Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1972

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
SAFEWAY INSURANCE COMPANY

790 PASQUINELLI DRIVE
WESTMONT, IL 60559-1254

2b Employer Identification Number (EIN)
36-2497730

2c Sponsor's telephone number
630-887-8300

2d Business code (see instructions)
524150

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	ANTHONY RISKY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SAFEWAY INSURANCE COMPANY

790 PASQUINELLI DRIVE
WESTMONT, IL 60559-1254

3b Administrator's EIN
36-2497730

3c Administrator's telephone number
630-887-8300

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	487
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	407
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	48
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	457
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	461
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	442
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	27
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:
4B

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
SAFEWAY INSURANCE COMPANY

D Employer Identification Number (EIN)
36-2497730

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	005080344	22	01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

PEARRE DAVID A II
300 SOUTH WACKER DRIVE, SUITE 800
CHICAGO, IL 60606

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	0		3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	1514388
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	32327
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) [X] individual policies (2) [ ] group deferred annuity

(3) [ ] other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ [ ]

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) [ ] deposit administration (2) [ ] immediate participation guarantee

(3) [ ] guaranteed investment (4) [ ] other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add **b** and **c(6)**)			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAFEWAY INSURANCE COMPANY

D Employer Identification Number (EIN)
36-2497730

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BANK OF AMERICA, N.A.

94-1687665

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 56 59 60 62 63 72	RECORDKEEPER	14800	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAFEWAY INSURANCE COMPANY

D Employer Identification Number (EIN)
36-2497730

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INDEX TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6575237-014	C	2541802

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT PRESERVATION TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6484011-001	C	16334156

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAFEWAY INSURANCE COMPANY

D Employer Identification Number (EIN)
36-2497730

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		50
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2541710	2627135
(2) Participant contributions	1b(2)	42562	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3919	3922
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1435951	1901890
(9) Value of interest in common/collective trusts	1c(9)	16348057	18875956
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	19173015	23567565
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1439200	1514388
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	40984414	48490906
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	40984414	48490906

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	3507030	
	(B) Participants	2a(1)(B)	1378015	
	(C) Others (including rollovers)	2a(1)(C)	34440	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4919485
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	72411	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		72414
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	657142	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		657142
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1649700
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2336413
c Other income	2c		89908
d Total income. Add all **income** amounts in column (b) and enter total	2d		9725062
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2114487	
(2) To insurance carriers for the provision of benefits	2e(2)	32327	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2146814
f Corrective distributions (see instructions)	2f		51477
g Certain deemed distributions of participant loans (see instructions)	2g		71933
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	14800	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		14800
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2285024
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		7440038
l Transfers of assets:			
(1) To this plan	2l(1)		66454
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE (2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1900000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAFEWAY INSURANCE COMPANY

D Employer Identification Number (EIN)
36-2497730

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 94-1687665

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Safeway Insurance Group Profit Sharing and 401(k) Plan

Employer Identification Number: 36-2497730
Plan Number: 001

Financial Statements as of December 31, 2010 and 2009, and for the Year Ended December 31, 2010, Supplemental Schedule as of December 31, 2010, and Independent Auditors' Report

SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(k) PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte & Touche LLP
111 S. Wacker Drive
Chicago, IL 60606-4301
USA

Tel: +1 312 486 1000
Fax: +1 312 486 1486
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
Safeway Insurance Group Profit Sharing and 401(k) Plan
Westmont, Illinois

We have audited the accompanying statements of net assets available for benefits of the Safeway Insurance Group Profit Sharing and 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the year ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. Such supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

Deloitte & Touche LLP

October 7, 2011

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Participant-directed investments at fair value:		
Common and collective trusts	$18,875,956	$16,348,058
Mutual funds	23,567,565	19,173,015
Life insurance contracts	1,514,388	1,439,200
Total participant-directed investments at fair value	43,957,909	36,960,273
Receivables:		
Employer contributions	2,627,135	2,541,710
Participant contributions	-	42,562
Notes receivable from participants	1,901,890	1,435,951
Accrued investment income	3,972	3,918
Total receivables	4,532,997	4,024,141
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	48,490,906	40,984,414
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	-	1,030,792
NET ASSETS AVAILABLE FOR BENEFITS	$48,490,906	$42,015,206

See notes to financial statements.

SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS:	
Investment income:	
Net appreciation in fair value of investments	$ 2,682,002
Dividends and interest income	930,460
Increase in cash surrender value of life insurance policies	75,188
Other income	14,721
Total investment income	3,702,371
Contributions:	
Employer contributions	3,573,484
Participant contributions	1,412,455
Investment income on notes receivable from participants	72,410
Total contributions	5,058,349
DEDUCTIONS — Benefits paid to participants	2,285,024
INCREASE IN NET ASSETS	6,475,696
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	42,015,206
End of year	$ 48,490,902

See notes to financial statements.

1. PLAN DESCRIPTION

The following description of the Safeway Insurance Group Profit Sharing and 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General — The Plan is a defined contribution plan covering all employees of Safeway Insurance Company (the "Company") and its participating subsidiaries (collectively, the "Group"), who have attained age 21 and completed one year of service, were credited with at least 1,000 hours of service, and were employed on the last day of the Plan year. A Section 401(k) provision is incorporated into the Plan for all employees of the Group who have attained age 21 and completed one half year of service. The Board of Directors of the Company controls and manages the operation and administration of the Plan. Bank of America, N.A. serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions — Participants may contribute up to 15% of pretax annual compensation under the 401(k) provision of the Plan, subject to certain Internal Revenue Code (IRC) limitations. The Group makes a matching contribution of 100% of the first 3% of base compensation that a participant contributes to the Plan. The Group then matches 50% of the next 2%, not to exceed a maximum of 4% of a participant's base compensation. Additional amounts may be contributed at the option of the Company's Board of Directors. Under the profit-sharing provision of the Plan, the Group may make a discretionary contribution of an amount that is determined annually by the Company's Board of Directors. The account of each eligible participant is credited with a portion of the discretionary profit-sharing contribution. This contribution is equal to the ratio of the participant's compensation for the Plan year to the compensation for that Plan year of all participants entitled to share in the contribution. For the year ended December 31, 2010, the Group awarded a profit sharing contribution of $2,627,135. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Group's matching contribution, allocations of the Group's profit-sharing contributions, Plan earnings, and forfeitures of terminated participants' nonvested accounts and charged with withdrawals and allocations of Plan losses and expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting — Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service. Currently, participants vest in the Group's profit sharing contribution at 20% after two years of service, 40% after three years of service, 60% after four years of service, 80% after five years of service, and 100% after six years of service. The participants are immediately vested in the Group's 401(k) matching contribution, plus earnings thereon at 100%.

Investment Options — Participants direct their contributions as well as the employer contributions in any of the investment options offered by the Plan. Participants may change or transfer their investments daily. The Plan currently offers two common and collective trusts and 31 mutual funds as investment options.

Notes Receivable from Participants — Participants may borrow from their individual accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a fixed rate, determined quarterly by the Plan administrator. Principal and interest is paid ratably through semimonthly payroll deductions. The interest rates on existing loans as of December 31, 2010, range from 3.25% to 8.25% with maturity dates through 2020.

Payment of Benefits — Upon termination of service, benefits are distributed in a lump-sum amount or in periodic installments equal to the value of the vested account balance. Terminated participants with vested account balances of $5,000 or less are automatically paid out to the terminated participant, unless such participant elects to roll over his or her account balances to an IRA or to another employer's qualified plan; provided, however, that if the terminated participant's vested account balance exceeds $1,000 (but does not exceed $5,000), the vested balance is contributed to an IRA established by the Plan administrator on the participant's behalf.

Forfeited Accounts — At December 31, 2010 and 2009, unallocated forfeited nonvested accounts totaled $273,895 and $123,873, respectively. Forfeitures of terminated nonvested account balances allocated to remaining participants at December 31, 2010 and 2009 totaled $123,873 and $124,063, respectively. Forfeited nonvested accounts are allocated to Plan participants in the ratio which the compensation of each participant for the Plan year bears to the total compensation for the Plan year of all participants otherwise entitled to share in the employer contributions.

