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**Fleming**

1945 Lakepointe Dr.  
P.O. Box 299013  
Lewisville, TX 75029  
telephone 972.906.8000

August 12, 2002

VIA AIRBORNE AND FACSIMILE

RECEIVED  
OFFICE OF THE SECRETARY

AUG 12 2002

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington D.C., 20549  
Jonathan G. Katz, Secretary

**Re: Fleming Companies, Inc.; Commission File No. 1-8140**

Dear Mr. Katz:

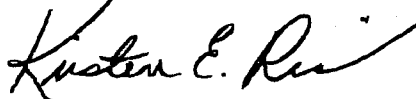
Pursuant to the Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a) of the Securities Exchange Act of 1934 (File No. 4-460), please find enclosed the following original sworn statements:

1. Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and
2. Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.

Please acknowledge receipt of this letter and the attached statements by stamping and returning the enclosed copy of this letter in the self-addressed stamped envelope.

If you have any questions regarding the enclosed statements, please call Carlos M. Hernandez, Senior Vice President and General Counsel, at 972-906-8662, or the undersigned at 972-906-2177.

Sincerely,



Kirsten E. Richesson  
Associate General Counsel

Enclosures

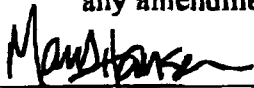
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OMB Number: 3235-0569  
Expires: January 31, 2003

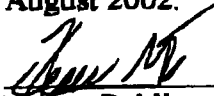
**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING  
FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Mark S. Hansen, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Fleming Companies, Inc., and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - report on Form 10-K filed on March 6, 2002 of Fleming Companies, Inc.;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Fleming Companies, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

  
 \_\_\_\_\_  
 Mark S. Hansen  
 Date: August 12, 2002

Subscribed and sworn to  
 before me this 12<sup>th</sup> day of  
 August 2002.

  
 \_\_\_\_\_  
 Notary Public of the State  
 Of Texas

Commission Expires  
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