City of Benson
City Council Communication

Regular Meeting **June 8, 2015**

To: Mayor and Council Agenda Item # 2

From: Vicki L. Vivian, CMC, City Clerk

Subject:

Resolution 17-2015 of the Mayor and Council of the City of Benson, Arizona, recommending approval of the Acquisition of Control of the Liquor License at Safeway, 599 W. 4th Street, Benson, Arizona

Discussion:

Safeway, located at 599 W. 4th Street, has applied for acquisition of control of the liquor license. Procedures have been followed according to ARS §4-201 and §4-203(F), with no written arguments in favor of or opposed to the issuance of the license being received. We are now at the step where the "governing body of the City or Town shall then enter an order recommending approval or disapproval within sixty days after filing of the application".

Once Council makes a recommendation, the City Clerk will forward the proper documents to the Arizona Department of Liquor Licenses & Control.

Staff Recommendation:

Council pleasure

RESOLUTION 17-2015

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF BENSON, ARIZONA, RECOMMENDING APPROVAL OF THE ACQUISITION OF CONTROL OF THE LIQUOR LICENSE AT SAFEWAY, 599 W. 4TH STREET, BENSON, ARIZONA

WHEREAS, the owner of Safeway has applied for acquisition of control of the liquor license at said business located in the City of Benson; and

WHEREAS, one copy of the application has been filed with the City Clerk; and

WHEREAS, one copy of the application has been posted in a conspicuous place on the front of the applicant's business, along with the notice required by A.R.S. §4-201; and

WHEREAS, pursuant to A.R.S. §4-201, the Mayor and Council of the City of Benson considered the acquisition of control of the liquor license, and considered any arguments in favor of or against the same, at the regular City Council Meeting on June 8, 2015; and

WHEREAS, the Mayor and Council of the City of Benson have determined that approval of the requested acquisition of control of the liquor license is acceptable and in the best interests of the City and its residents; and

WHEREAS, pursuant to A.R.S. §4-201, the Council is required to enter an order recommending either approval or disapproval of the acquisition of control application, and to file a certified copy of the order with the Department of Liquor Licenses and Control, and if disapproved, to include specific reasons for that recommendation and a summary of the evidence supporting that recommendation.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Council of the City of Benson, Arizona, that the City of Benson hereby recommends approval of the acquisition of control of the liquor license at Safeway, located in Benson, Arizona.

BE IT FURTHER RESOLVED by the Mayor and Council of the City of Benson, Arizona, that the City Clerk is hereby directed to file a certified copy of this Resolution with the director of the Department of Liquor Licenses and Control, and to transmit therewith all petitions submitted to the Council within the twenty-day period for filing protests.

PASSED AND ADOPTED BY THE MAYOR AND COUNCIL OF THE CITY OF BENSON, ARIZONA, this 8th day of June, 2015.

_____
TONEY D. KING, SR., Mayor

ATTEST:

_____
VICKI L. VIVIAN, CMC, City Clerk

APPROVED AS TO FORM:

_____
MESCH, CLARK AND ROTHSCHILD, P.C.
By Gary J. Cohen
City's Attorney

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

'15 APR 17 DIR. LIC. RC'D

800 W Washington 5th Floor
Phoenix AZ 85007-2934
www.azliquor.gov
(602) 542-5141

APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check Appropriate Box

- ☐ Agent Change — Complete Sections 1,2,3,4,6 (See Note 1 on back)
- ☒ Acquisition of Control — Complete Sections 1,2, (3,4 if changing Agent), 6
- ☐ Restructure — Complete Sections 1,2,(3,4 if changing Agent) ,5,6 (See Note 2 on back)

SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

1. Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER)

Lewkowitz	Andrea	Dahlman	09020050
Last	First	Middle	Liquor License #

2. ☒ Corporation ☐ L.L.C. ☐ N/A: Safeway, Inc. (Exactly as it appears on Articles of Inc. or Articles of Org.) Corp. File #: F-0037205-0

3. Business Name: Safeway #1275 (Exactly as it appears on license)

4. Business Address: 599 4th Street (Do not use P.O. Box Number) Benson (City) Cochise (COUNTY) 85602 (Zip)

5. Is the business located within the incorporated limits of the above city or town? ☒Yes ☐No

6. Mailing Address: 2600 N. Central Avenue, Suite 1775 Phoenix (City) AZ (State) 85004 (Zip)

7. Business Phone: (520) 586-9094 Residence Phone: ( )

8. Does this transaction involve the sale of any portion of the corporate stock? ☒YES ☐NO ☐N/A If yes, submit a certified copy of minutes.

