Court enter the form of order

attached hereto as Exhibit A at its earliest convenience.

Dated: October 24, 2003  
Wilmington, Delaware

/s/ Karen C. Bifferato  
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