

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/30/2003 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------------|----------|----------------|-----------------------|
| Smith's Food & Drug Centers, Inc. | | 12/16/2003 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------------------|
| Name: | Smith's Food & Drug Centers, Inc. |
| Street Address: | 1550 South Redwood Rd. |
| City: | Salt Lake City |
| State/Country: | UTAH |
| Postal Code: | 84104 |
| Entity Type: | CORPORATION: OHIO |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 1521351 | SMITH'S |

CORRESPONDENCE DATA

Fax Number: (415)983-1200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (415) 983-1784
 Email: sftrademarks@pillsburylaw.com
 Correspondent Name: Ariana Gallisa
 Address Line 1: P.O. Box 7880
 Address Line 2: Calendar/Docketing Dept.
 Address Line 4: San Francisco, CALIFORNIA 94120-7880

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 087401/0375623 |
| NAME OF SUBMITTER: | Ariana Gallisa |
| Signature: | /Ariana Gallisa/ |

CH \$40.00 1521351

Date:

10/31/2008

Total Attachments: 8

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| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT |
|------------|--------------|-----------------------|--------|--------|---------|------|
| 12/18/2003 | 200335200234 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00 | .00 |

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1413488

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
SMITH'S FOOD & DRUG CENTERS, INC.
and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
200335200234



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 30th day of December,
A.D. 2003.

J. Kenneth Blackwell
Ohio Secretary of State

TRADEMARK

REEL: 003880 FRAME: 0853



Prescribed by **J. Kenneth Blackwell**
 Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

| | |
|---|--|
| Expedite this Form: (Select One) | |
| <input checked="" type="radio"/> Yes | PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 *** |
| <input type="radio"/> No | PO Box 1329 Columbus, OH 43216 |

www.state.oh.us/sos
 e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER
 (For Domestic or Foreign, Profit or Non-Profit)
 Filing Fee \$125.00
 (154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Smith's Food & Drug Centers, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 1413488
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is: CSC-Lawyers Incorporating

Service (Corporation Service) 50 West Broad Street
(name) Company) (street) NOTE: P.O. Box Addresses are NOT acceptable.

Columbus, Ohio 43215
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
_____, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

Ohio
(state)

(zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient).

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

(d.) The limited partnership's principal office address is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

| Name | Address |
|-------|---------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township)

_____, Ohio

(zip code)

(If the partnership does not have a principal office in Ohio, then Items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township)

_____, Ohio

(zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

SMITH'S FOOD & DRUG CENTERS, INC.
(Exact name of entity) an Ohio corporation

By: Paul W. Heldman
Paul W. Heldman
Its: Vice President

Date: December 16, 2003

SMITH'S FOOD & DRUG CENTERS, INC.
(Exact name of entity) a Delaware corporation

By: Paul W. Heldman
Paul W. Heldman
Its: Vice President

Date: December 16, 2003

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____