

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest via Merger

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pamida Holding Company, Inc.		02/07/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Specialty Retail Shops Holding Corp.
<b>Street Address:</b>	8800 F STREET
<b>City:</b>	Omaha
<b>State/Country:</b>	NEBRASKA
<b>Postal Code:</b>	68127
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2012231	HOMETOWN VALUES
Registration Number:	3061996	SHOP MORE, DRIVE LESS
Registration Number:	3061995	SMALL TRIP, BIG SAVINGS
Registration Number:	3452943	FAR MORE. CLOSE TO HOME.
Registration Number:	1124616	PAMIDA

**CORRESPONDENCE DATA**

Fax Number: (202)739-3001  
 Phone: 202-739-5652  
 Email: chowell@morganlewis.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Catherine R. Howell, Senior Paralegal  
 Address Line 1: 1111 Pennsylvania Ave., N.W.  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

<b>ATTORNEY DOCKET NUMBER:</b>	065512-0003.
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CH \$140.00 2012231

NAME OF SUBMITTER:	Catherine R. Howell, Senior Paralegal
Signature:	/Catherine R. Howell/
Date:	02/14/2012
<b>Total Attachments: 6</b> source=assignment by merger#page1.tif source=assignment by merger#page2.tif source=assignment by merger#page3.tif source=assignment by merger#page4.tif source=assignment by merger#page5.tif source=assignment by merger#page6.tif	

**EXECUTION VERSION**

**CONFIRMATION OF TRANSFER OF TRADEMARK SECURITY INTEREST  
Via Merger**

This Confirmation of Transfer of Trademark Security Interest via Merger (the "Confirmation of Merger"), effective February 7, 2012, is made by Specialty Retail Shops Holding Corp., a Delaware corporation, as successor by merger to Pamida Holding Company, Inc.

WHEREAS, pursuant to that certain Grant of Security Interest in Trademark Rights, dated as of January 22, 2009 (as amended, supplemented or otherwise modified from time to time, the "Trademark Security Agreement") among Pamida Stores Operating Co., LLC ("Pamida Opco") and Pamida Holding Company, Inc. ("Pamida Holding"), Pamida Opco pledged and granted to Pamida Holding a continuing security interest in, among other things, the Trademarks set forth at Schedule A (as recorded with the U.S. Patent and Trademark Office at Reel/Frame 003925/0480 on January 27, 2009).

WHEREAS, on February 7, 2012, Pamida Holding Company, Inc. was merged with and into Specialty Retail Shops Holding Corp. (Certificate of Merger attached at Exhibit B).

WHEREAS, as a result of this merger, Specialty Retail Shops Holding Corp. is now the holder of the security interest and wishes to confirm its ownership of this security interest in the records of the U.S. Patent and Trademark Office by submitting this Confirmation of Merger for recordation.

WHEREAS, Specialty Retail Shops Holding Corp. represents that it has the authority to execute this Confirmation of Merger.

IN WITNESS WHEREOF, the undersigned has executed this Confirmation of Merger effective as of the date first set forth above.

[Signature page follow]

**SPECIALTY RETAIL SHOPS HOLDING CORP.**, as successor by merger to Pamida Holdings Company, Inc

By: Mary Meixelsperger  
Name: Mary Meixelsperger

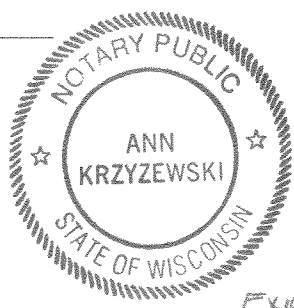
Title: Executive Vice President and Chief Financial Officer

STATE OF Wisconsin }  
  } ss:  
COUNTY OF Brown }

Before me, the undersigned, a Notary Public of the State of Wisconsin personally appeared Mary Meixelsperger, having been sworn by me according to law did depose and say she was the Executive Vice President and Chief Financial Officer of Specialty Retail Shops Holding Corp. and did acknowledge the execution of the foregoing CONFIRMATION OF TRANSFER OF TRADEMARK SECURITY INTEREST Via Merger.

I HEREBY SET my hand and notarial seal this 2 day of February, 2012.

Ann Krzyzewski  
Notary



Exp. 1-26-2014

**Schedule A**

## United States Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>
Pamida	1124616	9/4/79, renewed 9/4/09	9/4/19
Hometown Values	2012231	10/29/96, renewed 10/29/06	10/29/16
Shop More, Drive Less	3061996	2/28/06	2/28/16
Small Trip, Big Savings	3061995	2/28/06	2/28/16
Far More. Close to Home.	3452943	6/24/08	6/24/18

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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:

"PAMIDA HOLDING COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "SPECIALTY RETAIL SHOPS HOLDING CORP." UNDER THE NAME OF "SPECIALTY RETAIL SHOPS HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 2012, AT 11:52 O'CLOCK A.M.

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

4044244 8100M

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9347500

DATE: 02-07-12

TRADEMARK  
REEL: 004717 FRAME: 0041

**CERTIFICATE OF MERGER  
OF  
PAMIDA HOLDING COMPANY, INC.  
WITH AND INTO  
SPECIALTY RETAIL SHOPS HOLDING CORP.**

**FEBRUARY 7, 2012**

Specialty Retail Shops Holding Corp., a Delaware corporation ("SRSHC"), which desires to merge Pamida Holding Company, Inc., a Delaware corporation, with and into itself (the "Merger") pursuant to the provisions of Section 251(a) of the Delaware General Corporation Law (the "DGCL") hereby certifies as follows:

FIRST: The names and states of the incorporation of each of the constituent corporations to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Specialty Retail Shops Holding Corp.	Delaware
Pamida Holding Company, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of February 7, 2012, by and among Pamida Brands Holdings, LLC and the Constituent Corporations (the "Merger Agreement"), has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the Merger is Specialty Retail Shops Holding Corp. (the "Surviving Corporation").

FOURTH: Pursuant to the Merger Agreement, the Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation until and unless further restated in accordance with the DGCL.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 700 Pilgrim Way, Green Bay, WI 54304.

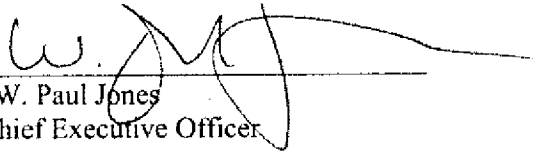
SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed as of the date first above written.

**SPECIALTY RETAIL SHOPS HOLDING  
CORP.**

By:   
Name: W. Paul Jones  
Title: Chief Executive Officer