

Form PTO-1594 (Modified)
(Rev. 6/93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Docket No.:
53036/47411

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Save-A-Lot Food Stores, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 27, 2004

2. Name and address of receiving party(ies)

Name: Save-A-Lot Food Stores, Ltd.

Internal Address: 100 Corporate Office Drive

Street Address: _____

City: Earth City State: MO ZIP: 63045

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____

Other Company incorporated under the laws of Bermuda

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

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

A. Trademark Application No.(s)
See Schedules B and C attached

B. Trademark Registration No.(s)
See Schedule A attached

Additional numbers attached? Yes No

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

Name: Thomas A. Polcyn

Internal Address: Thompson Coburn LLP

Street Address: One US Bank Plaza

City: St. Louis State: MO ZIP: 63101

6. Total number of application and registrations involved: 251

7. Total fee (37 CFR 3.41): \$ \$6,290.00

Previously submitted as evidenced by photocopy of return receipt postcard

Authorized to be charged to deposit account

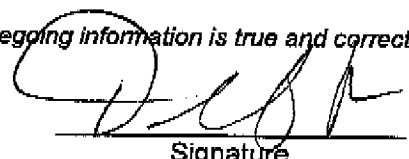
8. Deposit account number:
20-0823

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.

Thomas A. Polcyn
Name of Person Signing


Signature

10-20-04
Date

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
ALMOST BUTTER	53036-3570 Registered	74/731553 20-Sep-1995	2,086,370 05-Aug-1997
ANGEL FRESH	53036-32313 Registered	76/386890 26-Mar-2002	2,776,600 21-Oct-2003
APPLE BOBBERS	53036-2429 Registered	74/626659 27-Jan-1995	2,024,495 17-Dec-1996
ARBOL DORADO	53036-33768 Registered	76/418086 07-Jun-2002	2,772,498 07-Oct-2003
A-TASKET	53036-5084 Registered	75/146986 08-Aug-1996	2,159,566 19-May-1998
AXIS	53036-2957 Registered	75/400730 05-Dec-1997	2,258,053 29-Jun-1999
BAUMANN'S BEST	53036-5431 Registered	74/146635 11-Mar-1991	1,773,785 25-May-1993
BAY MIST	53036-5430 Registered	74/146633 11-Mar-1991	1,740,451 15-Dec-1992

SCHEDULE A
U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
BAYOU HEAT	53036-5759 Registered	75/507910 24-Jun-1998	2,290,624 02-Nov-1999
	53036-6594 Registered	74/259162 26-Mar-1992	1,829,920 05-Apr-1994
BELIEVE	53036-6594 Registered	74/259162 26-Mar-1992	1,829,920 05-Apr-1994
	3036-8451 Registered	73/633158 01-Dec-1986	1,447,836 14-Jul-1987
BING	3036-8451 Registered	73/633158 01-Dec-1986	1,447,836 14-Jul-1987
	53036-2698 Registered	74/047421 10-Apr-1990	1,673,904 28-Jan-1992
BLEND-N'S	53036-2698 Registered	74/047421 10-Apr-1990	1,673,904 28-Jan-1992
	53036-2898 Registered	74/093796 04-Sep-1990	1,701,162 14-Jul-1992
BLEND-N'S	53036-2898 Registered	74/093796 04-Sep-1990	1,701,162 14-Jul-1992
	53036-9412 Registered	74/475163 30-Dec-1993	1,878,756 14-Feb-1995
BRAMLEY'S	53036-9412 Registered	74/475163 30-Dec-1993	1,878,756 14-Feb-1995
	53036-9184 Registered	74/459072 17-Nov-1993	1,936,360 21-Nov-1995
BUBBA	53036-9184 Registered	74/459072 17-Nov-1993	1,936,360 21-Nov-1995
	53036-34612 Registered	78/144924 17-Jul-2002	2,805,827 13-Jan-2004
BUEN SABOR	53036-34612 Registered	78/144924 17-Jul-2002	2,805,827 13-Jan-2004
	53036-34612 Registered	17-Jul-2002	13-Jan-2004

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SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
BONCH	53036-1281	75/341628	2,173,112
	Registered	15-Aug-1997	14-Jul-1998
BUSTER	53036-1633	73/763604	1,608,176
	Registered	14-Nov-1988	31-Jul-1990
CABANA	53036-2582	74/033580	1,651,164
	Registered	01-Mar-1990	16-Jul-1991
CAPTAIN CHIPLEY'S	53036-36295	78/177361	2,807,501
	Registered	23-Oct-2002	20-Jan-2004
CAPTAIN CHOCO'S	53036-7319	74/295522	1,818,539
	Registered	20-Jul-1992	25-Jan-1994
CAPTAIN SHORLEY'S	53036-3221	74/716894	2,079,940
	Registered	17-Aug-1995	15-Jul-1997
C.F. KELLERMAN	53036-5986	75/526259	2,339,360
	Registered	27-Jul-1998	04-Apr-2000
CHESHIRE	53036-8498	74/393353	1,924,773
	Registered	20-May-1993	03-Oct-1995

