



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3010

February 6, 2008

Kimberly L. Wilkinson  
Latham & Watkins LLP  
505 Montgomery Street, Suite 2000  
San Francisco, CA 94111-6538

Re: Safeway Inc.  
Incoming letter dated December 21, 2008

Dear Ms. Wilkinson:

This is in response to your letter dated December 21, 2007 concerning the shareholder proposal submitted to Safeway by Chris Rossi. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Jonathan A. Ingram  
Deputy Chief Counsel

Enclosures

cc: John Chevedden

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

CFOCC-00039622

February 6, 2008

**Response of the Office of Chief Counsel  
Division of Corporation Finance**

Re: Safeway Inc.  
Incoming letter dated December 21, 2007

The proposal relates to compensation.

There appears to be some basis for your view that Safeway may exclude the proposal under rule 14a-8(f). We note that the proponent appears to have failed to supply, within 14 days of receipt of Safeway's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if Safeway omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

William A. Hines  
Special Counsel

LATHAM & WATKINS LLP

505 Montgomery Street, Suite 2000  
San Francisco, California 94111-6538  
Tel: +1.415.391.0600 Fax: +1.415.395.8095  
www.lw.com

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December 21, 2007

VIA OVERNIGHT MAIL

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **Safeway Inc. 2008 Annual Meeting: Omission of Shareholder Proposal by  
Chris Rossi Pursuant to Rule 14a-8**

Ladies and Gentlemen:

We are writing on behalf of Safeway Inc., a Delaware corporation ("Safeway"), to notify the staff of the Division of Corporation Finance (the "Staff") of Safeway's intention to exclude a shareholder proposal and supporting statement from Safeway's proxy materials for its 2008 Annual Meeting of Shareholders (the "2008 Proxy Materials"). Mr. Chris Rossi, naming Mr. John Chevedden as his designated representative (together, the "Proponent"), submitted the proposal and its supporting statement (collectively, the "Proposal").

In accordance with Rule 14a-8(j), we have enclosed six copies of (a) this letter, (b) a copy of the Proponent's faxed letter submitting the Proposal (attached as Exhibit A), (c) a copy of Safeway's notice of procedural defect letter sent to the Proponent on November 27, 2007, (attached as Exhibit B) and (d) copies of correspondence between the Proponent and Safeway, following the delivery of Safeway's notice of procedural defect letter, in chronological order (attached as Exhibit C). By a copy of this submission, we notify the Proponent on behalf of Safeway of Safeway's intention to omit the Proposal from its 2008 Proxy Materials. Pursuant to Rule 14a-8(j), this letter is being submitted to the Staff not fewer than 80 days before Safeway intends to file its definitive 2008 Proxy Materials with the Commission.

**The Proposal.**

On November 22, 2007, Safeway received a faxed letter from the Proponent that contains the following proposal:

OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATION FINANCE

2007 DEC 26 PM 5:59

RECEIVED

“RESOLVED, that shareholders of our company request our board to adopt a policy to give shareholders the opportunity at each annual shareholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers (NEOs) set forth in the proxy statement’s Summary Compensation Table (SCT) and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.”<sup>1</sup>

We respectfully request on behalf of Safeway confirmation that the Staff will not recommend any enforcement action if the Proposal is omitted from Safeway’s 2008 Proxy Materials.

*Reasons That the Proposal May be Omitted from Safeway’s 2008 Proxy Materials*

**1. Rule 14a-8(b) and Rule 14a-8(f)(1) -- The Proponent did not provide the requisite proof of Chris Rossi’s continuous stock ownership in response to Safeway’s request for that information.**

We believe that Safeway may exclude the Proposal under Rule 14a-8(f)(1) because the Proponent did not substantiate Chris Rossi’s eligibility to submit the Proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that “[i]n order to be eligible to submit a proposal, [a shareholder] must have continuously held at least \$2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date [the shareholder submits] the proposal.” Chris Rossi submitted the Proposal to Safeway by a faxed letter dated November 22, 2007 that was received by Safeway via fax on November 22, 2007. That faxed letter did not include evidence demonstrating that Chris Rossi satisfied the eligibility requirements of Rule 14a-8(b). See Exhibit A. Moreover, Safeway confirmed that at that date Chris Rossi did not appear in the records of Safeway’s stock transfer agent as a shareholder of record.

