

ISSUED JULY 1, 1989

No. 82345

## Idaho Corporation Annual Report Form

2. Registered Agent and Office

Return To

Due No Later Than November 1, 1989

U.S. CORPORATION COMPANY  
700 WEST IDAHO, SUITE 1010Secretary of State  
Room 203, Statehouse  
Boise ID 83720

1. Mailing Address — Please Correct 82345

BOISE ID 83701

SEC. OF STATE

SAFEWAY STORES, INCORPORATED  
TAX DEPARTMENT  
4TH & JACKSON STREETS3. Incorporated Under The Laws  
of DELAWARE

82345

NO FEE REQUIRED 59  
89 OCT 12 APR 8

OAKLAND

CA 94660

## 4. Names and Addresses of Officers and Directors

	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President:	Peter A. Magowan	201 - 4th Street	Oakland	CA	94660
Secretary:	Bernat Rosner	201 - 4th Street	Oakland	CA	94660
Directors:	George A. Roberts	101 - California Street	San Francisco	CA	94111
	Henry R. Kravis	9 West 57th Street	New York	NY	10019

## 5. Nature of Business

Retail Grocery Chain

6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete

Signature

Name (Typed or Printed)

Maurice Barron

Date 10/10/89

Title Vice President

(1)

NAMES AND BUSINESS ADDRESSES OF  
DIRECTORS OF  
SAFEWAY STORES, INCORPORATED  
(A Delaware Corporation)

<u>Name</u>	<u>Address</u>
Peter A. Magowan, Chairman	Fourth & Jackson Streets Oakland, CA 94660
James H. Greene, Jr.	Kohlberg Kravis Roberts & Co. 101 California Street, Suite 4550 San Francisco, CA 94111
Henry R. Kravis	Kohlberg Kravis Roberts & Co. 9 West 57th Street New York, NY 10019
Robert I. MacDonnell	Kohlberg Kravis Roberts & Co. 101 California Street, Suite 4550 San Francisco, CA 94111
George R. Roberts	Kohlberg Kravis Roberts & Co. 101 California Street, Suite 4550 San Francisco, CA 94111
Harry D. Sunderland	Fourth & Jackson Streets Oakland, CA 94660
Michael T. Tokarz	Kohlberg Kravis Roberts & Co. 9 West 57th Street New York, NY 10019

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Revised 10/12/88

NAMES AND BUSINESS ADDRESSES OF  
OFFICERS AND ASSISTANT OFFICERS OF  
SAFEWAY STORES, INCORPORATED  
(a Delaware corporation)

Executive Officers

<u>Name and Position</u>	<u>Business Address</u>
Peter A. Magowan Chairman, President & Chief Executive Officer	Fourth & Jackson Streets Oakland, CA 94660
Harry D. Sunderland Vice Chairman	Fourth & Jackson Streets Oakland, CA 94660
John N. Bell, Jr. Executive Vice President	Fourth & Jackson Streets Oakland, CA 94660
E. Richard Jones Executive Vice President	Fourth & Jackson Streets Oakland, CA 94660
William D. Lowe Executive Vice President	Fourth & Jackson Streets Oakland, CA 94660
Michael M. Pharr Executive Vice President, Chief Administrative & Financial Officer	Fourth & Jackson Streets Oakland, CA 94660
Robert H. Kinnie Canada President & CEO 150 6th Ave., S.W. P. O. Box 864, Stn. M Calgary, Alberta Canada T2P 2J6	47th Floor Petro Canada Centre
William M. Albers Senior Vice President - Distribution	Fourth & Jackson Streets Oakland, CA 94660
Robert E. Bradford Senior Vice President - Public Affairs	Fourth & Jackson Streets Oakland, CA 94660
Frithjof J. Dale Senior Vice President - Finance & Assistant Secretary	Fourth & Jackson Streets Oakland, CA 94660
Roderick W. Davis Senior Vice President - Management Information Systems	Fourth & Jackson Streets Oakland, CA 94660

David J. Domeier  
Vice President - Controller

Fourth & Jackson Streets  
Oakland, CA 94660

Philip G. Horton  
Senior Vice President -  
Real Estate & Engineering

Fourth & Jackson Streets  
Oakland, CA 94660

Bernat Rosner  
Senior Vice President,  
Secretary & General Counsel

Fourth & Jackson Streets  
Oakland, CA 94660

Wilber L. Schinner  
Senior Vice President -  
Director of Marketing

Fourth & Jackson Streets  
Oakland, CA 94660

Walter J. Schoendorf  
Senior Vice President -  
Supply Operations

Fourth & Jackson Streets  
Oakland, CA 94660

Patrick S. Totman  
Senior Vice President -  
Treasury

Fourth & Jackson Streets  
Oakland, CA 94660

Richard A. Wilson  
Vice President - Tax

Fourth & Jackson Streets  
Oakland, CA 94660

Ronald F. Zachary  
Senior Vice President -  
Human Resources

Fourth & Jackson Streets  
Oakland, CA 94660

U. S. Retail Divisions Managers

John A. Cartales  
Senior Vice President (Portland)

16300 S.E. Evelyn Street  
Clackamas, Oregon 97015

Thomas C. Keller  
Senior Vice President (Seattle)

1121 - 124th Ave., N.E.  
Bellevue, WA 98005

Donald L. Gates  
Senior Vice President (Eastern)

6000 Columbia Park Road  
Landover, MD 20785

Robert D. Greene  
Senior Vice President (Denver)

3888 East Mexico Avenue  
Denver, CO 80210

Robert R. Taylor  
Senior Vice President (Phoenix)

2750 So. Priest Drive  
Tempe, AZ 85282

George D. Unti  
Senior Vice President (N. Calif.)

