

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.: 4111

**CERTIFICATION OF COUNSEL REGARDING NOTICE PURSUANT TO
SALE ORDER RE ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO
MOUNDS FOODS, INC. (HEARING DATE: NOVEMBER 4, 2003)**

1. On October 17, 2003 the above captioned debtors in possession (the "Debtors") filed and served the Notice Pursuant To Sale Order Re Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases To Mounds Foods, Inc. (Hearing Date: November 4, 2003) (Docket No. 4111) (the "Notice"), seeking to assume and assign certain unexpired leases of nonresidential real property to Mound Foods, Inc. (the "Lessee"). A hearing on the Notice is scheduled for November 4, 2003 at 2:00 p.m.

2. Mound Marketplace, LLC (the "Lessor") and the Lessee have entered into the Stipulation (I) Designating Mound Foods, Inc. as a Third Party Purchaser and (II) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to Mound Foods, Inc. (the "Stipulation"), which provides for the assumption and assignment of the

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.

unexpired leases addressed in the Notice by the Debtors to the Lessee. A copy of the Stipulation is attached hereto as Exhibit A.

3. In connection with the Stipulation, attached hereto as Exhibit B is the Affidavit of Frank Boese Regarding Adequate Assurance Showing in Support of Assignment of Real Property Prime Lease to Mound Foods, Inc., a Minnesota Corporation.

4. The Debtors respectfully request that the Court enter the Supplemental Order (I) Designating Mound Foods, Inc. as a Third Party Purchaser and (II) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to Mound Foods, Inc. (the "Proposed Order") at its earliest convenience. A copy of the Proposed Order is attached to the Stipulation as Exhibit II.

5. The Lessor and Lessee consent to entry of the Proposed Order.

Dated: November 3, 2003

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