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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	92058000
Party	Plaintiff Nash-Finch Company
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Signature	/Heather Kliebenstein/
Date	04/02/2015
Attachments	EXHIBIT 11 - 2014 08 18 Pawelski transcript and exhibits - REDACTED .pdf(5790335 bytes) EXHIBIT 12 - 2014 08 18 Hill transcript and exhibits - REDACTED.pdf(1406378 bytes) EXHIBIT 13 - Our Family website- PART 1.pdf(4982809 bytes) EXHIBIT 13 - Our Family website- PART 2.pdf(2548675 bytes) EXHIBIT 14 - Articles.pdf(3680844 bytes) EXHIBIT 15 - third party registrations TSDR reports and certificates.pdf(1999601 bytes) EXHIBIT 16 - Articles.pdf(4017362 bytes) EXHIBIT 17 - Articles.pdf(3674495 bytes) EXHIBIT 18 - 2012 Annual Report.pdf(1518676 bytes) EXHIBIT 19 - Spartan Nash Transition Report.pdf(1428947 bytes)

Exhibit 11

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

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NASH-FINCH COMPANY,
Petitioner

v.

AHOLD LICENSING SARL,
Registrant

\- - - - - - - - - - - - - - - - /

Cancellation No. 92058000

Registration No. 4,283,988
Mark: OUR FAMILY FOUNDATION & DESIGN

Deposition of: TRACY PAWELSKI

Taken by: Petitioner

Date: August 18, 2014, 10:30 a.m.

Place: 100 Pine Street
Harrisburg, Pennsylvania

Reporter: Vicki L. Fox
Registered Merit Reporter
Notary Public

APPEARANCES:

MERCHANT & GOULD
By: HEATHER J. KLIEBENSTEIN, ESQUIRE
Appearing on behalf of the Petitioner

McNEES WALLACE & NURICK, LLC
By: HARVEY FREEDENBERG, ESQUIRE
AHOLD USA
By: LISA A. SZALAJI, ESQUIRE
Appearing on behalf of the Registrant

ORIGINAL

Q And your employer is Ahold; correct?
A Ahold USA.
Q Am I pronouncing it right?
A You are.
Q What is your title today?
A Vice-President External Communications and Community Relations.
Q What are your job duties today?
A My responsibilities include -- external communications would be press relations, crisis communications, reputation management. Community relations includes working with our divisions where we have spokespeople, setting up companywide standards and protocols when it comes to community giving.
I also am responsible for the Consumer Affairs Department, which is where we answer customer questions.
Q And you mentioned spokespeople?
A Yes.
Q Can you explain that to me further --
A Sure.
Q -- with what you are referring to?
A So when we rebuilt the business in 2009, 2010, we have four separate divisions. And we

believed that our relationship with our communities and with our customers was best handled at the local level. So we have spokespeople who are attached to each of the divisions and responsible for a brand in a geographic area.

Q And what is your relationship with the Our Family Foundation?

A I help to manage Our Family Foundation for our Board of Directors.

Q Do you have a title with respect to your Foundation work?

A I do. It's Vice-President.

Q When you say you help manage the Foundation for the Board, what job duties fall under that title?

A So we bring -- so we schedule the Board meetings. We bring business to the Board on a quarterly basis, whether that includes or entails the fundraising side or the distribution of funds.

Q Do you work on the promotion of the Foundation at all?

A Yes. So we would manage all of the administrative aspects of the Foundation.

Q When you say we, who do you mean?

A So my office, I work very closely with Debbie Hill, who is the Manager of Public and

Pawelski Transcript Page 13

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Peapod services?

A It is in the Ahold USA footprint, as well as the Chicago area and a few other locations, including Indianapolis. They are not connected to Our Family Foundation.

Q Why is that?

A A bit of history. So each of our companies from Peapod to the individual brands developed their own legacies over time. And many of them are sort of independent of each other so their community relations is not as robust and has never been incorporated.

Q Is there any plan to add Peapod to the divisions that operate through the Our Family Foundation?

A Not that I'm aware of.

Q Is there anything preventing Peapod from becoming part of that group that operates through the Our Family Foundation?

A The Our Family Foundation supports legacy efforts that were attached to the divisions over a long period of time. And when we merged the two foundations that we had -- the Our Kids Foundation and the Stop & Shop Giant Family Foundation, the appetite was to protect those legacy programs. And

A I believe there may be associate members who are not straight-up retailers, but I could not name them for you.

Q But no vendors, manufacturers?

A I don't know if they can be an associate member or not.

Q Do you read any industry publications or magazines on a regular basis?

A I do.

Q Which ones?

A Supermarket News, Progressive Grocer, Food Trade News, the Griffin Report.

Q Before this proceeding, had you ever heard of Nash-Finch before?

A I have heard of Nash-Finch.

Q And can you tell me, can you put a date on that? Not day and month.

A Right.

Q Year or collection of years, if possible.

MR. FREEDENBERG: You mean when she first heard of Nash-Finch?

MS. KLIEBENSTEIN: Correct. Thank you.

A 2008 I would say as an industry observer. So as my breadth of my knowledge got broader in the food industry, then you begin to I think understand

and see more of what is happening.

BY MS. KLIEBENSTEIN:

Q The whole chain of how food gets from here to there?

A Yes. You deepen your understanding.

Q It's fascinating to say the least. Before this proceeding, had you ever heard of the Nash-Finch Our Family brand before?

A I had not.

Q Do the Ahold -- they are divisions; right?

A Right.

Q Giant, Stop & Shop?

A Correct.

Q I think I have seen them referred to as licensees. Are you aware of that description?

A I am not.

Q The divisions, do they promote their services in these industry magazines that we were just talking about at all?

A Their services?

Q Yes.

A What do you mean by that?

Q I will ask it a different way. Do any of the Ahold divisions advertise or promote themselves in Supermarket News?

A We are occasionally asked to take out an ad. Usually, it is an acknowledgment of an award or an awardee. So we don't typically advertise on a regular basis in those publications. We would be speaking to our competitors and to our suppliers, and we prefer to speak to our consumers.

But there is an occasion right now that someone from C&S has been awarded some sort of Man of The Year for example. So we would place a congratulatory ad.

Q For a low, low price I'm sure? I know how that works, too. Do the divisions ever send press releases to say Supermarket News, for example?

A Yes.

Q On what occasion would they be sending a press release to Supermarket News?

A Again, our goal is to speak to our customers or for the divisions actually to speak to their customers as a brand. But that doesn't mean that those press releases don't get picked up by trade publications. So they could be anything from flu shots to the A Plus School Awards.

Q Got it. So, for example, Giant would develop their press releases, and then they send it out to the distribution list that they have?

A Correct.

Q And sometimes, these industry publications will pick them up?

A Correct.

Q So they are not sending them directly to the industry publication?

A I can't say that some of them aren't going directly to industry publication leaders.

Q What about Ahold corporate, does Ahold corporate ever prepare press releases and send them directly to the individual publications?

A On rare occasions. Again, Ahold USA doesn't have a big voice. The voice is about the banners and down in the divisions. So there will be few occasions each year. An executive appointment might be one of them. That's a good example.

That's not the only example, but that would be a good example of an Ahold USA press release.

Q Has the Foundation ever prepared press releases and sent them to industry publications?

A To my knowledge, only one.

Q And does your office have a copy of that press release?

A Yes.

Q And does your office also have a copy of the

A I am not.
Q Have you investigated that --
A I have not.
Q -- with the division? Now moving back up to industry publications, Supermarket News, Progressive Grocer and the like, you were talking that Ahold doesn't really market -- correction -- advertise in those publications because that's not the target customer.
Who is the Supermarket News target customer if you know?
A For Supermarket News target customer?
Q Yes, for that industry publication.
A So members of the industry, as well as the suppliers. So the retailers and the suppliers.
Q So the suppliers would be like General Mills, for example?
A Correct.
Q So how did the distributors fit within that? Are the distributors also the target market for Supermarket News, if you know?
A I would think they would be included in the food industry.
Q Let's talk about the Our Family Foundation mark briefly. When was that mark selected, if you

know, by year or month if you know?

A January 2012.

Q And did you have any role in the selection of that mark?

A I did.

Q What was your role?

A To bring the recommendation to the Board so that they could decide.

Q And whose recommendation was brought to the Board?

A The recommendation was that we -- in merging the two foundations, Our Kids and the Stop & Shop Giant Family Foundation, that we give it a new name that reflected a bit of legacy from both and call it Our Family Foundation.

MR. FREEDENBERG: I'm not sure that was the question you asked. I thought you asked whose recommendation was it.

MS. KLIEBENSTEIN: I wasn't looking for lawyers.

MR. FREEDENBERG: I thought you were looking for a person. If that answer is fine, then that is fine.

BY MS. KLIEBENSTEIN:

Q That was a good explanation. So drilling down into the recommendation further, was there one person who developed the idea to name the foundation -- the combined foundation Our Family?

A Debbie Hill and myself came up with the name.

Q And here we are. Aren't trademarks fun? And do you remember was it in January of 2012 that you came up with the name?

A I believe that we presented it to the Board.

Q You came up with the name before January 2012?

A I would think it would have been the fall of 2011.

Q Just so I know, when did the events happen at Ahold that -- strike that. I will ask it a different way.

Were there events that happened that created the need to combine the two foundations?

A Yes.

Q And what were those?

A It was a reorganization of the business that was initiated in the fall of 2009 and largely went through 2010 and to some extent beyond.

Q Did the business or the Foundation spend any money to change the name?

A We worked with inhouse resources, whether it was legal counsel or design.

Q After the name was adopted and it was publicly launched, did the Foundation spend any money to promote the new name?

A Only through communications to our vendor audience. We also had some internal communications to let our associates know about the Foundation.

Q When you say communications to the vendor audience, what types of activities are you referring to?

A We have a vendor data base which allows us to communicate via e-mail to our vendor partners. It is a large, but discreet list. So we can communicate that way.

We would also use the opportunity at a vendor meeting, again, our vendors coming to hear about our company's business and build relationships. It was talked about there as well.

Q So back to the e-mail distribution list. Did the Foundation send out an e-mail announcing the change?

A I believe we did.

Q And did the Foundation keep a copy of that e-mail?

A I believe we do.

Q And the vendor meeting that you mentioned, was that one single vendor meeting?

A That's the one. I am referring to one single vendor meeting.

Q And what is that vendor meeting called? Does it have a title?

A The Ahold USA vendor meeting.

Q Is that an annual meeting?

A It used to be an annual meeting; although, it is I believe now held every other year. And there have been years in recent past that we have skipped a year.

Q Do you remember the date of this Ahold USA vendor meeting?

A I do not.

Q Do you know the year? Would it be 2012?

A So if it was in 2012, they were typically held earlier in the year in March. But I do recall one year where we had it, for example, in June.

Q So it would have been in 2012 or 2013?

A Yes.

Q How was the announcement of the name change made at the vendor meeting?

A I believe just as part of an update on

community engagement.
Q Are there any written materials that reflect the announcement of the name change at that vendor meeting?
A I would have to check.
Q There might be?
A There might be.
Q Does the Foundation keep -- the Foundation has communication with the vendors; correct?
A Yes.
Q Because the vendors are the ones that donate the funds?
A Yes.
Q Does the Foundation keep a computer folder or a hard copy folder of all of the communications that go out to vendors?
A We do keep files of these. I don't know that they are in a binder somewhere.
Q When you say files, do you mean electronic or paper?
A I know that we have electronic folders.
Q And do those folders with communications in them go back to 2012?
A Yes.
Q Were you asked to review those folders in

Q Changed in what way?

A The mission statement for Our Family Foundation is to improve the quality of life for children, fight hunger and build healthy communities. All of the things that we were able to do through the Stop & Shop/Giant Family Foundation fell nicely under that broader umbrella.

Q So the goals for Our Family Foundation won't be the same as the goals for the Stop & Shop/Giant Family Foundation, but they are similar?

A Correct.

Q Can you move to Ahold 12?

A (Witness complies.) Yes.

Q Underneath the dark stuff, there is a sentence that starts: The Board reviewed and approved. Let me know when you are there.

A Yes.

Q The Board reviewed and approved the following funding grant renewals from current partners in good standing. What does the phrase mean current partners in good standing?

A These were partners of the Stop & Shop/Giant Landover Family Foundation.

Q When it says in good standing, what does that mean?

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Foundation initially to build an endowment, and we wanted to spend that money. That was the strategic planning that we wanted to talk about. And we wanted to make sure we kept it separate so that it wasn't intermingled with especially the Giant Carlisle Division for which it was not raised. So these were more our way of thinking about the buckets of money.

Q So The Gittlen Fund, what charitable cause is that fund directed to?

A The Gittlen Cancer Research Institute affiliated with Penn State Hershey Medical Center.

Q So dollars from that fund goes to that organization; correct?

A Correct.

Q And does that donation happen on an annual basis?

A It does.

Q So it is The Gittlen Cancer Research Institute; correct?

A That's correct.

Q And do they in any way advertise or promote their donors?

A They do.

Q And in what way?

A Their donor would be Giant. So even though the money comes through Our Family Foundation, and this is fairly typical, the beneficiary is largely -- you know, our intent is to make sure that the connection is between the brand and the beneficiary because that's the local name that people know.

In the case of Giant, that relationship is 34 years old, which is one of the reasons why it made it into Foundation planning.

Q Are there any beneficiaries where the donor is Our Family Foundation and not one of the divisions?

A No.

Q Now the Triple Winner Fund, who receives those donation dollars?

A Triple Winner supports the two Stop & Shop Divisions and Giant (Landover). The local beneficiaries are Dana Farber, that is in the New England Division, Memorial Sloan Kettering in the New York Metro Division, and The Children's Cancer Foundation and Johns Hopkins in the Giant (Landover) Division.

Q I have read about this Triple Winner event. I don't know if you would call it that. How would you describe the Triple Winner concept?

A Triple Winner is a game that customers receive a ticket that they can scratch off for prizes. It is supported by the vendors. And, again, when we decided what came into Our Family Foundation, these were all predominately vendor supported charitable efforts.

So they support the execution. They get certain benefits in terms of some visibility on the shelf through some prizes, and customers are able to win. Customers see the Triple Winner game. They usually see Dana Farber. So depending upon the market area, hopefully, they know that they are supporting, for example, The Jimmy Fund, which is attached to the Dana Farber Cancer -- Children's Cancer Center.

Q How does the Triple Winner game work?

A It's a big complex. I am actually not an expert on walking through each of the individual pieces of the Triple Winner game. I don't want to misspeak.

We work with our vendor partners to sign up ahead of time. The game runs usually from April to -- this year, we didn't sell all of the tickets. It is a prescribed number of tickets per division. We didn't sell all of the tickets until sometime in July.

We do order and know how much we are going to donate ahead of time. We work with a company called The Hutton Company to help us because it runs -- to some extent, I believe it is characterized as a lottery. Therefore, it has to be run very carefully.

And I guess -- what do I want to say? Not administered, but the State's Attorney General needs -- we need to make sure we are being very careful and playing by all the rules in the administration.

Q So the customers in the retail stores buy tickets; correct?

A Right.

Q And they play -- they do a scratch off game on there?

A That's correct.

Q What do they get?

A A variety of different things. There could be coupons. You might get a coupon for a dollar off a product, or there are actually a couple of cash prizes and some other prizes in there. The prizes have changed a little bit over time.

Q How much do the tickets cost?

A I believe they cost a dollar.

Q Some of these are for coupons. So you would sign the vendors up to offer the discount; correct?

A Correct.

Q What do the tickets look like? Are the vendor's name on the tickets?

A I don't have a ticket in front of me so I don't know what the tickets look like.

Q Is the Our Family Foundation name on the ticket anywhere?

A Not that I am aware of.

Q Is it in the fine print on the back of the ticket at all?

A I do not think so.

Q But it may be?

A I would have to check. I cannot say for sure. I have never played the game because it is not played in my market area.

Q And you said the vendors get more visibility I believe is what you said. In what way are the vendor's names promoted with this, The Triple Winner game?

A Mainly through their products. So their products would be part of the mix of things. So if you have a coupon, that would drive people to buy your product.

Q Is there any advertisements or point of sale materials on the shelves of the retail stores?

A There used to be. I am not sure about this year. As you can see, I am not an expert on the Triple Winner game.

(Pawelski Deposition Exhibit 5 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am going to hand you the Interrogatory Responses, Ahold's Interrogatory Responses to guide the next part of our conversation.

A Okay.

Q I believe you mentioned earlier that you have seen these before; correct?

A Yes, I have.

Q Did you help prepare the responses?

A Yes, I did.

Q I would like you to turn to Page 5.

A Okay.

Q Look at the response to Interrogatory Number 4.

A Okay.

Q Now in the very last paragraph, the first sentence starts: Ahold's licensees. You can take your time to read it if you would like.

A Okay. Yes.

Q That very bottom paragraph starting with

Ahold licensees, who are Ahold's licensees?

A In the way that it is written, it seems to me it can only mean the divisions.

Q Okay. Moving back up to the paragraph starting with subject to these objections, I would like to focus on where the donations come from. It says they come from corporate vendors and service providers; correct?

A Correct.

Q So the corporate vendors would be the manufacturers, the General Millses?

A That's correct.

MR. FREEDENBERG: We prefer you use Hershey as an example around here.

MS. KLIEBENSTEIN: Fair enough. I will.

MR. FREEDENBERG: Okay. Thank you.

BY MS. KLIEBENSTEIN:

Q And service providers. Can you give me an example of a service provider?

A McNees Wallace and Nurick.

Q So those would be companies that are providing services to Ahold corporate?

A Ahold USA and the divisions.

Q And the divisions?

A Yes.

Q Would that also include C&S?

A Yes.

Q And then jumping down into the middle of that paragraph, the sentence says: The mark is promoted to corporate donors through solicitation brochures, quarterly newsletters and event signage and display of mark on reusable promotional bags.

I would like to go through each of these and talk about them briefly.

A Okay.

Q The solicitation brochures, how often throughout an annual year are corporate vendors sent solicitation brochures from Our Family Foundation?

A Once, with what I would assume would be regular followup to encourage their support. But it is sent out once. And the relationship is typically between the category manager or the person inside the company who has the relationship with that vendor partner.

So I wouldn't be the one reaching out to McNees Wallace and Nurick. Lisa Szalaji and members of the Legal Department who worked with them closely would.

Q Would those communications be by e-mail or formal letter?

A Typically by e-mail, but it could be a telephone conversation.

Q E-mail, phone call?

A And we do have some hard copies; although, we have been printing very few of them because we can put the solicitation brochure into a pdf and send it electronically in order to save money.

Q When you say hard copies, hard copies of what?

A The solicitation brochure, which we call the Charitable Vendor Partnership.

(Pawelski Deposition Exhibit 6 was produced and marked for identification.)

BY MS. KLEIBENSTEIN:

Q This has been marked as Exhibit 6. It is Ahold 27 through 41.

A Okay.

Q Is this an example of the solicitation brochure that you just referenced?

A Yes, it is.

Q I will ask you some questions about that in a minute. Moving onto the quarterly newsletters, I presume those are newsletters that are created quarterly?

A Yes.

Q And were those newsletters gathered for production in this case?

A I am sorry. I don't understand your question. What do you mean were they gathered?

Q Did you collect those newsletters, all the examples of the Our Family Foundation --

A Yes. To my knowledge, we gave you a copy of all of them.

MS. KLIEBENSTEIN: Harvey, I don't think we --

MR. FREEDENBERG: I know you got examples. I am not sure as I sit here today whether you got every one.

A My apologies.

BY MS. KLIEBENSTEIN:

Q In 2014, are you still creating those newsletters quarterly?

A We are.

Q And to whom are those newsletters distributed?

A They are sent to our vendor partners, to our associates, and to the community partners who are our beneficiaries.

Q Who are the associates?

A Ahold USA and the divisions.

Q Are they sent to members of the press at all?

A They are not.

(Pawelski Deposition Exhibit 7 was produced and marked for identification.)

BY MS. KLEIBENSTEIN:

Q I am handing you what has been marked as Exhibit 7. Are you familiar with this exhibit?

A Yes, I am.

Q What is this document?

A This is the summer 2012 Our Family Foundation Newsletter.

Q And is this an example of the newsletter that is sent out to the vendor associates and community beneficiaries?

A Yes.

Q Does the Foundation keep a distribution list of all of the individuals that are sent these newsletters?

A Yes.

Q Is there a general structure to the newsletters? I have noticed that the first page kind of gives an update. The second page is dedicated towards giving an editorial on a beneficiary, etcetera.

Is there a certain format that these take on?

A They have changed slightly over time. But generally speaking, it is an update on how these programs that fall under the auspices of the Foundation, how things are going. It may have been about a recent event or something that is coming up that we want to showcase.

Then typically Page 2 is dedicated to the beneficiary's profile so that our vendor partners know more about them and who is receiving the funds. The vendor profile, which we typically do, reflects, you know, a little bit more visibility for a founding partner. So it's for those vendors who come in at the top level.

And then we also have a listing of who our partners are at what level. So, yes, that is more or less the formula.

Q So this newsletter is from summer of 2012; correct?

A Yes.

Q And on the second to last page, I see a list of the founding partners; correct?

A Yes.

Q Are those all of the founding partners for

2012?

A They would have been all of the founding partners to that time. I can't tell you if we had any others. It looks like a more or less complete list.

Q There wouldn't be any reason to leave a founding partner off of this; correct?

A Absolutely not.

Q Underneath that is the platinum partners; correct?

A Correct.

Q And to the best of your knowledge for 2012, were those the platinum partners?

A They were at the time that this was published, absolutely.

Q And onto the back page, we have silver partners and supporting partners. I have the same question. Is that an accurate representation of the silver partners and supporting partners for 2012?

A That would be our intention, which would be to say thank you to everyone that participated at the level that they participated in.

Q These vendor partners are located all across the United States; correct?

A Yes, they are.

MR. FREEDENBERG: Off the record.

(Discussion held off the record.)

BY MS. KLIEBENSTEIN:

Q So back to the Triple Winner game on the front of the 2012 newsletter, is that game advertised or marketed in the geographic location where it is offered?

A Yes.

Q In what way?