9. Has there been any change of officers? ☒YES ☐NO ☐N/A If yes, submit a certified copy of minutes.

SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section II must submit a personal questionnaire (Form LIC0101) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists need only submit one questionnaire and fingerprint card.

1. List individual owner or partners or all directors, officers in corp., members in LLC:

Last	First	Middle	Title	Residence Address	City State Zip
See attached					

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

2. List stockholders or controlling members owning 10% or more of Corp/LLC:

Last	First	Middle	% Owned	Residence Address	City State Zip
See attached					

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

Disabled individuals requiring special accommodations please call the Department

Date Received 4-17-15
CSR C Bezar

'15 MAR 18 Liq. Lic. AM 8:41

Safeway Inc.

AB Acquisition LLC (B)
(12/6/05 DE)

OFFICERS:
Robert Miller: Exec. Chairman
Robert Edwards: Pres/CEO
Justin Dye: EVP/COO
Richard Navarro: EVP

"CLASS B MEMBERS" (Safeway ONLY)
Safeway Group Holdings Inc. (94.29% parent entity for AB Acquisition LLC "Class B" members only)
Robert Miller: Executive Chairman
Robert Edwards: President/CEO
Justin Dye: COO
Robert Gordon: EVP/Sec/GC

Cerberus Iceberg, LLC (39.22%) (Stephen Feinberg, Director reported on CP Affidavit)
Cerberus Partners, LP (52.46%)
GP: Cerberus Associates, L.L.C.
Cerberus Institutional Partners V, LP (31.73%)
GP: Cerberus Institutional Associates II L.L.C.
(No other member owns 10% or greater of licensee Safeway Inc.)

Jubilee ABS Holding, LLC (15.11%) (Jay Schottenstein, Director reported on CP Affidavit)
(No member owns 10% or greater of licensee Safeway Inc.)

Klaff Markets Holdings, LLC (15.11%) (Hersch Klaff, Director reported on CP Affidavit)
(No member owns 10% or greater of licensee Safeway Inc.)

Lubert-Adler SAN Aggregator, L.P. (15.11%) (Dean Adler, Director reported on CP Affidavit)
General Partner(s): Lubert-Adler Group SAN LLC
(No limited partner owns 10% or greater of licensee Safeway Inc.)

KRS AB Acquisition, LLC – 15.11% (David Henry, Director reported on CP Affidavit)
(No member owns 10% or greater of licensee Safeway Inc.)

(No other member owns 10% or greater of CLASS B interest in AB Acquisition LLC)

Albertsons Holdings LLC (B)
ACC #R-1279446-6 (Delaware LLC)
(Sole Member: AB Acquisition LLC)

OFFICERS:
Robert Miller – Exec Chairman
Richard Navarro – EVP
Robert Edwards – Pres/CEO
Robert Gordon – EVP/Sec/GC

Safeway Inc (LICENSEE)
Acc #f-0037205-0 (Delaware Corp)
(Sole Shareholder: Albertsons Holdings LLC)

OFFICERS:
Robert Edwards – Pres/CEO
Robert Gordon – EVP/SEC/GC
Bradley Fox – VP/Treas

SECTION 3 **(COMPLETE THIS SECTION FOR AGENT CHANGE)**

1. **If the corporation/L.L.C. is owned by another entity, ATTACH AN OWNERSHIP AND DIRECTOR / OFFICER / MEMBER DISCLOSURE for the parent entity. Attach additional sheets as necessary in order to disclose real people.**

   As an Agent, will you be physically present and operating the licensed premises? ☐ YES ☐ NO

   If you answered YES, you must provide proof of attendance of a Department approved Liquor Law Training Course within the last five years before your application for Agent can be submitted. If "no" a manager with approved training must be submitted.

