

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/23/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
New Albertson's, Inc.		12/23/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	New Albertson's, Inc.
Street Address:	11840 Valley View Road
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344-3691
Entity Type:	CORPORATION: OHIO

**PROPERTY NUMBERS Total: 107**

Property Type	Number	Word Mark
Registration Number:	0885630	ALBERTSONS
Registration Number:	0891152	ALBERTSONS
Registration Number:	0959514	ALBERTSON'S
Registration Number:	1062358	GOOD DAY
Registration Number:	0953914	ALBERTSONS
Registration Number:	1073368	A ALBERTSONS
Registration Number:	1071250	A ALBERTSONS
Registration Number:	1619325	GOOD DAY
Registration Number:	1670493	FASTRANS
Registration Number:	1870706	FROSTED FRUITY
Registration Number:	1724735	MAGIC TWINKLES
Registration Number:	1997783	SAVE-ON-FOODS
Registration Number:	1856064	MAX PAK

OP \$2690.00 0885630

Registration Number:	1989088	MIGHTY
Registration Number:	2641391	SAV-ON DRUGS
Registration Number:	2144905	BABY BASICS
Registration Number:	2005834	RON VICARO
Registration Number:	1993123	FROST
Registration Number:	2011671	GOLDEN AGAVE
Registration Number:	2878084	SAV-ON
Registration Number:	2082392	EXPRESS PRESCRIPTION REFILL SERVICE
Registration Number:	2043756	SOFT CHOICE
Registration Number:	2181722	WHISPER SOFT
Registration Number:	2234723	ALBERTSON'S BETTER CARE
Registration Number:	2193052	LUCKY MEANS LOW PRICES
Registration Number:	2142810	CLEAR EXCELLENCE
Registration Number:	2222050	THE AMAZING EGG
Registration Number:	2444658	BEVERAGE BOULEVARD
Registration Number:	2237766	SNACK CENTRAL
Registration Number:	2469959	WHISPER SOFT IMAGES
Registration Number:	2245928	ALBERTSONS EXPRESS
Registration Number:	2303621	ALBERTSONS
Registration Number:	3061404	SAV-ON DRUGS. PHOTO EXPRESS
Registration Number:	2278012	ONE CHOICE
Registration Number:	2312068	COUNTRY FARMS
Registration Number:	2896508	SAV-ON
Registration Number:	2518550	TIMBERWOOD
Registration Number:	3223574	SAV-ON
Registration Number:	2729799	IDENTITY
Registration Number:	2712646	COUNTRY FARMS
Registration Number:	2680991	SIX
Registration Number:	2887198	DON VIEJO
Registration Number:	3004749	METOLIUS
Registration Number:	2841680	FROST ICE
Registration Number:	2841843	ESSENSIA
Registration Number:	2821405	THE TASTE WILL WIN YOU OVER
Registration Number:	3450742	ESSENSIA
Registration Number:	2889325	GIVING BACK FOR YOUTH. ONE CART AT A TIME.

**TRADEMARK**

**REEL: 003951 FRAME: 0411**

Registration Number:	2916507	SOUR SNAP
Registration Number:	3177770	EQUALINE
Registration Number:	3419744	HOMELIFE
Registration Number:	2980281	10 FOR \$10 SALE! MIX OR MATCH
Registration Number:	3011202	USE AS NEEDED.
Registration Number:	3081923	BRINGING CARE & COMFORT HOME
Registration Number:	3081924	HEALTH 'N' HOME
Registration Number:	3213982	AS A PHARMACIST, I RECOMMEND IT. AS A PARENT, I USE IT.
Registration Number:	3110529	CELEBRATE!...LET'S GET THE PARTY STARTED
Registration Number:	3050766	METOLIUS
Registration Number:	3152158	PICK OF THE PROS
Registration Number:	3459366	HOMELIFE
Registration Number:	3079727	HELPING MAKE YOUR LIFE EASIER.
Registration Number:	3442345	AVENU
Registration Number:	3420176	COCKTAILS 1-2-3
Registration Number:	3168377	
Serial Number:	76260958	I.D.
Registration Number:	1446938	3'S A CROWD
Registration Number:	3282186	3'S A CROWD
Serial Number:	77599200	ALBERTSON'S
Serial Number:	77009933	BASICS FOR KIDS
Registration Number:	3370984	PUNICA
Serial Number:	77666574	WE'LL ALWAYS BE HERE
Registration Number:	3271360	TAKING KOSHER SHOPPING TO A WHOLE NEW LEVEL
Registration Number:	3105153	THE CONTORTIONIST
Registration Number:	3113142	THE FRENCHHOUSE
Registration Number:	3140231	THE PUPPETMASTER
Registration Number:	3363012	THEO P
Registration Number:	3402460	VILLA VENTO
Registration Number:	2958689	VOYAGE BY ORIGIN
Registration Number:	3284349	BASICS FOR KIDS
Serial Number:	77474556	COCKTAILS 1-2-3
Registration Number:	3366533	CRAZY ABOUT FOOD
Registration Number:	3231318	CRYSTAL ICE

