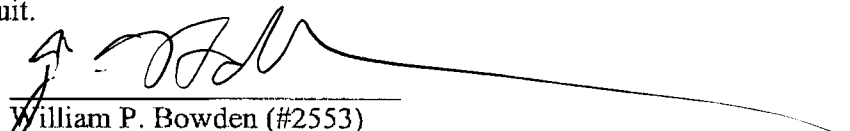


**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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

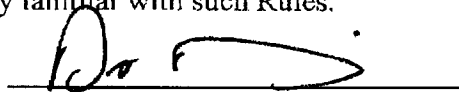
MOTION AND ORDER FOR ADMISSION PRO HAC VICE

Joseph C. Handlon, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission *pro hac vice* of David A. Rosenzweig, Fulbright & Jaworski LLP, 666 Fifth Avenue, New York, New York 10103, to represent Fred Meyer Stores, Inc., Food 4 Less of California, Inc., Bell Markets, Inc. and Ralphs Grocery Company in this action. The Admittee is admitted, practicing, and in good standing to practice law in the State of New York, the Federal District Courts for the Southern and Eastern Districts of New York and the United States Court of Appeals for the Second Circuit.



William P. Bowden (#2553)
Joseph C. Handlon (#3952)
Ashby & Geddes, P.A.
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The Admittee certifies that he is eligible for admission *pro hac vice* to this Court, is admitted to practice and in good standing in the jurisdiction shown in the paragraph above, submits 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.



David A. Rosenzweig
FULBRIGHT & JAWORSKI L.L.P.
666 Fifth Avenue
New York, NY 10103
(212) 318-3000

Motion granted.

· BY THE COURT:

Date: _____
129996.1

United States Bankruptcy Judge