Accordingly, in a letter dated November 27, 2007, Safeway informed the Proponent of the eligibility requirements of Rule 14a-8(b), stated the type of documents that constitute sufficient proof of eligibility, and indicated that the Proponent should correct the deficiency in the Proposal within 14 days of his receipt of Safeway’s letter. See Exhibit B. In addition, Safeway enclosed with its letter a copy of Rule 14a-8. Safeway’s November 27 letter was sent to Chris Rossi via certified mail, return receipt requested, and was sent to John Chevedden via email, as John Chevedden had directed Safeway in the cover letter to the Proposal to communicate with him via email only. See Exhibit A and Exhibit B.

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<sup>1</sup> We have attempted to reproduce the proposal as it appears in the original. Please see Exhibit A for an exact copy.

Rule 14a-8(f) provides that a company may exclude a shareholder proposal if the proponent fails to provide evidence that he or she has satisfied the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the deficiency and the proponent fails to correct the deficiency within the required time. Safeway strictly complied with the procedural requirements for delivering a notice of deficiency under Rule 14a-8. Within 14 days of Safeway's receipt of the Proposal, Safeway delivered its November 27 letter to the Proponent, which clearly stated:

- the ownership requirements of Rule 14a-8(b)(1);
- the type of documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b)(2)(i) and (ii); and
- that the Proponent's response had to be postmarked within 14 days after his receipt of Safeway's letter.

Safeway's letter also satisfied the standards set forth in Staff Legal Bulletin No. 14B ("SLB 14B"), published on September 15, 2004, clearly stating the information that the Proponent was required to supply. In SLB 14B, the Staff indicated that if a company cannot determine whether a shareholder proponent satisfies Rule 14a-8's ownership requirements, the company should request that the shareholder provide proof of ownership that satisfies Rule 14a-8's requirements. In that regard, SLB 14B indicates that companies should use language that tracks Rule 14a-8(b), which states that the proponent must prove its eligibility by submitting either:

- a written statement from the "record" holder of the securities (usually a broker or bank) verifying that, at the time the shareholder proponent submitted the proposal, the shareholder proponent continuously held the securities for at least one year; or
- a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting the shareholder proponent's ownership of shares as of or before the date on which the one-year eligibility period begins and the shareholder proponent's written statement that he or she continuously held the required number of shares for the one-year period as of the date of the statement.

As seen in Exhibit B, Safeway's November 27 letter contained this language, and thus provided the Proponent with appropriate notice regarding the ownership information that was required and the manner in which the Proponent must comply with the requirements of Rule 14a-8(b). SLB 14B also recommends that companies consider including a copy of Rule 14a-8 with such notice of defects, which Safeway did in its November 27 letter.

Notwithstanding the foregoing, as of this date, the Proponent has not provided Safeway with any evidence to demonstrate Chris Rossi's eligibility to submit a proposal under Rule 14a-8(b). It is now well past the 14 days time period, following the Proponent's receipt of Safeway's November 27 letter, during which the Proponent was required to respond with such evidence of eligibility. On November 27, 2007, Safeway received an email from John Chevedden asking whether Safeway showed Chris Rossi or Stephen C. Rossi as record holders of Safeway shares. See Exhibit C. On November 28, 2007, Safeway sent an email to John Chevedden informing

