

Table of Contents**Option Exercises and Units Vested in Fiscal 2014**

<u>Name</u> <u>(a)</u>	<u>Option Awards</u>		<u>Unit Awards</u>	
	<u>Number of Shares</u> <u>Acquired on</u> <u>Exercise (#)</u>	<u>Value Realized</u> <u>on Exercise (\$)</u>	<u>Number of Units</u> <u>Acquired on</u> <u>Vesting (#)(1)</u>	<u>Value Realized on</u> <u>Vesting \$(2)</u>
	<u>(b)</u>	<u>(c)</u>	<u>(d)</u>	<u>(e)</u>
Robert G. Miller	—	—	440,242	3,383,335
Robert L. Edwards	—	—	—	—
Robert B. Dimond	—	—	—	—
Wayne A. Denningham	—	—	—	—
Justin Dye	—	—	440,242	3,383,335
Shane Sampson	—	—	—	—

1. Represents the vesting of Class C Units as described in "—Compensation Discussion and Analysis."
2. The value realized upon vesting of the Class C Units is based on a vesting date per unit value of \$7.69.

Pension Benefits

The following table quantifies the benefits expected to be paid to Mr. Edwards under the ERP, a qualified defined benefit pension plan; and the Safeway Inc. Retirement Restoration Plan and Retirement Restoration Plan II (collectively, the "RRP"), non-qualified and unfunded defined benefit pension plans, as of June 20, 2015. The company assumed the ERP and the RRP from Safeway in connection with the Safeway acquisition. The terms of the plans are described below the table.

The following actuarial assumptions were employed to derive the calculations shown on the table below: (1) pension economic assumptions consistent with pension financial reporting by Safeway for its 2014 fiscal year were used for calculations at the end of 2014; (2) demographic assumptions are also consistent with pension financial reporting, with the exception of modified retirement and pre-retirement decrements as required by SEC guidance; (3) discount rates of 3.9% for the ERP and 3.8% for the RRP; and (4) a cash balance interest crediting and annuity conversion interest rate of 3.0%.

Additional actuarial assumptions used include the following: (1) mortality table for lump sum conversion—2014 IRS Applicable Mortality Table; (2) retirement table for post-retirement mortality—RP2014 fully generational using MP 2014 scale; (3) no pre-retirement mortality, turnover or disability; (4) form of payment assumption of 65% lump sum and 35% single life annuity for ERP and 100% single life annuity for RRP; and (5) retirement age of 65.

<u>Name</u> <u>(a)</u>	<u>Plan Name(1)</u> <u>(b)</u>	<u>Number of Years</u> <u>Credited Service (#)</u> <u>(2)</u> <u>(c)</u>	<u>Present Value of</u> <u>Accumulated Benefit (\$)</u> <u>(d)</u>	<u>Payments During</u> <u>Last Fiscal</u> <u>Year (\$)</u> <u>(e)</u>
Robert L. Edwards	ERP	9.9	137,422	—
	RRP	9.9	502,678	—

1. In connection with the termination of his employment, Mr. Edwards elected to receive his vested benefit under the ERP in a lump sum. In connection with the termination of his employment, Mr. Edwards' vested benefit under the RRP will be paid to him via an annuity paid monthly.
2. The number of years of credited service and the present value of accumulated benefits are calculated as of June 20, 2015.