

201508180034

Skagit County Auditor
8/18/2015 Page

1 of 76 12:52PM
\$197.00

Document Title: Declaration Regarding
Reference Number: Name Change

Grantor(s): additional grantor names on page ___

1. SSI Holdings Corp, Safeway Stores Inc
2. Safeway Stores Holdings Corp

Grantee(s): additional grantee names on page ___

1. Safeway Inc
- 2.

Abbreviated legal description: full legal on page(s) ___

19-35-02 etal

Assessor Parcel / Tax ID Number: additional tax parcel number(s) on page ___

P32986 & P32952

I Judy Zavala per Seth schlusberg am hereby requesting an emergency non-standard recording for an additional fee provided in RCW 36.18.010. I understand that the recording processing requirements may cover up or otherwise obscure some part of the text of the original document. Recording fee is \$72.00 for the first page, \$1.00 per page thereafter per document. In addition to the standard fee, an emergency recording fee of \$50.00 is assessed. This statement is to become part of the recorded document.

Signed Judy Zavala Dated 8-18-15

UNOFFICIAL DOCUMENT

SPACE ABOVE RESERVED FOR RECORDER

Record & return to:
Fidelity National Title Insurance Company
485 Lexington Ave, 18th Floor
New York, NY 10017
Attn: Evie Wexler


Please Return To:
BRIDGE SERVICE CORP.
800-225-2736
299 Broadway #1508
New York, NY 10007-2061

DECLARATION REGARDING NAME CHANGE
dated as of January 13, 2015

Attached hereto is a true and correct copy of the Certificate of Ownership and Merger submitted for recording to clarify and provide constructive notice of proper vesting of title to real property in Skagit County, WY.

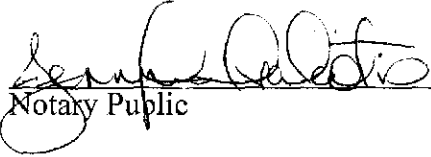
The undersigned has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

By:


Evie Wexler, Authorized Signatory

County of NY, State of NY:

On January 13, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared Evie Wexler, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his / her / their authorized capacity(ies), and that by his / her / their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument. *** Witness my hand and official seal.


Notary Public

JENNIFER IVALIOTIS
Notary Public, State of New York
No. 01IV6209841
Qualified in Kings County
Commission Expires August 3, 2017

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SAFEWAY INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 1986, AT 9 O'CLOCK A.M.

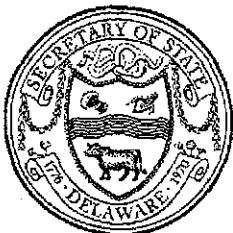
CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF AUGUST, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SSI HOLDINGS CORPORATION" TO "SAFEWAY STORES HOLDINGS CORPORATION", FILED THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "SAFEWAY STORES HOLDINGS CORPORATION" TO "SAFEWAY STORES, INCORPORATED", FILED THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1986, AT 8:31



2096948 8100H

141141220

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1670252

DATE: 09-04-14

Delaware

PAGE 2

The First State

O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIFTH DAY OF JULY, A.D. 1988, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "SAFEWAY STORES, INCORPORATED" TO "SAFEWAY INC.", FILED THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIRST DAY OF NOVEMBER, A.D. 1996, AT 3:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF NOVEMBER, A.D. 1996.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIRST DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF JUNE, A.D. 2004, AT 9:10 O'CLOCK P.M.


CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF MARCH



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141141220

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1670252

DATE: 09-04-14

Delaware

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The First State

A.D. 2008, AT 4:03 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE EIGHTEENTH DAY OF MARCH,

A.D. 2008, AT 5:19 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF MAY,

A.D. 2010, AT 6:57 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTEENTH DAY OF
SEPTEMBER, A.D. 2013, AT 3:38 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "SAFeway INC."



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1670252

DATE: 09-04-14

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FILED

JUL 23 1966

Robert G. ...
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
SSI HOLDINGS CORPORATION

1. The name of this corporation is SSI Holdings Corporation.
2. The address of its registered office in the State of Delaware is 229 South State Street in the City of Dover, County of Kent. The name of its registered agent at such address is United States Corporation Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of all classes of stock which the corporation shall have authority to issue is Twenty Million (20,000,000) consisting of Ten Million (10,000,000) shares of Common Stock, par value \$.01 per share, and Ten Million (10,000,000) shares of Preferred Stock, par value \$.01 per share.

The designations, powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Preferred Stock shall be established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware.

5. The name and mailing address of the incorporator is:

Victoria C. Phelps
LATHAM & WATKINS
555 South Flower Street
Los Angeles, California 90071

6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

7. Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

8. No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of

Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of July, 1986.

Victoria C. Phelps
Victoria C. Phelps
Incorporator

8602130136

FILED

AUG 1 1986

Charles H. White
SECRETARY OF STATE

GAM

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

SSI 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, by written consent of the Board of Directors of said corporation as of July 30, 1986, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholder of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article 4 of the Certificate of Incorporation of this corporation is amended to read as follows:

"4. The total number of shares of all classes of stock which the corporation shall have authority to issue is One Hundred Ten Million (110,000,000) consisting of One Hundred Million (100,000,000) shares of Common Stock, par value \$.01 per share and Ten Million (10,000,000) shares of Preferred Stock, par value \$.01 per share.

The designations, powers, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions of the Preferred Stock shall be established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware."

SECOND: That, thereafter, by written consent of the holder of all of the issued and outstanding shares of Common Stock of said corporation, the necessary number of shares required by statute were voted in favor of the amendment. No shares of Preferred Stock have been issued.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.


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UNOFFICIAL DOCUMENT

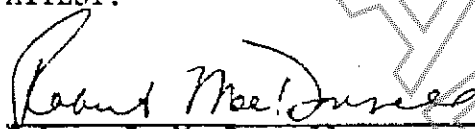
IN WITNESS WHEREOF, SSI HOLDINGS CORPORATION has caused this certificate to be signed by George R. Roberts, its President, and attested by Robert I. MacDonnell, its Secretary this 30th day of July, 1986.

SSI HOLDINGS CORPORATION

By:


George R. Roberts,
President

ATTEST:


Robert I. MacDonnell,
Secretary

3602380154

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

9/2/86
FILED

AUG 26 1986

[Signature]
[Illegible text]

SSI 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, by written consent of the Board of Directors of said corporation as of August 26, 1986, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholder of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article 4 of the Certificate of Incorporation of this corporation is hereby amended to read as follows:

"4. The total number of shares of all classes of stock which the corporation shall have authority to issue is One Hundred Thirty-Five Million (135,000,000) consisting of One Hundred Twenty-Five Million (125,000,000) shares of Common Stock, par value \$.01 per share, and Ten Million (10,000,000) shares of Preferred Stock, par value \$.01 per share.

The designations, powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Preferred Stock shall be

UNREGISTERED DOCUMENT


established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware."

SECOND: That, thereafter, by written consent of the holders of all of the issued and outstanding shares of Common Stock of said corporation, the necessary number of shares required by statute were voted in favor of the amendment. No shares of Preferred Stock have been issued.


THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SSI HOLDINGS CORPORATION has caused this certificate to be signed by George R. Roberts, its President, and attested by Robert I. MacDonnell, its Secretary this 26th day of August, 1986.

SSI HOLDINGS CORPORATION

By: 
George R. Roberts,
President

ATTEST:


Robert I. MacDonnell,
Secretary

8602690283

FILED
9AM
SEP 26 1986

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

SSI HOLDINGS CORPORATION


SECRETARY OF STATE

SSI 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, by written consent of the Board of Directors of said corporation as of September 25, 1986, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article 1 of the Certificate of Incorporation of this corporation is hereby amended to read as follows:

"1. The name of this corporation is Safeway Stores Holdings Corporation."

SECOND: That, thereafter, by written consent of the holders of all of the issued and outstanding shares of Common Stock of said corporation, the necessary number of

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shares required by statute were voted in favor of the amendment. No shares of Preferred Stock have been issued.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SSI HOLDINGS CORPORATION has caused this certificate to be signed by George R. Roberts, its President, and attested by James H. Greene, Jr., its Assistant Secretary, this 25th day of September, 1986.