A There are different kinds of promotional materials. There is a kickoff that is typically held at the beginning of the game which can be very public. So it might be at a large venue. And then there are promotional materials in the stores throughout the course of the game.

Q And who creates the promotional materials?

A It is a collaboration between Ahold USA and the individual divisions that participate in the game.

Q Do those promotional materials come out of your office?

A They come out of this collaboration. We will have a team of people. The division will have sort of the final say on what things look like in their market area. So they will be represented in this team.

Q And do any of those promotional materials reference the Our Family Foundation mark?

A I do not think so. You asked me this question before, and I can't answer with certainty like on the back of the ticket. I don't know that.

Q Separate and apart from the ticket, are you aware of any other promotional materials that mention the Our Family Foundation name?

A I do know that in store, we will thank our founding partners and our platinum partners typically with a stanchion sign. So there may be a short amount of time during the year when we will try and say thank you, and we will use Our Family Foundation by Stop & Shop or Our Family Foundation by Giant to say thank you.

Q You said stanchion?

A Yes.

Q What is that?

A It is simply a sign. It is what we use in stores when you walk in to let people know different things, whether it is an on -- whether it is a current promotion, the services of an in-store nutritionist. It is simply a sign on a stand that can be changed out.

A So Exhibit 9 is a thank you. It is clearly a sign. I can't tell if it's a sign that we would have used at an event or in a store.

Q Would Ms. Hill know the answer to that?

A Likely.

Q Back to the Triple Winner game. So there is a sign that is placed in the store for a couple of weeks every year to thank the vendor partners; is that correct?

A Yes.

Q And that sign has the Our Family Foundation name on it?

A We have a variety -- yes, that sign that thanks our vendor partners does have an Our Family Foundation logo on it.

Q I think if we move back to the Interrogatories, this topic is discussed on Page 6 in the second paragraph.

A Okay.

Q It says: In connection with donations made by corporate vendors to Our Family Foundation, Inc., the Our Family Foundation mark appears on signage in Giant (Landover), Giant (Carlisle), Stop & Shop or Martin's Stores during a two week period in which thank you signs are displayed to thank those vendors for their donations.

Is that the sign that we have just been talking about?

A That's correct.

Q The next sentence, it says: Similar thank you messages are displayed in the weekly circulars. .. about five times per year?

A That's correct.

Q It says five times per year. Is that five weeks straight or some other time period throughout the year?

A For example, the Gittlen big golf outing just ran in this area. So as part of Giant's participation in the Gittlen, the Giant (Carlisle), there was an insert into the circular. And on the back page of that was a thank you to Our Family Foundation donors. So those signs I believe or those circular messages would be sort of episodic in nature.

Q And they would coincide with certain fundraising events; correct?

A Correct.

Q That are unrelated to the Triple Winner game?

A That's correct.

Q Different than the Triple Winner?
A That's right.
Q So who creates the insert?
A Our inhouse design shop does.
Q And do you approve?
A I don't approve every single example.
Q Who does?
A Well, gee, for Triple Winner, that is a very careful collaboration because of the complexity of the program between the divisions and Ahold USA. In the case of The Gittlen, it would be the Giant Carlisle Division and Ahold USA. So it depends on the division that is sort of working most closely with the beneficiary.
Q So sometimes, it will be the division that approves the copy, and sometimes it will be Ahold?
A Yes. It is typically a collaboration between the two.
Q Are the inserts -- the thank you inserts saved in the corporate records?
A I want to say yes.
Q Why did the retail stores distribute circulars; do you know?
A Why do they distribute circulars?
Q Yes.

A To communicate with customers.

Q The people who are going in and out of the stores; correct?

A That's correct.

Q And to communicate what with the customers?

A Usually, it is about what is -- price and promotion for that week.

Q Are the circulars mailed out to customers?

A Usually, they are inserted into newspapers. But there are some I believe customers out of newspaper circulation who can be put on a mailing list.

Q Are they issued weekly?

A Yes.

Q Do the divisions keep track of what newspapers the inserts are inserted into?

A Yes.

Q Are they also available online?

A I don't know if they are all available online.

Q Do you know if some inserts are available online for the divisions?

A It is my understanding that online, you can get to part of the circular, but I don't know if you can get to it in its entirety.

(Carlisle) giving and our support -- or long-standing support for Children's Miracle Network hospitals.

Q Will the consumer be told at any time that the money is being funneled through Our Family Foundation?

A No.

Q So all they know is that they donate money, and it --

A Supports a local children's hospital. Even the press releases that are prepared to announce how much did we raise through an effort like that don't mention Our Family Foundation. They are issued by Giant, in this case Giant (Carlisle). And they just talk about -- they thank the customers for helping us raise that money which will be distributed to local children's hospitals.

Q And are those press releases reviewed by your group at Ahold?

A Yes.

Q So we talked about the Bag Hunger Campaign. Are there any other retail store based initiatives?

A The Triple Winner is the only other one, and we have talked a little bit about that to my knowledge.

Q The sentence that starts at the bottom in the future, move over onto the next page, in Stop & Shop stores in Massachusetts only, signage or advertising regarding such fundraising initiatives will contain a footnote indicating that the fundraising initiative has a connection with Our Family Foundation, Inc.

Why is that the case?

A I believe it is because of Massachusetts law requiring it, and that is a new law. So, again, it is our intention to lead with the banner. So that's where the connection is made with the customer.

Q So how far in the future will this -- how far in the future will the signage in the Stop & Shop stores in Massachusetts have this footnote?

A How far in the future?

Q Will it be in 2015 or 2014?

A I don't know if it went into effect for 2014 or not. But not prior to that. Am I allowed to confer with my counsel about that?

Q It doesn't matter that much.

MR. FREEDENBERG: I don't think it matters. It is just sometime in the future.

BY MS. KLIEBENSTEIN:

Q Just curious.

A Okay.

Q Do you have examples of the signage with this footnote?

A If it occurred in 2014, we would. If it is going forward for 2015, we wouldn't have created that yet.

Q But we can check on that?

A But we can check on that.

Q Back to the banners and the circular inserts. So there is a banner that appears in the Giant (Landover), the Giant (Carlisle), the Stop & Shop and Martin's stores during a two week period every year?

A A stanchion sign?

Q Yes.

A Correct.

Q What two week period is that throughout the year?

A I don't know. I don't know if it is at the end of the year when most of our members are signed up where we want to maximize their visibility.

Q This stanchion sign, is that connected with only the Triple Winner game or --

A No.

Q -- a variety of charitable purposes?

A No. That would be for the broader -- a thank you for Our Family Foundation vendors.

Q And what is the purpose of this stanchion sign?

A To visibly thank the vendors.

Q And is it important to do that?

A It's part of what we offer to the vendors in terms of benefits of the charitable vendor partnership.

Q And is that sign intended to promote the brands of the vendors?

A Yes.

Q With the customers that are coming into the retail stores; correct?

A Yes.

Q So it is essentially advertising for the vendor; correct?

A It is a thank you to the vendor.

Q And do these signs appear in every single Giant, Stop & Shop or Martin's store?

A That is the intention. We compete with many other signs and many other messages.

Q And with regard to the weekly circulars that mention the vendors and the Our Family Foundation name, are those also distributed in each of the Giant, Stop & Shop and Martin's stores?

A It would depend upon the programs. So like I said, The Gittlen, for example, was only in the Giant (Carlisle) area.

Q Got it. Does the Foundation keep a list of what inserts are promoted in connection with which retail store at what time?

A As part of the execution of each of these individual campaigns, I want to say that we have a record of that. I don't know that for sure.

Q Do you keep a record of which campaigns get an insert along with the campaign?

A Yes.

(Pawelski Deposition Exhibit 10 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 10. This is a -- why don't you tell me what that is, if you recognize the document?

A This is the fall 2012 Our Family Foundation Newsletter.

Q I see on the front page, it mentions the Our Family Foundation Golf Outing. It mentions the Celebrity Putting Contest. Do you remember what celebrities were invited to that Putting Contest?

A These are local media celebrities, mostly here in Central Pennsylvania who pair up to play with Miracle Kids. It's approximately 20 people.

Q The golf outing happened in 2013 as well; correct?

A Yes.

Q Is it occurring in 2014?

A Yes. It did occur in July.

Q How many participants were in the July outing?

A This year?

Q Yes.

A Approximately 2100. That is not the Celebrity Putting Contest.

Q Understood. Is the golf outing promoted in any way?

A Only to the vendors. It is not a fundraiser. It is part of the benefits of sponsorship. It includes the vendors, as well as our associates who are playing golf with them for the day and then perhaps a few of the community partners who are beneficiaries.

Q Is a press release ever sent out to the local media about the golf outing?

A Not since we have been merged together as Our Family Foundation.

Q And the Celebrity Putting Contest in 2012, that had local media celebrities?

A Yes.

Q But it wasn't -- was the event covered by local media at all?

A Some of them covered it; although, they would have covered it as Giant. And, actually, folks in the Giant Division take the lead because, again, it is their local hospitals who we work with to identify the Miracle Kids.

And I don't even emcee things like that because we keep it with the division level spokesperson. And that is fairly typical of, for example, a Triple Winner event that will be a local event, maybe big, but it will be sort of kicked off by the Stop & Shop folks.

Q But the golf outing is called the Our Family Foundation Golf Outing?

A Yes, that is correct. But because it is not customer facing, we are not doing a lot of publicity around it. The people that we want to communicate with are largely the vendor partners because it is a thank you to them. It is an asset of participation.

Q And who runs the golf outing? Is it Ahold employees or Foundation employees?

A Yes, we do. When I say we do, I mean it is a committee, a committee of volunteers that includes Ahold USA and largely the Giant Carlisle Division because it is in this area.

Q Do the employees that are working volunteering at the event, do they wear Our Family Foundation T shirts or logo wear at all?

A They would have the logo Our Family Foundation.

Q Are there any other events throughout the year where the volunteers wear Our Family Foundation?

A So the playground build that I mentioned will be something that we will do in Bridgeport, Connecticut, and we will give our volunteers T shirts that say Our Family Foundation. But our volunteers, again, are our vendor partners who are attending who are our associates.

Q Any other events where Our Family promotional items are worn?

A Promotional items are worn, no.

Q So it is just the golf event, and then it will be the playground build?

A Yes.

Q Do you ever send promotional items with the Our Family Foundation names to vendors as a thank you gift?

A Yes.

Q At what level do you have to donate to receive such items?

A So we don't spend a lot of money on elaborate gifts. For example, participation in the Central PA Golf Outing this year, participants received an insulated logo bag so you could keep -- it is about as -- it is not as big as a big shopping bag. It's smaller than that, but where you could carry some cold items and keep them cold.

Q Does the Foundation keep a list of all of the promotional items that it has ordered?

A Yes.

Q So we have T shirts. We have bags. Are there any other type of promotional items that you guys order with the Our Family Foundation name on it?

A I am trying to remember what the gift was last year. We will give different gifts. One year we did give -- and this was to one of our northeastern events, what would have been like the playground build.

What was it called? It was something where you could plug in a number of your electronic devices, and it was a little battery pack. Typically and marked for identification.

BY MS. KLIEBENSTEIN:

Q I have handed you what has been marked as Exhibit 11. It is Ahold 14 through Ahold 17. Are you familiar with this document?

A Yes, I am.

Q And what is it?

A It was prepared in 2012 to use as a background or with our Board members to explain how we got to where we were with the two foundations merging them into one and what that would include under Our Family Foundation.

Q And in the middle of the document, it says Our Family Foundation, it is funded through ongoing vendor and customer donations. Do you see that?

A Yes.

Q So the donors are more than just the vendors and the service providers; correct?

A The customer donations are the two Bag Hunger campaigns that come through for the Giant (Carlisle) fundraising for Children's Miracle Network. The customer donations, the way that Triple Winner is done, the vendors pay for the execution of Triple Winner, but you could characterize them as customer funds since the customer is buying a ticket.

Q Is this an accurate list of the legacy giving areas?

A Yes, it is.

Q So this would have been pre-2012, pre-merger of the two -- the Family Foundation and the Our Kids Foundation; correct?

A This would have been 2012 and what we put together to come under the auspices of the Foundation as it was merged.

Q Okay. Are the giving amounts today roughly the same?

A They are roughly the same. They have changed. For example, Triple Winner was $5.6 million dollars this year. Children's Miracle Network may have changed by 3.1 or 3.2 million. Not changed by, but may have been most recently 3.1 or 3.2.

The biggest difference is that this Attachment B, which was in talking about the Healthy Kids Fund and how do we use that pot of money that is available because we don't want to build an endowment.

Q And at the top of this page, there is a bullet that says: How can Our Family Foundation initiatives best leverage other Ahold USA resources such as employee involvement and in-kind donations to enhance impact? What does that bullet mean? What are you trying to figure out there?

A So we are trying to figure out how to engage our associates outside of, for example, formal volunteer -- associate volunteer programs. So how can we use this to make people feel good about the company that they work for?

Q And what was the answer?

A As part of the Healthy Kids Fund and the Child Hunger Grants, we established a discreet associate volunteer program where we will make a donation to a regional food bank partner for teams of people who are associates. They can include vendor partners as well, but to go in to do some volunteer work in the community.

(Pawelski Deposition Exhibit 12 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 12.

A Okay.

Q Are you familiar with this document?

A This is the Associate Volunteer Program Application Form. That is connected to the Fighting Child Hunger Grants.

Q Can you tell me how this form is used?
A How this form is used?
Q Correct.
A It is available to associates who volunteer ten or more hours at eligible hunger relief programs. Those are predominately the regional food banks in the Stop & Shop and the Giant Landover Divisions who are on the receiving end of the Child Hunger Grants.
It can also include their affiliates. So if they were to volunteer, for example, with Project Share, a program affiliated with the Greater Boston Food Bank, then that would be fine because they are connected into the Greater Boston Food Bank, which is on the receiving end of a Child Hunger Grant.
Q So these are Ahold employees, correct --
A That's correct.
Q -- that are volunteering? And they are going to food banks that have received dollars from Our Family Foundation?
A Yes, who are specifically connected to the Child Hunger Grant Program which is a list of 21 grantees.
Q And they are providing volunteer time?
A Correct.
Q And so what kinds of activities are they

doing when they are at the food banks?

A They could do something like packing elder share boxes, backpacks. We work with a volunteer coordinator at those different recipients. So if they have something else that they need to do, sorting the beans or something else, they might do that.

Q So the benefit of this volunteer program is that the employees can have their time matched with dollars?

A For a volunteer of 10 or more hours, we will have their time matched with a $150.00 donation.

Q And does Ahold have any specific days throughout the year where its employees can go do these volunteer activities?

A No. Now outside of the Foundation, I believe that there is -- some of the divisions and possibly the corporate offices organize A Day Of Caring connected to The United Way. That is outside of the auspices of the Foundation.

Q Are there any plans to have such a day set aside for the Foundation effort?

A Not at this time.

Q Is it something that the Foundation has ever talked about doing?

A Yes. The next page is a similar example. And the Children's Miracle Network has a check there from Giant.

Q Let's turn to Ahold 33. This is so tiny. Let's use a different one.

(Pawelski Deposition Exhibit 13 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 13. Are you familiar with this document?

A This is dated on the front page as the 2013 Charitable Vendor Partnership.

Q How is this document used?

A This is our main solicitation brochure for the vendors so that they understand what the assets of partnership are. And the beneficiaries as well.

Q And this is an example of a brochure that is sent to everyone on the Our Family Foundation mailing list?

A To the vendors.

Q To the vendors?

A Yes.

Q Once a year?

A Yes. Again, whether or not the category managers resend that as they are going through the during the day and not a dinner.

Q Who organizes those kick-off events?

A The divisions in coordination. I think I told you about these teams that include division representatives. And then Debbie can be highly engaged in helping to pull together these events as well.

Q And who pays for them?

A They are paid for through Our Family Foundation as part of our expenses.

MR. FREEDENBERG: Off the record.

(Discussion held off the record.)

AFTER RECESS

BY MS. KLIEBENSTEIN:

Q Before the recess, we were discussing Exhibit 13. I would like to turn to the page marked Ahold 54.

A (Witness complies.) Okay.

Q And discuss the Founding Partner Rewards on this page.

A Okay.

Q So at the top, we have Vendor Recognition; correct?

A Yes.

Q Can you walk me through the different types of vendor recognition a founding partner would receive?

A Yes. So a founding partner, which is at the top level, would receive recognition in Our Family Foundation quarterly newsletter, which we have seen, including a profile at the founding partner level, not just their logo.

Consideration for Vendor of the Year Award was something that was attached to the vendor meeting when it was held on an annual basis. There are many other considerations for a Vendor of the Year. And, again, those are sort of the relationship with the business, itself, and with the category. So if you are a General Mills, it would be with that nonperishable part of the business. But we can weigh in about those vendors who have been highly engaged and generous with us.

Logo recognition in the store circular and dedicated signage in stores I think is what we have talked about terms of the stanchion sign and the periodic thank you in the store circular.

Recognition on signage in Ahold USA support office, we also have a similar stanchion sign for our support offices that say thank you to the vendors who have participated in Our Family Foundation.

Ahold USA support office badge access, so one of the things that we were able to do is get a special badge for the vendor partners who are at that top tier level.

And right to use "proud partner" designation on creative, approval needed, so there are times when a vendor might come to us and say we would like to use the proud partner designation. Frankly, I don't think that they have come to us very often, and I don't have off the top of my head any instances where that has been used -- where that request has been made of us.

Q Does the Foundation have records of when that request has been made?

A We probably do.

Q And then in that situation, would the Foundation approve the creative?

A Yes.

Q And would the Foundation have copies of that creative?

A I do not know.

Q So back up to the support office badge access, I am not clear on that. Can you explain that to me again?

A Yes. Obviously, there are certain

A Yes. We no longer offer that because scheduling became too difficult.

Q I would imagine. Can you tell me about the private reception, the next bullet down?

A Yes. So we had our last Central PA Golf Outing Sponsor Dinner at the Hershey Lodge. And prior to the dinner, we had a VIP reception for the platinum and the founding partners with our executives and with some of the kids who were there for that evening and their families and Miss America.

Q And is there any signage at that event identifying it as an Our Family Foundation event?

A Yes. We do use our Our Family Foundation on the signage for the recognition dinner.

Q And does the Foundation keep copies of that signage?

A Yes.

Q Could you tell me what the Boston Sports Day consists of?

A Yes. So the event in Central Pennsylvania is always the golf outing. The event up in New England changes. This year, it was the Boston Sports Day, which included a Boston Red Sox game for the founding and the platinum partners with a reception.

And then we actually went to -- with these partners the next day to Dana Farber to see how the dollars were being spent and to learn a little bit more about Dana Farber. We came back to Fenway, and vendor partners could choose between either batting practice or a VIP kind of behind the scenes tour.

We had some sports players and legends who were there for photos. The roundtable discussion with the sports legends was moderated by Peter Gammons. And then we had a representative from one each of the sports team -- the Boston sports teams having a conversation about community and about civility.

Q So the Foundation works with Fenway Park to put on this --

A We did this year, yes. This year, it was at Fenway Park.

Q So you are working with --

A We are building a playground this year.

Q So did the Foundation work with the Boston Red Sox to put on this event?

A We work with an organization called Fenway Sports Group. They are very closely affiliated with the Boston Red Sox, but they are also an event management group.

Q So they managed the events that happen at

Fenway?

A They help us manage those events.

Q And some of the current players on the Boston Red Sox teams were at this event?

A It was a past player.

Q Who coordinated getting that past player, was that Peter Gammons?

A No, he was our emcee.

Q Okay.

A Fenway Sports Management.

Q And who is the past player that was in attendance?

A Pedro Martinez.

Q And who coordinated getting Pedro Martinez there?

A Fenway Sports Group.

Q So Our Family Foundation worked with Fenway Sports Group?

A Correct.

Q And were there any contracts relating to this event?

A Yes.

Q And those were between Our Family Foundation and Fenway Sports Group?

A Yes.

Q Did any of the participants at the Boston Sports Day event in 2013 wear any Our Family Foundation promotional gear?
A We gave them hats that had a logo on the side.
Q Who gave who hats?
A We gave the vendors and participants hats.
Q So one of the pieces of this event was attending a Boston Red Sox game; correct?
A Attending the game was only for the platinum and the founding partners.
Q So they got tickets to go to a Red Sox game?
A We had a suite they were invited to.
Q And were the promotional items, the hats, given before this event -- the suite event?
A No.
Q After?
A They were given the next day to all of the participants.
Q In the suite at the Boston Sports Day at the Red Sox game, was there any Our Family Foundation signage?
A Yes.
Q What kind of signage?
A I don't remember exactly. There may have

been a thank you to the platinum and the founding partners.

Q Was that signage in the suite or outside of the suite?

A Inside.

Q Now moving onto the next bolded subject Ad Space in special Gittlen circular. Can you tell me what the Gittlen circular is?

A It is, again, in the Giant Carlisle Division only. It is an insert of products along with information about the Gittlen Cancer Research Institute and Foundation, the work that they do, some of the doctors that are doing research there.

And then on the back page is a thank you to the vendors.

Q So you said Giant (Landover) or Carlisle?

A Carlisle.

Q So Giant (Carlisle) once, twice a year issues a specific circular directed towards the Gittlen Institute?

A Yes.

Q And is the whole circular dedicated to the Gittlen Institute?

A It is an insert that is dedicated.

Q Does the Foundation keep copies of that insert?

A Yes.

Q Is the Our Family Foundation name on that insert?

A Giant is on the front. On the back page, there is a thank you that in the bottom left-hand corner includes the Our Family Foundation logo.

Q My review of the next section is the platinum partner, the silver partner, the supporting partners, those are just lesser versions of the --

A Founding partner.

Q -- founding partner; correct?

A Correct.

Q If a vendor wants to be a platinum, silver, gold, or a supporting partner, is there anything special that they get that a founding partner wouldn't get?

A No.

Q Now moving onto Ahold 64, in the left column, three sections down, it says: Do I need to complete deal sheets for my participation. Do you see that?

A Yes, I do.

Q What is a deal sheet?

