

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dominick's Finer Foods, Inc.		11/07/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Dominick's Finer Foods LLC
Also Known As:	AKA Dominick's
Street Address:	711 Jorie Blvd.
City:	Oak Brook
State/Country:	ILLINOIS
Postal Code:	60523
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	76453035	DOMINICK'S SMART CHECK
Registration Number:	1366046	DOMINICK'S
Registration Number:	1037040	DOMINICK'S
Registration Number:	2749517	DOMINICK'S
Registration Number:	2697490	DOMINICK'S
Registration Number:	2829080	DOMINICK' S
Registration Number:	2704054	DOMINICK'S
Registration Number:	2276078	DOMINICK'S FOOD & DRUG
Registration Number:	1735977	DOMINICK'S
Registration Number:	1545838	DOMINICK'S
Registration Number:	1543099	DOMINICK'S
Registration Number:	1048722	DOMINICK'S FINER FOODS
Registration Number:	2334610	FRESH VALUES

CH \$490.00 76453035

Registration Number:	2328116	FRESH VALUES
Registration Number:	1452601	NEPTUNE'S COVE
Registration Number:	2433680	
Registration Number:	2433679	
Registration Number:	2090429	FRESH REPORT
Registration Number:	2135720	FRESH VALUES

CORRESPONDENCE DATA

Fax Number: (925)467-3214
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 925-467-3152
Email: gigi.remington@safeway.com
Correspondent Name: Gigi Remington
Address Line 1: 5918 Stoneridge Mall Road
Address Line 2: Legal Dept.
Address Line 4: Pleasanton, CALIFORNIA 94588

NAME OF SUBMITTER:	Gigi Remington
Signature:	/gigi remington/
Date:	02/24/2006

Total Attachments: 4
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MINUTES OF ACTION
OF THE BOARD OF DIRECTORS OF
DOMINICK'S FINER FOODS, INC.
TAKEN WITHOUT A MEETING
BY WRITTEN CONSENT

The following action is taken by the Board of Directors of Dominick's Finer Foods, Inc., a Delaware corporation (the "Corporation"), by written consent without a meeting, as of November 7, 2002, pursuant to Section 141(f) of the Delaware General Corporation Law permitting such action to be taken.

Approval of Conversion. The following resolutions approving the conversion of the Corporation into a limited liability company are adopted:

WHEREAS, the Board of Directors deems it to be advisable and in the best interest of the Corporation and its stockholder that the Corporation be converted into a limited liability company to be called Dominick's Finer Foods, LLC;

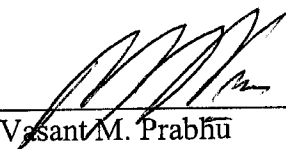
NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall be converted into a limited liability company to be called Dominick's Finer Foods, LLC (the "Conversion"); and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to submit the Conversion to the sole stockholder of the Corporation for consideration thereof; and

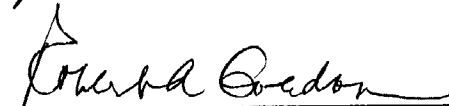
RESOLVED FURTHER, that, following approval of the Conversion by the sole stockholder of the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare or cause to be prepared and to execute a Certificate of Conversion converting the Corporation to Dominick's Finer Foods, LLC (the "Certificate of Conversion"), to prepare or cause to be prepared

and to execute a Certificate of Formation of Dominick's Finer Foods, LLC (the "Certificate of Formation"), and to file or cause to be filed the Certificate of Conversion and the Certificate of Formation with the Delaware Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

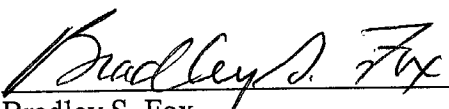
The undersigned, being all of the directors of the Corporation, do hereby consent to the foregoing action as of the date set forth above.



Vasant M. Prabhu



Robert A. Gordon



Bradley S. Fox

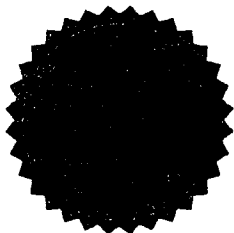
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "DOMINICK'S FINER FOODS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "DOMINICK'S FINER FOODS, LLC", WAS FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2288421

030143936

DATE **TRADEMARK**

RECORDED: 02/24/2006

REEL: 003253 FRAME: 0859