SECTION 4 **(COMPLETE THIS SECTION FOR AGENT CHANGE)**

To be completed by the INDIVIDUAL OR EXISTING AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER:

1. License Number: _____ Date of last renewal: _____

2. Current Licensee or Agent: _____
   (Exactly as it appears on license) Last First Middle

I, _____, hereby consent to the agent appointment named herein and
(Print full name)
agree to immediately assign a new agent in the event of the death, resignation, or discharge of this agent. I also understand that if the background report shows that I, the corporation, or any officer, director, member, or stockholder have been convicted of a felony in the past five (5) years, I will immediately surrender the license to the Arizona Department of Liquor Licenses and Control and hereby waive all rights to appeal such action.

X _____
(Signature of INDIVIDUAL/ CORPORATE/CLUB OFFICER/MEMBER)

State of _____ County of _____
The foregoing instrument was acknowledged before me this
_____ day of _____, 2014
Day Month Year

My commission expires on: _____

_____
(Signature of NOTARY PUBLIC)

SECTION 5 **(COMPLETE THIS SECTION FOR RESTRUCTURE)**

Is there more than one licensed premises involved? ☐ YES ☐ NO If yes, **SEPARATE APPLICATIONS** must be filed and fees paid for each license/location.

Type of current ownership:

- ☐ J.T.W.R.O.S.
- ☐ INDIVIDU AL
- ☐ PARTNERSHIP
- ☐ CORPORATION
- ☐ LIMITED LIABILITY CO.
- ☐ TRUST
- ☐ OTHER Explain _____

Type of new ownership:

- ☐ J.T.W.R.O.S.
- ☐ INDIVIDUAL
- ☐ PARTNERSHIP
- ☐ CORPORATION
- ☐ LIMITED LIABILITY CO.
- ☐ TRUST
- ☐ OTHER Explain _____

SECTION 6 **(COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)**

To be completed by INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER as listed in Question 1 Section 1:

I, Andrea Dahlman Lewkowitz, hereby declare that I am the APPLICANT filing this application.
(Print full name)
have read the application and the contents and all statements are true, correct and complete.

X _____
(Signature of INDIVIDUAL OR AGENT)

State of Arizona County of Maricopa
The foregoing instrument was acknowledged before me this
20 day of March, 2015
Day Month Year

AMY L SCHROFF
Notary Public - Arizona
Maricopa County
My Commission Expires
February 12, 2017

amy l schroff

My commission expires on: 02/12/2017

_____
(Signature of NOTARY PUBLIC)

NOTE 1: The fee for an agent change MUST be submitted with this application: $100.00 for the first application and $50.00 for each additional application, not to exceed $1,000.00. (A.R.S. 4-209.H)

NOTE 2: The $100.00 fee for restructure/acquisition of control MUST be submitted with this application. (A.R.S. 4-209.A)

'15 APR 17 LIQ. LIC. PM 1:55

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
Phoenix AZ 85007-2934
(602) 542-5141

QUESTIONNAIRE

Attention all Local Governing Bodies: Social Security and Birthdate Information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK.
An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A $13 FEE.

In addition to other fingerprint fees, a $22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License # 09020050
(If the location is currently licensed)

1. **Check appropriate box** →

☐ Controlling Person ☒ Agent (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	☐ Manager (Only) (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21

2. Name: Lewkowitz (Last) Andrea (First) Dahlman (Middle) Date of Birth: _____ **(NOT a Public Record)**

3. Social Security Numb _____ **(NOT a public record)** Drivers License #: _____ **(NOT a public record)** State: Arizona

4. Place of Birth: _____ (City) _____ (State) _____ (**Country** (not county)) Height: _____ Weight: _____ Eyes: _____ Hair: _____

5. Marital Status Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: _____ (Last) _____ (First) _____ (Middle Maiden) Date of Birth: _____ **(NOT a public record)**
(List all for last 5 years - Use additional sheet if necessary)

7. You are a bona fide resident of what state? _____ If Arizona, date of residency: _____

8 Telephone number to contact you during business hours for any questions regarding this document. (602) 200-7222

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Safeway #1275 Premises Phone: (520) 589-9094