Life Insurance Contracts — Active participants in the Plan may use a portion of their profit-sharing allocation to pay insurance premiums on individual life insurance policies with a third-party life insurance company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). For the 2010 financial statements, management has evaluated all subsequent events through October 7, 2011, the date the financial statements were available to be issued.

Use of Estimates and Risks and Uncertainties — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The Plan utilizes various investment instruments, including mutual funds and common and collective trusts. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Valuation of Investments and Income Recognition — Investments of the Plan are stated at fair value. Shares of mutual funds are valued at quoted market price, which represents the net asset value of shares held by the Plan at year-end. Common and collective trust funds are stated at fair value as determined by the issuer of the common and collective trust funds based on the fair value of the underlying investments. Common and collective trust funds with underlying investments in investment contracts are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value as described below. Life insurance policies are valued at cash surrender value, which approximates fair value.

Bank of America, N.A. Retirement Preservation Trust (the Trust), formerly a stable value fund, was a common collective trust fund sponsored by Bank of America, N.A. The beneficial interest of each participant was represented by units. Units were issued and redeemed daily at the Trust's constant net asset value (NAV) of $1 per unit. Distributions to the Trust's unit holders were declared daily from net investment income and automatically reinvested in the Trust on a monthly basis, when paid. It was the policy of the Trust to use its best efforts to maintain a stable net asset value of $1 per unit, although there was no guarantee that the Trust would be able to maintain this value.

On October 6, 2010, the Trust changed from a stable value fund to a short-term bond fund. For the period from January 1, 2010 through October 6, 2010, investments held by the Trust were reported at contract value. The most significant change was the elimination of the Trust's wrap contracts and the change from contract value to fair value accounting. Investments held by the Trust at year end are reported at fair value. As a result there is no longer a requirement to present an adjustment from fair value to contract value for the Plan year ended December 31, 2010. The net asset value remained at $1 per unit for the entire Plan year. Effective February 4, 2011, funds invested in the Trust were transferred to the Wells Fargo Stable Return Fund and the Trust was removed as an available investment choice.

Prior to October 6, 2010, participants could direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represented contributions made to the Trust, plus earnings, less participant withdrawals and administrative expenses. The Trust imposed certain restrictions on the Plan, and the Trust itself could be subject to circumstances that impacted its ability to transact at contract value. The crediting interest rate of the Trust was 2.35% at December 31, 2009. The effective yield of the Trust was 1.93% for the year ended December 31, 2009.

The Bank of America Equity Index Trust is a common and collective trust fund with the objective to invest in a portfolio of assets whose performance is expected to match approximately the performance of the Standard & Poor's 500 Composite Stock Index (or such other index representing a significant portion of U.S. stock market capitalization that the Trustee determines to seek to match) before deduction of expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds and the common and collective trusts are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Administrative Expenses — All Plan expenses, including expenses and fees of the Group, Plan administrator, investment manager, and trustee, are paid by the Plan except that the Company may pay certain expenses or reimburse the Plan for any payment.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There were no participants who had elected to withdraw from the Plan in 2010 or 2009, but had not yet been paid at December 31, 2010 and 2009, respectively.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

New Accounting Standards

Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures* — In January 2010, the Financial Accounting Standards Board (FASB) issued ASU No. 2010-06, which amends Accounting Standards Codification (ASC) 820, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The adoption of ASU No. 2010-06 did not have a significant impact on the financial statements.

ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans* — In September 2010, the FASB issued ASU No. 2010-25. ASU No. 2010-25 requires that participant loans be classified as notes receivable rather than a plan investment and measured at unpaid principal balance plus accrued but unpaid interest rather than fair value. The Plan retrospectively adopted the new accounting in 2010 resulting in a reclassification of $1,435,951 of notes receivable from participants from investments to receivables in 2009. The adoption did not have a material effect on the Plan's financial statements.

