



United States of America  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

Office of the Secretary

September 25, 2015

Paul T. Denis, Esquire  
Dechert LLP  
1900 K Street, NW  
Washington, DC 20006

Re: *In the Matter of Cerberus Institutional Partners V, L.P., AB Acquisition LLC, and Safeway Inc.*, Docket No. C-4504

Dear Mr. Denis:

This letter responds to the Application for Approval of Waiver Agreement to the Hagen Divestiture Agreement, filed by Albertson's on September 24, 2015. Pursuant to the Decision and Order in this matter, Albertson's requests approval of a proposed change to one of the divestiture documents incorporated by reference into the Order.

After consideration of Albertson's Application and other available information, the Commission has determined to approve the proposed change as set forth in Albertson's Application. In according its approval, the Commission has relied upon the information submitted and the representations made in connection with Albertson's Application and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark  
Secretary