

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 pursuant to Rules 2002 and 9010 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and section 1109(b) of title 11 of the United States Code (the “Bankruptcy Code”), AFD (MN) LLC and GROCERY (OK) QRS 15-5, INC., by and through its counsel hereby requests that all notices given or required to be given in the above-captioned cases, and all papers served or required to be served in these cases, be given to and served upon the following party:

Willkie Farr & Gallagher
787 Seventh Avenue
New York, New York 10019
Attention: Alan J. Lipkin, Esq.
Robin Spigel, Esq.
Telephone: (212) 728-8000
Facsimile: (212) 728-8111

Reed Smith LLP
1201 N. Market Street
Suite 1500
Wilmington, DE 19801
Attention: Richard A. Keuler, Jr.
Telephone: (302) 778-7500
Facsimile: (302) 778-7533

PLEASE TAKE FURTHER NOTICE that this constitutes not only a request for service of the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, a request for service of all orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery,

telephone, facsimile transmission, telegraph, telex or otherwise, that: (1) affects or seeks to affect in any way any rights or interests of any creditor or party in interest in this case, with respect to: (a) the above-captioned debtors (the “Debtors”); (b) property of the Debtors’ estates, or proceeds thereof, in which the Debtors may claim an interest; or (c) property or proceeds thereof in the possession, custody, or control of others that the Debtors may seek to use; or (2) requires or seeks to require any act or other conduct by a party in interest.

Dated: Wilmington, Delaware
 April 28, 2003

Respectfully submitted,

REED SMITH

By: /s/ Richard A. Keuler, Jr.
Richard Keuler, Jr. (No. 4108)
1201 Market Street - Suite 1500
Wilmington, Delaware 19801

and

WILLKIE FARR & GALLAGHER

Alan J. Lipkin
Robin Spigel
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000

Co-Counsel for AFD (MN) LLC and GROCERY
(OK) QRS 15-5, INC.