

Table of Contents**Item 16. Exhibits and Financial Statement Schedules**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
1.1****	Form of Underwriting Agreement among Albertsons Companies, Inc. and the Underwriters
3.1***	Certificate of Incorporation of Albertsons Companies, Inc., including Amendment of Certificate of Incorporation, dated September 21, 2015
3.2**	Form of Bylaws of Albertsons Companies, Inc.
4.1***	Form of Stockholders Agreement by and among Albertsons Companies, Inc., Albertsons Investor Holdings LLC, KRS AB Acquisition, LLC, KRS ABS, LLC and Albertsons Management Holdco, LLC
4.2*	Indenture, dated September 10, 1997, between Safeway Inc., and the Bank of New York, as trustee
4.3*	Forms of Officers' Certificates establishing the terms of Safeway Inc.'s 3.40% Notes due 2016 and 4.75% Notes due 2021, including the forms of Notes
4.4*	Form of Officers' Certificate establishing the terms of Safeway Inc.'s 6.35% Notes due 2017, including the form of Notes
4.5*	Form of Officers' Certificate establishing the terms of Safeway Inc.'s 5.00% Notes due 2019, including the form of Notes
4.6*	Form of Officers' Certificate establishing the terms of Safeway Inc.'s 3.95% Notes due 2020, including the form of Notes
4.7*	Form of Officers' Certificate establishing the terms of Safeway Inc.'s 7.45% Senior Debentures due 2027, including the form of Notes
4.8*	Form of Officers' Certificate establishing the terms of Safeway Inc.'s 7.25% Debentures due 2031, including the form of Notes
4.9*	Supplemental Indenture dated as of October 6, 2014, between Safeway Inc. and The Bank of New York Mellon Trust Company, National Association, as trustee, under the Indenture, dated as of September 10, 1997, as amended, and supplemented, with respect to Safeway Inc.'s 3.40% Notes due 2016
4.10*	Supplemental Indenture dated as of October 8, 2014, between Safeway Inc. and The Bank of New York Mellon Trust Company, National Association, as trustee, under the Indenture, dated as of September 10, 1997, as amended, and supplemented, with respect to Safeway Inc.'s 6.35% Notes due 2017
4.11*	Indenture, dated October 23, 2014, by and among Albertson's Holdings LLC and Safeway Inc. (as successor by merger to Saturn Acquisition Merger Sub, Inc.) (collectively, the "Issuers"), certain subsidiaries of the Issuers, as guarantors and Wilmington Trust, National Association, as trustee and collateral agent
4.12*	Indenture, dated May 1, 1992, between New Albertson's, Inc. (as successor to Albertson's, Inc.) and U.S. Bank Trust National Association (as successor to Morgan Guaranty Trust Company of New York), as trustee (as supplemented by Supplemental Indenture No. 1, dated as of May 7, 2004; Supplemental Indenture No. 2, dated as of June 1, 2006; and Supplemental Indenture No. 3, dated as of December 29, 2008)
4.13*	Indenture, dated May 1, 1995, between American Stores Company, LLC and Wells Fargo Bank, National Association (as successor to The First National bank of Chicago), as trustee (as further supplemented)
5.1****	Opinion of Schulte Roth & Zabel LLP