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03-03-2000

FORM PTO 1594 (Rev. 6-93)

RECOI TI

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



101281230

To the Honorable Commissioner of Patents

Final documents or copy thereof.

1. Name of conveying party(ies): Hyper Shoppes, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: SUPERVALU Holdings, Inc.
 Internal Address: _____
 Street Address: 11840 Valley View Road
 City: Eden Prairie State: Minnesota ZIP: 55344

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State Minnesota
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 23, 1998, (effective 12/31/98)

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,572,550 1,573,957
1,572,551

Additional numbers attached? Yes No

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

Name: Jamie Nafziger, Esq.
 Internal Address: Dorsey & Whitney LLP
 Street Address: 220 South Sixth Street
 City: Minneapolis State: MN ZIP: 55402

6. Total Number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 04-1420
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jamie Nafziger 1/28/00
 Name of person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

03/03/2000 DNGLUYEN 00000074 1572550

Commissioner of Patents and Trademarks
Box Assignments
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01 Fee: 481
02 Fee: 482

(40.00 DP)
(50.00 DP)

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002028 FRAME: 0887

State of Delaware
Office of the Secretary of State

PAGE 1

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

"HYPER SHOPPES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SUPERVALU HOLDINGS, INC." UNDER THE NAME OF "SUPERVALU HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MISSOURI, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



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

Edward J. Freel, Secretary of State

2984418 8100M

981500996

AUTHENTICATION: 9487059

DATE: 12-24-98

TRADEMARK
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CERTIFICATE OF MERGER/ARTICLES OF MERGER

Hyper Shoppes, Inc.

into

SUPERVALU Holdings, Inc.

The undersigned corporations, pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended, and the General and Business Corporation Law of the State of Missouri, as amended, hereby execute the following Certificate of Merger/Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the law of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Hyper Shoppes, Inc.	Delaware
SUPERVALU Holdings, Inc.	Missouri

ARTICLE TWO

The laws of Delaware, the state in which Hyper Shoppes, Inc. ("Hyper Shoppes") is incorporated and the laws of Missouri, the state in which SUPERVALU Holdings, Inc. ("SUPERVALU") is incorporated, each permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be SUPERVALU Holdings, Inc. and it shall be governed by the laws of the State of Missouri.

ARTICLE FOUR

The Agreement and Plan of Merger is attached hereto as Exhibit A and incorporated herein (the "Plan of Merger"). The Plan of Merger is on file at the office of SUPERVALU, 11840 Valley View Road, Eden Prairie, MN 55344 and a copy will be provided to any requesting party in compliance with the requirements of the Delaware General Corporation Law.

ARTICLE FIVE

The Board of Directors of Hyper Shoppes and SUPERVALU adopted, by unanimous written consents dated as of December 18, 1998, resolutions approving the Plan of Merger which Plan of Merger thereafter was submitted by written action dated as of December 18, 1998 to their respective sole shareholders for approval pursuant to the General Corporation Law of the State of Delaware and the General and Business Corporation Law of the State of Missouri. The Plan of Merger was adopted pursuant to Sections 351.458 and 351.410 of the revised statutes of the State of Missouri. The Plan of Merger was approved, adopted, certified,

executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

ARTICLE SIX

It is agreed that, upon and after the issuance of a certificate of merger by the Secretaries of State in Delaware and Missouri:

1. The surviving corporation may be served with process in the State of Delaware or the State of Missouri in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against the surviving corporation.

2. The Secretaries of State of Delaware and Missouri shall be and hereby are irrevocably appointed as agents of the surviving corporation to accept service of process in any such proceeding; the address to which process may be forwarded is P.O. Box 990, Minneapolis, Minnesota 55440.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Delaware and Missouri which is a party to the merger, the amount, if any, to which they are entitled under Section 351.458(2) of the General and Business Corporation Law of Missouri, or under Section 262 of the General Corporation Law of the State of Delaware, as amended.

ARTICLE SEVEN

As to each corporation, the number of shares outstanding and the number of shares entitled to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>
Hyper Shoppes	1,000	1,000
SUPERVALU	1,000	1,000

ARTICLE EIGHT


As to each corporation, the number of shares for and against the Plan of Merger respectively are:


<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Hyper Shoppes	1,000	0
SUPERVALU	1,000	0

ARTICLE NINE

All provisions of the law of the State of Delaware and the State of Missouri applicable to the proposed merger have been complied with.


IN WITNESS WHEREOF, each of said Hyper Shoppes, a corporation existing under the laws of the State of Delaware and SUPERVALU, a corporation existing under the laws of the State of Missouri, have caused these articles to be executed in its name by its Vice President and its corporate seal thereof to be affixed, attested by its Assistant Secretary as of this 23rd day of December, 1998.

