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The following unaudited pro forma condensed consolidated financial information presents the unaudited pro forma condensed consolidated balance sheet as of June 20, 2015 and unaudited pro forma condensed consolidated statements of continuing operations for the 53 weeks ended February 28, 2015 ("fiscal 2014") and the 16 weeks ended June 20, 2015 and June 12, 2014 based upon the consolidated historical financial statements of AB Acquisition and Safeway, after giving effect to the following transactions (collectively the "Transactions"):

- the Safeway acquisition, including the following related transactions:
 - the sale of PDC prior to the closing of the Safeway acquisition (in the case of fiscal 2014 and the 16 weeks ended June 12, 2014 only); and
 - the divestiture of certain stores required by the FTC that was a condition of closing the Safeway acquisition;
- the IPO-Related Transactions; and
- the issuance of 65,306,122 shares of common stock in the initial public offering of Albertsons Companies, Inc. and the application of \$1,531 million of the net proceeds from the sale of such shares (assuming the midpoint of the price range set forth on the cover page of this prospectus) to repay certain indebtedness as described in "Use of Proceeds" (the "IPO Transactions").

The unaudited pro forma financial information contained in this prospectus does not give effect to the Anticipated Refinancing.

The Safeway acquisition closed on January 30, 2015, and, therefore, the fair value of the assets acquired and liabilities assumed are already included in AB Acquisition's historical condensed consolidated balance sheet as of June 20, 2015. The unaudited pro forma condensed consolidated balance sheet gives effect to the IPO-Related Transactions and IPO Transactions as if they had occurred on June 20, 2015. The unaudited pro forma condensed consolidated statement of continuing operations for fiscal 2014 and the 16 weeks ended June 12, 2014 gives effect to the Transactions as if they had been consummated on February 21, 2014, the first day of fiscal 2014. The unaudited pro forma condensed consolidated statement of continuing operations for the 16 weeks ended June 20, 2015 gives pro forma effect to the FTC divestitures, IPO-Related Transactions and IPO Transactions as if they had occurred on February 21, 2014.

AB Acquisition's historical financial and operating data for fiscal 2014 and the 16 weeks ended June 12, 2014 and the 16 weeks ended June 20, 2015 is derived from the financial data in its audited consolidated financial statements for fiscal 2014 and the unaudited condensed consolidated financial statements for the 16 weeks ended June 12, 2014 and the 16 weeks ended June 20, 2015, respectively. Safeway is included in the historical operating results of AB Acquisition for the 16 weeks ended June 20, 2015 and for the four-week period from January 31, 2015 through February 28, 2015. The adjusted fiscal 2014 historical financial information for Safeway for the 49 weeks ended January 30, 2015 is derived by adding the financial data from Safeway's audited consolidated statement of income for the 53 weeks ended January 3, 2015 and Safeway's unaudited condensed consolidated statement of income for the four weeks ended January 30, 2015, and subtracting Safeway's unaudited condensed consolidated statement of income for the eight weeks ended February 22, 2014. The adjusted 16 weeks ended June 12, 2014 historical financial information for Safeway is derived by subtracting Safeway's unaudited condensed consolidated statement of income for the eight weeks ended February 22, 2014 from Safeway's unaudited condensed consolidated statement of income for the 24 weeks ended June 14, 2014.