

KROGER CO
Form 4
December 11, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PHILLIPS SUSAN M

(Last) (First) (Middle)

C/O THE KROGER CO.,, 1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/10/2009		A	(A) or (D) 3,250 (1)	\$ 0 31,035.125	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

of the other Parties arising as from completion of the Transaction.

This item is qualified in its entirety by reference to the SRA and the Letter Agreement, which are filed as Exhibits 5 and 6 hereto and are incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by the addition of the paragraphs set forth under Item 4 above.

Item 7. Material to be Filed as Exhibits.

Item 7 of Schedule 13D is hereby amended and restated as follows:

1. Shareholders Agreement, dated December 10, 1998, by and among Société Européenne, China International Trust and Investment Corporation, Bowenvale Limited, Able Star Associates Limited, and SES Finance S.A., dated December 10, 1998.*
2. LUF 4,000,000,000 Term Loan Facility Agreement, dated January 11, 1999, by and among the entities described in Annex C, which is incorporated herein by reference, and Société Européenne.*
3. LUF 6,000,000,000 Subordinated Term Loan Facility dated January 11, 1999 by and among the entities described in Annex D, which is incorporated herein by reference, and Société Européenne.*
4. Deed of Adherence and Amendment No. 1 to the Shareholders Agreement, by and among SES Astra S.A., CITIC Group, Bowenvale Limited, Able Star Associates Limited, SES Global Holding, AG, and SES Global S.A., dated November 9, 2004.
5. Share Redemption Agreement, dated February 13, 2007, by and among SES, GE CFE Luxembourg S. à r. l., GE Capital Equity Holdings Inc. and General Electric Capital Corporation.
6. Letter Agreement, dated February 13, 2007, by and among SES, General Electric Capital Corporation, SES Global Holding AG, CITIC Group, Able Star Associates Limited and Bowenvale Limited.

7. Joint Filing Agreement among the Reporting Persons.

* Filed with the original paper filing of the Schedule 13D on January 26, 1999 and incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of February 14, 2007.

SES

By: /S/ Romain Bausch
Name: Romain Bausch
Title: President and CEO

By: /S/ Mark Rigolle
Name: Mark Rigolle
Title: Chief Financial Officer

SES GLOBAL HOLDING AG

By: /S/ Romain Bausch
Name: Romain Bausch
Title: Director

Appendix A

The Schedule 13D initially filed by Société Européenne on January 26, 1999 is restated as follows:

Item 1. Security and Issuer

This statement relates to common stock, par value HK\$0.10 per share, of Asia Satellite Telecommunications Holdings Limited (the Issuer). The principal executive offices of the Issuer are located at Cedar House, 41 Cedar Avenue, Hamilton 11M12, Bermuda.

Item 2. Identity and Background

(a)-(c) This statement is being filed by Societe Europeenne des Satellites S.A. (Societe Europeenne), which, through its wholly-owned subsidiary, SES Finance S.A. (collectively referred to as SES), acquired beneficial ownership of shares of common stock of the Issuer as described in Item 3 below.

Societe Europeenne des Satellites S.A. is a Luxembourg company with its principal business and principal office located at L-6815 Château de Betzdorf, Luxembourg, and is a provider of satellite transponder capacity for broadcasting services. SES Finance S.A. is a Luxembourg company with its principal business and principal office located at L-6815 Château de Betzdorf, Luxembourg.

See attached Annex A, which is incorporated herein by reference, for the names, business addresses, and present principal occupations or employment (and names, principal businesses and addresses of organizations of such employment) of the executive officers and directors of Societe Europeenne des Satellites S.A.

See attached Annex B, which is incorporated herein by reference, for the names, business addresses, and present principal occupations or employment (and names, principal businesses and addresses of organizations of such employment) of the executive officers and directors of SES Finance S.A.

(d) None of SES or any of its executive officers or directors listed on Annex A or Annex B has been, during the last five years, convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) None of SES or any of its executive officers or directors listed on Annex A or Annex B has been, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

See attached Annexes A and B for the citizenship of the executive officers and directors of Societe Europeenne des Satellites S.A. and SES Finance S.A., respectively.