11. Physical Location of Licensed Premises Address: 599 4th Street (Street Address (Do not use PO Box #)) Benson (City) Cochise (County) 85602 (Zip)

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. **List most recent 1st.**

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
04/2009	CURRENT	Attorney	Lewkowitz Law, 2600 N. Central Avenue, Suite 1775, Phoenix, AZ 85004

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
02/1998	CURRENT	Own	5745 N. 25th Street	Phoenix	AZ	85016

Disabled individuals requiring special accommodations, please call the Department. (602) 542-9027

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? If you answered YES, how many hrs/day?_____, and **answer #14a below**. If NO, skip to #15.	☐YES ☒NO
14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof) **If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.**	☐YES ☐NO

15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years? In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. ☐YES ☒NO

16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. ☐YES ☒NO

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ☐YES ☒NO

18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? ☐YES ☒NO

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ☐YES ☒NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

20. I, Andrea Dahlman Lewkowitz, hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X _____ (Signature of Applicant)

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this 20 day of March (Month), 2015 (Year)

AMY L SCHROFF
Notary Public - Arizona
Maricopa County
My Commission Expires
February 12, 2017

My commission expires on: 2 12 2017 (Day Month Year)

_____ (Signature of NOTARY PUBLIC)

COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of_____ County of _____

The foregoing instrument was acknowledged before me this

X_____ _____ day of _____ (Month), _____ (Year)
Signature of Controlling Person or Agent (circle one)

_____ (Signature of NOTARY PUBLIC)

_____
Print Name

My commission expires on: _____
Day Month Year

LEWKOWITZ
LAW OFFICE, PLC

2600 North Central Avenue
Suite 1775
Phoenix, Arizona 85004
602.200.7222
602.200.7234
www.lewkowitzlaw.com

Andrea D. Lewkowitz
H.J. Lewkowitz

March 20, 2015

Connie Wagner, Director of Licensing
Department of Liquor Licensing & Control
800 West Washington Street, 5th Floor
Phoenix, Arizona 85007

Re: Alien Status Form and Passport

Dear Connie:

My completed Alien Status form and a copy of my passport are on file at the Arizona Department of Liquor Licenses and Control.

If you require more information from me, please call. Thank you!

Sincerely,

Andrea

Andrea D. Lewkowitz

ADL/als

'15 APR 17 Liqr. Lic. PM 1:35

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
Phoenix AZ 85007-2934
(602) 542-5141

QUESTIONNAIRE

Attention all Local Governing Bodies: Social Security and Birthdate Information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A $13 FEE.

In addition to other fingerprint fees, a $22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License # 9020050
(If the location is currently licensed)

1. **Check appropriate box** →

☒ Controlling Person ☐ Agent (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	☐ Manager (Only) (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21

2. Name: Gordon, Jr. (Last) Robert (First) Allen (Middle) Date of Birth: ___/___/___ **(NOT a Public Record)**

3. Social Security Number: _____ **(NOT a public record)** Drivers License #: _____ **(NOT a public record)** State: _____

4. Place of Birth: _____ City _____ State _____ **Country** (not county) Height: _____ Weight: _____ Eyes: _____ Hair: _____

5. Marital Status ☐ Single ☐ Married ☐ Divorced ☐ Widowed

6. Name of Current or Most Recent Spouse: _____ Date of Birth: ___/___/___
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden **(NOT a public record)**

7. You are a bona fide resident of what state? _____ If Arizona, date of residency: N/A

8 Telephone number to contact you during business hours for any questions regarding this document. (925) 467-3231

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: SAFEWAY #1275 Premises Phone: (520)586-9094

11. Physical Location of Licensed Premises Address: 599 4TH STREET (Street Address (Do not use PO Box #)) BENSON (City) COCHISE (County) 85602 (Zip)

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. **List most recent 1st.**

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
05/1999	CURRENT	General Counsel/SVP/Secretary	Safeway, Inc., 5918 Stoneridge Mall Road, Pleasanton, CA 94588

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
12/2003	CURRENT	Own	24 Robert Road	Orinda	CA	94563

Disabled individuals requiring special accommodations, please call the Department. (602) 542-9027

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? YES ✓ NO
If you answered YES, how many hrs/day?_____, and **answer #14a below**. If NO, skip to #15.