A A deal sheet is how many of the vendors conduct their business with our category managers. And, again, I am not an expert. I don't sit at a category desk and sign a deal sheet. But it is how a lot of business is transacted.

Q So the vendors do not need to sign deal sheets in order to sign up to donate to the Our Family Foundation; correct?

A No. Except it does say promotional pieces such as product inclusion in the Gittlen ad and product/coupon redemptions for Triple Winner will still need to have deal sheets executed in order to comply with Sarbanes Oxley Act.

Q Would the deal sheet presented to vendors have the Our Family Foundation name on it?

A I do not know.

Q And when the vendors or when the donors give money to the Foundation, they make the check out to Our Family Foundation; correct?

A Correct.

(Pawelski Deposition Exhibit 14 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I have handed you what has been marked as Exhibit 14, which is a document bearing production numbers Ahold 66 through 89. Are you familiar with this document?

A Yes, I am.

Q What is this document?

A This is the 2014 Charitable Vendor Partnership.

Q Let's turn to the second page.

A (Witness complies.)

Q Could you describe for me -- there are several pictures on this page; correct?

A Yes.

Q Could you describe for me what the event is for each of these pictures?

A Yes. So in the upper left, you have the Children's Putting Contest, the Central PA Golf Outing with -- these are volunteers who are associates.

MR. FREEDENBERG: The people in the red shirts?

A The people in the red shirts. Next one down on the left in the second row are a number of vendor partners on the golf course.

BY MS. KLEIBENSTEIN:

Q And they are each wearing three hats; correct?

A Yes.

A It looks like it was a Triple Winner Kick-Off. I can't say for sure without the rest of the background.

Q Do a number of the events have kick-off meetings?

A Triple Winner typically does. To my knowledge, Children's Miracle Network does not have a kick-off.

Q I think we are done with this one. Let's move on to Interrogatory Number 11. I am just going to try to clean up a couple of areas here briefly.

A (Witness complies.) Okay.

Q Does this response accurately reflect the geographic footprint of the Our Family Foundation donations?

A Yes, it does.

Q Funds for the Our Family Foundation are solicited nationwide though; correct?

A They are solicited from vendors that may have a nationwide presence.

Q So the Foundation reaches out to vendors that are located outside of this geographic footprint --

A Yes.

Q -- for donation dollars; correct?

A Yes.

Q Let's move on and back up to Interrogatory Number 7.

A (Witness complies.)

Q It is the last sentence that I am going to have a question about. The last sentence is: Our Family Foundation, Inc. -- excuse me. Neither Our Family Foundation, Inc., nor AUSA, nor its divisions provide food, products or service donations to other charitable organizations under the Our Family Foundation mark. Nor do they otherwise designate them as coming from Our Family Foundation.

What does that very last phrase nor do they otherwise designate them as coming from Our Family Foundation, what does that mean? I don't understand that.

A Our Family Foundation provides cash donations. So we do not provide food or in kind, no services. So there is no I would say ambiguity in that the other things are not being provided by Our Family Foundation outside of checks that are being written to support our charitable causes.

Q Our Family Foundation organizes a volunteer program of its employees; correct?

A Yes.

Q So in that instance, the Foundation is providing a service other than just cash; correct?

A No. I would interpret that as being the Foundation is providing a check. Associates are the ones who are providing the services.

Q Our Family Foundation organizes the volunteer program for associates; correct?

A We manage the volunteer program. Although, we don't organize the events.

Q Let's move onto Interrogatory Number 8 in the middle of Page 8.

A (Witness complies.)

Q I see a list of donations from 2012 and 2013. In 2014, are there any beneficiaries that have fallen off the list, if you know?

A Yes. One Fund Boston was a donation specifically around the bombing that occurred at the Boston Marathon. The Navy Yard Relief Fund was specifically around something that happened at the Navy Yard.

We have had a longstanding relationship with the American Red Cross for helping when disasters hit like Super Storm Sandy. But fingers crossed, there hasn't been a devastating hurricane that has come through. So we have not made any contributions to the American Red Cross in 2014.

Q Are there any beneficiaries that have been added to the list in 2014?

A One beneficiary is the Newton/Wellesley. It is a hospital in the -- outside of Boston, Massachusetts for children's mental health services.

Q Let's move on. Do the charitable beneficiaries ever -- do they ever say that they are getting the money from Our Family Foundation?

A I don't know if they say that.

Q So they are able to if they want to; correct?

A Again, we lead with the local banner. So typically a thank you or any recognition would go to Stop & Shop or Giant.

Q But you don't know for sure?

A No.

Q Moving onto Interrogatory Response Number 9, on the next page Page 10, there is a list of five events. Are these all of the events that are held under the Our Family Foundation name?

A They change slightly from year to year. So Boston Sports Day this year will be replaced, for example, by the playground build. And there is no Massachusetts golf outing.

mobile through.

Q And how many times a year -- how many times in 2014 has that kind of an event been hosted at Ahold?

A Approximately twice.

Q How about in 2013?

A I would say the same.

Q Do you know how much money is raised at that type of an event?

A Not off the top of my head.

Q Does the Foundation keep examples of the signage that is used at that event?

A We should.

MS. KLEIBENSTEIN: Is this a good time for a break?

MR. FREEDENBERG: Yes.

(Discussion held off the record.)

(A luncheon recess was taken.)

AFTERNOON SESSION

(Pawelski Deposition Exhibit 15 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I have handed you what has been marked as Exhibit 15 which is a copy of Ahold 1 through 2. Are you familiar with this document?

A Yes, I am.
Q What is this document?
A This is January through December 2012 the Our Family Foundation Profit and Loss Statement.
Q Does this include all the amounts received as donations?
A Yes.
Q Throughout the year, does this also include all the amounts given away as charitable donations?
A Yes, it should. Yes, because it does say January through December 2012.
Q So focussing at the top on the income for a moment, can you tell me what the Gift Card Store Donation entry consists of?
A Let me see. I think that the gift card store donation has to do with gift cards -- consortium gift cards that we get back that we can't resell. They are returned to us. AFS holds onto those, and we are able to put together raffle baskets and things like that. I believe those are the gift cards that are being referred to here.
Q What does a consortium card mean?
A A consortium gift card would be something that is not our own gift card. It wouldn't be a Giant gift card. It might be an Applebee's or a

Family Foundation.

Q And what types of promotional -- would there have been promotional signage at that event?

A Only for sort of inside the Support Office, yes.

Q And the entries under 4101 and 4102 for the Golf Tournament Auction and the Raffle Income/Bid for Birdies, are those both associated with the Pennsylvania Golf Outing?

A They are. And you can see the auction -- although, I have to check and see if we in 2012 also had a golf tournament up in New England. Thank you. So the Massachusetts Golf Outing is very likely in there as well as far as the auction goes. That makes sense because the amount is high.

Q And so moving down onto customer support, those are retail customers?

A Yes.

Q So those would be Our Family Foundation events where retail customers were donating the dollars?

A Well, the first one is really a Triple Winner. That is the amount of money -- if you recall in 2012, it was $5.5 million that was donated through Triple Winner to pediatric cancer research and care.

You can see the first couple of ones there.

As I mentioned, the balloon fundraiser and the candle fundraiser and anything miscellaneous for CMN, those are all affiliated with the Children's Miracle Network and those front end programs held in the Giant Carlisle Division.

Q So the balloon fundraiser and candle fundraiser, those are held at the division retail stores?

A Correct. Only in the Giant Carlisle Division.

Q And so retail customers will donate -- how do those events work? Describe them briefly for me.

A That is you coming through as a customer, and the cashier asking you would you like to donate a dollar to the Children's Miracle Network or to the Penn State Hershey Children's Hospital here in this community.

Q So why are they called balloon fundraisers and candle fundraisers?

A The balloon fundraiser I believe is a Children's Miracle Network sort of. It is a balloon -- a hot air balloon that you give the customer that might have a little tear off. Usually, we put the picture of one of our Miracle Children in it.

It will have a little tear off coupon to thank you for your donation. So those would be -- for example, I had mentioned Velveeta Cheese, the Kraft coupon for a dollar off.

The candles is around the holidays. It is in the shape of a candle. And that is why it says candles.

Q So the coupons are for vendor products; correct?

A Correct.

Q And does Ahold print those coupons, or do they come from the vendors?

A I believe that the vendors pay for them, and that we print them and send them out.

Q And do those coupons mention Our Family Foundation at all?

A They do not.

Q Do they mention the promotional fundraising event at all?

A They do not.

Q They just mention the product and 50 cents off?

A Right.

Q Does the Foundation keep copies of examples of those coupons?

A Yes.
Q And who designs those coupons? Is that more in Debbie's camp than yours?
A Yes. And we work with a designer inhouse who helps us.
Q Can you go to the second page of the 2012 P & L? Under the Boston event, it says DBC fees. What are those?
A DBC stands for Deutsche Bank Championship. That event that year was affiliated with the Deutsche Bank Championship in the form of sort of a Pro-am.
Q And is that for a golf event?
A That was the last year that there was a golf event in the Northeast.
Q What did that expense cover?
A The ability to play at TPC as part of the Deutsche Bank Championship, and some tickets, and some things that we were able to then, you know, suites and things like that at the PGA tournament.
(Pawelski Deposition Exhibit 16 was produced and marked for identification.)
BY MS. KLIEBENSTEIN:
Q Let's move onto Exhibit 16.
A (Witness complies.)
Q Are you familiar with this document?

A Yes, I am.
Q What is it?
A This is the P&L for Our Family Foundation January through December of 2013.
Q This says it is an unaudited version. Do you have any reason to believe that this version is significantly different than the audited --
A I do not.
Q So under the Customer Support, there is CMN - Miscellaneous donations. Can you describe for me what those donations are?
A Well, CMN stands for Children's Miracle Network. I do not know what falls into the miscellaneous bucket.
Q With regard to the Dunkin Donut Tips and some other questions -- strike that. Regarding what goes into these different buckets, is there anyone who would be more knowledgeable than you?
A Well, Debbie might have that information.
Q Moving onto the second page under the Triple Winner Expenses, can you tell me what the store contests are?
A So, again, not as an expert at Triple Winner, there are things that are done at store level to encourage friendly competition. So the store

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have got on Exhibit 17 are five different Excel spreadsheets that were produced by Ahold natively in this matter. And it is spreadsheets bearing the Bates numbers Ahold 224 through 228. We are starting with Ahold 224 titled 2012 Grant Payments. Let me know when you are ready.

A Okay.

Q Are you familiar with this spreadsheet?

A I am not.

Q Can you tell what kind of information is displayed in the spreadsheet?

A That I can.

Q What is it?

A It is a list of the 2012 Foundation grantees, grant recipients.

Q Does it look accurate to you?

A Well, the list does look accurate. It does not have any amounts connected to them. But, yes, the list looks accurate.

Q Does the Foundation keep documents that would tell us the amounts that were donated --

A Yes.

Q -- to each of these organizations?

A Yes.

Q That is all I have on 224. Why don't we skip to 226 while we're on the topic? The next spreadsheet for the record will be Ahold 226 titled 2013 Grant Payments.

Have you seen this spreadsheet before?

A I have not seen the spreadsheet.

Q Are you familiar with the information on the spreadsheet?

A Yes, I am familiar with the list.

Q And this list is titled 2013 Our Family Foundation Grants; correct?

A Yes.

Q Is this a list of the beneficiaries of the Foundation for 2013? Take your time to review it.

A It looks to be accurate to me.

Q Does the Foundation keep a list of the amounts that were donated to each of these beneficiaries?

A Yes.

Q All right. Let's move onto Ahold 225 titled 2012 Sponsor List. Are you familiar with this spreadsheet?

A I am not.

Q Do you recognize the information in the spreadsheet?

A I do recognize the list of vendors.

Q And are these the vendors that donated money to the Our Family Foundation in 2012? Take your time to look through it.

A I can't tell if this is a list of vendors or a list of vendors who contributed just by looking at it.

Q Does the Foundation keep a list of all vendors and associates that donate to the Foundation in any given year?

A To my knowledge, yes.

Q Does the Foundation also keep a list of how much money each of them donates in a given year?

A Yes. It does say 2012 Sponsor List. So I have reason to believe that these are actual sponsors as opposed to the bigger universe of prospective sponsors.

Q Would Ms. Hill know more about this?

A She would.

Q If you can go down to the W. Go down to Row 498.

A (Witness complies.)

Q WCYK-FM, is that a radio station?

A It could be. It appears to be.

Q Do you know whether radio stations donate to the Our Family Foundation?

A We do have media sponsors.

Q Those media sponsors, what are the media sponsors donating? Are they donating money?

A It varies. In some cases, Fox 43 has donated in the past time for us to come onto the program in the morning. When I say us, that would be Chris Brand from Giant to talk about Giant's participation with Children's Miracle Network.

Q So do these media sponsors work with the Foundation to set up those events?

A They typically work with the people in the divisions where it is local.

Q Let's take that example with the morning show that you were referring to, and you mentioned Chris Brand from Giant. You remember one event where he or she was on a morning show; correct?

A Correct.

Q And do you recall whether or not -- is it a he or a she?

A It is a he.

Q Do you remember whether or not Mr. Brand mentioned the Our Family Foundation name on that morning show?

A I do not recall. But he is there not to talk so much about Our Family Foundation as to talk tickets to the recognition dinner, and they are getting the normal kinds of assets in return. So this is not an in kind dollar for dollar relationship.

I want the record to show that they are also getting some of the same benefits of playing golf or coming to the sponsor dinner as the other partners are.

Q Okay. So these media -- the people who work at these media stations are also attending the golf event?

A Yes.

Q And the other charitable events --

A Yes.

Q -- that the Foundation --

A That's correct.

Q So they know that they are working with Our Family Foundation?

A Yes.

Q Let's close out of that one and go onto Ahold 227 titled 2013 Sponsor List.

A Okay.

Q Are you familiar with this spreadsheet?

A I am not familiar with the spreadsheet.

Q Are you familiar with the data contained in the spreadsheet?

A I am.

Q Is this the Sponsor List from 2013?

A That is what it is entitled as.

Q Does the Foundation keep documents to show how much time or money or services were donated --

A Yes.

Q -- by each of these sponsors?

A Yes.

Q It doesn't look like the media partners are on this list. Do you see any --

A Wait a minute.

Q For example, I don't see Fox 43 on here. Might it be that this list doesn't include organizations that have donated time or services?

A It may be that it is listed under -- listed differently and under Universal Media.

MR. FREEDENBERG: Unfortunately, the problem is this list is not alphabetical so we have to go through the whole list.

A Can you search?

MR. FREEDENBERG: Off the record.

(Discussion held off the record.)

A I don't know if it is listed as something else.

BY MS. KLIEBENSTEIN:

Q Okay. It seems to me that the 2013 and 2012 sponsor lists have some difference categorically so maybe Harvey and I can work on that online. Ahold 228, it is titled Vendor Solicitation List.

A That is what it says 2012 Sponsor List.

MR. FREEDENBERG: Here you go.

A Vendor Solicitation List, okay.

BY MS. KLIEBENSTEIN:

Q Are you familiar with this document?

A So this lists the universe of all of the vendors that we might solicit for participation in Our Family Foundation. I am not familiar with every single vendor on the list.

Q Is there a date -- can you tell if there is a date on this spreadsheet or not? Is it the Vendor Solicitation List from 2012, 2013, 2014?

A I can't tell you.

Q And does the Foundation keep information about the address and contact information for these vendors?

A We would have some sort of contact information for the vendors --

Q I notice --

A -- through AFS, Ahold Financial Services.

Q At the very top, 3M is listed four times.
A It may mean that we have four key contacts at 3M.
Q So for example using this solicitation list, those four different contacts at 3M would have each received the annual solicitation brochure?
A If this is the way they appear in the vendor data base which is how they are sent out.
Q Who would know more about that?
A Debbie might have some sense of whether or not these are attached to individual names, who all received the solicitation brochure.
Q I think we are done with that disc.
(Pawelski Deposition Exhibit 18 was produced and marked for identification.)
BY MS. KLIEBENSTEIN:
Q I have handed you what has been marked as Exhibit 18. Potentially, it is a video with volume.
MR. FREEDENBERG: Let me get the volume up, and we will go back to the beginning.
(The video is viewed.)
MR. FREEDENBERG: Do you want to hear it again? I will play it again. It is only 51 seconds. Let's see if we can play it again.
(The video was replayed.)

BY MS. KLIEBENSTEIN:
Q Have you seen this?
A I saw it last year.
Q So you have seen this television clip --
A Yes.
Q -- before?
A Yes.
Q So this is a 2013 news broadcast; correct?
A Correct.
Q And it was in connection with the annual golf outing --
A In Central Pennsylvania.
Q And Our Family Foundation is mentioned in the video clip; correct?
A Correct.
Q Where is Fox 43 located, what geographic region?
A Here in Central Pennsylvania in what is called the HLLY, Harrisburg, Lancaster, Lebanon, York.
Q How did it come to be that they did a news segment on the golf outing?
A As you know, Fox 43 has been a partner. So they covered it as a news story. To my knowledge, they are the only ones.

Q Would Universal Media have more knowledge of the television broadcast coverage for other events at the retailers?

A Restate your question.

Q Sure. That was a long one. Universal Media, would they have more information on coverage of local events at the retailers?

A They would have more information on the nature of the relationship with the media outlets to Our Family Foundation.

Q Would the retail -- the divisions -- that's the word I was looking for. Would the divisions themselves have more information on media coverage of their charitable events that send money to the Our Family Foundation?

A Yes.

MR. FREEDENBERG: Are we done with the laptop?

MS. KLIEBENSTEIN: Yes, we are. Off the record.

(Discussion held off the record.)

(Pawelski Deposition Exhibit 19 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as

Exhibit 19. Have you seen this document before?
A I have not.
Q Take your time to read it and let me know when you are ready.
A (Witness complies.) Okay.
Q In the middle of the first paragraph, it says: Our Family Foundation has awarded the YMCA $65,000. Do you see that?
A Yes.
Q And the YMCA is a beneficiary of the Our Family Foundation; correct?
A The YMCA of Greater Bergen County.
Q And the last sentence of that first paragraph say: Our Family Foundation supports education and recreational programs for children and the community served by Stop & Shop. "I was delighted to see how the YMCA children are benefiting from our grant and getting a healthier start in life," said Putterman.
Do you know who Arlene Putterman is?
A Yes.
Q Who is she?
A She is the Public and Community Relations Manager for the Stop & Shop New York Metro Division.
Q So she provided a quote to the YMCA;

correct?

A She did.

Q And in that quote she mentioned the Our Family Foundation; correct?

A Yes.

Q So for this donation, it wasn't solely coming from Stop & Shop?

A She actually was at an event by the looks of it because she is in the photo below as well. And you will see that it was provided by Our Family Foundation by Stop & Shop to help fight childhood obesity.

Q If we wanted to determine how often the divisions are using the Our Family Foundation name in connection with press releases, quotes, speeches, how would we go about doing that?

A We could ask the Public and Community Relations Managers, but I don't think they will have a record.

Q Would Ms. Hill know more about that?

A Not necessarily.

Q She will appreciate that answer.

(Pawelski Deposition Exhibit 20 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 20. Are you familiar with the content of this exhibit?

A Yes.

Q And what is this content from?

A The Martin's Food Markets website.

Q And how was that website used? What is the purpose of that website?

A It is a public facing website.

Q So it is meant to communicate information to the public?

A That's correct.

Q And on the page that has been printed out and handed to you, it is titled Community. And down in the text, it says: Through Our Family Foundation, we help our neighbors in need with a focus on three key initiatives: fighting hunger, improving the lives of children and building healthy communities.

Do you see that?

A I do.

Q Why is the Our Family Foundation name mentioned on the Martin's web page?

A Because it is a piece of their larger giving pie. So efforts to support in their market area hunger, children and communities comes through Our

Family Foundation.

Q And they are communicating that to the public; is that correct?

A This has been redone. But as of when it was printed out, the answer is yes.

Q So this was printed out on August 14th, 2014. This has been redone since then?

A It actually just relaunched.

Q And is the Our Family Foundation, is that reference on the new Martin's website?

A I do not know.

Q So it relaunched between last Thursday and today?

A It actually just relaunched.

Q Well, what do you know? Between last Thursday?

A Yes.

Q So it relaunched last week?

A On Friday.

Q Okay.

A So I am not sure. I am not trying to mislead let the record show.

Q No problem.

A I would have to check to see if this is what it looks like today.

Q And the Giant (Landover), the Giant (Carlisle) and the Stop & Shop websites, those also have the same purpose of communicating with the public; correct?

A That's correct.

(Pawelski Deposition Exhibit 21 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 21.

A Thank you.

Q Let me know when you are ready for questions.

A (Witness complies.)

MS. KLIEBENSTEIN: Off the record.

(Discussion held off the record.)

(A recess was taken.)

AFTER RECESS

BY MS. KLIEBENSTEIN:

Q I have handed you what has been marked as Exhibit 21. This is a copy of a press release from the Stop & Shop website dated November 7, 2012. Are you familiar with this press release?

A Yes, I am.

Q And this press release mentions Our Family

Foundation in the first paragraph; correct?

A Yes, it does.

Q Do you know who authored this press release?

A It was coauthored by Suzi Robinson and Arlene Putterman of Stop & Shop.

Q And did the Foundation review it before it was sent out?

A Yes, we did.

Q And do you know who this press release was distributed to?

A This would have been distributed largely in the local Stop & Shop footprint which is our go to business approach.

Q And does the Foundation keep a record of where this press release would have been distributed to?

A We work off of distribution lists of the key members of the media, consumer media in the market area.

Q So would the Foundation have sent this out or Stop & Shop?

A This would have been sent out by Stop & Shop I believe.

Q Would Stop & Shop have records of who received this press release?

A Not necessarily. I mean it would have gone out to a media list. That is the media list in the current contact, for example, at the Boston Globe. They might not file a media list -- a specific media list with a specific press release is what I am saying.

Q Would Stop & Shop have a list of the news outlets that Stop & Shop sent the press release to?

A The representative news outlets that they use on their media list.

Q And at this time would Stop & Shop have gone through the Universal Media contact, or would they have sent it out on their own?

