

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

In re:	:	Chapter 11
	:	
FLEMING COMPANIES, INC., <u>et al.</u> ,	:	Case No. 03-10945(MFW)
	:	(Jointly Administered)
	:	
Debtors.	:	

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that Jefferson Pilot Financial Corporation (“JP Financial”) and Woodmen Accident and Life Company (“WALCO”) hereby enter their appearance through their counsel, Morris, Nichols, Arsht and Tunnell, and request, pursuant to Bankruptcy Rules 2002, 3017 and 9007, and sections 342 and 1109 of the Bankruptcy Code, that copies of all notices given or required to be given, and all papers served or required to be served in these cases be given to and served upon the following counsel:

MORRIS, NICHOLS, ARSHT & TUNNELL
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PLEASE TAKE FURTHER NOTICE, that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted, conveyed by mail, hand delivery, telephone, telephone, telegraph, telex or otherwise, in the above-captioned cases.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any pleading, claim or suit shall waive (1) the right to have final orders in non-core matters entered only after de novo review by a District Court Judge, (2) the right to trial by jury in any proceeding so triable in these cases or any case, controversy or proceeding related to these cases, (3) the right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any other rights, claims, actions, defenses, setoffs or recoupments to which JP Financial and/or WALCO may be entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Dated: July 18, 2003

MORRIS, NICHOLS, ARSHT & TUNNELL

/s/ James C. Carignan

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