14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof) YES NO
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.

15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years? YES ✓ NO
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related.

16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES ✓ NO

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ✓ YES NO

18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? YES ✓ NO

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ✓ YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

20. I, Robert Allen Gordon, Jr., hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X _____
(Signature of Applicant)

State of CALIFORNIA County of ALAMEDA

The foregoing instrument was acknowledged before me this 11 day of DECEMBER, 2014
Month Year

My commission expires on: 21 JAN. 2016
Day Month Year

_____
(Signature of NOTARY PUBLIC)

COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of_____ County of _____

The foregoing instrument was acknowledged before me this

X _____
Signature of Controlling Person or Agent (circle one)

_____ day of _____, _____
Month Year

_____
(Signature of NOTARY PUBLIC)

_____
Print Name

My commission expires on: _____
Day Month Year

HOLLY S. SEIDEN
Commission # 1964866
Notary Public - California
Alameda County
My Comm. Expires Jan 21, 2016

AZ Supplement to Questionnaire

#17 + 19 – YES

I serve as a "controlling person" for many corporate liquor licenses, some of which may have been cited for alleged liquor violations. I have not been cited personally for a liquor violation.

Sign

12/11/14
Date

Robert A. Gordon, Jr.
Print

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
Phoenix AZ 85007-2934
(602) 542-5141

QUESTIONNAIRE

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Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A $13 FEE.

In addition to other fingerprint fees, a $22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License # 9020050
(If the location is currently licensed)

1. **Check appropriate box** →

☒ Controlling Person ☐ Agent (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	☐ Manager (Only) (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21

2. Name: Edwards (Last) Robert (First) Lynn (Middle) Date of Birth: ___/___/___ **(NOT a Public Record)**

3. Social Security Number _____ **(NOT a public record)** Drivers License #: _____ **(NOT a public record)** State _____

4. Place of Birth: ___ City ___ State ___ **Country** (not county) Height: ___ Weight: ___ Eyes: ___ Hair: ___

5. Marital Status Single Married Divorced Widowed

6. Name of Current or Most Recent Spouse: _____ Last _____ First _____ Middle _____ Maiden Date of Birth: _____ **(NOT a public record)**
(List all for last 5 years - Use additional sheet if necessary)

7. You are a bona fide resident of what state? _____ If Arizona, date of residency: N/A

8 Telephone number to contact you during business hours for any questions regarding this document. (925) 467-3068

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: SAFEWAY #1275 Premises Phone: (520)586-9094

11. Physical Location of Licensed Premises Address: 599 4TH STREET (Street Address (Do not use PO Box #)) BENSON (City) COCHISE (County) 85602 (Zip)

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. **List most recent 1st.**

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
05/2013	CURRENT	President + CEO	Safeway, Inc., 5918 Stoneridge Mall Road, Pleasanton, CA 94588
03/2004	05/2013	Executive VP + CFO	Safeway, Inc., 5918 Stoneridge Mall Road, Pleasanton, CA 94588

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
12/2013	CURRENT	Own	750 El Pintado Road	Danville	CA	94526
08/2003	12/2013	Own	3654 Pontina Court	Pleasanton	CA	94566

Disabled individuals requiring special accommodations, please call the Department. (602) 542-9027

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? If you answered YES, how many hrs/day?_____, and **answer #14a below**. If NO, skip to #15.	YES ✔ NO
14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof) **If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.**	YES NO

15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years? In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES ✔ NO

16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES ✔ NO

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ✔ YES NO

18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? YES ✔ NO

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ✔ YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

20. I, Robert Lynn Edwards, hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X _____ State of California County of Alameda
(Signature of Applicant)

CAROLINE A. ERICKSON
Commission # 1961827
Notary Public - California
Alameda County
My Comm. Expires Dec 23, 2015

The foregoing instrument was acknowledged before me this 11th day of December, 2014
Month Year

My commission expires on: _____
Day Month Year

Caroline A. Erickson
(Signature of NOTARY PUBLIC)

COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of_____ County of _____

The foregoing instrument was acknowledged before me this

X _____ _____ day of _____, _____
Signature of Controlling Person or Agent (circle one) Month Year

_____
(Signature of NOTARY PUBLIC)

_____
Print Name

My commission expires on: _____
Day Month Year

AZ Supplement to Questionnaire

#17 + 19 – YES

I serve as a "controlling person" for many corporate liquor licenses, some of which may have been cited for alleged liquor violations. I have not been cited personally for a liquor violation.