SCHEDULE A
U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
CHIP-A DOODLE-DOOOO and Design	53036-2239	73/824502	1,634,270
	Registered	11-Sep-1989	05-Feb-1991
CHOC-COOKORTS	53036-3558	74/727934	2,095,737
	Registered	12-Sep-1995	09-Sep-1997
CHOCOLATE COOKIE CRUNCH	53036-5042	76/081179	2,664,028
	Registered	30-Jun-2000	17-Dec-2002
CIRCUS O'S	53036-2649	74/047404	1,683,470
	Registered	10-Apr-1990	14-Apr-1992
CLOVERLAND	53036-9179	74/460945	1,922,999
	Registered	22-Nov-1993	26-Sep-1995
COBURN FARMS	53036-8348	73/622824	1,441,352
	Registered	29-Sep-1986	02-Jun-1987
COBURN FARMS	53036-34943	78/150328	2,814,194
	Registered	02-Aug-2002	10-Feb-2004
COCOA DIAMONDS	53036-7562	76/237886	2,696,431
	Registered	09-Apr-2001	11-Mar-2003
CORNTLTO'S	53036-6084	75/259587	2,217,772
	Registered	18-Mar-1997	12-Jan-1999

SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No. Status</u>	<u>Application Number Filing Date</u>	<u>Registration Number Registration Date</u>
COUNTRY CLASSICS	53036-5702 Registered	75/212611 12-Dec-1996	2,244,928 11-May-1999
COUNTRY CROSSINGS	53036-9169 Registered	74/456436 04-Nov-1993	1,901,283 20-Jun-1995
COWBOY BILLY'S	53036-6934 Registered	75/567116 09-Oct-1998	2,272,412 24-Aug-1999
C.R. DARNELL'S	53036-8389 Registered	76/313989 17-Sep-2001	2,593,290 09-Jul-2002
CREAMY WHIP	53036-5140 Registered	76/091948 19-Jul-2000	2,535,080 29-Jan-2002
CRISP	53036-1818 Registered	73/784500 06-Mar-1989	1,566,262 14-Nov-1989
CROC-O BERRY CRUNCH	53036-2704 Registered	74/652472 28-Mar-1995	2,046,460 18-Mar-1997
CROC-O CRUNCH	53036-2581 Registered	74/033578 01-Mar-1990	1,666,248 26-Nov-1991

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U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
CROC-O PEANUT BUTTER CRUNCH	53036-9063 Registered	75/678767 09-Apr-1999	2,425,769 30-Jan-2001
	53036-9135 Registered	74/456160 04-Nov-1993	1,857,839 11-Oct-1994
DANDY BRITZ	53036-7271 Registered	74/293567 13-Jul-1992	1,820,378 08-Feb-1994
	53036-5474 Registered	74/146634 11-Mar-1991	1,857,325 04-Oct-1994
DELT TREASURES	53036-3507 Registered	75/434792 17-Feb-1998	2,386,102 12-Sep-2000
	53036-5761 Registered	75/218729 26-Dec-1996	2,186,685 01-Sep-1998
DIAMOND PALMS	53036-1283 Registered	75/340171 13-Aug-1997	2,169,707 30-Jun-1998
	53036-9679 Registered	75/731971 18-Jun-1999	2,338,647 04-Apr-2000
DR. POP	53036-4449 Registered	75/075996 21-Mar-1996	2,148,181 31-Mar-1998

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U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
DRAGON PUFFS	53036-7226	Registered	75/574953	22-Oct-1998	2,466,155	03-Jul-2001
DWINKLES	53036-7013	Registered	74/271365	01-May-1992	2,018,014	19-Nov-1996
EASTON'S	53036-9336	Registered	73/703854	04-Jan-1988	1,508,423	11-Oct-1988
ZENRANCE	53036-2580	Registered	74/033521	01-Mar-1990	1,654,660	20-Aug-1991
ESCOBEDO	53036-8388	Registered	76/313987	17-Sep-2001	2,637,738	15-Oct-2002
EV'RYBODNNY'S FAVORITE	53036-5434	Registered	75/485481	14-May-1998	2,296,984	30-Nov-1999
FAIRFIELD FARMS	53036-6408	Registered	75/288093	07-May-1997	2,219,654	19-Jan-1999
FAIRGROUNDS	53036-9410	Registered	74/479403	12-Jan-1994	1,903,692	04-Jul-1995

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U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
PARKINGTON	53036-4531	Registered	75/087862	15-Apr-1996	2,206,023	24-Nov-1998
	53036-1350	Registered	74/535038	08-Jun-1994	2,211,329	15-Dec-1998
FRISBY'S	53036-6051	Registered	76/133468	22-Sep-2000	2,498,215	16-Oct-2001
	53036-2830	Registered	75/404096	11-Dec-1997	2,261,645	13-Jul-1999
FRUIT FLIPPS	53036-1634	Registered	73/763288	14-Nov-1988	1,550,452	01-Aug-1989
	53036-7853	Registered	75/613347	29-Dec-1998	2,404,776	14-Nov-2000
FRUIT SEEKERS	53036-6086	Registered	75/259588	18-Mar-1997	2,181,510	11-Aug-1998
	53036-2917	Registered	74/685011	06-Jun-1995	2,063,883	20-May-1997
FRUITTY DIAMONDS	53036-7162	Registered	75/570269	14-Oct-1998	2,319,892	15-Feb-2000
	53036-7162	Registered	14-Oct-1998			

