

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

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

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that the undersigned has been retained as counsel for Sperling Massillon, LLC, SBW Massillon, LLC, WMS Massillon, LLC, WC Massillon, LLC and NSHE Sossaman, LLC, and that pursuant to Rules 2002, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 102(1), 342 and 1109(b), request is hereby made that all notices given or required to be given in this case and copies of all papers or pleadings served or required to be served in this case be given to and served upon the following:

Thomas E. Pitts, Jr., Esq.
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599
tpitts@sidley.com

PLEASE TAKE FURTHER NOTICE that pursuant to 11 U.S.C. § 1109(b), the foregoing request includes not only the notices and papers referred to in the above mentioned Bankruptcy Rules, but also includes, without limitation, any plan of reorganization and objections thereto, notices of any orders, pleadings, motions, applications, complaints, demands, hearings, requests or petitions, disclosure statements, answering or reply papers, memoranda and briefs in support of any of the foregoing and any other document brought before this Court with

respect to this case and any proceedings therein, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery, telephone, facsimile, telegraph, telex or otherwise.

Dated: New York, New York
April 07, 2003

SIDLEY AUSTIN BROWN & WOOD LLP

By: /s/ Thomas E. Pitts, Jr.
Thomas E. Pitts, Jr., Esq.
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

Counsel for Sperling Massillon, LLC,
SBW Massillon, LLC, WMS Massillon, LLC,
WC Massillon, LLC and NSHE Sossaman, LLC

SERVICE LIST

Laura Davis Jones, Esquire
Chris J. Lhulier, Esquire
Pachulski, Stang, Ziehl, Young,
Jones & Weintraub P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Ira D. Kharasch, Esquire
Pachulski, Stang, Ziehl, Young,
Jones & Weintraub P.C.
10100 Santa Monica Blvd., #1100
Los Angeles, CA 90067

Vito I. DiMaio
Parcels, Inc.
917 King Street
Wilmington, DE 19801

Julie Compton, Esquire
J. Caleb Boggs Federal Building
844 N. King Street, Suite 2313
Lock Box 35
Wilmington, DE 19801

Scott D. Cousins, Esquire
William E. Chipman, Jr., Esquire
Greenberg Traurig LLP
The Brandywine Building
1000 West Street, Suite 1540
Wilmington, DE 19801

Christopher S. Sontchi
Ricardo Palacio
Ashby & Geddes, P.A.
222 Delaware Avenue
17th Floor
Wilmington, DE 19899

Duane D. Werb, Esquire
Werb & Sullivan
300 Delaware Avenue
10th Floor
Wilmington, DE 19899

Regina A. Iorii
Ashby & Geddes, P.A.
222 Delaware Avenue
17th Floor
Wilmington, DE 19899

Henry A. Heiman, Esquire
Susan E. Kaufman, Esquire
Heiman, Aber, Goldlust & Baker
702 King Street
Suite 600
Wilmington, DE 19899

Jeffrey C. Wisler, Esquire
Connolly Bove Lodge & Hutz LLP
1220 Market Street
Wilmington, DE 19899

William W. Erhart
William W. Erhart, P.A.
800 King Street St.
Suite 302
Wilmington, DE 19899

David B. Stratton, Esquire
Pepper Hamilton, LLP
1201 Market Street
Suite 1600
Wilmington, DE 19899

Carl N. Kunz, III, Esquire
Morris, Janes, Hitchens & Williams LLP
Wilmington, DE 19899

Mark E. Felger, Esquire
Cozen O'Connor
Chase Manhattan Centre
1201 North Market Street
Suite 1400
Wilmington, DE 19801

James H.M. Sprayregen, Esquire
Richard L. Wynne, Esquire
Shirley Cho, Esquire
Kirkland & Ellis
777 South Figueroa Street, 37th Floor
Los Angeles, CA 90012

Andrew P. DeNatale, Esquire
Daniel Ginsberg, Esquire
White & Case
1155 Avenue of the Americas
New York, NY 10036-2787