SSI HOLDINGS CORPORATION

By: 

George R. Roberts,
President

ATTEST:



James H. Greene, Jr.,
Assistant Secretary

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8603250195

FILED

NOV 21 1986 10 AM

Michael H. Hale
SECRETARY OF STATE

CERTIFICATE OF DESIGNATIONS, PREFERENCES
AND RELATIVE PARTICIPATING, OPTIONAL AND
OTHER SPECIAL RIGHTS OF PREFERRED STOCK
AND QUALIFICATIONS, LIMITATIONS AND
RESTRICTIONS THEREOF

OF THE

ADJUSTABLE RATE CUMULATIVE
EXCHANGEABLE PREFERRED STOCK

OF

SAFeway STORES HOLDINGS CORPORATION

Pursuant to Section 151 of the General
Corporation Law of the State of Delaware

SAFeway STORES HOLDINGS CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, certifies as follows:

FIRST: The Certificate of Incorporation of the Corporation authorizes the issuance of 10,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"), and, further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the unissued shares of Preferred Stock not then allocated to any series of Preferred Stock into one or more series, and, without limiting the generality of the foregoing, to fix and determine the designation of each such series, the number of shares which shall constitute such series and certain powers, preferences and relative participating, optional or other special rights and qualifications, limitations and restrictions of the shares of each series so established.

SECOND: The Board of Directors of the Corporation by unanimous written consent, dated November 19, 1986, did duly adopt the following resolutions authorizing the creation and issuance of a series of said Preferred Stock to be known as Adjustable Rate Cumulative Exchangeable Preferred Stock.

RESOLVED: The Board of Directors of the Corporation hereby fixes the number, designations, preferences, rights and limitations of the series of Preferred Stock on the terms and with the provisions herein set forth:

1. Designation. A series of the Preferred Stock of the Corporation is hereby designated as "Adjustable Rate Cumulative Exchangeable Preferred Stock" (hereinafter called "Exchangeable Preferred Stock") consisting of 5,000,000 shares. Shares of the Exchangeable Preferred Stock shall rank prior to the Corporation's common stock, par value \$.01 per share ("Common Stock"), with respect to the payment of dividends and upon liquidation. Unless specifically designated as junior to the Exchangeable Preferred Stock with respect to the payment of dividends or upon liquidation, all other series of Preferred Stock and other classes of preferred stock of the Corporation shall rank on a parity with the Exchangeable Preferred Stock with respect thereto.

2. Dividends.

(a) Dividend rates on the shares of the Exchangeable Preferred Stock series shall be: (i) for the period (the "Initial Dividend Period") from the date of their original issue to and including February 14, 1987, at a rate per annum of 15-1/4%, and (ii) for each quarterly dividend period thereafter (hereinafter referred to as a "Quarterly Dividend Period"; and the Initial Dividend Period or any Quarterly Dividend Period being hereinafter individually referred to as a "Dividend Period" and collectively referred to as "Dividend Periods"), which Quarterly Dividend Periods shall commence on February 15, May 15, August 15 and November 15 in each year and shall end on and include the day next preceding the first day of the next Quarterly Dividend Period, at a rate equal to the Applicable Rate (as defined below) in respect of such Quarterly Dividend Period. Such dividends shall be payable in cash, shall be cumulative from the date of original issue of such shares and shall be payable, if, when and as declared by the Board of Directors, on February 15, May 15, August 15 and November 15 of each year, commencing February 15, 1987. Each such dividend shall be paid to the holders of record of shares of the Exchangeable Preferred Stock as they appear on the stock register of the Corporation on such record date, not exceeding 30 days nor less than 10 days preceding the payment date thereof, as shall be fixed by the Board of Directors of the Corporation or a duly authorized committee thereof. In lieu of payment of dividends on the Exchangeable Preferred Stock in cash, the Corporation, at its sole option, may elect to pay all or any portion of the accrued and unpaid dividends through the issuance

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of additional shares of Exchangeable Preferred Stock as provided in the next paragraph and the issuance of such additional shares shall constitute full payment of the dividend; provided, however, that if the Corporation shall fail to pay a dividend payment in cash, then the Corporation shall make such dividend payment in additional shares of Exchangeable Preferred Stock to the extent permitted by applicable law, regardless of the terms of any other securities of the Corporation or any contract or other agreement to which it may be a party. For each \$100.00 of such accrued and unpaid dividends not paid in cash, the Corporation shall issue \$100.00 liquidation preference ("Liquidation Preference") of Exchangeable Preferred Stock in respect of such dividend payment. In the event that the Corporation does not make such dividend payment in additional shares of Exchangeable Preferred Stock as aforesaid, such shares shall be deemed to have been issued for purposes of determining the rights and preferences of the holders of the Exchangeable Preferred Stock hereunder, including without limitation their right to receive dividends on such additional shares. Fractional shares of Exchangeable Preferred Stock will be issued to the extent necessary to make such dividend payments.

The Corporation may, at its option and in its sole discretion, in lieu of payment of dividends in cash on the Exchangeable Preferred Stock, by giving written notice to the holders of the Exchangeable Preferred Stock (the "Holders") and the transfer agent, as duly appointed by the Corporation (hereinafter referred to as the "Transfer Agent") of such election not less than 5 nor more than 45 days prior to the record date of a dividend payment, require the Transfer Agent (upon written order of the Corporation signed by one Officer, given not less than 5 nor more than 45 days prior to the dividend payment date, on each dividend payment date as to which the Corporation has elected to not make dividend payments in cash) to issue certificates for additional shares of Exchangeable Preferred Stock representing the number of such shares of Exchangeable Preferred Stock to be issued in respect of such dividend payment. Each issuance of additional shares of Exchangeable Preferred Stock shall be made pro rata with respect to the outstanding shares of Exchangeable Preferred Stock. Any additional shares of Exchangeable Preferred Stock issued pursuant to this paragraph shall be governed by this certificate and shall be subject in all respects except the issuance date to the same terms as the shares of Exchangeable Preferred Stock originally issued hereunder.

Except as provided below, the "Applicable Rate" shall be equal to the sum of (i) the Applicable Treasury Rate and (ii) the Applicable Increment; provided that in no event shall

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the Applicable Rate be less than 11-1/4% per annum or greater than 19-1/4% per annum for each such Quarterly Dividend Period. The Applicable Treasury Rate for each such Quarterly Dividend Period shall be the highest of the Ten Year Treasury Rate, the Thirty Year Treasury Rate and the Three Month Treasury Rate (each as hereinafter defined). Prior to November 15, 1989, the Applicable Increment shall be 7-3/4% and thereafter shall be 7-1/4%.

In the event that the Corporation determines in good faith that for any reason

(i) any one of the Ten Year Treasury Rate, the Thirty Year Treasury Rate and the Three Month Treasury Rate cannot be determined for any Quarterly Dividend Period, then the Applicable Treasury Rate for such Dividend Period shall be the higher of whichever two of such rates can be so determined;

(ii) only one of the Ten Year Treasury Rate, the Thirty Year Treasury Rate and the Three Month Treasury Rate can be determined for any Quarterly Dividend Period, then the Applicable Treasury Rate for such Dividend Period shall be the rate that can be so determined; or

(iii) none of the Ten Year Treasury Rate, the Thirty Year Treasury Rate and the Three Month Treasury Rate can be determined for any Quarterly Dividend Period, then the Applicable Treasury Rate in effect for the preceding Dividend Period shall be continued for such Dividend Period.

"Treasury Rate" means the arithmetic average (rounded to the nearest .01%) of the weekly average per annum yield to maturity values adjusted to constant maturities of a specified term (the "Constant Maturities Period") for the three calendar weeks ending on the last Friday that is more than 15 Business Days prior to the first day of a Quarterly Dividend Period (the "Rate Determination Period"), as read from the yield curves of the most actively traded marketable United States Treasury fixed interest rate securities (x) constructed daily by the United States Treasury Department (i) as published by the Federal Reserve Board in its Statistical Release H.15 (519), "Selected Interest Rates," which weekly average yield to maturity values presently are set forth in such statistical release under the caption "U.S. Government Securities -- Treasury Constant Maturities," or (ii) if said Statistical Release H.15

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(519) is not then published, as published by the Federal Reserve Board in any release comparable to its Statistical Release H.15 (519), or (iii) if the Federal Reserve Board shall not be publishing a comparable release, as published in any official publication or release of any other United States Government department or agency, or (y) if the United States Treasury Department shall not then be constructing such yield curves, as constructed by the Federal Reserve Board or any other United States Government department or agency and published as set forth in (x) above. However, if a Treasury Rate cannot be determined as provided above, then such Treasury Rate shall mean the arithmetic average (rounded to the nearest .01%) of the per annum yields to maturity for each Business Day during the Rate Determination Period of all of the issues of actively traded marketable United States Treasury fixed interest rate securities with a maturity of not less than three months shorter than the Constant Maturities Period nor more than three months longer than the Constant Maturities Period from such Business Day (excluding all such securities which can be surrendered at the option of the holder at face value in payment of any federal estate tax, which provide tax benefits to the holder or which were issued at substantial discount) (1) as published in The Wall Street Journal, or (2) if The Wall Street Journal shall cease such publication, based on average asked prices (or yields) as quoted by each of three United States Government securities dealers of recognized national standing selected by the Corporation.

