

08-07-1998

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JUL 10 1998

To the Honorable Commissioner: **100787098**

the attached original documents or copy thereof.

1. Name of conveying party(ies): MRD
7-30-98
Wetterau Incorporated

2. Name and address of receiving party(ies)
Name: SUPERVALU Holdings, Inc.
Internal Address: _____
Street Address: 11840 Valley View Road
City: Eden Prairie State: MN ZIP: 55344

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Missouri
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 24, 1994

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
836,902

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donald J. Fitzpatrick
Internal Address: Blackwell Sanders et al.
Suite 2400
Street Address: 720 Olive Street
City: St. Louis State: MO ZIP: 63101

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 11-0160
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Donald J. Fitzpatrick
Name of Person Signing

Donald J. Fitzpatrick
Signature

July 21, 1998

Total number of pages including cover sheet, attachments, and document



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

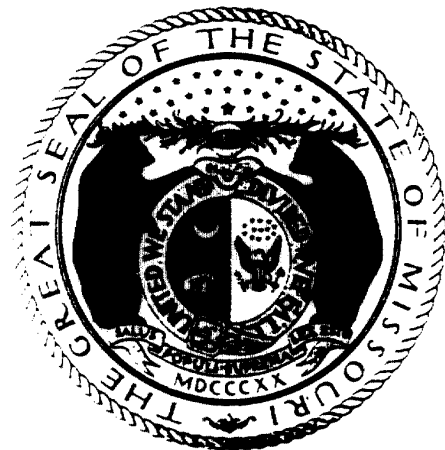
CERTIFICATE OF CORPORATE RECORDS

SUPERVALU HOLDINGS, INC.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 19TH DAY OF AUGUST, 1997.

Rebecca McDowell Cook
Secretary of State



TRADEMARK

REEL: 1764 FRAME: 0234

No. #00101405



State of Missouri
Judith K. Moriarty, Secretary of State

Corporation Division

Certificate of Merger —
Missouri Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

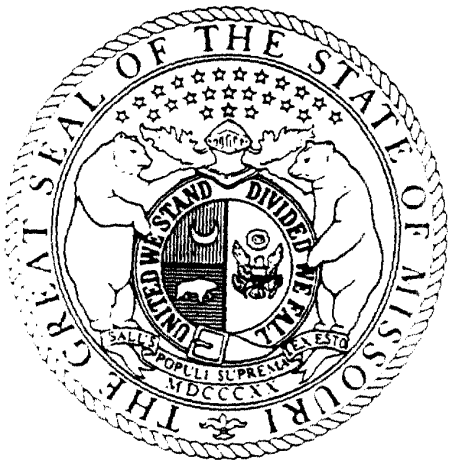
Name of Corporations SUPERVALU HOLDINGS, INC. (An Ohio corp not qualified)
FOX-WETTERAU, INC. (A Delaware corp not qualified)
INTO: WETTERAU INCORPORATED (#00101405)

Organized and Existing Under Laws of Missouri Ohio Delaware

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JUDITH K. MORIARTY, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with WETTERAU INCORPORATED (#00101405)

as the surviving corporation. The name subsequently changed to:
SUPERVALU HOLDINGS, INC.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 24th day of February 19 94.

EFFECTIVE DATE: FEBRUARY 26, 1994

Judith K. Moriarty
Secretary of State

STATE OF MISSOURI
ARTICLES OF MERGER
OF
SUPERVALU HOLDINGS, INC.
AND
FOX-WETTERAU, INC.
INTO
WETTERAU INCORPORATED

FILED AND CERTIFICATE
ISSUED

FEB 24 1994

Judith K. Prosser
SECRETARY OF STATE

The undersigned corporations, pursuant to the provisions of "The General and Business Corporation Law of Missouri" as amended, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Wetterau Incorporated	Missouri
SUPERVALU Holdings, Inc.	Ohio
Fox-Wetterau, Inc.	Delaware

ARTICLE TWO

The laws of Ohio and Delaware, the States under which such foreign corporations are organized, permit such merger.

