

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
FLEMING COMPANIES, INC., <u>et al.</u> , ¹	Bky. Case No. 03-10945 (Jointly Administered)
Debtors.	Honorable Mary F. Walrath

**NOTICE OF APPEARANCE, REQUEST
FOR NOTICE AND RESERVATION OF RIGHTS**

Pursuant to Bankruptcy Rules 9010(b) and 2002(g) and (i), the undersigned hereby enter their appearance on behalf of The Kroger Co., and request that a copy of all notices given and all papers (including pleadings, motions, applications, orders and reports) served or filed in this case, be served upon the undersigned at the addresses and facsimile numbers set forth below.

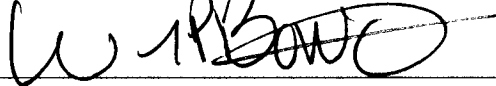
Neither this Notice of Appearance nor any subsequent appearance, pleading, claim or suit is intended to waive (i) any right to have final orders in non-core matters entered only after de novo review by a district court judge, (ii) any right to a jury trial in any proceedings so triable herein, or in any case, controversy or proceeding related hereto, (iii) any right to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal, or (iv) any other rights, claims, actions, defenses, setoffs or

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

recoupments, in law or equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Dated: April 8, 2003

ASHBY & GEDDES



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ATTORNEYS FOR THE KROGER CO.

124775.1

CERTIFICATE OF SERVICE

I, William P. Bowden, hereby certify that on April 8, 2003 I caused one copy of the foregoing to be served upon the persons on the attached list by first class United States mail, postage prepaid, unless otherwise indicated.

A handwritten signature in black ink, appearing to read 'W. P. Bowden', written over a horizontal line.

William P. Bowden

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124445.1

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Attn: Mike O' Rourke

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Glendale, CA 91203
Attn: Bruce Partridge

Marigold Foods, Inc.
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Attn: Greg Kurr

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Attn: Larry Aladerson

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