Item 3. Source and Amounts of Funds or Other Consideration

SES acquired beneficial ownership of the shares of common stock of the Issuer through the acquisition of 133,107,975 of the outstanding voting shares of Bowenvale Limited, a British Virgin Islands company (Bowenvale). The sole asset of Bowenvale is 268,905,000 shares of common stock of the Issuer (constituting 68.95% of the total outstanding shares of common stock of the Issuer). The funds for the transaction pursuant to which SES acquired such shares of Bowenvale were provided from a combination of working capital and funding pursuant to the facility agreements

Explanation of Responses:

described in Item 6. The consideration used in making the purchase of 133,107,975 of the outstanding voting shares of Bowenvale is US\$331,050,196.50 (the Purchase Price). Funds for the Purchase Price include 4,000,000,000 Luxembourg Francs borrowed under the LUF 4,000,000,000 Term Loan Facility Agreement, referred to in Item 6 below, and 6,000,000,000 Luxembourg Francs borrowed under the LUF 6,000,000,000 Subordinated Term Loan Facility, also referred to in Item 6 below.

This item is qualified in its entirety by reference to the Shareholders Agreement, the LUF 4,000,000,000 Term Loan Facility Agreement and the LUF 6,000,000,000 Subordinated Term Loan Facility, which are filed hereto as Exhibits 1, 2 and 3, respectively, and are incorporated herein by reference.

Item 4. Purposes of Transaction

SES owns 133,107,975 voting shares in Bowenvale (representing 49.5% of the total outstanding voting shares of Bowenvale). China International Trust and Investment Corporation, through its wholly-owned subsidiary, Able Star Associates

Limited (Able Star) (China International Trust and Investment Corporation and Able Star are collectively referred to as CITIC), owns the remaining 50% of the total outstanding voting shares of Bowenvale. The sole asset of Bowenvale is 268,905,000 shares of common stock of the Issuer (representing 68.95% of the total outstanding shares of common stock of the Issuer).

SES has acquired beneficial ownership of the securities of the Issuer referred to in Item 3 above for the purpose of investment. In addition, SES, as a leading company in the field of the provision of satellite services, believes that its involvement with the Issuer and CITIC can create a strategic relationship which may be beneficial to SES, the Issuer and their respective shareholders and customers. SES expects to work with the management of the Issuer to enhance the Issuer's marketing, service offerings and operating efficiency. There can be no assurance as to the amount or nature of SES's involvement with the Issuer or as to the effect of SES's involvement on the Issuer, its products and services, and the value of its shares. SES, to the extent it is involved with the business of the Issuer, may cease such involvement at any time.

Pursuant to the Shareholders' Agreement referred to in Item 6 below, the rights of each of SES and CITIC to acquire or dispose of Bowenvale shares, and to require Bowenvale to acquire shares of the Issuer or dispose of its attributable shares of the Issuer, are subject to certain consent rights held by the other. SES intends to continue to review its investment in the Issuer on an ongoing basis and based upon the results of such review, market and general economic conditions, regulatory approvals, other regulatory conditions, or other factors SES deems relevant, may seek to modify its investment in the Issuer through any available means including, without limitation, increases or decreases in its investment through open market purchases or sales or privately negotiated transactions or actions of the type enumerated in clauses (a) through (j) of Item 4 of Schedule 13D. Except as set forth herein, and subject to the foregoing, SES has no current plans or proposals that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

This item is qualified in its entirety by reference to the Shareholders' Agreement, the LUF 4,000,000,000 Term Loan Facility Agreement and the LUF 6,000,000,000 Subordinated Term Loan Facility, which are filed hereto as Exhibits 1, 2 and 3, respectively, and are incorporated herein by reference.

