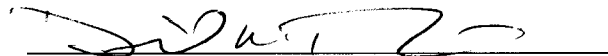


IN THE UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
FLEMING COMPANY, INC., <u>et al.</u> ,)	Case No. 03-10945 (MFW)
)	
Debtors.)	(Jointly Administered)

**MOTION AND ORDER FOR
ADMISSION PRO HAC VICE OF JOSHUA C. LEWIS**

1. David M. Fournier, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission pro hac vice of Joshua C. Lewis (the "Admittee") of Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005-1413 to represent the Official Committee of Unsecured Creditors in this action and adversary proceedings herein. The Admittee is admitted, practicing and in good standing in the bars of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.



David M. Fournier (DE No. 2812)
PEPPER HAMILTON LLP
1201 Market Street
Suite 1600
Wilmington, DE 19899
(302) 777-6500

2. Joshua C. Lewis certifies that he is eligible for admission pro hac vice to this Court, is admitted to practice and in good standing in the jurisdictions 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.



Joshua C. Lewis
MILBANK, TWEED, HADLEY
& M^CCLOY LLP
1 Chase Manhattan Plaza
New York, New York 10005-1413
(212) 530-5219

3. MOTION GRANTED.

BY THE COURT:

Dated: _____, 2003

United States Bankruptcy Judge