

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

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

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

PLEASE TAKE NOTICE that the firm listed below hereby appears as counsel for Joseph Campione, Inc. ("Campione"), a creditor and party-in-interest and, under Section 1109(b) of the Bankruptcy Code and Bankruptcy Rules 2002 and 9010, requests that 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 on:

William A. Hazeltine, Esquire
Potter Anderson & Corroon LLP
1313 N. Market Street, 6th Floor
P.O. Box 951
Wilmington, Delaware 19899
(302) 984-6000
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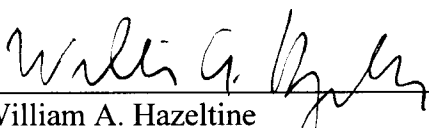
PLEASE TAKE FURTHER NOTICE that this request includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, all orders and notices of any application, motion, petition, pleading, request, complaint, or demand, statements of affairs, operating reports, schedule of assets and liabilities, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, telegraph, telex, or otherwise that (1) affects or seeks to affect in any way any rights or interest of any creditor or party-in-interest in this case, including Campione with respect to (a) the debtor, (b) property of the debtor's estate, or

proceeds thereof, in which the debtor may claim an interest, or (c) property or proceeds thereof in the possession, custody, or control of others that any of the debtors may seek to use; or (2) requires or seeks to require any act, delivery of any property, payment or other conduct by Campione.

PLEASE TAKE FURTHER NOTICE that Campione intends that neither this Notice of Appearance nor any later appearance, pleading, claim or suit shall waive (1) the right of Campione to have final orders in noncore matters entered only after de novo review by a District Judge; (2) the right of Campione to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case; (3) the right of Campione 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 Campione is or may be entitled under agreements, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs, and recoupments Campione expressly hereby preserve and assert in these cases.

Dated: August 19, 2003

POTTER ANDERSON & CORROON LLP

By: 
William A. Hazeltine
Delaware Bar ID No. 3294
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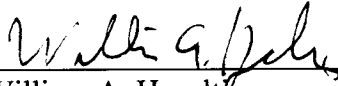
Counsel for Joseph Campione, Inc.

PA&C-5967582

CERTIFICATE OF SERVICE

I hereby certify that I am not less than 18 years of age and on August 19, 2003, I served the foregoing Notice of Appearance and Request for Service of Papers by causing a true and correct copy thereof to be delivered via first class U.S. mail, postage prepaid to those parties on the attached service list:

Under penalty of perjury, I declare that the foregoing is true and correct.



William A. Hazeltine