Sign

12/11/14
Date

Robert L. Edwards
Print

'15 APR 17 Liq. Lic. PM 1:35

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
Phoenix AZ 85007-2934
(602) 542-5141

QUESTIONNAIRE

Attention all Local Governing Bodies: Social Security and Birthdate Information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A $13 FEE.

In addition to other fingerprint fees, a $22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License # 9020050
(If the location is currently licensed)

1. **Check appropriate box** →

☒ Controlling Person ☐ Agent (Complete Questions 1-19) Controlling Person or Agent must complete #21 for a Manager	☐ Manager (Only) (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete # 21

2. Name: Fox (Last) Bradley (First) Stuart (Middle) Date of Birth: ___/___/___ **(NOT a Public Record)**

3. Social Security Number: _____ **(NOT a public record)** Drivers License #: _____ **(NOT a public record)** State: _____

4. Place of Birth: ___ City ___ State ___ **Country** (not county) Height: ___ Weight: ___ Eyes: ___ Hair: ___

5. Marital Status ☐ Single ☐ Married ☐ Divorced ☐ Widowed

6. Name of Current or Most Recent Spouse: _____ Last _____ First _____ Middle _____ Maiden Date of Birth: ___/___/___ **(NOT a public record)**
(List all for last 5 years - Use additional sheet if necessary)

7. You are a bona fide resident of what state? _____ If Arizona, date of residency: N/A

8. Telephone number to contact you during business hours for any questions regarding this document. (925) 467-3352

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: SAFEWAY #1275 Premises Phone: (520)586-9094

11. Physical Location of Licensed Premises Address: 599 4TH STREET (Street Address (Do not use PO Box #)) BENSON (City) COCHISE (County) 85602 (Zip)

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. **List most recent 1st.**

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
09/1999	CURRENT	VP + Treasurer	Safeway, Inc., 5918 Stoneridge Mall Road, Pleasanton, CA 94588

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
10/1999	CURRENT	Own	315 Lowell Lane West	Layfayette	CA	94549

Disabled individuals requiring special accommodations, please call the Department. (602) 542-9027

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? If you answered YES, how many hrs/day?_____, and **answer #14a below**. If NO, skip to #15.	YES ✔ NO
14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof) **If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.**	YES NO

15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years? In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. — YES ✔ NO

16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. — YES ✔ NO

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? — ✔ YES NO

18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? — YES ✔ NO

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? — ✔ YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

20. I, Bradley Stuart Fox, hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X Bradley S Fox
(Signature of Applicant)

State of California County of Alameda

The foregoing instrument was acknowledged before me this 11th day of December, 2014
Month Year

Caroline A. Erickson
(Signature of NOTARY PUBLIC)

CAROLINE A. ERICKSON
Commission # 1961827
Notary Public - California
Alameda County
My Comm. Expires Dec 23, 2015

My commission expires on: _____
Day Month Year

COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of _____ County of _____

The foregoing instrument was acknowledged before me this

_____ day of _____, _____
Month Year

X _____
Signature of Controlling Person or Agent (circle one)

_____
(Signature of NOTARY PUBLIC)

_____
Print Name

My commission expires on: _____
Day Month Year

AZ Supplement to Questionnaire

#17 + 19 – YES

I serve as a "controlling person" for many corporate liquor licenses, some of which may have been cited for alleged liquor violations. I have not been cited personally for a liquor violation.

Bradley S. Fox
Sign

12/11/14
Date

Bradley S. Fox
Print

Print Form

'15 APR 17 Liq. Lic. PM 1:35

ARIZONA DEPARTMENT OF LIQUOR LICENSES AND CONTROL

800 W Washington 5th Floor
Phoenix AZ 85007-2934
www.azliquor.gov
(602) 542-5141

APPLICANT/CONTROLLING PERSON AFFIDAVIT

TO BE COMPLETED BY THE ORGANIZATION'S PRESIDENT. IF THIS IS A CLUB, PARTNERSHIP, OR OTHER TYPE OF ORGANIZATION, A SIGNATURE OF EQUAL LEVEL IS REQUIRED.

