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Sharon Allen, a member of the our board of directors, also serves on the board of directors of Bank of America Corporation, the parent company of Merrill Lynch, Pierce, Fenner & Smith Incorporated.

Conflicts of Interest

A portion of the net proceeds from this offering will be used to repay borrowings outstanding under the ABS/Safeway Term Loan Facilities. Because one or more funds or accounts managed or advised by an investment management affiliate of Guggenheim Securities, LLC are lenders under the ABS/Safeway Term Loan Facilities and may receive 5% or more of the net proceeds from this offering, Guggenheim Securities, LLC is deemed to have a "conflict of interest" within the meaning of Rule 5121. As such, this offering is being conducted in accordance with the applicable requirements of Rule 5121. Rule 5121 requires that a "qualified independent underwriter" meeting certain standards participate in the preparation of the registration statement and prospectus and exercise the usual standards of due diligence with respect thereto. Goldman, Sachs & Co. will act as a "qualified independent underwriter" within the meaning of Rule 5121 in connection with this offering. Goldman, Sachs & Co. will not receive any additional fees for serving as a qualified independent underwriter in this offering. We have agreed, subject to certain terms and conditions, to indemnify Goldman, Sachs & Co. against certain liability incurred in connection with it acting as a qualified independent underwriter in this offering, including liabilities under the Securities Act. Guggenheim Securities, LLC will not confirm sales to accounts in which it exercises discretionary authority without the prior written consent of the customer.

The shares may be sold in Canada only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 *Underwriting Conflicts* (**NI 33-105**), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") it has not made and will not make an offer of shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

(a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;