

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

<p>In the Matter of</p> <p style="padding-left: 40px;">Koninklijke Ahold N.V., a corporation,</p> <p style="padding-left: 40px;">and</p> <p style="padding-left: 40px;">Safeway Inc., a corporation.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Docket No.</p>
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AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Koninklijke Ahold N.V. (“Ahold”), of certain assets of Safeway Inc. (“Safeway”), hereinafter referred to as Proposed Respondents, and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain assets and providing for other relief;

IT IS HEREBY AGREED by and between Proposed Respondents, their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Ahold is a corporation organized, existing, and doing business under and by virtue of the laws of the Netherlands, with its office and principal place of business located at Piet Heinkade 167-173, Amsterdam 1019-GM. Ahold U.S.A., Inc., a subsidiary of Koninklijke Ahold N.V., is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 1385 Hancock Street, Quincy, MA 02160.
2. Proposed Respondent Safeway is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at 5918 Stoneridge Mall Road, Pleasanton, CA 94588.
3. Proposed Respondents waive:
 - a. Any further procedural steps;

- b. Any requirement that the Commission's Decision and Order, which is attached hereto and made a part hereof, contains a statement of findings of fact and conclusions of law;
 - c. All rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. Any claim under the Equal Access to Justice Act.
4. Proposed Respondents shall each submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than ten (10) days after each executes this Consent Agreement. Each report shall be signed by the submitting Proposed Respondent and shall set forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
5. In the above-described reports, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with this Consent Agreement and the Decision and Order. The reports shall be verified by a notarized signature or sworn statement, or self-verified in the manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondents shall file the original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division. The copy provided to the Compliance Division may be provided in electronic format.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and issue and serve its Decision and Order, in disposition of the proceeding.
7. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.

8. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and issue and serve its Decision containing the following Order to divest and providing for other relief in disposition of the proceeding and (2) make information public in respect thereto.
9. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to Proposed Respondents' Counsel as identified in this Consent Agreement – shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order that are in the possession of Proposed Respondents, and agree that they are bound to comply with and will comply with the Decision and Order to the same extent as if they had been served with copies of the Appendices.
10. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
11. Proposed Respondents have read the draft Complaint and the Decision and Order contemplated hereby. By signing this Consent Agreement, Proposed Respondents represent and warrant that:
 - a. they can accomplish the full relief contemplated by the attached Decision and Order;
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the attached Decision and Order are parties to this Consent Agreement and the attached Decision and Order and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order; and
 - c. they shall interpret the Divestiture Agreement under the Decision and Order in a manner that is fully consistent with all of the relevant provisions and the remedial purposes of the Decision and Order.

12. Proposed Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing how they have complied and are complying with the Decision and Order.
13. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

KONINKLIJKE AHOLD N.V.

Lodewijk Hijmans van den Bergh
Chief Corporate Governance Counsel
Koninklijke Ahold N.V.

Dated: _____

George Paul, Esq.
White & Case LLP
Attorney for Koninklijke Ahold N.V.

SAFEWAY INC.

Robert A. Gordon
Senior Vice President, General
Counsel & Corporate Secretary

Dated: _____

Richard Weisberg, Esq.
Attorney for Safeway Inc.

FEDERAL TRADE COMMISSION

Jill M. Frumin
Michelle Yost
Attorneys
Bureau of Competition

APPROVED:

Jeffrey H. Perry
Assistant Director
Bureau of Competition

Sara Y. Razi
Deputy Assistant Director
Bureau of Competition

Richard A. Feinstein
Director
Bureau of Competition

Norman Armstrong, Jr.
Deputy Director
Bureau of Competition