Attested to:

William E. McDonald
Assistant Secretary

SUPERVALU HOLDINGS, INC.
By: 
Stephen P. Kilgriff, Vice President

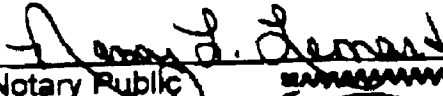
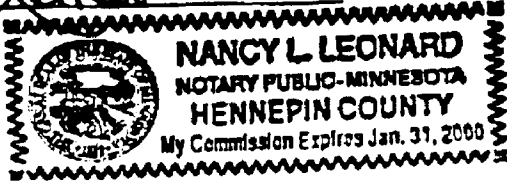
Attested to:

William E. McDonald
Assistant Secretary

HYPER SHOPPES, INC.
By: 
Stephen P. Kilgriff, Vice President

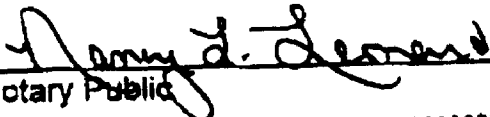
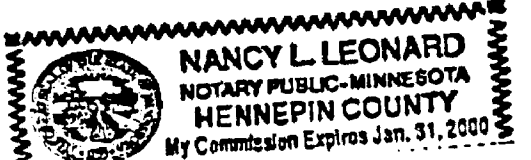
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 23rd day of December, 1998, before me appeared Stephen P. Kilgriff and William E. McDonald, to me personally known, who, being by me duly sworn, did say that they are respectively the Vice President and Assistant Secretary of SUPERVALU Holdings, Inc., a Missouri corporation that said instrument was executed on behalf of said corporation by authority of its Board of Directors; and that said Stephen P. Kilgriff and William E. McDonald acknowledged said instrument to be the free act and deed of said corporation.


Notary Public


STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 23rd day of December, 1998, before me appeared Stephen P. Kilgriff and William E. McDonald, to me personally known, who, being by me duly sworn, did say that they are respectively the Vice President and Assistant Secretary of Hyper Shoppes, Inc., a Delaware corporation that said instrument was executed on behalf of said corporation by authority of its Board of Directors; and that said Stephen P. Kilgriff and William E. McDonald acknowledged said instrument to be the free act and deed of said corporation.


Notary Public


**AGREEMENT AND PLAN OF MERGER
FOR MERGER OF**

HYPER SHOPPES, INC.

INTO

SUPERVALU HOLDINGS, INC.

This Agreement and Plan of Merger ("Agreement") is made and entered into this 23rd day of December 1998, by and between Supermarket Operators of America Inc., a Delaware corporation ("Supermarket Operators"), SUPERVALU Holdings, Inc., a Missouri corporation ("SUPERVALU") and Hyper Shoppes, Inc., a Delaware corporation ("Hyper Shoppes").

WITNESSETH THAT:

WHEREAS, the total number of authorized shares of SUPERVALU is 100,000 shares of common stock, \$0.01 par value per share, of which 1,000 shares are issued and outstanding, and all of which are owned by the sole shareholder, Supermarket Operators ("SUPERVALU's Common Stock");

WHEREAS, the total number of authorized shares of Hyper Shoppes is 100,000 shares of common stock, \$0.01 par value per share, of which 1,000 shares are issued and outstanding, and all of which are owned by the sole shareholder, Supermarket Operators ("Hyper Shoppes' Common Stock");

WHEREAS, the Boards of Directors of Supermarket Operators, Hyper Shoppes and SUPERVALU have determined that it is advisable and in the best interest of their respective corporations to merge Hyper Shoppes and SUPERVALU into a single corporation with SUPERVALU being the surviving corporation (the "Merger") pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, this Agreement has been approved by the Boards of Directors of Supermarket Operators, SUPERVALU and Hyper Shoppes (collectively the "Corporations") and adopted by the sole shareholders of each of them pursuant to applicable law;

NOW, THEREFORE, in consideration of the foregoing recitals and the following covenants, terms and conditions, the Corporations agree as follows:

I. THE MERGER

1.1 **Merger.** On the Effective Date (as defined in Section 1.3), in accordance with this Agreement and applicable Missouri and Delaware law, Hyper Shoppes shall be merged with and into SUPERVALU; and the separate existence of Hyper Shoppes shall cease and SUPERVALU shall continue as the surviving corporation under the name SUPERVALU Holdings, Inc. (In such capacity, SUPERVALU is sometimes hereinafter referred to as the "Surviving Corporation.")

1.2 Terms of Merger. On the Effective Date, by reason of the Merger and without any action on the part of Hyper Shoppes and SUPERVALU or the shareholders thereof, (a) each share of Hyper Shoppes' Common Stock issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished and automatically converted into and become the right to receive \$0.01 in cash, without interest, and (b) each share of SUPERVALU's Common Stock issued and outstanding immediately prior to the Effective Date shall remain outstanding and continue to represent one share of SUPERVALU Common Stock.