Registration Number:	2958693	FLOURISH
Registration Number:	2896690	GOLDEN GATE VINTNERS
Registration Number:	3228864	RUBEUS OF LORE
Registration Number:	3066824	SIDESHOW
Registration Number:	3105156	SIDESHOW LA ROSA
Registration Number:	3066843	SIDESHOW QUEEN ROMA
Registration Number:	3066842	SIDESHOW THE BARKER
Registration Number:	3066844	SIDESHOW THE JUGGLER
Registration Number:	3160690	STORYTELLER
Registration Number:	3217490	GOUDEN HAVEN
Registration Number:	2798490	JENICA PEAK
Registration Number:	2994340	KANGA RESERVE
Registration Number:	3557424	KNOCKED DOWN PRICES
Registration Number:	1543066	LUCKY
Registration Number:	1469513	LUCKY PRODUCE 100% FRESH 100% GUARANTEED
Registration Number:	3101476	MARQ
Registration Number:	2042492	O CONNOR'S
Registration Number:	3271413	O'CONNOR'S
Registration Number:	2798492	ORIGIN
Registration Number:	3024541	ORIGINE
Registration Number:	2895425	Q
Registration Number:	3186570	RJ KING WINGWALKER
Registration Number:	2644877	LUCKY REWARDS CARD SAV-ON
Registration Number:	2689991	TRUST YOUR INSTINCT
Registration Number:	2624570	PETITE POTIONS

**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:

03/13/2009

**Total Attachments: 7**

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# Delaware

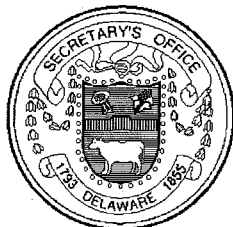
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEW ALBERTSON'S, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "NAI, INC." UNDER THE NAME OF "NEW ALBERTSON'S, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2008, AT 2:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4637518 8100M

081224858

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7046333

DATE: 12-23-08

TRADEMARK  
REEL: 003951 FRAME: 0415

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF**

**NEW ALBERTSONS, INC.  
a Delaware corporation**

**INTO**

**NAI, INC.  
an Ohio corporation**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "Delaware Law"), the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation (the "Constituent Corporations") is NAI, Inc. an Ohio corporation, and New Albertson's, Inc., a Delaware corporation.

**SECOND:** An Agreement and Plan of Merger, attached hereto as Exhibit A, dated as of December 23, 2008 (the "Merger Agreement"), entered into by and among the Constituent Entities has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 228 and subsection (c) of Section 252 of the Delaware Law and Section 1701.78 of the General Corporation Law of the State of Ohio.

**THIRD:** The name of the surviving corporation is NAI, Inc., an Ohio corporation (the "Surviving Corporation"), with a name change to New Albertson's, Inc., an Ohio corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective upon filing.

**SIXTH:** A copy of the executed Merger Agreement is on file at 11840 Valley View Road, Eden Prairie, MN 55344, the principle office address of the Surviving Corporation.


**SEVENTH:** A copy of the Merger Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

**EIGHTH:** The Surviving Corporation (i) agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws and (ii) irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. Any such process may be mailed to the Surviving Corporation at New Albertson's, Inc., 250 Parkcenter Boulevard, Boise ID 83706.

**NINTH:** the stockholders of the Constituent Corporations have approved the Merger Agreement and the transaction to be effected thereby.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by an authorized officer, this 23 day of December, 2008.

NAI, INC.  
(an Ohio corporation)

Signature: 

Printed Name: John P. Breedlove

Title: Vice President

*[Signature Page of Certificate of Merger – NAI, Inc.]*



AGREEMENT AND PLAN OF MERGER

NAI, INC.  
(an Ohio corporation)

AND

NEW ALBERTSON'S, INC.  
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 23 day of December, 2008, by and between NAI, Inc., an Ohio corporation ("NAI," and sometimes referred to as the "Surviving Corporation"), and New Albertson's, Inc., a Delaware corporation ("Albertson's"), both of which are wholly-owned subsidiaries of SUPERVALU INC., a Delaware corporation, and, collectively, the "Parties."

