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December 20, 2001

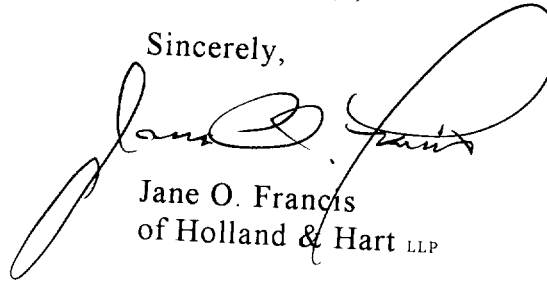
Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, DC 20210

Re: WinCo Foods, Inc. Top Hat Plan filing
EIN: 82-0290448
Statement Regarding Deferred Compensation Plan

To the Office of Employee Benefits Security:

We are filing on behalf of our client, WinCo Foods, Inc., a statement required by Department of Labor Reg. § 2520.104-23(b).

Sincerely,



Jane O. Francis
of Holland & Hart^{LLP}

JOF:kjb

cc: Gary Piva Via Facsimile

U.S. DEPARTMENT OF LABOR
OFFICE OF EMPLOYEE BENEFITS SECURITY
JAN 29 2002 11:21 AM

STATEMENT REGARDING DEFERRED COMPENSATION PLAN

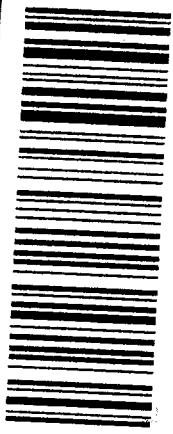
Employer: WinCo Foods, Inc.

Address: P.O. Box 5756
Boise, ID 83705

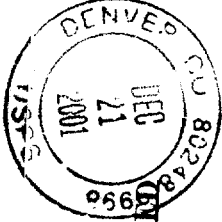
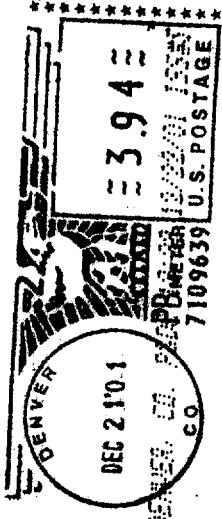
EIN: 82-0290448

The Employer has adopted the WinCo Foods, Inc. Deferred Compensation Plan (the "Plan"). The Plan is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Approximately 18 of the 65 eligible employees have elected to receive a benefit under the Plan. The Employer has a total of 5200 employees. The Plan is the only deferred compensation arrangement provided to any employees employed by the Employer.

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VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

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Washington, D.C. 20210

20210+0002

