

UNITED STATES BANKRUPTCY COURT  
THE DISTRICT OF DELAWARE

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In re:

FLEMING COMPANIES, INC., et al.,<sup>1</sup>

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

Debtors.

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

Margaret Manning, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission pro hac vice of Jeffrey A. Kennard, Esquire, of Blackwell Sanders Peper Martin LLP, Two Pershing Square, 2300 Main Street, Suite 1000, Kansas City, Missouri 64108, Telephone (816) 983-8000, Telefax (816) 983-8080, to represent AWG Acquisition, LLC in this action. The Admittee is admitted, practicing, and in good standing in the States of Kansas, Missouri, and Oklahoma.

Dated: 9 5 03

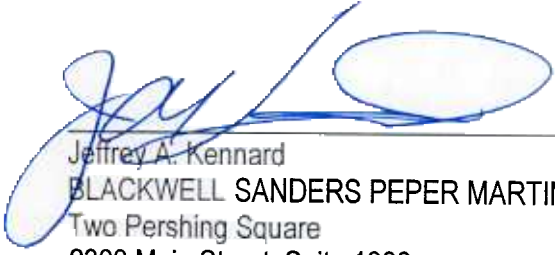


Margaret Manning (Bar No. 4183)  
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<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, 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.

The Admittee certifies that he is eligible for admission pro hac vice to this Court, is admitted to practice and in good standing in the jurisdictions shown in the paragraph above, submits to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the course of, or in the preparation of, this action, and has acquired a copy of the Local Rules of this Court and is generally familiar with such Rules.

Dated: 9-11-03



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Jeffrey A. Kennard  
BLACKWELL SANDERS PEPER MARTIN LLP  
Two Pershing Square  
2300 Main Street, Suite 1000  
Kansas City Missouri 64108  
(816) 983-8000  
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Motion granted.

BY THE COURT:

Date:

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