



SOUTHWEST SUPERMARKETS, LLC

September 17, 1997

Earl W. Herr
2601 E. McKellips Rd, #2064
Mesa, Az. 85213

Dear Earl:

On behalf of Southwest Supermarkets, LLC, I am pleased to extend to you an offer of employment to work with us as Network Administrator. Your duties will commence Wednesday, September 24, 1997.

You will be compensated at the rate of Forty thousand dollars (\$40,000.00) per year, paid weekly in arrears. In addition to the above you will be eligible for two (2) weeks vacation per year, accruing immediately. Also Southwest Supermarkets will cover your COBRA costs for a three (3) month period. You will also have an opportunity to participate in any optional benefits which may be offered.

Allow me to be the first to offer my congratulations to you on this employment opportunity. I look forward to working with you.

If this is acceptable to you, please sign below and return a copy to me.

Sincerely,

Gary Kroupa
Director MIS

Acceptance: _____ Date: _____
Earl W. Herr