I. William Cohen, Esquire
Pepper Hamilton LLP
100 Renaissance Center, Suite 3600
Detroit, MI 48243-1157

Lawrence H. Meuers, Esquire
Meuers Law Firm, P.L.
5395 Park Central Court
Naples, FL 34109

Paul S. Aronzon, Esquire
Milbank, Tweed, Hadley & McCloy LLP
601 South Figueroa Street
Los Angeles, California 90017

Calyan Das, Esquire
Seward & Kissel, LLP
One Battery Park Plaza
New York, NY 10004

James Comeaux, Esquire
Bank One, N.A.
1111 Polaris Parkway
Suite 1-K, OH1-0181
Columbus, OH 43240

Paul Groenwegen, Esquire
Hodgson & Russ LLP
3 City Square
Albany, NY 12207

Richard D. Anderson
Briggs and Morgan
2400 IDS Center
80 South 8th Street
Minneapolis, MN 55402

William G. Wright, Esquire
Farr, Burke, Gambacorata & Wright, P.C.
211 Benigno Boulevard
Bellmawr, NJ 08099

Kim A. Dennis, Asst. General Counsel
CitiCapital Commercial Legal Department
250 E. Carpenter Freeway
7 Decker
Irving, TX 75062

Ira L. Herman
Bryan Cave LLP
1290 Avenue of the Americas
New York, NY 10104

Hartley B. Martyn, Esquire
Mark A. Amendola, Esquire
Martyn and Associates
820 Superior Avenue NW
10th Floor
Cleveland, OH 44113

Jefferey M. Chebot, Esquire
Whiteman, Bankes & Chebot, LLC
Suite 1300
Constitution Place
325 Chestnut Street
Philadelphia, PA 19106

Andrew C. Gold, Esquire
Holly G. Gydus, Esquire
Feinstein Herrick LLP
2 Park Avenue
New York, NY 10016

Neil Berger, Esquire
Togut, Segal & Segal LLP
One Penn Plaza
Suite 3335
New York, NY 10119

Babette Ceccotti
Cohen, Weiss and Simon LLP
330 West 42nd Street
New York, NY 10036

Dan Rouse
Transamerica Equipment Financial Service
Corporation
5080 Spectrum Drive
Suite 1100 West
Addison, TX 75001

Rudman & Winchell, LLC
The Graham Building
84 Harlow Street
Bangor, ME 04401

Katten Muchin Zavis Rosenman
Thomas J. Lease
Brian D. Huben
2029 Century Park East
Suite 2600
Los Angeles, CA 90067

Andrew Herenstein
Quadrangle Group LLC
375 Park Avenue
14th Floor
New York, NY 10152

Leah A. Hartman
CRT Capital Group LLC
262 Harbor Drive
Stamford, CT 06902

Michael D. Mueller, Esquire
Christian & Barton, LLP
909 East Main Street
Suite 1200
Richmond, VA 23219

Daniel A. McDaniel
Nomellini, Grilli & McDaniel
Professional Law Corporations
235 East Weber Avenue
Stockton, CA 95201

Morton R. Branzburg, Esquire
Klehr, Harrison, Harvey, Branzburg &
Ellers LLP
260 S. Broad Street
Suite 400
Philadelphia, PA 19102

Kimberly J. Myrdahl
11840 Valley View Road
Eden Prairie, MN 55344

Peter Rathwell, Esquire
Snell & Witmer
One Arizona Center
Phoenix, AZ 85004

Michael F. McGarth, Esquire
Ravich Meyer Kirkman McGrath &
Nauman, P.A.
4545 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

Monica L. Clark, Esquire
Dorsey & Whitney LLP
50 South Sixth Street
Suite 1500
Minneapolis, MN 55402

Nathan M. Fuchs
(SEC)
233 Broadway
New York, NY 10279

McCreary, Veselka, Bragg & Allen, P.C.
Michael Reed, Esquire
McCreary, Veselka, Bragg & Allen, P.C.
P.O. Box 26990
Austin, TX 78755