

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM329489

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	12/27/1993		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Randall's Food & Drugs, Inc.		12/20/1993	CORPORATION: DELAWARE
Tom Thumb Stores, Inc.		12/20/1993	CORPORATION: TEXAS
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Tom Thumb Food & Drugs, Inc.	12/20/1993	CORPORATION: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Randall's Food & Drugs, Inc.		
Street Address:	5918 Stoneridge Mall Road		
City:	Pleasanton		
State/Country:	CALIFORNIA		
Postal Code:	94588-2322		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2990914	TOM THUMB SMART CHECK REWARD	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	ipdocket@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	650 Town Center Drive, Suite 2000		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	014029-0426		
NAME OF SUBMITTER:	Rhonda DeLeon		
SIGNATURE:	/Rhonda DeLeon/		
DATE SIGNED:	01/20/2015		

OP \$40.00 2990914

Total Attachments: 3

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CERTIFICATE OF MERGER

merging

RANDALL'S FOOD & DRUGS, INC.
(a Delaware corporation)

and

TOM THUMB STORES, INC.
(a Texas corporation)

with and into

TOM THUMB FOOD & DRUGS, INC.
(a Delaware corporation)

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), Tom Thumb Food & Drugs, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
Randall's Food & Drugs, Inc.	Delaware
Tom Thumb Stores, Inc.	Texas
Tom Thumb Food & Drugs, Inc.	Delaware

SECOND: An Amended and Restated Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation is Tom Thumb Food & Drugs, Inc., a Delaware corporation, which shall continue in existence and shall be named "Randall's Food & Drugs, Inc." as set forth in FOURTH below.

FOURTH: The certificate of incorporation of Tom Thumb Food & Drugs, Inc., as surviving corporation of the merger, is amended by the merger as follows: (i) ARTICLE FIRST of such certificate of incorporation is amended to change the name of the corporation to "Randall's Food & Drugs, Inc." and, as so amended, such ARTICLE FIRST shall read as follows:

ARTICLE FIRST: The name of the corporation is Randall's Food & Drugs, Inc. (the "Corporation").

and (ii) ARTICLE FOURTH of such certificate of incorporation is amended to increase the number of shares of common stock that are authorized from 1,000 to 10,000 and, as so amended, such ARTICLE FOURTH shall read as follows:

ARTICLE FOURTH: The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is ten thousand (10,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each share of Common Stock shall entitle the holder thereof to one vote on each matter voted upon by stockholders of the Corporation. Shares of Common Stock may be issued for such consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine.

FIFTH: The executed Amended and Restated Agreement and Plan of Merger is on file at the principal place of business of Tom Thumb Food & Drugs, Inc. at 3663 Briarpark, Houston, Texas 77042.


SIXTH: A copy of the Amended and Restated Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Tom Thumb Stores, Inc., a Texas corporation (the only constituent corporation that is not a Delaware corporation), is 1,000 shares of common stock, par value \$1.00 per share.


EIGHTH: Pursuant to Section 103(d) of the DGCL, this Certificate of Merger shall become effective at 10:00 a.m., Eastern time, on December 27, 1993.

IN WITNESS WHEREOF, Tom Thumb Food & Drugs, Inc. has caused this Certificate to be signed and attested by its officers this 20th day of December, 1993.

TOM THUMB FOOD & DRUGS, INC.

By: 
Executive Vice President

ATTEST:

By: 
Secretary