

INSTRUCTIONS ON REVERSE SIDE

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 1010 | |
| Secretary of State Room 203, Statehouse Boise ID 83720 SEC. OF STATE | | 1. Mailing Address — Please Correct 82345 SAFEWAY STORES, INCORPORATED TAX DEPARTMENT 4TH & JACKSON STREETS | | BOISE ID 83701 | |
| NO FEE REQUIRED 59 89 OCT 12 | | OAKLAND | CA 94660 | 3. Incorporated Under The Laws of DELAWARE 82345 | |

4. Names and Addresses of Officers and Directors

| | Name | Street or P.O. Address | City | State | Zip |
|------------|-------------------|-------------------------|---------------|-------|-------|
| 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

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 |

0042q
Revised 10/12/88

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

Executive Officers

Name and Position

Business Address

| | |
|---|---|
| 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. Hillary
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

0040q
Revised 4/5/89