

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

In re:

FLEMING COMPANIES, INC., et al.,

Debtors.

(Chapter 11)

Case No. 03-10945 (MFW)

Jointly Administered

MOTION AND ORDER FOR ADMISSION PRO HAC VICE

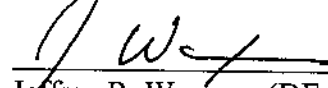
Jeffrey R. Waxman, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission pro hac vice of Jeff J. Marwil, and Michael C. Rupe, and Brian I. Swett, each with the law firm of Jenner & Block and John F. Emanuel of Whyte Hirschboeck Dudek S.C. (collectively, the "Admittees"), to practice pro hac vice before the United States Bankruptcy Court for the District of Delaware to represent Roundy's, Inc. in these Chapter 11 cases, pursuant to Local Rule 83.5(c) of the Local Rules of the United States District Court for the District of Delaware and the annexed certifications. In support of the Motion, the Movant states as follows:

1. Jeff J. Marwil was admitted to the Bar of the State of Illinois, where he is a member in good standing. Mr. Marwil is admitted to practice before the United States District Court for the Northern District of Illinois.
2. Michael C. Rupe was admitted to the Bar of the States of Illinois and Ohio where he is a member in good standing. Mr. Rupe is admitted to practice before the United States District Court for the Northern District of Illinois and the Southern District of Ohio.
3. Brian I. Swett was admitted to the Bar of the State of Illinois, where he is a member in good standing. Mr. Swett is admitted to practice before the United States District Court for the Northern District of Illinois.

4. John F. Emanuel was admitted to the Bar of the State of Wisconsin, where he is a member in good standing. Mr. Emanuel is admitted to practice before the United States District Court for the Eastern and Western Districts of Wisconsin.

Dated: May 27, 2003

COZEN O'CONNOR



Jeffrey R. Waxman (DE No. 4159)
Chase Manhattan Centre
1201 North Market St.
Suite 1400
Wilmington, DE 19801
(302) 295-2000

Counsel to Roundy's, Inc.

Motion granted.

By The Court:

Date: _____

Mary F. Walrath
United States Bankruptcy Judge

CERTIFICATION OF COUNSEL

The Admittee certifies that he is eligible for admission to this Court, is admitted to practice in the courts listed in the Motion and is in good standing in those jurisdictions, submits to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the course of these Chapter 11 cases, pursuant to Local Rule 83.6(i) of the District Court for the District of Delaware, and has access to, or has acquired, a copy of the Local Rules of this Court and is generally familiar with such Rules.

Dated: May 22, 2003



Jeff J. Marwil

CERTIFICATION OF COUNSEL

The Admittee certifies that he is eligible for admission to this Court, is admitted to practice in the courts listed in the Motion and is in good standing in those jurisdictions, submits to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the course of these Chapter 11 cases, pursuant to Local Rule 83.6(i) of the District Court for the District of Delaware, and has access to, or has acquired, a copy of the Local Rules of this Court and is generally familiar with such Rules.

Dated: May 22, 2003

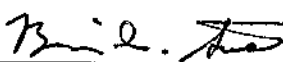


Michael C. Rupe

CERTIFICATION OF COUNSEL

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Dated: May 22, 2003



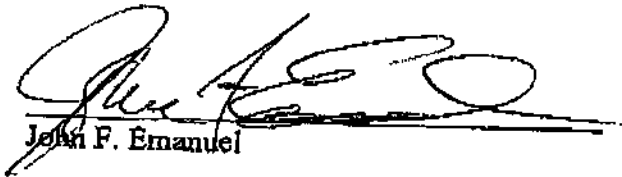
Brian I. Swett

05/22/2003 THU 15:34 [TX/RX NO 70261] 004

CERTIFICATION OF COUNSEL

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Dated: May 26, 2003



John F. Emanuel

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