

Table of Contents

42-month period beginning on March 21, 2013. We paid annual management fees under the 3rd A&R AB LLC Agreement totaling \$6 million for fiscal 2013 and \$6 million for fiscal 2014. In connection with the Safeway acquisition, the 3rd A&R AB LLC Agreement was amended and restated. Pursuant to the fourth amended and restated limited liability company agreement of AB Acquisition LLC (the "4th A&R AB LLC Agreement"), we paid the Cerberus-led Consortium the remaining \$9 million in annual management fees provided for by the 3rd A&R AB LLC Agreement.

The 4th A&R AB LLC Agreement provides for the Cerberus-led Consortium to receive annual management fees of \$13.75 million from our company over a 48-month period beginning on January 30, 2015, the date of the consummation of the Safeway acquisition. We have paid management fees to the Cerberus-led Consortium totaling \$13.75 million for fiscal 2015. In exchange for the management fees, the Cerberus-led Consortium has provided strategic advice to management, including with respect to acquisitions and financings. As of June 20, 2015, management fees over the remainder of the 48-month period total \$41.25 million. Consistent with the terms of the 4th A&R AB LLC Agreement, the remaining management fees will be paid in full upon the closing of this offering. We do not expect to pay any further management fees to the Cerberus-led Consortium following the completion of this offering.

Management Loans

In connection with the Safeway acquisition, on January 30, 2015, we provided loans (the "Management Loans") to nine members of our management to enable them to invest in equity of AB Acquisition. Other than the loan to Robert Butler, who retired in December 2014 as our Chief Operating Officer, the Management Loans were repaid in full on July 2, 2015 from the proceeds of loans provided to Management Holdco by Goldman Sachs Bank USA and secured by a pledge of the equity owned by Management Holdco. The table below provides details for each of the Management Loans:

Name	Position	Original Loan Amount	Interest Rate	Aggregate Amount of Principal Paid	Aggregate Amount of Interest Paid
Mark Bates	Chief Information Officer	\$ 217,203	1.75%	\$ 217,203	\$ 1,572
Robert Butler	Chief Operating Officer (former)	\$ 500,000	1.75%	N/A	N/A
Wayne A. Denningham	Chief Operating Officer (current)	\$ 3,801,000	1.75%	\$3,801,000	\$ 27,518
Shane Dorcheus	Southwest Division President	\$ 2,000,000	1.75%	\$2,000,000	\$ 14,479
Justin Dye	Chief Administrative Officer	\$ 4,706,073	1.75%	\$4,706,073	\$ 34,071
Justin Ewing	Executive Vice President, Corporate Development and Real Estate	\$ 1,267,020	1.75%	\$1,267,020	\$ 9,173
Robert G. Miller	Chairman and Chief Executive Officer	\$ 5,792,090	1.75%	\$5,792,090	\$ 41,933
Paul Rowan	Assistant Secretary and Deputy General Counsel	\$ 1,000,000	1.75%	\$1,000,000	\$ 7,240
Andrew J. Scoggin	Executive Vice President, Human Resources, Labor Relations, Public Relations and Government Affairs	\$ 2,353,036	1.75%	\$2,353,036	\$ 17,035

Safeway Relationship with Blackhawk and Related Transactions

During Safeway's fiscal year ended January 3, 2015, Safeway completed the following transactions with Blackhawk involving amounts in excess of \$120,000, including the spin-off of Blackhawk which became effective April 14, 2014.