1.3 Effective Date. The Merger shall become effective on December 31, 1998.

1.4 Effect of Merger. On the Effective Date, the separate existence of Hyper Shoppes shall be merged with and into SUPERVALU, SUPERVALU shall be the Surviving Corporation, all of the property, assets, rights, privileges, powers, franchises and immunities of Hyper Shoppes and SUPERVALU shall vest in the Surviving Corporation, all of the debts, liabilities and obligations of Hyper Shoppes and SUPERVALU shall become the debts, liabilities and obligations of the Surviving Corporation, and all of the effects set forth in applicable laws shall obtain.

1.5 Closing of Transfer Books of Hyper Shoppes. On the Effective Date, the stock transfer books of Hyper Shoppes shall be closed and no transfer of shares of Hyper Shoppes' Common Stock issued and outstanding prior to the Effective Date shall thereafter be made. If, after the Effective Date, valid certificates previously representing such shares are presented to the Surviving Corporation, such certificates shall be exchanged as provided in Section 1.6.

1.6 Exchange of Certificates. SUPERVALU shall act as paying agent in effecting the exchange of cash for certificates which, immediately prior to the Effective Date, represented shares of Hyper Shoppes' Common Stock entitled to payment pursuant to Section 1.2. After the Effective Date, upon the surrender to SUPERVALU for exchange of such a certificate duly endorsed in blank or accompanied by duly executed stock powers, the holder thereof shall promptly be paid the amount of cash to which such holder is entitled under Section 1.2. Until so surrendered and exchanged, each such certificate shall represent solely the right to receive the cash into which the shares it theretofore represented shall have been converted pursuant to Section 1.2, without interest.

1.7 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of SUPERVALU, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until amended or repealed in accordance with applicable law.

1.8 Directors and Officers of Surviving Corporation. The directors of SUPERVALU holding office immediately prior to the Effective Date shall be the directors of the Surviving Corporation until their successors are elected and qualified, or until their death, resignation or removal. The officers of SUPERVALU holding office immediately prior to the Effective Date shall be the officers of the Surviving Corporation (holding the same offices as they held with SUPERVALU at the Effective Date) and shall serve at the pleasure of the Board of Directors of the Surviving Corporation.

II. MISCELLANEOUS

2.1 Further Assurances. From time to time at and after the Effective Date set forth above, each party hereto agrees that it will execute and deliver, or cause to be executed and delivered, all such further assignments, assurances or other instruments, and shall take or cause to be taken all such further actions, as may be necessary or desirable to complete the Merger provided for herein and the other transactions contemplated by this Agreement.

2.2 Termination. Prior to filing Articles of Merger with the State of Minnesota or Certificate of Merger with the State of Delaware and Missouri, this Agreement may be terminated by mutual agreement of the Corporations.

2.3 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Missouri


IN WITNESS WHEREOF, this Agreement, having first been duly approved by the Boards of Directors and duly adopted by the sole shareholders of each of the Corporations and is hereby executed on behalf of each such corporation by their respective duly authorized officers as of the date first above written.

Attested to:



William E. McDonald

SUPERVALU HOLDINGS, INC.

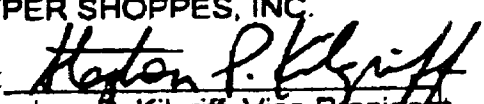
By: 
Stephen P. Kilgriff, Vice President

Attested to:



William E. McDonald

HYPER SHOPPES, INC.

By: 
Stephen P. Kilgriff, Vice President

Attested to:



William E. McDonald

SUPERMARKET OPERATORS OF AMERICA, INC.

By: 
Stephen P. Kilgriff, Vice President

STATE OF MINNESOTA)

) ss.

COUNTY OF HENNEPIN)

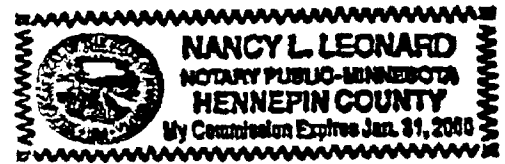
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Missouri corporation that said instrument was executed on behalf of said corporation by authority of its Board of Directors; and that said Stephen P. Kilgriff and William E. McDonald acknowledged said instrument to be the free act and deed of said corporation.

Nancy L. Leonard

Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

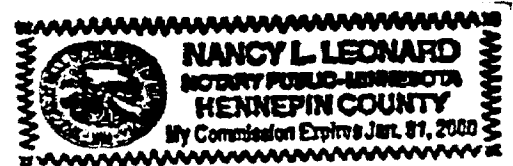


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