47400 Kato Road  
Fremont, CA 94537

Other Officers

Bert W. Anderson Vice President & Assistant Secretary - Risk Management Division	Fourth & Jackson Streets Oakland, CA 94660
Robert G. Backovich Vice President - Produce Division	Fourth & Jackson Streets Oakland, CA 94660
Maurice Barron Vice President - Tax Division	Fourth & Jackson Streets Oakland, CA 94660
Thomas J. Conway Vice President - Communications Division	Fourth & Jackson Streets Oakland, CA 94660
Charles K. Crovitz Vice President - Marketing Systems Division	2800 Ygnacio Valley Road Walnut Creek, CA 94598
Floyd D. Crowe Vice President - Brands Marketing & Buying Division	2800 Ygnacio Valley Road Walnut Creek, CA 94598
Ronald Giglio Vice President - Advertising & Promotion	Fourth & Jackson Streets Oakland, CA 94660
Richard P. Hillery Vice President - Marketing Operations (Eastern)	6000 Columbia Park Road Landover, MD 20785
Russell L. Jacobus Vice President - Asset Finance Department	Fourth & Jackson Streets Oakland, CA 94660
Gordon W. Jones Vice President - Real Estate Law Division	Fourth & Jackson Streets Oakland, CA 94660
William W. Liedtke Vice President - Mideast Operations	Fourth & Jackson Streets Oakland, CA 94660
Wayne Leader Vice President - Specialty Foods Division	Fourth & Jackson Streets Oakland, CA 94660

George D. Marshall Vice President - Industrial Relations	Fourth & Jackson Streets Oakland, CA 94660
Barbara J. McKee Vice President - Audit Division	Fourth & Jackson Streets Oakland, CA 94660
William L. Morgan Vice President - Retail Accounting Division	Fourth & Jackson Streets Oakland, CA 94660
Harvey K. Naito Vice President & Treasurer	Fourth & Jackson Streets Oakland, CA 94660
Ronald K. Parmelee Vice President - Systems & Services Group	Fourth & Jackson Streets Oakland, CA 94660
Rayburn D. Pearce Vice President - Corporate Meat Division	Fourth & Jackson Streets Oakland, CA 94660
Gary D. Smith Vice President - Corporate Grocery Division	Fourth & Jackson Streets Oakland, CA 94660
John M. Shepherd Vice President - State Government Relations Manager	Fourth & Jackson Streets Oakland, CA 94660
James T. Summers Vice President - Grocery Manufacturing Division	2800 Ygnacio Valley Road Walnut Creek, CA 94598
James E. Whitticom Vice President - Variety Merchandising Division	Fourth & Jackson Streets Oakland, CA 94660

Assistant Officers

Michael P. Avery Assistant Vice President & Assistant Secretary	Fourth & Jackson Streets Oakland, CA 94660
Gary W. Brannan Assistant Vice President & Assistant Secretary	14406 E. Evans Ave. Suite 200 Aurora, CO 80014
James J. Carroll, III Assistant Vice President & Assistant Secretary	1121 - 124th Ave. - N.E. Bellevue, Wa 98005

Thomas D. Castleberry  
Assistant Vice President &  
Assistant Secretary

6000 Columbia Park Road  
Landover, MD 20785

Charles W. Curran  
Assistant Vice President &  
Assistant Secretary

1121 124th Ave., N.E.  
Bellevue, WA 98005

Louis Duffer  
Assistant Secretary

6700 Columbia Park Road  
Landover, MD 20785

Yvonne Gonzales  
Assistant Vice President

Fourth & Jackson Streets  
Oakland, CA 94660

Steven J. Gouig  
Assistant Vice President &  
Assistant Secretary

47400 Kato Road  
Fremont, CA 94537

Jerome P. Harrison  
Assistant Vice President &  
Assistant Secretary

Fourth & Jackson Streets  
Oakland, CA 94660

Gail Brown Hill  
Assistant Secretary

6000 Columbia Park Road  
Landover, MD 20785

Kathleen L. Nemeth  
Assistant Secretary

Fourth & Jackson Streets  
Oakland, CA 94660

Gary W. Oswald  
Assistant Vice President &  
Assistant Secretary

47400 Kato Road  
Fremont, CA 94537

Gary D. Scott  
Assistant Vice President &  
Assistant Secretary

Fourth & Jackson Streets  
Oakland, CA 94660

Ellen Elizabeth Sherwood  
Assistant Secretary

Rt. 1, Box 3  
Easton, MD 21601

Dennis M. Stokley  
Assistant Vice President &  
Assistant Secretary

Fourth & Jackson Streets  
Oakland, CA 94660

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Revised 4/5/89