A No. Universal Media is a media buyer. They are not a PR firm. They don't distribute press releases.

Q So for all press releases that come out of Stop & Shop, does that hold true that Stop & Shop would have a list of the media outlets that they sent it to?

A They have a list of largely, yes, the media outlets that they target.

Q Okay.

(Pawelski Deposition Exhibit 22 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:
Q I am handing you what has been marked as Exhibit 22. Let me know when you are ready for questions.
A (Witness complies.) I am ready.
Q And this is a press release from the Stop & Shop website dated April 18th, 2013; correct?
A Correct.
Q And is Suzi Robinson of Stop & Shop the author?
A The Stop & Shop New England Division, yes.
Q Did the Foundation review the contents of this press release?
A Yes.
Q In the first paragraph, the press release mentions the Our Family Foundation name; correct?
A Correct.
Q When the Divisions are sending out press releases about their charitable activities that were for the Foundation, is it common that they issue press releases like this that mention the division name and then Our Family Foundation adjacent to it?
A The goal is always to lead with the division name. It is why they also go out branded Stop & Shop or branded -- in both cases, these are Stop & Shop.

So we work very hard to make sure that Stop & Shop is the one that gets the credit.

Q Okay. So these press releases, Exhibits 21 and 22, they both lead with Stop & Shop?

A Correct.

Q But right after is the Our Family Foundation name; correct?

A Correct.

MR. FREEDENBERG: I object to form.

A They do acknowledge Our Family Foundation.

BY MS. KLIEBENSTEIN:

Q These two press releases?

A That's correct.

Q Is it common for most press releases about the charitable activities that benefit the Foundation, is that a common introductory format?

A No.

(Pawelski Deposition Exhibit 23 was produced and marked for identification.)

BY MS. PAWELSKI:

Q Okay. I am handing you what has been marked as Exhibit 23, which is a press release from again the Stop & Shop website dated March 19th, 2014. Let me know when you are ready for a question.

A Okay. I am ready.

Q I see the Our Family Foundation name is mentioned on the second page in the second to last paragraph. Do you see that as well?

A I do.

Q So again Stop & Shop is mentioning the Our Family Foundation name; correct?

A This is an example of a rollup of the year. So they go through a lot of different local efforts that they support, and they do acknowledge Our Family Foundation as part of their overall giving picture.

Q Can you think of a Stop & Shop press release that talks about the charitable services relating to Our Family Foundation that doesn't mention the Our Family Foundation mark?

A Most of the giving done by the divisions is done outside of Our Family Foundation. So there are many examples of press releases talking about community engagement that have nothing to do with the Foundation. And that would be the vast majority of their giving locally.

Q Got it.

A These examples are examples where they are acknowledging money that did come through Our Family Foundation. And this is an example of all of their 2013 donations.

Q Does the same hold true for the other divisions, Martin's, Giant and the other Stop -- which one are we dealing with? Let's go back to Exhibit 23. Which Shop & Stop is this? Is this the New York Metro or the New England?

A This is both.

Q Got it. Okay.

A And you can see that in the header if that helps. You can see that Arlene Putterman is with the New York Metro Division and Jenny is with the New England Division. So they are rolling up the entire brands contributions for the year of 2013.

Q Understood.

(Pawelski Deposition Exhibit 24 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 24. This is a news article from CBS 19 dated May 1st, 2014.

A Okay.

Q Are you familiar with the event discussed in this article?

A I am.

Q And what is your knowledge about this event? What was this event?

A This was our efforts to raise awareness around the issue of child hunger. We worked with ConAgra to support the Hunter Hayes 24-hour road race to end child hunger which was breaking the Guinness Book of World Records for the most concerts played in 24 hours.

Q So did Our Family Foundation give any money to this event?

A We did.

Q And ConAgra did as well?

A They did. They also have a relationship with Hunter Hayes outside of Our Family Foundation.

Q And where were the Hunter Hayes concerts? This was a charitable event where Hunter Hayes played a bunch of concerts to raise money?

A To raise awareness.

Q To raise awareness. And do you know where the concerts were held?

A They were held on the East Coast largely in the Stop & Shop footprint. I believe he started in New York, and he ended in Philadelphia.

Q And was there any signage for the Our Family Foundation at these concerts?

A There was.

Q And who were the attendees at these

concerts?
A Largely 13 to 18-year-old young women.
Q Of the general public; correct?
A Yes.
Q And do you know how big the venues were?
A I attended a venue in New Haven, Connecticut at a place called Toads Place. And there were approximately I want to say 2,000.
Q Young, screaming girls?
A Yes, the decibel level was high. This is a very good example of us leading with Stop & Shop participating sponsor as much as we possibly can. So you can see that as the Stop & Shop Supermarket Company is teaming up with Hunter Hayes.
Stop & Shop is a participating sponsor and will have a presence at the Boston event, as well as at Toads. Even the Connecticut Food Bank saying thank you to Stop & Shop, they were able to expand the nutritional value of meals.
Q And on the second page though, we have a discussion of Our Family Foundation; correct?
A There is a mention of Our Family Foundation, yes.
Q Including one from Catherine --
A D'Amato.

Q -- D'Amato, the President and CEO of the Greater Boston Food Bank; correct?

A Correct.

Q And CBS 19, if I look on the third page of this exhibit, it has an address in Tyler, Texas. Do you see that as well?

A Yes.

Q So this would have been a news article that was directed to residents of Texas; correct?

A It wasn't directed to residents of Texas.

Q Where was it directed?

A It appears that it was picked up.

Q So this was from a press release that was picked up by a national news outlet; correct?

A Yes, that's correct.

Q And the press release that this was based off of, have you seen that press release?

A Yes.

Q And did that come out of the Foundation or the Stop & Shop Division?

A It came out of Stop & Shop.

Q Would Stop & Shop have a record of that press release?

A They would.

Q Now this event wasn't listed in the

this, we will try and get some visibility for that. But it has been so limited in nature. And first and foremost, we lead with the banner in that market area.

Q So you lead with the banner, but nothing prevents Our Family Foundation from following the banner?

A Correct.

(Pawelski Deposition Exhibit 25 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 25. Have you seen this article before?

A Yes.

Q And this was displayed in the Progressive Grocer?

A Yes.

Q And that is an industry publication; correct?

A That's correct.

Q How did this article end up in the Progressive Grocer if you know?

A To my recollection, the only time we put out a press release from Ahold USA instead of from the divisions was one that had to do with the $9 million

3-year program to fight child hunger. These other examples are the divisions taking the lead and acknowledging that some of the money was funded, or in some cases all of it, through Our Family Foundation.

This one though because the divisions speak for only themselves, there was no way to talk about the $9 million and the heft of that contribution without us making that announcement instead of them.

Q So this is an -- I understand. This is a press release that came from the Foundation directly?

A It didn't come from the Foundation. It came from Ahold USA.

Q Did the Foundation prepare that press release?

A Yes. Well, I prepared it.

Q And it would have been distributed to the media outlets that Ahold distributes its press releases to?

A Again, in our market area. But the trade publications would include the national trade pubs in the food industry, like Progressive Grocer.

Q I might have missed something. Was this particular press release sent directly to the industry publications or --

A My recollection is yes, instead of sending it out through a wire service.

Q That is the word that I was looking for. But there would be records of that; correct?

A I think so.

(Pawelski Deposition Exhibit 26 was produced and marked for identification.)

BY MS. KLIEBENSTEIN:

Q I am handing you what has been marked as Exhibit 26.

A Okay.

Q And I am presuming that the content from that article came from a press release as well?

A That's correct.

Q And would that press release have come from Ahold, or one of the divisions?

A Stop & Shop.

Q Got it. And this was published in Retailing Today on November 8th, 2012; correct?

A Yes.

Q And do you know whether Stop & Shop sent this directly to this industry publication or through a wire?

A I do not know that.

Q But Stop & Shop would probably have records of that; correct?

A Yes.

Q All right. I am going back to your very first exhibit, the Notice Of Deposition.

A Yes.

Q I would like to talk about Deposition Topic Number 2.

A Okay.

Q Do you have any such incidents to report in this deposition?

A I do not.

Q And what investigative work did you do to learn more about facts that might relate to that topic?

A There was no need to do an investigation in terms of knowing that we had never entertained any questions or confusion related to the mark.

Q You mean you personally?

A Correct. My office or anyone affiliated with Our Family Foundation in terms of us being the official sort of contacts.

Q Okay. So you asked questions of those on your team and in the Foundation; correct?

A Correct.

Q Did you ask anybody at the division level?

A I did not.

Q Did you ask any of the vendor donors?

A Not as part of this investigation, no, deposition.

Q Now setting this aside and going back to the Interrogatory Responses, Exhibit Number 5, I would like you to turn to Page 15.

A Okay.

Q I am going to ask you questions about the table that spans Pages 15 through 17. Have you as a corporate representative, has the company done any research to determine the extent of use of any of these marks in U.S. commerce?

A I am aware only of our work with our own legal counsel to make sure that we were able to use the name and the mark.

Q Okay. I don't want to pry into those discussions at all. I am kind of going off in a different direction --

A Okay.

Q -- than that. So you have no familiarity; you have not done any investigation for any mark listed in this chart to understand if these marks are actually used on products or services today?

A That was not my role, no.

to have TPI help us run the meetings so that they are leading strategic discussions.

Maria Silvestri joined the group and discussion was held regarding the Helping Hands Funds.

There being no further business to come before the Board, a motion was made by Tom Hippler and seconded by Jeff Martin to adjourn the meeting. Motion approved.

Attest:

Thomas A. Hippler, Secretary

Pawelski Exhibit 4

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Nash-Finch Company, Petitioner v. Ahold Licensing, Sàrl, Registrant	Cancellation No. 92058000

AHOLD LICENSING SÀRL'S ANSWERS TO NASH-FINCH COMPANY'S FIRST SET OF INTERROGATORIES

Ahold Licensing, Sàrl ("Ahold") by its undersigned attorneys, answers and objects to the First Set of Interrogatories ("Interrogatories") served by Nash-Finch Company ("Nash-Finch") as follows:

PRELIMINARY STATEMENTS

A. By providing the information requested, Ahold does not waive objection to admission of the information in evidence on the grounds of relevance, materiality, or on any other proper grounds for objection, nor does Ahold submit to the instructions and definitions listed at the beginning of the discovery requests, except as those instructions and definitions conform to the Federal Rules of Civil Procedure, the Rules of Practice in Trademark Cases, and applicable case law. Specific objections are noted without waiver of the General Objections reserved herein.

B. The information supplied herein is not based solely upon the knowledge of the individual who executed these responses, but comes from various sources, including Ahold's agents, employees and representatives, and, unless privileged, attorneys. The

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word usage and sentence structure is that of the attorneys who prepared these responses and does not purport to be the exact language of the executing person.

C. Ahold reserves the right to correct, amend, or supplement these responses if and when it has other, or more accurate, information with respect to these interrogatories prior to trial.

D. Words and terms used in the following response shall be construed in accordance with their normal meanings or connotations, and shall in no way be interpreted as terms of art or statutorily define terms used in the trademark laws.

E. Subject to the following General Objections and conditions and subject to the understanding that by responding to the interrogatories Ahold does not waive any objection asserted herein, Ahold restates below each of Nash-Finch's interrogatories verbatim, followed by its responses and/or objections thereto, as follows:

II. GENERAL OBJECTIONS

1. Ahold objects to the definitions to the interrogatories to the extent that they impose, or attempt to impose, obligations and demands beyond those contemplated by TBMP § 405 Rules 26 and 33 of the Federal Rules of Civil Procedure.

2. Ahold objects to the definition of "Registrant," to the extent that, by incorporating such a definition, the interrogatories demand discovery of persons or entities other than Ahold and those within its direct control.

3. Ahold objects to each interrogatory to the extent that it seeks the identification of documents that are not within the present possession, custody, or control of Ahold, or that are not available after a reasonable search and investigation, or that are readily available to Ahold.

4. Ahold objects to these discovery requests to the extent they seek information that is not relevant to a claim or defense of any party and is not reasonably calculated to lead to the discovery of admissible evidence.

5. Ahold objects to these discovery requests to the extent they are unreasonably vague, broad, repetitious, unduly burdensome, or purport to require the disclosure of information beyond the scope of permissible discovery under the Federal Rules of Civil Procedure and the Rules of Practice in Trademark Cases.

6. Ahold objects to these discovery requests to the extent they seek confidential, proprietary or trade secret information. To the extent that Ahold produces confidential, proprietary or trade secret information in response to these requests, it does so with the understanding that the information produced is subject to the terms of the protective order agreed upon by the parties.

7. Ahold objects to these discovery requests to the extent they purport to require the disclosure of documents or information that is protected from discovery by the attorney-client, work product, or other privilege, or that is otherwise immune or protected from disclosure. Ahold does not intend to waive any protections or privileges by the supplying of information in response hereto.

8. Ahold incorporates each of the General Objections set forth above into each of its specific responses to the discovery requests. In addition to these General Objections, Ahold will also state specific objections to discovery requests where appropriate, including objections that may not be generally applicable to all of the discovery requests. By setting forth such specific objections, Ahold does not limit or restrict the General Objections set forth above. To the extent that Ahold responds to discovery requests to which it objects, its objections are not waived by furnishing information or providing documents. In addition, the

inadvertent disclosure of privileged information or release of privileged documents shall not constitute a waiver of any applicable privilege.

ANSWERS TO INTERROGATORIES

INTERROGATORY NO. 1: Identify and describe how Registrant selected and adopted Registrant's Mark, including an identification of all Persons who have knowledge about Registrant's selection and adoption of Registrant's Mark.

Response:

Ahold incorporates herein by reference its General Objections. Ahold specifically objects to this interrogatory as overly broad and unduly burdensome in that it seeks identification of "all Persons."

Subject to these objections, Ahold responds as follows: Our Family Foundation, Inc. and the associated OUR FAMILY FOUNDATION mark, was established in 2012 through the merger of Our Kids Foundation, Inc. (est. 1997) and Stop & Shop/Giant Family Foundation, Inc. (est. 2003), which were foundations previously associated with the operating divisions of Ahold U.S.A., Inc. ("AUSA") The mark OUR FAMILY FOUNDATION is a combination of the names of the two foundations that merged and this mark was selected to reflect the former foundations from which Our Family Foundation, Inc. was formed. The mark OUR FAMILY FOUNDATION is used with permission by Our Family Foundation, Inc.

The person most knowledgeable about the selection and adoption of the mark is Tracy Pawelski, Vice President of External Communications/Community Relations for AUSA.

INTERROGATORY NO. 2: Describe all steps Registrant took to evaluate the availability of Registrant's Mark for use in connection with Registrant's Services, including any searches or investigations.

Response:

Ahold incorporates herein by reference its General Objections. Ahold further objects to this interrogatory on the basis that the interrogatory seeks information protected by the attorney-client privilege or that evidences or constitutes attorney work product and are otherwise not discoverable.

Subject to these objections, Ahold responds as follows: Ahold's counsel conducted a search of the USPTO trademark database on January 17, 2012.

INTERROGATORY NO. 3: Identify any market studies, consumer studies, surveys, focus groups, or other studies that relate to Registrant's Mark, or the market for Registrant's Services, and identify all persons having knowledge of such studies.

Response:

Ahold incorporates herein by reference its General Objections. Ahold specifically objects to this interrogatory as overly broad and unduly burdensome in that it seeks identification of "all Persons" and because the term "market for Registrant's Services" is undefined. Ahold further objects on grounds that this Interrogatory is improper for seeking the production of documents.

Subject to these objections, Ahold responds as follows: Ahold did not conduct any consumer studies, surveys, focus groups or other studies related to the OUR FAMILY FOUNDATION mark or the market for the Our Family Foundation, Inc.'s services.

INTERROGATORY NO. 4: Describe Registrant's current and proposed future use, advertising, and promotion of Registrant's Mark in the United States, and identify the Person who has the greatest knowledge regarding this subject.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold states that the OUR FAMILY FOUNDATION mark is used in connection with a charitable giving program in which Ahold's licensees solicit donations from corporate vendors and service providers that supply the products sold in stores operated by divisions of AUSA or provide services to AUSA and its divisions. These AUSA divisions operate under the Giant (Landover), Giant (Carlisle), Stop & Shop and Martin's banners. AUSA sometimes solicits donations from its employees through fundraisers offered in-house at AUSA's corporate offices. The mark is promoted to corporate donors through solicitation brochures, quarterly newsletters, event signage and display of the mark on reusable promotional bags given away at events. While the donations are solicited primarily through Our Family Foundation, Inc., they are distributed under the names of AUSA's division banners, namely Giant (Landover), Giant (Carlisle), Stop & Shop and Martin's. In some cases the donations are referred to as having come from the division and in some cases they are referred to as having come from both the division and Our Family Foundation, Inc. (i.e. Our Family Foundation by Giant (Landover), Giant (Carlisle), Stop & Shop or Martin's).

Ahold's licensees conduct certain fundraising initiatives directed at consumers that shop at Giant (Landover), Stop & Shop and Martin's stores. Those fundraising initiatives are not branded with the OUR FAMILY FOUNDATION mark, but some funds raised are channeled through Our Family Foundation, Inc. In the future, in

Stop & Shop stores in Massachusetts only, signage or advertising regarding such fundraising initiatives will contain a footnote indicating that the fundraising initiative has a connection with Our Family Foundation, Inc., although the 'Stop & Shop' name and banner will be most prominently used. Except as otherwise set forth herein, no other consumer-facing messaging will be branded with the OUR FAMILY FOUNDATION mark.

In connection with donations made by corporate vendors to Our Family Foundation, Inc., the OUR FAMILY FOUNDATION mark appears on signage in Giant (Landover), Giant (Carlisle), Stop & Shop or Martin's stores during a two-week period in which thank you signs are displayed to thank those vendors for their donations. Similar thank you messages are displayed in the weekly circulars for Giant (Landover), Giant (Carlisle), Stop & Shop and Martin's stores about five times per year.

The person most knowledgeable about the use of the mark is Tracy Pawelski, Vice President of External Communications/Community Relations for AUSA.

INTERROGATORY NO. 5: Identify the types of Persons who are exposed to the use of Registrant's Mark in commerce in the United States, including but not limited to an identification of the general industry or market, specific customers, vendors, retail grocery customers, end users, grocery distributors or suppliers, food manufacturers, charitable organizations, or any other companies, retailers, agents, and wholesalers.

Response:

Ahold incorporates herein by reference its General Objections. Ahold further objects to this Interrogatory as information responsive to this request is in the custody, possession or control of other third parties who donate to Our Family Foundation, Inc. such as Ahold's corporate customers and vendors.

Subject to these objections, Ahold responds as follows. The primary target of Our Family Foundation, Inc. and the advertising and promotion it commissions are corporate donors, which consist of vendors and corporate service providers of Giant (Landover), Giant (Carlisle), Stop & Shop and/or Martin's stores. AUSA sometimes solicits donations from its employees through fundraisers offered in-house at AUSA's corporate offices. The only time the general public is exposed to the OUR FAMILY FOUNDATION mark is when the mark appears for a limited time (about two weeks per year) on signs in AUSA division stores and newspaper circulars used to thank vendors for donations to Our Family Foundation, Inc. as explained in the response to Interrogatory No. 4. In addition, certain consumers in Massachusetts who may choose to read the footnote that Stop & Shop intends to include on its signage in the future for a certain consumer-directed fundraising initiative may observe a reference to Our Family Foundation, Inc.

INTERROGATORY NO. 6: Identify and describe any goods given away as promotional items as part of Registrant's charitable events or fundraising efforts in connection with the OUR FAMILY mark.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Ahold understands this interrogatory to refer to the OUR FAMILY FOUNDATION mark, not the OUR FAMILY mark. At events related to Our Family Foundation, Inc., vendor sponsors and AUSA employees in attendance receive an OUR FAMILY FOUNDATION branded reusable bag filled with promotional items donated by AUSA's vendor partners (e.g., UTZ chips, Snyder's pretzels, Advil sample packets, individual sunscreen packets, insulated lunch bag, travel blanket, ball cap, electronics charger, etc.).

INTERROGATORY NO. 7: Identify and describe all types of charitable services Registrant offers in connection with Registrant's Mark.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Our Family Foundation, Inc. and AUSA sponsor various events held to promote the charitable work of Our Family Foundation, Inc. and which sometimes serve as fundraisers. Such events include golf outings, private events at sports venues, and award/thank-you ceremonies/dinners. Our Family Foundation, Inc. and AUSA provide monetary contributions received from donors to other charitable organizations and disaster relief organizations. Events typically are not structured as fundraisers themselves but rather as a "thank you" to those who have donated at specific levels to Our Family Foundation, Inc. All events are private functions for those who have donated and also a limited number of AUSA and its divisions' employees may attend. Neither Our Family Foundation, Inc. nor AUSA nor its divisions provide food, products or services donations to other charitable organizations under the OUR FAMILY FOUNDATION mark nor do they otherwise designate them as coming from Our Family Foundation, Inc.

INTERROGATORY NO. 8: Identify and describe all types charitable donations accepted by Registrant in connection with Registrant's Services offered under Registrant's Mark, such as money, food, articles of clothing, food labels, UPC codes, etc.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Our Family Foundation, Inc. accepts only monetary donations from vendors and corporate service providers of AUSA and its divisions for later distribution to charitable and disaster relief organizations. However, vendors do provide donations, in limited amounts, of food items (i.e. hamburgers, hot dogs, beverages) consumed at Our Family Foundation Inc. private events, products to place in goody bags at the golf event and items for auction at such private events; however, no such donated item is branded with the OUR FAMILY FOUNDATION mark. Our Family Foundation, Inc. also accepts various in-kind contributions, such as printing services, as a donation toward its events conducted under the OUR FAMILY FOUNDATION mark.

INTERROGATORY NO.8 [note that Nash-Finch had two interrogatories identified as No. 8]: Identify all charitable organizations that have received donations of money or goods from Registrant as a result of Registrant's Services.

Response:

Ahold incorporates herein by reference its General Objections. Ahold objects to this Interrogatory as overly broad and unduly burdensome because the Interrogatory requests disclosure of "all charitable organizations."

