



Suppliers' Guide to Integrity



This Guide focuses on some of the key standards of ethical business conduct that Wakefern expects from its Suppliers. The Guide is not all-inclusive. Therefore, standards of ethical business conduct contained in Wakefern handbooks, policies, guidelines and procedures may also be provided to Suppliers as supplements to this Guide.

Letter from Our Chairman and President

Our Commitment to Integrity

Wakefern Food Corp. has long-enjoyed a fine reputation for integrity in our business dealings and relationships, with our Associates and customers, and in the communities we serve. Throughout the years, our dedication to the highest standards of business ethics -- both as a company and as individual employees -- has earned us our most valued asset: our reputation. As we move forward, each one of us has the ability and the responsibility to preserve this fine heritage.

Regardless of the ever-increasing challenges to businesses today, each and every one of us at Wakefern must remain dedicated to making the right decisions and doing things the right way every day. Wakefern's Members' Guide to Integrity and Suppliers' Guide to Integrity contains important principles, policies and instructions that will help us achieve this goal; it is our responsibility to read and understand the Guide because, ultimately, each of us is expected to comply with the high ethical standards they set. Nothing should ever prevent us from making ethical choices or taking the "right" actions. Of course, it would not be unusual, from time to time, to be uncertain about what the ethical decision or course of action should be. If you find yourself in that situation, you should ask for help where you feel most comfortable. Some of your options are Wakefern's General Counsel or a company attorney.

Our heritage -- our fine reputation for integrity -- has been the foundation of our success in the past and each one of us must be determined to preserve it for our future.



Joseph S. Colalillo
Chairman and CEO



Joseph M. Sheridan
President and COO



Prömise
 (prom-is)

noun

1. An oath;
a pledge;
a vow

The Promise

Every day our members and customers count on us to provide them with quality, wholesome foods, products and services. They count on us to act with integrity and to acknowledge the responsibility we have to our community, our associates and our environment.

It's a promise we made long ago – a promise deeply rooted in our culture – one that goes back to our founding.

It's a promise we keep each and every day. A lasting promise. One that will ensure our future TOMORROW.



Wakefern's Commitment to Integrity

The goal of Wakefern's compliance and ethics program is to prevent and detect conduct that is illegal or unethical and enable its Associates to recognize and properly handle ethical issues that may arise. Wakefern's compliance and ethics handbook, as well as other important Wakefern policies, set forth the highest standards of integrity for Wakefern and its Associates.

Wakefern's Core Values are the foundation of its compliance and ethics program- they indicate high standards of integrity and guide business decisions and actions everyday.



Our Mission and Core Values

Our Mission and Core Values indicate our high standards of integrity. They guide our decisions and actions every day.

Our Mission: Helping small businesses succeed in a big-business world.

Our Core Values: Innovation. Integrity. Teamwork.

Innovation

Our vision of the future has no boundaries. We will actively seek opportunities to continually evolve new concepts and ideas that will exceed the expectations of the marketplace in all categories.

Ethics Translation:

Obey all laws and regulations that apply to our business. Be fair, honest and respectful in all of our business dealings and relationships, and be responsible corporate citizens.

Ethics Translation:

Strive to serve our customers competently and efficiently at every level of our business and in all our endeavors.

Integrity

We will conduct ourselves and our business with the highest moral and ethical principles based on honesty, fairness and respect.



Teamwork

Powered by our people, we will collaborate with all of our stakeholders to build a better future that ensures our mutual success by: respecting one another, sharing our knowledge and working together to solve problems to achieve our common goals.

Ethics Translation:

Foster an ethical organizational culture that embraces the diversity of our workforce, treats each Associate fairly, and with dignity and respect, and provides a safe place to work.

Values = Integrity = Success

Responsibilities Of Wakefern's Suppliers

As part of its commitment to integrity, Wakefern will only do business with Suppliers that uphold Wakefern's Core Values and standards of ethical business conduct and comply with all applicable legal and regulatory requirements relating to their business and business relationships -- including those with their employees, the environment and Wakefern. Wakefern has prepared this Suppliers' Guide to Integrity to help its Suppliers understand Wakefern's commitment to integrity and the ethical business conduct Wakefern expects of them. Each Supplier is responsible for ensuring that they, and their employees, representatives and suppliers, comply with Wakefern's standards of ethical business conduct. If a Supplier does not comply with these requirements, Wakefern has the right to terminate its relationship with that Supplier, without liability to Wakefern.



Regardless of the ever-increasing challenges to businesses today, Wakefern expects each and every one of our Suppliers:

- ➔ To be knowledgeable about and comply with all applicable legal and regulatory requirements relating to their businesses and business relationships;
- ➔ To uphold Wakefern's Core Values and standards of ethical business conduct, which include, but are not limited to, those set forth in the "Compliance and Ethics" section of this Guide;
- ➔ To promptly raise integrity questions and concerns affecting or involving Wakefern (through the methods described below), and cooperate with Wakefern in investigations;
- ➔ To implement effective compliance and ethics programs which requires compliance with all laws, regulations and rules relating to their businesses and business relationships;
- ➔ Not to avoid compliance with applicable law, regulations and rules, or Wakefern's Core Values or standards of ethical business conduct by using third parties or others; and
- ➔ To demonstrate to Wakefern that they, and their Associates, representatives and suppliers, comply with the standards of ethical business conduct contained in this Guide as well as in Wakefern handbooks, policies, guidelines and procedures which may be provided to Suppliers as supplements to this Guide.