"Three Month Treasury Rate" for each Quarterly Dividend Period shall be the result of the following calculation regarding the Three Month Discount Rate for such Quarterly Dividend Period, rounded to the nearest .01%:

$$\frac{\text{Three Month Discount Rate (\%)} \times 365}{360 - (91 \times .01 \times \text{Three Month Discount Rate (\%)})}$$

"Three Month Discount Rate" means, with respect to any Quarterly Dividend Period, the arithmetic average of the weekly average per annum secondary market discount rates for three month United States Treasury obligations for the three calendar weeks constituting the Rate Determination Period with respect to such Quarterly Dividend Period (x) as published by the Federal Reserve Board (i) in its Statistical Release H.15 (519), "Selected Interest Rates", which weekly per annum secondary market discount rates presently are set forth in such Statistical Release under the caption "U.S. Government, Securities--Treasury Bills--Secondary Market-3 Month," or (ii) if said Statistical Release H.15 (519) is not then published, in any release comparable to Statistical Release H.15

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(519) or (y) if the Federal Reserve Board shall not then be publishing a comparable release, as published in any official publication or release of any other United States Government department or agency. However, if the Three Month Discount Rate cannot be determined as provided above, then the Three Month Discount Rate shall mean the arithmetic average of the average per annum secondary market discount rates, based on the asked prices for each Business Day during the Rate Determination Period of all of the issues of non-interest bearing United States Treasury obligations with a maturity of not less than 80 nor more than 100 days from such Business Day (1) as published in The Wall Street Journal, or (2) if The Wall Street Journal shall cease such publication, based on average asked prices as quoted by each of three United States Government securities dealers of recognized national standing selected by the Corporation.

"Ten Year Treasury Rate" means the Treasury Rate with a Constant Maturities Period equal to ten years.

"Thirty Year Treasury Rate" means the Treasury Rate with a Constant Maturities Period equal to thirty years.

The Applicable Rate with respect to each Quarterly Dividend Period will be calculated as promptly as practicable by the Corporation according to the appropriate method described herein. The mathematical accuracy of each such calculation will be confirmed in writing by the transfer agent for the Exchangeable Preferred Stock (which shall not be the Corporation). The Corporation will cause each Applicable Rate to be published in a newspaper of general circulation in New York City prior to the commencement of the new Quarterly Dividend Period to which it applies and will cause notice of such Applicable Rate to be enclosed with the dividend payment checks or certificates representing the issuance of additional shares of Exchangeable Preferred Stock next mailed to the holders of shares of the Exchangeable Preferred Stock. The amount of any dividends "accrued" on any share of the Exchangeable Preferred Stock at any dividend date shall be deemed to be the amount of any unpaid dividends accumulated thereon to and including such dividend date, whether or not earned or declared, and the amount of dividends "accrued" on any share of the Exchangeable Preferred Stock at any date other than a dividend date shall be calculated as the amount of any unpaid dividends accumulated to and including the last preceding dividend date, whether or not earned or declared, plus an amount determined by multiplying the Applicable Rate for the current Quarterly Dividend Period by a fraction the numerator of which shall be the number of days from the last preceding dividend date to and including the

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date on which such calculation is made and the denominator of which shall be the full number of days in such Quarterly Dividend Period.

(b) Priority as to Dividends. No dividends (other than dividends payable in Common Stock or in another stock ranking junior to the Exchangeable Preferred Stock as to dividends and liquidation rights) shall be declared or paid or set apart for payment on the Preferred Stock of any series, or stock of any other class, ranking, as to dividends, junior to the Exchangeable Preferred Stock for any period unless (i) full cumulative dividends have been or contemporaneously are declared and paid (or declared and a sum sufficient for the payment thereof set apart for such payment) on the Exchangeable Preferred Stock for all dividend payment periods terminating on or prior to the date of payment of such dividends and (ii) the most recent dividend payment on the Exchangeable Preferred Stock has been paid in cash. When all cumulative dividends are not paid in full upon the Exchangeable Preferred Stock and any other preferred stock ranking on a parity as to dividends with the Exchangeable Preferred Stock, all dividends declared upon shares of Exchangeable Preferred Stock and any other preferred stock ranking on a parity as to dividends shall be declared pro rata so that in all cases the amount of dividends declared per share on the Exchangeable Preferred Stock and such other preferred stock shall bear to each other the same ratio that accrued dividends per share on the shares of Exchangeable Preferred Stock and such other preferred stock bear to each other. Except as provided in the preceding sentence, unless full cumulative dividends on the Exchangeable Preferred Stock have been paid or declared and set aside for payment and the most recent dividend payment thereon has been paid in cash, no dividends (other than in Common Stock or in another stock ranking junior to the Exchangeable Preferred Stock as to dividends and liquidation rights) shall be declared or paid or set aside for payment or other distribution made upon the Common Stock of the Corporation or on any other stock of the Corporation ranking junior to or on a parity with the Exchangeable Preferred Stock as to dividends or liquidation rights.

(c) Restriction on Redemption. The Corporation shall not, directly or indirectly, redeem or purchase or otherwise acquire for value shares of Common Stock or any other class of stock or series thereof ranking junior to or on a parity with the Exchangeable Preferred Stock as to dividends or upon liquidation (other than redemptions pursuant to employee stock subscription agreements between the Corporation and certain of its officers and key employees) unless, at the time of making such redemption, purchase or other acquisition, (i) the

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Corporation shall not be in default with respect to any dividends payable on, or any obligation to redeem or retire, shares of Exchangeable Preferred Stock, and (ii) the most recent dividend payment of the Exchangeable Preferred Stock has been paid in cash, provided, however, that the conversion of preferred stock into Common Stock pursuant to the terms of such preferred stock shall not be deemed to constitute a redemption, purchase or other acquisition for value of such shares of preferred stock.

(d) Declaration Prior to Redemption or Liquidation. Immediately prior to authorizing or making any distribution in redemption or liquidation or purchase pursuant to Section 4 with respect to the Exchangeable Preferred Stock, or acceptance of Exchangeable Preferred Stock as payment of the exercise price of any Warrants of the Corporation, the Board of Directors shall, to the extent of any funds legally available therefor, declare a dividend on the Exchangeable Preferred Stock payable on the distribution date in an amount equal to any accrued and unpaid dividends on the Exchangeable Preferred Stock as of such date.

3. Redemption.

(a) Optional Redemption. Prior to November 15, 1989, the shares of Exchangeable Preferred Stock may be redeemed, in whole or in part, at the election of the Corporation by resolution of its Board of Directors, on notice as set forth in Section 3(c) below, at a redemption price of \$102 per share, plus accrued and unpaid dividends to the redemption date. The Exchangeable Preferred Stock is not redeemable from November 15, 1989 to and including November 14, 1992. On and after November 15, 1992, the Exchangeable Preferred Stock may be redeemed, in whole or in part, at the election of the Corporation by resolution of its Board of Directors, on notice as set forth in Section 3(c) below, at the following redemption prices (expressed in per share amounts), plus in each case accrued and unpaid dividends to the date fixed for redemption:

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<u>If Redeemed During</u> <u>12-Month Period Beginning November 15,</u>	<u>Per Share</u> <u>Redemption Price</u>
1992.....	\$106.10
1993.....	104.58
1994.....	103.05
1995.....	101.53
1996 and thereafter.....	100.00

On and after the redemption date, dividends will cease to accumulate on shares of Exchangeable Preferred Stock called for redemption.

In the event that at any time less than all of the Exchangeable Preferred Stock outstanding is to be redeemed, the shares to be redeemed will be selected pro rata or by lot. No such partial redemption may be effected if, after giving effect thereto, there would be less than 50,000 shares of Preferred Stock outstanding.

(b) Mandatory Redemption. On November 15, 2007 the Corporation shall redeem all remaining outstanding shares of Exchangeable Preferred Stock at a redemption price of \$100 per share plus accrued and unpaid dividends to such date.

