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After Recording Mail To:

83037

ATE 31423

Vol. M87 Page 23242
REEL E402 IMAGE 517

Safeway Stores, Incorporated
Attn: Rebecca Kinsey
4th and Jackson Streets
Oakland, California 94660

Escrow No. 53005



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Merger
filed in this office on November 26, 1986

SAN FRANCISCO, CA
RECORDER'S OFFICE

DOC- E035760
Transamerica Title Company
Friday, August 07, 1987 08:00:00am
Rec 5.00 --- Ps 3.00
Mic 1.00 --- Amt 9.00
TOTAL -> \$9.00



Form 130

Michael Harkins
Michael Harkins, Secretary of State
BY: M. Mapase
DATE: July 28, 1987

8603300184

23243

FILED 8:31 AM

NOV 26 1986

CERTIFICATE OF OWNERSHIP AND MERGER

Mark H. Hulse
SECRETARY OF STATE

OF

SAFEWAY STORES HOLDINGS CORPORATION

REEL E402 IMAGE 518

SAFEWAY STORES HOLDINGS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That said corporation owns all of the outstanding shares of capital stock of Safeway Stores, Incorporated, a Maryland corporation.

SECOND: That the Board of Directors of said corporation determined to merge into itself its wholly-owned subsidiary, Safeway Stores, Incorporated, pursuant to Section 253 of the Delaware General Corporation Law and Sections 3-105 and 3-109 of the Maryland General Corporation Law and adopted the following resolutions as of November 26, 1986:

WHEREAS, this corporation owns all of the issued and outstanding shares of capital stock of Safeway Stores, Incorporated, a Maryland corporation; and

WHEREAS, this Board of Directors deems it advisable and in the best interests of this corporation that this corporation merge into itself Safeway Stores, Incorporated;

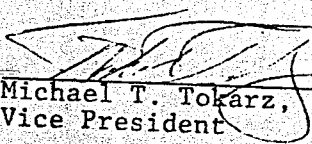
NOW, THEREFORE, BE IT RESOLVED, that this corporation merge Safeway Stores, Incorporated, its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 253 of the Delaware General Corporation Law and Sections 3-105 and 3-109 of the Maryland General Corporation Law; and

RESOLVED FURTHER, that, upon the effective date of the merger, the name Safeway Stores Holdings Corporation shall be changed to Safeway Stores, Incorporated.

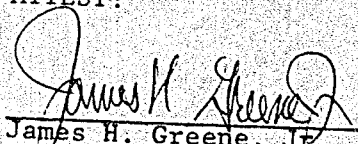
IN WITNESS WHEREOF, SAFEWAY STORES HOLDINGS CORPORATION has caused this certificate to be signed by Michael T. Tokarz, its Vice President, and James H. Greene, Jr., its Assistant Secretary, this 26th day of November, 1986.

SAFEWAY STORES HOLDINGS CORPORATION

By:


Michael T. Tokarz,
Vice President

ATTEST:


James H. Greene, Jr.
Assistant Secretary

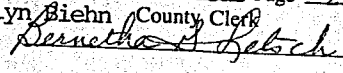
STATE OF OREGON,
County of Klamath ss.

Filed for record at request of:

Aspen Title & Escrow

on this 31 day of Dec A.D., 19 87
at 11:45 o'clock A M. and duly recorded
in Vol. M87 of Deeds Page 23242

Evelyn Biehn County Clerk

By  Deputy.

Ret:
Aspen Title
600 Main
KFO 97601