

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.) Related Docket No. 4234

**CERTIFICATION OF COUNSEL REGARDING STIPULATED ORDER
RE MOTION OF SNELL & WILMER FOR RELIEF FROM THE
AUTOMATIC STAY PURSUANT TO SECTION 362 OF THE BANKRUPTCY CODE**

The undersigned hereby certifies that:

1. On October 29, 2003, Snell & Wilmer (“S&W”) filed its Motion for Relief From the Automatic Stay to Allow it to Offset Amounts in its Trust Account Against its Secured Claim, and Distribute the Remaining Funds to Core-Mark International, Inc. (the “Motion”) (Docket No. 4234).
2. On December 1, 2003, the Debtors and the Official Committee of Unsecured Creditors (the “Committee”) filed their objections to the Motion.
3. The Debtors, Committee and S&W have resolved the Motion on the terms set forth in the *Stipulated Order Re Motion of Snell & Wilmer for Relief from the Automatic Stay Pursuant to Section 362 of the Bankruptcy Code* (the “Stipulation”) attached hereto as Exhibit A.

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.

4. The Debtors respectfully request that the Court enter the attached

Stipulation at the Court's earliest convenience.

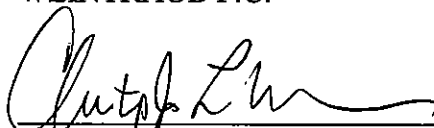
Dated: December 5, 2003

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EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Case No. 03-10945 (MFW)
)	
FLEMING COMPANIES, INC., et al.,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	
)	[Re DOCUMENT NO. 4234]
)	
)	
)	

**STIPULATED ORDER RE MOTION OF SNELL & WILMER FOR RELIEF FROM
THE AUTOMATIC STAY PURSUANT
TO SECTION 362 OF THE BANKRUPTCY CODE**

Upon consideration of the Motion of Snell & Wilmer ("S&W") for Relief from the Automatic Stay (the "Motion"); and upon consideration of the Debtors' Opposition to the Motion and the Official Committee of Unsecured Creditors' Joinder to the Opposition; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given, and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is Granted on the terms set forth in this Order.
2. S&W shall remit to Core-Mark International, Inc. ("Core-Mark") immediately all amounts currently in its possession on account of proceeds received from collection work performed for Core-Mark pre-petition, less fifteen thousand dollars (\$15,000).
3. S&W agrees to waive any and all rights to any claim with respect to outstanding attorneys fees and costs against Core-Mark for work performed pre-petition, in exchange for the retention of the \$15,000, except that S&W shall have an allowed unsecured claim against Core-

Mark for the remainder of its outstanding pre-petition attorneys' fees and costs owing of \$8,136.52.

4. Notwithstanding any provision of the Federal Rules of Bankruptcy Procedure to the contrary, this Order is effective immediately.

Dated: _____

THE HONORABLE MARY F. WALRATH
CHIEF UNITED STATES BANKRUPTCY JUDGE

Respectfully submitted:



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