

**STATER BROS. HOLDINGS inc.**

(909) 783-5000

0934

August 13, 2002

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OFFICE OF THE SECRETARY  
AUG 13 2002

VIA FAX and FEDEX

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N. W.  
Washington, DC 20549

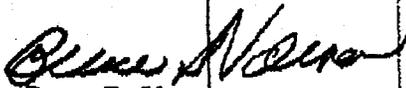
Re: Stater Bros. Holdings Inc. CEO and CFO Sworn Statements Pursuant to SEC Order No. 4-460

Dear Mr. Katz:

Enclosed please find the sworn statements of Stater Bros. Holdings Inc.'s Chief Executive Officer, Mr. Jack H. Brown, and Chief Financial Officer, Mr. Phillip J. Smith, as required by Commission Order 4-460, Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

Please acknowledge receipt of this letter and the attached statements by stamping and returning the enclosed copy of this letter in the self-addressed stamped envelope.

Sincerely,



Bruce D. Varner  
Secretary

Enclosures

cc: Mr. Jack H. Brown (w/enclosure)

0934

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER  
AND PRINCIPAL FINANCIAL OFFICER  
REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Phillip J. Smith, state and attest that

(1) To the best of my knowledge, based upon a review of the covered reports of Stater Bros. Holdings Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

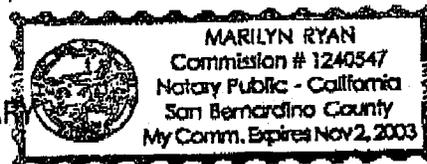
- Annual Report Form 10-K for the fiscal year ended September 30, 2001 of Stater Bros. Holdings Inc.
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Stater Bros. Holdings Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Phillip J. Smith  
Senior Vice President, and  
Chief Financial Officer  
(Principal Financial Officer)  
August 13, 2002

State of California  
County of San Bernardino

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Subscribed and sworn to  
before me this 13<sup>th</sup> day of  
August 2002.

*Marilyn Ryan*  
Notary Public

My commission expires:

November 2, 2003