

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Fleming Companies, Inc., et al.,) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.) Related Docket No. 11

**MOTION OF JOHN C. PHILLIPS, JR. FOR AN ORDER
ADMITTING DANIEL A. McDANIEL AS ATTORNEY FOR PACA CREDITORS
PRO HAC VICE PURSUANT TO LOCAL DISTRICT COURT RULE 83.5(c)**

JOHN C. PHILLIPS, JR., a member of the law firm of Phillips, Goldman & Spence, counsel for The Produce Exchange, Inc. and General Produce Co., Ltd. (PACA Creditors), maintaining an office at 1200 North Broom Street, Suite 800, Wilmington, Delaware 19860, and being a member in good standing of the Bar of the State of Delaware, and an attorney admitted to practice before the United States District Court for the District of Delaware, hereby moves (the "Motion") this Court for entry of an order permitting Daniel A. McDaniel, Esquire, member of the law firm of Nomellini, Grilli & McDaniel Professional Law Corporations, proposed counsel for the PACA Creditors, having an office at 235 East Weber Avenue, P. O. Box 1461, Stockton, California, 95201, (the "Admittee"), to practice *pro hac vice* before the United States Bankruptcy Court for the District of Delaware, to represent, as attorney to the PACA Creditors, in the above-captioned chapter 11 case, pursuant to Local Rule 83.5(c) of the United States District Court of the District of Delaware. In support of this Motion, the Movant states as follows:

1. Mr. McDaniel is a member in good standing of the Bar of the State of California, the United States District Court for the Northern, Eastern, Southern and Central

Districts of California, the United States Court of Appeals for the Ninth Circuit, and the Supreme Court of the United States. There are no disciplinary proceedings against him.

2. Attached as Exhibit A is the Certification of the Admittee pursuant to Local District Court Rules 83.5(c) and 83.6(i).

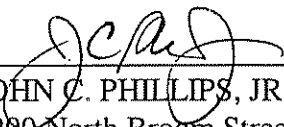
3. Movant requests that this Court allow this Motion so that the Admittee may file pleadings and appear and be heard at the hearings in these chapter 11 cases.

4. No prior motion for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the PACA Creditors respectfully request that the Court enter an order in the form attached hereto permitting Daniel A. McDaniel to appear *pro hac vice* in association with the Movant as counsel to the PACA Creditors in these chapter 11 cases, and granting such other and further relief as the Court deems appropriate.

Dated: April 16, 2003

PHILLIPS, GOLDMAN & SPENCE, P.A.

By: 
JOHN C. PHILLIPS, JR., ESQ. (#110)
1200 North Broom Street
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(302) 655-4200
Counsel for The Produce Exchange, Inc. and
General Produce Co., Ltd.

IT IS SO ORDERED this _____ day of _____, 2003.

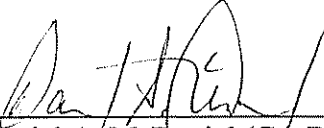
The Honorable Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT A

(CERTIFICATION BY COUNSEL TO BE ADMITTED *PRO HAC VICE*)

Pursuant to Local District Court Rule 83.5, I certify that I am eligible for admission to this Court, am admitted to practice in the jurisdictions specified in the Motion, and am in good standing in such jurisdictions. I submit to the disciplinary jurisdiction of this Court for any alleged misconduct that occurs in the course of, or in the preparation of, these chapter 11 cases, pursuant to Local Rule 83.6(i) of the United States District Court for the District of Delaware. I have access to, or have acquired, a copy of the Local Rules of this Court and I am generally familiar with such Rules.


Dated: April 14, 2003



Daniel A. McDaniel (CA Bar No. 77363)
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CERTIFICATE OF SERVICE

I, John C. Phillips, Jr., Esquire, hereby certify that on April 16, 2003, a copy of the attached MOTION was served upon the attached 2002 list via first class mail.



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