(c) Notice of Redemption. Notice of any redemption, specifying the date fixed for said redemption and the place where the amount to be paid upon redemption is payable, shall be mailed, postage prepaid, at least 30 days but not more than 60 days prior to said redemption date to each holder of record of the Exchangeable Preferred Stock to be redeemed at his address as the same shall appear on the books of the Corporation. If less than all the shares of the Exchangeable Preferred Stock owned by such holder are then to be redeemed, the notice shall specify the number of shares thereof which are to be redeemed and the numbers of the certificates representing such shares. If such notice of redemption shall have been so mailed, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside by the Corporation separate and apart from its other funds, in trust for the account of the holders of the shares so to be redeemed, so as to be and continue to be available therefor, then, on and after said redemption date, notwithstanding that any certificate for shares of the Exchangeable Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby so called for redemption shall be deemed to be no longer outstanding, the right to receive dividends thereon shall cease to accrue, and

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all rights with respect to such shares of the Exchangeable Preferred Stock so called for redemption shall forthwith cease and terminate, except only the right of the holders thereof to receive out of the funds so set aside in trust the amount payable on redemption thereof, but without interest. However, if such notice of redemption shall have been so mailed, and if prior to the date of redemption specified in such notice all said funds necessary for such redemption shall have been irrevocably deposited in trust, for the account of the holders of the shares of the Exchangeable Preferred Stock to be redeemed (and so as to be and continue to be available therefor), with a bank or trust company named in such notice doing business in the Borough of Manhattan in the city of New York and having capital surplus and undivided profits of at least \$50,000,000, thereupon and without awaiting the redemption date, all shares of the Exchangeable Preferred Stock with respect to which such notice shall have been so mailed and such deposit shall have been so made, shall be deemed to be no longer outstanding and all rights with respect to such shares of the Exchangeable Preferred Stock shall forthwith upon such deposit in trust cease and terminate, except only the right of the holders thereof on or after the redemption date to receive from such deposit the amount payable upon the redemption, but without interest. In case the holders of shares of the Exchangeable Preferred Stock which shall have been called for redemption shall not within two years (or any longer period if required by law) after the redemption date claim any amount so deposited in trust for the redemption of such shares, such bank or trust company shall, upon demand and if permitted by applicable law, pay over to the Corporation any such unclaimed amount so deposited with it, and shall thereupon be relieved of all responsibility in respect thereof, and thereafter the holders of such shares shall, subject to applicable escheat laws, look only to the Corporation for payment of the redemption price thereof, but without interest.

(d) Shares of Exchangeable Preferred Stock redeemed, purchased or otherwise acquired for value by the Corporation, including by exchange in accordance with Section 6 hereof, shall, after such acquisition, have the status of authorized and unissued shares of Preferred Stock and may be reissued by the Corporation at any time as shares of any series of Preferred Stock other than as shares of Exchangeable Preferred Stock.

4. Change of Control.

(a) In the event that Kohlberg Kravis Roberts & Co. ("KKR") and its affiliates, considered as one entity, cease

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(i) to be the largest single stockholder or (ii) to own at least 30% of the voting stock of the Corporation (a "Change of Control"), the Corporation shall offer to acquire, within 30 days of the occurrence of the Change of Control, all of the then outstanding shares of Exchangeable Preferred Stock at a price of \$100 per share, plus accrued and unpaid dividends to the date fixed for acquisition. As used herein "affiliate" as applied to any person, means any other person directly or indirectly controlling, controlled by, or under common control with, that person; "control" as applied to any person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that person, whether through ownership of voting securities, by contract or otherwise.

(b) Upon the occurrence of the Change in Control, the Corporation shall purchase all shares of Exchangeable Preferred Stock tendered pursuant to a tender offer by the Corporation for all outstanding shares of the Exchangeable Preferred Stock (the "Offer") at a tender price equal to 100% of their Liquidation Preference, plus accrued and unpaid dividends to and including the date specified for the purchase of all shares of Exchangeable Preferred Stock (the "Purchase Date") tendered pursuant to the Offer.

At the time the Corporation makes the Offer, the Corporation shall deliver to the Transfer Agent, and send, by first class mail to each Holder at his last address as it appears upon the stock transfer books maintained by the Transfer Agent, a written notice stating that the Holder may elect to have his shares of Exchangeable Preferred Stock purchased by the Corporation, either in whole or in part, plus accrued and unpaid dividends on such purchased shares to the Purchase Date. The notice shall specify a Purchase Date which is 20 business days after the date of such notice and shall contain all instructions and materials necessary to enable such Holders to tender shares of Exchangeable Preferred Stock pursuant to the Offer, together with the information contained in the second following paragraph. Not later than the date upon which written notice of an Offer is delivered to the Transfer Agent, the Corporation shall deliver to the Transfer Agent an Officers' Certificate as to the amount of accrued and unpaid dividends to the Purchase Date.

If the Corporation designates a depository or a Paying Agent to receive tendered shares of Exchangeable Preferred Stock on its behalf in the Offer, the Corporation shall deposit with such depository or Paying Agent, no later than the Purchase Date, funds sufficient to pay for the shares of

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Exchangeable Preferred Stock to be purchased in the Offer. The depository, the Paying Agent or the Corporation, as the case may be, shall, within five business days following the Purchase Date, mail or deliver payment to each tendering Holder an amount equal to the Liquidation Preference, plus accrued and unpaid dividends to the Purchase Date, of the shares of Exchangeable Preferred Stock tendered by such Holder. Upon the expiration of the period for which the Offer remains open, the depository, the Paying Agent or the Corporation, as the case may be, shall deliver to the Transfer Agent the shares of Exchangeable Preferred Stock or portions thereof which have been properly tendered to and accepted by the Corporation. The Transfer Agent shall deliver to Holders whose shares of Exchangeable Preferred Stock have been purchased only in part new certificates representing the unpurchased portion of the shares of Exchangeable Preferred Stock surrendered.

Holders electing to have shares of Exchangeable Preferred Stock purchased will be required to surrender the shares of Exchangeable Preferred Stock, with an appropriate letter of transmittal duly completed, to the Corporation, a depository, if appointed by the Corporation, or a Paying Agent at the address specified in the notice at least three business days prior to the Purchase Date. Holders will be entitled to withdraw their election if the Corporation, the depository or Paying Agent, as the case may be, receives, not later than two business days prior to the Purchase Date a telegram, telex, facsimile transmission or letter setting forth the name of the Holder, the number of the shares of Exchangeable Preferred Stock which were delivered for purchase by the Holder and a statement that such Holder is withdrawing his election to have such shares of Exchangeable Preferred Stock purchased.

5. Voting Rights.

(a) No General Voting Rights. Except as provided below, the Holders are not entitled to vote. On such matters set forth below, upon which Holders are entitled to vote, each Holder shall have one vote per share.

(b) Voting Rights Upon Arrears.

(i) Right to Elect Directors. If at any time the equivalent of six or more full quarterly dividends (whether or not consecutive) payable on the Exchangeable Preferred Stock shall be in arrears, then the number of directors constituting the Board of Directors of the Corporation, without further action, shall be increased by one and the

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HOLDERS shall have the exclusive right, voting separately as a class, to elect a director to fill such newly created directorship, the remaining directors continuing to be elected by the other class or classes of stock entitled to vote therefor, at each meeting of stockholders held for the purpose of electing directors. This right shall remain vested until all dividends in arrears on the Exchangeable Preferred Stock have been paid or declared and a sum sufficient therefor set apart for payment at which time (i) the right shall terminate (subject to revesting), (ii) the term of the director then in office elected in accordance with this subparagraph (b) shall terminate, and (iii) the number of directors constituting the Board of Directors of the Corporation shall be reduced by one.

(ii) Special Meeting. Whenever such right shall have vested, such right may be exercised initially by the vote of the holders of a majority of the shares of Exchangeable Preferred Stock present and voting, in person or by proxy, at a special meeting of holders of the Exchangeable Preferred Stock or at the next annual meeting of stockholders, or by written consent of the holders of record of a majority of the outstanding shares of Exchangeable Preferred Stock without a meeting pursuant to Section 228 of the Delaware General Corporation Law. Unless such action shall have been taken by written consent as aforesaid, a special meeting for the exercise of such right shall be called by the Secretary of the Corporation as promptly as possible, and in any event within 10 days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the Exchangeable Preferred Stock, subject to any applicable notice requirements imposed by law or by any stock exchange upon which the shares of Exchangeable Preferred Stock shall then be listed. Notwithstanding the provisions of this paragraph, no such special meeting shall be held during the 30-day period preceding the date fixed for the annual meeting of stockholders.

(iii) Term of Office of Directors. Any director who shall have been elected by holders of the Exchangeable Preferred Stock entitled to vote in

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accordance with this subparagraph (b) shall hold office for a term expiring (subject to the earlier payment, or declaration and setting aside a sum sufficient for payment, of all dividends in arrears on the Exchangeable Preferred Stock) at the next annual meeting of stockholders and during such term may be removed at any time, either for or without cause, by, and only by, the affirmative vote of the holders of record of a majority of the shares of the Exchangeable Preferred Stock present and voting, in person or by proxy, at a special meeting of such stockholders called for such purpose, or by written consent without a meeting of the holders of record of a majority of the outstanding shares of Exchangeable Preferred Stock, and any vacancy created by such removal may also be filled at such meeting or by such written consent. A meeting for the removal of a director elected by the holders of the Exchangeable Preferred Stock and the filling of the vacancy created thereby shall be called by the Secretary of the Corporation as promptly as possible and in any event within 10 days after receipt of a request therefor signed by the holders of not less than 25% of the outstanding shares of the Exchangeable Preferred Stock, subject to any applicable notice requirements imposed by law or any exchange upon which such shares of Exchangeable Preferred Stock shall then be listed. Such meeting shall be held at the earliest practicable date thereafter.

