

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| 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 E Wisconsin Ave |
| City: | Milwaukee |
| State/Country: | WISCONSIN |
| Postal Code: | 53202 |
| Entity Type: | CORPORATION: WISCONSIN |

PROPERTY NUMBERS Total: 7

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 1610215 | COPPS |
| Registration Number: | 1610216 | COPPS |
| Registration Number: | 1610851 | COPPS |
| Registration Number: | 1610852 | COPPS |
| Registration Number: | 1610853 | COPPS |
| Registration Number: | 1610854 | COPPS |
| Registration Number: | 1610855 | COPPS |

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.

CH \$190.00 1610215

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-31822, 795-13 |
| NAME OF SUBMITTER: | Suzanne Plagemann |
| Signature: | /Suzanne Plagemann/ |
| Date: | 01/16/2009 |

Total Attachments: 4
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Back to Previous Page
 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)

THE COPPS CORPORATION

Does the entity have a fee simple ownership interest in any Wisconsin real estate immediately prior to the merger?

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:

- 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.")
- 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.
- 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.
- 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.
- 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