Organization: Safeway, Inc.

Affidavit of: Andrea Dahlman Lewkowitz

Position/Title: Agent and Attorney for Applicant

State of: Arizona AZ Corp./L.L.C. #: F-0037205-0

County of: Maricopa State Incorporated: Delaware

The undersigned, Andrea Dahlman Lewkowitz being first sworn under oath declares:

1. In connection with this organization's application to obtain a liquor license for our operation(s) in Arizona, I have completed and delivered to the Arizona Department of Liquor Licenses and Control the required questionnaire and fingerprint card.

2. The required questionnaires and fingerprint cards of all officers, directors, regional managers, managing members, partners, etc., who direct or are involved in the direction of the management of the policies involving spirituous liquor in the State of Arizona; and all stockholders who own ten percent (10%) or more of the corporation or limited liability company have also been completed and delivered to the Arizona Department of Liquor Licenses and Control.

   Name and title of such individuals are as follows (or list attached):

(1) Robert L. Edwards: Pres/CEO of Safeway Inc., Albertsons Holdings LLC, AB Acquisition LLC + Safeway Group Holdings Inc.

(2) Robert A. Gordon: EVP/Sec of Safeway Inc., Albertsons Holdings LLC + Safeway Group Holdings Inc.

(3) Bradley S. Fox: VP/Treas of Safeway Inc.

(4) Robert G. Miller: Exec Chairman of Albertsons Holdings LLC, AB Acquisition LLC + Safeway Group Holdings Inc. (on file)

(5) Richard Navarro: EVP of Albertsons Holdings LLC and AB Acquisition LLC (on file)

(6) Justin Dye: EVP/COO of AB Acquisition LLC + COO of Safeway Group Holdings Inc. (on file)

*Disabled individuals requiring special accommodations, please call (602) 542-9027.

3. There are, in addition to those submitting questionnaires and fingerprint cards, other officers, limited liability members, and/or board members of this organization who are not submitting such information to the Arizona Department of Liquor Licenses and Control. None of these individuals directs or is involved in the direction of the management of policies of this organization involving spirituous liquor in the State of Arizona.

Such members and positions, along with date and place of birth, are as follows (or list attached):

(1) Stephen Feinberg, Director of Cerberus Iceberg, LLC DOB POB:

(2) Hersch Klaff, Director of Klaff Markets Holdings, LLC DOB: POB:

(3) Jay Schottenstein, Director of Jubilee ABS Holding, LLC DOB: POB:

(4) Dean Adler, Director of Lubert-Adler SAN Aggregator, LP DOB POB:

(5) David Henry, Director of Kimco Realty Corporation DOB: POB:

4. None of the individuals listed under item #3 possesses the power to vote ten percent (10%) of the outstanding voting securities of this organization, nor can any of them control the election of one or more of the Board of Directors or managing members of the organization.

5. Finally, on information and belief, none of the individuals listed under item #3 have at any time been convicted of a felony, had a liquor license revoked, or violated any provisions of a liquor license issued to that member.

DATED this 20 (Day) day of March (Month), 2015 (Year)

I, Andrea Dahlman Lewkowitz (Print full name), declare that I am the APPLICANT filing this notification. I have read this document and the contents and all statements are true, correct and complete.

X (Signature)

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this 20 (Day) day of March (Month) 2015 (Year)

My commission expires on: 02-12-2017

AMY L SCHROFF
Notary Public - Arizona
Maricopa County
My Commission Expires
February 12, 2017

(Signature of NOTARY PUBLIC)

SAFEWAY INC.