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U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
GARDEN RITTE	53036-5623	Registered	74/160562	25-Apr-1991	1,742,421	22-Dec-1992
GARDNER'S GROVE	53036-4977	Registered	76/077638	22-Jun-2000	2,650,179	12-Nov-2002
GELA DELIGHT	53036-5475	Registered	74/146080	11-Mar-1991	1,772,503	18-May-1993
GILMORE	53036-9413	Registered	74/475164	30-Dec-1993	1,878,785	14-Feb-1995
GINGER EVANS	53036-9302	Registered	73/701216	14-Dec-1987	1,503,179	06-Sep-1988
GINGER EVANS	53036-8454	Registered	73/633606	04-Dec-1986	1,458,586	22-Sep-1987
GLASIER	53036-8622	Registered	76/337705	13-Nov-2001	2,664,830	17-Dec-2002
GLASS GUARD	53036-9337	Registered	73/704385	07-Jan-1988	1,503,530	13-Sep-1988

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U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
GLO	53036-1960	73/514013	1,493,781
	Registered	17-Dec-1984	28-Jun-1988
GOLD LEAF	53036-8455	73/633159	1,451,077
	Registered	01-Dec-1986	04-Aug-1987
GOLDEN ACRES	53036-1888	73/790864	1,583,833
	Registered	30-Mar-1989	20-Feb-1990
GOLDEN ACRES	53036-8047	73/594423	1,421,344
	Registered	21-Apr-1986	16-Dec-1986
GOLDSTRIKE COOKIE NUGGETS	53036-3220	74/716898	2,079,941
	Registered	17-Aug-1995	15-Jul-1997
GRAMMIE'S FAVORITES	53036-1351	74/535039	1,973,365
	Registered	08-Jun-1994	07-May-1996
GRANNY ELIA'S	53036-7517	74/317320	1,775,390
	Registered	24-Sep-1992	08-Jun-1993
GRISSOM'S HOME BAKED GOODNESS	53036-2620	74/668360	1,973,742
	Registered	21-Apr-1995	14-May-1996
GRISSOM'S HOME BAKED GOODNESS	53036-1588	74/592566	1,942,479
	Registered	31-Oct-1994	19-Dec-1995

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U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
HALSTEAD	53036-7429 Registered	75/581957 03-Nov-1998	2,289,075 26-Oct-1999
	53036-4186 Registered	75/073769 15-Mar-1996	2,054,755 22-Apr-1997
HARGIS HOUSE	53036-3125 Registered	74/698339 07-Jul-1995	2,063,913 20-May-1997
	53036-4563 Registered	75/101214 09-May-1996	2,116,907 25-Nov-1997
HICKORY SPRINGS	53036-9168 Registered	74/456445 04-Nov-1993	1,951,764 23-Jan-1996
	53036-5734 Registered	74/169764 24-May-1991	1,744,011 29-Dec-1992
HILLTOP MILLS	53036-5429 Registered	74/146630 11-Mar-1991	1,740,640 15-Dec-1992
	53036-5985 Registered	75/526258 27-Jul-1998	2,333,847 21-Mar-2000

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U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
HOMERILL PREMIUM SALADS	53036-4079 Registered	75/041373 11-Jan-1996	2,152,838 21-Apr-1998
	53036-9303 Registered	73/700824 14-Dec-1987	1,507,693 11-Oct-1988
HONOR	53036-7712 Registered	75/613388 29-Dec-1998	2,402,731 07-Nov-2000
	53036-6396 Registered	75/577073 26-Oct-1998	2,532,485 22-Jan-2002
H. WINGO	53036-3038 Registered	74/690949 20-Jun-1995	2,076,203 01-Jul-1997
	53036-1151 Registered	75/774402 12-Aug-1999	2,458,412 05-Jun-2001
J.A. BONES	53036-8012 Registered	74/351749 25-Jan-1993	1,844,575 12-Jul-1994
	53036-5758 Registered	75/507938 24-Jun-1998	2,290,625 02-Nov-1999
JADE DRAGON	53036-6541 Registered	76/152219 23-Oct-2000	2,500,285 23-Oct-2001
	53036-1151 Registered	75/774402 12-Aug-1999	2,458,412 05-Jun-2001
J. HIGGS	53036-8012 Registered	74/351749 25-Jan-1993	1,844,575 12-Jul-1994
	53036-5758 Registered	75/507938 24-Jun-1998	2,290,625 02-Nov-1999
JOUST	53036-6541 Registered	76/152219 23-Oct-2000	2,500,285 23-Oct-2001
	53036-1151 Registered	75/774402 12-Aug-1999	2,458,412 05-Jun-2001

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
JUNGLE JAMMERS	53036-5090 Registered	74/116541 19-Nov-1990	1,902,213 27-Jun-1995
	53036-7896 Registered	76/269107 08-Jun-2001	2,705,294 08-Apr-2003
KASKEY'S	53036-3960 Registered	75/025982 01-Dec-1995	2,043,062 11-Mar-1997
KAYLOR FARMS	53036-5760 Registered	75/507937 24-Jun-1998	2,352,650 23-May-2000
	53036-5781 Registered	75/506192 24-Jun-1998	2,265,882 27-Jul-1999
KEPLER	53036-8470 Registered	73/637289 29-Dec-1986	1,456,041 08-Sep-1987
KINDLE	53036-2694 Registered	74/047400 10-Apr-1990	1,707,561 11-Aug-1992
	53036-8819 Registered	76/345624 05-Dec-2001	2,701,345 25-Mar-2003
KRISPA			