(iv) Vacancies. Any vacancy caused by the death or resignation of a director who shall have been elected in accordance with this subparagraph (b) shall be filled by a vote of holders of a majority of the shares of the Exchangeable Preferred Stock present and voting, in person or by proxy, at a meeting called for such purpose, or by written consent without a meeting of the holders of record of a majority of the outstanding shares of Exchangeable Preferred Stock. Unless such vacancy shall have been filled by written consent as aforesaid, such meeting shall be called by the Secretary of the Corporation at the earliest practicable date after such death or resignation, and in any event within 10 days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of the

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Exchangeable Preferred Stock. Notwithstanding the provisions of this paragraph, no such special meeting shall be held during the 30-day period preceding the date fixed for the annual meeting of stockholders.

(v) Stockholders Right to Call Meeting. If any meeting of the holders of the Exchangeable Preferred Stock required by this subparagraph (b) to be called shall not have been called within 10 days after personal service of a written request therefor upon the Secretary of the Corporation or within 15 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Corporation at its principal office, subject to any applicable notice requirements imposed by law or any stock exchange upon which the shares of Exchangeable Preferred Stock shall then be listed, then the holders of record of at least 10% of the outstanding shares of the Exchangeable Preferred Stock may designate in writing one of their number to call such meeting at the expense of the Corporation, and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders or such shorter notice (but in no event shorter than permitted by law or any stock exchange upon which the shares of Exchangeable Preferred Stock shall then be listed) as may be acceptable to the holders of a majority of the total number of shares of the Exchangeable Preferred Stock. Any holder of Exchangeable Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing such meeting to be called pursuant to these provisions.

(vi) Quorum. At any meeting of the holders of the Exchangeable Preferred Stock called in accordance with the provisions of this subparagraph (b) for the election or removal of directors, the presence in person or by proxy of the holders of a majority of the total number of shares of the Exchangeable Preferred Stock shall be required to constitute a quorum; in the absence of a quorum, a majority of the holders present in person or by proxy shall have power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present.

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(c) Voting Rights on Extraordinary Matters. So long as any shares of Exchangeable Preferred Stock shall be outstanding and unless the consent or approval of a greater number of shares shall then be required by law, without first obtaining the approval of the holders of at least a majority of the number of shares of the Exchangeable Preferred Stock at the time outstanding, given in person or by proxy either by written consent or at a meeting at which the holders of such shares shall be entitled to vote separately as a class, the Corporation shall not (i) amend, alter or repeal any of the provisions of the Certificate of Incorporation or By-Laws of the Corporation or of any certificate amendatory thereof or supplemental thereto so as to affect adversely any of the preferences, rights, powers or privileges of the Exchangeable Preferred Stock or the holders thereof; (ii) create any other class of capital stock having a priority over the Exchangeable Preferred Stock with respect to liquidation or dividends; or (iii) be a party to any transaction involving a merger, consolidation or sale of all or substantially all of the Corporation's assets in which the shares of Exchangeable Preferred Stock either remain outstanding or are converted into the right to receive equity securities of the surviving, resulting or acquiring corporation (meaning the corporation whose securities are delivered in exchange for assets or securities of the Corporation) unless (A) such corporation shall have, after such merger, consolidation or sale, no equity securities either authorized or outstanding (except such stock of the Corporation as may have been authorized or outstanding immediately preceding such merger or consolidation or such stock of the surviving, resulting or acquiring corporation as may be issued in exchange therefor and approved by at least a majority of the Holders as aforesaid) ranking prior, as to dividends or in liquidation, to the Exchangeable Preferred Stock or to the stock of the surviving, resulting or acquiring corporation issued in exchange therefor and (B) after such merger, consolidation or sale, effective provision is made in the certificate of incorporation of the surviving, resulting or acquiring corporation for the issuance, in place of and in exchange for the Exchangeable Preferred Stock, of securities of such surviving, resulting or acquiring corporation with the same powers, preferences and special rights with respect to such corporation as are contained in this Certificate of Designations.

6. Exchange.

(a) Requirements of Exchange. The shares of Exchangeable Preferred Stock are exchangeable in whole, and not in part, for the Corporation's Variable Rate Junior Subordinated Debentures due 2007 (the "Exchange Debentures") to be

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issued pursuant to an indenture (the "Indenture") between the Corporation and Security Pacific National Bank (the "Trustee") substantially in the form of Exhibit 4.6 to the Corporation's Registration Statement on Form S-1 (Registration No. 33-9047), as amended, declared effective by the Securities and Exchange Commission on November 20, 1986; provided that on the date of exchange (i) there shall be no dividend arrearage on the Exchangeable Preferred Stock and (ii) no event of default under the Indenture shall have occurred and be continuing. Holders of outstanding shares of Exchangeable Preferred Stock will be entitled to receive Exchange Debentures in exchange for shares of Exchangeable Preferred Stock at the rate of \$100 principal amount of Exchange Debentures for each outstanding share of Exchangeable Preferred Stock held by such Holders at the time of exchange. Such Holders may receive Exchange Debentures in amounts less than \$100 as may be necessary due to the issuance of fractional shares of Exchangeable Preferred Stock in accordance with the provisions of Section 2(a) hereof.

(b) Notice of Exchange. The Corporation will mail to each holder of record of the shares of Exchangeable Preferred Stock written notice of its intention to exchange not less than 30 nor more than 60 days prior to the date fixed for the exchange (the "Exchange Date"). Each such notice shall state: (i) the Exchange Date, (ii) the place or places where certificates for such shares of Exchangeable Preferred Stock are to be surrendered for exchange into Exchange Debentures and (iii) that dividends on the shares of Exchangeable Preferred Stock to be exchanged will cease to accrue on such Exchange Date. Prior to giving notice of intention to exchange, the Corporation shall execute and deliver with the Trustee, the Indenture in substantially the form filed as an exhibit to the Registration Statement referred to above with such changes, as would not adversely affect any of the preferences, rights, powers or privileges of any Holders, as may be required by law or usage, except that prior to the execution of the Indenture (i) the affirmative vote or consent of the Holders of at least a majority of the Exchangeable Preferred Stock shall be required to approve any amendment or supplement that would have required the written consent of the Holders of at least a majority in the principal amount of the Exchange Debentures pursuant to Section 10.02 of the form of Indenture; and (ii) the affirmative vote or consent of each of the Holders of Exchangeable Preferred Stock shall be required to effect any amendment or supplement of any provision in the form of Indenture having the effects described in Section 10.02(a), (b), (d), (e), (f) and (g) of the form of Indenture. The Corporation will cause the Exchange Debentures to be authenticated on the date on which the exchange is effective, and the

Corporation will pay interest on the Exchange Debentures at the rate and on the dates specified in such Indenture from the Exchange Date.

(c) If notice has been mailed as aforesaid, from and after the Exchange Date (unless default shall be made by the Corporation in issuing Exchange Debentures in exchange for, or in making the final dividend payment on, the outstanding shares of Exchangeable Preferred Stock on the Exchange Date), dividends on the shares of Exchangeable Preferred Stock shall cease to accrue, and said shares shall no longer be deemed to be issued and outstanding, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive from the Corporation the Exchange Debentures) shall cease and terminate. Upon surrender in accordance with said notice of the certificates for any shares of Exchangeable Preferred Stock so exchanged (properly endorsed or assigned for transfer, if the notice shall so state), such shares shall be exchanged by the Corporation into Exchange Debentures as aforesaid.

7. Liquidation Preference; Priority. (a) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of the Exchangeable Preferred Stock shall be entitled to receive, out of the assets of the Corporation, whether such assets are capital or surplus and whether or not any dividends as such are declared, \$100 per share (or, in the case of a voluntary liquidation, dissolution or winding up, the then applicable redemption price per share for the Preferred Stock pursuant to Section 3(a) (which price shall be deemed to be \$102.00 during the period from November 15, 1989 to and including November 14, 1992)) plus an amount equal to all accrued and unpaid dividends thereon to the date fixed for distribution, and no more, before any distribution shall be made to the holders of the Common Stock or any other class of stock or series thereof ranking junior to the Exchangeable Preferred Stock with respect to the distribution of assets.

(b) Nothing herein contained shall be deemed to prevent redemption of shares of the Exchangeable Preferred Stock by the Corporation in the manner provided in Section 3. Any of the merger, consolidation or sale of all or substantially all of the Corporation's assets authorized in the manner provided and in accordance with the provisions of Section 5(c) hereof, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 6.

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(c) Written notice of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, stating a payment date and the place where the distributable amounts shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the holders of record of the Exchangeable Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation.

