



DEPARTMENT OF JUSTICE

Justice Building
1162 Court Street NE
Salem, Oregon 97301-4096
Telephone: (503) 378-6002

November 3, 2022

VIA EMAIL

Ted Hassi
Debevoise & Plimpton LLP
801 Pennsylvania Ave, N.W.
Washington, D.C. 20004
thassi@debevoise.com

Dear Mr. Hassi,

We understand that you represent Albertsons Companies, Inc. (“Albertsons”).

The Oregon Department of Justice is tasked with enforcing Oregon Antitrust laws, which were enacted on behalf of all Oregonians to “encourage free and open competition in the interest of the general welfare and the economy of the state...” Or. Rev. Stat. 646.715(1).

We are aware of the recent announcement regarding a “special dividend” that Albertsons plans to issue on November 7, 2022. Oregon Attorney General Ellen Rosenblum shares in the concerns raised by fellow state Attorneys General regarding this issuance. She strongly supports the actions brought in the past few days by the Attorneys General of the District of Columbia, Illinois, California, and Washington to enjoin Albertson’s planned “special dividend.”

We respectfully request your Board of Directors reconsider its decision and rescind the “special dividend.”

Please be on notice that Attorney General Rosenblum intends to fully investigate all the conduct of individuals and entities involved in negotiating and determining the “special dividend” in conjunction with a thorough review of the parties’ proposed transaction. To that end, please see enclosed Oregon’s initial Civil Investigative Demand.

Sincerely,

Tim D. Nord
Special Counsel, Antitrust Section
Oregon Department of Justice

Enclosure
TDN;bp