

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: : Chapter 11
: :
FLEMING COMPANIES, INC., et al. : Case No. 03-10945 (MFW)
: :
: :
Debtors. :
-----X

**NOTICE OF APPEARANCE AND
DEMAND FOR NOTICES AND PAPERS**

Please take notice that Unified Western Groceries (“Unified Western”) hereby enters its appearance by and through its counsel, Richards, Layton & Finger, P.A. and O’Melveny & Myers LLP, pursuant to 11 U.S.C. § 1109(b) and Bankruptcy Rule 9010(b); and such counsel hereby request, pursuant to Bankruptcy Rules 2002, 3017 and 9007 and 11 U.S.C. §§ 342 and 1109(b), that copies of all notices and pleadings given or filed in this case be given and served upon the parties listed below at the following addresses and telephone numbers:

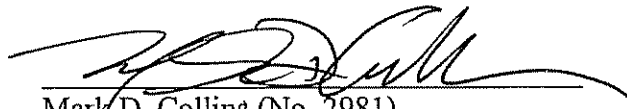
Mark D. Collins, Esq.
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
Telephone: (302) 651-7700
Telecopier: (302) 651-7701
E-mail: collins@rlf.com

Stephen H. Warren, Esq.
Brian Metcalf, Esq.
O’Melveny & Myers LLP
400 South Hope Street
Los Angeles, CA 90071-2899
Telephone: (213) 430-6000
Telecopier: (213) 430-6407
E-mail: swarren@omm.com
E-mail: bmetcalf@omm.com

Please take further notice that, pursuant to 11 U.S.C. § 1109(b), the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading, or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex or otherwise filed or made with regard to the referenced case and proceedings herein.

This Notice of Appearance and Demand for Notices and Papers shall not be deemed or construed to be a waiver of Unified Western's right (1) to have final orders in noncore matters entered only after de novo review by a District Judge, (2) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any other rights, claims, actions, setoffs, or recoupments to which Unified Western is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments Unified Western expressly reserves.

Dated: May 23, 2003
Wilmington, Delaware



Mark D. Collins (No. 2981)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington Delaware 19899
(302) 651-7700

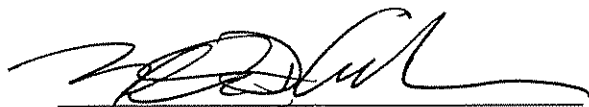
CERTIFICATE OF SERVICE

I, Mark D. Collins, do hereby certify that on May 23, 2003, I caused copies of the foregoing **Notice of Appearance and Demand for Notices and Papers** to be served upon the parties and in the manner indicated below.

Via First Class U.S. Mail

Laura Davis Jones
Pachulski, Stang, Ziehl, Young & Jones, P.C.
919 N. Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
(Fax): 302-652-4100

Julie L. Compton, Esq.
Office of the United States Trustee
J. Caleb Boggs Federal Building
844 King Street - Suite 2313
Lockbox 35
Wilmington, DE 19801-3519



Mark D. Collins (No. 2981)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington, Delaware 19899
(302) 651-7700