WHEREAS, the Articles of Incorporation of NAI were filed in the office of the Secretary of State of Ohio on December 23, 2008 for purposes of this Merger;

WHEREAS, the Certificate of Incorporation of Albertson's was filed in the office of the Secretary of State of Delaware on December 20, 2005;

WHEREAS, the Parties desire to adopt an agreement and plan of merger within the meaning of Section 1701.78 of the Ohio General Corporation Law (the "Ohio Law") and Section 252 of the Delaware General Corporation Law (the "Delaware Law");

WHEREAS, the Boards of Directors of both NAI and Albertson's deem it advisable that Albertson's be merged into NAI pursuant to this Agreement and in accordance with the applicable statutes of the States of Ohio and Delaware.

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, Albertson's shall be merged into NAI (the "Merger") effective upon filing , (the "Effective Date").

2. State Filings.

(1) Certificate of Merger shall be filed with the Ohio Secretary of State in accordance with Section 1701.81 of the Ohio Law.

(2) This Plan of Merger, or an appropriate Certificate of Merger, shall be filed with the Delaware Secretary of State in accordance with Section 252(c) of the Delaware Law.

3. Articles of Incorporation; By-Laws. The Articles of Incorporation of NAI and By-Laws of Albertson's in effect immediately prior to the Effective Date shall thereafter

continue in full force and effect as the Articles of Incorporation and Code of Regulations of the Surviving Corporation until further amended as provided therein or by law.

4. Name of Surviving Corporation. NAI shall survive the Merger and, upon the effectiveness of the Merger, shall change its name to New Albertson's, Inc..

5. Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Ohio and the separate corporate existence of Albertson's shall cease to exist upon the Effective Date. On the Effective Date all liabilities of Albertson's shall be assumed by the Surviving Corporation, and all of the rights, privileges, powers, franchises, properties, real and personal, and every other asset of Albertson's shall be vested in the Surviving Corporation without further acts or deed.

All rights of creditors and all liens upon the property of either of the Parties shall be preserved unimpaired, and all debts, liabilities and duties of Albertson's shall thenceforth 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.

6. Foreign Qualification. Pursuant to Section 371 of the Delaware Law, the Surviving Corporation may take all actions, file all necessary documents and pay any required fee to become a foreign corporation qualified to do business in the State of Delaware.

7. Manner and Basis of Converting Shares. Forthwith upon the Effective Date, (A) each issued and outstanding common share of Albertson's shall be cancelled and shall automatically be converted into one (1) validly issued common share of the Surviving Corporation, and (B) each common share of NAI issued and outstanding immediately prior to the effectiveness of the Merger shall be cancelled..

8. Directors; Officers. The directors and officers of Albertson's immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation for the remainder of their respective terms.

9. Rights of Dissenting Shareholders. SUPERVALU INC. is the sole shareholder of both NAI and Albertson's and, as a result, there will be no dissenting shareholders entitled to dissenter's rights under the applicable statutes of the States of Ohio or Delaware.

10. 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 Ohio. 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.

11. Other Provisions Relating to the Merger. NAI and Albertson's shall each authorize and instruct their respective officers, employees and representatives (as applicable) to take such actions, and to make such filings, as may be necessary or appropriate to effectuate or evidence the Merger.


12. Service of Process. SFWC (i) agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws and (ii) irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. Any such process may be mailed to at Shoppers Food Warehouse Corp., 11840 Valley View Road, Eden Prairie, MN 55344.

13. Location of Merger Agreement. A copy of the executed Merger Agreement is on file at 11840 Valley View Road, Eden Prairie, MN 55344, the principle office address of SFWC.

*[Signature page to Merger Agreement by and between  
SFWC, Inc. and Shoppers Food Warehouse Corp.]*

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.

**NAI, Inc., an Ohio corporation**

Signature:  \_\_\_\_\_

Printed Name: David L. Boehnen

Title: President

**New Albertson's, Inc., a Delaware corporation**

Signature:  \_\_\_\_\_

Printed Name: John P. Breedlove

Title: Vice President

*[Signature page to Merger Agreement by and between  
NAI, Inc. and New Albertson's, Inc.]*