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September 28, 1992

Nonqualified Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, D.C. 20210

Re: DRC-TH#: 92-0056
Employer Number: 54-1584122
Employer Name: Vie de France Bakery Yamazaki, Inc.

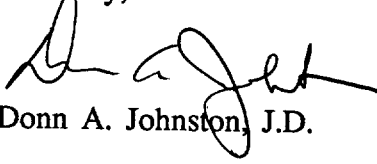
Dear Sir:

In response to your letter dated August 31, 1992 requesting submission of a plan document or summary plan description showing the date that the Vie de France Bakery Yamazaki, Inc. Supplemental Benefits Plan became subject to Part 1 of Title I of ERISA, we have enclosed, on behalf of the administrator of the above plan, a copy of the corresponding summary plan description (referred to as a Highlights Brochure) indicating a plan effective date of July 26, 1992 (page 10).

The company currently employees 800 people; the Supplemental Benefits Plan is currently offered to 16 employees. This Supplemental Benefits Plan is an unfunded plan. A rabbi trust may be established at some point in connection with this plan.

If you need any additional information about this matter, please contact the undersigned.

Sincerely,


Donn A. Johnston, J.D.

Enclosure

/deh

pc: Susan Craig
Diane E. Hogan

VIA AIRBORNE EXPRESS

Mailing Address: P.O. Box 8, Newtown, PA 18940-0008

One Summit Square, Route 413 and Double Woods Road, Langhorne, PA 19047-1079 215-579-9800 Fax 215-860-3790

Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan

Table of Contents

<i>Section</i>	<i>Page</i>
1. Introduction	1
2. Plan Contributions	2
Employee Deferral Contributions	2
Company Matching Contributions	4
Contribution Vesting	4
3. Your Retirement Benefit	4
General Parameters	4
Distribution	5
4. Benefit Security	6
5. Valuation of Contributions	7
6. Benefit Payments	8
General Parameters	8
Retirement	8
Disability	8
Termination of Employment	9
Death	9
7. Additional Plan Information	10

This brochure is for descriptive purposes only. The Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan is governed solely and in every respect by the Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan and Trust Documents.

If Plan participants have any questions about how the Plan applies to them, they should feel free to discuss them with the Benefits Manager. Plan participants should understand, however, that informal advice from the Benefits Manager does not bind Vie de France Bakery Yamazaki, Inc. or the Executive Committee. Only the Executive Committee, meeting as a formal body, has the authority to formally interpret the Plan.

1. Introduction

Since the late 80's employees classified by the IRS as Highly Compensated Employees (HCE's) have had to face a dwindling ability to participate in 401(k) plans. This problem is not unique to Vie de France Bakery Yamazaki, Inc. (VdFBY). The Tax Reform Act of 1986 imposed restriction which severely limited the amount that could be deferred for retirement.

After finding our 401(k) plan subjected to repeated year-end refunds and in order to comply with discrimination provisions, VdFBY was forced to impose a 2% cap on the amount HCE's could contribute. Realizing that this unfairly penalizes certain employees and with a mission to restore equity to our retirement savings program the Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan was developed.

Exclusive to those defined as HCE's under IRS provisions, this plan provides an opportunity to replace lost retirement income. Importantly, it gives you, the HCE, an opportunity to defer money on a pretax basis, which increases the value of your benefit dollar.

The various plan parameters are described in this Highlights Brochure. A benefit planning worksheet and an enrollment form are contained in your enrollment folder. Please complete the enrollment form and return it to Susan Craig by July 22, 1992.

VdFBY is pleased to be able to offer our executives this alternative savings vehicle.

2. Plan Contributions

The Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan allows two types of contributions:

- Employee Deferral Contributions
- Company Matching Contributions

Employee Deferral Contributions

You make contributions to the Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan by deferring income from your base salary or bonus, or from both sources. Your contributions are made with pretax dollars, which means you do not owe federal or state income tax on your contributions until they are paid to you as benefit payments. However, your deferrals are currently subject to Social Security and Medicare taxes to the extent of the current year's annual wage base.

You may defer up to 13% from your base salary and/or up to 100% of your bonus. Your deferrals are subject to a maximum of 13% of total compensation, defined as base salary plus your bonus earned in the current plan year. If you elect to participate, the minimum amount you may defer is \$1,000.

Your salary deferrals will be reflected in your paycheck throughout the plan year. Bonus deferrals for the 1992–1993 plan year will be made from the bonus earned in July 1992 through June 1993 and paid in September 1993.

If you decide not to defer from your base salary, but elect to defer from your bonus, your deferral must calculate to be at least \$1,000, otherwise no deferral will occur.

Company Matching Contributions

The Company will make a matching contribution of 33 1/3% on the first 4% of total compensation deferred. Matching contributions will be made to your account along with base salary or bonus deferrals.

Contribution Vesting

Employee deferral contributions are 100% vested immediately.

