UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

NOTICE OF APPEARANCE AND
DEMAND FOR NOTICES AND PAPERS

Please take notice that ACH Food Companies ("ACH") hereby enters its appearance by and through its counsel, Farris Mathews Branan Bobango & Hellen PLC and Richards, Layton & Finger, P.A., 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 these cases be given and served upon the persons listed below at the following addresses and telephone numbers:

Michael P. Coury, Esq.
Farris Mathews Branan Bobango & Hellen PLC
One Commerce Square
Suite 2000
Memphis, TN 38103
Tel: (901) 259-7100
Fax: (901) 259-7180
Email: mpc@farris-law.com

Daniel J. DeFranceschi, Esq.
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, Delaware 19899
Tel: (302) 651-7700
Fax: (302) 651-7701
Email: defranceschi@rlf.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 cases and proceedings herein.

This Notice of Appearance and Demand for Notices and Papers shall not be deemed or construed to be a waiver of ACH'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 these cases or any case, controversy, or proceeding related to these cases, (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 ACH is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments ACH expressly reserves.

Dated: January 15, 2004
Wilmington, Delaware

Respectfully submitted,

Daniel J. DeFranceschi (No. 2732)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

Attorneys for ACH Food Companies

CERTIFICATE OF SERVICE

I, Daniel J. DeFranceschi, do hereby certify that on the 15th day of January 2004, 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 Hand Delivery

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

Via First Class U.S. Mail

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

Daniel J. DeFranceschi (No. 2732)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington, Delaware 19899
(302) 651-7700