

**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***

Chase T. Brockstedt, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission *pro hac vice* of MICHAEL W. CARMEL, ESQUIRE ("Admittee") of Michael W. Carmel, Ltd., to represent Bashas' Inc. in the above-captioned matter. Michael W. Carmel is admitted, practicing, and is a member of the bar in good standing in the State of Arizona.

Respectfully submitted,

Dated: July 29, 2003

MURPHY SPADARO & LANDON

By: /s/ Chase T. Brockstedt  
Chase T. Brockstedt, I.D. 3815  
Murphy Spadaro & Landon  
824 Market Street, Suite 700  
Wilmington, Delaware 19899  
(302) 654-4600  
CHASEB@MSLLAW.COM

The Admittee certifies that he is eligible for admission *pro hac vice* to this Court, is admitted to practice and is in good standing in the jurisdictions shown in the paragraph above, submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the course of, 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.

MICHAEL W. CARMEL, LTD.

By: /s/ Michael W. Carmel  
Michael W. Carmel, Esquire  
Arizona Bar ID # 7356  
80 East Columbus Avenue  
Phoenix, AZ 85012  
(602) 264-4965  
(602) 277-0144 (fax)

MOTION GRANTED.

BY THE COURT:

MARY F. WALRATH, United States  
Bankruptcy Judge