

06-07-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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RECORD
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DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 6-3-02
Safeway Stores, Incorporated

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other _____
 - Merger
 - Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)
Name: Safeway Inc.
Internal
Address: Legal Division
Street Address: 5918 Stoneridge Mall Rd.
City: Pleasanton State: CA Zip: 94588

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David E. Durant, Esq.

Internal Address: Legal Division
Safeway Inc.

Street Address: 5918 Stoneridge Mall Rd.

City: Pleasanton State: CA Zip: 94588

6. Total number of applications and registrations involved: 46

7. Total fee (37 CFR 3.41).....\$ 1,165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

DAVID E. DURANT
Name of Person Signing

[Signature]
Signature

5/17/02
Date

Total number of pages including cover sheet, attachments, and document: 15

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

06/06/2002 GT0N11 00000091 0252009

01 FC:481 40.00 OP
02 FC:482 1125.00 DP

TRADEMARK
REEL: 002516 FRAME: 0674

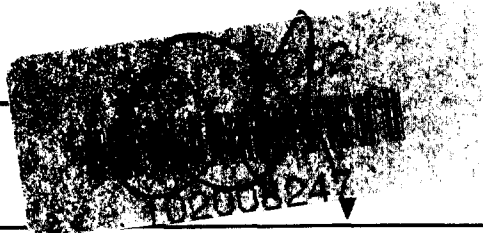
SCHEDULE I

Mark	Reg. No.	Reg. Date
Piedmont	0,252,009	Jan. 22, 1929
Party Pride	0,843,387	Jan. 30, 1968
Safeway	0,849,123	May 14, 1968
Safeway	0,868,000	Apr. 8, 1969
Verdi	0,866,537	March 11, 1969
Crown Colony	1,216,953	Nov. 16, 1982
Safeway	1,214,614	Nov. 2, 1982
Truly Fine	1,220,510	Dec. 21, 1982
S	1,238,290	May 17, 1983
Safeway	1,225,882	Feb. 1, 1983
Safeway	1,250,190	Sept. 6, 1983
Town House	1,486,343	April 26, 1988
Keen Roll	0,798,875	Nov. 16, 1965
Keentex	0,794,885	Aug. 24, 1965
Cragmont	0,385,219	Feb. 18, 1941
Jell - Well	0,168,675	May 29, 1923
Safeway	0,200,927	July 14, 1925
Safeway	0,206,116	Nov. 24, 1925
Safeway News	0,441,349	Nov. 16, 1948
Lucerne	0,724,556	Nov. 28, 1961
S	0,722,393	Oct 3, 1961
Mountain Castle	0,731,937	May 22, 1962
Coffeetone	0,768,240	April 14, 1964
Mrs. Wright's	0,743,868	Jan. 15, 1963
Safeway	0,763,794	Jan. 28, 1964
Ozark	0,778,913	Oct. 27, 1964
Truly Fine	0,793,362	July 27, 1965
Safeway	0,795,742	Sept. 7, 1965
Party Pride	0,818,811	Nov. 15, 1966
Truly Fine	1,165,592	Aug. 18, 1981
Safeway	1,197,629	June 15, 1982
Nature's Cupboard	1,343,040	June 18, 1985
Safeway	1,166,909	Sept. 1, 1981
Safeway	0645211	May 7, 1957
Safeway	1,014,548	July 1, 1975
Cold Brook	1,021,163	Sept. 23, 1975
Fidelis	1,018,157	Aug. 12, 1975
Old Calhoun's	1,021,164	Sept. 23, 1975
Stanton's	1,020,675	Sept. 16, 1975
Lucerne	1,039,088	May 11, 1976
Winner's Cup	1,034,990	March 2, 1976

Safeway	1,065,907	May 17, 1977
Castle Crest	1,508,405	Oct. 11, 1988
Safeway	1,488,428	May 17, 1988
Safeway	1,485,875	April 26, 1988
S	1,550,577	Aug. 1, 1989

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 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

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Name: Safeway Inc.
Internal Address: Legal Division
Street Address: 5918 Stoneridge Mall Rd.
City: Pleasanton State: CA Zip: 94588-3229
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
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(Designations must be a separate document from assignment)
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 Security Agreement Change of Name
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9. Statement and signature.
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DAVID E. DURANT  2/7/02
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 14

03/08/2002 LHMULLER 00000379 0252009
01 FC:481 40.00 DP
02 FC:482 1125.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002516 FRAME: 0677

TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment") is made as of November 26, 1986 by Safeway Stores, Incorporated, a Maryland corporation ("SSI"), to Safeway Stores, Incorporated, a Delaware corporation, which on February 23, 1990 changed its name to Safeway Inc. ("Safeway"), located at Fourth and Jackson Streets, Oakland, California 94660.

