

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the assignee so that it is "Ralphs Supermarkets, Inc." (a Delaware corporation) rather than "Bankers Trust Company, as Agent" previously recorded on Reel 001369 Frame 0713. Assignor (s) hereby confirms the MERGER AGREEMENT.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Food 4 Less Supermarkets, Inc.		06/14/1995	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Ralphs Supermarkets, Inc.
Street Address:	1100 West Artesia Boulevard
City:	Compton
State/Country:	CALIFORNIA
Postal Code:	90220
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	74398534	EQUALITY
Serial Number:	74398182	EQ
Registration Number:	1277215	FOOD 4 LESS
Registration Number:	1179593	FOOD 4 LESS
Registration Number:	1073408	FOOD 4 LESS
Registration Number:	1665152	FOOD 4 LESS

CORRESPONDENCE DATA

Fax Number: (415)983-1200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4159831802
 Email: sftrademarks@pillsburylaw.com
 Correspondent Name: Richard L. Kirkpatrick
 Address Line 1: P.O. Box 7880

900200938

**TRADEMARK
 REEL: 004613 FRAME: 0696**

CH \$165.00 74398534

Address Line 2: Calendar/Docketing Department
Address Line 4: San Francisco, CALIFORNIA 94120-7880

ATTORNEY DOCKET NUMBER:	061148-0276232-17171
NAME OF SUBMITTER:	Robert B. Burlingame
Signature:	/Robert B. Burlingame/
Date:	08/29/2011

Total Attachments: 5
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OVER SHEET

TRADEMARKS

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

1. Name of conveying party:

Food 4 Less Supermarkets, Inc.
a Delaware State corporation

2. Name and address of receiving party:

Bankers Trust Company, as Agent
One Bankers Trust Plaza
130 Liberty Street, 33rd Floor
New York, NY 10006

a New York State banking
corporation

Ralphs

3. Nature of conveyance:

Merger Agreement

Execution Date: June 14, 1995

4. Application numbers and trademark numbers:

A. Trademark Application Nos.

74/398534
74/398182

B. Trademark Registration Nos.

1,277,215
1,179,593
1,073,408
1,665,152

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

Robyn Manos, Esq.
O'Melveny & Myers
400 South Hope Street
Los Angeles, California 90071

6. Total number of applications and registrations involved:

6

7. Total fee:

8. Deposit Account Number:

N/A

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.

[Handwritten Signature]

ROBYN MANOS

Name of Person Signing

Signature

6/28/95

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TOTAL NUMBER OF PAGES COMPRISING COVER SHEET:
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0 482 125.00 CK

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FOOD 4 LESS SUPERMARKETS, INC.", A DELAWARE CORPORATION, WITH AND INTO "RALPHS SUPERMARKETS, INC." UNDER THE NAME OF "RALPHS SUPERMARKETS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JUNE, A.D. 1995, AT 11:45 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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950131768

AUTHENTICATION: 7538753

DATE: 06-14-95

TRADEMARK

REEL: 1369 FRAME: 0699

REEL: 004613 FRAME: 0699

CERTIFICATE OF MERGER
OF
FOOD 4 LESS SUPERMARKETS, INC.
WITH AND INTO
RALPHS SUPERMARKETS, INC.

It is hereby certified that:

1 The name and state of incorporation of each of the constituent corporations is as follows.

<u>Name</u>	<u>State of Incorporation</u>
Ralphs Supermarkets, Inc. ("Ralphs")	Delaware
Food 4 Less Supermarkets, Inc. ("Food 4 Less")	Delaware

2 The Boards of Directors of Food 4 Less and Ralphs have approved an Agreement and Plan of Merger (the "Agreement of Merger") dated as of September 14, 1994, as amended, by and among Food 4 Less, Inc., Food 4 Less Holdings, Inc., Food 4 Less, Ralphs, and the stockholders of Ralphs, whereby Food 4 Less will merge with and into Ralphs pursuant to Section 251 of the Delaware General Corporation Law, so that the separate existence of Food 4 Less will cease as soon as such merger (the "Merger") becomes effective (the "Effective Date"), and Ralphs will assume all of the liabilities of Food 4 Less and thereafter shall continue as the surviving corporation (the "Surviving Corporation"), governed by the laws of the State of Delaware, and existing under the corporate name it possesses immediately prior to the Effective Date.

3. The Agreement of Merger was approved by the holder of all of the outstanding shares of Food 4 Less entitled to vote thereon, and by the holders of all of the outstanding shares of Ralphs entitled to vote thereon, in each case by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law, and with the notice required by said Section 228 having been sent to each holder who has not so consented in writing.

4. Food 4 Less and Ralphs have approved, adopted, certified, executed and acknowledged the Agreement of Merger in accordance with Section 251 of the Delaware General Corporation Law.

5. The name of the corporation surviving the Merger is Ralphs Supermarkets, Inc. (the "Surviving Corporation").

5. The name of the corporation surviving the Merger is Ralphs Supermarkets, Inc. (the "Surviving Corporation").

6. On the Effective Date, and after giving effect to the cancellation and conversion of securities pursuant to the Agreement of Merger, the Restated Certificate of Incorporation and Bylaws of Ralphs in effect immediately prior to the Effective Date will be the Restated Certificate of Incorporation and Bylaws of the Surviving Corporation, except that the Restated Certificate of Incorporation of the Surviving Corporation shall be amended, pursuant to Section 251(e) of the Delaware General Corporation Law, as follows:

(a) Section 4 of the Restated Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as follows:

"4. The total number of shares of stock which the Corporation shall have authority to issue is Five Million (5,000,000), all of which shall be Common Stock; and the par value of each share shall be one cent (\$.01)."

(b) Section 5 of the Restated Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as follows:

"5. The number of directors of the Corporation shall be fixed by or in the manner provided in the By-laws of the Corporation. Each director shall hold office until the annual meeting of stockholders of the Corporation at which his or her term expires, and his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal in the manner provided for in the By-laws."

(c) Sections 6 and 7 of the Restated Certificate of Incorporation of the Surviving Corporation are hereby deleted in their entirety, and the remaining Sections are renumbered consecutively.

7. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at the following address:

c/o Ralphs Grocery Company
1100 West Artesia Boulevard
Compton, California 90220
Attention: Corporate Secretary

A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Food 4 Less, Ralphs or the Surviving Corporation.

