

ORIGINAL

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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

2003 MAY 13 AM 11:01

CLERK
OF BANKRUPTCY COURT
DISTRICT OF DELAWARE


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

**ENTRY OF APPEARANCE, REQUEST FOR NOTICE AND
RESERVATION OF RIGHTS**

Pursuant to Bankruptcy Rule 9010(b), the undersigned hereby enters her appearance on behalf of the Colorado Department of Revenue, a creditor and party-in-interest herein, and requests that copies of all notices, pleadings, motions, applications, and other documents filed and/or served in this case (including, without limitation, all notices pursuant to Bankruptcy Rule 2002, plans, disclosure statements and U.S. Trustee's reports) be served upon the following:

Carolyn Lievers
Assistant Attorney General
Business and Licensing Section
1525 Sherman Street, 5th Floor
Denver, Colorado 80203-1760
Telephone: 303-866-5226
Facsimile: 303-866-5671

Neither this Notice of Appearance nor any subsequent appearance, pleading, claim, or suit is intended to waive (i) the above-mentioned creditor's rights to have final orders in non-core matters entered only after *de novo* review by a district judge; (ii) this creditor's rights to trial by jury in any proceeding so triable herein or in any case, controversy or proceeding related hereto; (iii) this creditor's rights to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, defenses, setoffs, or recoupments to which this creditor is or may be entitled under agreements in law or in equity, all of which rights, claims, actions, defenses, setoffs and recoupments this creditor expressly reserves.

DATED: May , 2003.

Respectfully submitted,

KEN SALAZAR
Attorney General



CAROLYN LIEVERS, #4020*

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Business and Licensing Section

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AG ALPHA: RV EN FBTL

AG FILE: PARLARNUCKJENB0B\FELMINGCIEOA.DOC

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CERTIFICATE OF SERVICE

This is to certify that I have duly served the within **ENTRY OF APPEARANCE, REQUEST FOR NOTICE AND RESERVATION OF RIGHTS** upon all parties herein by depositing copies of same in the United States mail, postage prepaid, at Denver, Colorado, this 6th day of May 2002, addressed as follows:

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