3. INVESTMENTS

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009, are presented as follows:

	Common and collective trusts:	2010	2009
*	Bank of America Retirement Preservation Trust	$ 16,334,154	$ 15,158,713
*	Bank of America Equity Index Trust	2,541,802	2,220,137
	Mutual funds:		
	PIMCO Total Return Fund Class A	4,551,957	3,691,790
	Davis New York Venture Fund Class A	2,617,594	2,300,943
	American Growth Fund of America Fund Class R3	2,517,246	2,148,990

* Permited Party in Interest

During 2010, the Plan's investments (including gains and losses on investments purchased and sold, as well as held during the year) appreciated in value as follows:

Common and collective trusts:	
Equity Index Trust	$ 345,590
Mutual funds:	
Balanced funds	136,607
Growth funds	1,732,473
Fixed income funds	25,044
Other funds	442,288
Total mutual funds	2,336,412
Total net appreciation in fair value of investments	$2,682,002

4. FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Level 1 — Quoted prices for identical instruments in active markets.

Level 2 — Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which all significant inputs are observable in active markets.

Level 3 — Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

Financial Assets Measured at Fair Value on a Recurring Basis — The following tables provide information as of December 31, 2010 and 2009, about the Plans's financial assets and liabilities measured at fair value on a recurring basis.

2010	Level 1	Level 2	Level 3	Total
Common and collective trusts:				
Stable Value Funds	$ -	$16,334,154	$ -	$16,334,154
Equity Index Fund	-	2,541,802	-	2,541,802
Common and collective trusts	-	18,875,956	-	18,875,956
Mutual funds:				
Balanced funds	2,253,930	-	-	2,253,930
Growth funds	11,514,087	-	-	11,514,087
Fixed income funds	5,401,320	-	-	5,401,320
Other funds	4,398,228	-	-	4,398,228
Total mutual funds	23,567,565	-	-	23,567,565
Life insurance contracts	-	-	1,514,388	1,514,388
Total	$23,567,565	$18,875,956	$1,514,388	$43,957,909

2009	Level 1	Level 2	Level 3	Total
Common and collective trusts:				
Stable Value Funds	$ -	$14,127,921	$ -	$14,127,921
Equity Index Fund	-	2,220,137	-	2,220,137
Common and collective trusts	-	16,348,058	-	16,348,058
Mutual funds:				
Balanced funds	1,896,861	-	-	1,896,861
Growth funds	9,124,651	-	-	9,124,651
Fixed income funds	4,297,226	-	-	4,297,226
Other funds	3,854,277	-	-	3,854,277
Total mutual funds	19,173,015	-	-	19,173,015
Life insurance contracts	-	-	1,439,200	1,439,200
Total	$19,173,015	$16,348,058	$1,439,200	$36,960,273

Changes in Level 3 Assets Measured at Fair Value on a Recurring Basis — The following table summarizes the changes in assets classified as Level 3 for 2010. Gains and losses reported in this table may include changes in fair value that are attributable to both observable and unobservable inputs.

	Balance at January 1, 2010	Actual Return on Assets Still Held at December 31, 2010	Purchases	Sales	Issuances and Settlements	Net Transfers in (out) of Level 3	Balance at December 31, 2010
Life insurance contracts	$ 1,439,200	$75,188	$ -	$ -	$ -	$ -	$ 1,514,388
Total	$ 1,439,200	$75,188	$ -	$ -	$ -	$ -	$ 1,514,388

The plan's policy is to recognize transfers between levels at the beginning of the annual reporting period. For the year ended December 31, 2010, there were no significant transfers in or out of Levels 1, 2, or 3.

The following section describes the valuation methodologies used to measure different financial instruments at fair value, including an indication of the level in the fair value hierarchy in which the instrument is generally classified.

Common and Collective Trusts — The fair value of the Bank of America Retirement Preservation Trust is equal to the fair value of the underlying invested assets, including the wrapper contracts at December 31, 2009. The underlying invested assets of the trust are made up primarily of Level 2 securities. The fair value of the wrapper contracts at December 31, 2009 are determined by the difference between the sum of present values of wrap fees based on replacement costs received from the wrap providers at the end of the year and the sum of present values of wrap fees based on actual fees at the beginning of the year. This trust is classified as Level 2 since there is no quoted market price and the significant inputs are observable market based inputs.

