

Table of Contents**Rule 701**

Rule 701 under the Securities Act ("Rule 701"), as in effect on the date of this prospectus, permits resales of shares in reliance upon Rule 144 but without compliance with certain restrictions of Rule 144, including the holding period requirement. Most of our team members, executive officers, directors, or consultants who purchased shares under a written compensatory plan or contract may be entitled to rely on the resale provisions of Rule 701, but all holders of Rule 701 shares are required to wait until 90 days after the date of this prospectus before selling their shares. However, substantially all Rule 701 shares are subject to lock-up agreements as described below and under "Underwriting (Conflicts of Interest)," and will become eligible for sale only following expiration of those agreements.

Lock-Up Agreements

We and our officers, directors, and holders of substantially all of our common stock on the date of this prospectus will have entered into lock-up agreements with the underwriters providing, subject to certain exceptions, that we and they will not, subject to certain exceptions, dispose of or hedge any shares of our common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through the date that is 180 days after the date of this prospectus unless extended pursuant to its terms. Pursuant to this agreement, among other exceptions, we may enter into an agreement providing for the issuance of our common stock in connection with the acquisition, merger or joint venture with another publicly traded entity during the 180-day restricted period after the date of this prospectus. For a more complete description of the lock-up restrictions and specified exceptions, see "Underwriting (Conflicts of Interest)."

Transfer Restrictions under the Albertsons Investor LLC Agreement

The Albertsons Investor LLC Agreement will restrict the distribution of our common stock held by Albertsons Investor to the members of Albertsons Investor for a period that is the earlier of (x) four years beginning on the date of our listing on the NYSE and (y) the 35% Trigger Date (subject to extension by vote of holders of the equity interests in Albertsons Investor and Kimco, voting together as a single class, that directly or indirectly own our common stock issued to Albertsons Investor and Kimco on the date of our listing on the NYSE representing at least 70% of such common stock, *provided*, that any extension of greater than one year shall require the consent of 100% of the equity interests of Albertsons Investor, Kimco and Management Holdco (so long as Kimco and Management Holdco own our common stock)). If any equityholder of Albertsons Investor does not wish to participate in a private block sale or resale by Albertsons Investor (a "Sell-Down"), Albertsons Investor shall, subject to compliance with securities laws, distribute to such equityholder such equityholder's pro rata share of our common stock that would have otherwise been sold in such Sell-Down (the "Distributed Stock"); *provided* that the Distributed Stock shall be subject to the same restrictions on transfer, market stand-off and lock-up provisions to which Albertsons Investor is subject with respect to such Sell-Down and the Stockholders' Agreement (the "Transaction Transfer Restrictions"). Subject to compliance with applicable securities laws, the Distributed Stock may be sold or otherwise disposed of by the holder thereof so long as no Transaction Transfer Restriction period is in effect. Albertsons Investor shall provide notice to such holder or its representatives of its intention to effect a Sell-Down not more than 30 calendar days prior to the intended date for the completion of such Sell-Down, in which event the holder of the Distributed Stock shall have the right to participate in such Sell-Down with Albertsons Investor pro rata based on such holder's beneficial ownership of our common stock, or, if not participating in such Sell-Down, shall not sell or otherwise dispose of the Distributed Stock (or other of our common stock beneficially owned by such holder) during such 30 calendar day period or such longer transfer, market stand-off or lock up provision that Albertsons Investor shall become subject to in connection with such Sell-Down.