

UKROP'S SUPER MARKETS, INC.
600 Southlake Blvd.
Richmond, VA 23236
(804) 379-7300

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April 8, 2003

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VIA CERTIFIED MAIL

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, D.C. 20210

Dear Sirs:

The following statement is intended to comply with the alternative method for satisfying the reporting and disclosure requirements of Part I, Title I of the Employee Retirement Income Security Act of 1974 for pension plans maintained for a select group of management or highly compensated employees, as described in Department of Labor regulation section 2520.104-23.

Name and Address of Employer:

Ukrop's Super Markets Inc.
600 Southlake Blvd.
Richmond, Virginia 23236

Employer Identification Number:

54-0967106

Number of Plans of Deferred Compensation:

The employer adopted one (1) unfunded deferred compensation plan for a select group of management or highly compensated employees of the employer (the "Plan"), effective as of August 1, 1994. The Plan was amended and restated effective as of January 1, 2003.

Number of Employees in the Plan:

Thirty (30) employees will participate in the Plan.

Ukrop's Super Markets Inc.

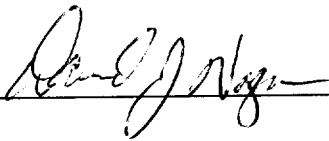
EIN: 54-0967106

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Declaration:

The Plan is an unfunded plan maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees of the employer. This statement is supplementary to, and does not replace or supercede, any statement or statements that the employer has previously filed under Department of Labor regulation section 2520.104-23 with respect to any other pension plan or plans.

UKROP'S SUPER MARKETS INC.

By  _____

UKROP'S SUPER MARKETS, INC.
600 SOUTHLAKE BOULEVARD
RICHMOND, VIRGINIA 23236-3992



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