

**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)
Debtors.)	(Jointly Administered)
_____)	

**MOTION AND ORDER FOR ADMISSION
PRO HAC VICE OF LAWRENCE H. MEUERS**

Pursuant to District Court Local Rule 83.5, Duane D. Werb, a member in good standing of the Bar of the State of Delaware, and a partner in the firm of Werb & Sullivan, moves (the “Motion”) for the admission pro hac vice of Lawrence H. Meuers, whose address is Meuers Law Firm, P.L., 5395 Park Central Court, Naples, FL 34109 to represent the following parties:

Brings Company, Inc.	Wm. Bolthouse Farms, Inc.
Calavo Growers, Inc.	CDS Distributing, Inc.
C.M. Holtzinger Fruit Co., Inc.	Davalan Sales, Inc.
Denice & Filice Packing Co.	Evans Fruit Company
Fresh Kist Produce, LLC	Fresh Express Incorporated
Fresh Start Produce Sales, Inc.	Giumarra Vineyards Corp.
Global Berry Farms, LLC	Grant J. Hunt Company
Grimmway Enterprises, Inc.	Hollar & Greene Produce Co., Inc.

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 Com., LLC; Fleming Foods of Texas, LP; 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.; Minster-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.

Wholesale Produce Supply Company	Keith Connell, Inc.
Maglio & Company	Monterey Mushrooms Tennessee, Inc.
Monterey Mushrooms Texas, Inc.	Natural Selection Foods, LLC
The Oppenheimer Group	Potandon Produce, LLC
Roland Marketing, Inc.	Sierra Produce
Southern Specialties, Inc.	Sun Belle, Inc. f/k/a Honigberg
Sun Pacific Marketing Cooperative, Inc.	Taylor Farms California, Inc.
Hintz-Reiman, Inc. d/b/a River City Produce Sales	

The Admittee is admitted, practicing, and in good standing in the State of Florida, the State of Minnesota, the State of California, the U.S. District Court for the Middle District of Florida, the U.S. District Court for the Southern District of Florida, the U.S. District Court for the District of Minnesota, the U.S. District Court for the Western District of Texas, the U.S. District Court for the Central District of California, the U.S. District Court for the Northern District of California, the U.S. District Court for the Eastern District of California, the U.S. District Court for the Southern District of California, the U.S. Court of Appeals for the Eighth Circuit, U.S. Court of Appeals for the Eleventh Circuit and United States Supreme Court.

Dated: April 3, 2003
Wilmington, Delaware

Respectfully submitted,

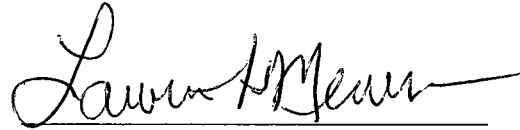
WERB & SULLIVAN

/s/ Duane D. Werb
Duane D. Werb (I.D. No. 1042)
300 Delaware Avenue, 10th Floor
P.O. Box 25046
Wilmington, DE 19801
Telephone: (302) 652-1100
Facsimile: (302) 652-1111

CERTIFICATE OF ADMITTEE

Pursuant to Local Rule 83.5, I certify that I am eligible for admission pro hac vice to this Court, am admitted, practicing and in good standing in the jurisdictions shown in the paragraph above, and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with this Court's Local Rules.

Dated: April 3, 2003

A handwritten signature in cursive script, reading "Lawrence H. Meuers", written over a horizontal line.

Lawrence H. Meuers
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Meuers Law Firm
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Naples, FL 34109
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ORDER FOR ADMISSION PRO HAC VICE

It is hereby ordered that counsel's Motion for the Admission Pro Hac Vice of Lawrence H. Meuers is **GRANTED**.

Dated: _____, 2003
Wilmington, Delaware

The Honorable Mary F. Walrath
United States Bankruptcy Court Judge

CERTIFICATE OF SERVICE

I, Duane D. Werb, this 3rd day of April, hereby certify that I caused one copy of the foregoing *Motion and Order for Admission Pro Hac Vice of Lawrence H. Meuers* to be served upon the following individuals in the manner indicated:

VIA HAND DELIVERY

Office of United States Trustee
844 King Street, Room 2313
Wilmington, DE 19801

VIA HAND DELIVERY

Laura Davis Jones, Esquire
Pachulski Stang Ziehl Young
Jones & Weintruab
919 North Market Street, 16th Floor
Wilmington, DE 19801

VIA FIRST CLASS MAIL

James H.M. Sprayregen, Esquire
Timothy Elliot, Esquire
Kirkland & Ellis
777 South Figueroa Street
Los Angeles, CA 90017

VIA FIRST CLASS MAIL

Manufacturers & Traders Trust
Corporate Trust Department
50 Broadway, 7th Floor
New York, NY 10004
Attn: Russell Whitley

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Manufacturers & Traders Trust
Corporate Trust Department
One M&T Plaza, 7th Floor
Buffalo, NY 14203

VIA FIRST CLASS MAIL

Bank One, N.A.
Corporate Trust Services
100 East Broad Street, 8th Floor
Columbus, OH 43215
Attn: David Knox

VIA FIRST CLASS MAIL

Bankers Trust Company
Corporate Trust Department
4 Albany Street, 10th Floor
New York, NY 10006
Attn: Maria Tokarz

VIA FIRST CLASS MAIL

Conagra Foods
1 Conagra Drive
Omaha, NE 68102
Attn: Doug Knudsen

VIA FIRST CLASS MAIL

Proctor & Gamble Dist. Co.
1 P&G Plaza
Cincinnati, OH 45202
Attn: B.J. Polk

VIA FIRST CLASS MAIL

General Mills
P.O. Box 1113
Minneapolis, MN 55440
Attn: Jim Kula

VIA FIRST CLASS MAIL

Georgia Pacific/Fort James Corp.
133 Peachtree Street NE
Atlanta, GA 30303
Attn: Andre Mikhalevsky

VIA FIRST CLASS MAIL

Kraft
3 Lakes Drive
Northfield, IL 60093
Attn: Ken Adams

VIA FIRST CLASS MAIL

Nestle USA, Inc.
800 North Brand Blvd.
Glendale, CA 91203
Attn: Bruce Partridge

VIA FIRST CLASS MAIL

Kellogg Company
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Battle Creek, MI 49016
Attn: Brad Davidson

VIA FIRST CLASS MAIL

Johnson & Sons, Inc.
1 Johnson & Johnson Plaza
New Brunswick, NJ 08933
Attn: Paul Fiascone

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Hormel Foods Company
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Attn: Larry Aladerson

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Unilever
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Attn: Mike O'Rourke

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Clorox Sales Company
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Attn: Ken Partyka

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Campbell Soup Company
Campbell Plaza
Camden, NJ 08103
Attn: Beth Monschein

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Marigold Foods, Inc.
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Attn: Greg Kurr

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Attn: Mark Lauderdale

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Attn: Donald Hurrie

VIA HAND DELIVERY

Christopher S. Sontchi, Esq.
Ashby & Geddes
222 Delaware Avenue, 17th Floor
Wilmington, DE 19801

/s/ Duane D. Werb

Duane D. Werb (No. 1042)