Raising a Question or Concern or Reporting a Violation

Promptly Raise Questions and Concerns and Report Violations



By phone: 1-800-HOTTIP-1



In writing: The General Counsel; Head of Compliance, Loss Prevention at:

Wakefern Food Corp.
5000 Riverside Drive
Keasbey, NJ 08832



Anonymously: If you wish to remain anonymous, you may make a report about a questionable business decision, action or practice:

Assist in Investigating Integrity Concerns

Wakefern will promptly review and investigate integrity concerns raised by Suppliers. Suppliers must take the necessary steps to assist Wakefern in the investigation if asked to do so.

No Retaliation for Making a Report

Retaliation for making a good faith report about a questionable business decision, action or practice is itself a violation of Wakefern's policies; it will not be tolerated and should also be reported.



Keeping The Promise



Wakefern's Compliance And Ethics Obligations

Wakefern's Associates are governed by Wakefern's compliance and ethics handbook and other important policies and guidelines that set standards of ethical business conduct for Wakefern. Following is a summary of some of Wakefern's key standards of business conduct. These standards should also guide the business conduct and business relationships of Wakefern's Suppliers.



Supplier Relationships

-  Only do business with Suppliers that uphold Wakefern's Core Values and comply with all applicable legal and regulatory requirements relating to their businesses and business relationships -- including those with their employees, the environment and Wakefern.
-  Give each Supplier a competitive opportunity to form a relationship with Wakefern based upon its own merits.

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Diversity and Fair Employment Practices



Treat each other with respect and dignity.



Foster a work environment that embraces diversity and fair employment practices; that is free of harassment and discrimination; and in which employment decisions are based on qualifications, abilities and merit.

3

Community and the Environment

-  Engage in business in an environmentally safe and responsible manner.
-  Follow all applicable laws and regulations that concern the environment, health, and safety of Wakefern's communities, neighbors, and Associates.
-  Report any health or safety concern about a product Wakefern sells to Wakefern's legal and quality assurance departments.

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Governments

-  Observe local laws and rules that pertain to working with governments and their agencies, including special requirements and policies for government contracting.
-  Be truthful and accurate when dealing with government officials and agencies, regardless of the nature of the communications.
-  Avoid improper conduct involving governments and agency officials, and the appearance of impropriety.

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Fair Competition and Antitrust

Avoid formal or informal discussions or agreements with competitors on topics such as prices, margins, discounts, capacity, business plans, or other aspects of competition.



Do not engage in illegal, anti-competitive behavior, such as price-fixing (communications and/or agreements with competitors about price or production), boycotts (actions designed to achieve the social or economic isolation of a competitor); and illegal tying arrangements (a seller's agreement to sell one product or service only if the buyer also buys a different product or service).

6

Product Safety



Never sell unsafe products. Ensure that Wakefern sells only products that are fit, suitable, and safe for their customers.

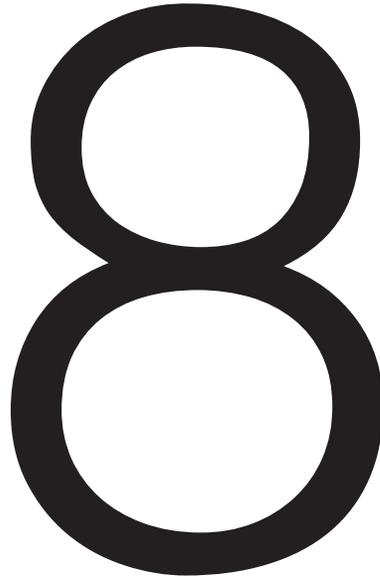


Always respond immediately to unsafe product issues.

7

Gifts and Entertainment

-  Do not give or accept illegal, excessive, improper or offensive gifts or entertainment.
-  Do not accept gifts or entertainment that make you feel obligated to or favor a particular vendor or supplier.
-  Do not give illegal gifts, kickbacks, payments, or provide meals or entertainment to government employees or officials. Follow all applicable laws and regulations concerning these matters.
-  Do not violate the gift and entertainment policies of Wakefern, or its vendors or suppliers.



Intellectual Property and Proprietary Information

-  Use Wakefern's intellectual property and proprietary information only to the extent authorized and only for the benefit of Wakefern.
-  Consult with Wakefern's legal department before sharing or transmitting Wakefern's intellectual property or proprietary information if doing so is not within the scope of employment at Wakefern, or is not for the benefit of Wakefern.
-  Use intellectual property of others within licensing agreements and the law.
-  Respect and protect the confidential information of customers, suppliers, vendors, members and agents.

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Conflicts of Interest



Consult with Wakefern's management before becoming involved in activities or investments that could lead to a conflict of interest.



Do not misuse Wakefern's resources or influence.



Do not take personal advantage of an opportunity that belongs to Wakefern.

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Managing and Protecting Wakefern's Assets

-  Follow all applicable policies relating to using, managing, investing, accounting, reporting and otherwise handling Wakefern funds.
-  Follow generally accepted accounting principles, standards and regulations for accounting and financial reporting.
-  Maintain accurate books and records of all transactions.
-  Safeguard financial assets.
-  Maintain sound accounting and financial systems and controls.

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Insider Trading

-  Keep Wakefern's and its customers', vendors', suppliers', members' and agents' information confidential.
-  Immediately notify Wakefern's General Counsel or Head of Compliance if you become aware of information not yet made available to the public that affects Wakefern's or any of its members' financial results.
-  Immediately report suspected violations of Wakefern's policies regarding insider trading or confidential information.

Sign & Date

If a Supplier has questions about the information contained in this Guide or supplements to this Guide, about the application of that information to particular circumstances, or has other questions about compliance and ethics affecting or involving Wakefern, please contact the General Counsel or the Head of Compliance.

Wakefern, in its discretion, may modify the information contained in this Guide and any supplements at any time without prior notice to Suppliers.

Supplier Name: _____

Date Guide Provided by Wakefern: _____

