

**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)
Debtors.)	(Jointly Administered)
_____)	

**MOTION AND ORDER FOR ADMISSION
PRO HAC VICE OF JERRY L. SIMS**

Pursuant to District Court Local Rule 83.5, Duane D. Werb, a member in good standing of the Bar of the State of Delaware, and a partner in the firm of Werb & Sullivan, moves (the “Motion”) for the admission pro hac vice of Jerry L. Sims, whose address is Sims Moss Kline & Davis, LLP, Three Ravinia Drive, Suite 1700, Atlanta, Georgia, 30346 to represent Associated Grocers of Florida, Inc. and its Subsidiaries in this action.

The Admittee is admitted, practicing, and in good standing in the State of Georgia; the District of Columbia; the United States District Court for the Northern District of Georgia; The United States District Court for the Middle District of Georgia and The United States Supreme Court.

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 Com., LLC; Fleming Foods of Texas, LP; 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.; Minster-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.

Dated: September 30, 2003
Wilmington, Delaware

Respectfully submitted,

WERB & SULLIVAN

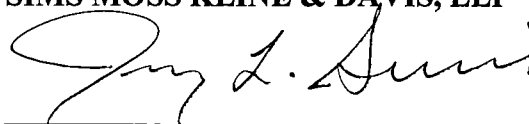
/s/ Duane D. Werb
Duane D. Werb (I.D. No. 1042)
300 Delaware Avenue, 10th Floor
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CERTIFICATE OF ADMITTEE

Pursuant to Local Rule 83.5, I certify that I am eligible for admission pro hac vice to this Court, am admitted, practicing and in good standing in the jurisdictions shown in the paragraph above, and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with this Court's Local Rules.

Dated: September 30, 2003

SIMS MOSS KLINE & DAVIS, LLP



Jerry L. Sims
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Debtors.)	(Jointly Administered)
_____)	

ORDER FOR ADMISSION PRO HAC VICE OF JERRY L. SIMS

It is hereby ordered that counsel's Motion for the Admission Pro Hac Vice of Jerry L. Sims is **GRANTED**.

Dated: _____, 2003
Wilmington, Delaware

The Honorable Mary F. Walrath
United States Bankruptcy Court Judge

CERTIFICATE OF SERVICE

I, Duane D. Werb, this 30th day of April, hereby certify that I caused one copy of the foregoing *Motion and Order for Admission Pro Hac Vice of Jerry L. Sims* to be served upon the following individuals in the manner indicated:

VIA HAND DELIVERY

Office of United States Trustee
844 King Street, Room 2313
Wilmington, DE 19801

VIA HAND DELIVERY

Laura Davis Jones, Esquire
Pachulski Stang Ziehl Young
Jones & Weintruab
919 North Market Street, 16th Floor
Wilmington, DE 19801

VIA FIRST CLASS MAIL

James H.M. Sprayregen, Esquire
Timothy Elliot, Esquire
Kirkland & Ellis
777 South Figueroa Street
Los Angeles, CA 90017

VIA FIRST CLASS MAIL

Manufacturers & Traders Trust
Corporate Trust Department
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New York, NY 10004
Attn: Russell Whitley

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Manufacturers & Traders Trust
Corporate Trust Department
One M&T Plaza, 7th Floor
Buffalo, NY 14203

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Bank One, N.A.
Corporate Trust Services
100 East Broad Street, 8th Floor
Columbus, OH 43215
Attn: David Knox

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Bankers Trust Company
Corporate Trust Department
4 Albany Street, 10th Floor
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Attn: Maria Tokarz

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Conagra Foods
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Omaha, NE 68102
Attn: Doug Knudsen

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Attn: B.J. Polk

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General Mills
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Minneapolis, MN 55440
Attn: Jim Kula

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Georgia Pacific/Fort James Corp.
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Attn: Andre Mikhalevsky

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Kraft
3 Lakes Drive
Northfield, IL 60093
Attn: Ken Adams

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Attn: Bruce Partridge

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Attn: Brad Davidson

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Attn: Paul Fiascone

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Campbell Soup Company
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Attn: Beth Monschein

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Attn: Greg Kurr

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Kimberley Clark Company
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Attn: Donald Hurrie

VIA HAND DELIVERY

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/s/ Duane D. Werb

Duane D. Werb (No. 1042)