SCHEDULE A
U.S. Trademark Registrations

Trademark	TC File No.	Application Number	Registration Number
Status	Filing Date	Registration Date	
KURTZ	53036-7049 Registered	74/283663 10-Jun-1992	1,785,723 03-Aug-1993
LECOUR'S FINEST	53036-34549 Registered	78/144917 17-Jul-2002	2,783,308 11-Nov-2003
LUNAR MAILLOS	53036-3721 Registered	75/009743 18-Oct-1995	2,217,538 12-Jan-1999
MANDZIARA	53036-6815 Registered	75/567190 09-Oct-1998	2,293,791 16-Nov-1999
MANVITA'S	53036-31445 Registered	76/372229 19-Feb-2002	2,687,644 11-Feb-2003
MAPLE RIDGE	53036-3661 Registered	75/008703 20-Oct-1995	2,026,721 31-Dec-1996
MARCIN	53036-8049 Registered	73/594808 23-Apr-1986	1,427,645 03-Feb-1987
MARCOM	53036-9272 Registered	75/697750 04-May-1999	2,336,899 28-Mar-2000
MASTER A MEAL	53036-7394 Registered	74/317322 24-Sep-1992	1,827,004 15-Mar-1994

SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Application Number</u>	<u>Registration Number</u>
<u>Status</u>	<u>Filing Date</u>	<u>Registration Date</u>	
MCCLARY'S	53036-3301 Registered	75/219341 27-Dec-1996	2,085,124 29-Jul-1997
MCDANIEL'S	53036-9643 Registered	74/488576 10-Feb-1994	1,903,966 04-Jul-1995
MCDANIEL'S	53036-1287 Registered	75/788080 30-Aug-1999	2,364,587 04-Jul-2000
MIGHTY PINE	53036-6199 Registered	74/205668 23-Sep-1991	1,766,503 20-Apr-1993
MORNIN' GEMS	53036-8265 Registered	76/304624 24-Aug-2001	2,576,083 04-Jun-2002
MORNING DELIGHT	53036-2124 Registered	74/594501 03-Nov-1994	2,014,280 05-Nov-1996
MORNING DELIGHT	53036-9295 Registered	73/700715 14-Dec-1987	1,502,390 30-Aug-1988
MOUNTAIN HOLLER	53036-4454 Registered	75/075983 21-Mar-1996	2,120,436 09-Dec-1997

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
NATURE'S CRUNCH	53036-2579 Registered	74/033579 01-Mar-1990	1,652,776 30-Jul-1991
	53036-7796 Registered	76/255982 11-May-2001	2,703,104 01-Apr-2003
O'DAY'S	53036-5869 Registered	74/181878 01-Jul-1991	1,798,930 17-Aug-1993
O'DAY'S FARMS	53036-1041 Registered	73/708416 28-Jan-1988	1,509,791 25-Oct-1988
OVEN EZE	53036-8048 Registered	73/595123 24-Apr-1986	1,444,304 23-Jun-1987
PANNER	53036-3134 Registered	74/713758 10-Aug-1995	2,077,980 08-Jul-1997
PASTAPALI	53036-8450 Registered	73/632825 28-Nov-1986	1,447,833 14-Jul-1987
PATCH	53036-8458 Registered	73/633689 04-Dec-1986	1,505,042 20-Sep-1988
PATCH and Design	53036-5376 Registered	75/186645 24-Oct-1996	2,166,510 16-Jun-1998
PERK-A-BOO	53036-5376 Registered	75/186645 24-Oct-1996	2,166,510 16-Jun-1998

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
PICKNICH	53036-4873 Registered	75/453223 19-Mar-1998	2,296,896 30-Nov-1999
	53036-5920 Registered	75/231350 27-Jan-1997	2,181,451 11-Aug-1998
PIPER'S SUPREME	53036-6380 Registered	74/220327 12-Nov-1991	1,819,522 01-Feb-1994
	53036-7368 Registered	74/302833 10-Aug-1992	1,852,024 30-Aug-1994
PLATEABLES	53036-8100 Registered	75/625308 22-Jan-1999	2,430,356 20-Feb-2001
	53036-1635 Registered	75/394308 21-Nov-1997	2,196,025 13-Oct-1998
PLYMPTON'S	53036-2605 Registered	74/668358 21-Apr-1995	2,034,893 04-Feb-1997
	53036-5509 Registered	75/488799 21-May-1998	2,294,775 23-Nov-1999

SCHEDULE A
U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
PORTMANN'S	53036-8202	Registered	74/436191	14-Sep-1993	1,926,770	10-Oct-1995
PORTMANN'S	53036-7572	Registered	76/246454	26-Apr-2001	2,597,618	23-Jul-2002
PORTSIDE	53036-8325	Registered	74/422564	06-Aug-1993	1,836,958	17-May-1994
PORTSIDE	53036-2606	Registered	74/668357	21-Apr-1995	1,969,870	23-Apr-1996
PREEM	53036-1763	Registered	73/773283	06-Jan-1989	1,580,957	06-Feb-1990
PRO-BLENDS	3036-3299	Registered	74/720019	25-Aug-1995	2,067,825	03-Jun-1997
PROMENADE	53036-2879	Registered	74/672499	08-May-1995	2,058,077	29-Apr-1997
PROMENADE SUPREME	53036-2963	Registered	74/685009	06-Jun-1995	2,065,660	27-May-1997
RAPID INSTANT RICE	53036-7797	Registered	76/255509	11-May-2001	2,664,399	17-Dec-2002

