

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

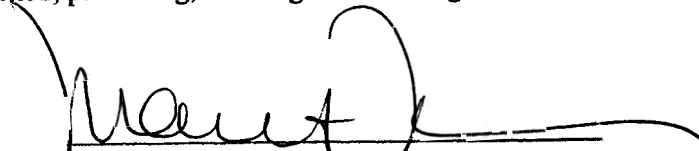
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In re:)

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

MOTION AND ORDER FOR ADMISSION PRO HAC VICE

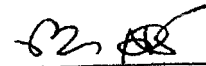
Margaret M. Manning, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission pro hac vice of Marcus A. Helt, Esquire of Husch & Eppenberger, 1200 Main Street, Suite 1700, Kansas City MO 64105 Telephone (816) 421-4800 Telefax (816) 421-0596, to represent Associated Wholesale Grocers, Inc. and AWG Acquisitions, LLC in this action. The Admittee is admitted, practicing, and in good standing in the States of Kansas and Missouri.

Dated: 11-25- , 2003


Margaret M. Manning, Esquire
Bar No. 4183
BUCHANAN INGERSOLL PC
1201 N. Market Street, Suite 1501
Wilmington, DE 19801
Telephone: 302-428-5500
Facsimile: 302-428-3996

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 acquired a copy of the Local Rules of this Court and is generally familiar with such Rules.

Dated: November 25, 2003


Marcus A. Helt, Esq.
Husch & Eppenberger, LLC
1200 Main Street, Suite 1700
Kansas City MO 64105
Telephone (816) 421-4800
Telefax (816) 421-0596

Motion granted.

BY THE COURT:

Date: _____

The Honorable Mary F. Walrath