

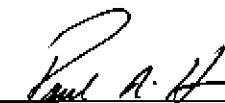
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : **Chapter 11**
: :
FLEMING COMPANIES, INC., et al., : **Case No. 03-10945 (MFW)**
: :
Debtors. : :

**MOTION AND ORDER FOR ADMISSION
PRO HAC VICE PURSUANT TO
LOCAL DISTRICT COURT RULE 83.5**

1. Paul N. Heath, a member in good standing of the Bar of the State of Delaware, admitted to practice before the United States District Court for the District of Delaware, moves, pursuant to Local Rule 83.5 of the United States District Court for the District of Delaware, the admission *pro hac vice* of David T. Cohen (the "Admittee") of Warner, Stevens & Doby, L.L.P., 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102, to represent Kellogg Company, Keebler Company and Kashi Company in the above-captioned cases.

The Admittee is a member in good standing of the Bars of the State of Texas and the State of California, is admitted to practice law in all state courts of the States of Texas and California, and the United States District Courts for the Northern District of Texas, Eastern District of Texas, Central District of California, Eastern District of California, Northern District of California, Southern District of California, the 5th Circuit Court of Appeals, 9th Circuit Court of Appeals, and the U.S. Supreme Court.



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2. The Admittee certifies that he is eligible for admission to this Court, is admitted to practice and in good standing in the jurisdiction shown in paragraph 1 above, submits to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the course of, or in the preparation of, these cases as provided in Local Rule 83.6 of the United

States District Court of Delaware, and has access to, or has acquired, a copy of the Local Rules of this Court and is generally familiar with those Rules



David T. Cohen

3. Motion granted.

Date: 8/13/03



United States Bankruptcy Judge