

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Copps Corporation		12/20/2007	CORPORATION: WISCONSIN

**RECEIVING PARTY DATA**

Name:	Roundy's Supermarkets, Inc.
Street Address:	875 East Wisconsin Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	CORPORATION: WISCONSIN

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2213971	COPPS KEY SAVINGS CLUB

**CORRESPONDENCE DATA**

Fax Number: (414)223-5000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414-978-5562  
 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 53202-3819

ATTORNEY DOCKET NUMBER:	RI-31815
NAME OF SUBMITTER:	Suzanne Plagemann
Signature:	/Suzanne Plagemann/

CH \$40.00 2213971

Date:

11/20/2008

**Total Attachments: 4**

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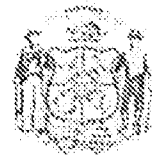
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Sec.179.77, 180.1105,  
181.1105 & 183.1204,  
Wis Stats

**State of Wisconsin**  
**Department of Financial Institutions**  
Division of Corporate & Consumer Services



**Articles of Merger**

**Surviving Entity**

Name: ROUNDY'S SUPERMARKETS, INC.  
Org ID: 1R04119  
Entity Type: Business Corporation  
Jurisdiction: WI

**Non Surviving Entity**

Name: THE COPPS CORPORATION  
Org ID: 1C10400  
Entity Type: Business Corporation  
Jurisdiction: WI

**Real Estate**

Non-Survivor Name(s)	Does the entity have a fee simple ownership interest in any Wisconsin real estate immediately prior to the merger?
THE COPPS CORPORATION	Yes

**Plan of Merger**

The executed plan of merger is on file at the principal place of business of the surviving corporation.

The surviving corporation will provide a copy of the plan of merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

Plan Of Merger

**Entity Ownership**

The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

**Method Of Approval**

The plan of merger document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss.180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

**Amendments**

The surviving entity will use the articles of incorporation of the following corporation: ROUNDY'S SUPERMARKETS, INC.  
There are no amendments to this articles of incorporation.

**Drafter:**

This document was drafted by: Traci A. Murphy

**Delayed Effective Date**

12/29/2007 12:01:00 AM

**Signature**

**Signature:** Edward G. Kitz  
**Title:** Secretary

**Contact Person**

**Traci A Murphy**  
875 East Wisconsin Avenue  
P.O. Box 473, Attn: MS-2600  
Milwaukee, WI 53201-0473  
United States of America  
traci.murphy@roundys.com  
414-231-5812

**Endorsement**

Received Date: 12/20/2007 11:41:52 AM  
Delayed Effective Date: 12/29/2007 12:01:00 AM  
Filed Date: 12/21/2007  
Filing Fee: \$150.00  
Expedite Fee: \$25.00  
**Total Fee: \$175.00**  
Comments:

Merges THE COPPS CORPORATION (01 1C10400) into ROUNDY'S SUPERMARKETS, INC. (01 1R04119)F DELAYED EFFECTIVE DATE: DECEMBER 29, 2007

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, is made and entered into as of the 20th day of December, 2007, by and between Roundy's Supermarkets, Inc., a Wisconsin corporation (the "Surviving Corporation") and The Copps Corporation, a Wisconsin corporation (the "Merging Corporation").

### RECITALS

A. Surviving Corporation is a corporation organized and existing pursuant to the laws of the State of Wisconsin, and Merging Corporation is a corporation organized and existing pursuant to the laws of the State of Wisconsin.

B. Surviving Corporation has 1,000 shares of common stock issued and outstanding on the date hereof.

C. Merging Corporation has 1,500 shares of common stock issued and outstanding on the date hereof, all of which are owned by the Surviving Corporation.

D. The Boards of Directors of Merging Corporation and Surviving Corporation have determined it to be in the best interests of Merging Corporation and Surviving Corporation to merge Merging Corporation with and into Surviving Corporation pursuant to the applicable provisions of the Wisconsin Business Corporation Law.

NOW THEREFORE, pursuant to and in accordance with Section 180.1104 of the Wisconsin Business Corporation Law and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, the parties hereby enter into this Agreement and Plan of Merger and agree that Merging Corporation shall be merged with and into Surviving Corporation on the following terms and conditions:

1. Parties to the Merger. Merging Corporation is The Copps Corporation, a Wisconsin corporation. Surviving Corporation is Roundy's Supermarkets, Inc., a Wisconsin corporation. (the Merging Corporation and the Surviving Corporation are sometimes hereinafter collectively referred to herein as the "Constituent Corporations.")

2. Merger; Surrender of Shares. On the Effective Date (as hereinafter defined), Merging Corporation shall be merged with and into Surviving Corporation (the "Merger"). The shares of Merging Corporation owned by Surviving Corporation shall be surrendered to the Merging Corporation as of the Effective Date of the Merger, for cancellation in consideration of the transfer of the assets (if any) of the Merging Corporation and its assumption of the liabilities (if any) of the Merging 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 By-Laws. The Articles of Incorporation and the By-Laws of Surviving Corporation as they exist immediately prior to the Merger shall continue as the Articles of Incorporation and By-Laws 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 including, but not limited to the following:

(a) The Merging Corporation merges into Surviving Corporation and the separate existence of every corporation party to the merger, except Surviving Corporation, ceases.

(b) The title to all property owned by each Constituent Corporation is vested in Surviving Corporation without reversion or impairment.

(c) 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 whose existence ceased.

6. Effective Date. The Merger shall be effective on December 29, 2007 (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.

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.

Roundy's Supermarkets, Inc.

The Copps Corporation

By: /s/ Edward G. Kitz  
Edward G. Kitz, Secretary

By: /s/ Edward G. Kitz  
Edward G. Kitz, V.P. & Secretary

#### WAIVER

The undersigned, Roundy's Supermarkets, Inc., holder of one hundred percent (100%) of the issued and outstanding capital stock of The Copps Corporation, 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 The Copps Corporation and Roundy's Supermarkets, Inc. dated as of December 20, 2007.

Dated: December 20, 2007

Roundy's Supermarkets, Inc.

By: /s/ Edward G. Kitz  
Edward G. Kitz, Secretary