

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: :
: Chapter 11
FLEMING COMPANIES, :
INC., et al., : Case No. 03-10945 (MFW)
: Debtors. : Jointly Administered
-----X *Re: Docket No. 656*

ORDER PURSUANT TO 11 U.S.C. §§ 327(a), 330 AND 1103(a) AND FED. R. BANKR. P. 2014, 2016 AND 5002 AUTHORIZING THE RETENTION AND EMPLOYMENT OF PEPPER HAMILTON LLP [NUNC PRO TUNC TO APRIL 10, 2003] AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

UPON CONSIDERATION of the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the Debtors in the above-captioned Chapter 11 Bankruptcy cases (collectively, the "Debtors"), for an order, pursuant to §§ 327(a), 330 and 1103(a) of Title 11, United States Code (the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure 2014, 2016 and 5002 (the "Bankruptcy Rules"), authorizing the Committee to employ and retain the law firm of Pepper Hamilton LLP ("Pepper") as its counsel, nunc pro tunc to April 10, 2003; and upon the Affidavit of I. William Cohen, a partner of Pepper, sworn to on the 30th day of April, 2003 (the "Affidavit"); and the Court finding based on the representations made in the Application and the Affidavit that, except as disclosed in the Affidavit, said attorneys do not represent any entity having an adverse interest in connection with the case, they are disinterested persons as that term is defined under § 101(14) of the Bankruptcy Code, they do not hold or represent an interest adverse to the estates with respect to the matters on which Pepper is retained, and the employment of Pepper as counsel to the Committee is appropriate; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to §§ 327(a), 330 and 1103(a) of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of Pepper Hamilton LLP, nunc pro tunc to April 10, 2003, as its counsel in these Chapter 11 cases, and Pepper Hamilton is authorized to perform the services set forth in the Application.

2. Pepper Hamilton shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the rules of this Court, and such other procedures as may be fixed by order of this Court.

Dated: June 9, 2003


United States Bankruptcy Judge

United States Trustee for the District of Delaware
