



**ASSIGNMENT OF INTELLECTUAL PROPERTY**

This ASSIGNMENT OF INTELLECTUAL PROPERTY, dated as of September 13, 2003 (this "Assignment") by Fleming Companies, Inc., an Oklahoma corporation ("Assignor"), in favor of SUPERVALU Holdings, Inc., a Missouri corporation ("Assignee") with its principal place of business at 11840 Valley View Road, Eden Prairie, MN 55440.

**WITNESSETH**

**WHEREAS**, Assignor and C&S Acquisition LLC ("C&S") are among the parties to that certain Asset Purchase Agreement, dated as of July 7, 2003 (the "Agreement"), pursuant to which Assignor has agreed to sell, assign, transfer and deliver to C&S (or its designee) and C&S has agreed to (or to have its designee) purchase, acquire and take assignment and delivery of the Acquired Assets (as defined in the Agreement).

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and deliver to Assignee all of Assignor's and its Affiliates' (as defined in the Agreement) right, title, and interest in and to:

All trademark registrations and applications set forth on Attachment I, all goodwill associated therewith, and rights to sue for past Infringement (as defined in the Agreement) thereof, and all rights corresponding to the foregoing throughout the world.

Assignor further agree, without further consideration, to cause to be performed such lawful acts and to execute such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:  
Fleming Companies, Inc.

By: Ted Fergu  
Authorized Signatory

Acknowledged and Accepted:

ASSIGNEE:

By: Stephen P. Kilgriff  
Name: STEPHEN P. KILGRIFF  
Title: VICE PRESIDENT

STATE OF )  
 ) SS.  
COUNTY OF )

I, a notary public, in and for the county and state aforesaid, do hereby certify that \_\_\_\_\_ personally known to me to be the authorized signatory for Fleming Companies, Inc., an Oklahoma corporation, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this [ ] day of August, 2003.

  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

PAUL MAGGIO  
NOTARY PUBLIC, State of New York  
No. 01MA4969713  
Qualified in New York County  
Commission Expires July 23, 2006

ATTACHMENT I TO ASSIGNMENT OF INTELLECTUAL PROPERTY  
Trademarks

<u>Legal Entity</u>	<u>Mark</u>	<u>Type</u>	<u>Registration</u>
Fleming Companies, Inc.	SENTRY	Federal	1,850,830 <sup>1</sup>

<sup>1</sup> Concurrent use restrictions on file with PTO.