Item 5. Interest in the Securities of the Issuer

(a)-(b) Pursuant to the Share Sale and Purchase Agreement described in Item 5(c) below and related transactions, SES and CITIC each owns 50% of the outstanding voting shares of Bowenvale. In addition, CITIC owns a number of special shares of Bowenvale, which do not carry voting rights, but which have substantially the same rights as the Bowenvale voting shares in dividends and other distributions from Bowenvale. CITIC's voting shares represent a 49.5% economic interest in Bowenvale and its special shares represent a 1% economic interest in Bowenvale, for a total of 50.5% economic interest. SES's voting shares represent a 49.5% economic interest in Bowenvale. The sole asset of Bowenvale is 268,905,000 shares of common stock of the Issuer (constituting 68.95% of the total outstanding shares of common stock of the Issuer). SES hereby disclaims beneficial ownership of 135,797,025 of the shares of the Issuer held by Bowenvale, which are attributable to CITIC's interest in Bowenvale.

(c) SES acquired beneficial ownership of shares of common stock of the Issuer through the acquisition of 133,107,975 of the outstanding voting shares of Bowenvale. SES and CITIC completed the purchase of the entire shareholdings of Cable and Wireless plc (C&W) and Hutchison Whampoa Limited (HW) in Bowenvale on January 15, 1999 (the Share Purchase), pursuant to a Share Sale and Purchase Agreement dated December 10, 1998 by and among Able Star, C&W, HW, Bowenvale, and SES (the Agreement). In accordance with the Share Purchase, (i) SES acquired

95,071,670 shares of Bowenvale from C&W and 38,036,305 shares of Bowenvale from HW, at a price of 111(\$19.25 per Bowenvale share, and (ii) CITIC acquired 16,968,330 shares of Bowenvale from C&W and 6,788,695 shares of Bowenvale from 11W, at a price of HK\$13.20.

(d) Not applicable.

(e) Not applicable.

This item is qualified in its entirety by reference to the Shareholders Agreement, the LUF 4,000,000,000 Term Loan Facility Agreement and the LUF 6,000,000,000 Subordinated Term Loan Facility, which are filed hereto as Exhibits 1, 2 and 3, respectively, and are incorporated herein by reference.

Item 6. Contracts. Arrangements. Understandings or Relationships With Respect to Securities of the Issuer

Concurrently with the signing of the Agreement referred to in Item 5 above, a shareholders agreement relating to Bowenvale was entered into among SES, CITIC and Bowenvale dated December 10, 1998 (the Shareholders Agreement). Key provisions of the Shareholders Agreement are summarized below.

The Shareholders Agreement provides that the board of Bowenvale will comprise eight directors, and that SES and CITIC shall each be entitled to appoint four directors to the board of Bowenvale. The right to nominate a chairman and a deputy chairman will rotate on a bi-annual basis between SES and CITIC, with each nominee to hold office for two years. The quorum for board meetings of Bowenvale will be two directors, one appointed by SES and one appointed by CITIC. Decisions of the board will be by unanimous vote of those directors present. The chairman or deputy chairman will not have an additional vote at board meetings.

The Shareholders Agreement provides that SES, CITIC and Bowenvale shall cause the directors of Bowenvale from time to time to be appointed to the board of the Issuer, and the chairman and the deputy chairman of Bowenvale from time to time to be appointed as the chairman and the deputy chairman of the Issuer.

The Shareholders Agreement provides that, on each occasion that Bowenvale needs to exercise the voting rights in respect of its shares in the Issuer, Bowenvale is required to seek separate instructions from SES and CITIC. If the voting instructions expressed by SES and CITIC are the same, Bowenvale will exercise its voting rights with respect to its shares in the Issuer in accordance with such common instructions. If their instructions are different, Bowenvale will vote, according to each shareholder's instruction, the portion of Bowenvale's shares of the Issuer corresponding to such shareholder's voting interest in Bowenvale. In such a case, the consequence would be that the outcome of the relevant vote will depend upon the votes cast by the shareholders in the Issuer other than Bowenvale.

However, the Shareholders Agreement provides that the consent of both SES and CITIC and the agreement of each of SES and CITIC to vote, and to cause Bowenvale to vote its shares of the Issuer accordingly, shall be required in order for any of the following to occur:

- (a) the withdrawal of listing of the Issuer's shares from the Stock Exchange of Hong Kong Limited or The New York Stock Exchange;
- (b) the alteration of the share capital of Bowenvale or the Issuer (save for the exercise of employee share options, the issue of bonus shares and scrip dividends);
- (c) any dilution of SES's or CITIC's attributable shareholdings in the Issuer (save for the exercise of employee share options, the issue of bonus shares and scrip dividends); and
- (d) the amendment to the memorandum and articles of Bowenvale or of the Issuer.