ARTICLE THREE

The name of the surviving corporation is Wetterau Incorporated, which name shall be changed to SUPERVALU Holdings, Inc. on the Effective Date, and it shall be governed by the laws of the State of Missouri.

ARTICLE FOUR

The Plan of Merger is attached hereto as Exhibit A (the "Agreement").

ARTICLE FIVE

(1) The Agreement has been approved by the Board of Directors of Wetterau Incorporated, pursuant to a unanimous written action dated February 22, 1994; and has been further approved by the sole shareholder of Wetterau Incorporated, pursuant to written action dated February 22, 1994.

(2) The Agreement has been approved by the Board of Directors of SUPERVALU Holdings, Inc., pursuant to a unanimous written action dated February 22, 1994; and has been further approved by the sole shareholder of SUPERVALU Holdings, Inc., pursuant to written action dated February 22, 1994.

(3) The Agreement has been approved by the Board of Directors of Fox-Wetterau, Inc., pursuant to a unanimous written action dated February 22, 1994; and has been further approved by the sole shareholder of Fox-Wetterau, Inc., pursuant to written action dated February 22, 1994.

ARTICLE SIX

As to each corporation, the number of shares outstanding, the number of shares entitled to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>
Wetterau Incorporated	1,000	1,000
SUPERVALU Holdings, Inc.	100	100
Fox-Wetterau, Inc.	100	100

ARTICLE SEVEN

As to each corporation, the number of shares voted for and against the Plan, respectively, are

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Wetterau Incorporated	1,000	0
SUPERVALU Holdings, Inc.	100	0
Fox-Wetterau, Inc.	100	0

ARTICLE EIGHT

All provisions of the laws of the State of Missouri and the States of Ohio and Delaware have been complied with as applicable to the proposed Merger.

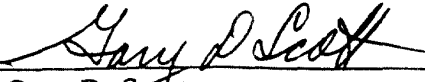
ARTICLE NINE

The surviving corporation states as follows:

- 1 Said corporation will own property in the State of Missouri.
- 2 Said corporation will do business in the State of Missouri.

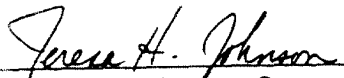
IN WITNESS WHEREOF, said Wetterau Incorporated, a corporation existing under the laws of the State of Missouri, has caused these Articles to be executed in its name by its Vice President, and its corporate seal to be thereto affixed and attested by its Secretary this 22nd day of February, 1994.

WETTERAU INCORPORATED

By 
Gary D. Scott
Its Vice President


(CORPORATE SEAL)

Attest:


Teresa H. Johnson, Secretary

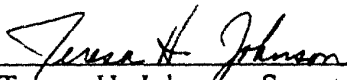
IN WITNESS WHEREOF, said SUPERVALU Holdings, Inc., a corporation existing under the laws of the State of Ohio, has caused these Articles to be executed in its name by its Vice President, and its corporate seal to be thereto affixed and attested by its Secretary this 22nd day of February, 1994.

SUPERVALU HOLDINGS, INC.

By 
Gary D. Scott
Its Vice President

(CORPORATE SEAL)

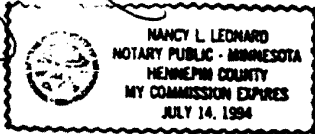
Attest:


Teresa H. Johnson, Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

I, Nancy L. Leonard, a notary public, do hereby certify that on this 22nd day of February, 1994, personally appeared before me Gary D. Scott, who, being by me first duly sworn, declared that he is the Vice President of SUPERVALU Holdings, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

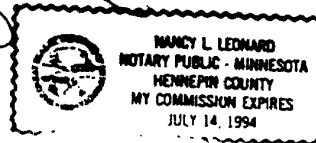
Nancy L. Leonard
Notary Public



STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

I, Nancy L. Leonard, a notary public, do hereby certify that on this 22nd day of February, 1994, personally appeared before me Gary D. Scott, who, being by me first duly sworn, declared that he is the Vice President of Fox-Wetterau, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Nancy L. Leonard
Notary Public