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SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Application Number</u>	<u>Registration Number</u>
<u>Status</u>	<u>Filing Date</u>	<u>Registration Date</u>	
R.D. OSKINS	53036-6274 Registered	75/552191 10-Sep-1998	2,284,270 05-Oct-1999
RICE TOWN	53036-8109 Registered	76/288536 20-Jul-2001	2,730,183 24-Jun-2003
ROLLIN OATS	53036-1887 Registered	73/789965 30-Mar-1989	1,571,190 12-Dec-1989
SCRAPPERS	53036-3765 Registered	75/935835 06-Mar-2000	2,426,982 06-Feb-2001
SCREAMIN' CHEESE	53036-5733 Registered	75/214779 17-Dec-1996	2,184,906 25-Aug-1998
SEBACHER	53036-4379 Registered	75/073132 15-Mar-1996	2,074,676 24-Jun-1997
SEMORA VERDE	53036-5134 Registered	76/091949 19-Jul-2000	2,598,965 23-Jul-2002
SHANER'S	53036-4030 Registered	76/010820 28-Mar-2000	2,508,251 13-Nov-2001

SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
SHARING IN THE FUTURE	53036-9911	Registered	74/581216	03-Oct-1994	1,991,989	06-Aug-1996
	53036-3006	Registered	74/707785	28-Jul-1995	2,004,182	01-Oct-1996
SHELBY'S GROVE	53036-3006	Registered	74/707785	28-Jul-1995	2,004,182	01-Oct-1996
	53036-3635	Registered	75/001873	05-Oct-1995	2,582,471	18-Jun-2002
SIERRA MIGUEL	53036-3300	Registered	74/720032	25-Aug-1995	2,059,952	06-May-1997
	53036-7793	Registered	76/255980	11-May-2001	2,701,184	25-Mar-2003
SKILLET MASTERS	53036-2719	Registered	74/073936	02-Jul-1990	1,670,854	31-Dec-1991
	53036-8266	Registered	76/304623	24-Aug-2001	2,552,667	26-Mar-2002
SOAR	53036-8208	Registered	73/616416	25-Aug-1986	1,454,542	25-Aug-1987
	53036-1959	Registered	73/798201	08-May-1989	1,572,242	19-Dec-1989
SOMERSET	53036-1959	Registered	73/798201	08-May-1989	1,572,242	19-Dec-1989
	53036-1959	Registered	08-May-1989			
SPACE STARS	53036-1959	Registered	08-May-1989			
	53036-1959	Registered				

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
SPECIAL BLEND	53036-6737	76/169408	2,555,457
	Registered	21-Nov-2000	02-Apr-2002
SPRING BREEZE	53036-9300	73/700967	1,557,567
	Registered	14-Dec-1987	26-Sep-1989
STERILANT	53036-9304	73/700929	1,504,550
	Registered	14-Dec-1987	20-Sep-1988
STIR-N'S	53036-2699	74/047420	1,868,943
	Registered	10-Apr-1990	20-Dec-1994
STRAWBERRY COOKIE CRUNCH	53036-3508	75/437209	2,289,560
	Registered	19-Feb-1998	26-Oct-1999
SUNNY SPREAD	53036-5684	74/169757	1,797,183
	Registered	24-May-1991	05-Oct-1993
SUREX	53036-1042	72/708403	1,525,117
	Registered	28-Jan-1988	21-Feb-1989
SWEET M'S and Design	53036-1958	75/358581	2,182,501
	Registered	17-Sep-1997	18-Aug-1998

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
T.J. NELSON'S	53036-3037 Registered	74/690935 20-Jun-1995	2,063,893 20-May-1997
TABITHA'S	53036-9298 Registered	73/701217 14-Dec-1987	1,499,164 09-Aug-1988
TALLY HO	53036-3126 Registered	74/698338 07-Jul-1995	2,063,912 20-May-1997
TEXAS T	53036-5377 Registered	73/670185 06-Jul-1987	1,488,876 17-May-1988
THAT'S A WRAP!	53036-7857 Registered	74/347446 11-Jan-1993	1,843,629 05-Jul-1994
THAT'S A WRAP!	53036-9152 Registered	74/456453 04-Nov-1993	1,863,481 22-Nov-1994
THE CHIP CONNECTION	53036-6325 Registered	74/220328 12-Nov-1991	1,775,992 08-Jun-1993
TIPTON GROVE	53036-3298 Registered	74/720036 25-Aug-1995	2,062,146 13-May-1997
T-LER GARDENS	53036-5162 Registered	75/153097 20-Aug-1996	2,141,523 03-Mar-1998

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
TRESKY	53036-8492	75/642368	2,427,442
	Registered	17-Feb-1999	06-Feb-2001
TUBZ	53036-8448	73/633156	1,447,835
	Registered	01-Dec-1986	14-Jul-1987
TUBZ and Design	53036-8456	73/633622	1,446,711
	Registered	04-Dec-1986	07-Jul-1987
TUPE TEAM	53036-4407	76/071433	2,459,791
	Registered	16-Jun-2000	12-Jun-2001
TYLER'S TISSUES	53036-4677	75/139469	2,075,651
	Registered	11-Jul-1996	01-Jul-1997
VALLY	53036-8469	73/637588	1,451,194
	Registered	29-Dec-1986	04-Aug-1987
VALDE PRICED J&R	53036-3849	75/017139	2,157,215
	Registered	09-Nov-1995	12-May-1998
VALDE PRICED J&R Design	53036-4000	75/028275	2,157,235
	Registered	06-Dec-1995	12-May-1998

SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
VISTON	53036-2791	Registered	75/400631	05-Dec-1997	2,319,747	15-Feb-2000
	53036-1797	Registered	73/778216	02-Feb-1989	1,557,980	26-Sep-1989
WADDLES	53036-2607	Registered	74/668359	21-Apr-1995	1,968,395	16-Apr-1996
	53036-8621	Registered	74/422597	06-Aug-1993	1,978,667	04-Jun-1996
WAI KI KI KOOLER	53036-5773	Registered	75/218731	26-Dec-1996	2,147,384	31-Mar-1998
	53036-3324	Registered	75/924049	22-Feb-2000	2,470,754	17-Jul-2001
WALKENBACH	53036-2717	Registered	75/404734	12-Dec-1997	2,221,563	02-Feb-1999
	53036-4265	Registered	76/056505	25-May-2000	2,473,445	31-Jul-2001
WESTCOTT	53036-1798	Registered	73/778311	02-Feb-1989	1,562,428	24-Oct-1989
	53036-1798	Registered	73/778311	02-Feb-1989	1,562,428	24-Oct-1989

SCHEDULE A

U.S. Trademark Registrations

Trademark	TC File No. Status	Application Number Filing Date	Registration Number Registration Date
WITH A KICK!	53036-34448 Registered	78/150339 02-Aug-2002	2,796,215 16-Dec-2003
	53036-1954 Registered	73/798209 08-May-1989	1,572,194 19-Dec-1989
WYLMOOD	53036-7307 Registered	76/221216 07-Mar-2001	2,536,314 05-Feb-2002
	53036-35109 Registered	78/154262 14-Aug-2002	2,799,350 23-Dec-2003
YUKON GOLD	53036-5807 Registered	75/224505 13-Jan-1997	2,182,927 18-Aug-1998
	53036-34923 Registered	78/150336 02-Aug-2002	2,783,320 11-Nov-2003
ZIP'N'SEAL	53036-5767 Registered	75/218732 26-Dec-1996	2,217,717 12-Jan-1999

SCHEDULE B
U.S. Trademark Applications (use alleged)

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>
KURTZ	53036-34449	Pending	78/150347	02-Aug-2002
McCLARY'S	53036-44040	Pending	78/315913	20-Oct-2003
SCREAMIN' CHEESE	53036-35110	Pending	78/154265	14-Aug-2002
SEBACHER	53036-44039	Pending	78/315910	20-Oct-2003
WHITE WALLS	53036-35481	Pending	78/162131	09-Sep-2002

2297315

SCHEDULE C

U.S. Trademark Applications (Intent-to-use)

Trademark	TC File No. Status	Application Number Filing Date
ALBANY BAKERY	53036-35452 Pending	78/162129 09-Sep-2002
BAG 'N BAKE	53036-39924 Pending	78/237997 15-Apr-2003
BLACK BAY	53036-42633 Pending	78/300402 15-Sep-2003
BLEND-N'S	53036-39977 Pending	78/235576 09-Apr-2003
BUTTER BLOWOUT	53036-45993 Pending	78/359930 30-Jan-2004
C.K. MALONEY'S	53036-44290 Pending	78/318767 27-Oct-2003
CHOICE MORSELS	53036-32315 Pending	76/386892 26-Mar-2002
CLEO B'S	53036-36293 Pending	78/177359 23-Oct-2002
CLEO B'S	53036-46005 Pending	78/357887 27-Jan-2004

SCHEDULE C

U.S. Trademark Applications (Intent-to-use)

<u>Trademark</u>	<u>TC File No.</u>	<u>Application Number</u>
	<u>Status</u>	<u>Filing Date</u>
CREAMY PEANUT BUTTER PERFECTION	53036-35839 Pending	78/169407 30-Sep-2002
DELIANO'S	53036-41694 Pending	78/272101 09-Jul-2003
DOUBLE CHOCOLATE BLISS	53036-41151 Pending	78/257651 03-Jun-2003
FERRATO'S	53036-45412 Pending	78/344172 22-Dec-2003
FRUIT FLIPS	53036-7476 Pending	76/232807 29-Mar-2001
GINGER EVANS	53036-40673 Pending	78/247362 08-May-2003
GOLD LEAP	53036-43687 Pending	78/313778 15-Oct-2003
GOLDSTRIKE	53036-41596 Pending	78/268080 27-Jun-2003

SCHEDULE C
U.S. Trademark Applications (Intent-to-use)

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>
HARVEST BLEND	53036-42136	Pending	78/284250	07-Aug-2003
HOLLEY HILLS	53036-40806	Pending	78/248668	12-May-2003
JUNGLE JAMMERS	53036-38171	Pending	78/217022	20-Feb-2003
KARNER & HEARON'S	53036-44289	Pending	78/318768	27-Oct-2003
MARVELLA	53036-42747	Pending	78/308439	02-Oct-2003
O'DAY'S FARMS	53036-37751	Pending	78/207279	27-Jan-2003
PORTMANN'S	53036-39990	Pending	78/233646	03-Apr-2003
POWER CYCLE	53036-35908	Pending	78/169403	30-Sep-2002
PUB & CLUB	53036-36294	Pending	78/177360	23-Oct-2002

2297317

SCHEDULE C

U.S. Trademark Applications (Intent-to-use)

<u>Trademark</u>	<u>TC File No.</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>
PUB & CLUBS	53036-46004	Pending	78/357884	27-Jan-2004
TICKLES	53036-32868	Pending	76/401892	30-Apr-2002
TRIUMPH	53036-45161	Pending	78/335597	03-Dec-2003
VERY CHERRY BUBBA	53036-45165	Pending	78/335594	03-Dec-2003
VERY VANILLA BUBBA	53036-45164	Pending	78/336144	04-Dec-2003
VINTAGE #25	53036-38170	Pending	78/216514	19-Feb-2003
WAI KI KI KOOLER	53036-38233	Pending	78/217017	20-Feb-2003
WAIKIKI PUNCH	53036-38236	Pending	78/216511	19-Feb-2003

SCHEDULE C
U.S. Trademark Applications (Intent-to-use)

<u>Trademark</u>	<u>TC File No. Status</u>	<u>Application Number Filing Date</u>
WORLD'S FAIR	53036-44288 Pending	78/318769 27-Oct-2003
WOW! SEE WHAT A DOLLAR BUYS	53036-36092 Pending	78/180054 30-Oct-2002

Form PTO-1594 (Modified)
(Rev. 6/93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

4/12/04

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TR

04-16-2004



102722992

Docket No.:

53036/47411

Tab settings

To the Honorable Commissioner of Patents at

original documents or copy thereof.

1. Name of conveying party(ies):
Save-A-Lot Food Stores, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 27, 2004

2. Name and address of receiving party(ies)

Name: Save-A-Lot Food Stores, Ltd.

Internal Address: 100 Corporate Office Drive

Street Address: _____

City: Earth City State: MO ZIP: 63045

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Company incorporated under the laws of Bermuda

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

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

A. Trademark Application No.(s)
See Schedules B and C attached

B. Trademark Registration No.(s)
See Schedule A attached

Additional numbers attached? Yes No

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

Name: Thomas A. Polcyn

Internal Address: Thompson Coburn LLP

Street Address: One US Bank Plaza

City: St. Louis State: MO ZIP: 63101

6. Total number of application and registrations involved: 251

7. Total fee (37 CFR 3.41): \$ \$6,290.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 20-0823

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.

Thomas A. Polcyn
Name of Person Signing

Signature

4/8/04
Date

Total number of pages including cover sheet, attachments, and documents: 34

TRADEMARK

REEL: 002961 FRAME: 0586

6250.00 IP
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POLCYN T
EQUIPER
04/08/04

**SUMMARY ARTICLES OF MERGER
OF
SAVE-A-LOT FOOD STORES, INC.
(a Missouri corporation)
AND
SAVE-A-LOT FOOD STORES, LTD.
(a Bermuda corporation)**

Pursuant to the provisions of §351.430(2) of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Save-A-Lot Food Stores, Inc., which is incorporated under the laws of the State of Missouri; and
 - (ii) Save-A-Lot Food Stores, Ltd., which is incorporated under the laws of Bermuda.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations by Save-A-Lot Food Stores, Inc. in accordance with The General and Business Corporation Law of Missouri, and by Save-A-Lot Food Stores, Ltd. in accordance with the laws of Bermuda.

3. The name of the surviving corporation in the merger herein certified is Save-A-Lot Food Stores, Ltd., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of Bermuda.

4. The Memorandum of Association and the Bye-laws of Save-A-Lot Food Stores, Ltd., as now in force and effect, shall continue to be the Memorandum of Association and the Bye-laws of said surviving corporation until amended and changed pursuant to the provisions of the laws of Bermuda.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is 11840 Valley View Road, Eden Prairie, Minnesota 55344.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of any constituent corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of February __, 2004.

SAVE-A-LOT FOOD STORES, INC.

By: 
Name: JOHN P. BREEDLOVE
Title: VICE PRESIDENT

Attest: 
Name: AMBER E. SIMPSON
Title: Assistant Secretary

SAVE-A-LOT FOOD STORES, LTD.

By: 
Name: JOHN P. BREEDLOVE
Title: VICE PRESIDENT

Attest: 
Name: AMBER E. SIMPSON
Title: Assistant Secretary



BERMUDA

CERTIFICATE OF AMALGAMATION

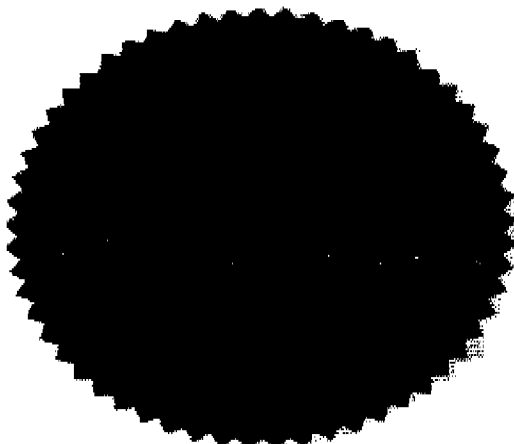
I **HEREBY** in accordance with the provisions of Section 108 of The Companies Act, 1981 (hereinafter referred to as "The Act") issue this Certificate of Amalgamation to the amalgamated company bearing the name

Save-A-Lot Food Stores, Ltd.

consequent upon the amalgamation of **Save-A-Lot Food Stores, Ltd.** and **Save-A-Lot Food Stores, Inc. (a Missouri Company)**, effective the 27th day of February, 2004.

I **CERTIFY** that the amalgamated company was registered on the 27th day of February, 2004.

The Memorandum of Association of **Save-A-Lot Food Stores, Ltd.** shall be the Memorandum of the amalgamated company and the Certificate of Amalgamation shall be deemed to be the Certificate of Incorporation of the amalgamated company pursuant to Section 109 of the Act.



Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this 11th
day of March, 2004


for Registrar of Companies



BERMUDA

CERTIFICATE OF AMALGAMATION

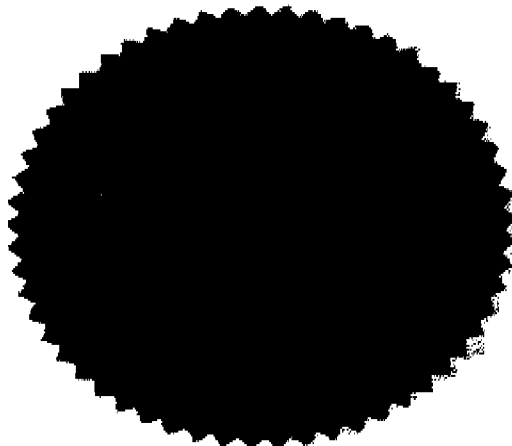
I **HEREBY** in accordance with the provisions of Section 108 of The Companies Act, 1981 (hereinafter referred to as "The Act") issue this Certificate of Amalgamation to the amalgamated company bearing the name

Save-A-Lot Food Stores, Ltd.

consequent upon the amalgamation of **Save-A-Lot Food Stores, Ltd.** and **Save-A-Lot Food Stores, Inc. (a Missouri Company)**, effective the **27th day of February, 2004**.

I **CERTIFY** that the amalgamated company was registered on the **27th day of February, 2004**.

The Memorandum of Association of **Save-A-Lot Food Stores, Ltd.** shall be the Memorandum of the amalgamated company and the Certificate of Amalgamation shall be deemed to be the Certificate of Incorporation of the amalgamated company pursuant to Section 109 of the Act.



Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this **11th**
day of **March, 2004**


for Registrar of Companies

**SUMMARY ARTICLES OF MERGER
OF
SAVE-A-LOT FOOD STORES, INC.
(a Missouri corporation)
AND
SAVE-A-LOT FOOD STORES, LTD.
(a Bermuda corporation)**

Pursuant to the provisions of §351.430(2) of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Save-A-Lot Food Stores, Inc., which is incorporated under the laws of the State of Missouri; and
 - (ii) Save-A-Lot Food Stores, Ltd., which is incorporated under the laws of Bermuda.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations by Save-A-Lot Food Stores, Inc. in accordance with The General and Business Corporation Law of Missouri, and by Save-A-Lot Food Stores, Ltd. in accordance with the laws of Bermuda.
3. The name of the surviving corporation in the merger herein certified is Save-A-Lot Food Stores, Ltd., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of Bermuda.
4. The Memorandum of Association and the Bye-laws of Save-A-Lot Food Stores, Ltd., as now in force and effect, shall continue to be the Memorandum of Association and the Bye-laws of said surviving corporation until amended and changed pursuant to the provisions of the laws of Bermuda.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is 11840 Valley View Road, Eden Prairie, Minnesota 55344.
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of any constituent corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of February __, 2004.

SAVE-A-LOT FOOD STORES, INC.

By: 
Name: JOHN P. BREEDLOVE
Title: VICE PRESIDENT

Attest: 
Name: NANCY E. SIMPSON
Title: Assistant Secretary

SAVE-A-LOT FOOD STORES, LTD.

By: 
Name: JOHN P. BREEDLOVE
Title: VICE PRESIDENT

Attest: 
Name: NANCY E. SIMPSON
Title: Assistant Secretary

THOMPSON COBURN

*Thompson Coburn LLP
Attorneys at Law*

One US Bank Plaza
St. Louis, Missouri 63101-1693
314-552-6000
FAX 314-552-7000
www.thompsoncoburn.com

Facsimile

FOR IMMEDIATE DELIVERY

To	Firm Name	Phone	Fax
Attention: MARCUS KIRK	Assignment Division, USPTO		703-306-5995

From: Thomas A. Polcyn

Date: 10/20/2004

Message:


Atty/Client/Matter No.: 3074/03999/07000

Total Number of Pages, including this page: 42

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