

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM332506

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Genuardi's Family Market, L.P.		01/30/2015	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Safeway Inc.		
Street Address:	5918 Stoneridge Mall Road		
City:	Pleasanton		
State/Country:	CALIFORNIA		
Postal Code:	94588		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76452439	GENUARDI'S SMART CHECK GENUARDI'S CLUB	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<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>			
Phone:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	Scott Kareff		
Address Line 1:	Schulte Roth & Zabel		
Address Line 2:	919 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	014951/0667		
NAME OF SUBMITTER:	Scott Kareff		
SIGNATURE:	/smk/		
DATE SIGNED:	02/18/2015		
Total Attachments: 3			
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of January 30, 2015 (the "Effective Date") by and between Genuardi's Family Market, L.P., a limited partnership organized under the laws of Delaware ("Assignor"), and SAFEWAY INC., a corporation formed under the laws of Delaware ("Assignee").

WHEREAS, Assignor and other entities, as sellers, and Assignee, as purchaser, are parties to that certain Purchase Agreement (the "Purchase Agreement"), pursuant to which Assignor did contribute, convey, transfer, assign and deliver to Assignee all of its legal and beneficial right, title and interest in and to certain assets, including the trademark listed on Schedule A attached hereto (the "Trademark"); and

WHEREAS, Assignee wishes to obtain a document suitable for recording in the United States Patent and Trademark Office the purposes of evidencing the assignment of all of Assignor's right, title and interest in and to the Trademark, and Assignor wishes to provide same to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells and transfers unto Assignee, all of its right, title and interest, including common law rights, in and to the Trademark, together with the goodwill associated therewith and the entire business and/or portion thereof to which the Trademark pertains, and the right to sue and recover for all past, present and future infringements and other violations of the Trademark. Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Trademark in Assignee, its successors, assigns or other legal representatives.

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IN WITNESS WHEREOF, Assignor and Assignee have executed this Trademark Assignment as of the Effective Date.

ASSIGNOR:

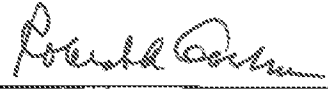
GENUARDI'S FAMILY MARKET L.P.

By: GFM HOLDINGS LLC, its General Partner

By: 
Name: Robert A. Gordon
Title: Vice President and Secretary

ASSIGNEE:

SAFEWAY INC.

By: 
Name: Robert A. Gordon
Title: Senior Vice President
Secretary & General Counsel

Schedule A

Trademark

Mark	Serial Number	Reg. Number
GENUARDI'S SMART CHECK GENUARDI'S CLUB	76452439	3005346