

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

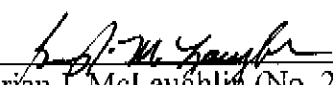
In re: : Chapter 11  
: :  
FLEMING COMPANIES, INC., ET AL., : Case No. 03-10945 (MFW)  
: :  
Debtors. : Jointly Administered  
: :

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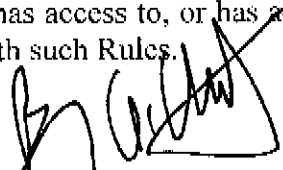
**MOTION AND ORDER FOR ADMISSION PRO HAC VICE**

Brian J. McLaughlin, Esquire, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admissions pro hac vice of Barry A. Chatz, Esquire, to represent Midstate Mills, Inc. in this Bankruptcy Action. The Admittee is admitted, practicing, and in good standing in the states of Illinois and California, in the United States District Courts for the Northern District of Illinois and the Central District of California, and in the Seventh Circuit Court of Appeals.

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Brian J. McLaughlin (No. 2462)  
Monzack and Monaco, P.A.  
1201 N. Orange Street, Suite 400  
Wilmington, DE 19801  
Telephone: (302) 656-8162

The Admittee certifies that she 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, or in the preparation, of this action, and has access to, or has acquired, a copy of the Local Rules of this Court and is generally familiar with such Rules.

  
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Barry A. Chatz, Esquire  
Arnstein & Lehr  
120 South Riverside Plaza, Suite 1200  
Chicago, IL 60606-3913

Motion Granted.

Dated: 5/12/03

BY THE COURT:

  
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United States Bankruptcy Judge