Matching Contributions will be 100% vested after five years of service with VdFBY, including service with Vie de France Corporation prior to June 28, 1991. Matching Contributions will also vest completely upon participant's death, disability, attainment of age 55, a merger, acquisition or takeover of the company, or plan termination.

3. Your Retirement Benefit

General Parameters

If you elect to defer into the Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan, an administrative account is established for you. The account is credited with the amount of money you elect to defer and subsequent matching contributions. It is also credited with earnings as described in Section 5.

Your benefit account is subject to the following general parameters:

- All benefit payments are based on what is accumulated in your account.
- Your election to defer is effective for a full fiscal (plan) year; it may not be changed.
- Final elections must be made prior to the date deferrals are to begin.
- Money cannot be withdrawn from your account during your active employment except to provide plan benefits.
- If you terminate employment for any reason other than retirement, you receive all of your contributions plus their investment earnings and the vested portion of any Company Matching Contributions within 90 days after termination.
- Amounts paid from the plan are not eligible for any form of tax-sheltered rollover and are taxable income for you or your beneficiary at the time of distribution.

- Deferrals you make to the Supplemental Savings Plan will reduce your base salary for purposes of all other salary based benefits, including 401(k) deferrals, company provided life insurance and disability insurance.

Distribution

You must elect during the 12 month period before you retire to receive benefits over 10 years or in a lump sum. If your account is \$10,000 or less, VdFBY will make a lump-sum distribution to you of your full account balance. Normal retirement is defined as reaching age 55.

To be eligible for retirement benefit payments from the Vie de France Bakery Yamazaki, Inc. Supplemental Savings Plan you must be age 55. If you leave the Company before reaching age 55, you will receive your deferrals and any earnings that have accrued, and any vested Company Contributions within 90 days of your termination date.

4. Benefit Security

Plan contributions are deposited into a special trust. This trust limits the ability of management to use the monies deposited into the trust for any reason other than the payment of your benefit. The trust holds and distributes the money to you according to the Vie de France Bakery Yamazaki, Inc. Supplemental Savings Trust document.

Trust funds are always subject to the claims of the general creditors of the company if forced liquidation or bankruptcy occurs. Your interest in the trust is not subject to assignment, alienation, pledge, or attachment. This means you cannot use your plan account balance as collateral to obtain a loan, you cannot give your account balance to someone as an entity, or you cannot use your account balance as a security in exchange with or for an entity. In addition, your creditors cannot claim your account balance.

This also means you are not guaranteed benefit payments or the return of your deferrals in the event of company bankruptcy. This risk is necessary to avoid the IRS doctrine of "constructive receipt," which would result in current taxation of your deferrals or other contributions provided through this plan.

5. Valuation of Contributions

Your account is credited with an interest rate, as specified by the Executive Committee from time to time, on a monthly basis. The current rate applied will be equal to the Standard and Poor's 500 Index.

You will receive a statement of your account semi-annually based on balances as of June 30 and December 31.

6. Benefit Payments

General Parameters

The amount and method of benefit payment depend on the payout event. Payout events include the following:

- Retirement
- Disability
- Termination of Employment
- Death
- Acquisition, merger, takeover of the company or plan termination

All benefit payments from the plan are considered ordinary income for you or your beneficiary and are subject to income tax in the year they are received.

Retirement

During the calendar year before you retire, you will elect either a lump-sum distribution or a 10 year payout. Benefit payments begin within 90 days of your retirement.

Disability

If you terminate employment with VdFBY due to disability, you will become 100% vested and receive your account balance within 90 days. Disability is defined as applying and qualifying for disability benefits under the Social Security Act of 1939, as amended.

Termination of Employment

If you terminate employment with VdFBY for any reason other than retirement, the vested portion of your account balances are paid to you within 90 days of your termination date.

Death

If you die while employed, all of your accounts become 100% vested and are distributed to your estate or beneficiaries within 90 days from the date of your death.

If you die after your retirement from VdFBY and are still receiving benefits from the plan, the remainder of your account will be paid to your beneficiaries in a lump sum within 90 days.

Acquisition, Merger, Takeover of the Company or Plan Termination

In the event of an acquisition, merger, or takeover of the company or plan termination, your account will become vested 100%, and will be distributed to you in a lump sum as soon as administratively possible.

7. Additional Plan Information

Plan Sponsor: Vie de France Bakery Yamazaki, Inc.
8201 Greensboro Dr. #1200
McLean, VA 22102-3897

Contact Person: Susan Craig, Benefits Manager

Plan Effective Date: July 26, 1992

Plan Year: First plan year, July 26, 1992 to June 30, 1993 and each July 1 to June 30 thereafter

Eligibility: Employees with at least one year of service and designated as highly compensated by the Executive Committee.

Plan Entry Date: July 1 or January 1 following designation of eligibility

Statements Prepared: Semi-annually, as of June 30 and December 31

Trustee: Dauphin Deposit Bank and Trust Co.