him that Safeway did not show either Chris Rossi or Stephen C. Rossi as record holders of Safeway shares. See Exhibit C. On November 29, 2007, Safeway received via email from John Chevedden, letters from Morgan Stanley which provide evidence of share ownership for Nick Rossi and for Emil Rossi but did not provide any evidence of share ownership for Chris Rossi, the Proponent. See Exhibit C. On December 1, 2007, Safeway received an email from John Chevedden which stated, "Please advise the dates that Safeway has on record for Chris Rossi's previous ownership of Safeway stock. I believe that any request for verification of stock ownership is incomplete until this information is provided, particularly if Mr. Rossi owned Safeway stock at any time during the past year." See Exhibit C. Safeway did not respond to this email or act on it in any other way. Rule 14a-8(b) makes it clear that, unless the proponent is a registered shareholder appearing in the company's records as a shareholder, it is the proponent's responsibility to obtain evidence of his or her share ownership and submit such evidence to the corporation. As mentioned above, Safeway confirmed that on the date the Proposal was submitted, Chris Rossi did not appear in the records of Safeway's stock transfer agent as a shareholder of record. Safeway communicated this fact to the Proponent in its November 27 letter and clearly stated the information that the Proponent was required to supply pursuant to Rule 14a-8(b). There is no requirement in Rule 14a-8 that a corporation must go back through its historic shareholder registers to see if a proponent has ever been a registered holder, and if so, to provide such information in a notice of procedural defect letter sent to the proponent pursuant to Rule 14a-8(f)(1). Additionally, there is no suggestion in Rule 14a-8 or in Staff Bulletins that Rule 14a-8 requires an iterative process, in which the corporation is required to review and respond to successive communications from a proponent that do not cure a procedural deficiency. In Staff Legal Bulletin No. 14, published July 13, 2001, the Staff made clear under Section (C)(6) that a company may exclude a proposal under Rule 14a-8(f) due to eligibility or procedural defects if, "the shareholder timely responds but does not cure the eligibility or procedural defect(s)."

The Staff has regularly granted no-action relief to other registrants where proponents have failed, following a timely and proper request by a registrant, to furnish in a timely fashion the full and proper evidence of continuous beneficial ownership called for under the regulations. See, e.g., *General Motors Corp.* (April 5, 2007) (statements from a GM Savings-Stock Purchase Program were insufficient proof of ownership and the corporation was not required to continue to respond to communications from the proponent), *General Motors Corp.* (March 6, 2005) (proponent's account statement evidencing share ownership as of December 31, 2004, December 31, 2003, and November 30, 2003 was not sufficient proof of ownership of the required number of shares as of December 17, 2004, the date the proposal was submitted), *Intel Corp.* (Jan. 29, 2004) (broker letter insufficiently provided evidence of ownership as of September 19, 2003, not as of August 27, 2003, the date the proposal was submitted), *Intel Corp.* (March 10, 2003) (broker letter indicating ownership as of September 10, 2002 and historic purchases of stock on October 2, 2000 and March 2, 2001 insufficient to prove required ownership on August 23, 2002, the date the proposal was submitted), *IBM Corp.* (Dec. 26, 2002) (broker letter, dated September 24, 2002, evidencing continuous ownership for more than one year "as of September 2002" insufficient to provide proof of ownership for the year preceding the September 9, 2002 submission of proposal), *IBM Corp.* (Jan. 14, 2002) (broker statement evidencing ownership of shares from "prior to November 30, 2000" to November 8, 2001 insufficient proof of required ownership as of November 8, 2001, the date the proposal was

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submitted), and *Eastman Kodak Company* (Feb. 7, 2001) (broker letter evidencing ownership from November 1, 1999 through November 1, 2000 insufficient to provide proof of ownership for the year preceding November 21, 2000, the date the proposal was submitted).

Although the Staff has, in some instances, allowed proponents to correct such deficiencies after the 14-day period, the Staff has done so only upon finding deficiencies in a company's notification letter. *See, e.g., AT&T Inc.* (February 16, 2007) (AT&T may have addressed its deficiency notice to an incorrect address of the proponent) and *Sysco Corporation* (Aug. 10, 2001) (Sysco failed to inform the proponent of what would constitute appropriate documentation under Rule 14a-8(b) in its request for additional information). Safeway believes an extension of the 14-day period is not warranted in the present case because Safeway's November 27 notification letter fully complied with the requirements of Rule 14a-8 and the standards set forth in SLB 14B.