The LUF 4,000,000,000 Term Loan Facility Agreement dated January 11, 1999, was underwritten by the entities described in Annex C, which is incorporated herein by reference, in the amount of 4,000,000,000 Luxembourg Francs to Societe Europeenne (the Senior Facility). Societe Europeenne intends to pledge its shares in Bowenvale as security for the Senior Facility. Approval of CITIC is required for this action, and this has not been sought at this time. In accordance with the Senior Facility, the pledge must be effected within three months of the date of the first drawdown

Other than as described above, the Senior Facility provides no restrictions as to the voting or the disposition of Societe Europeenne's ownership interest in the shares of the Issuer.

The LUF 6,000,000,000 Subordinated Term Loan Facility dated January 11, 1999, is subscribed by a group of shareholder banks and other shareholders of Societe Europeenne described in Annex D, which is incorporated herein by reference, and made in the amount of 6,000,000,000 Luxembourg Francs to Societe Europeenne (the Subordinated Loan). The Subordinated Loan provides no restrictions as to the voting or the disposition of Societe Europeenne's ownership interest in the shares of the Issuer.

This item is qualified in its entirety by reference to the Shareholders Agreement, the LUF 4,000,000,000 Term Loan Facility Agreement and the LUF 6,000,000,000 Subordinated Term Loan Facility, which are filed hereto as Exhibits 1, 2 and 3, respectively, and are incorporated herein by reference.

Item 7. Materials to be Filed as Exhibits

1. Shareholders Agreement, dated December 10, 1998, among SES, CITIC and Bowenvale.
 2. LUF 4,000,000,000 Term Loan Facility Agreement dated January 11, 1999 by and among the entities described in Annex C, which is incorporated herein by reference, and Societe Europeenne.
 3. LUF 6,000,000,000 Subordinated Term Loan Facility dated January 11, 1999 by and among the entities described in Annex D, which is incorporated herein by reference, and Societe Europeenne.
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Annex A

- (a) Names of executive officers and directors of Societe Europeenne des Satellites S.A.; Business addresses of executive officers and directors of Societe Europeenne des Satellites S.A.;
- (b) Present principal occupations and names, principal businesses and addresses of organizations of employment of executive officers and directors of Societe Europeenne des Satellites S.A.; and
- (c) Citizenship of executive officers and directors of Societe Europeenne des Satellites S.A., as follows:
- (f) Societe Europeenne des Satellites S.A. is a company engaged in the field of provision of satellite services, and is located at L-6815 Château de Betzdorf (SES), Grand Duchy of Luxembourg

MEMBERS OF THE BOARD OF DIRECTORS

1.
 - (a) Rene Steichen, Chairman of the Board
 - (b) Arendt & Medernach, 8 - 10 rue Mathias Hardt, L - 2010 Luxembourg
 - (c) Partner of Arendt & Medernach, a law firm, at 8 - 10 rue Mathias Hardt, L - 2010 Luxembourg (f) Luxembourg
 - (a) Roland de Kergorlay, Vice-Chairman of the Board
 - (b) App. 930, Chalet du Palace, CH - 3780 Gstaad
 - (c) Vice-Chairman of the Board of SES French
3.
 - (a) Dr. Joachim KrOske, Vice-Chairman of the Board
 - (b) Deutsche Telekom AG, Friedrich-Ebert-Allee 140, D - 53113 Bonn
 - (c) Member of the Board of Management and Chief Financial Officer of Deutsche Telekom AG, a telecommunications company, at Friedrich-Ebert-Allee 140, D -53113 Bonn
 - (d) German
4.
 - (a) Georges Schmit, Vice-Chairman of the Board
 - (b) Ministere de l Economie, L - 2914 Luxembourg
 - (c) Secretary General of the Ministry of Economy, Luxembourg
 - (f) Luxembourg
 - (a) George Bollig
 - (b) Societe Nationale de Credit et d Investissement, 7, rue du St. Esprit, L - 1012 Luxembourg
 - (c) Executive Director of Societe Nationale de Credit et d Investissement, a public law banking institution, at Luxembourg
 - (f) Luxembourg
 - (a) Paul-Henri Denuit
 - (b) Coditel S.A., 26, rue des Deux Eglises, B - 1040 Bruxelles
 - (c) Managing Director of Coditel S.A., a cable television provider, at 26, rue des Deux Eglises, B - 1040 Bruxelles
 - (f) Beige
7.
 - (a) Henri Germeaux
 - (b) Banque et Caisse d Epargne de l Etat, 1, place de Metz, L 2954 Luxembourg
 - (c) Deputy Chief Executive Officer and Director of Banque et Caisse d Epargne de l Etat, a bank, at Luxembourg
 - (f) Luxembourg
 - (a) Richard Goblet d Alviella
 - (b) Sofina S.A., 38 rue de Naples, B - 1050 Bruxelles
 - (c) Administrateur delegué of Sofina S.A., a holding company, at 38 rue de Naples, B -1050 Bruxelles
 - (f) Beige

