EXHIBIT A

December 6, 2005

To Whom It May Concern:

The enclosed notice provides you with information about some proposed real estate sale transactions between the H-E-B Brand Investment and Retirement Plan and H.E. Butt Grocery Company. You have the right to submit comments to the Department of Labor regarding these transactions if you wish. You are not required to submit comments or to take any other action.

Sincerely,

Debra Winans

Debra Winans
Manager, Benefits/Savings & Retirement

3483 Fredericksburg Road, Suite 2 • San Antonio, Texas 78201
Phone 1-800-597-0653 • Fax 1-210-938-4702

NOTICE TO INTERESTED PERSONS REGARDING TRANSACTION INVOLVING THE H-E-B BRAND SAVINGS AND RETIREMENT PLAN

TO H-E-B BRAND SAVINGS AND RETIREMENT PLAN PARTICIPANTS:

1. You are hereby notified that a written submission has been filed on behalf of the H-E-B Brand Savings and Retirement Plan (the Plan) with the United States Department of Labor (the Department) seeking authorization, pursuant to class exemption 96-62 (PTCE 96-62), 61 FR 39988, July 31, 1996, as amended by 67 FR 44622, July 3, 2002, from the application of the prohibited transaction restrictions under section 406 of the Employee Retirement Income Security Act of 1974 (ERISA) and from the sanctions resulting from the application of section 4975 of the Internal Revenue Code of 1986, as amended (the Code) to the proposed transaction, as described below.

2. The submission has met the requirements for tentative authorization under PTCE 96-62.

3. If the proposed transaction is authorized by the Department, pursuant to PTCE 96-62, the restrictions of section 406(a) and section 406(b)(1) and (b)(2) of ERISA and the sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A) through (E) of the Code, shall not apply to the proposed sale (the "Sale") by the H-E-B Brand Savings and Retirement Plan (the "Plan") to H.E. Butt Grocery Company (the "Company") of a tract of real property (the Property) which the Plan owns located in San Antonio, Texas constituting a portion of a shopping center. The Property is owned by the Plan and is adjacent to property owned or leased by the Company, which is the Plan sponsor. The Property encompasses 32,880 square feet and is approximately 20% of the total space in the shopping center.

4. The authorization is subject to the following conditions:

   - The Sale is one-time transaction for cash.
   - The terms and conditions of the Sale is at least as favorable to the Plan as those obtainable in an arm's length transaction with an unrelated party.
   - The Plan pays no real estate fees or commissions in connection with the Sale.
   - The Plan receives the greater of $3,990,000 or the fair market value of the Property as determined by a qualified, independent appraiser (the "Appraiser") on the date of the Sale transaction plus a premium factor of 5% based upon the fact that the purchase would represent an assemblage.
   - The Appraiser updates the valuation of the Property on the date the Sale is consummated.
   - The Plan trustees have determined that the Sale is appropriate for the Plan and in the best interests of its participants and beneficiaries at the time of the Sale.

5. The Company is a Texas corporation engaged primarily in the retail grocery business in Texas. The Company has sponsored the Plan since 1956. The Plan has also been

adopted by the following entities which are affiliated with the Company: H.E.B. Grocery Company, LP, HEBCO Partners, Ltd., Parkway Distributors, Inc., Parkway Transport, Inc. and C. C. Butt Grocery Company. Parkway Distributors, Inc. and Parkway Transport, Inc. are engaged in the business of intrastate and interstate trucking. The Plan is a defined contribution plan incorporating a qualified cash or deferred arrangement and had approximately 22,691 participants, former participants, beneficiaries and alternate payees with accounts under the Plan as of December 31, 2004 (as reflected on line 7f of the Plan's annual return for 2004). As of December 31, 2004, the Plan had total assets with a fair market value of $1,016,800,000 of which approximately 8.6% reflect direct real estate investments.

The Property is a tract of realty currently forming a portion of a shopping center (the "Shopping Center") located in the City of San Antonio, County of Bexar, State of Texas. The Plan purchased the Property in May 1992 from the Resolution Trust Corporation (RTC) for $1,500,000. The decision to purchase the Property was made by the Plan's trustees (the "Trustees") consisting of a group of individuals (some of whom were Company officers). The actual purchase transaction of the Property (South Zarzamora) was effectuated by Todd A. Piland, who was then one of the Trustees. The Seller, the Resolution Trust Corporation, was an unrelated party. The Property was purchased with cash. No lender was involved. Located on the east side of South Zarzamora, 400 feet north of S.W. Military Drive, in San Antonio, Texas, the Property consisted of 32,880 square feet of building situated on 3.086 acres of land. When the Plan purchased the Property, it included ten (10) tenants, which generated annual revenue of $278,000. Approximately 11% of the building on the Property was vacant at the time of purchase. The Property has been fully leased for most of time the Plan has owned the Property. Tenants at the time of acquisition included: Ace Cash Express, Allstate Insurance, Army/Navy Recruiting, Dr. Ammeter (medical clinic), Garza Loans, HEB Video Central (which was acquired by Hollywood Entertainment in February, 1994), Hot Shots (photography), Little Caesars Pizza, Mansfield Business School, and Rios Golden Cut (hair salon). Other tenants through the years have included: Simply Fashions, The Scripture Stall, Clothestime, Sun Loan, Mr. 99 Cents, Stuart's Plus, Electronic Tax Cash Advance, and Accident & Injury (rehabilitation). Current tenants are: Ace Cash Express, Concord Insurance, Dr. Trevino, Gamestop, Great Clips (hair salon), Hollywood Video, Joyeria International, Little Caesars, Promiseland Bookstore, REMCO (Rent-A-Center), Sally Beauty, Washington Mutual, and Western Finance. The Property has generated a return on investment of over 16% per year since 1992, and has appreciated from $1,500,000 to $3,800,000, as of a September 25, 2005 appraisal by the Appraiser.