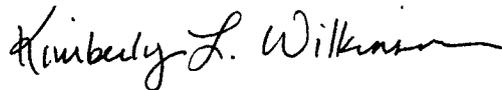
Based on the foregoing, Safeway respectfully requests that the Staff concur that Safeway may exclude the Proposal under Rule 14a-8(f)(1) because the Proponent did not timely or satisfactorily substantiate Chris Rossi's eligibility to submit the Proposal under Rule 14a-8(b).

\* \* \* \*

For the foregoing reasons, Safeway believes it may properly exclude the Proposal from the 2008 Proxy Materials under Rule 14a-8. Accordingly, Safeway respectfully requests that the Staff not recommend any enforcement action if Safeway omits the Proposal from its 2008 Proxy Materials. If the Staff does not concur with Safeway's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the issuance of a Rule 14a-8 response.

If you have any questions or need any further information, please call the undersigned at (415) 395-8087.

Very truly yours,



Kimberly L. Wilkinson  
of LATHAM & WATKINS LLP

Enclosures

cc: Mr. Chris Rossi  
Mr. John Chevedden  
Mr. Robert Gordon, Esq.  
Ms. Laura Donald, Esq.

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**EXHIBIT A**

Chris Rossi

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Mr. Steven A. Burd  
Chairman  
Safeway Inc. (SWY)  
5918 Stoneridge Mall Rd  
Pleasanton CA 94588

Rule 14a-8 Proposal

Dear Mr. Burd,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and the presentation of this proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is the proxy for John Chevedden and/or his designee to act on my behalf regarding this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communication to John Chevedden at:

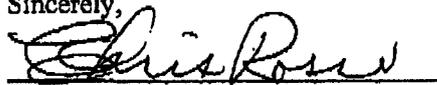
\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

(In the interest of company cost savings and improving the efficiency of the rule 14a-8 process please communicate via email.)

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email.

Sincerely,



Chris Rossi

11/22/07

Date

cc: Robert Gordon  
Corporate Secretary  
PH: 925 467-3000  
FX: 925 467-3321  
FX: 925-467-3323  
(925) 467-3214 Fax

[SWY: Rule 14a-8 Proposal, November 22, 2007]

**3 – Shareholder Say on Executive Pay**

RESOLVED, that shareholders of our company request our board to adopt a policy to give shareholders the opportunity at each annual shareholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers (NEOs) set forth in the proxy statement's Summary Compensation Table (SCT) and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

Investors are increasingly concerned about mushrooming executive pay which often appears to be insufficiently aligned with the creation of shareholder value. As a result, shareholders filed more than 60 "say on pay" resolutions in 2007, averaging a 42% vote. In fact, seven resolutions exceeded a majority vote. Verizon Communications (VZ) and Aflac (AFL) decided to present such a resolution to a shareholder vote.

A bill to provide for annual advisory votes on executive pay passed in the U.S. House of Representatives by a 2-to-1 margin.

This proposal has particular application to our company. The Corporate Library <http://www.thecorporatelibrary.com>, an independent investment research firm, rated our company "High Concern" in executive pay.

The Corporate Library's main concern with the pay of Mr. Burd, Safeway CEO for the past 14 years, centered on his pay unrelated to company performance and equity compensation awarded primarily in the form of time-vested stock options. In 2006, Mr. Burd was awarded more than \$7 million of equity under the Safeway LTIP, primarily in the form of time-vested stock options. Awarding the CEO only time-vested equity awards that are not based on performance metrics does very little to tie pay to long-term company performance. The Corporate Library maintains a high concern for executive pay practices at Safeway and believes the company would benefit from a transition to a more performance-based executive pay plan.

Existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with sufficient mechanisms for providing input to boards on senior executive compensation. In the United Kingdom public companies allow shareholders to cast an advisory vote on executive pay. Such a vote is not binding, but gives shareholders a clear voice that could help shape executive pay.

If investors wish to register opposition to a pay package(s) in the previous year, withholding votes from executive pay committee members who are standing for reelection is a blunt and insufficient instrument for registering dissatisfaction.

