

Recordation Form Cover Sheet – Page 2
4.B: Additional Trademark Registration Nos.

2,384,508	1,875,694	2,316,646
2,342,996	1,417,880	2,441,903
2,215,144	2,503,333	2,353,454
2,353,453	2,503,337	2,353,451
2,503,334	2,405,214	2,420,564
2,503,336	2,353,452	2,408,551
2,503,340	2,448,983	2,363,894
2,503,332	2,448,981	2,179,378
2,448,982	2,153,449	2,300,878
2,448,753	2,421,277	2,161,249
2,357,234	2,429,762	2,305,066
2,331,520	2,356,825	2,342,717
2,403,278		

EXHIBIT 1

Trademark	Application/ Registration No.
R REMARKABLE & Design	75/183,819
MENU SELECTIONS	2,215,144
THE BUSY CHEF	2,384,508
SIMON DAVID	1,417,880
TOM THUMB FOOD & PHARMACY	1,875,694
REMARKABLE RANDALL'S	2,503,333
RANDALL'S FOOD & DRUGS & Design	2,503,337
RANDALL'S FLAGSHIP	2,503,334
TELL A FRIEND ABOUT RANDALL'S...YOUR REMARKABLE STORE	2,503,336
RANDALLS FOOD & PHARMACY	2,503,340
RANDALL'S STYLIZED	2,503,332
R REMARKABLE	2,405,214
FLAGSHIP	2,353,452
TOM THUMB CARES CANCER AWARENESS REQUIRES EDUCATION AND SUPPORT	2,448,983
RANDALLS FOR KIDS & Design	2,448,981
TOM THUMB FOR KIDS	2,448,982
REMARKABLE	2,448,753
RANDALLS REMARKABLE	2,357,234
R REMARKABLE DESIGN	2,153,449
RANDALLS CARES CANCER AWARENESS REQUIRES EDUCATION AND SUPPORT	2,421,277
KINDNESS FOR KIDS (Stylized)	2,429,762

Trademark	Application/ Registration No.
TOM THUMB...YOUR REMARKABLE STORE	2,316,646
TOM THUMB REWARD	2,441,903
FLAGSHIP	2,353,454
FLAGSHIP	2,353,451
FLAGSHIP	2,420,564
YOUR REMARKABLE STORE	2,408,551
R REMARKABLE	2,363,894
TODOS SANTOS	2,179,378
PURRFECTLY REMARKABLE	2,300,878
CAN DO! & Design	2,161,249
REMARKABLE	2,305,066
R REMARKABLE	2,331,520
R REMARKABLE	2,356,825
R REMARKABLE	2,342,717
R REMARKABLE	2,403,278
REMARKABLE REWARDS	2,342,996
FLAGSHIP	2,353,453

TYJ\SW\SAFEWAY\10885-210395US-ASSIGNMENT INDEX.DOC

ASSIGNMENT

WHEREAS, RANDALL'S FOOD & DRUGS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Incorporated") was the owner of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, RANDALL'S FOOD & DRUGS, LP, a limited partnership organized under the laws of Delaware located and doing business at 3663 Briarpark Drive, Houston, Texas 77042, whose general partner is RANDALL'S FOOD MARKETS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Partnership"), is the successor to the entire business of Incorporated;

WHEREAS, Partnership succeeded to the ownership of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, Partnership desires to record its ownership of the trademark registrations and applications as set forth in the Index attached hereto.

NOW, THEREFORE, this instrument witnesseth that, effective on the 2nd day of May, 2001, Partnership acquired all rights, title and interest in and to the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1 and the

goodwill connected with and symbolized by the trademarks together with the right to recover for past infringement of said trademarks prior to the date of this instrument.

RANDALL'S FOOD & DRUGS, INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/20/03

RANDALL'S FOOD & DRUGS, LP

BY ITS GENERAL PARTNER
RANDALL'S FOOD MARKETS INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/20/03

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June 25, 2003

Honorable Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514

ATTORNEYS AT LAW
JORDAN S. WEINSTEIN
(703) 412-6442
JWEINSTEIN@OBLON.COM

Re: RANDALL'S FOOD AND DRUGS, LP
Mark: VARIOUS TRADEMARKS
Atty Dkt. No.: 210395US56SD

Dear Commissioner:

We enclose the following for filing in the U.S. Patent and Trademark Office:

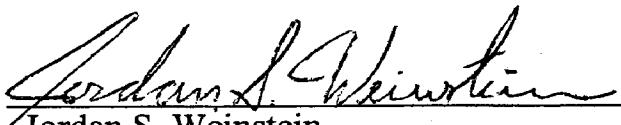
Assignment

Also enclosed is our check for the required filing fee in the amount of \$115.00.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Account No. 50-2014.