Subject to these objections, Ahold responds as follows: Our Family Foundation, Inc. provides monetary donations through AUSA's operating divisions, Stop & Shop, Giant (Landover), Giant (Carlisle) and Martin's, to a wide range of charitable and disaster relief organizations.

The most significant of Our Family Foundation Inc.'s 2012 and 2013 donations include:

Children's Cancer Research:

- Dana Farber Cancer Institute/The Jimmy Fund
- Memorial Sloan-Kettering Hospital
- Johns Hopkins Sidney Kimmel Cancer Center
- The Children's Cancer Foundation

Children's Miracle Network Hospitals:

- Penn State Hershey Children's Hospital, Hershey PA
- The Children's Hospital of Philadelphia, Philadelphia PA

- Janet Weis Children's Hospital at Geisinger, Danville and Altoona PA
- Johns Hopkins Children's Center, Baltimore MD
- Children's National Medical Center, Washington DC
- Pittsburgh Children's Hospital, Pittsburgh PA
- University of Virginia Children's Hospital, Richmond VA
- Children's Hospital of Richmond at VCU, Richmond VA

Grassroots programs that support children's health and nutrition:

- Action for Healthy Kids
- Boys & Girls Club of Pawtucket
- YMCA of Greater Boston
- Hockomock Area YMCA
- Metuchen Edison Woodbridge YMCA
- YMCA of Metropolitan Washington

Jake Gittlen Cancer Research Foundation

Regional Food Bank Partners/Fighting Child Hunger

One Fund Boston

Navy Yard Relief Fund

American Red Cross

INTERROGATORY NO. 9: Identify all events or activities where Registrant's Mark is or has been displayed, and describe the nature of the event or activity, the date, and the type of Person in attendance.

Response:

Ahold incorporates herein by reference its General Objections. Ahold objects to this Interrogatory as overly broad and unduly burdensome because the Interrogatory requests disclosure of "all events or activities."

Subject to these objections, Ahold responds as follows: The OUR FAMILY FOUNDATION mark is featured in Our Family Foundation, Inc.'s quarterly e-newsletter, which is distributed to AUSA and its divisions' vendors and corporate service providers. The OUR FAMILY FOUNDATION mark is featured at various events attended by AUSA and its divisions' vendors and corporate service providers that provide donations to Our Family Foundation, Inc. or which are being solicited for donations. The general public does not attend Our Family Foundation, Inc. events. Such events include an annual golf event hosted in Central Pennsylvania, an annual recognition dinner for key donors to Our Family Foundation, Inc. and Boston Sports Day where participants enjoy batting practice or a behind-the-scenes tour of the famed Fenway Park.

- Central PA Golf Outing - Included golf at 14 golf courses in Central Pennsylvania followed by dinner and auction at Hershey Lodge and Convention Center. Attendees were vendor sponsors and some AUSA and its divisions' employees. Additionally, some of the charitable beneficiaries attended the event. Dates held: 7.16.12 and 7.15.13.

- Recognition Dinner - Hershey Lodge & Convention Center. Attendees were vendor sponsors, some AUSA and its divisions' employees and some charitable beneficiaries. Dates held: 7.15.12 and 7.14.13.

- Massachusetts Golf Outing - Included golf at 3 golf courses in the greater Boston area, followed by dinner and an auction at the TPC golf club. Attendees were vendor sponsors and some AUSA and its divisions' employees. Additionally, some of the charitable beneficiaries attended the event. Date held: 8.27.12.

- Boston Sports Day Event - Included activities at Fenway Park and also a hospital tour and ice cream social for top level sponsors at the Dana Farber Cancer Institute. Attendees were vendor sponsors and some AUSA and its divisions' employees. Additionally, some of the charitable beneficiaries attended the event. Date held: 9.5.13.

- Flower Sales – AUSA corporate office in Carlisle, PA.. Flower sales were held in May, October and December 2013. AUSA employees were given the opportunity to purchase flowers for a donation to Our Family Foundation, Inc. Floral vendors donated the flowers so that 100% of the proceeds were given to Our Family Foundation, Inc.

INTERROGATORY NO. 10: List and describe all charitable or fundraising events held in connection Registrant's Services offered under Registrant's Marks. For each such event, describe the activity, the geographic location, the type of attendee, whether goods or monetary donations were sought. This also includes UPC codes or product food labels.

Response:

Ahold incorporates herein by reference its general objections. Ahold objects to this Interrogatory as overly broad and unduly burdensome because the Interrogatory requests disclosure of "all charitable and fundraising events." Applicant further objects on grounds that this Interrogatory is duplicative of Interrogatory No. 9.

Subject to these objections, Ahold responds as follows:

- Central PA Golf Outing - Included golf at 14 golf courses in Central Pennsylvania followed by a dinner and auction at Hershey Lodge and Convention Center. Dates held: 7.16.12 and 7.15.13. Approximately 2000 persons attended. Our Family Foundation, Inc. sought monetary donations as well as modest donations of products for goody bags and auction items.

- Recognition Dinner - Hershey Lodge & Convention Center. Dates held: 7.15.12 and 7.14.13. Approximately 500 persons attended. –This event was a "thank you" recognition for vendors who sponsored Our Family Foundation, Inc. No other donations were sought for or at this event.

- Massachusetts Golf Outing - Included golf at 3 golf courses in the greater Boston area followed by a dinner and auction at the TPC golf club. Additionally, some of the charitable beneficiaries attended the event. Date held: 8.27.12. Approximately 400 persons attended. Our Family Foundation, Inc. sought monetary donations as well as modest donations of products for goody bags and auction items.

- Boston Sports Day Event - Included activities at Fenway Park and also a hospital tour and ice cream social for top level sponsors at the Dana Farber Cancer Institute. Date held: 9.5.13. Approximately 400 persons attended. Our Family Foundation, Inc. sought monetary donations as well as modest donations of products for goody bags and auction items.

- Flower Sales - AUSA corporate office in Carlisle, PA . Flower sales were held in May, October and December 2013. AUSA employees were given the opportunity to purchase flowers for a donation to Our Family Foundation, Inc. Floral vendors donated flowers so that 100% of proceeds were given to Our Family Foundation. Inc.

INTERROGATORY NO. 11: Identify all states in the United States in which Registrant's Services are provided or intended to be provided on or in connection with Registrant's Mark.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Ahold states that donations for Our Family Foundation, Inc. are solicited, and charitable funds are distributed in the same general geographic area in which AUSA's divisions (Stop & Shop, Giant (Landover), Giant (Carlisle) and Martin')s stores operate, meaning generally, Pennsylvania, Maryland, Delaware, Virginia, West Virginia, New Jersey, Washington D.C., New York, Massachusetts, Connecticut and Rhode Island.

INTERROGATORY NO. 12: Identify with specificity all Persons that Registrant targets or approaches for charitable donations under Registrant's Mark.

Response:

Ahold incorporates herein by reference its General Objections. Ahold objects to this Interrogatory as overly broad and unduly burdensome because the Interrogatory requires disclosure of "all Persons that Registrant targets or approaches."

Subject to these objections, Ahold responds as follows: Solicitation for support of Our Family Foundation, Inc. is directed to vendors and corporate service providers of AUSA and its divisions. Additional information will be provided in Ahold's document production.

INTERROGATORY NO. 13: Specify the target market or industry in which Registrant's Services are, or are intended to be, provided or promoted, in connection with Registrant's Mark. This includes both the beneficiaries of the charitable services and the participants Registrant targets in fundraising activities and charitable events.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: The target market for donations are charitable and disaster relief programs operating in the market territory of AUSA and its divisions' retail stores. The target donors are AUSA and its divisions' corporate service providers and vendors. Ahold refers to its answer to Interrogatory No. 8 (second No. 8) for a representative list of recipients of donations from Our Family Foundation, Inc.

INTERROGATORY NO. 14: State Registrant's yearly expenditures to date with respect to the advertising and promotion of Registrant's Mark in conjunction with any services since use of Registrant's Mark first began.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Ahold will provide relevant and responsive documents regarding the finances of Our Family Foundation, Inc.

INTERROGATORY NO. 15: Identify all past, present or future advertisements, brochures, catalogs, promotional materials and/or all other documents and things (including drafts of such materials) showing Registrant's Mark that were placed, published, distributed, provided, contemplated, or used by or for Registrant, and state the respective dates and publications or media in which this material appeared or is expected to appear.

Response:

Ahold incorporates herein by reference its General Objections. Ahold objects to this Interrogatory as overly broad and unduly burdensome because the Interrogatory requires disclosure of "all past, present or future advertisements, brochures, catalogs, promotional materials and/or all other documents and things." Ahold further objects to this Interrogatory to the extent it seeks documents not yet conceived of or developed.

Subject to these objections, Ahold responds as follows: Ahold will produce representative samples of the advertisements, promotions, brochures, etc. in which Our Family Foundation, Inc. is promoted.

INTERROGATORY NO. 16: Identify the three employees of Registrant who are most knowledgeable about the marketing, or proposed/intended marketing, of services under Registrant's Mark.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: The person most knowledgeable about the use of the mark is Tracy Pawelski, Vice President of External Communications/Community Relations for Ahold U.S.A., Inc. Others with knowledge of the marketing, or proposed/intended marketing, of services under Registrant's Mark include Debbie Hill, Manager of Public & Community Relations for Ahold U.S.A., Inc. and Bill Austin, Design Specialist for Ahold U.S.A., Inc.

INTERROGATORY NO. 17: Specify the approximate gross revenue or projected revenue generated through Registrant's Services under Registrant's Mark for each year since Registrant began offering charitable services in connection with Registrant's Mark.

Response:

Ahold incorporates herein by reference its General Objections. Ahold further objects to this Interrogatory on grounds that it calls for information not relevant to the claim or defense of either party and is not reasonably calculated to lead to the discovery of admissible evidence. Ahold further objects because the term "revenue" is undefined.

Subject to these objections, Ahold responds as follows: Ahold states that it does not receive "revenue" from Our Family Foundation, Inc. Our Family Foundation, Inc. solicits monetary contributions to use as donations to charitable and disaster relief organizations. Ahold will produce documents that are relevant and responsive to this Interrogatory.

INTERROGATORY NO. 18: Specify whether Registrant intends to expand the services offered under Registrant's Mark to other goods and services, other channels of trade, or other geographic territories, and identify all documents relating or referring to such expansion.

Response:

Ahold incorporates herein by reference its General Objections. Ahold further objects to this Interrogatory on grounds that it calls for information not relevant to the claim or defense of either party and is not reasonably calculated to lead to the discovery of admissible evidence.

Subject to these objections, Ahold responds as follows: Ahold states that it has no plans for the expansion of its services offered under the OUR FAMILY FOUNDATION mark other than in the case of an expansion of the geographic territory of AUSA or its divisions' retail stores.

INTERROGATORY NO. 19: State when and how Registrant first became aware of Petitioner's use or registration of Petitioner's Marks and identify all persons involved.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: The first instance in which Ahold was made aware of Nash-Finch's use or registration of Petitioner's Marks was when Nash-Finch's counsel called Ahold's counsel on May 17, 2013.

INTERROGATORY NO. 20: Identify any third party use or registration or a mark which Registrant considers to be identical or similar to Registrant's Mark and/or Petitioner's Mark, and state the type of good or service related to that use of the mark.

Response:

Ahold incorporates herein by reference its General Objections. Ahold objects to this Interrogatory as overly broad and unduly burdensome because Ahold has no way to know of every third party use or registration of every mark.

Subject to these objections, Ahold responds as follows: Ahold states that it is aware of the registrations of following marks that contain the "our family" phrase.

Mark	**Full Goods/Services**	**Owner**
PA MARIANI OUR FAMILY'S BEST SINCE 1906 and Design  SN:78-344976 RN:2,897,507	(Int'l Class: 29) Fruit based snack foods, namely, a trail mix, featuring, dried fruit; sweetened fruit based snacks; fruit based flavored snacks	Mariani Packing Co., Inc. (California Corp.) 500 Crocker Drive Vacaville, California 95688
OUR FAMILY RECIPE OUR FAMILY RECIPE SN:85-731415 RN:4,334,455	(Int'l Class: 29) Nut topping	Bremner Food Group, Inc. (Nevada Corp.) Suite 2900 800 Market Street St. Louis, Missouri 63101
OUR FAMILY RECIPE SN:75-977444 RN:2,181,589	(Int'l Class: 30) [condiments, namely, mayonnaise], salad dressing, [marinade, mustard, and ketchup and sauces, excluding cranberry sauce and applesauce]	Carriage House Companies, Inc., The (Delaware Corp.) 196 Newton Street Fredonia, New York 14063
OUR FAMILY RECIPE SN:75-198863 RN:2,465,890	(Int'l Class: 29) Vegetable and salad oils	Carriage House Companies, Inc., The (Delaware Corp.) 196 Newton Street Fredonia, New York 14063
FROM OUR FAMILY TO YOURS FROM OUR FAMILY TO YOURS SN:77-095502 RN:3,316,429	(Int'l Class: 29) Seasoned broth and thinly sliced cooked roast beef, italian style seasoned broth and thinly sliced cook roast beef	Papa Charlie's Inc (Illinois Corp.) 1800 Kostner Avenue Chicago, Illinois 60623

Mark	Full Goods/Services	Owner
FROM OUR FAMILY FARMS TO YOUR FAMILY'S TABLE From our Family Farms to Your Family's Table SN:85-268692 RN:4,041,629	(Int'l Class: 31) Fresh fruit	Naturipe Farms, LLC (California Limited Liability Company) P.O. Box 4280 Salinas, California 939124280
DOS CHILES AUTHENTIC MEXICAN RECIPES FROM OUR FAMILY TO YOURS! and Design SN:85-269560 RN:4,151,344	(Int'l Class: 30) Ready-made sauces	Dos Chiles, LLC (Wisconsin Limited Liability Company) 1423 Beauchamp St. Green Bay, Wisconsin 54304
CORTE'S "FROM OUR FAMILY TO YOURS" SINCE 1922 and Design SN:85-124694 RN:3,969,625	(Int'l Class: 29) Dried meat; packaged meats; prepared meat; preserved meats and sausages; processed meat, namely, ham, pork, sausages; sliced meat; uncooked sausages	Seabrite Corp, Aka Corte Provisions, Corte & Co, Cortes, or Corte (Pennsylvania Corp.) 574 Ferry St Newark, New Jersey 07105
CENTO NAPOLETANA PIZZA SAUCE C CENTO TRUST YOUR FAMILY WITH OUR FAMILY and Design SN:85-589690	(Int'l Class: 30) Pizza sauce	Alanric Food Distributors, Inc. (New Jersey Corp.) 100 Cento Boulevard West Deptford, New Jersey 08086
CENTO C TRUST YOUR FAMILY WITH OUR FAMILY and Design SN:74-540868 RN:1,915,227	(Int'l Class: 29) Full line of prepared fruits, prepared vegetables, edible oils, cheeses and soups; canned tuna fish, canned clams and canned mussels, seafood salad (Int'l Class: 30) Tomato sauce, clam sauce, vinegar, bread crumbs, capers, arborio rice, prepared spaghetti sauce, espresso coffee, pesto sauce, cherry and grenadine syrups, panettone cake, cannoli shells, torrone candy, canned minced garlic, pizza, cookies, and pasta	Alanric Food Distributors, Inc. (New Jersey Corp.) 100 Cento Boulevard West Deptford, New Jersey 08086
OUR WORLD, OUR FAMILY WESTERN UNION and Design SN:77-505036	(Int'l Class: 35) Charitable services, namely, organizing and conducting volunteer programs and community service projects (Int'l Class: 36) Charitable fund raising services; charitable services, namely, providing financial support to financially disadvantaged persons and communities for the purpose of facilitating community, social, disaster relief, educational, cultural, and economic development activities and programs; providing	Western Union Holdings, Inc. (Georgia Corp.) 12500 E. Belford Ave. M21a2 Englewood, Colorado 80112

Mark	Full Goods/Services	Owner
RN:3,582,781	educational scholarships to develop skills necessary to succeed in a diverse and global work force to financially disadvantaged persons and communities in order to economically enhance communities and develop entrepreneurs	
OUR WORLD, OUR FAMILY WESTERN UNION and Design SN:77-505035 RN:3,582,780	(Int'l Class: 35) Charitable services, namely, organizing and conducting volunteer programs and community service projects (Int'l Class: 36) Charitable fund raising services; charitable services, namely, providing financial support to financially disadvantaged persons and communities for the purpose of facilitating community, social, disaster relief, educational, cultural, and economic development activities and programs; providing educational scholarships to develop skills necessary to succeed in a diverse and global work force to financially disadvantaged persons and communities in order to economically enhance communities and develop entrepreneurs	Western Union Holdings, Inc. (Georgia Corp.) 12500 E. Belford Ave. M21a2 Englewood, Colorado 80112
OUR WORLD, OUR FAMILY OUR WORLD, OUR FAMILY SN:77-369479 RN:3,484,478	(Int'l Class: 35) Charitable services, namely, organizing and conducting volunteer programs and community service projects (Int'l Class: 36) Charitable fund raising services; charitable services, namely, providing financial support to financially disadvantaged persons and communities for the purpose of facilitating community, social, disaster relief, educational, cultural, and economic development activities and programs; providing educational scholarships to develop skills necessary to succeed in a diverse and global work force to financially disadvantaged persons and communities in order to economically enhance communities and develop entrepreneurs	Western Union Holdings, Inc. (Georgia Corp.) 12500 E. Belford Ave. M21a2 Englewood, Colorado 80112
FROM OUR FAMILY TO YOURS SN:76-322221 RN:2,667,244	(Int'l Class: 42) Pharmacy services	Big Y Foods, Inc. (Massachusetts Corp.) 2145 Roosevelt Avenue Springfield, Massachusetts 01102

INTERROGATORY NO. 21: Identify all instances in which any person has been or claimed to be confused, mistaken, or deceived as to the relationship between Registrant and any other entity, or as to the products or services of Registrant and any other entity.

Response:

Ahold incorporates herein by reference its General Objections. Ahold objects to this Interrogatory as overly broad and unduly burdensome because Ahold has no way to know if a person has been confused unless Ahold is made aware of such confusion. Ahold further objects on grounds that confusion as to the relationship of Ahold and "any other entity" is not relevant to any claim or defense in this proceeding.

Subject to these objections, Ahold responds as follows: Ahold states that it is not aware of any instances of confusion, mistake or deception involving Ahold and Nash-Finch or any confusion, mistake or deception related to the use by Our Family Foundation, Inc., AUSA or any if its division of the OUR FAMILY FOUNDATION mark and by Nash-Finch of Petitioner's Marks.

INTERROGATORY NO. 22: Describe in detail the factual basis for the contention that Petitioner's Petition for Cancellation fails to state a claim upon which relief can be granted and identify all documents and persons with knowledge relating to the factual basis for this contention.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Ahold states that the marks which are the subject of this cancellation proceeding are significantly different and are used in connection with different goods/services offered to different consumers through different channels of trade. Relevant documents will be produced and person with knowledge relating to the factual basis for this contention will be identified as discovery proceeds.

INTERROGATORY NO. 23: Describe in detail the factual basis for your contention that Petitioner's Petition for Cancellation is barred by laches and identify all documents and persons with knowledge relating to the factual basis for this contention.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Ahold states that the marks which are the subject of this cancellation proceeding have co-existed in the marketplace since at least March, 2012 and that Ahold is unaware of any instances of consumer confusion related to its OUR FAMILY FOUNDATION mark and Petitioner's Marks. Ahold's investigation is ongoing and Ahold reserves the right to supplement this response as discovery and investigation continue.

INTERROGATORY NO. 24: Describe in detail the factual basis for Registrant's counterclaim for cancellation of U.S. Trademark Reg. No. 1,704,384 based on Registrant's contention that Petitioner has abandoned use of the OUR FAMILY FOODS mark on retail grocery store services and identify all documents and persons with knowledge relating to the factual basis for this contention.

Response:

Ahold incorporates herein by reference its General Objections.

Subject to these objections, Ahold responds as follows: Ahold states that Ahold is unaware of any services offered by Nash-Finch under the OUR FAMILY FOODS mark. While the OUR FAMILY FOODS mark may appear on the advertisements for Nash-Finch's goods, whether conducted on websites, flyers or by in-store promotion, such advertisements do not constitute retail grocery store services and are merely a promotion of the goods. As reflected in its answer to Interrogatory No. 4 in Ahold's First Set of Interrogatories, Nash-Finch no longer operates any retail grocery stores. Accordingly, the OUR FAMILY FOODS mark is not used in connection with retail grocery store services and has thus been abandoned by Nash-Finch. Ahold's investigation is ongoing and Ahold reserves the right to supplement this response as discovery and investigation continue.

INTERROGATORY NO. 25: Identify each person who provided information or documents for a response to this First Set of Interrogatories or Petitioner's First Request for Production of Documents and Things.

Response:

Ahold incorporates herein by reference its General Objections. Ahold further objects to this Interrogatory on the basis that the Interrogatory seeks information protected by the attorney-client privilege or work product doctrine or protected from discovery under Fed. R. Civ. P. 26(b)(4)(B).

MCNEES WALLACE & NURICK LLC

By: /s/ Brian P. Gregg
Harvey Freedenberg
Brian P. Gregg
100 Pine Street
P.O. Box 1166
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(717) 232-8000

Attorneys for Registrant
Ahold Licensing, Sàrl

Dated: April 28, 2014

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing **Registrant's Answers to Nash-Finch's First Set of Interrogatories** was served by means of electronic mail upon the following:

John A. Clifford, Esq.
Heather J. Kliebenstein, Esq.
Merchant & Gould P.C., Suite 3200
80 South Eight Street
Minneapolis, MN 55402

/s/ Brian P. Gregg
Brian P. Gregg

Of Counsel for Ahold
Ahold Licensing, Sàrl

Dated: April 28, 2014

our
family
FOUNDATION™

Charitable Vendor Partnership

Stop&Shop New York Metro Division
Stop&Shop New England Division
Giant
GIANT
MARTIN'S
Ahold USA

AHOLD-00027

EXHIBIT
Pawelski
6
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PENGAD 800-631-6989

together
we can

every yeashold its and its divisions are able to donate millions of dollars to local charitable organizations dedicated to improving the lh of children, fighting hunger and building healthy communities. the decades, you have joined forces with our efforts to reach deep into communities to lend a helping hand.

