

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

In Re:  
FLEMING COMPANIES, INC.  
Debtor.

Chapter 11  
Case No. 03-10945 (MFW)  
(Jointly Administered)

**MOTION AND ORDER FOR ADMISSION PRO HAC VICE**

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 Patricia J. Rynn whose address is Rynn & Janowsky, LLP, 4100 Newport Place Drive, Suite 700, Newport Beach, CA 92660 to represent the following parties:

Pictsweet, LLC	Jacobs, Malcolm & Burt
Bay Area Produce, Inc.	Spice World, Inc.
D'Arrigo Brothers Co. of California	Well-Pict, Inc.
Paramount Export Co.	Driscoll Strawberry Associates, Inc.
Trinity Fruit Sales, Inc.	Schoenmann Produce Company, Inc.
Lawrence Distributing Co., Inc.	Oneonta Trading Corp.
Horizon Marketing	R-J Distributing Co., Inc.
Great Earth Produce, Inc.	Steinbeck Country Produce, Inc.
Corona College Heights	Ocean Mist Farms
Borg Produce Sales, Inc.	Newstar/Ceres Fresh Foods, LLC
Ratto Bros., Inc.	The Nunes Company, Inc.
CALFLO Produce, Inc.	AV Thomas Produce

M & R Company

Mario Macias & Company, Inc.

Apio, Inc.

The HMC Group Marketing, Inc.

Mann Packing Co., Inc.

West Pak Avocado, Inc.

Sierra Produce

Keber Distributing, Inc.

Sun America Produce

Frozsun Foods, Inc.

Wm. G. Roe & Sons, Inc.

Pero Packing and Sales, Inc.

Walden-Sparkman, Inc.

Nashville Tomato, LLC

Wishnatzki Farms

Christopher Ranch, LLC

Direct Ethnic Marketers

River Ranch Fresh Foods, LLC

Growers Express

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

Dated: April 11, 2003  
Wilmington, Delaware

Respectfully submitted,

**WERB & SULLIVAN**

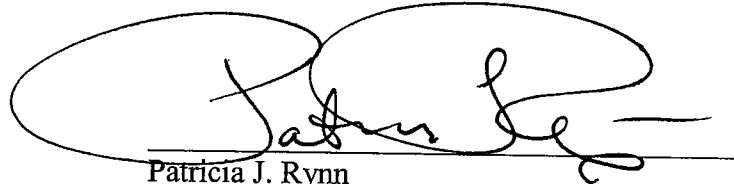


Duane D. Werb (I.D. No. 1042)  
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**CERTIFICATE OF ADMITTEE**

Pursuant to Local Rule 83.5, I certify that I am eligible for admission *pro hac vice* to this Court, am admitted to practice 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 course of, or in the preparation of, this action. I also certify that I have access to, and have acquired, a copy of the Local Rules of this Court and am generally familiar with such Rules.

A handwritten signature in black ink, appearing to read 'Patricia J. Rynn', is written over a horizontal line. The signature is stylized and cursive.

Patricia J. Rynn  
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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re:

Chapter 11

FLEMING COMPANIES, INC.

Case No. 03-10945 (MFW)  
(Jointly Administered)

Debtor.

**ORDER FOR ADMISSION PRO HAC VICE**

It is hereby ordered that counsel's Motion for the Admission *Pro Hac Vice* of Patricia J. Rynn is **GRANTED**.

Dated: \_\_\_\_\_, 2003  
Wilmington, Delaware

\_\_\_\_\_  
The Honorable Mary F. Walrath  
United States Bankruptcy Court Judge

**CERTIFICATE OF SERVICE**

I, Duane D. Werb, Esquire, hereby certify that on April 14, 2003, I served one copy of the foregoing *Motion And Order For Admission Pro Hac Vice* to the following individuals in the manner indicated:

**VIA HAND DELIVERY**

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