Respectfully submitted,

OBLON, SPIVAK, MCCLELLAND,
MAIER & NEUSTADT, P.C.



Jordan S. Weinstein

JSW/dlb

ASSIGNMENT

WHEREAS, RANDALL'S FOOD & DRUGS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Incorporated") was the owner of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, RANDALL'S FOOD & DRUGS, LP, a limited partnership organized under the laws of Delaware located and doing business at 3663 Briarpark Drive, Houston, Texas 77042, whose general partner is RANDALL'S FOOD MARKETS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Partnership"), is the successor to the entire business of Incorporated;

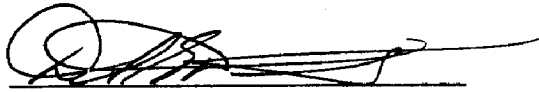
WHEREAS, Partnership succeeded to the ownership of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, Partnership desires to record its ownership of the trademark registrations and applications as set forth in the Index attached hereto.

NOW, THEREFORE, this instrument witnesseth that the Partnership acquired all rights, title and interest in and to the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1 and the goodwill connected with and symbolized

by the trademarks together with the right to recover for past infringement of said trademarks prior to the date of this instrument.

RANDALL'S FOOD & DRUGS, INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/20/03

RANDALL'S FOOD & DRUGS, LP

BY ITS GENERAL PARTNER
RANDALLS FOOD MARKETS INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/20/03

JSW/dlb I:\ATTY\JSW\SAFEWAY\10885-210395US-ASSIGNMENT2.DOC

EXHIBIT 1

Trademark	Application/ Registration No.
R REMARKABLE	75/584,025
RANDALL'S FOOD & DRUGS YOUR REMARKABLE STORE! & Design	2,503,335
FLAGSHIP	2,622,624
TOM THUMB	1,975,931

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June 25, 2003

Honorable Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514

ATTORNEYS AT LAW
JORDAN S. WEINSTEIN
(703) 412-6442
JWEINSTEIN@OBLON.COM

Re: RANDALL'S FOOD AND DRUGS, LP
Mark: VARIOUS TRADEMARKS
Atty Dkt. No.: 210395US56SD

Dear Commissioner:

We enclose the following for filing in the U.S. Patent and Trademark Office:

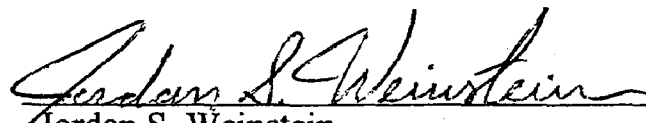
Assignment

Also enclosed is our check for the required filing fee in the amount of \$965.00.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Account No. 50-2014.

Respectfully submitted,

OBLON, SPIVAK, MCCLELLAND,
MAIER & NEUSTADT, P.C.


Jordan S. Weinstein

JSW/dlb

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Randall's Food & Drugs, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation - State of Delaware

Other _____

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

2. Name and address of receiving party(ies):

Name: Randall's Food & Drugs, LP

Address: 3663 Briarpark Drive
Houston, Texas 77042

Individual(s) citizenship

Association

General Partnership

Limited Partnership - Delaware

Corporation -

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

3. Nature of Conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: June 20, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/584,025

B. Trademark Registration No.(s)

2,503,335 2,622,624 1,975,931

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed.

Jordan S. Weinstein, Esquire
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
1940 Duke Street
Alexandria, Virginia 22314
OSMMN Ref: 210395US-10885-56

6. Total number of applications and registrations involved: 38

7. Total fee (37 CFR 3.41): \$115.00

Enclosed

Authorized to be charged to deposit account

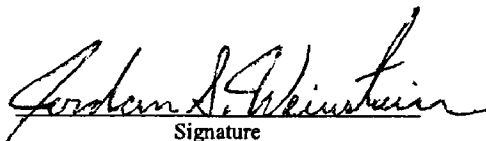
8. Deposit account number: 50-2014
(Attach duplicate copy of this page if paying by deposit account)

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.

Jordan S. Weinstein
Name of Person Signing


Signature

June 24, 2003
Date

Total number of pages, including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Director of the United States Patent and Trademark Office
Mail Stop Assignment Recordation Services
Alexandria, Virginia 22313