(d) No payment on account of such liquidation, dissolution or winding up of the affairs of the Corporation shall be made to the holders of any class or series of stock ranking on a parity with the Exchangeable Preferred Stock in respect of the distribution of assets, unless there shall likewise be paid at the same time to the holders of the Exchangeable Preferred Stock like proportionate distributive amounts, ratably, in proportion to the full distributive amounts to which they and the holders of such parity stock are respectively entitled with respect to such preferential distribution.

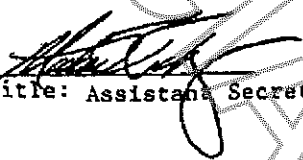
8. Reports to Stockholders. The Corporation intends to distribute copies of its annual reports and quarterly reports as filed with the Commission to the Holders of Exchangeable Preferred Stock. So long as the Corporation's obligations to file annual or quarterly reports with the Commission are suspended or terminated, the Corporation will, upon request, mail to each such holder, at such holder's address as appearing on the register with respect to such Exchangeable Preferred Stock, audited annual financial statements prepared in accordance with generally accepted accounting principles and unaudited condensed quarterly financial statements. Such financial statements shall be accompanied by management's discussion and analysis of the results of operations and financial condition of the Corporation for the period reported upon in substantially the form required under the rules and regulations of the Commission currently in effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed in its name and on its behalf and attested on this 20TH day of November by duly authorized officers of the Corporation.

SAFEWAY STORES HOLDINGS CORPORATION

By: 
Title: Vice President

ATTEST:

By: 
Title: Assistant Secretary

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8:31 AM
NOV 26 1986

CERTIFICATE OF OWNERSHIP AND MERGER
OF
SAFEWAY STORES HOLDINGS CORPORATION


SECRETARY OF STATE

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

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Certificate of Ownership of the SAFEWAY STORES HOLDING CORPORATION

a corporation organized and existing under the laws of the State of Delaware

merging SAFEWAY STORES, INCORPORATED

a corporation organized and existing under the laws of the State of Maryland

pursuant to Section 253 of the General Corporation Law of the State of Delaware,

as received and filed in this office the twenty-sixth day of November

A.D. 1986, at 8:31 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall
be governed by the laws of the State of Delaware

And I do hereby further certify that the said "SAFEWAY STORES HOLDINGS CORPORATION",
has relinquished its corporate title and assumed in place thereof "SAFEWAY STORES, INCORPORATED"

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JUL 25 1988

CERTIFICATE OF OWNERSHIP AND MERGER OF

SAFEWAY STORES, INCORPORATED

[Signature]
Secretary of State

SAFEWAY STORES, INCORPORATED, 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 Brentway, Inc., a Delaware corporation.

SECOND: That the Board of Directors of said corporation determined to merge into itself its wholly-owned subsidiary, Brentway, Inc., pursuant to Section 253 of the Delaware General Corporation Law and adopted the following resolutions as of April 20, 1988:

WHEREAS, This corporation owns all of the issued and outstanding shares of capital stock of Brentway, Inc., a Delaware corporation; and

WHEREAS, This Board of Directors deems it advisable and in the best interests of this corporation that this corporation merge into itself Brentway, Inc.;

RESOLVED: That this corporation merge Brentway, Inc., its wholly-owned subsidiary corporation into itself pursuant to Section 253 of the Delaware General Corporation Law.

IT WITNESS WHEREOF, SAFEWAY STORES, INCORPORATED has caused this certificate to be signed by Harvey K. Naito, its Vice President, and Kathleen L. Nemeth, its Assistant Secretary, this 15th day of April, 1988.

SAFEWAY STORES, INCORPORATED

By: *Harvey K. Naito*
Vice President

ATTEST:

Kathleen L. Nemeth
Assistant Secretary

Certificate of Ownership of the SAFEWAY STORES, INCORPORATED

a corporation organized and existing under the laws of the State of Delaware

merging BRENTWAY, INC.

a corporation organized and existing under the laws of the State of Delaware

pursuant to Section 253 of the General Corporation Law of the State of Delaware,

as received and filed in this office the twenty-fifth day of July

A.D. 1988 at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware

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RESTATED CERTIFICATE OF INCORPORATION
OF
SAFEWAY STORES, INCORPORATED

FILED
9 Am
FEB 28 1990

Robert G. Fisher
SECRETARY OF STATE

Safeway Stores, Incorporated, a corporation existing under the laws of the State of Delaware, which was originally incorporated under the name SSI Holdings Corporation on July 23, 1986 (the "Corporation"), does hereby certify:

FIRST: That the Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

ARTICLE I

The name of the Corporation is Safeway Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, in the City of Dover, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Three Hundred Ten Million (310,000,000) consisting of Three Hundred Million (300,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and Ten Million (10,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock"). The designation, powers, preferences and relative, participating, optional or other special rights, including voting rights, and qualifications, limitations or restrictions of the Preferred Stock shall be established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors consisting of not less than 6 directors nor more than 12 directors, the exact number of directors to be determined from time to time by resolution adopted by the Board of Directors. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The term of the initial Class I directors shall terminate on the date of the 1991 annual meeting of stockholders; the term of the initial Class II directors shall terminate on the date of the 1992 annual meeting of stockholders; and the term of the initial Class III directors shall terminate on the date of the 1993 annual meeting of stockholders. At each annual meeting of stockholders beginning in 1991, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class,

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but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors, howsoever resulting, may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy shall hold office for a term that shall coincide with the term of the class to which such director shall have been elected.

ARTICLE VI

Any or all of the directors of the Corporation may be removed from office at any time, either with or without cause, by the affirmative vote of stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding, and entitled to vote.

ARTICLE VII

Elections of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.

ARTICLE VIII

Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors, the Chairman of the Board of Directors, the President or the stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding, and entitled to vote.

ARTICLE IX

The officers of the Corporation shall be chosen in such a manner, shall hold their offices for such terms and shall carry out such duties as are determined by the Board of Directors, subject to the right of the Board of Directors to remove any officer or officers at any time with or without cause.

ARTICLE X

A. The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the

fact that he, his testator or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors or officers may be entitled by law. No amendment or repeal of this Section A of Article X shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

B. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Section B of this Article X shall apply to or have any effect on the liability or alleged liability of any director of the

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Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

C. In furtherance and not in limitation of the powers conferred by statute:

(i) the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of law; and

(ii) the Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as

may become necessary to effect indemnification as provided therein, or elsewhere.

ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, alter, amend or rescind the Bylaws of the Corporation. In addition, the Bylaws of the Corporation may be adopted, repealed, altered, amended, or rescinded by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote thereon.

ARTICLE XII

The Corporation reserves the right to repeal, alter amend, or rescind any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

SECOND: That this Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Safeway Stores, Incorporated
has caused its corporate seal to be hereunto affixed and this
Restated Certificate of Incorporation to be signed by Peter
A. Magowan, its President, and attested by Bernat Rosner, its
Secretary, this 22nd day of February, 1990.

SAFEWAY STORES, INCORPORATED


Peter A. Magowan

ATTEST:


Bernat Rosner

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
SAFEWAY INC.

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

FIRST: That, by written consent of the Board of Directors of said corporation as of February 28, 1996, a resolution was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article IV of the Corporation's Restated Certificate of Incorporation be amended to read as follows, subject to the required consent of the stockholders of the Corporation:

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Seven Hundred Seventy Five Million (775,000,000), consisting of Seven Hundred Fifty Million (750,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and Twenty Five Million (25,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock"). The designation, powers, preferences and relative, participating, optional or other special rights, including voting rights, and qualifications, limitations or restrictions of the Preferred Stock shall be established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware.

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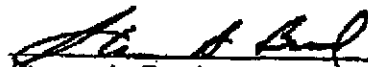
SECOND: That, thereafter, at the Annual Meeting of the stockholders of said corporation, the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SAFEWAY INC. has caused this certificate to be signed by Steven A. Burd, its President, and attested by Michael C. Ross, its Secretary, this 14th day of May, 1996.

SAFEWAY INC.

By:



Steven A. Burd
President

ATTEST:



Michael C. Ross
Secretary

S /// STATE / OF / DELAWARE /// 002
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BY Pauline L. Fry

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SAFEWAY U.S. HOLDINGS, INC.

a Delaware corporation

WITH AND INTO

SAFEWAY INC.

a Delaware corporation

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

SAFEWAY INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

- 1. That the Corporation owns all of the outstanding shares of capital stock of Safeway U.S. Holdings, Inc., a Delaware corporation ("Safeway U.S. Holdings").**
- 2. That the Board of Directors of the Corporation determined to merge Safeway U.S. Holdings with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law and adopted the following resolutions as of November 1, 1996:**

WHEREAS, the Corporation owns all of the issued and outstanding shares of capital stock of Safeway U.S. Holdings, Inc., a Delaware corporation ("Safeway U.S. Holdings"); and

WHEREAS, it is deemed to be advisable and in the best interests of the Corporation that the Corporation merge into itself Safeway U.S. Holdings;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge Safeway U.S. Holdings, its wholly-owned subsidiary corporation, into itself and that the Corporation assume all of Safeway U.S. Holdings' obligations pursuant to Section 253 of the Delaware General Corporation Law, such merger to be effective at midnight, Pacific time, on November 2, 1996;

RESOLVED FURTHER, that, by virtue of the merger and without any action on the part of the holder thereof, each issued and outstanding share of capital stock of Safeway U.S.

