

**Table of Contents*****Gift Card Transfer and Management Agreement***

Under the Gift Card Transfer and Management Agreement Safeway entered into with Blackhawk in February 2006 (the "Card Management Agreement"), Blackhawk provides Safeway with certain services related to Safeway-branded gift cards. During 2014, Safeway paid Blackhawk \$455,688 under the Card Management Agreement.

***Gift Card Alliance Partners Program Agreement***

Safeway entered into the Amended and Restated Gift Card Alliance Partners Program Agreement with Blackhawk effective December 30, 2012, as amended in February 2014 (the "Blackhawk Alliance Partner Agreement"). Under the Blackhawk Alliance Partner Agreement, Safeway offers products provided by Blackhawk for sale in our Safeway stores, and Blackhawk provides funds and services relating to the management, marketing and service of products and services offered through the Blackhawk Alliance Partner Agreement, as well as relating to those products.

During Safeway's 2014 fiscal year, under the Blackhawk Alliance Partner Agreement, Blackhawk paid an aggregate of \$11.3 million to Safeway, and Safeway paid an aggregate of \$274.6 million to Blackhawk.

***Card Production and Card Services Agreement***

In October 2011, Safeway entered into a card production and card services agreement with Blackhawk, under which Blackhawk produces Safeway-branded gift cards and provides Safeway with related services.

During Safeway's 2014 fiscal year, Safeway paid Blackhawk \$519,330 under this agreement.

***Amended and Restated Tax Sharing Agreement***

Safeway filed federal income tax returns and certain state income tax returns on a consolidated basis with Blackhawk starting in 2003. On April 11, 2014, Safeway entered into an Amended and Restated Tax Sharing Agreement (the "New TSA") with Blackhawk. Prior to Blackhawk's initial public offering, Safeway and Blackhawk entered into a prior tax sharing agreement that was last amended effective December 30, 2012 (the "Prior TSA"). The Prior TSA provided that Safeway and Blackhawk would generally make payments to each other such that, with respect to U.S. federal income tax returns for any taxable period in which Blackhawk or any of its subsidiaries were included in Safeway's consolidated group for U.S. federal income tax purposes, the amount of taxes to be paid by Blackhawk was determined, subject to certain adjustments, as if Blackhawk and each of its subsidiaries included in such consolidated group filed their own consolidated federal income tax return. For state and local income tax purposes, the Prior TSA provided that Safeway and Blackhawk would generally make payments to each other such that, with respect to state and local income tax returns for any taxable period in which Blackhawk or any of its subsidiaries were included in Safeway's combined, consolidated or unitary group for state or local income tax purposes, the amount of taxes to be paid by Blackhawk was determined, subject to certain limitations, by calculating the excess of any taxes shown due on any such return over the amount that would otherwise be due if the return were recalculated by excluding Blackhawk and any of its included subsidiaries.

In preparation for the pro rata distribution of the shares of Blackhawk Class B common stock owned by Safeway to the Safeway stockholders that occurred on April 14, 2014 (the "Distribution"), Safeway and Blackhawk entered into the New TSA, which became effective as of the Distribution, to address certain tax matters related to the facts and circumstances of the Distribution, including, among other things, the manner, amount and timing of the tax payments related to the Distribution. The New TSA also provides certain procedures for the allocation of taxes and the filing of returns that are