

1868

MARSH

MARSH SUPERMARKETS 9800 CROSSPOINT BLVD INDIANAPOLIS, IN 46256-3350

www.marsh.net

November 25, 2002

P. LAWRENCE BUTT
Senior Vice President Counsel
and Secretary
PHONE (317) 594 2345
FAX (317) 594-2704
EMAIL legplb@marsh.net

Via Facsimile Followed by Overnight Delivery
(202) 942-9651

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

**Re: Marsh Supermarkets, Inc. – Statements Under Oath of Principal
Executive Officer and Principal Financial Officer**

Dear Secretary Katz:

Enclosed on behalf of the principal executive officer and principal financial officer of Marsh Supermarkets, Inc. pursuant to Order No. 4-460 of the Securities and Exchange Commission (June 27, 2002), please find one (1) original and one (1) copy of each of the following documents:

1. Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Don E. Marsh; and
2. Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Douglas W Dougherty.

Please stamp the enclosed copy of this letter and the enclosed copy of each Statement and return them in the enclosed self-addressed, self-stamped envelope.

Very truly yours,



PLB:dr
Enclosures

we value you

RECEIVED
OFFICE OF THE SECRETARY

NOV 25 2002

1868

**Statement Under Oath of Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Douglas W Dougherty, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Marsh Supermarkets, 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"
 - Annual Report on Form 10-K filed with the Commission for the fiscal year ended March 30, 2002 of Marsh Supermarkets, Inc ;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Marsh Supermarkets, Inc filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing

Douglas W Dougherty
Name: Douglas W Dougherty
Date: November 25, 2002

Subscribed and sworn to before me
this 25th day of November, 2002

Debra Richcreek
Notary Public Debra Richcreek

My Commission Expires 1/14/07

Resident of Delaware County, IN



RECEIVED
OFFICE OF THE SECRETARY

NOV 25 2002