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS TO ACTION IN LIEU OF SPECIAL MEETING

January 30, 2015

Pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware and consistent with the provisions of the Certificate of Incorporation of Safeway Inc., a Delaware corporation (the "Corporation"), the undersigned, constituting the entire membership of the Board of Directors of the Corporation, hereby consent to the adoption of the following resolutions and to the taking of the actions contemplated thereby, in each case with the same force and effect as if presented to and adopted at a meeting of said Board of Directors:

Appointment of Officers

WHEREAS, the Board of Directors desires to appoint officers of the Corporation, in each case to hold the position and serve as an officer of the Corporation until his or her successor shall have been duly elected and qualified or until his or her death, resignation or removal

NOW THEREFORE, IT IS HEREBY

RESOLVED, that, effective as of the date hereof, the following persons be, and they hereby are, elected to the office or offices of the Corporation set forth opposite their respective names (collectively referred to herein as the "Authorized Officers"), to hold office at the pleasure of the Board of Directors and otherwise in accordance with the Bylaws of the Corporation and the law of the State of Delaware, until their respective successors are elected and shall have qualified or until their earlier death, resignation or removal:

Name	Title
Robert Edwards	President and CEO
Robert Gordon	EVP, General Counsel &Secretary
Bradley Fox	Vice President, Treasurer
Peter Bocian	EVP & Chief Financial Officer
Thomas Hanavan	Vice President, Real Estate Law
Dennis Dunne	Vice President, Corporate Accounting

Eastern Division Transaction and Related Agreements

WHEREAS, the Corporation has been involved in discussions regarding a proposed series of transactions as a result of which (i) the Corporation would transfer

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:57 AM 01/30/2015
FILED 08:00 AM 01/30/2015
SRV 150119464 - 2096948 FILE

CERTIFICATE OF MERGER
OF
SATURN ACQUISITION MERGER SUB, INC.
WITH AND INTO
SAFEWAY INC.

Under Section 251 of the General Corporation Law
of the State of Delaware

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Safeway Inc., a Delaware corporation, in connection with the merger of Saturn Acquisition Sub, Inc., a Delaware corporation, with and into Safeway Inc. (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations to the Merger (the "Constituent Corporations") are:

Name	State of Incorporation
Safeway Inc.	Delaware
Saturn Acquisition Merger Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of March 6, 2014, as amended by and among Safeway Inc, AB Acquisition, LLC, Albertson's Holdings, LLC, Albertson's LLC, and Saturn Acquisition Merger Sub, Inc., as amended (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: Safeway Inc. shall be the surviving corporation of the Merger. The name of the surviving corporation is "Safeway Inc." (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Safeway Inc. in effect immediately prior to the Merger shall be amended and restated to read as set forth on Exhibit A hereto, and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation located at 5918 Stoneridge Mall Road, Pleasanton, CA 94588-3229. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 30th day of January, 2015.

SAFEWAY INC.

By: _____

Name: Robert A. Gordon
Title: Senior Vice President
Secretary & General Counsel

[Signature Page to Certificate of Merger]

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SATURN ACQUISITION MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SAFEWAY INC." UNDER THE NAME OF "SAFEWAY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 2015, AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Jeffrey W. Bullock, Secretary of State

2096948 8100M

AUTHENTICATION: 2080990

150119464

DATE: 01-30-15

You may verify this certificate online at corp.delaware.gov/authver.shtml

SEE RESTRICTIVE LEGENDS ON REVERSE SIDE HEREOF

100001

SAFEWAY INC.

A Delaware Corporation

1 **Shares**
Common Stock

THIS CERTIFIES THAT Albertsons Holdings LLC is the record holder of **ONE** (1) fully paid and non-assessable shares of Common Stock, par value $0.01 per share, of **Safeway Inc.** (the "Corporation"), transferable only on the share register of the Corporation by the holder, in person or by such holder's duly authorized attorney, upon surrender of this Certificate properly endorsed or assigned.

This Certificate and the shares represented hereby shall be held subject to all of the provisions of the Certificate of Incorporation and the Bylaws of said Corporation and any amendments thereto, a copy of each of which is on file at the office of the Corporation and made a part hereof as fully as though the provisions of said Certificate of Incorporation and Bylaws were imprinted in full on this Certificate, to all of which the holder of this Certificate, by acceptance hereof, assents and agrees to be bound.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officers this _____ day of January, 2015.

Robert A. Gordon, Secretary

Robert Edwards, President

© GOES 748

LITHO IN U.S.A.