Accordingly, I urge our board to allow shareholders to express their opinion about executive compensation by establishing an annual referendum process. The results of such a vote could provide our board with useful information about shareholder views on our company's executive compensation, as reported each year. Please encourage our board to respond positively to this proposal:

**Shareholder Say on Executive Pay –  
Yes on 3**

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**Notes:**

**Chris Rossi, \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\* sponsors this proposal.**

The above format is requested for publication without re-editing, re-formatting or elimination of text, including beginning and concluding text, unless prior agreement is reached. It is respectfully requested that this proposal be proofread before it is published in the definitive proxy to ensure that the integrity of the submitted format is replicated in the proxy materials. Please advise if there is any typographical question.

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(1)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal promptly by email and advise the most convenient fax number and email address to forward a broker letter, if needed, to the Corporate Secretary's office.

LATHAM & WATKINS LLP

**EXHIBIT B**

**From:** Marcy Schmidt [mailto:Marcy.Schmidt@safeway.com]  
**Sent:** Tuesday, November 27, 2007 3:24 PM  
**To:** <sup>ISMA & OMB Memorandum M-07-10</sup>Wilkinson, Kim (SF)  
**Cc:** Laura Donald  
**Subject:** Safeway stockholder proposal-Mr. Nick Rossi and Mr. Chris Rossi

Hello,

I am attaching documents pertaining to Stockholder Proposals sent from Safeway Legal Department (Laura Donald) to Mr. Nick Rossi and Mr. Chris Rossi.

Thank you! ☺  
**Marcy Schmidt**  
Safeway Legal Division  
5918 Stoneridge Mall Road  
Pleasanton, CA 94588-3229  
Phone: 925-467-3756 Fax: 925-467-3214

Notice: The information contained in this message is intended only for the personal and confidential use of the recipient(s) named above. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are notified that you have received this document in error and that any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, and confidentially destroy the original message. Thank you.

"Email Firewall" made the following annotations.

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=====



November 27, 2007

**BY CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Mr. Chris Rossi

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**BY EMAIL**

Mr. John Chevedden

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Re: Stockholder Proposal

Dear Mr. Rossi and Mr. Chevedden:

We received Mr. Rossi's letter submitting a proposal for consideration at Safeway Inc.'s 2008 Annual Meeting of Stockholders. Mr. Rossi's letter indicates that Rule 14a-8 requirements are intended to be met, including the continuous ownership of the required stock value until after the date of the applicable stockholder meeting. Mr. Rossi's name does not appear in the Company's records as a stockholder, and we have not received from either of you the appropriate verification of ownership of Safeway Inc. shares. As such, your proposal does not meet the requirements of Rule 14a-8.

Under Rule 14a-8, you are eligible to the Company's records as a stockholder if you can provide either:

• either:

- a written statement from you or the issuer that you are a stockholder as of the date of the meeting;
- a written statement from the issuer that you are a stockholder as of the date of the meeting;

**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Chris Rossi

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

2. Article Number  
(Transfer from service label)

PS Form 3811, February 2004

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Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

Postmark Here

11-27-07

Sent To

Mr. Chris Rossi

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**COMPLETE THIS SECTION ON DELIVERY**

A. Signature  
 *Emil Rossi*  Agent  Addressee

B. Received by (Printed Name)  
*Emil Rossi*

C. Date of Delivery

D. Is delivery address different from item 1?  Yes  
If YES, enter delivery address below:  No

3. Service Type  
 Certified Mail  Express Mail  
 Registered  Return Receipt for Merchandise  
 Insured Mail  C.O.D.

4. Restricted Delivery? (Extra Fee)  Yes

7001 0320 0005 0576 1441

Domestic Return Receipt

102595-02-M-1540 Hall Road  
Responsible 588-3229

November 27, 2007

**BY CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Mr. Chris Rossi

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**BY EMAIL**

Mr. John Chevedden

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Re: Stockholder Proposal

Dear Mr. Rossi and Mr. Chevedden:

We received Mr. Rossi's letter submitting a proposal for consideration at Safeway Inc.'s 2008 Annual Meeting of Stockholders. Mr. Rossi's letter indicates that Rule 14a-8 requirements are intended to be met, including the continuous ownership of the required stock value until after the date of the applicable stockholder meeting. Mr. Rossi's name does not appear in the Company's records as a stockholder, and we have not received from either of you the appropriate verification of ownership of Safeway Inc. shares. As such, your proposal does not meet the requirements of Rule 14a-8(b) of the Securities Exchange Act of 1934, as amended.