Holdings immediately prior to the effective time of the merger shall be cancelled and no consideration issued in respect thereof;

RESOLVED FURTHER, that, by virtue of the merger and without any action on the part of the holders thereof, each issued and outstanding share of capital stock of the Corporation immediately prior to the effective time of the merger shall remain unchanged and continue to be such issued and outstanding share of capital stock of the Corporation;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare a Certificate of Ownership and Merger setting forth these resolutions to merge Safeway U.S. Holdings into the Corporation, to cause said Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, and to execute such other documents and take such other actions as such officer or officers shall deem necessary, appropriate or advisable to effect the transactions contemplated by these resolutions; and

RESOLVED FURTHER, that any and all actions heretofore taken by any officer or director of the Corporation and any and all agreements or other documents executed on behalf of the Corporation by an officer or director of the Corporation in connection with the merger of Safeway U.S. Holdings with and into the Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

This Certificate of Ownership and Merger shall become effective at midnight, Pacific time, on November 2, 1996.

IN WITNESS WHEREOF, SAFEWAY INC. has caused this certificate to be signed by Richard A. Wilson, its Vice President, this 1st day of November, 1996.

Richard A. Wilson
(Name) Richard A. Wilson
(Title) Vice President

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**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
SAFEWAY INC.**

SAFEWAY INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That, by written consent of the Board of Directors of said corporation as of March 10, 1998, a resolution was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article IV of the Corporation's Restated Certificate of Incorporation be amended to read as follows, subject to the required consent of the stockholders of the Corporation:

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Billion Five Hundred Twenty Five Million (1,525,000,000), consisting of One Billion Five Hundred Million (1,500,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and Twenty Five Million (25,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock"). The designation, powers, preferences and relative, participating, optional or other special rights, including voting rights, and qualifications, limitations or restrictions of the Preferred Stock shall be established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware.

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SECOND: That, thereafter, at the Annual Meeting of the stockholders of said corporation, the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SAFEWAY INC. has caused this certificate to be signed by Steven A. Burd, its President, and attested by Michael C. Ross, its Secretary, this 12th day of May, 1998.

SAFEWAY INC.

By:

Steven A. Burd
Steven A. Burd
President

ATTEST:

Michael C. Ross
Michael C. Ross
Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
SAFEWAY INC.**

SAFEWAY INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

1. That the Corporation owns all of the outstanding shares of capital stock of Safeway Warehouse, Inc., a Delaware corporation.
2. That the Board of Directors of the Corporation determined to merge into itself Safeway Warehouse, Inc. pursuant to Section 253 of the Delaware General Corporation Law and adopted the following resolutions as of July 1, 1998:

WHEREAS, the Corporation owns all of the issued and outstanding shares of capital stock of Safeway Warehouse, Inc., a Delaware corporation ("Safeway Warehouse"); and

WHEREAS, it is deemed to be advisable and in the best interests of the Corporation that the Corporation merge into itself Safeway Warehouse;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge Safeway Warehouse, its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 253 of the Delaware General Corporation Law, and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare a Certificate of Ownership and Merger setting forth these resolutions to merge Safeway Warehouse into the Corporation, to cause said Certificate of Ownership and Merger to be filed with the Delaware Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem necessary, appropriate or advisable in order to effect the transactions contemplated by these resolutions.

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IN WITNESS WHEREOF, SAFEWAY INC. has caused this certificate to be
signed by Michael C. Ross, its Senior Vice President this 1st day of July, 1998.

Michael C. Ross
Michael C. Ross,
Senior Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:10 PM 06/17/2004
FILED 09:10 PM 06/17/2004
SRV 040450290 - 2096948 FILE

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

SAFEWAY INC.

SAFEWAY INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

FIRST: That, a resolution of the Board of Directors (the "Board") of the Corporation setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and directing its officers to submit such amendment to the stockholders of the Corporation for consideration thereof, was duly adopted by the Board at a meeting held on December 11, 2003. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article V of the Corporation's Restated Certificate of Incorporation be amended in its entirety to read as follows, subject to the required consent of the stockholders of the Corporation:

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors consisting of not less than 6 directors nor more than 12 directors, the exact number of directors to be determined from time to time by resolution adopted by the Board of Directors. At each annual meeting of stockholders of the Corporation, all directors shall be elected for a one (1) year term and shall hold office until the next succeeding annual meeting of stockholders and until their successors shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors, howsoever resulting, may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy shall hold office until the next succeeding annual meeting of stockholders and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

Each director serving on the date of the filing of this certificate of amendment shall hold office until the next succeeding annual meeting of stockholders after such date and until his or her successor shall be elected and shall qualify, subject, however to prior death, resignation, retirement, disqualification or removal from office, notwithstanding that such director may have been elected for a term that extended beyond the date of such annual meeting of stockholders.

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SECOND: That, thereafter, at the annual meeting of the stockholders of the Corporation, the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: That, such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SAFEWAY INC. has caused this Certificate of Amendment to be signed by Steven A. Burd, its President and Chief Executive Officer, and attested by Robert A. Gordon, its Senior Vice President & General Counsel, this 15th day of June, 2004.

SAFEWAY INC.

By: Steven A. Burd

Steven A. Burd
President and Chief Executive Officer

ATTEST:

By: Robert A. Gordon

Robert A. Gordon
Senior Vice President & General Counsel

CERTIFICATE OF MERGER

MERGING

WESTGATE CENTER LLC
(a Washington limited liability company)

into

SAFeway INC.
(a Delaware corporation)

(Pursuant to Section 264 of the Delaware General Corporation Law)

Safeway Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

1. That the names and states of domicile of the constituent entities are as follows:
 - (a) Safeway Inc., a Delaware corporation ("Safeway" or the "Surviving Corporation").
 - (b) Westgate Center LLC, a Washington limited liability company and wholly-owned subsidiary of Safeway (the "Disappearing Entity").
2. That an Agreement and Plan of Merger, dated as of March 6, 2008 by and among Safeway and the Disappearing Entity pursuant to which the Disappearing Entity shall merge with and into Safeway such that the separate existence of the Disappearing Entity will cease and Safeway shall become the Surviving Corporation as soon as the merger becomes effective (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law and Section 25.15.415 of the Washington Limited Liability Company Act.
3. That Safeway shall be the Surviving Corporation of the Merger.
4. That the Certificate of Incorporation of Safeway, as amended, shall continue to be the Certificate of Incorporation of the Surviving Corporation until further amended pursuant to the laws of the State of Delaware.
5. That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation located at 5918 Stoneridge Mall Road, Pleasanton, CA 94588-3229.
6. That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

7. That Articles of Merger have been filed this date with the Secretary of State of the State of Washington pursuant to Section 25.15.415 of the Washington Limited Liability Company act.

8. That in accordance with Section 25.15.395 of the Washington Limited Liability Company Act and Section 1.2 of the Agreement and Plan of Merger, the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Signature page follows]

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IN WITNESS WHEREOF, Safeway Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this March 6, 2008.

SAFEWAY INC.

By: Bradley S. Fox
Bradley S. Fox
Vice President and Treasurer

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PHOTO ACQUISITION I, INC.

(a Delaware corporation)

into

SAFEWAY INC.

(a Delaware corporation)

**(PURSUANT TO SECTION 253 OF THE DELAWARE
GENERAL CORPORATION LAW)**

Safeway Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company was incorporated on July 23, 1986, under the name SSI Holdings Corporation pursuant to the Delaware General Corporation Law.
2. The Company is the owner of at least 90% of the outstanding shares of each class of the capital stock of Photo Acquisition I, Inc., a Delaware corporation (the "Subsidiary Corporation").
3. The Company, by the following resolutions adopted on March 6, 2008, by the Board of Directors of the Company, approved the merger of the Subsidiary Corporation with and into the Company effective immediately upon filing of this document.