RECITALS


1. SSI has adopted, used and is using the trademarks identified on Schedule 1 hereto to promote the sale of the products or the services identified on such Schedule (collectively, the "Marks") and has registered the Marks in the United States Patent and Trademark Office under the Registration Numbers and on the dates identified on such Schedule (collectively, the "Registrations").
2. SSI desires to transfer and assign to Safeway all of its rights to the Marks, the business goodwill symbolized thereby, and the Registrations.

AGREEMENT

NOW, THEREFORE, in consideration of the recitals set forth above and other good and valuable consideration, the receipt of which is hereby acknowledged, SSI hereby assigns to Safeway all right, title to, and interest in the Marks, the goodwill of the business symbolized thereby, and the Registrations, together with all claims for damages and equitable relief by reason of past infringement of the Marks by any party or parties, with the right to sue for and collect the same for its own account and use.

IN WITNESS WHEREOF, SSI has executed this Assignment as of the date first written above.

SAFEWAY INC.
a Maryland corporation

By: 
Its: Vice President



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF "SAFEMAY STORES, INCORPORATED" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1990, AT 9 O'CLOCK A.M.

* * * * *



682226300

Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: #3556498

DATE: 08/13/1992

RESTATED CERTIFICATE OF INCORPORATION

OF

SAFEWAY STORES, INCORPORATED

Safeway Stores, Incorporated, a corporation existing under the laws of the State of Delaware, which was originally incorporated under the name SSI Holdings Corporation on July 23, 1986 (the "Corporation"), does hereby certify:

FIRST: That the Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

ARTICLE I

The name of the Corporation is Safeway Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, in the City of Dover, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Three Hundred Ten Million (310,000,000) consisting of Three Hundred Million (300,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and Ten Million (10,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock"). The designation, powers, preferences and relative, participating, optional or other special rights, including voting rights, and qualifications, limitations or restrictions of the Preferred Stock shall be established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors consisting of not less than 6 directors nor more than 12 directors, the exact number of directors to be determined from time to time by resolution adopted by the Board of Directors. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The term of the initial Class I directors shall terminate on the date of the 1991 annual meeting of stockholders; the term of the initial Class II directors shall terminate on the date of the 1992 annual meeting of stockholders; and the term of the initial Class III directors shall terminate on the date of the 1993 annual meeting of stockholders. At each annual meeting of stockholders beginning in 1991, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class,

but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors, howsoever resulting, may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy shall hold office for a term that shall coincide with the term of the class to which such director shall have been elected.

ARTICLE VI

Any or all of the directors of the Corporation may be removed from office at any time, either with or without cause, by the affirmative vote of stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding, and entitled to vote.

ARTICLE VII

Elections of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.

ARTICLE VIII

Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors, the Chairman of the Board of Directors, the President or the stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding, and entitled to vote.

ARTICLE IX

The officers of the Corporation shall be chosen in such a manner, shall hold their offices for such terms and shall carry out such duties as are determined by the Board of Directors, subject to the right of the Board of Directors to remove any officer or officers at any time with or without cause.

ARTICLE X

A. The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the

fact that he, his testator or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors or officers may be entitled by law. No amendment or repeal of this Section A of Article X shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

B. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Section B of this Article X shall apply to or have any effect on the liability or alleged liability of any director of the

Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

C. In furtherance and not in limitation of the powers conferred by statute:

(i) the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of law; and

(ii) the Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as

may become necessary to effect indemnification as provided therein, or elsewhere.

ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, alter, amend or rescind the Bylaws of the Corporation. In addition, the Bylaws of the Corporation may be adopted, repealed, altered, amended, or rescinded by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote thereon.

ARTICLE XII

The Corporation reserves the right to repeal, alter, amend, or rescind any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

SECOND: That this Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Safeway Stores, Incorporated
has caused its corporate seal to be hereunto affixed and this
Restated Certificate of Incorporation to be signed by Peter
A. Magowan, its President, and attested by Bernat Rosner, its
Secretary, this 22nd day of February, 1990.

SAFEWAY STORES, INCORPORATED

Peter A. Magowan
Peter A. Magowan

ATTEST:

Bernat Rosner
Bernat Rosner