ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11 DKT. NO. 549 DT. FILED 4/23/03
FLEMING COMPANIES, INC., ET AL	Case No. 03-10945-MFW
Debtors	(Jointly Administered)

MOTION FOR ADMISSION *PRO HAC VICE*

Thomas G. Whalen, a member of the Bar of this Court, pursuant to Local Rule 9010-1(b) and District Court Rule 83.5(c), and upon the annexed Certification, moves the admission *pro hac vice* of Beth Stern Fleming of the law firm of Stevens & Lee, P.C., 1818 Market Street, 29th Floor, Philadelphia, PA 19103, to represent IBM Credit LLC. Ms. Stern Fleming is admitted, practicing and in good standing before the Bars of the Courts recited in her respective Certification.

WHEREFORE, the undersigned respectfully requests that this Motion be granted and requests such other and further relief as the Court deems appropriate.

Dated: April 23, 2003

Respectfully submitted,

/s/ Thomas G. Whalen
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Attorneys for IBM Credit LLC

SO ORDERED

4/24/03
The Honorable Mary F. Walrath
United States Bankruptcy Judge