

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)
) (Jointly Administered)
Debtors.)

**MOTION FOR ORDER ADMITTING
ATTORNEYS FOR DEBTORS PRO HAC VICE**

Laura Davis Jones (the "Movant"), a shareholder in the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. ("PSZYJ&W"), counsel to the above-captioned debtors and debtors in possession ("Fleming Companies" or the "Debtors"), maintaining an office at 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705, and being a member in good standing of the Bar of Delaware, and an attorney admitted to practice before the United States District Court for the District of Delaware, The United States Court of Appeals for the Third Circuit, and the Supreme Court of the United States, hereby moves (the "Motion") this Court for entry of an order permitting: Andrew Horne of Kirkland & Ellis, co-counsel for the Debtors, having an office at the 153 E 53rd St., New York, NY 10022, to practice *pro hac vice* before the United States Bankruptcy Court for the District of Delaware, to represent the Debtors in the above-captioned chapter 11 cases, pursuant to Local Rule 83.5(c)

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 Co., L.L.C., Fleming Foods of Texas, L.P.; 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.; Minter-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.

of the United States District Court for the District of Delaware. In support of this Motion, the Movant states as follows:

Mr. Horne is a member in good standing of the Bar of the State of New York.

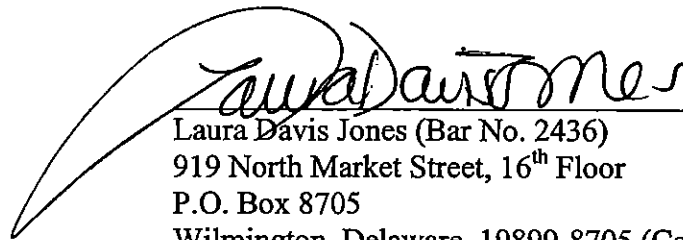
There are no disciplinary proceedings against Mr. Horne.

Attached as Exhibit A is the Certification by Counsel to be admitted *pro hac vice* for Mr. Horne pursuant to Local District Court Rules 83.5(c) and 83.6(i).

WHEREFORE, Debtors respectfully request that the Court enter an order, substantially in the form attached hereto, permitting Andrew Horne to appear *pro hac vice* in association with the Movant as counsel to the Debtors in these chapter 11 cases, and granting such other relief as the Court deems appropriate.

Dated: July 21, 2003

PACHULSKI, STANG, ZIEHL, YOUNG, JONES
& WEINTRAUB P.C.



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