

**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 JEFFREY M. CHEBOT**

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 Jeffrey M. Chebot, whose address is Whiteman, Bankes & Chebot, LLC, Suite 1300, Constitution Place, 325 Chestnut Street, Philadelphia, PA 19106 to represent Sunkist Growers, Inc. in the above-captioned bankruptcy proceeding.

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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.

The Admittee is admitted, practicing, and in good standing in the State of Pennsylvania, the State of New Jersey, the U.S. District Court for the District of New Jersey, the U.S. District Court for the Eastern District of Pennsylvania, the U.S. District Court for the Eastern District of Wisconsin, and the U.S. Court of Appeals for the Third Circuit.

Dated: April 3, 2003
Wilmington, Delaware

Respectfully submitted,

WERB & SULLIVAN

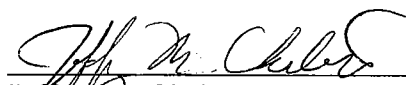
/s/ Duane D. Werb
Duane D. Werb (I.D. No. 1042)
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Counsel to Sunkist Growers, Inc.

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



Jeffrey M. Chebot
Pennsylvania Bar No. 33430
Whiteman, Bankes & Chebot, LLC
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Constitution Place
325 Chestnut Street
Philadelphia, PA 19106
Telephone: (215) 829-0014

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Debtors.)	(Jointly Administered)
_____)	

ORDER FOR ADMISSION PRO HAC VICE

It is hereby ordered that counsel's Motion for the Admission Pro Hac Vice of Jeffrey M. Chebot 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 Jeffrey M. Chebot* 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

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Pachulski Stang Ziehl Young
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VIA FIRST CLASS MAIL

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Attn: Greg Kurr

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Attn: Donald Hurrie

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/s/ Duane D. Werb

Duane D. Werb (No. 1042)