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- (a) Marco Goeler
 - (b) Societe Nationale de Credit et d investissement, 7 rue du Saint Esprit, L - 1012 Luxembourg
 - (c) Inspector at Societe Nationale de Credit et d Investissement, a public law banking institution, at Luxembourg
Luxembourg
-

10. (a) Joseph Gonner
(b) Societe Europeenne des Satellites S.A., L - 6815 Château de Betzdorf
(c) Chief Engineer of SES
(f) Luxembourg
11. (a) James Hallet
(b) Societe Europeenne des Satellites S.A., L - 6815 Château de Betzdorf
(c) Senior satellite controllor of SES
(f) British
12. (a) Candace Johnson
(b) Europe Online S.A., 11, Rue Pierre Werner, L - 6832 Betzdorf
(c) Chairman of the Board of Directors of Europe Online S.A., operating, marketing and commercialising the European Portal to the Internet, at 11, Rue Pierre Werner, L -6832 Betzdorf, Luxembourg
(f) American
13. (a) Raymond Kirsch
(b) Banque et Caisse d Epargne de l Etat, 1 place de Metz, L - 2954 Luxembourg
(c) President and Chief Executive of Banque et Caisse d Epargne de l Etat, a bank, at Luxembourg Luxembourg
14. (a) Martina Maas
(b) Societe Europeenne des Satellites S.A., L - 6815 Château de Betzdorf
(c) Senior Accountant of SES
(f) German
15. (a) Paul Meyers
(b) Banque Generale du Luxembourg S.A., 14, rue Aldringen, L - 1118 Luxembourg
(c) Managing Director at Banque Generale du Luxembourg S.A., a bank, at Luxembourg
(f) Luxembourg
16. (a) Erik Quistgaard
(b) 30, rue du Bois d Opio, F - 6650 Le Rouret
(c) Retired.
(f) Danish
17. (a) Gaston Reinesch
(b) Ministere des Finances, L - 2931 Luxembourg
(c) General Administrator of the Ministry of Finance, Luxembourg
(f) Luxembourg
18. (a) Victor Rod
(b) Banque et Caisse d Epargne de l Etat, 1 place de Metz, L - 2954 Luxembourg
(c) President of Commissariat aux Assurances, a public institution
(f) Luxembourg
19. (a) Philippe Sahut d Izarn
(b) 4, rue des Belles Feuilles, F - 75116 Pans
(c) Associe gerant of PSI-Conseil
(f) French
20. (a) Gaston Schwertzer
(b) 4 - 6, rue du Fort Bourbon, L - 1249 Luxembourg
(c) Administrateur &live of Luxempart S.A. and Audiolux S.A., holding companies, at 4 - 6, rue du Fort Bourbon, L - 1249 Luxembourg Luxembourg

21. (a) Dr. Ekkehard Storck
(b) Luxburgweg 4, D - 83686 Tegernsee
(c) Retired.
(f) German
-

22. (a) F. Otto Wendt
(b) Dresdner Bank Luxembourg S.A., 26, rue du Marche-aux-Herbes, L 1728 Luxembourg
(c) Managing Director of Dresdner Bank Luxembourg S.A., a bank, at Luxembourg
(f) Luxembourg
-

