

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/02/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lazy Acres Market Inc.		05/14/2008	CORPORATION:

RECEIVING PARTY DATA

Name:	Bristol Farms
Street Address:	915 East 230th Street
City:	Carson
State/Country:	CALIFORNIA
Postal Code:	90745
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2635256	LAZY ACRES MARKET

CORRESPONDENCE DATA

Fax Number: (952)828-4403
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 952-828-4360
 Email: IPLegalTeam@Supervalu.com
 Correspondent Name: Michael J. Blum
 Address Line 1: 11840 Valley View Road
 Address Line 4: Eden Prairie, MINNESOTA 55344-3691

NAME OF SUBMITTER:	Karrie Hitchcock
Signature:	/Karrie Hitchcock/
Date:	10/14/2008

OP \$40.00 2635256

Total Attachments: 6

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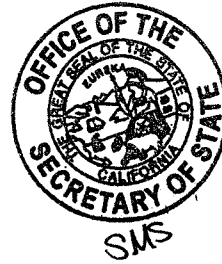
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State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 0 2 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

A0677716

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AGREEMENT AND PLAN OF MERGER
BRISTOL FARMS
AND
LAZY ACRES MARKET INC.

MAY 29 2008

**EFFECTIVE
DATE**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 14 JUN 02 2008 day of May, 2008, by and between BRISTOL FARMS, a California corporation ("Bristol") (sometimes referred to as the "Surviving Corporation"), and LAZY ACRES MARKET INC., a California corporation ("Lazy Acres"), both of which are wholly-owned subsidiaries of New Albertson's, Inc., a Delaware corporation, collectively, the "Parties."

WHEREAS, Bristol Farms has authorized capital stock consisting of seven thousand five hundred (7,500) shares of Common Stock of which ten (10) shares of Common Stock are issued and outstanding; and one hundred (100) shares of Series A Preferred Stock are issued and outstanding;

WHEREAS, Lazy Acres has authorized capital stock consisting of ten thousand (10,000) shares of Common Stock of which one thousand and two (1,002) shares of Common Stock are issued and outstanding;

WHEREAS, the Certificate of Incorporation of Bristol Farms was filed in the office of the Secretary of State of California on June 29, 1982;

WHEREAS, the Certificate of Incorporation of Lazy Acres was filed in the office of the Secretary of State of California on June 28, 1989;

WHEREAS, the Parties desire to adopt a plan of reorganization within the meaning of Section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the Boards of Directors of Bristol Farms and Lazy Acres deem it advisable that Lazy Acres be merged into Bristol Farms pursuant to this Agreement and in accordance with the applicable statutes of the State of California and ;

WHEREAS, one hundred percent (100%) of the shareholders of both Lazy Acres and Bristol Farms have approved the merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the Parties as follows:

1. Merger; Effective Date. After this Agreement has been duly approved in the manner required by law, Lazy Acres shall be merged into Bristol Farms effective as of June 2, 2008, the "Effective Date".

2. Certificate of Incorporation; By-Laws. The Certificate of Incorporation and By-Laws of Bristol Farms in effect immediately prior to the Effective Date shall thereafter continue

in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation until further amended as provided therein or by law.

3. Surviving Corporation. Bristol Farm shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of California, but the separate corporate existence of Lazy Acres shall cease forthwith upon the Effective Date and the outstanding shares of Lazy Acres shall be canceled without consideration. On the Effective Date all liabilities of Lazy Acres shall be assumed by the Surviving Corporation, and all of the rights, privileges, powers, franchises, properties, real and personal, and every other asset of Lazy Acres shall be vested in the Surviving Corporation without further acts or deed. Lazy Acres hereby agrees, from time to time, and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of Lazy Acres acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of Lazy Acres and the proper officers and directors of the Surviving Corporation are fully authorized in the name Lazy Acres or otherwise to take any and all such action.

All rights of creditors and all liens upon the property of either of the Parties shall by preserved unimpaired, and all debts, liabilities and duties of Lazy Acres shall thence forth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4. Retirement of Lazy Acres Stock. Forthwith upon the Effective Date, each share of the Common Stock of Lazy Acres presently issued and outstanding shall be cancelled and retired, and no shares of Common Stock, or other securities of Lazy Acres shall be issued in respect thereof.

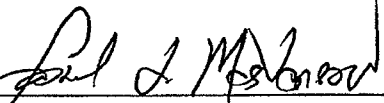
5. Directors. The directors and officers of Bristol Farms immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation for the remainder of their respective terms.


6. Rights of Dissenting Shareholders. New Albertson's, Inc. is the sole shareholder of Bristol Farms and Lazy Acres and, as a result, there will be no dissenting shareholders entitled to dissenter's rights under the applicable statutes of the State of California.

7. Amendment. At any time and from time to time this Agreement may be amended or repealed in the manner provided by the applicable statutes of the State of California. At any time prior to the date of filing the merger, this Agreement may be terminated by the Board of Directors of either of the Parties.

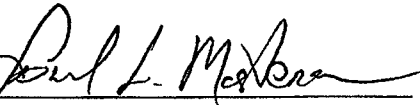
IN WITNESS WHEREOF, each of the Parties, pursuant to authority duly granted by its Board of Directors, has caused this Agreement and Plan of Merger to be executed as of the date first above written.


BRISTOL FARMS
a California corporation

By 
Samuel L. Masterson, Vice President


Edmund K. Davis, Secretary

LAZY ACRES MARKET INC.
a California corporation

By 
Samuel L. Masterson, Vice President


Edmund K. Davis, Secretary

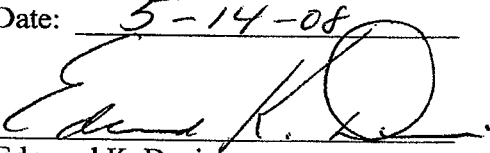
OFFICER'S CERTIFICATE
FOR BRISTOL FARMS

We, Edmund K. Davis and Samuel L. Masterson certify that:

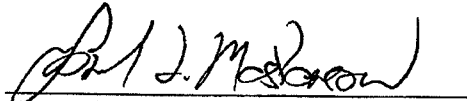
1. We are the Director and President and Director, Vice President and Secretary respectively of Bristol Farms, a corporation duly organized and existing under the laws of the state of California.
2. The merger agreement was entitled to be and was approved by the board of directors alone without the approval of the shareholders under the provisions of Section 1201 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 5-14-08



Edmund K. Davis
Director and President




Samuel L. Masterson
Director, Vice President and Secretary

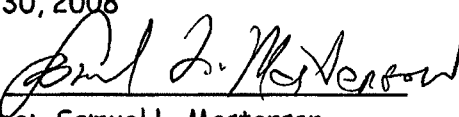
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Edmund K. Davis and Samuel L. Masterson certify that:

1. They are the President and Secretary and Vice President, respectively, of Lazy Acres Markets, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation which equalled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,002 shares of Common stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Signature: 
Printed Name: Edmund K. Davis
Title: President and Secretary
Date: May 30, 2008

Signature: 
Printed Name: Samuel L. Masterson
Title: Vice President
Date: May 30, 2008