We value your partnership and continued commitment, we are launching the *Our Family Foundation* Charitable Vendor Partnership to provide our vendors with a simpler model to join us in this charitable collaboration of January 1, 2012, tWo of oUr existing foUndations, stoP & shoP/giant family foUndation, InC. and oUr Kids, InC., both 501 (C)(3) organizations, Will be merged into a single entity KnoWn as oUr family FoUndation, InC.

this new approach recognizes vendor partner giving across the family and includes support for legacy charitable efforts including:

- Pediatric cancer research at dana farber Cancer institute (the Jimmy fund), memorial sloan-Kettering, Johns Hopkins and the Children's Cancer foundation
- Children's miracle network hospitals
- grassroots programs that support children's health, nutrition and the fight against childhood hunger
- gittlen Cancer research institute

our goal is to provide a place for all of our vendors to join us in support of these worthy causes.

the *Our Family Foundation* Charitable Vendor Partnership offers tiered levels of participation in charitable events, recognition opportunities, access to leadership and additional exposure. Join us to ensure that we continue to build healthy, vibrant and caring communities.

We do our best work together and appreciate your support.

our family Charitable Vendor Partnership

inspire hope

Your donation supports Triple Winner

offered in stop &shop andgiantlandover divisionthe triple Winnegame supports children's cancer research and local pediatric cancer hospitalsince 1990,stop &shop's fight against childhood cancer has raised more than $50 million for [illegible] danafarber Cancinstitute boston andnewyork memorial sloan-Kettering Cancer Centgiantlandover division raises funds for Johnhopkinssydney Kimmel Cancresearch Center and the Children's Cafoundation to support children and families in thebaltimore and WashingDcarea.

tripleWiner is a scratch-off ticket game with funds being raised for these hospitals through vendor support as well as customer donations. our vendor partners are asked to provide product offers that will be featured on the scratch-off tickets available in our stores.

delaney, age four, lives with her mom, dad, older brother and new dog bentley inbloomingdalnew Jerseyshe was diagnosed in february 2009 withneuroblastoma, but that doesn't stop her from having fundelaney is a star cheerleader for her brother tyler's football teashe loves to swim, dance, color and play withtyler and her dog favorite colors are pink, purple and yellowdelaney always makes sure to have a soft blanket, and a stuffed animal or doll when she comes to thehospital. to be a teacher when she grows up

thank you for helpingdelaney and so many other children fighting for good health!

create miracle

Children's
Miracle Network
Hospitals

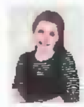
Your donation supports Children's Miracle Network Hospitals

giant Carlisle's support for children's hospitals is one of the most gra things that we do. While we are in the business of selling groceries, we have a charitable mission around improving the quality of life for childr your charity dollars fund state-of-the-art medical care, life-saving rese and community awareness for children who are fighting for good healt

each year for the last 15 years giant Carlisle division has hosted a golf outing to support Children's Miracle Network hospitals across its market area the outing is held on 13 golf courses with nearly 1,900 golfers participating. fact, according to Children's Miracle Network hospitals, this golf outing is the largest and most profitable golf tournament he the entire country on behalf of C

the giant Carlisle division also raises money for Children's Miracle Network hospitals through numerous other ventures including associate fundrai in-store fundraisers and front-end solicitations throughout the year.

all of the money raised remains local & delivered to children like



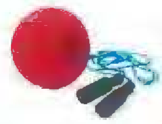
in 2006, sammy and her little sister were picking apples and making cider when a tree branch fell onto the left side of sammy's head. sammy suffered a severe brain stroke and brain stem injury and had five compression fractures to her spine.

three and a half weeks later at Hershey Children's hospital sammy was well enough to be removed from her respirator eventually she was healthy enough to go to pediatric rehab where she had to re-learn everything, including walking, talking and swallowing. go sammy!

family Charitable Vendor Partnership

lead the way

healthier futu



Your donation supports children's health, nutrition & the fight against childhood hunger.

teaching kids today about the importance of healthy eating and an active lifestyle will contribute to a lifetime of good habits and improved well-being the stop & shop and giant landover divisions are proud to partner with local, non-profit organizations to improve physical activity, help kid learn to eat right and be active and ready to learn. our financial support is helping tens of thousands of children get a healthier start i life through the wellness healthy Kids, boys & girls Club of Pawtucket and the following affiliates: greater boston, greater bergen County, hackensack, metropolitan Washington, metuchen edison Woodbridge.

additionally, *Our Family Foundation* supports regional food banks and neighborhood pantries by ensuring that local children have a nutritiou meal supplied through Kids Cafe & backpack programs. Children who are hungry are at risk for many serious health problems in addition to struggling with poor performance in school. Kids Cafe and programs provide free meals and nutritious snacks to low-income childr in a variety of trusted community locations.

We appreciate your continued support to make a difference in the lives of so many young people.

AHOLD-00031

improve lives

PENNSTATE HERSHEY
College of Medicine

JAKE GITTLEN
CANCER RESEARCH FOUNDATION

Your donation supports the Gittlen Cancer Research Institute

a program with a long historgiantCarlisle division, support of the Jakegittlen Cancersearchinstitute at Pennstatehersheymedical Center raises hundreds of thousands of dollars each year with a lifetin donation to the research institute of more than $5 million.

thanks to your donations, we are able to fund the ground-breaking research being conducted by the scientigtsJakeCancer researchinstitute housed at the Pennstatehersheymedical Center.

the work conductedhershey has continued for 42 years with only one goal in mind, finding a cure forcanpartner, you provide the necessary funding to allow this critical researchto continue. of us has been touched in some way by family members or friends affected by this unforgiving diseaks, to your contributions, many breakthroughs have occurred in the areas of cervical and skin cancer research, and others are in process.

support this year will be strictly through in-circular product promotion a special circular insert, producedgiantCarlisle division, features participating vendor prodactal fee for inclusion in the circular is charged and donated directly togittlenJakeCancersearch institute.

*The Giant for Jake golf outing will not be held in 2012.

AHOLD-00032

foUnding
partn

Founding Partner Rewards
Fee: $200,000 (limited)

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter.
- Consideration for Vendor of the Year award.
- Logo recognition in store circular & dedicated signage in stores.
- Ahold USA support office badge access.
- Right to use "proud partner" designation on creative, approval needed.

Special Events/Meetings:

- Top to top meeting - Up to five (5) attendees for either breakfast or lunch with key leaders, not to exceed 2 hours.
- Recognition dinner before Central PA golf - seven (7) invitations.
- Participation in coupon booklet (does not include marketing or redemption fees)

Golf Benefits:

- One (1) foursome at TPC with Golf Pro at the *Our Family Foundation* Proam golf outing ideastompe & corresponding benefits
- Five (5) foursomes at the *Our Family Foundation* golf outing in Central B corresponding benefits

ad space in specigiltion circular – ten (10) productor pays fee).

Triple Winner Program Benefits – three (3) full participation packages:

Benefits

- Value of $13,000 per product ($13,000 x 3 = $39,000 value).
- Product appears on approximately 55,000 game tickets in stop & shop and giant landover stores.
- Bib tags for products at shelf.
- Twelve (12) tickets to a Boston Red Sox baseball game.

Note: package does NOT include the cost of coupon redemption.

PlatinUm

partn

Platinum Partner Rewards
Fee: $150,000

Vendor Recognition:
- Recognition in *Our Family Foundation* quarterly e-newsletter
- Consideration for Vendor of the Year award.
- Logo recognition in store circular.
- Right to use "proud partner" designation on creative, approval needed.

Special Events/Meetings:
- recognition dinner before Cangrand Prix (6) invitations.
- Participation in coupon booklet (does not include marketing or redemption fees)

Golf Benefits:
- One (1) foursome at secondary golf course at *Our Family Foundation* Proam golf outing (foursome & corresponding benefits.
- Four (4) foursomes at the *Our Family Foundation* golf outing in Central & corresponding benefits.

ad space in spotlight on circular – ten (10) product per year.

Triple Winner Program Benefits – two (2) full participation packages:

Benefits
- Value of $13,000 per product ($13,000 x 2 = $26,000 value).
- Product appears on approximately 55,000 game tickets in stop & shop and giant landover stores.
- Bib tags for products at shelf.
- Eight (8) tickets to a Boston Red Sox baseball game.

Note: package does NOT include the cost of coupon redemption.

gold partner

16

Gold Partner Rewards
Fee: $100,000

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter.
- Logo recognition in circular.
- Right to use "proud partner" designation on creative, approval needed.

Special Events/Meetings:

- recognition dinner before Cocktail-Five (5) invitations.

Golf Benefits:

- One (1) foursome at secondary golf course at *Our Family Foundation* Proam golbuting ibostoma & corresponding benefits.
- Three (3) foursomes at the *Our Family Foundation* golbuting in Central B corresponding benefits.

Ad space in special Gitlien circular – seven (7) products (supplier pays fPr).

Triple Winner Program Benefits – five (5) split participation packages:

Benefits

- Value of $7,000 per product ($7,000 x 5 = $35,000).
- Product appears on approximately 35,000 game tickets in stop&shop andgiantlandover stores.
- Bib tags for products at shelf.
- Ten (10) tickets to a Boston Red Sox baseball game.

Note: package does NOT include the cost of coupon redemption.

silVer
partner

Silver Partner Rewards
Fee: $50,000

Vendor Recognition:
- Recognition in *Our Family Foundation* quarterly e-newsletter.
- Right to use "proud partner" designation on creative, approval needed.

Special Events/Meetings:
- recognition dinner before Cargolail-Four (4) invitations.

Golf Benefits:
- Two (2) players at secondary golf course at *Our Family Foundation* Proam golbuting ibostoma & corresponding benefits.
- Two (2) foursomes at the *Our Family Foundation* golbuting in Central & corresponding benefits.

ad space in specigittion circular – five (5) prodaptbr pays nev).

Triple Winner Program Benefits – two (2) split participation packages:
Benefits
- Value of $7,000 per product ($7,000 x 2 = $14,000)
- Product appears on approximately 35,000 game tickets instop &shop andgiant/andover stores.
- Bib tags for products at shelf.
- Four (4) tickets to a Boston Red Sox baseball game.

Note: package does NOT include the cost of coupon redemption.

Supporting Partner Rewards
Fee: $25,000

sUPPorting
partne

Vendor Recognition:
- Recognition in *Our Family Foundation* quarterly e-newsletter.
- Right to use "proud partner" designation on creative, approval needed.

Special Events/Meetings:
- recognition dinner before Cargolail-Three (3) invitations.

Golf Benefits:
- Two (2) Players at secondary golf course at *Our Family Foundation* Proam golbuting ibostoma & corresponding benefits.
- Six (6) Players at the *Our Family Foundation* golbuting in Central & corresponding benefits.

ad space in specigittion circular – three (3) prodpots pays nev).

Triple Winner Program Benefits – one (1) split participation package:
Benefits
- Value of $7,000 per product ($7,000 x 1 = $7,000).
- Product appears on approximately 35,000 game tickets instop &shop andgiant/andover stores.
- Bib tags for product at shelf.
- Two (2) tickets to a Boston Red Sox baseball game.

Note: package does NOT include the cost of coupon redemption.

a la carte packs

A la Carte Selections
- All a la carte selections include recognition in and receipt of quarterly e-newsletter

Boston Golf at TPC - Fee: $50,000 (limited)
- One (1) foursome at TPC with Golf Pro at *Our Family Foundation* Pro-am golf outing (foursome & corresponding benefits.

Boston Golf at Secondary Golf Course - Fee: $25,000
- One (1) foursome at secondary golf course at *Our Family Foundation* Pro-am golf outing (foursome & corresponding benefits.

Central PA Golf (Option 1) - Fee: $3,000
- One (1) foursome at *Our Family Foundation* golf outing in Central PA & corresponding benefits.

Central PA Golf (Option 2) - Fee: $15,000
- Two (2) foursomes at *Our Family Foundation* golf outing in Central PA & corresponding benefits.
- Two (2) invites to recognition dinner the night before the golf outing.
- tee box sign

Special Giant/Giftien Circular - Fee: $7,500
- Ad space in special Gittien circular for three (3) products (supplier pays TPR).

Triple Winner (Full participation) - Fee: $13,000
- Product appears on approximately 55,000 game tickets in Stop & Shop and Giant Landover stores.
- Bib tags for products at shelf.
- Four (4) tickets to a Boston Red Sox baseball game.

Note: package does NOT include the cost of coupon redemption.

Triple Winner (Split participation) - Fee: $7,000
- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores.
- Bib tags for products at shelf.
- Two (2) tickets to a Boston Red Sox baseball game.

Note: package does NOT include the cost of coupon redemption.

Donation - any dollar amount

our partner rewards at a glance

	Founding $250,000	Platinum $150,000	Gold $100,000	Silver $50,000	Supporting $25,000
Vendor Recognition					
recognition in *Our Family Foundation* quarterly e-newsletter (e-newsletter will update associates and vendor community on programs, upcoming events, charitable donations and initiatives)	logo	logo	acknowl-edged	acknowl-edged	acknowl-edged
Consideration for Vendor of the Year Award	•	•			
logo recognition in store circular	•	•	•		
logo recognition on dedicated signage in stores	•				
shield in support office access	•				
Right to use "proud partner designation" on creative, approval needed	•	•	•	•	•
Special Events Meetings					
top to top meeting (number of attendees partner will be able to bring for either breakfast or lunch) with key merchandising (not to exceed 2 hrs.)	6				
number of invitations to recognition dinner before Golf outing	7	6	5	4	3
Participation in coupon booklet	•	•			
Golf Benefits					
number of players at the *Our Family Foundation* Pro-am golf outing (foursome & corresponding benefits (i.e. tee box signs)	4 @ Primary Course	4 @ secondary Course	4 @ secondary Course	2 @ secondary Course	2 @ secondary Course
number of players at the *Our Family Foundation* golf outing in Central PA & corresponding benefits (i.e. tee box signs)	20	16	12	8	6
Giftien Benefits					
ad space in special giftien circular —number of products	10	10	7	5	3
Triple Winner Program Benefits					
number of product participation packages	3 full	2 full	1 split	2 split	1 split
approximate number of game tickets your product appears on in Stop & Shop and Giant Landover stores	55,000	55,000	35,000	35,000	35,000
bib tags for products at shelf	•	•	•	•	•
number of tickets to a Boston Red Sox baseball game Note: package does NOT include the cost of coupon redemption.	12	8	10	4	2

Our Family Foundation
Charitable Vendor Partnership
Frequently Asked Questions

What is included in the new package?

While we have attempted to make this new package inclusive of the major charitable programs supported by ahold usa and our divisions, the package is not comprehensive. The 2012 Charitable Vendor Partnership includes participation/recognition in the following:

- Triple Winner
- Giant/Martin's special ad (no golf outing will be held)
- Massachusetts Golf Outing (formerly Stop & Shop/giant family foundation golf Classic)
- Pennsylvania Golf Outing (formerly *Our Kids*)

What is not included in the new package?

due to timing for the 2012 Charitable Vendor Partnership as well as the possibility for ad hoc charitable programs from the ahold usa divisions, the package does not currently include such things as:

- A+ School Rewards
- St. Joseph's University Citation Dinner
- Charitable marketing programs such as hunger support, breast cancer support, etc.
- Product donation requests for participation in division charitable events
- Product donation requests for golf outings listed above
- Coupon redemption, TPR fees or marketing fees

Do I need to complete deal sheets for my participation?

the completed and signed pledge sheet will serve as your commitment to the package and participation in the events. Promotional pieces such as product inclusion in the triple winner ad and product/coupon redemption for triple winner will still need to have deal sheets executed in order to comply with the sarbanes-oxley (sox) act.

How will I pay for my package?

Participating vendor partners may choose to pay through any of the methods noted below after January 1, 2012:

- Check made payable to *Our Family Foundation*
- Deduction from prepaid fund
- Deduction from next invoice

Vendor partners may choose from the following payment frequencies:

- One time – January 2012
- Semi-annual – January & July 2012
- Quarterly – January, April, July & October 2012

How/when will I receive tax forms/information?

tax deduction information regarding your participation in the 2012 Charitable Vendor Partnership, supporting the *Our Family Foundation*, will be emailed to the main vendor contact (person that signed up for the program) at the end of 2012.

When is my response needed for package participation?

In order to begin the new package with the 2012 triple winner promotion, we will need to have package participation finalized in 2011.

*Note: this is a commitment for 2012 and payment will not be expected prior to January 2012. Vendors that wish to participate only by purchasing a la carte selections may do so at any time throughout the year prior to the event taking place.

Can my company add on to the package to receive additional benefits?

absolutely. each package provides a specified level of participation in each of the charitable events: triple winner, giant/martin's special ad, massachusetts golf outing and Pennsylvania golf outing. if your company would like to purchase additional participation in any of those events, you may do so by adding "a la carte" options to your package—there is no limit to the number of a la carte items you may add. additionally, you may purchase more than 1 package (at any level) if you wish.

family

Charitable Vendor PartnershiP

togeth
we can

We're all in this together.

our local charitable partners

Thank you!

Ahold
USA

Stop&Shop
New York Metro Division

Stop&Shop
New England Division

Giant

GIANT

MARTIN'S

Name: ______________________

Address: ______________________

City: ______________ State: ______ Zip: ________

e-mail: ______________________

Telephone: ______________________

Broker Co. Name: ______________________

Vendor Co. Name: ______________________

To Be Advertised As: ______________________

BILLING METHOD: (Please select)

o Deduct from Prepaid
AR Vendor#: ______________________

Prepaid Funds # & Amts: ______________________
Use supplemental forms to detail billings-not shown here

o AP Vendor #: ______________________

o Bill later

BILLING FREQUENCY: (Please select)

o Annual (January 2012) o Semi-annual (January, July 2012)

o Quarterly (January, April, July, October 2012)

Charitable Period: January 1 – December 31, 2012

Special Notes: ______________________

2012 Charitable Vendor Partnership Pledge Form

SPONSORSHIP LEVEL:

o Founding Partner $200,000
o Platinum Partner..... $150,000
o Gold Partner $100,000
o Silver Partner.......... $50,000
o Supporting Partner .. $25,000

A LA CARTE SELECTIONS:	Cost	# of selections	$ TOTAL
o Boston Golf at TPC - foursome	$50,000		
o Boston Golf at Secondary Course- foursome	$25,000		
o Triple Winner (Full Participation)	$13,000		
o Triple Winner (Split Participation)	$7,000		
o Special Gitten Circular (3 products)	$7,500		
o Central PA Golf - Option 1	$3,000		
o Central PA Golf - Option 2	$15,000		
o Donation	$		

Note: Packages do NOT include the cost of product/coupon redemptions, marketing fees or TPR.

____
Vendor Name

______________________ ________
Vendor Signature Date

______________________ ________
Category Merchandiser/Solicitor Signature Date

______________________ ________
Category Manager/Next Level Supervisor Signature Date

Submit completed pledge form to:
Debbie Hill at dhill@aholdusa.com
or fax to 717-240-1546

Invoices will be sent, PAYMENTS MUST BE MADE TO *OUR FAMILY FOUNDATION*. Mail to: PO BOX 156, Carlisle PA 17013-0156.

Contributions to events where goods or services are provided are limited to the extent provided by law. Please contact us for more information about a particular event. Copies of the financial statements of *Our Family Foundation, Inc.* will be made available upon request.

Note: Bill of Authority Signature rules apply

AHOLD-00040

2012 Charitable Vendor Partnership Pledge Form - Sample

Name: BOB BROKER

Address: 123 SAMPLE ROAD

City: SAMPLE State: PA Zip: 12345

e-mail: SAMPLE @ SAMPLE.COM

Telephone: 123-456-7890

Broker Co. Name: ABC SALES

Vendor Co. Name: XYZ FOODS

To Be Advertised As: POTATO CHIPS R US

BILLING METHOD: (Please select)

☐ Deduct from Prepaid

AR Vendor#: ____

Prepaid Funds # & Amts: ____

[illegible]

☐ AP Vendor #: ____

☒ Bill later

BILLING FREQUENCY: (Please select)

☒ Annual (January 2012) ☐ Semi-annual (January, July 2012)

☐ Quarterly (January, April, July, October 2012)

Charitable Period: January 1 – December 31, 2012

Special Notes: ____

2012 Charitable Vendor Partnership Pledge Form

SPONSORSHIP LEVEL:

☒ Founding Partner $200,000
☐ Platinum Partner..... $150,000
☐ Gold Partner $100,000
☐ Silver Partner.......... $50,000
☐ Supporting Partner.. $25,000

A LA CARTE SELECTIONS:	Cost	# of selections	$ TOTAL
☐ Boston Golf at TPC - foursome	$50,000		
☐ Boston Golf at Secondary Course- foursome	$25,000		
☐ Triple Winner (Full Participation)	$13,000		
☐ Triple Winner (Split Participation)	$7,000		
☐ Special Gitten Circular (3 products)	$7,500		
☐ Central PA Golf - Option 1	$3,000		
☒ Central PA Golf - Option 2	$15,000	1	$15,000
☐ Donation	$		

Note: Packages do NOT include the cost of product/coupon redemptions, marketing fees or TPR.

BOB BROKER
Vendor Name

Bob Broker XX/XX/XX
Vendor Signature Date

Mary Merchandiser XX/XX/XX
Category Merchandiser/Director Signature Date

Sally Supervisor XX/XX/XX
Category Manager/Next Level Supervisor Signature Date

Submit completed pledge form to Debbie Hill at [illegible] or fax to 717-840-1546

[illegible]

our family FOUNDATION
CHARITABLE VENDOR PARTNERSHIP

2012 Charitable Vendor Partnership Pledge Form

Ahold USA

Stop&Shop New York Metro Division
Stop&Shop New England Division
Giant
GIANT MARTIN'S

AHOLD-00041

Summer 2012

Our Family FOUNDATION™

Stop&Shop New England Division | Stop&Shop New York Metro Division | Giant | GIANT | MARTIN'S

Ahold USA

Our Family Foundation charitable giving update

Triple Winner Game

Thanks to the overwhelming support of our vendor partners, customers, and associates, the 2012 Triple Winner Game was a tremendous success! The Stop & Shop and Giant Landover divisons raised $5.5 million for our charitable partners - Dana-Farber Cancer Institute (Jimmy Fund), Memorial Sloan-Kettering, Johns Hopkins, and the Children's Cancer Foundation. Expected to run in all Stop & Shop and Giant Landover stores from mid-April through July, stores sold out of their game tickets in only six weeks!