MANAGEMENT COMMITTEE

1. (a) Romain Bausch
(b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
(c) Director General of SES
(f) Luxembourg
2. (a) Yves Eisen
(b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
(c) Commercial and Marketing Director of SES
(f) Luxembourg
3. (a) Aldis Grinbergs
(b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
(d) Technical Director of SES
(f) Canadian
- (a) Dean Allen Olmstead
(b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
(c) Director of Business Development of SES
(f) American
5. (a) Jurgen Schulte
(b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
(c) Director of Finance of SES
(f) German

OTHER EXECUTIVE EMPLOYEES

- (a) Roland Jaeger
(b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
(c) Secretary General of SES
(f) Luxembourg
 - (a) Ken Saunders
(b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
(c) Treasurer of SES
(f) British
-

Annex B

- (a) Names of executive officers and directors of SES Finance S.A.;
 - (b) Business addresses of executive officers and directors of SES Finance S.A.;
 - (c) Principal occupations and names, principal businesses and addresses of organizations of employment of executive officers and directors of SES Finance S.A.; and
 - (f) Citizenship of executive officers and directors of SES Finance S.A., as follows:
Societe Europeenne des Satellites S.A. is a company engaged in the field of provision of satellite services, and is located at L-6815 Château de Betzdorf (SES), Grand Duchy of Luxembourg
1.
 - (a) Romain Bausch
 - (b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
 - (c) Director General of SES
 - (f) Luxembourg
 2.
 - (a) Roland Jaeger
 - (b) Societe. Europeenne des Satellites S.A., L-6815 Château de Betzdorf
 - (c) Secretary General of SES
 - (f) Luxembourg
 3.
 - (a) Dean Allen Olmstead
 - (b) Societe Europeenne des Satellites S.A., L-6815 Château de Betzdorf
 - (c) Director of Business Development of SES
 - (f) American
 4.
 - (a) Jurgen Schulte
 - (b) Societe Europeenne des Satellites S. A., L-6815 Château de Betzdorf
 - (c) Director of Finance of SES
 - (f) German
-

Annex C

Banque et Caisse d'Épargne de l'État, Luxembourg

Banque Generale du Luxembourg S.A.

Deutsche Bank Luxembourg S.A. Dresdner

Bank Luxembourg S.A. HSBC Investment Bank

PLC

Societe Nationale de Credit et d'Investissement

Annex D

Banque et Caisse d'Epargne de l'Etat, Luxembourg Societe

Nationale de Credit et d'Investissement Deutsche Telekom AG

TRACTEBEL S.A.

Banque Generale du Luxembourg S.A. Deutsche

Bank Luxembourg S.A. AUDIOLUX S.A.

LUXEMPART S.A.

Dresdner Bank Luxembourg S.A.

Appendix B**SES****Directors and Executive Officers**

Name	Present Business Address	Present Principal Occupation	Citizenship
<i>Directors</i>			
René Steichen	Château de Betzdorf, L 6815 Betzdorf Luxembourg	Chairman, SES	Luxembourg
John Connelly	Room 3C-54 120 Long Ridge Road Stamford, CT 06927 United States	Vice-Chairman, SES	United States
François Tesch	12, rue Leon Laval L 3372 Leudelange	Vice-Chairman, SES	Luxembourg
Jean-Paul Zens	5, rue Large L - 1917 Luxembourg	Directeur Général, Le Foyer S.A. Vice Chairman, SES	Luxembourg
Charles Alexander	30 Berkeley Square London W1J 6EW United Kingdom	Premier Conseiller de Gouvernement President, GE Capital Europe	United Kingdom
Marcus Bicknell	Homefarm Orchard Threehouseholds Chalfont Saint Giles Buckinghamshire HP8 4LP, United Kingdom	Director, New Media Foundry Ltd	United Kingdom
Hadelin de Liedekerke Beaufort	20, avenue de Florimont CH 1006, Lausanne, France	Administrateur de Sociétés	France
Jacques Espinasse	42, avenue de Friedland F 75380 Paris cedex 08 France	Chief Financial Officer, Vivendi Universal	France
Jean-Claude Finck	1, place de Metz L - 2954 Luxembourg	Directeur Général, Banque et Caisse d Epargne de l Etat	Luxembourg

