UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:	Chapter 11
FLEMING COMPANIES, INC., et al.	Case No. 03-10945 MFW
Debtors.	Jointly Administered

ENTRY OF APPEARANCE AND REQUEST FOR NOTICES OF REILY FOODS COMPANY PURSUANT TO FED. R. BANKR. P. 2002 AND 9010 AND DEL. BANKR. LR. 2002-1(d)

Pursuant to Fed. R. Bankr. P. 2002(g) and (i) and 9010(b), the undersigned enter an appearance for Reily Foods Company and requests to be added to the official mailing matrix and service lists in this case and that copies of all pleadings, motions, notices and other papers, filed or served, in this case or any proceeding therein, be served upon the undersigned at the following addresses or facsimile numbers:

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PLEASE TAKE FURTHER NOTICE, that the foregoing request includes, without limitation, all orders, notices, applications, motions, petitions, pleadings, requests, complaints, demands, replies, answers, schedules of assets and liabilities, statements of financial affairs, operating reports, plans of reorganization, and disclosure statements, whether formal or informal, and whether transmitted or conveyed by mail, hand delivery, telephone, telegraph, telex, facsimile, or otherwise.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Entry of Appearance nor any subsequent appearance, pleading, claim or suit is intended or shall be deemed to waive Reily Foods Company's (i) right to have final orders in non-core matters entered only after de novo review by a higher court; (ii) right to trial by jury in any proceeding so triable in any case, controversy or adversary proceeding; (iii) right to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal; or (iv) other rights, claims, actions, defenses, setoffs or recoupments to which Reily Foods Company is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Respectfully submitted,

By: /s/ Kathleen M. Jennings

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Dated: May 29, 2003