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Attorneys for Plaintiff

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

LARRY WILSON, on behalf of himself and all others similarly situated,)	Civil Action No. 07-1456(NLH)
Plaintiff,)	
v.)	
MENU FOODS INCOME FUND, MENU FOODS, INC., a New Jersey corporation, MENU FOODS HOLDINGS, INC., and MENU FOODS MIDWEST CORPORATION, a Delaware corporation)	CERTIFICATION OF STUART C. TALLEY TO APPEAR AND PARTICIPATE PRO HAC VICE
Defendants.)	

STUART C. TALLEY, hereby certifies and says:

1. I am an attorney at law admitted to practice before all courts in the State of California. I am also admitted to practice before the following courts: The United States District Courts for the Eastern, Northern, Southern, and Central Districts of California. I am in good standing before all of the aforementioned courts.

2. I am a partner with the law firm of Kershaw, Cutter & Ratinoff located at 980 9th Street, Suite 1900, Sacramento, California 95814.

3. I make this certification in support of an application to appear and participate in the above-captioned matter *pro hac vice* on behalf of plaintiff, pursuant to Rule 101.1(c) of the Local Civil Rules of the United States District Court for the District of New Jersey.

4. My firm has been requested by plaintiff to represent him in connection with this litigation. Plaintiff has come to our firm because we have substantial experience in civil litigation, and we have experience in class action litigation. My firm has extensive experience in all phases of litigation including depositions, trials and appeals. I believe that my firm's expertise makes us particularly qualified to represent our client.

5. I am not under suspension or disbarment by any court, nor are any disciplinary proceedings pending against me.

6. My firm has retained the services of the law firm of Lite DePalma Greenberg & Rivas, LLC, Two Gateway Center, 12th Floor, Newark, New Jersey 07102, to serve as liaison counsel on behalf of our client. Joseph J. DePalma, Esq. of that law firm is handling this matter with us.

7. I understand that if I am admitted to appear and participate *pro hac vice*:

(a) I shall abide by the rules governing the courts of the State of New Jersey, including all disciplinary rules;

(b) I shall consent to the appointment of the Clerk of the Supreme Court of the State of New Jersey as an agent upon whom service may be made for all actions against me and/or my firm that may arise out of my participation in connection with this matter;

(c) I shall notify this Court immediately of any matter affecting my standing at the bar of any other court;

(d) I shall have all pleadings, briefs and other papers filed with the Court signed by an attorney of record authorized to practice in this state;

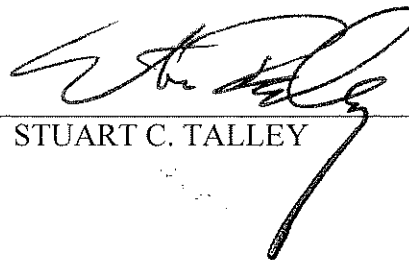
(e) no delay in discovery, motions, trial or any other proceeding shall occur or be requested by reason of my inability to be in attendance; and

(f) automatic termination of my *pro hac vice* admission will occur for my failure to make the required annual payment to the Ethics Financial Committee and the New Jersey Lawyers' Fund for Client Protection, proof of which payment shall be made by certification to the court no later than February 15th of each year.

8. I respectfully request that this Court grant this application on behalf of the plaintiff in the above-captioned matter to permit me to appear and participate *pro hac vice* on his behalf.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: May 16, 2007



STUART C. TALLEY