**AGREEMENT AND PLAN OF MERGER
FOR MERGER OF
SUPERVALU HOLDINGS, INC.
AND
FOX-WETTERAU, INC.
INTO
WETTERAU INCORPORATED**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into this 22nd day of February, 1994, by and between SUPERVALU HOLDINGS, INC., an Ohio corporation ("SHI"), Fox-Wetterau, Inc., a Delaware corporation ("FWI"), and WETTERAU INCORPORATED, a Missouri corporation ("Wetterau").

WITNESSETH THAT:

WHEREAS, the total number of authorized shares of SHI is 750 shares of common stock, no par value, of which 100 shares are issued and outstanding (the "SHI Common Stock");

WHEREAS, the total number of authorized shares of Wetterau is 100,000 shares of common stock, of \$.01 par value, of which 1,000 shares are issued and outstanding (the "Wetterau Common Stock");

WHEREAS, the total number of authorized shares of FWI is 9,000 shares of common stock, no par value, of which 100 shares are issued and outstanding (the "FWI Common Stock");

WHEREAS, all of the SHI Common Stock and the Wetterau Common Stock is held by Supermarket Operators of America Inc., a Delaware corporation ("SOA");

WHEREAS, all of the FWI Common Stock is held by Wetterau;

WHEREAS, the Boards of Directors of SHI, Wetterau, and FWI have determined that it is advisable and in the best interests of their respective corporations to merge such corporations into a single corporation with Wetterau being the surviving corporation (the "Merger") pursuant to the terms and conditions hereinafter set forth, including changing the name of the surviving corporation from Wetterau Incorporated to SUPERVALU Holdings, Inc.;

WHEREAS, this Agreement has been approved by the Boards of Directors of each of SHI, Wetterau, and FWI, and adopted by the sole shareholders of each of SHI, Wetterau, and FWI, pursuant to applicable law;

NOW, THEREFORE, in consideration of the foregoing recitals and the following covenants, terms and conditions, SHI, Wetterau, and FWI hereby agree as follows:

I. THE MERGER

1.1 Merger. On the Effective Date (as defined in Section 1.3), in accordance with this Agreement and § 351.410 of the Missouri Revised Statutes, § 252 of the General Corporation Law of Delaware, and § 1701.79 of the Ohio Revised Code ("Applicable Law"), SHI and FWI shall be merged with and into Wetterau, the separate existence of SHI and FWI shall cease and Wetterau shall continue as the surviving corporation. (In such capacity, Wetterau is sometimes hereinafter referred to as the "Surviving Corporation".)

1.2 Terms of Merger. On the Effective Date, by reason of the Merger and without any action on the part of SHI, FWI, Wetterau or the shareholders thereof, (a) each share of SHI Common Stock and FWI Common Stock issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished and automatically converted into and become the right to receive \$.01 in cash, without interest, and (b) each share of Wetterau Common Stock issued and outstanding immediately prior to the Effective Date shall remain outstanding and continue to represent one share of Wetterau Common Stock.

1.3 Effective Date. The Merger shall become effective at 11:59 p.m., E S T., on February 26, 1994 (the "Effective Date").

1.4 Effect of Merger. At the Effective Date, the separate existence of SHI and FWI shall cease, SHI and FWI shall be merged with and into Wetterau, Wetterau shall be the Surviving Corporation, all of the property, assets, rights, privileges, powers, franchises and immunities of SHI, FWI, and Wetterau shall vest in the Surviving Corporation, all of the debts, liabilities and obligations of SHI, FWI and Wetterau shall become the debts, liabilities and obligations of the Surviving Corporation, and all of the effects set forth in Applicable Law shall obtain.

