

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

In the Matter of

Cerberus Institutional Partners V, L.P.  
a limited partnership;

AB Acquisition LLC ,  
a limited liability company;

and

Safeway Inc.,  
a corporation.

File No. 141 0108

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed acquisition by Respondent AB Acquisition LLC ("Albertson's") and Cerberus Institutional Partners V, L.P. ("Cerberus"), of Respondent Safeway Inc. ("Safeway") together with Albertson's and Cerberus, "Proposed Respondents" it now appearing that Proposed Respondent Associated Food Stores, Inc. ("Associated Food Stores") Associated Wholesale Grocers, Inc. ("AWG"), and Supervalu Inc. ("Supervalu") are willing to enter into this Agreement Containing Consent Order ("Consent Agreement") to divest certain assets and providing for other relief;

IT IS HEREBY AGREED by and between Proposed Respondents and their duly authorized officers and attorneys, Associated Food Stores, AWG, Supervalu, and counsel for the Commission that:

1. Proposed Respondent Cerberus Institutional Partners V, L.P. is a company organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its headquarters and principal place of business located at 875 Third Avenue, New York, New York
2. Proposed Respondent AB Acquisition, LLC is a company organized, existing, and

3. Proposed Respondent Safeway Inc. is a company organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its headquarters and principal place of business located at 5918 Stoneridge Mall Road, Pleasanton, California
4. Associated Food Stores is a corporation organized, existing and doing business under and by virtue of the laws of the State of Utah, with its offices and principal place of business located at 1850 West 2100 South, Salt Lake City, Utah.
- 4A. Associated Food Stores enters into this Consent Agreement solely for purposes of agreeing to the requirements of Paragraph V (and related reporting requirements) of the attached Decision and Order.
5. AWG is a corporation organized, existing and doing business under and by virtue of the laws of the State of Kansas, with its principal place of business located at 1850 West 2100 South, Salt Lake City, Utah.

9. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
10. Proposed Responders shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than thirty (30) days after they execute this Consent Agreement. The reports shall be signed by the Proposed Responders and shall set forth in detail the manner in which the Proposed Responders have to date complied or have prepared to comply, are complying, and will comply with the Order to Maintain Assets and the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
11. In the above-described report, Proposed Responders shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Responders are in compliance with this Consent Agreement, the Order to Maintain Assets, and the Decision and Order. The reports shall be verified by a notarized signature or sworn statement, or self-certified in the manner set forth in 28 U.S.C. (a)(1)(D) and 1746-7(-12)(y-1(i)-2(-2)(o e)4(na)42.41(n))-10))4(t49 -1. P)-4(r)3(ops

and Supervalu, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

15. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner

- c. they shall interpret the Divestiture Agreements under the Decision and Order in a manner that is fully consistent with all of the relevant provisions, and the remedial purposes, of the Decision and Order.
18. Associated Food Stores represents and warrants that it will comply with Paragraph V of the Decision and Order and further represents and warrants that all parents, subsidiaries, affiliates, and successors necessary to effectuate its compliance with Paragraph V of the Decision and Order are within the control of Associated Food Stores.
19. AWG represents and warrants that it will comply with Paragraph VI of the Decision and Order and further represents and warrants that all parents, subsidiaries, affiliates, and successors necessary to effectuate its compliance with Paragraph VI of the Decision and Order are within the control of AWG
20. Supervalu represents and warrants that it will comply with Paragraph VII of the Decision and Order and further represents and warrants that all parents, subsidiaries, affiliates, and successors necessary to effectuate its compliance with Paragraph VII of



SAFEWAY INC.

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RobertL. Edwards  
President and Chief Executive Officer  
SafewayInc.

Dated: \_\_\_\_\_

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Richard C. Weisberg  
Law Offices of RichardC. Weisberg  
Attorney for Safeway Inc.

Dated: \_\_\_\_\_

ASSOCIATED WHOLESALE GROCERS,  
INC.

Jerry Garland  
President and Chief Executive Officer  
Associated Wholesale Grocers, Inc.

Dated: \_\_\_\_\_

Scott Sher  
Wilson Sonsini Goodrich & Rosati  
Attorney for Associated Wholesale Grocers,  
Inc.

Dated: \_\_\_\_\_

SUPERVALU INC.

Bruce Besanko  
Executive Vice President and Chief Financial  
Officer  
Supervalu Inc.

Dated: \_\_\_\_\_

Elaine Ewing  
Cleary Gottlieb Steen & Hamilton LLP  
Attorney for Supervalu Inc.

Dated: \_\_\_\_\_