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Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, see Instruction 6 for procedure.

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, Mark S. Hansen, has authorized and designated Carlos M. Hernandez, Kirsten Richesson or Debra Vick to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Fleming Companies, Inc. The authority of Carlos M. Hernandez, Kirsten Richesson or Debra Vick under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to his ownership of or transactions in securities of Fleming Companies, Inc., unless earlier revoked in writing. The undersigned acknowledges that Carlos M. Hernandez, Kirsten Richesson or Debra Vick are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: November 22, 2002

ROBERT S. HAMADA

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Robert S. Hamada