1.5 Closing of SHI and FWI Transfer Books. At the Effective Date, the stock transfer books of SHI and FWI shall be closed and no transfer of shares of SHI Common Stock or FWI Common Stock issued and outstanding immediately prior to the

Effective Date shall thereafter be made. If, after the Effective Date, valid certificates previously representing such shares are presented to the Surviving Corporation, such certificates shall be exchanged as provided in Section 1.6.

1.6 Exchange of Certificates. Wetterau shall act as paying agent in effecting the exchange of cash for certificates which, immediately prior to the Effective Date, represented shares of SHI or FWI Common Stock entitled to payment pursuant to Section 1.2. After the Effective Date, upon the surrender to Wetterau for exchange of such a certificate, duly endorsed in blank or accompanied by duly executed stock powers, the holder thereof shall promptly be paid the amount of cash to which such holder is entitled under Section 1.2. Until so surrendered and exchanged, each such certificate shall represent solely the right to receive the cash into which the shares it theretofore represented shall have been converted pursuant to Section 1.2, without interest.

1.7 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of Wetterau, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law, except that the name of the Surviving Corporation, Wetterau Incorporated, shall be changed to SUPERVALU Holdings, Inc., on the Effective Date, as follows:

Article I. "The name of the corporation shall be SUPERVALU Holdings, Inc."

1.8 Directors and Officers of Surviving Corporation. The directors of Wetterau holding office immediately prior to the Effective Date shall be the directors of the Surviving Corporation until their successors are elected and qualified, or until their death, resignation or removal. The officers of Wetterau holding office immediately prior to the Effective Date shall be the officers of the Surviving Corporation (holding the same offices as they held with Wetterau) at the Effective Date and shall serve at the pleasure of the Board of Directors of the Surviving Corporation.

II. NAME CHANGE OF SURVIVING CORPORATION

2.1 Name of Surviving Corporation. The name of the Surviving Corporation of the merger is Wetterau Incorporated, which name is changed to SUPERVALU Holdings, Inc., a Missouri corporation.

2.2 Time of Name Change. The Surviving Corporation's name shall be changed to SUPERVALU Holdings, Inc., as of the Effective Date defined in Section 1.3.

III. QUALIFICATION AND APPOINTMENT OF STATUTORY AGENT - DELAWARE

3.1 Certificate of Incorporation. The Certificate of Incorporation of Wetterau Incorporated as heretofore amended and as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this Merger, except that the name of the Surviving Corporation is changed to SUPERVALU Holdings, Inc., on the Effective Date of the Merger.

3.2 Service of Process. The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of FWI, as well as for enforcement of any obligation of the Surviving corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of § 262 of the General Corporation Law of Delaware; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 11840 Valley View Road, Eden Prairie, Minnesota 55344, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Wetterau Incorporated (name changed to SUPERVALU Holdings, Inc.), the Surviving Corporation, at the above address.

3.3 Corporate Purpose. The corporate purpose of the Surviving corporation to be exercised within the State of Delaware is:

General wholesale and retail food business, general merchandise business, and any and all lawful purposes.


IV. MISCELLANEOUS

4.1 Further Assurances. From time to time at and after the Effective Date, each party hereto agrees that it will execute and deliver, or cause to be executed and delivered, all such further assignments, assurances or other instruments, and shall take or cause to be taken all such further actions, as may be necessary or desirable to complete the Merger provided for herein and the other transactions contemplated by this Agreement.


4.2 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Missouri.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by the Boards of Directors and duly adopted by the sole shareholders of SHI, FWI, and Wetterau, is hereby executed on behalf of each of such corporations by their respective duly authorized officers as of the date first above written.

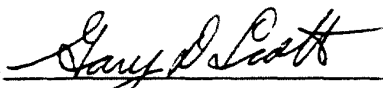
SUPERVALU HOLDINGS, INC.

By: 
Name: David L. Boehnen
Title: Vice President and Assistant Secretary

WETTERAU INCORPORATED, INC.

By: 
Name: Gary D. Scott
Title: Vice President

FOX-WETTERAU, INC.

By: 
Name: Gary D. Scott
Title: Vice President