The fair value of the Bank of America Equity Index Trust is equal to the fair value of the underlying invested assets. The underlying invested assets of the trust are made up primarily of Level 1 securities. This trust is classified as Level 2 since there is no quoted market price and the significant inputs are observable market based inputs.

Mutual Funds — Mutual funds are classified as Level 1 as they are actively traded and valued at quoted market prices.

Life Insurance Contracts — Life insurance contracts are carried at the cash surrender value of the policies, which approximates fair value. The fair value is estimated using a model that relies on significant unobservable inputs and is therefore classified as Level 3.

5. NET ASSET VALUE (NAV) PER SHARE

The following tables set forth a summary of the Plan's investments, those assets whose fair value is estimated using the net asset value per share or its equivalent for which the fair value is not readily determinable at December 31, 2010 and 2009.

Investment	Fair Value*	Fair Value Estimated Using Net Asset Value per Share December 31, 2010 Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Bank of America Retirement Preservation Trust	$16,334,154	$ -	Immediate	None
Bank of America Equity Index Trust I	2,541,802	-	Immediate	None
Total	$18,875,956	$ -		

Investment	Fair Value*	Fair Value Estimated Using Net Asset Value per Share December 31, 2009 Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Bank of America Retirement Preservation Trust	$14,127,921	$ -	Immediate	None
Bank of America Equity Index Trust I	2,220,137	-	Immediate	None
Total	$16,348,058	$ -		

*The fair values of the investments have been estimated using the net asset value of the investment.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, the accounts of each affected participant shall become fully vested.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of common and collective trusts and mutual funds managed by Bank of America, N.A. Bank of America, N.A. is the trustee as defined by the Plan, and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Group by a letter, dated October 19, 2010, that the Plan and related trust were designed in accordance with applicable regulations of the IRC. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt. Therefore, no provision for income tax has been included in the Plan's financial statements, and there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The IRS is not currently examining the Plan. The statute of limitations has expired and the Plan is not subject to income tax examinations for years prior to 2007.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of the financial statements to Form 5500 as of December 31, 2010 and 2009, is as follows:

	2010	2009
Statements of net assets available for benefits:		
Net assets available for benefits per the financial statements	$48,490,906	$42,015,206
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	-	(1,030,792)
Net assets available for benefits per Form 5500	$48,490,906	$40,984,414
Statement of changes in net assets available for benefits:		
Increase in net assets per the financial statements	$ 6,475,700	
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	1,030,792	
Net income per Form 5500	$ 7,506,492	

* * * * * *

SUPPLEMENTAL SCHEDULE

SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(k) PLAN
Employer ID No: 36-2497730
Plan No: 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i —
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2010

	Description	Current Value
	COMMON AND COLLECTIVE TRUSTS:	
*	Bank of America Retirement Preservation Trust	$16,334,154
*	Bank of America Equity Index Trust	2,541,802
	Total common and collective trusts	18,875,956
	MUTUAL FUNDS:	
	PIMCO Total Return Fund Class A	4,551,957
	Davis New York Venture Fund Class A	2,617,594
	American Growth Fund of America Fund Class R3	2,517,246
	Thornburg International Value Fund Class A	1,620,990
*	Blackrock Global Allocation Fund Class D	1,254,415
*	Blackrock International Opportunity Fund	1,174,995
*	Blackrock U.S. Opportunities Fund	1,263,481
	Oppenheimer Gold & Special Minerals Fund Class A	1,534,340
	Munder Mid-Cap Growth	964,771
	Victory Small Co Opportunity Fund Class A	890,193
*	Blackrock Global Resources Portfolio Class A	938,760
	American Century Divers Bond Fund	513,333
*	Blackrock Healthcare Fund Class D	363,621
	Oppenheimer Developing Markets Fund Class A	316,206
*	Blackrock Small Cap Growth II	262,290
	Principal High Yield Fund Class A	229,464
	Invesco AIM Asia Pacific Growth Fund Class A	243,041
	John Hancock Regional Bank	122,660
*	Blackrock Small Cap Growth Fund Class A	222,223
	Columbia Seligman Communications and Information Fund Class A	211,666
	Franklin Biotech Discovery	92,758
	Franklin Mutual European Fund	64,433
	Goldman Sachs Mid Cap Value Fund Class A	115,964
	Van Kampen Growth and Income Fund Class A	139,086
	MFS Total Return Fund Class A	65,419
*	Blackrock Pacific Fund Class D	42,719
	Eaton Vance Dividend Builder Fund Class A	43,680
	Henderson Global Technology	113,492
	Prudential Jennison Growth Fund	36,106
	Delaware Inflation Prot Bond Fund	106,566
	Janus Balanced Fund	934,096
	Total mutual funds	23,567,565
	LIFE INSURANCE CONTRACTS	1,514,388
	Notes Receivable from Participants (interest rates ranging from 3.25% to 8.25% with maturity dates from 2011 through 2020)	1,901,890
		$45,859,799

