

THE KROGER CO.
PRO FORMA QUARTERLY STATEMENTS OF EARNINGS
WITHOUT AND WITH ONE-TIME ITEMS
(in millions, except per share amounts)

Note: The following table adjusts net earnings, net earnings per basic common share and net earnings per diluted common share for the adoption of SFAS No. 142.

	THIRD QUARTER 2002			THIRD QUARTER 2001		
	WITHOUT	(a)	WITH	WITHOUT	(a)	WITH
REPORTED NET EARNINGS	\$ 263.0	\$ (8.4)	\$ 254.6	\$ 258.6	\$ (125.5)	\$ 133.1
ADDBACK:						
AMORTIZATION OF GOODWILL, NET OF TAX EFFECT	-	-	-	23.0	-	23.0
ADJUSTED NET EARNINGS	\$ 263.0	\$ (8.4)	\$ 254.6	\$ 281.6	\$ (125.5)	\$ 156.1
REPORTED NET EARNINGS PER BASIC COMMON SHARE	\$ 0.34		\$ 0.33	\$ 0.32		\$ 0.17
ADDBACK:						
AMORTIZATION OF GOODWILL, NET OF TAX EFFECT	0.00		0.00	0.03		0.03
ADJUSTED NET EARNINGS PER COMMON SHARE (b)	\$ 0.34		\$ 0.33	\$ 0.35		\$ 0.19
SHARES USED IN BASIC CALCULATION	769.7		769.7	801.0		801.0
REPORTED NET EARNINGS PER DILUTED COMMON SHARE	\$ 0.34		\$ 0.33	\$ 0.32		\$ 0.16
ADDBACK:						
AMORTIZATION OF GOODWILL, NET OF TAX EFFECT	0.00		0.00	0.03		0.03
ADJUSTED NET EARNINGS PER DILUTED COMMON SHARE (b)	\$ 0.34		\$ 0.33	\$ 0.34		\$ 0.19
SHARES USED IN DILUTED CALCULATION	778.9		778.9	820.8		820.8

(a) Includes one-time items, impairment charges and merger-related costs.

(b) Per share amounts may not sum accurately due to rounding.