

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 Nos.: 5034 & 5450

**CERTIFICATION OF COUNSEL REGARDING ORDER PARTIALLY APPROVING
DEBTORS TO PAY CERTAIN COMMITMENT AND RELATED FEES AND
EXPENSES RELATING TO THE REPLACEMENT POST-PETITION FINANCING TO
GENERAL ELECTRIC CAPITAL CORP. AND RELATED RELIEF**

The undersigned hereby certifies that:

1. At the omnibus hearing on January 21, 2004 in the above captioned cases (the "Hearing"), in connection with the Debtors' Motion For An Order (I) (A) Authorizing Debtors To Obtain Replacement Post-Petition Financing Under 11 U.S.C. Section 364 And Bankruptcy Rule 4001(C) And Del. Bankr. LR 4001-2 And Assign The Existing Secured Lenders' Liens To The Replacement Lenders, And (B) Authorizing Debtors To Pay Certain Commitment And Related Fees And Expenses Relating To The Replacement Post-Petition Financing, (II) Granting Adequate Protection Pursuant To 11 U.S.C. Section 361 And 363; And (III) Authorizing Debtors To Repay Certain Outstanding Obligations Under The Pre-Petition Credit Agreement And The Post-Petition Loan Agreement (Docket No. 5034) and the Expedited Motion of Certain Creditors

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.

(A) to Continue Hearing on Motion of Debtors' for an Order Authorizing Debtors to Obtain Replacement Post-Petition Financing and (B) For Telephonic Hearing (Docket No. 5450) the Court indicated that it would enter the Order Partially Approving Debtors To Pay Certain Commitment And Related Fees And Expenses Relating To The Replacement Post-Petition Financing To General Electric Capital Corp. And Related Relief (the "Proposed Order") subject to the Debtors submitting a revised order that is consistent with the Court's ruling at the Hearing and acceptable to parties in interest. A copy of the Proposed Order is attached hereto as Exhibit A.


2. The Debtors represent that the Official Committee of Unsecured Creditors and the reclamation claimants appearing at the Hearing consent to entry of the Proposed Order and, therefore, respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: January 22, 2004

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