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This prospectus contains forward-looking statements. All statements other than statements of historical facts contained in this prospectus, including statements regarding our future operating results and financial position, business strategy, and plans and objectives of management for future operations, are forward-looking statements. In many cases, you can identify forward-looking statements by terms such as "may," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other similar expressions. Forward-looking statements contained in this prospectus include, but are not limited to, statements about:

- the competitive nature of the industry in which we conduct our business;
- general business and economic conditions, including the rate of inflation or deflation, consumer spending levels, population, employment and job growth and/or losses in our markets;
- failure to successfully integrate Safeway or achieve anticipated synergies from the acquisition and integration of Safeway;
- failure to successfully integrate the acquired A&P stores or to achieve anticipated synergies from the integration of the acquired A&P stores;
- pricing pressures and competitive factors, which could include pricing strategies, store openings, remodels or acquisitions by our competitors;
- our ability to increase identical store sales, expand our own brands, maintain or improve operating margins, revenue and revenue growth rate, control or reduce costs, improve buying practices and control shrink;
- labor costs, including benefit plan costs and severance payments, or labor disputes that may arise from time to time and work stoppages that could occur in areas where certain collective bargaining agreements have expired or are on indefinite extensions or are scheduled to expire in the near future;
- disruptions in our manufacturing facilities' or distribution centers' operations, disruption of significant supplier relationships, or disruptions to our produce or product supply chains;
- results of any ongoing litigation in which we are involved or any litigation in which we may become involved;
- data security, or the failure of our (or through SuperValu) IT systems;
- increased costs as the result of being a public company;
- the effects of government regulation;
- our ability to raise additional capital to finance the growth of our business;
- our ability to service our debt obligations, and restrictions in our debt agreements;
- financing sources;
- dividends; and
- plans for future growth and other business development activities.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this prospectus.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this prospectus primarily on our current expectations and projections about future events and trends that we believe may affect our business,