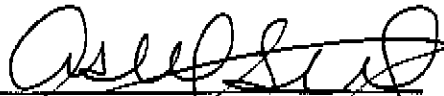



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
Fleming Companies, Inc., et al.,)
Debtors.) (Case No. 03-10945 (MFW))
) (Jointly Administered)
)
)
)
)
) MOTION AND ORDER FOR
) ADMISSION PRO HAC VICE

Ashley B. Stitzer, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission pro hac vice of Charles M. Meyer, Santen & Hughes, 312 Walnut Street, Suite 3100, Cincinnati, Ohio 45202 to represent Direct Source International, Inc. in this action. The Admittee is admitted, practicing, and in good standing in the states of Ohio, Kentucky, Florida and Massachusetts, the United States Supreme Court, Sixth Circuit Court of Appeals, the United States District Court for the Southern District of Ohio and the United States District Court for the Eastern District of Kentucky.


Ashley B. Stitzer
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899
(302) 429-4242

The Admittee certifies that he is eligible for admission pro hac vice to this Court, is admitted to practice 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.


Charles M. Meyer (OH Sup. Ct. 0019331)
Santen & Hughes
312 Walnut Street, Suite 3100
Cincinnati, OH 45202
(513) 852-5986

Motion granted.

Date: 11/18/03

BY THE COURT:


United States Bankruptcy Judge