

Table of Contents***Credit Facility***

Under our credit agreements, a change of control may lead the lenders to exercise remedies, such as acceleration of their loans, termination of their obligations to fund additional advances and collection against the collateral securing such loan.

Notes

Under the indentures governing the CoC Notes, a change of control may require us to offer to repurchase all of the outstanding CoC Notes for cash at a price equal to 101% of the principal amount of the CoC Notes, plus accrued and unpaid interest, if any, to the date of repurchase.

Choice of Forum

Our certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the exclusive forum for: (a) any derivative action or proceeding brought on our behalf; (b) any action asserting a breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders; (c) any action asserting a claim pursuant to any provision of the DGCL, our certificate of incorporation or our bylaws; or (d) any action asserting a claim governed by the internal affairs doctrine. However, it is possible that a court could find our forum selection provision to be inapplicable or unenforceable.

Stockholders' Agreement***Registration Rights***

Upon the closing of this offering, Albertsons Investor or, if Albertsons Investor is no longer a holder of registrable securities, Holders owning more than 5% of our then-outstanding common stock, will have the right to require us to register their shares (and in the case of Albertsons Investor, such registration shall also include shares held by Kimco and Management Holdco on a pro rata and *pari passu* basis) under the Securities Act under specified circumstances.

Demand and Form S-3 Registration Rights

Beginning 180 days after the closing of this offering, Albertsons Investor or, if Albertsons Investor is no longer a holder of registrable securities, the Holders, subject to specified limitations, may require that we register all or part of their shares of our common stock (and in the case of Albertsons Investor, such registration shall also include shares held by Kimco and Management Holdco on a pro rata and *pari passu* basis) for sale under the Securities Act on an unlimited number of occasions. In addition, Albertsons Investor or, if Albertsons Investor is no longer a holder of registrable securities, the Holders, may from time to time make demand for registrations on Form S-1, a long-form registration statement, or Form S-3, a short form registration statement, when we are eligible to use those forms.

Piggyback Registration Rights

If we propose to register any of our common stock, either for our own account or for the account of other securityholders, Albertsons Investor and each other Holder will be entitled to notice of the registration and Albertsons Investor will be entitled to include its, Kimco's and Management Holdco's shares of common stock (on a pro rata and *pari passu* basis) in that registration with all registration expenses paid by us. Prior to the distribution by Albertsons Investor of all of our common stock it holds as of the completion of this offering to its equityholders, Holders other than Albertsons Investor will not be entitled to include shares of our common stock held by such Holder in a registration proposed by us unless Albertsons Investor also elects to participate in such registration.