

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: FLEMING COMPANIES, INC.,

Debtors,

Chapter 11

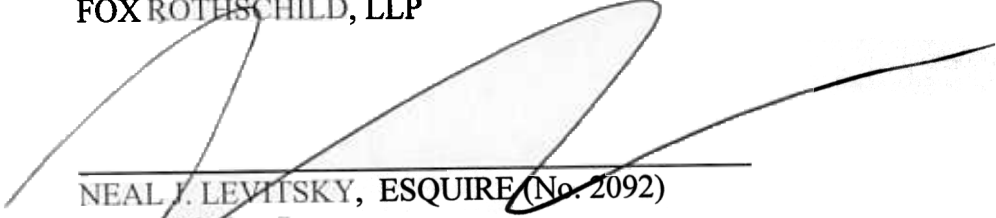
Jointly Administered

Case No.: 03-10945 (MFW)

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

Pursuant to Local Rule 83.5 and the attached certification, counsel moves the admission pro hac vice of **Michael V. Blumenthal, Esquire** to represent Rein Midway, L.P.

FOX ROTHSCHILD, LLP



NEAL J. LEVITSKY, ESQUIRE (No. 2092)
919 N. Market Street
P.O. Box 2323
Wilmington, DE 19899-2323
(302) 622-4200

Dated: 5/30/2003

CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 83.5, I certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bar of the State of New York 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.



MICHAEL V. BLUMENTHAL, ESQUIRE
Brown Raysman Millstein Felder & Steiner, LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

Dated: 5/30/03

ORDER GRANTING MOTION

IT IS HEREBY ORDERED counsel's Motion for Admission Pro Hac Vice
is granted.

The Honorable
United States Bankruptcy Court

Dated: _____

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on May 30, 2003, he caused the foregoing Motion for Admission Pro Hac Vice to be served upon the following individuals as shown:

Laura Davis Jones, Esquire
Richards Layton & Finger
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
(By Hand Delivery)

James H.M. Sprayregen, Esquire
Kirkland & Ellis
777 South Figueroa Street
Los Angeles, CA 90017
(By First Class Mail)

Office of the United States Trustee
844 King Street, Room 2313
Lockbox 35
Wilmington, DE 19801
(By First Class Mail)



NEAL J. LEVITSKY, ESQUIRE