Under Rule 14a-8(b), at the time you submit your proposal you must prove your eligibility to the Company by submitting:

- either:
  - a written statement from the "record" holder of the securities (usually a broker or bank) verifying that, at the time you submitted the proposal, you continuously held at least \$2,000 in market value, or 1%, of the Company's securities entitled to be voted on the proposal at the meeting, for at least one year by the date you submitted the proposal; or
  - a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting your ownership of shares as of or before the date on which the one-year eligibility period begins and your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

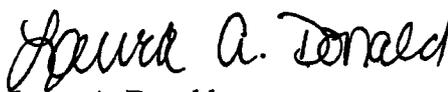
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Safeway Inc.  
5918 Stoneridge Mall Road  
Pleasanton, CA 94588-3229

- your written statement that you intend to continue holding the shares through the date of the Company's annual or special meeting.

In order for your proposal to be properly submitted, you must provide us with the proper written evidence that you meet the share ownership and holding requirements of Rule 14a-8(b). To comply with Rule 14a-8(f), you must transmit your response to this notice of a procedural defect within 14 calendar days of receiving this notice. For your information, we have attached a copy of Rule 14a-8 regarding stockholder proposals.

Very truly yours,

  
Laura A. Donald

cc: Kimberly L. Wilkinson (Latham & Watkins)

Enclosure

LATHAM & WATKINS LLP

**EXHIBIT C**

---

**From:** \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**Sent:** Tuesday, November 27, 2007 7:28 PM

**To:** Laura Donald

**Cc:** Marcy Schmidt

**Subject:** (SWY) Safeway stockholder proposal-Mr. Nick Rossi and Mr. Chris Rossi

Dear Ms. Donald, Do you show Chris Rossi or Stephen C. Rossi as record holder.  
Sincerely,  
John Chevedden

---

**From:** Laura Donald [Laura.Donald@safeway.com]  
**Sent:** Wednesday, November 28, 2007 9:38 AM  
**To:** olmsted  
**Cc:** Marcy Schmidt  
**Subject:** RE: (SWY) Safeway stockholder proposal-Mr. Nick Rossi and Mr. Chris Rossi

Dear Mr. Chevedden:

We do not show either of Chris Rossi or Stephen C. Rossi as record holders of Safeway Common Stock.

Laura

Laura A. Donald  
Senior Corporate Counsel  
Safeway Inc. | Legal Division  
5918 Stoneridge Mall Road | Pleasanton, CA 94588-3229  
Ph. 925.469.7586 | Fx. 925.467.3214  
[laura.donald@safeway.com](mailto:laura.donald@safeway.com)

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**From:** \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*  
**Sent:** Tuesday, November 27, 2007 7:28 PM  
**To:** Laura Donald  
**Cc:** Marcy Schmidt  
**Subject:** (SWY) Safeway stockholder proposal-Mr. Nick Rossi and Mr. Chris Rossi

Dear Ms. Donald, Do you show Chris Rossi or Stephen C. Rossi as record holder.  
Sincerely,  
John Chevedden

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**From:** \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*  
**Sent:** Thursday, November 29, 2007 7:18 PM  
**To:** Laura Donald  
**Subject:** Rule 14a-8 Proposal (SWY) Broker Letter

Rule 14a-8 Proposal (SWY) Broker Letter

Dear Ms. Donald, Please let me know tomorrow whether or not there is any further requirement at this point in the rule 14a-8 process in addition to the broker letter attached.

Sincerely,

John Chevedden

"Email Firewall" made the following annotations.

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# Morgan Stanley

November 29, 2007

Nick Rossi

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

To: Nick Rossi

All quantities continue to be held without interruption in Nick Rossi's account as of the date of this letter.