SHORT-FORM MERGER WITH SUBSIDIARY

WHEREAS, the Company owns all outstanding shares of capital stock of Photo Acquisition I, Inc., a Delaware corporation (the "Subsidiary Corporation"); and

WHEREAS, the Board of Directors deems it to be desirable and in the best interests of the Company to merge the Subsidiary Corporation with and into the Company such that the Subsidiary Corporation shall cease to be a separate entity and the Company shall become the surviving corporation of the merger in accordance with the provisions applicable to short form mergers set forth in Section 253 of the Delaware General Corporation Law (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby approves of the Merger as set forth above and hereby assumes all of the liabilities and obligations of the Subsidiary Corporation in accordance with the provisions of Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the proper officers of the Company be, and each such officer hereby is, authorized and directed, for and on behalf of the Company and in its name, to execute and acknowledge a Certificate of Ownership and Merger (the

"Certificate") setting forth a copy of the resolutions authorizing the Merger and to thereafter cause such Certificate to be filed with the Delaware Secretary of State.

RESOLVED FURTHER, that the proper officers of the Company be, and each such officer hereby is, authorized and directed, for and on behalf of the Company and in its name, to cause to be prepared, executed and filed such forms and documents pertaining to the withdrawal of the Subsidiary Corporation from any jurisdictions in which it is qualified to conduct business as a foreign corporation.

RESOLVED FURTHER, that the proper officers of the Company be, and each such officer hereby is, authorized and directed, for and on behalf of the Company and in its name, to prepare or cause to be prepared and to execute, deliver, verify, acknowledge, file and/or record any documents, instruments, certificates, statements, papers, or any amendments thereto, as may be deemed necessary or advisable in order to effectuate the foregoing resolutions, and to take such further steps and do any and all such further acts or things as shall be deemed by such officers to be necessary or desirable in order to carry out the foregoing resolutions.

RESOLVED FURTHER, that all acts and deeds previously performed by the proper officers of the Company prior to the date of these resolutions that are within the authority conferred hereby, are ratified, confirmed and approved in all respects as the authorized acts and deeds of the Company.

[Signature page follows]

Executed on March 6, 2008.

SAFEWAY INC.

By: Bradley S. Fox
Bradley S. Fox
Vice President and Treasurer

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

SAFEWAY INC.

SAFEWAY INC, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That, a resolution of the Board of Directors (the "Board") of the Corporation setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation and declaring such amendment to be advisable and in the best interests of the Corporation and its stockholders, was duly adopted by the Board at a meeting held on December 10, 2009. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article VIII of the Corporation's Restated Certificate of Incorporation be amended in its entirety to read as follows, subject to the required consent of the stockholders of the Corporation:

ARTICLE VIII

Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors, the Chairman of the Board of Directors, the President or stockholders owning at least Twenty-Five Percent (25%) in amount of the entire capital stock of the Corporation issued and outstanding, and entitled to vote.

SECOND: That, thereafter, at the annual meeting of the stockholders of the Corporation, the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: That, such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, SAFEWAY INC. has caused this Certificate of Amendment to be signed by Steven A. Burd, its President and Chief Executive Officer, and attested by Robert A. Gordon, its Senior Vice President, Secretary & General Counsel, this 9th day of May, 2010.

SAFEWAY INC.

By:



Steven A. Burd
President and Chief Executive Officer

ATTEST

By:



Robert A. Gordon
Senior Vice President, Secretary & General Counsel

CERTIFICATE OF DESIGNATIONS

of

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

SAFEWAY INC.

(Pursuant to Section 151 of the
Delaware General Corporation Law)

Safeway Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "*Corporation*"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation (hereinafter called the "*Board of Directors*" or the "*Board*") as required by Section 151 of the General Corporation Law at a meeting duly called and held on September 16, 2013.

RESOLVED, that pursuant to the authority expressly granted to and vested in the Board in accordance with the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, the Board hereby creates a series of Preferred Stock, par value \$0.01 per share (the "*Preferred Stock*"), of the Corporation and hereby states the designation and number of shares, and fixes the relative rights, powers and preferences, and qualifications, limitations and restrictions thereof as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Junior Participating Preferred Stock" (the "*Series A Preferred*") and the number of shares constituting the Series A Preferred shall be 1,500,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; *provided*, that no decrease shall reduce the number of shares of Series A Preferred to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series A Preferred.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any class or series of stock of this Corporation ranking prior and superior to the Series A Preferred with respect to dividends, the holders of shares of Series A Preferred, in preference to the holders of Common Stock, par value \$0.01 per share (the "*Common Stock*"), of the Corporation, and of any other stock ranking junior to the Series A Preferred, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of March, June, September and December in each year (each such date being referred to herein as a "*Quarterly Dividend Payment Date*"), commencing on the first

Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Preferred, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1.00 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends, and 1,000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision, combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Preferred as provided in paragraph (A) of this Section 2 immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$1.00 per share on the Series A Preferred shall nevertheless be payable (with any such payment being within the discretion of the Board) on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than sixty (60) days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Preferred shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Preferred shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the shareholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision, combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series A Preferred and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series A Preferred shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

(D) If, at the time of any annual meeting of stockholders for the election of directors, the equivalent of six quarterly dividends (whether or not consecutive) payable on any share or shares of Series A Preferred are in default, the number of directors constituting the Board of Directors of the Corporation shall be increased by two. In addition to voting together with the holders of Common Stock for the election of other directors of the Corporation, the holders of record of the Series A Preferred, voting separately as a class to the exclusion of the holders of Common Stock, shall be entitled at such meeting of stockholders (and at each subsequent annual meeting of stockholders), unless all dividends in arrears on the Series A Preferred have been paid or declared and set apart for payment prior thereto, to vote for the election of two directors of the Corporation, the holders of any Series A Preferred being entitled to cast a number of votes per share of Series A Preferred as is specified in paragraph (A) of this Section 3. Each such additional director shall serve until the next annual meeting of stockholders for the election of directors, or until his successor shall be elected and shall qualify, or until his right to hold such office terminates pursuant to the provisions of this Section 3(D). Until the default in payments of all dividends which permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to the provisions of this Section 3(D) may be removed at any time, without cause, only by the affirmative vote of the holders of the shares of Series A Preferred at the time entitled to cast a majority of the votes entitled to be cast for the election of any such director at a

special meeting of such holders called for that purpose, and any vacancy thereby created may be filled by the vote of such holders. If and when such default shall cease to exist, the holders of the Series A Preferred shall be divested of the foregoing special voting rights, subject to revesting in the event of each and every subsequent like default in payments of dividends. Upon the termination of the foregoing special voting rights, the terms of office of all persons who may have been elected directors pursuant to said special voting rights shall forthwith terminate, and the number of directors constituting the Board of Directors shall be reduced by two. The voting rights granted by this Section 3(D) shall be in addition to any other voting rights granted to the holders of the Series A Preferred in this Section 3.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Preferred outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred, except dividends paid ratably on the Series A Preferred and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (both as to dividends and upon dissolution, liquidation or winding up) to the Series A Preferred; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Series A Preferred, or any shares of stock ranking on a parity with the Series A Preferred, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation

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unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Preferred purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Amended and Restated Certificate of Incorporation or in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up.

(A) Upon any liquidation, dissolution or winding up of the Corporation, voluntary or otherwise no distribution shall be made (i) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred unless, prior thereto, the holders of Series A Preferred shall have received an amount per share (the "Series A Liquidation Preference") equal to \$1,000 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Series A Preferred shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount to be distributed per share to holders of Common Stock, or (ii) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred, except distributions made ratably on the Series A Preferred and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision, combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of Series A Preferred were entitled immediately prior to such event under the proviso in clause (i) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that are outstanding immediately prior to such event.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other classes and series of stock of the Corporation, if any, that rank on a parity with the Series A Preferred in respect thereof, then the assets available for such distribution shall be distributed ratably to the holders of the Series A Preferred and the holders of such parity shares in proportion to their respective liquidation preferences.

(C) Neither the merger or consolidation of the Corporation into or with another corporation nor the merger or consolidation of any other corporation into or with

the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 6.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision, combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. No Redemption. The Series A Preferred shall not be redeemable by the Corporation.

Section 9. Rank. The Series A Preferred shall rank, with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up, junior to all series of any other class of the Corporation's Preferred Stock, except to the extent that any such other series specifically provides that it shall rank on a parity with or junior to the Series A Preferred.

Section 10. Amendment. At any time any shares of Series A Preferred are outstanding, the Amended and Restated Certificate of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred, voting separately as a single class.

Section 11. Fractional Shares. Series A Preferred may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred.

* * *

IN WITNESS WHEREOF, SAFEWAY INC. has caused this certificate to be executed on behalf of the Corporation by the undersigned authorized officer this 16th day of September, 2013.

/s/ Laura A. Donald

Name: Laura A. Donald

Title: Vice President

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EXHIBIT A

APN NUMBERS

WA 593 APN #'s: P32986 / 350219-0-073-0008 and P32952 / 350219-0-044-0103

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