Based upon the values described above, the Property represents .0033% of the fair market value ($1,016,800,000.00 as of December 31, 2004) of the Plan's total assets.

A recap of the property taxes paid on the Property since 1999 is set forth on the table below. The Company has been unable to locate the property tax data for the Property for years not included in the table.

Year	Property Taxes
1994	41,000
1995	47,000
1998	44,000
1999	49,000
2000	48,000
2001	58,000
2002	61,000
2003	62,000
2004	62,000

The table below depicts the revenue, operating expenses, and net operating income for the Property.

Year	Revenue	Total Expenses (including Property Taxes)	Net Operating Income
1993	339,000	109,000	230,000
1994	345,000	111,000	234,000
1995	347,000	113,000	234,000
1996	367,000	119,000	248,000
1997	374,000	122,000	252,000
1998	381,000	127,000	254,000
1999	414,000	93,000	321,000
2000	463,000	89,000	374,000
2001	484,000	111,000	373,000
2002	521,000	112,000	409,000
2003	538,000	128,000	410,000
2004	573,000	133,000	440,000

Because the Property is not "qualifying employer real property" within the meaning of section 407(d)(4) of ERISA, the Sale would constitute a prohibited transaction within the meaning of sections 406(a) of ERISA and 4975(c)(1)(A), (B) or (C) of the Code and may constitute prohibited transaction within the meaning of sections 406(b) and 4975(c)(1)(D), (E) or (F) of the Code unless the Department of Labor grants an exemption pursuant to section 408(a) of ERISA.

6. The Company desires to buy the Property in order to enable it to enlarge and renovate the grocery store in the Shopping Center. The Trustees have determined that it would be in the best interests of the Plan participants for the Plan to sell the Property to the Company for the following reasons:

- The Property is of de minimis value to the Plan in terms of its overall assets;
- The Trustees have concluded that alternative investments would be preferable for the Plan.

The Company desires to purchase the Property because the Company controls the property surrounding the tract, and would like to demolish a portion of the buildings situated on the tract in order to connect the adjacent parcels, and make one overall development. The Trustees have tentatively determined that it would be in the best interest of the Plan to sell the Property to the Company for a number of reasons. The current real estate market is considered a "seller's market", with favorable interest rates, and the lack of alternative investments, investors are paying top dollar for good retail sites. The rents currently generated from the Property are strong for the area; therefore, the upside potential is not significant. The shopping center was built 21 years ago, and as common to centers of this age, it will likely need an increased amount of repairs in the upcoming years. Also, the grocery store adjacent to the Property has closed. There is a concern that the marketability of the shop spaces could decline if the replacement tenant for that building does not bring the high volume of traffic that a grocery store brings. Since the Plan does not control the current grocery store building, the Property is somewhat vulnerable to the leasing efforts of others. The Trustees have determined that the Sale would not likely have any negative impact upon the Plan due to the fact that the Property is of de minimis size and significance in the overall portfolio of the assets of the Plan.

The Sale would be a one-time transaction for cash. Given the Property's location and the Property's rather small size, it is represented that it is unlikely that the Plan could sell the Property to any unrelated third party for a higher purchase price. The Company proposes to purchase the Property from the Plan for the greater of $3,990,000 or the fair market value of the Property based upon the Appraiser's valuation on the date of the Sale transaction plus a premium factor of 5% based upon the fact that the purchase would represent an assemblage.

7. The Sale will occur within 30 days following the Plan's receipt of the authorization therefor from the Department.

8. The applicant has identified as substantially similar to the proposed Sale transaction the following individual exemptions granted by the Department within the past 60 months:

    - Prohibited Transaction Exemption 2002-26 for Holt, Fleck & Free P.A. Profit Sharing Plan (the Plan), 67 FR 36030 (May 22, 2002). This exemption permits the sale by a Plan to a fiduciary of such plan of an interest in realty consisting of parcels of improved real property.

    - Prohibited Transaction Exemption 2001-27 for The Walston & High, P.A. Profit Sharing Plan (the Plan), 66 FR 45340 (August 28, 2001). This exemption permits the sale by the Plan to a party in interest of certain improved real estate.

9. As a person who may be affected by the Sale, you have the right to comment on the Sale. Written comments should be addressed to:

Office of Exemption Determinations
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue, N.W., Room N-5649
Washington, D.C. 20210
Attention: Submission No. E-00491

Comments may also be submitted by facsimile to 202-219-0204, or by e-mail to *Anna Mpras at mpras.anna@dol.gov*.

10. The comment period will close on January 6, 2006. Final Authorization of the Sale will not occur until the Department reviews all comments received in response to this notice.

Plan Administrator
H-E-B Brand Savings and Retirement Plan

2564914_5.DOC