This year, Triple Winner was a primary theme in store circulars. We aired commericals throughout the campaign featuring inspiring Triple Winner Ambassadors. This additional marketing support emphasized the importance of supporting the program to both our customers and associates. Thank you to our vendor partners who participated in this year's Triple Winner Game and the continued message of hope.

Summer golf outings

Our Family Foundation is hosting two golf outings this summer which benefit the Foundation's key charitable partners.

Registration is now closed for the Central PA Golf Outing on July 16. The Massachusetts Golf Outing tees off on Monday, August 27 at four courses in the Boston area. Following golf is dinner, auction and awards at TPC Boston in Norton, MA. Registration closes July 15, so there is still time to participate! Check with your Ahold USA contact or email Debbie Hill at dhill@aholdusa.com for details.

Amount raised to date

Thanks to the generous support of our vendor partners, *Our Family Foundation* has raised $8.7 million to date in 2012 to help fight hunger, improve the quality of life for children and build healthy communities!

EXHIBIT
Pawelski
7
8-18-14 ULF
PENGAD 800-631-6989

also in this issue

Program Profile: [illegible] Cancer Research Fou[illegible]
Vendor Profile: Gener[illegible]
Vendor Profile: Hapco Farms
Vendor Partner Listing

upcoming events

July 15, Recognition Dinner
[illegible] Lodge, [illegible]ershey, PA
[illegible] p.m. Recepti[illegible]

July 16, Central PA Golf Outing
[illegible]
[illegible] a.m. Reg[illegible] & continental breakfast
[illegible] a.m. Shotgun start
[illegible] Dinner, awards, [illegible]

August 27, Massachusetts Golf Outing [illegible] Bos[illegible]
[illegible] registration & shotgun start
[illegible] Dinner, [illegible]

get involved

[illegible] the [illegible] support of [illegible] partners [illegible] from you, there is still time to participate. F[illegible] information about how to [illegible] *Our Family Foundation* [illegible] [illegible] contact [illegible]

Charitable effort profile: Gittlen Cancer Research Foundation

Each of us has been touched in some way by family members or friends affected by cancer. A program with a long history in the GIANT Carlisle division, support of The Jake Gittlen Cancer Research Foundation at Penn State Hershey Medical Center raises hundreds of thousands of dollars each year with more than $5.25 million donated from the GIANT Carlisle division and vendor partners to the research foundation since 1984.

As a partner, you provide the necessary funding to allow this critical cancer research to continue. Thanks to your contributions, you have played a role in helping to fund groundbreaking research that has occurred in the areas of cervial and skin cancer conducted at The Jake Gittlen Cancer Research Foundation.

To honor his father, Jake, who died of cancer in 1970, Warren Gittlen held a small golf outing to raise money for cancer research. Beginning with private contributions and some small corporate contributions, the first year raised $2,500, which was given to Dr. John Kreider, a young scientist at Penn State Hershey Medical Center. In the years to follow, Dr. Kreider would become one of the top cancer researchers in the world, playing a vital role in the development of the HPV vaccine, Gardasil. Since then, five other top researchers were added to the fold, forming The Jake Gittlen Cancer Research Foundation. With help from companies like GIANT Food Stores, Warren Gittlen has raised more than $15 million since his father's death, with only one goal in mind - finding a cure for cancer.

"In today's economy, funds are tight and it's more difficult than ever to keep research moving forward," said Warren Gittlen. "Donations and support from our local communities are vital, and that's why our partners are so important. Our Family Foundation's fundraising efforts ensure the availabiltiy of funds to attract the best of the best to the PSU Hershey Medical center. On behalf of The Jake Gittlen Cancer Research Foundation, I would like to thank you for your continuing contributions."

The GIANT for Jake golf outing will not be held this year, but vendors are still able to support the cause through in-circular product promotions. A special circular insert, produced in the GIANT Carlisle division, features participating vendor products. A flat fee for inclusion is charged and donated directly to The Jake Gittlen Cancer Research Foundation.

Learn more about the Jake Gittlen Cancer Research Foundation at Penn State Hershey Medical Center by visiting www.pennstatehershey.org/web/gittlen/home

Vendor profile:

General Mills, Ahold USA Marketing Vendor of the Year and Founding Partner

Dave Schmeer, Senior Customer Manager

The mission of the General Mills Foundation, [illegible] years of giving, is to nourish communities. [illegible] its tradition of generous giving and [illegible] community support, General Mills contributed [illegible] million to charitable causes in fiscal year 2011. We invest in and collaborate with community organizations and programs that unleash the power of food across a spectrum of social issues, including hunger, nutrition and healthy active lifestyles. To learn more about the ways General Mills nourishes lives through philanthropy and community engagement, please [illegible] us on Facebook at facebook.com/GeneralMillsGives or visit us at GeneralMills.com/en/Responsibility/Community_Engagement.

Tell us a little bit about General Mills' charitable and local community efforts.

Our philanthropic [illegible] areas [illegible] Alleviating Hunger and Advancing Nutrition Wellness, Improving Education and Strengthening Communities. [illegible] hunger work is carried out globally in partnership with our employees as well as through key platforms with [illegible] My Village - an online partnership with CARE and Merck, and Partners in Food Solutions – a nonprofit formed by General Mills with USAID, Cargill and DSM to leverage employee technical expertise to advise small & medium-sized food companies in Africa. Our Champions for Healthy Kids program is a partnership with the American Dietetic Association and the President's Council on Fitness & Nutrition focused on $500,000 in annual grants to organizations improving fitness and nutrition behavior and supporting K-8th grade students who earn the President's Active Lifestyle Award. To date, over 5 million youth have been impacted by this program. [illegible] volunteerism among our employees is also a key focus of our work with [illegible] of US employees and more than [illegible] of international employees volunteering. We strengthen communities through volunteerism and also through our partnership with United Way in more than 30 US communities. In addition, our employees recommend grants in their local communities to build community strength.

What was an example of a great success you had as a result of General Mills' charitable collaboration with Ahold USA?

General Mills donated more than $200,000 to Ahold USA charities in 2011. Annually, General Mills [illegible] with Ahold USA to fight breast cancer with our Yoplait "Save Lids to Save Lives" program and participates in the annual [illegible] every October to support Susan G. Komen. In conjunction with Veteran's Day, our Cheer Event allowed consumers to cut out a postcard [illegible] of Cheerios to send a cheer [illegible] to our service men and women overseas. The program enabled Ahold USA and its divisions to donate $25,[illegible] to local armed forces families.

What is General Mills' future philanthropic plans?

We recently completed a strategic plan where moving forward the Foundation will [illegible] on the key [illegible] hunger, nutrition wellness and signature [illegible]

2012 charitable vendor partners

founding partners

Kimberly-Clark
ACOSTA Sales & Marketing
Nestlé Good Food, Good Life
Kellogg's
pepsi
General Mills
Hapco Farms

platinum partners

kraft foods
Coca-Cola Refreshments
C&S Wholesale Grocers
Unilever

Vendor profile:
Hapco Farms, Founding Partner

Eric Scannelli
Senior Vice President of Sales

Hapco Farms is a Riverhead, NY-based company that provides fresh quality fruits and vegetables to retailers. Since 1[illegible]5, Hapco Farms has consistently delivered the highest possible level of service and quality year round. For more information on Hapco Farms please call 1-800-645-0033 or email Eric Scannelli at escannelli@hapcofarms.com.

Tell us a little bit about Hapco's charitable and local community efforts.

Hapco Farms has been making community and corporate charities a company focus for over 60 years. We have been able to achieve this endeavor in three ways.

1. Volunteerism. Our employees are encouraged to coordinate local fundraising for community charities within the office, supporting schools, libraries, assisted living homes and local food banks.

2. Product donations. Our wide array of produce items allows us to make donations year round to schools and food banks in the community.

3. Monetary donations. By contributing to not-for-profit organizations whose efforts align with the mission of Hapco Farms, we have an impact on a number of charities nationwide. A few examples include, Lucia's Angels, The Nephcure Foundation and the Susan G. Komen Foundation.

What was an example of a great success you had as a result of Hapco's charitable collaboration with Ahold USA?

We have been very happy to collaborate with Ahold USA and its initiative to support the Children's Miracle Network. We encourage all of our associates to participate in the yearly golf outing in Central Pennsylvania (formerly the Our Kids golf outing).

What is Hapco's future philanthropic plans?

In addition to continuing our charitable and local community efforts Hapco Farms will continue to raise the level and quality of corporate giving.

silver partners

Boar's Head
Dannon Yogurt
Dayka & Hackett, LLC
DelMonte Foods
DPI Specialty Foods
Energizer
Friendly's Ice Cream
Frito Lay Inc.
Gold Medal Bakery
HP Hood
Johnson & Johnson
Naturipe Farms
P&G
Snyders/Lance Inc.
Uncle Bens
UNFI
Wise Foods

supporting partners

4C Bread Crumbs & Cheese
ACH Foods
Atkins
Bayer Healthcare
Beech-Nut
Cabot Cheese & Yogurt
Carolina
Cedars Mediterranean Foods Inc.
Chicken of the Sea
Chiquita/Fresh Express
Church & Dwight
Clemens Food Group
Cohen Produce Marketing
Colgate Palmolive
Dandrea Produce, Inc.
Darling Clementines
Davidson Co. Inc.
Dean Foods
Diamond Foods
DNE World Fruit
Dole Fruit Crisps
Domino
East Coast Fresh Cuts
Florida's Natural Orange Juice
Flowers
French's
Foxy Fresh Produce
Goody Products
Green Mountain Coffee
Hain-Celestial Group
Hans Kissle
Hartz Mountain
Herr Foods Inc.
The Hershey Company
Hormel Foods
Hostess Brands
Irving Consumer Products Inc.
Kens
Land O' Lakes, Inc.
The Libman Company
Marcal Paper
Mars Chocolate North America
Mars Ice Cream
Mars Petcare
Martin's Potato Chips
Matrix Sales & Marketing
Mission
Mutual Oil
Nature Made
Newman's Own
Ocean Spray Cranberries
Olivia's Organics
Pfizer
Pinnacle, Voila
Polar Beverages
Red Bull North America
RJO Produce Marketing
Sabra
SC Johnson
Schiff Nutrition
Signature Brands
Smithfield
Sorrento Cheese
Starbucks Coffee Company
Stemilt Growers
Turkey Hill Dairy, Inc.
Tyson Foods
US Nutrition, Inc.
Washington Fruit & Produce
Welchs
Whitewave Foods
Windsor Marketing Group
Wonderful Pistachios
Worley and Obetz, Inc.
Wrigley

Thank you all!

Our Family FOUNDATION™

Stop&Shop New England Division | Stop&Shop New York Metro Division | Giant | GIANT | MARTIN'S

Ahold USA

Our Family Foundation Golf Outings re-cap

On July 16, *Our Family Foundation* held its first vendor event for 2012 - the Central PA Golf Outing.

A weekend full of activities included:
- A Celebrity Putting Contest, hosted by the Giant Carlisle division, where local media celebrities golfed on a mini golf course with children from Children's Miracle Network Hospitals. A total of 27 local media personalities participated with an equal number of children from the local hospitals.
- Nearly 500 vendor and charitable partner representatives were hosted at a recognition dinner on Sunday, July 15 in an effort to say "thanks" for everything they do.
- The Golf Outing was held on 13 different golf courses in one day with nearly 1,900 golfers, representing approximately 400 vendor and business partners and approximately 170 associate volunteers from Ahold USA and the Giant Carlisle division. During the golf outing, we raised an additional $50,000 through golf contest entries, a raffle and silent auction!

The Massachusetts golf outing was held on August 27 at four golf courses including TPC Boston where we were joined by PGA Tour and LPGA golfers. Unlike last year when Hurricane Irene forced us to cancel, we had a beautiful day and fun was had by all. Following the outing we heard from Chelsea Haynes, a former Triple Winner Ambassador and cancer survivor, who was pleased to be able to join us and tell her story of success thanks to the support of everyone in the room. Additionally, we held a silent auction featuring such items as hotel stays, a bat autographed by Jim Rice, use of the Executive Suite at a UCONN Basketball game, an autographed John Havlicek and Jerry West photo, and many more items which raised nearly $7,500.

Our vendor partners and associates always step up to help out year after year to make these events a success. Thank you. A complete listing of our golf vendor partners can be found on page 5.

also in this issue

upcoming events

Information about the 2013 *Our Family Foundation* charitable vendor partnership will hit email inboxes in October

get involved

Thank you for the generous support of our vendor partners to date. For more information about how to join *Our Family Foundation* charitable vendor partnership contact Debbie Hill at [illegible]@aholdusa.com.

Charitable effort profile: Children's Miracle Network Hospitals

One of Ahold USA's main core charitable efforts involves improving the quality of life for children. Each division has its own programs in place which focus on children.

Giant Carlisle's support for children's hospitals is one of the most gratifying things we do. In 2011, Giant Carlisle marked its 15th anniversary of supporting Children's Miracle Network Hospitals (CMN Hospitals), eclipsing the $25 million fundraising mark in support of local children's hospitals in its own backyard.

"Surpassing the $25 million mark in overall funds is an amazing – but not surprising – feat for a company that is known for a spirit of giving, energized associates, and community-conscious customers," said John Lauck, CMN Hospitals president and CEO.

Across North America, 170 CMN hospitals provide the finest medical care, life-saving research and preventative education to help millions of kids overcome diseases and injuries and fight for good health. Since 1983, CMN has raised more than $4 billion, most of it $1 at a time. These donations have gone to support research and training, purchase equipment, and pay for uncompensated care, all in support of the mission to save and improve the lives of as many children as possible.

For 15 years, the Giant Carlisle division hosted a golf outing to support CMN Hospitals across its market area. According to CMN Hospitals, the outing, which has grown into the *Our Family Foundation* Central Pennsylvania Golf Outing, is the largest and most profitable golf tournament held in the entire country on behalf of CMN Hospitals. The Giant Carlisle division also raises money for Children's Miracle Network Hospitals through numerous other activities including associate and in-store fundraisers. Associates regularly volunteer at CMN Hospital events, including radio and television telethons.

During the holiday season, GIANT and MARTIN'S stores sell paper candles at the checkout for $1 through the Candles for Kids program. A program in June with paper balloons raised more than $553,000 this year. In addition, Giant Carlisle issued a limited edition reusable bag for sale in stores for customers to show their support for CMN Hospitals each and every time they shop. Ten cents of every bag sold benefited the nearest CMN Hospital.

The Giant Carlisle division is counted among the top 10 fundraisers for CMN Hospitals in the country, supporting eight hospitals in the Harrisburg, Philadelphia, Danville/Altoona, Pittsburgh, PA, Baltimore, MD, Washington, D.C. and Richmond, VA areas.

Vendor profile:
Kimberly-Clark, Founding Partner

Bob de Gruchy, Director Customer Development

Leading the world in essentials for a better life - that's what Kimberly-Clark is all about. We place consumers at the center of everything we do. Billions worldwide choose our products to make a positive difference in their lives. That's a big responsibility and one we take seriously. We have [illegible]7,000 employees working in 36 countries, leading brands sold in more than 175 countries, and 140 years in the business. Nearly one-quarter of the world's population purchase our products every day, and we had more than $20.8 billion in sales in 2011. With brands like KLEENEX®, SCOTT®, HUGGIES®, PULL-UPS®, KOTEX®, POISE® and DEPEND®, Kimberly-Clark holds the No. 1 or No. 2 brand share in more than 80 countries.

Tell us a little bit about Kimberly-Clark's charitable and local community efforts.

The Kimberly-Clark Foundation, established in 1952, carries out our mission of charitable giving, which is based on our promise to be a good employer, a good neighbor, and to support causes that provide essentials for a better life to people in need around the world. We consider it an important and integral part of our business strategy in the U.S. and abroad for Kimberly-Clark and its employees to be actively involved and supportive of organizations in communities where we have facilities. At Kimberly-Clark, we believe in creating a better future by being positive contributors to our communities. Every day we strive to care for the communities in which we do business because we believe that it's the right thing to do and we want to make these communities better places for our employees to live and work. The Kimberly-Clark Foundation, together with funding from the corporation and employees, responds to causes/programs with financial contributions and Kimberly-Clark product donations. In 2011, the Kimberly-Clark Foundation gave $31,375,720 to a number of causes ranging from education to diaper donations to performing arts to disaster relief.

What was an example of a great success you had as a result of your charitable collaboration with Ahold USA?

Kimberly-Clark will donate more than $[illegible],000 to Ahold USA charities in 2012. Annually, Kimberly-Clark ties in with Ahold USA supporting the Dana-Farber Institute (Jimmy Fund), Memorial Sloan Kettering, Johns Hopkins, the Children's Cancer Foundation, Children's Miracle Network Hospitals, the Gittlen Cancer Research Institute, and grassroots programs that support children's health, nutrition and the fight against childhood hunger through the *Our Family Foundation*.

What are Kimberly-Clark's future philanthropic plans?

The goal of the Kimberly-Clark Foundation over the next five years is to continue supporting the communities in which we do business. Giving back to our communities is a core business value for Kimberly-Clark, and we will continue to give back in an effort to improve peoples' lives and make a difference in our communities.

2012 charitable vendor partners

founding partners

Kimberly-Clark

ACOSTA SALES & MARKETING

Nestlé Good Food, Good Life

Kellogg's

pepsi

GENERAL MILLS

HAPCO FARMS

platinum partners

kraft foods

Coca-Cola Refreshments

Unilever

C&S Wholesale Grocers

Vendor profile:
Nestlé, Founding Partner

Michael DaPonte, Director Account Sales

Named one of "The World's Most Admired Food Companies" in Fortune magazine for fifteen consecutive years, Nestlé provides quality brands and products that bring flavor to life every day. Nestlé USA makes delicious, convenient, and nutritious food and beverage products that make good living possible. That's what "Nestlé. Good Food, Good Life" is all about. Nestlé USA, with 2011 sales of $10 billion, is part of Nestlé S.A. in Vevey, Switzerland, the world's largest food company with a commitment to Nutrition, Health & Wellness.

Tell us a bit about Nestlé's charitable and local community efforts

Nestlé's commitment to the family extends to communities where we live and work – creating connections with local schools, offering helping hands to non-profit organizations, and discovering new opportunities to give back to local communities in meaningful ways. Nestlé employees put their skills to work to bring "Good Food, Good Life" to those in need. The Nestlé Adopt-A-School program has been the cornerstone of our volunteer outreach for the past 1[illegible] years. This year, the program grew to nearly 60 adopted schools across the U.S. We continue to provide our employees with paid time off to spend with students in the classroom, acting as positive role models. We believe that educating the youngest generation is the key to creating a healthier future for all of us. At a time when educating children about nutrition and physical activity is more important than ever before, Nestlé has partnered with the National Education Association Health Education Network to provide free instructional materials that support educators' ongoing efforts to teach students in grades [illegible] about healthy living. Our Nestlé plants and distribution centers work with local Feeding America-affiliated food banks to supply products on an ongoing basis. As a leadership partner, we have donated 154 million pounds of food, gave $7[illegible] through cause marketing programs, and held food drives and volunteer events across the country. Giving back to the community is deeply rooted in Nestlé's culture, and our employees continually demonstrate their generosity and support of community through gifts of time and financial contributions.

What was an example of a great success you had as a result of Nestlé's charitable collaboration with Ahold USA?

For the past [illegible] years we have participated in the Triple Winner program with our ice cream products to create a sampling day in all stores. For every donation received from a customer, they are given a free cup of Haagen-Dazs Ice Cream. In addition, for every cup sold during the [illegible] week Triple Winner program, we donate five cents per cup. In [illegible] years we have raised in excess of $650,000, with 100% going directly to the Triple Winner hospitals. This is a great way to give back to the community and the store associates are actively involved.

What are Nestlé's future philanthropic plans?

In 201[illegible], we will host our Nestlé Very Best in Youth event in Los Angeles, where we will honor [illegible] exceptional young people ages 13 to [illegible] from all across America who not only excel academically but also who are working to make their community a better place. In addition to the awards ceremony, recipients will showcase the sincere, heart-felt contributions of some of America's most [illegible] and community minded youth.

special thank you to our broker partners

ACOSTA SALES AND MARKETING COMPANY

ADVANTAGE SALES AND MARKETING

JOH DRIVEN TO SELL RIGHT

UNIVERSAL MEDIA INC.