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Gaston Reinesch	L - 2931 Luxembourg	Administrateur Général, Ministère des Finances	Luxembourg
Victor Rod	1, place de Metz L - 2954 Luxembourg	Président du Conseil d Administration, Banque et Caisse d Epargne de l Etat	Luxembourg
Luis Sanchez-Merlo	Antonio Maura, 9 E 28014 Madrid Spain	Chairman, Lantana Capital SA	Spain
Christian Schaack	50, avenue J.F. Kennedy L 2951 Luxembourg	Managing Director, FORTIS BANK	Luxembourg

Georges Schmit	L-2914 Luxembourg	Premier Conseiller de Gouvernement, Ministère de l' Economie et du Commerce Extérieur	Luxembourg
Terry Seddon	Norton Disney Lodge Newark Road Norton Disney Lincoln LN6 9 JP United Kingdom	N/A	United Kingdom
Marc Speeckaert	11, rue des Colonies B 1000 Brussels Belgium	General Manager, Sofina	Belgium
Gerd Tenzer	Lindenweg 8 D 53545, Linz Am Rhein Germany	SES Telecommunications Consultant, SES	
<i>Executive Officers</i>			
Romain Bausch	Château de Betzdorf L-6815 Betzdorf Luxembourg	President and Chief Executive Officer, SES	Luxembourg
Robert Bednarek	Rooseveltplantsoen 4 NL 2517 KR The Hague	President and Chief Executive Officer, SES New Skies Satellites	United States
Edward D. Horowitz	Four Research Way Princeton, NJ 08540 United States	President and Chief Executive Officer, SES AMERICOM	United States
Ferdinand Kayser	Château de Betzdorf L-6815 Betzdorf Luxembourg	President and Chief Executive Officer, SES ASTRA	Luxembourg
Mark Rigolle	Château de Betzdorf L-6815 Betzdorf Luxembourg	Chief Financial Officer, SES Global	Belgium/United Kingdom

Appendix C**Directors of SES Global Holding AG**

Name	Present Business Address	Present Principal Occupation	Citizenship
<i>Directors</i>			
Romain Bausch	Château de Betzdorf L-6815 Betzdorf Luxembourg	President & CEO, SES S.A.	Luxembourg
Markus Iten	Dipl. Wirtschaftsprüfer Innere Güterstrasse 4 Postfach 4029 6304 Zug	Auditor, Dipl. Wirtschaftsprüfer	Switzerland
Martin Weber	Schellenberg Wittmer Löwenstrasse 19 P. O. Box 6333 CH-8023 Zurich, Switzerland	Lawyer, Schellenberg Wittmer	Switzerland

Exhibit Index

1. Shareholders Agreement, dated December 10, 1998, by and among Société Européenne, China International Trust and Investment Corporation, Bowenvale Limited, Able Star Associates Limited, and SES Finance S.A., dated December 10, 1998.*
2. LUF 4,000,000,000 Term Loan Facility Agreement, dated January 11, 1999, by and among the entities described in Annex C, which is incorporated herein by reference, and Société Européenne.*
3. LUF 6,000,000,000 Subordinated Term Loan Facility dated January 11, 1999 by and among the entities described in Annex D, which is incorporated herein by reference, and Société Européenne.*
4. Deed of Adherence and Amendment No. 1 to the Shareholders Agreement, by and among SES Astra S.A., CITIC Group, Bowenvale Limited, Able Star Associates Limited, SES Global Holding, AG, and SES Global S.A., dated November 9, 2004.
5. Share Redemption Agreement, dated February 13, 2007, by and among SES, GE CFE Luxembourg S. à r. l., GE Capital Equity Holdings Inc. and General Electric Capital Corporation.
6. Letter Agreement, dated February 13, 2007, by and among SES, General Electric Capital Corporation, SES Global Holding AG, CITIC Group, Able Star Associates Limited and Bowenvale Limited.
7. Joint Filing Agreement among the Reporting Persons.