

ORIGINAL
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE
JUL 11 2003
10:00 AM

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Fleming Companies, Inc., et al.¹) Case No. 03-10945 (MFV)
) (Jointly Administered)
)
Debtors.)

**NOTICE OF APPEARANCE; REQUEST FOR SPECIAL NOTICE;
AND REQUEST FOR INCLUSION ON MASTER MAILING LIST**

PLEASE TAKE NOTICE that pursuant to Bankruptcy Rules 2002, 8017, 4001, 9007 and 9010(b), BEARDSLEY - 67TH AVENUE LP ("Beardsley"), a creditor and party in interest, hereby requests that all notices of all events relevant to the above-referenced bankruptcy and copies of all pleadings or documents filed in relation to the above-referenced bankruptcy, including, without limitation, all notices and papers referred to in Bankruptcy Rules 2001, 3017, 4001, 9007 and 9010(b), copies of all proposed plans and disclosure statements, notices of any orders, applications, complaints, demands, hearings, motions, petitions, pleadings or requests (whether for relief from stay, adequate protection or otherwise), any other documents brought before the Court in this case, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, messenger, service, facsimile or otherwise, be sent to:

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.

WESTWOOD FINANCIAL CORP.
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and

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Attn: William B. Freeman, Esq.
Avisha A. Patel, Esq.
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In addition, Beardsley requests that it be included on the Master Mailing List in this case.

Neither this Request for Special Notice nor any subsequent appearance, pleading, claim, proof of claim, document, suit, motion nor any other writing or conduct, shall constitute a waiver of Beardsley's:

a. right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Court Judge;

b. right to trial by jury in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights, or in any case, controversy or proceeding related hereto, notwithstanding the designation vel non of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2)(H), and whether such jury trial right is pursuant to statute or the United States Constitution;

c. right to have reference of this matter withdrawn by the United States District Court in any matter or proceeding subject to mandatory or discretionary withdrawal; and

d. other rights, claims, actions, defenses, setoffs, recoupments or other matters to which this party is entitled under any agreements or at law or in equity or under the United States Constitution.

All of the above rights are expressly reserved and preserved unto Beardsley without exception and with no purpose of confessing or conceding jurisdiction in any way by this filing or by any other participation in these matters.

Dated: May 7, 2003
Los Angeles, California

Respectfully submitted,



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Attorneys for Beardsley – 67th Avenue LP

Docket No. 03-10945 (MFW)

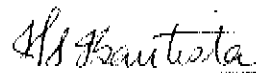
PROOF OF SERVICE BY MAIL

I, Hester S. Bautista, the undersigned, hereby declare as follows:

1. I am over the age of 18 years and am not a party to the within cause. I am employed by Pillsbury Winthrop LLP in the City of Los Angeles, California.
2. My business address is 725 South Figueroa Street, Suite 2800, Los Angeles, CA 90017-5406.
3. I am familiar with Pillsbury Winthrop LLP's practice for collection and processing of correspondence for mailing with the United States Postal Service; in the ordinary course of business, correspondence placed in interoffice mail is deposited with the United States Postal Service with first class postage thereon fully prepaid on the same day it is placed for collection and mailing.
4. On May 7, 2003, at 725 South Figueroa Street, Suite 2800, Los Angeles, California, I served a true copy of the attached document(s) titled exactly NOTICE OF APPEARANCE; REQUEST FOR SPECIAL NOTICE; AND REQUEST FOR INCLUSION ON MASTER MAILING LIST by placing it/them in an addressed, sealed envelope clearly labeled to identify the person being served at the address shown below and placed in interoffice mail for collection and deposit in the United States Postal Service on that date following ordinary business practices:

[See Attached Service List]

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of May, 2003, at Los Angeles, California.



Hester S. Bautista

SERVICE LIST

In re Fleming Companies, Inc., et al.

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