* Permitted party in interest.

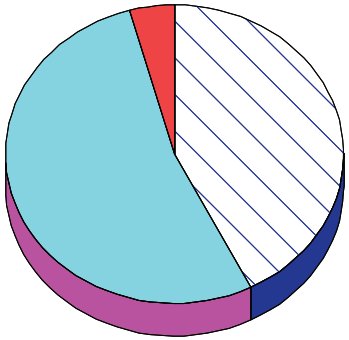
Cost information is not required for participant-directed investments and, therefore is not included.

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2010 - 12/31/2010

SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 42.66% COMMON / COLLECTIVE TRUSTS
- 4.30% LOANS
- 0.01% ACCRUED INCOME
- 53.26% MUTUAL FUNDS
- 0.00% PENDING SETTLEMENT FUNDS

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
COMMON / COLLECTIVE TRUSTS					
ML EQUITY INDEX TRUST I	11,696.5555	102.910	1,005,702.86	1,203,692.53	2.72%
ML EQTY INDEX TRST I GM	13,002.7139	102.910	1,136,386.97	1,338,109.29	3.02%
ML RET PRESERVATION TRUST	14,521,159.5200	1.000	14,521,159.52	14,521,159.52	32.81%
ML RET PRESERVATION TRUST	22.4100	1.000	22.41	22.41	0.00%
ML RET PRESERV. TRST GM	1,812,972.4403	1.000	1,812,972.49	1,812,972.44	4.10%
TOTAL COMMON / COLLECTIVE TRUSTS			18,476,244.25	18,875,956.19	42.66%
MUTUAL FUNDS					
BLACKROCK SM CAP GR II A	19,271.8545	13.610	239,345.42	262,289.94	0.59%
MUNDER MIDCAP CORE GROWTH	17,455.6375	27.890	455,719.57	486,837.73	1.10%
MUNDER MIDCAP CORE GRTH GM	17,136.3796	27.890	398,528.64	477,933.63	1.08%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2010 - 12/31/2010

SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
JANUS BALANCED FD CL A	37,244.6584	25.080	901,602.47	934,096.03	2.11%
AMERICAN GROWTH FD OF AMER R3	51,557.7907	29.980	1,408,398.59	1,545,702.57	3.49%
AMERICAN GRTH FD OF AMER R3 GM	32,406.2996	29.980	860,129.41	971,540.86	2.20%
AMERICAN CENTURY DIVERS BD FD	47,707.5627	10.760	496,830.00	513,333.37	1.16%
INVESCO VAN KAMPEN GROWTH A	7,236.5488	19.220	125,012.55	139,086.47	0.31%
HENDERSON GBL CL A	5,761.0028	19.700	90,390.97	113,491.76	0.26%
DELAWARE INFLATION	10,227.0300	10.420	107,303.14	106,565.65	0.24%
PRINCIPAL HIGH YIELD FUND	28,791.0134	7.970	198,775.21	229,464.38	0.52%
JOHN HANCOCK REG BANK FD C A	8,372.7050	14.650	143,591.03	122,660.13	0.28%
BLACKROCK GLOBAL ALLOC A	64,593.9808	19.420	1,035,058.32	1,254,415.11	2.83%
BLACKROCK HEALTHCARE A	65,048.5388	5.590	361,424.76	363,621.33	0.82%
BLACKROCK PACIFIC FUND A	2,183.9783	19.560	44,033.74	42,718.62	0.10%
BLACKROCK SML CP GR A	10,124.0676	21.950	189,790.55	222,223.28	0.50%
FRANKLIN MUTUAL EUROPEAN F C A	3,059.5007	21.060	62,219.36	64,433.08	0.15%
OPPENHEIMER DEV MKTS FD CL A	8,670.2910	36.470	231,589.34	316,205.51	0.71%
PIMCO TOTAL RETURN FUND CL A	131,976.0653	10.850	1,422,789.28	1,431,940.31	3.24%
PIMCO TOT RET FD CL A GM	287,559.1895	10.850	3,052,029.31	3,120,017.21	7.05%
GOLDMAN SACHS MID CAP VAL A	3,230.1886	35.900	101,671.39	115,963.77	0.26%
BLACKROCK INTL OPP A	19,305.4538	33.500	458,557.99	646,732.70	1.46%
BLACKROCK INTL OPP A GM	15,769.0312	33.500	391,792.25	528,262.55	1.19%
FRANKLIN BIOTECH DISCOVERY	1,351.9670	68.610	75,189.00	92,758.46	0.21%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2010 - 12/31/2010

SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
INVESCO ASIA PACIFIC GROWTH A	8,069.0802	30.120	174,088.67	243,040.70	0.55%
PRUDENTIAL JENNISON GRTH FD A	2,000.3523	18.050	32,569.73	36,106.36	0.08%
BLACKROCK US OPP A	11,045.5849	39.240	311,340.72	433,428.75	0.98%
BLACKROCK US OPP A GM	21,153.2106	39.240	570,421.16	830,051.98	1.88%
THORNBURG INTER VALUE FD A	26,359.9393	28.030	601,637.64	738,869.10	1.67%
THORNBURG INTER VALUE FD A GM	31,470.6057	28.030	736,995.91	882,121.08	1.99%
VICTORY SMALL COMPANY OPPOR A	7,173.9962	30.060	192,330.07	215,650.33	0.49%
VICTORY SMALL COMPANY OPP A GM	22,439.8941	30.060	569,221.97	674,543.22	1.52%
MFS TOTAL RETURN FUND	4,639.6492	14.100	67,703.44	65,419.05	0.15%
OPPENHEIMR GLD & SPCL MNRLS FD	30,785.3104	49.840	1,133,495.25	1,534,339.87	3.47%
COLUMBIA SELIGMAN COMM FD A	4,734.1979	44.710	154,451.48	211,665.99	0.48%
BLACKROCK ENERGY & RESOURCES A	23,887.0298	39.300	889,487.49	938,760.27	2.12%
EATON VANCE DIVIDEND BUILDER	4,346.2747	10.050	43,968.17	43,680.06	0.10%
DAVIS NY VENTURE FD CL A	47,969.9580	34.340	1,357,677.95	1,647,288.36	3.72%
DAVIS NY VENTURE FD CL A GM	28,255.8498	34.340	842,341.31	970,305.88	2.19%
TOTAL MUTUAL FUNDS			20,529,503.25	23,567,565.45	53.26%
LOANS					
LOAN FUND	1,901,889.6000	1.000	1,901,889.60	1,901,889.60	4.30%
PENDING SETTLEMENT FUNDS					
PENDING SETTLEMENT FUND	50.0000	1.000	50.00	50.00	0.00%
INVESTMENT TOTAL			40,907,687.10	44,345,461.24	100.21%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2010 - 12/31/2010

SAFEWAY INSURANCE GROUP PROFIT SHARING AND 401(K) PLAN CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			3,921.85	3,921.85	0.01%
CASH			(96,969.16)	(96,969.16)	-0.22%
TOTAL ASSETS			40,814,639.79	44,252,413.93	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades