

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/29/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Scot Lad Foods, Inc.		03/28/2005	CORPORATION: WISCONSIN

**RECEIVING PARTY DATA**

Name:	Scot Lad-Lima, Inc.
Street Address:	875 East Wisconsin Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	CORPORATION: OHIO

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	842959	SCOT FARMS
Registration Number:	1330408	SCOT LAD
Registration Number:	1473393	SCOT LAD
Registration Number:	1491922	SPRING LAKE
Registration Number:	1485845	SPRING LAKE

**CORRESPONDENCE DATA**

Fax Number: (414)223-5000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414.273.2100  
 Email: splagemann@whdlaw.com  
 Correspondent Name: Whyte Hirschboeck Dudek S.C.  
 Address Line 1: Attn: Suzanne Plagemann  
 Address Line 2: 555 East Wells Street, Suite 1900  
 Address Line 4: Milwaukee, WISCONSIN 53202

CH \$140.00 842959

ATTORNEY DOCKET NUMBER:	RI-12605
NAME OF SUBMITTER:	Suzanne Plagemann
Signature:	/suzanneplagemann/
Date:	10/17/2005
Total Attachments: 4 source=RI-12605 COT Merger#page1.tif source=RI-12605 COT Merger#page2.tif source=RI-12605 COT Merger#page3.tif source=RI-12605 COT Merger#page4.tif	

**RECEIVED**

MAR 28 2005

WISCONSIN  
DFI

**ARTICLES OF MERGER  
OF  
SCOT LAD FOODS, INC. INTO SCOT LAD-LIMA, INC.**

On behalf of the Surviving Corporation named herein, and pursuant to Section 180.1105 of the Wisconsin Business Corporation Law, the undersigned hereby makes and executes these Articles of Merger and states as follows:

**A. Corporations Party to the Merger**

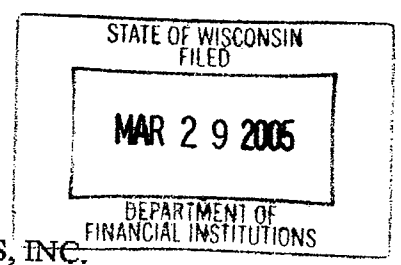
Scot Lad-Lima, Inc., an Ohio corporation, the Surviving Corporation.

Scot Lad Foods, Inc., a Wisconsin corporation, the Non-Surviving Corporation.

**B. Plan of Merger.**

A true and correct copy of the Agreement and Plan of Merger entered into between the parties is attached hereto. The plan was approved in accordance with Section 180.1104 of the Wisconsin Statutes.

Dated as of the 28th day of March, 2005.

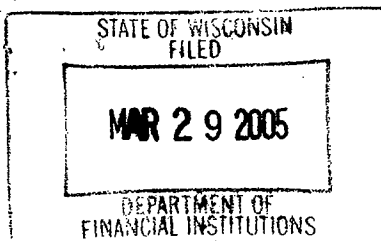


SCOT LAD FOODS, INC.

By: *Darren W. Karst*  
Darren W. Karst, President

This instrument was drafted by and should be returned to:

Kimberly Churchill Montgomery  
Whyte Hirschboeck Dudek S.C.  
555 East Wells Street, Suite 1900  
Milwaukee, Wisconsin 53202-3819  
(414) 273-2100



## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made and entered into as of March 28, 2005, by and between Scot Lad-Lima, Inc., an Ohio corporation ("Surviving Corporation"), and Scot Lad Foods, Inc., a Wisconsin corporation ("Parent Corporation").

### RECITALS:

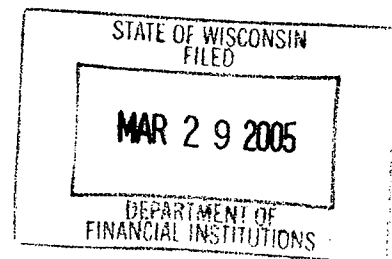
- A. Surviving Corporation is a corporation organized and existing pursuant to the laws of the State of Ohio, and Parent Corporation is a corporation organized and existing pursuant to the laws of the State of Wisconsin.
- B. Surviving Corporation has 100 shares of common stock issued and outstanding on the date hereof. Parent Corporation is the record and beneficial owner of one hundred percent (100%) of the issued and outstanding capital stock of Surviving Corporation. The shareholder of the Parent Corporation has waived in writing the requirement of mailing to it a copy of the Agreement and Plan of Merger.
- C. The Boards of Directors of Surviving Corporation and Parent Corporation have determined it to be in the best interests of Surviving Corporation and Parent Corporation to merge Parent Corporation with and into Surviving Corporation, pursuant to the applicable provisions of the Wisconsin Business Corporation Law and the Ohio General Corporation Law.

NOW THEREFORE, pursuant to and in accordance with Section 180.1104 of the Wisconsin Business Corporation Law and Section 1701.801 of the Ohio Business Corporation Law, the parties hereby enter into this Agreement and Plan of Merger and agree that Parent Corporation shall be merged with and into Surviving Corporation, on the following terms and conditions:

1. Parties to the Merger. Parent Corporation is Scott Lad Foods, Inc., a Wisconsin corporation. Surviving Corporation is Scott Lad-Lima, Inc., an Ohio corporation. (Surviving Corporation and Parent Corporation are sometimes hereinafter referred to collectively as, the "Constituent Corporations.")
2. Merger, Surrender of Shares. On the Effective Date (as hereinafter defined), Parent Corporation shall be merged with and into Surviving Corporation (the "Merger"). The shares of Surviving Corporation owned by Parent Corporation shall be cancelled as of the Effective Date of the Merger. Each outstanding share of common stock of the Parent Corporation will be converted into one share of common stock of the Surviving Corporation.
3. Officers and Directors. The officers and directors of Surviving Corporation at the Effective Date of the Merger shall be and continue to be the officers and directors of Surviving Corporation thereafter, until their successors are duly appointed or elected.

4. Articles of Incorporation and Code of Regulations. The Articles of Incorporation and the Code of Regulations of Surviving Corporation as they exist immediately prior to the Merger shall continue as the Articles of Incorporation and the Code of Regulations of Surviving Corporation after the Merger, until such time thereafter as they are amended.
5. Effect of Merger. Upon the Effective Date, the merger shall have the effect provided in the Wisconsin Business Corporation Law and the Ohio General Corporation Law including, but not limited to the following:
- (a) The Parent Corporation merges into the Surviving Corporation and the separate existence of every corporation party to the merger except the Surviving Corporation ceases.
  - (b) The title to all property owned by each Constituent Corporation is vested in the Surviving Corporation without reversion or impairment.
  - (c) The Surviving Corporation has all liabilities of each Constituent Corporation.
  - (d) A civil, criminal, administrative or investigatory proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation may be substituted in the proceeding for the corporation whose existence ceased.
6. Effective Date. The Merger shall be effective on March 29, 2005 (the "Effective Date").
7. Abandonment. This Agreement and Plan of Merger and the Merger herein contemplated may be abandoned any time prior to the Effective Date.

[SIGNATURE PAGE FOLLOWS]



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IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed by their duly authorized officers, all as of the day and year first above written.

SCOT LAD-LIMA, INC.

By: *Darren W. Karst*  
Darren W. Karst, President

SCOT LAD FOODS, INC.

By: *Darren W. Karst*  
Darren W. Karst, President

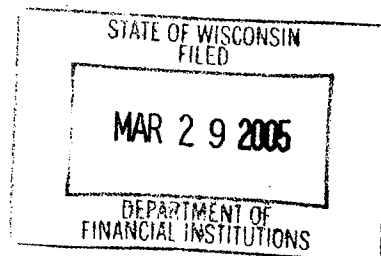
WAIVER

The undersigned, Roundy's, Inc., holder of one hundred percent (100%) of the issued and outstanding capital stock of Scot Lad Foods, Inc., a Wisconsin corporation, hereby waives the requirement of Section 180.1104(3) of the Wisconsin Business Corporation Law regarding the mailing to it of a copy of the Plan of Merger entered into between Scot Lad Foods, Inc. and Scot Lad-Lima, Inc. dated as of March 28, 2005.

Dated: March 28, 2005.

ROUNDY'S, INC.

By: *Darren W. Karst*  
Darren W. Karst, Executive Vice  
President and Chief Financial Officer



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