Nick Rossi deposited the following certificates to his Morgan Stanley transfer on death account

\*\*\* FISMA & OMB Memorandum on the respective dates:

## May 16, 2002

120 shares Electronic Data Systems Corp. bought and additional 380 shares on 3-5-2003, now owns 500 shares  
1,000 shares Hubbell Inc A  
1,000 shares Genuine Parts Co.  
525 shares General Motors Corp.  
500 shares Behlehem Steel Corp. (journal out)  
1,000 Baker Hughes Inc.  
1,427 shares Chevron Corp.  
-2 for 1 split 9/10/04-now owns 2,854 shares  
1,652 shares Fortune Brands Inc., received 388 ACCO Brands Corp. – spun off from Fortune Brands on 8-16-2005  
1,652 shares Gallaher Group PLC ADR, company bought out, eliminated this holding  
419 shares Delphi Corp, bought additional 581 shares on 3-16-2005, now owns 1,000 shares  
452 shares Bank of America Corp. bought an additional 248 shares on 11-25-2003  
-2 for 1 split 8-27-2004 now owns 1,400 shares

## May 22, 2002

2,000 shares Cedar Fair LP Dep Units  
1,683 shares Daimler-Chrysler AG

## July 9, 2002

1,000 shares UST Inc.  
1,000 shares Teppco Partners LP  
2,000 shares Service Corp. Intl  
800 shares Maytag Corp, bought by Whirlpool Corp. 4-4-2006, now owns 95 shares Whirlpool Corp  
3,120 shares Kimberly Clark Corp. sold 120 shares on 11-25-2003, now owns 3,000 shares  
1,000 shares UIL Holdings Corp., 5 for 3 split on 7-3-2006  
-Now owns 1,666 shares  
1,000 shares Plum Creek Timber Co. Inc. REI  
600 shares 3M Company (split 9-29-2003)  
1,000 shares Terra Nitrogen Co LP Com Unit  
1,000 shares UGI Corp. New, 3 for 2 split 4-1-2003, received 1,500 shares UGI 5-24-2005 for 2 for 1 split

-Now owns 3,000 shares  
580 shares Scottish Power PLC ADR, reorganization received .793 for 1, owned 460 shares  
Scottish Power PLC, purchased by Iberdrola, now owns 347 Iberdrola SA Spon ADR  
600 shares PG&E Corp.  
1,000 shares Unilever PLC (New) ADS, 5-24-2006 9 for 5 split  
-Now owns 1,800 shares Unilever PLC (New) ADS  
7,593 shares ServiceMaster Co., company was purchased for cash, eliminating position  
1,054 shares SBC communications, renamed AT&T  
90 shares Neenan Paper Inc. Spun off from Kimberly Clark 11-30-2004

August 15, 2002

300 shares Marathon Oil Co. 6/18/07 stock split 2 for 1 split, now owns 600 shares

On May 23, 2002 Nick journal into the same account the following:

200 shares Safeway Inc. Com. New  
10,000 par value USG Bond 8.50% due 8-1-2005, sold 6-10-2004, eliminated this holding  
1,000 shares Bristol Myers Squibb Co., 500 shares Bristol Myers Squibb Co. was purchased on  
May 21, 2003. 500 shares Bristol Myers Squibb Co. was purchased April 21, 2004.  
1000 shares of Bristol Myers Squibb Co. purchased 8/2/07, sold 1000 shares of Bristol Myers  
Squibb Co sold 9/19/07, now owns 2,000 shares of Bristol Myers Squibb Co.

