

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

In re:

FLEMING COMPANIES, INC., *et al.*,

Debtors.

Chapter 11

Case No. 03-10945(MFW)

Jointly Administered

**NOTICE OF APPEARANCE AND REQUEST FOR SERVICE
OF PAPERS, REQUEST FOR MATRIX ENTRY AND
REQUEST FOR INCLUSION ON AGENDA DISTRIBUTION LIST**

PLEASE TAKE NOTICE that Ocean Beauty Seafoods, Inc. (“Ocean Beauty”), hereby appears in the above-captioned case, by and through its counsel Stevens & Lee, P.C. Such counsel hereby enters their appearance pursuant to Bankruptcy Rule 9010(b).

Pursuant to Bankruptcy Rules 2002, 3015 and 9007, the undersigned request that an entry be made on the Clerk’s Matrix in this case and that all documents filed with the Court and all notices which the Court and/or any party provides in accordance with Bankruptcy Rule 2002 be served upon the persons set forth below:

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PLEASE TAKE FURTHER NOTICE that this request includes not only the notices and papers referred to in the Bankruptcy Rules and Bankruptcy Code sections specified above, but also includes, without limitation, all orders and notices of any application, motions, petitions, pleadings, requests, complaints, or demands, statements of affairs, operating reports, schedules

of assets and liabilities, 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 interest of any creditor or party in interest in this case, including Ocean Beauty, with respect to any of the (a) 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 any of the debtors may seek to use; or (2) requires or seeks to require any act, delivery or any property, payment or other conduct by Ocean Beauty.

PLEASE TAKE FURTHER NOTICE that Ocean Beauty intends that neither this Notice of Appearance nor any later appearance, pleading, claim or suit shall waive (1) its right to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case; or (2) any other rights, claims, actions, defenses, setoffs, or recoupment to which it is or may be entitled under agreements, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs, and recoupment are expressly reserved.

STEVENS & LEE, P.C.

/s/ Joseph Grey
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Attorneys for Ocean Beauty Seafoods, Inc

Dated: May 9, 2003

CERTIFICATE OF SERVICE

I, Joseph Grey, hereby certifies that on May 9, 2003, a true and correct copy of the foregoing NOTICE OF APPEARANCE, REQUEST FOR SERVICE OF PAPERS, REQUEST FOR MATRIX ENTRY AND REQUEST FOR INCLUSION ON AGENDA DISTRIBUTION LIST was served on the parties listed below via United States First Class Mail, postage prepaid.

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