

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

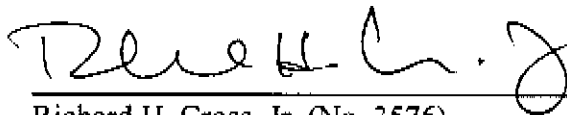
**MOTION AND ORDER FOR ADMISSION
PRO HAC VICE OF MICHAEL J. KEATON**

Richard H. Cross, Jr. Esquire., a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission pro hac vice of Michael J. Keaton of the law firm of Keaton & Associates, P.C., 1278 W. Northwest Highway, Suite 903, Palatine, Illinois 60067 in this action. The Admittee is admitted, practicing, and in good standing in the bar(s) of the State of Illinois, the United States District Courts for the Northern District of Illinois, Central District of Illinois, Southern District of Illinois, Eastern District of Wisconsin and the Northern District of Indiana, and the United States Courts of Appeals for the Seventh and Ninth Circuits.

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11-3-03
#302

LAW OFFICE OF RICHARD H. CROSS, JR. LLC

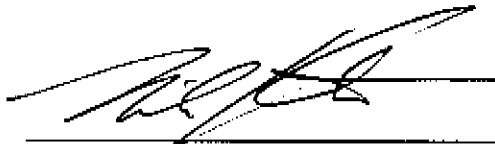


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Dated: November ~~22~~³, 2003.

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 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.

KEATON & ASSOCIATES, P.C.



Michael J. Keaton
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Palatine, Illinois 60067
Tel: 847-934-6500
Fax: 847-934-6508
keaton@pacatrust.com

MOTION GRANTED.

BY THE COURT:

Date:

11/4/03



Mary F. Walrath
United States Bankruptcy Judge