The following deposits and/or purchases as noted were made:

Aegon NV ADR

Deposited 5-16-2002: 1,436 shares  
Reinvested Dividends 5-13-2003: 57 shares  
Reinvested Dividends 9-23-2005: 29 shares  
Reinvested Dividends 9-21-2006: 24 shares  
Reinvested Dividends 5-4-2007: 24 shares  
Reinvested Dividends 9-14-2007: 33 shares  
-Now owns 1,608 shares  
500 shares of Merck & Co. purchased 10-5-2004  
1,000 shares Schering Plough, 500 shares purchased 10-4-2002 and 500 shares purchased 3-6-  
2003  
1,000 shares Dynegy Inc. (Holding Co.) Class A purchased 12-10-2004, Now Dynegy Inc Del  
Class A  
800 shares Safeway Inc. Com. New purchased 1-6-2005  
500 shares Pfizer Inc. purchased 1-18-2005  
500 shares HSBC Holdings PLC Spon ADR New purchased 3-28-2005, additional 500 shares  
purchased on 4-21-2005  
-Now owns 1,000 shares

All quantities continue to be held in Nick's account as of the date of this letter.

Sincerely,



David Lawrence  
Financial Advisor

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fax 707 524 1099

# Morgan Stanley

November 29, 2007

Emil Rossi

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

To Emil Rossi:

All quantities continue to be held without interruption in Emil Rossi's account as of the date of this letter.

Emil Rossi deposited the following certificates to his Morgan Stanley transfer on death account

\*\*\* FISMA & OMB Memorandum on the respective dates:

March 7, 2003

1,887 shares Gencorp Inc.  
9,984 shares Exxon Mobil Corp.

March 21, 2003

5,128 shares Morgan Stanley  
975 shares Burlington Northern Santa Fe Corp.  
6,094 shares Allstate Corp.  
2,780 shares Kinder Morgan Energy Ptrs. LP  
558 shares Entergy Corp.  
1,732 shares Energy East Corp.  
1,357 shares Bank of America Corp. 2 for 1 split 8-27-2004  
-Now owns 2,714 shares  
1,100 shares Great Northern Iron Ore

April 14, 2003

415 shares Occidental Petroleum Corp. DE, split 2 for 1 8-15-2006  
-Now owns 830 shares  
430 Newmont Mining Corp. New  
7,000 shares Mesabi Tr.. CBI  
150 shares Marathon Oil Co. - Split 2:1 6-18-2007, now owns 300 shares  
1,000 shares PPL Corp., split 2 for 1 8-24-2006  
-Now owns 2,000 shares  
3,000 shares Plum Creek Timber Co. Inc. REO  
1,000 shares Terra Nitrogen Co. LP. COM Unit  
800 shares SBC Communications, name changed to AT&T  
1887 shares Omnova Solutions Inc.

March 21, 2000

Deposited 196 shares Catellus. He subsequently purchased 304 Catellus on 10-17-2003. An additional 44 shares were deposited 12-18-2003. Upon merger with Prologis, 8-26-2005, 149 shares were prorated to cash and 395 shares were exchanged for .822 shares of Prologis.  
-Now owns 324 shares Prologis.

July 9, 2003

Purchased 1,000 shares Schering Plough Corp.

Emil Rossi & OMB Memorandum M Continued

June 11, 2003

Journal into this account 50 shares PG&E Corp.

Journal into this account 300 shares Pinnacle West Capital Corp.

March 9, 2005

3,287 shares of Sears Roebuck & Co. were tendered to Sears Holding Corp. for all stock.  
Received 1,304 shares of Sears Holding on 3-30-2005.

June 8, 2005

Purchased 1,000 Merck & Co. Purchased 1,000 shares Merck & Co. 6-15-2005.

-Now owns 2,000 shares

June 29, 2007

Credit of 2564 shares Discover Financial – spin off of Morgan Stanley.

All quantities continue to be held in Emil's account as of the date of this letter.

Sincerely,



David Lawrence  
Financial Advisor

-----Original Message-----

From: \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*  
To: Laura Donald  
CC: Marcy Schmidt  
Sent: Sat Dec 01 19:36:44 2007  
Subject: (SWY) Rule 14a-8 Proposal

Dear Ms. Donald, Please advise the dates that Safeway has on record for Chris Rossi's previous ownership of Safeway stock. I believe that any request for verification of stock ownership is incomplete until this information is provided, particularly if Mr. Rossi owned Safeway stock at any time during the past year.

Sincerely,  
John Chevedden

"Email Firewall" made the following annotations.

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