Thank you to all of our golf a la carte vendor partners who participated in the Central Pennsylvania and Massachusetts Golf Outings

3M
A&E Construction Co
A.J. Letizio Sales & Marketing
ACE Sushi
ACL Realty Corp
Advance Polybag, Inc
Advantage Waypoint/Lakeview Farms
Ahmuty, Demers & McManus
Al Fresco
Allen Lund Company
Ames Construction, Inc.
Amoroso Baking Company
Anheuser-Busch
Anthony
Apple & Eve
Applegate
ASK Foods Inc
Baker's Group LLC
Balance Innovations
Barilla
Berks
Bic Corp
Bimbo Bakeries USA
Blackhawk Network, Inc.
Blue Bunny Ice Cream
Bluestone Energy Services
Boston Beer Co
Bowman Consulting Group
Butterball
Bradshaw
Bunzl Distribution
Buona Foods, Inc.
Burris Logistics
C. White & Son
Capital Blue Cross
Carando
Cargill
Caribou Coffee Inc
Catalina
CBA Industries, Inc.
Cedar Realty Trust
Cento
Chaby International
Chambersburg Waste Paper Company
Children's Miracle Network at Geisinger
Church & Dwight
Class Produce Group
Clear Channel Radio – Harrisburg
Comcast Baltimore
Comcast HLLY
Comcast Philadelphia
Comcast Washington DC
Convergence Marketing
Cooked Perfect
Cooper-Clearfield
Corona
Corporate Environments
Cott Beverages
Crayola
Creative Occasions, Inc.
Crystal Farms
CSM Bakery Products
Cumulus Media
Cutex Nail Care
Dad's Pet Care, Inc.
Daisy Brands
Davis Beverage Group
Daymon Worldwide
DFV Wines
Diana's Bananas, Inc.
Digitas
Diversey
Dr. Pepper Snapple Group
E. Smith Legacy, Inc.
Energizer Personal Care
EYC
F.M. Brown
Falcon Farms
Fameco Real Estate LP
Fantasy Farms LLC
Father's Table
Faucet Queen
FFR-DSI, Inc.
Filippo Berio
Finlandia Cheese
Fleet Brands
Forever Broadcasting
Fox 43
Frontier Food Brokerage
Fullbar
Furmano Tomatoes
Galliker Dairy Company
Gazebo Room Salad Dressings and Marinades
GDF Suez Energy Resources
GE Lighting
Gourmet Garden
Goya Foods, Inc.
Greenline
Grocery Shopping Network
Hallmark Cards
Hampton Farms
Harrisburg News Company
Hefty EZ Foil
Heim Company
Henkel Consumer Goods
High Liner Foods
Hill Phoenix
Hussmann Corporation
I-Health
Ingram Entertainment, Inc.
Insign Inc.
Integrated Business Intelligence
J.M. Smucker Co
JC Bar Properties, Inc.
Jet Sanitation
Just Add Ice Orchids
Keller's Butter – Bordon Cheese
Kessler's Inc.
Keystone Fruit Marketing
Keystone Petroleum Equipment, LTD
Kimco Realty Corporation
Kings Hawaiian Bakery
Knouse Foods
Kronos
Kunzler
KYW-TV
Lamar
LaMi Products, Inc.
Lancaster Foods LLC
Lifestyles
Lincoln Property Company
Lindy's Homemade Italian Ice
Litehouse, Inc.
LMS Commercial Real Estate
Mann Packing Co
Marcho Farms Inc.
Martson Law Offices
Maruchan
Marva Maid Landover
Masser Potato Farm
McLane Company
McNees Wallace & Nurick LLC
Merck Consumer Care
MetLife
Metro Networks
Mike's Hard Lemonade
MillerCoors & Premium Distribution
MultiCom, Inc.
Musco Family Olive Co
NCR
New Brunswick International, Inc.
New England Coffee Company
Off the Wall Company, LLC
On the Border
Ortega
Pace Target Brokerage
Perdue Farms, Inc.
Perennial
Perfetti Van Melle
Phantom Fireworks
Pictsweet
Post
PPC
Prime Cuts/Hearn Kirkwood
Pro's Choice Beauty Care
Pryority Food Marketing
Purity Wholesale
Quad/Graphics
Queens/Designer's
Ralcorp
Ralston Foods
Readerlink, LLC
Real Win Win Inc.
Redbox
Republic National Distributing
Retail Price Checks
Retail Sites, LLC
Reynolds Consumer Products
Rice Works Crisps
Rich Products Corporation
RJ Waters & Associates
Rosemont Farms
Rug Doctor
RVG Management & Development Co.
Saputo Cheese
Sara Lee
Schmidt Baking Co
Seneca Foods
Service Distributing, Inc.
Seventh Generation
Sharpie
Shenandoah Growers
SIRS
Sony Pictures Home Entertainment
Source Interlink/CMG
Stauffer Biscuit Company
Sugardale Foods
Sun-Rype
Sunshine Bouquet
Sunsweet
Supplemental Benefits Services
T. Marzetti Company
Tanknology, Inc.
Target Foods
Taylor Farms Maryland, Inc.
The Baltimore Sun Media Group
The Children's Hospital of Philadelphia
The Lamb Cooperative
The Oppenheimer Group
The Patriot-News
The Washington Post
Tic Tac Multi Pack
Top Flight Paper
Turkey Hill Dairy, Inc.
TWT Distributing, Inc.
Tyson Foods, Inc.
UNFI
Uptown Bakers
Vangent Inc.
Ventura Foods, LLC
Vestcom
VHB
ViaMedia Allentown
Village Candle
WAEB-FM
Walden Farms
WARM/WSOX
WBAL-TV
WBEN-FM
WBFF-TV/WNUV
WBHT/WMGS
WBHV-FM
WCAU-TV
WCTO/WLEV
WCYK-FM
WDAS-FM
WFMZ-TV
WGAL-TV
WGGY/WKRZ
WHP-TV
WILQ
Wisk & Surf Liquid
WISX/WRFF
WJLA-TV
WJZ-TV
WKCY-FM
WLAN-FM
WLTF/WICL
WMAR-TV
WMGK-FM
WMMR-FM
WODE-FM/WSBG-FM
WOGL-FM
World Class Flowers
WPVI-TV
WRC-TV
WRFY-FM
WROZ-FM
WTTG-TV
WTXF-TV
WUSA-TV
WUSQ/WFZX/WKSI
WXCY
WXTU-FM
Zarwin, Baum, Devito, Kaplan, Schaer, Toddy

Pawelski Exhibit 11

REDACTED AS CONFIDENTIAL

Our Family Foundation
Fighting Child Hunger
Associate Volunteer Program
Application Form

Associates who volunteer 10 or more hours for eligible hunger relief programs in 2013 may apply for a Fighting Child Hunger Associate Volunteer grant to a food bank/affiliate organization to fight child hunger in their community.

Individuals who volunteer for 10 or more hours can have their time matched with a $150 grant to the food bank/affiliate organization. Teams (which must consist of at least one associate) who volunteer can have their time matched at $15/volunteer hour, with a minimum of $150 for 10 hours of service and a maximum of $300 for 20 or more hours of service[1]. All grants will be made directly to the regional food bank partner.

Instructions

To be completed by the Associate volunteer. In the case of a team, one person should be designated as the coordinating applicant. Please print neatly or type.

Step 1: Complete Part 1 of this form
Step 2: Have the organization you volunteered for complete Part 2 of this form
Step 3: Mail *both* parts of the completed form to *Nastassja Garcia* at the following address. Applications will be reviewed on a rolling basis throughout the year and grants awarded quarterly. The final date for submission is October 31, 2013.

Our Family Foundation – Fighting Child Hunger Associate Volunteer Grants
c/o The Philanthropic Initiative
420 Boylston St., 4th floor, Boston, MA 02116
associatevolunteers@tpi.org

For all questions, please contact Nastassja Garcia, 617-338-5883, associatevolunteers@tpi.org.

PART 1 – Associate Form

Section A. To be completed by all applicants

Associate Name: ____________________

Position: ____________________

Work location/Store number: ____________________

Department #: ____________________

Supervisor's Name: ____________________

[1] Individual associates or teams may apply for more than one Fighting Child Hunger Associate Volunteer Grant. Second applications will be matched contingent upon available funds.

EXHIBIT
PENGAD 800-631-6989
Pawelski
12
8-18-14 ULF

Ahold USA Division (check one)

- ☐ Stop & Shop New England
- ☐ Stop & Shop New York Metro
- ☐ Giant Landover
- ☐ Giant Carlisle
- ☐ Ahold USA

Associate Home Address: ______________________________

City/State/Zip: ______________________________

Telephone Number: ______________________

E-mail Address: ______________________

Name of the organization for which you volunteered for 10 hours or more:

____

What did you learn from your volunteer experience? (We are interested in collecting stories or reflections from associates to use in communications about the program. Please let us know about your experience.)

____

____

____

Section B. To be completed by applicants for an Individual Fighting Child Hunger Associate Volunteer Grant, only:

☐ I am applying for a $150 Individual Fighting Child Hunger Associate Volunteer Grant. During the time between January 1, 2013 – present, I have completed at least 10 hours of volunteer service at the organization listed above.

Applicant's Signature______________________ Date__________

Number of volunteer hours completed for this organization between January 1, 2013 to present:

____

Section C. To be completed by applicants for a Team Fighting Child Hunger Associate Volunteer Grant:

☐ We are applying for a Team Fighting Child Hunger Associate Volunteer Grant. During the time between January 1, 2013 – present, the team has collectively completed 10 or more hours of volunteer service at the organization listed above.

Team Coordinator Signature: ______________________ Date: __________

Number of volunteer hours completed by the team for this organization from January 1, 2013 to present (team hours are calculated as a total of each member's hours):

____

Our team includes a total of ________participants.
Teams must be made up of at least one associate.

List other team members below. Additional names can be attached on a separate piece of paper. Teams must consist of at least one Associate but do not need to be entirely comprised of associates. For team members who are Associates, please include information on the Associate's work location/store number, department number and position.

1. Name: ____
Position: ________________________________
Work location/Store number: ______________________________
Department #: ____

2. Name: ____
Position: ________________________________
Work location/Store number: ______________________________
Department #: ____

3. Name: ____
Position: ________________________________
Work location/Store number: ______________________________
Department #: ____

4. Name: ____
Position: ________________________________
Work location/Store number: ______________________________
Department #: ____

5. Name: ____
Position: ________________________________
Work location/Store number: ______________________________
Department #: ____

PART II – Nonprofit Form

2013 *Our Family Foundation* – Fighting Child Hunger Volunteer Grants

An Associate or team consisting of at least one Associate who volunteers at your organization has applied for a Fighting Child Hunger Associate Volunteer Grant on behalf of your food bank partner. If approved, your regional food bank will receive a small grant from the *Our Family Foundation*. If your organization is itself a grantee of the Foundation's Fighting Child Hunger initiative, you will receive the grant directly.

Please fill out this form and return it to the volunteer to submit to the Foundation.

Organization Name: ____

Mailing Address: ____

Name of Person Completing This Form: ________________________________

Title of Person Completing This Form: ________________________________

Phone: ______________________

Email: __________________________

Food bank partner: ____________________________________

Name of associate/volunteer(s):

____

____

____

Number of hours associate(s) volunteered between January 1, 2013 and present:

____

Brief description of volunteer activity: ________________________________

____

____

Signature of organization staff member or volunteer coordinator Date

If you have any questions, or need additional information, please contact Nastassja Garcia at TPI:

- 617-338-5833
- associatevolunteers@tpi.org.

Our Family
FOUNDATION™

2013 Charitable Vendor Partnership

Stop&Shop New York Metro Division Stop&Shop New England Division Giant GIANT MARTIN'S

AHOLD-00042

EXHIBIT
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8-18-14 VLF
PENGAD 800-631-6989

together we can

Dear Valued Vendor Partner:

Last year, we launched the *Our Family Foundation* Charitable Vendor Partnership to invite you to join us in support of important local charitable causes. Marking its inaugural year, the partnership was a great success in 2012, and on behalf of the *Our Family Foundation* and our beneficiaries, we thank you.

Highlighted below are how 2012 donations were allocated as a result of these contributions.

Pediatric Cancer Research - $5,500,000

- The Stop & Shop and Giant Landover divisions donated $5.5 million as part of the Triple Winner Game to support children's cancer research and world renowned pediatric cancer hospitals.
- Funds were allocated as follows:
  - Dana Farber Cancer Institute/The Jimmy Fund - $2,500,000
  - Memorial Sloan-Kettering - $1,500,000
  - Johns Hopkins Sidney Kimmel Cancer Center - $1,250,000
  - The Children's Cancer Foundation - $250,000

Children's Miracle Network Hospitals - $3,100,000

- The Giant Carlisle division donated $3.1 million to Children's Miracle Network (CMN) Hospitals throughout its market to provide the finest medical care, and live-saving research to help millions of kids overcome diseases and injuries. The Giant Carlisle division has donated more than $28 million to Children's Miracle Network since 1997.

Grassroots programs that support children's health, nutrition and the fight against childhood hunger - $569,000

- The Stop & Shop and Giant Landover divisions are proud to partner with local, non-profit organizations to help kids learn to eat right and be active and ready to learn. As part of a three-year commitment, the Foundation donated to the following organizations in 2012:
  - Action for Healthy Kids - $120,000
  - Boys & Girls Club of Pawtucket - $75,000
  - YMCA of Greater Boston - $125,000
  - Hockomock Area YMCA - $100,000
  - Metuchen Edison Woodbridge YMCA - $75,000
  - YMCA of Metropolitan Washington - $75,000

Jake Gittlen Cancer Research Foundation - $500,000

- The Giant Carlisle division donated $500,000 to the Jake Gittlen Cancer Research Foundation at Penn State Hershey Medical Center to fund ground-breaking research in the areas of cervical and skin cancer.

We are excited to announce a new three-year initiative to distribute $9 million from the *Our Family Foundation* to alleviate child hunger by reaching more food insecure children with healthy meals. To achieve this goal, *Our Family Foundation* will be awarding multi-year grants to more than 20 regional food banks served by the Giant Landover and Stop & Shop divisions. Targeting areas with significant need, *Our Family Foundation* and our divisions will continue to address childhood hunger and deliver a call to action across our communities to feed more children. More to come about this important work.

Thank you for your continued partnership. We look forward to an even better 2013!

Warm regards,

Carl Schlicker

Carl Schlicker
Chief Operating Officer
Ahold USA

Don Sussman, President of the Stop & Shop New York Metro Division, presents the 2012 Triple Winner check in the amount of $1.5 Million to the Memorial Sloan-Kettering Cancer Center.

Winner children and families take time for a photo with NY Yankees Alumni, Mickey Rivers, at the Triple Winner kick off event in 2012.

Landover Division, speaks with Triple Winner Ambassador, Neha, during store team kick off event in 2012.

New England Division Leadership with Triple Winner Ambassadors and Families at the New England Division kick-off in 2012.

inspire hope

THE Triple Winner GAME

Your donation supports the fight against pediatric cancer

Offered in the Stop & Shop and Giant Landover divisions, The Triple Winner Game supports children's cancer research and local pediatric cancer hospitals.

Triple Winner is a scratch-off ticket game offering customers the chance to make a donation in support of the following beneficiaries: The Jimmy Fund at The Dana-Farber Cancer Institute in the Stop & Shop New England division; Memorial Sloan-Kettering Cancer Center in the Stop & Shop New York Metro division; Johns Hopkins Sidney Kimmel Cancer Research Center and the Children's Cancer Foundation in the Giant Landover division.

Since 1990, our fightagainst childhood cancer has raised nearly $75 million for these worthy organizations; $5.5 million was raised in 2012 alone. We couldn't do it without your support of the Triple Winner game!

Diagnosed with T-Cell Lymphoblastic Lymphoma, 10 year-old
middle brother of three boys. Over the last three winters, Christian
going to a farm on the Eastern Shore to learn about goose hunting. In
summer, he loves to go fishing and crabbing with his dad,
Thanks to the support of people like you, Christian and his family
enjoy these special times together. As soon as his chemo treatments
an end, Christian also plans to begin playing football! Good luck,

- On field to present the 2012 Triple Winner check, in the amount of $2.5 million, to Dr. Kieran - Director, Pediatric Medical Neuro-Oncology, Dana-Farber Cancer Institute and Suzanne Fountain, Director of the Jimmy Fund are: Joe Kelley, President of the Stop & Shop New England Division and Chelsea Haynes, a Stop & Shop Triple Winner Kid from 1994 who is now attending Brown University and pursuing a career in medicine with a focus on pediatrics.

Miracle Children and local media celebrities join in Giant Carlisle's celebrity putting contest to raise awareness to the division's support of Children's Miracle Network Hospitals.

Store Manager John Stellato and the Yardley store team take pledges for The Children's Hospital of Philadelphia during the annual Radiothon.

GIANT celebrates the Grand Opening of St. Davids with a $20,000 donation to The Children's Hospital of Philadelphia.

Carl Schlicker, COO Ahold USA Rick Herring, President of Gian Carlisle Division and Anthony Hucke President of Giant Landover Divisio with Warren Gittlen and Miracl Children from local Children's Miracle Network Hospitals.

Kevin Smith, Store Manager of the Dickson City Giant, presents a check during the Geisinger CMN Radiothon.

AHOLD-00047

create miracles

Children's
Miracle Network
Hospitals

Your donation helps children get well

For more than 15 years, the Giant Carlisle division has supported Children's Miracle Network Hospitals through numerous ventures including associate fund raisers, in-store fund raisers and front-end solicitations throughout the year. Thanks to the help of our vendor partners, the division has donated more than $28 million to local Children's Miracle Network hospitals since 1997.

These dollars fund state-of-the-art medical care, life-saving research and community awareness for children who are fightingfor good health. All of the money raised remains local and is delivered to children like Julia!

Currently the following local children's hospitals receive funds from the Foundation:

- Penn State Hershey Children's Hospital, Hershey, PA
- The Children's Hospital of Philadelphia, Philadelphia, PA
- Janet Weis Children's Hospital at Geisinger, Danville & Altoona, PA
- Johns Hopkins Children's Center, Baltimore, MD
- Children's National Medical Center, Washington, DC
- Pittsburgh Children's Hospital, Pittsburgh, PA
- University of Virginia Children's Hospital, VA
- Children's Hospital of Richmond at VCU, Richmond, VA

A CHOP patient since infancy, Julia has a heart abnormality that weakens and enlarges the heart and hinders the pumping of blood. For years, annual visits to CHOP and daily medicines were enough to care for Julia. Julia tires a bit more quickly than her friends but that has never stopped her - she plays soccer, volleyball and basketball. In February 2011, at a routine visit, doctors found that her condition had worsened and she would need a new heart. Just before Thanksgiving that year, Julia underwent a successful heart transplant and was able to return home just in time for the holidays. Thank you for helping give Julia a new heart!

[redacted]

AHOLD-00048

Participant in Healthy Kids Summit

built a raised garden bed and the produce grown in the gardens will be used for school taste tests. This program is funded through our support of Action for Healthy Kids.

lead the way

Your donation supports children's health, nutrition & the fight against childhood hunger

We believe that teaching kids today about the importance of healthy eating and an active lifestyle will contribute to a lifetime of good habits and improved well-being. The Stop & Shop and Giant Landover divisions are proud to partner with local, non-profit organizations to improve physical activity and help tens of thousands of children get a healthier start in life through the work of:

- Action for Healthy Kids
- The Boys & Girls Club of Pawtucket
- YMCA of Greater Boston
- Hockomock Area YMCA
- Metuchen Edison Woodbrige YMCA
- YMCA of Metropolitan Washington

We know that children who are hungry are at risk for many serious health problems in addition to struggling with poor performance in school. *Our Family Foundation* supports kids cafés and backpack programs that ensure a healthy meal for local children. To build on these successes, *Our Family Foundation* is pleased to announce a new three-year initiative to distribute $9 million to alleviate child hunger by reaching more food insecure children with healthy meals through regional food banks and food assistance organizations.

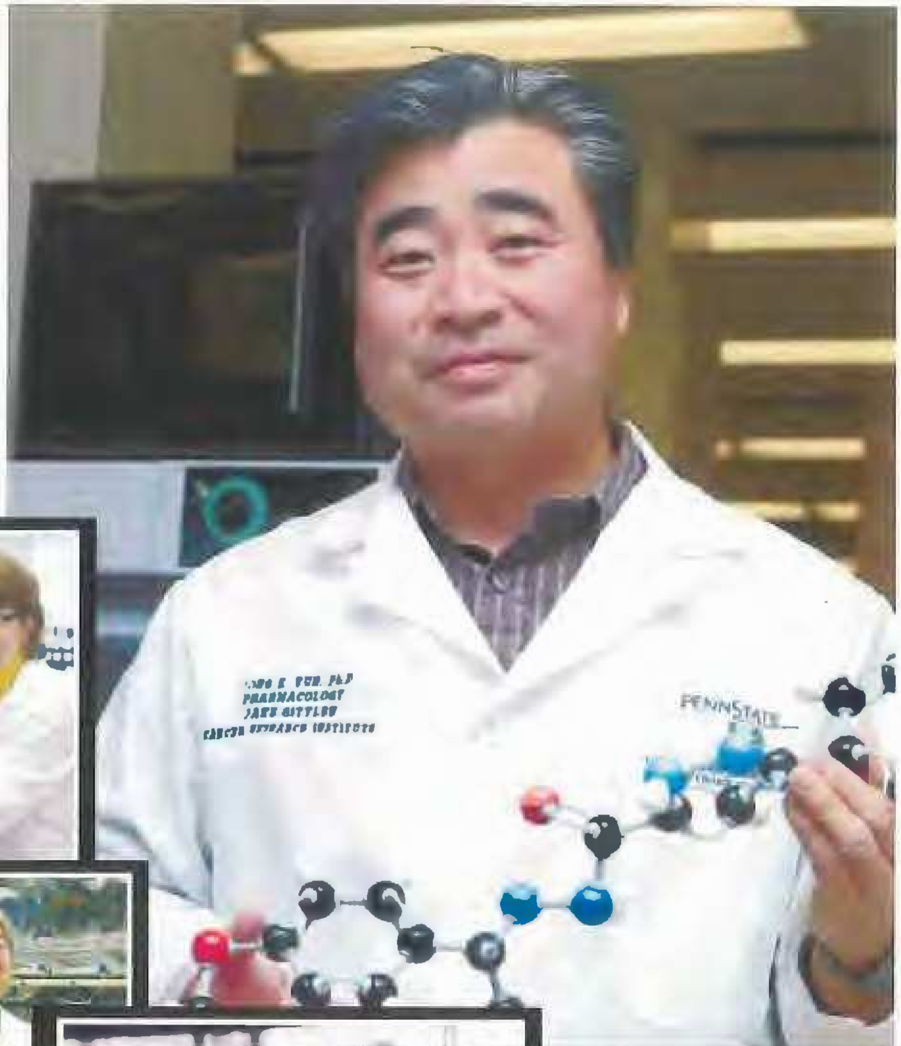
We appreciate your continued support to make a difference in the lives of so many young people.

Thanks to the funding of *Our Family Foundation*, the Boys & Girls Club of Pawtucket has been able to help it's members take giant steps toward achieving a healthy lifestyle. They have provided thousands of youth with instruction in healthy cooking, yoga, nutrition education, growing food, daily fitness activities, and more. Additionally, the Foundation has helped provide a daily hot, nutritionally balanced meal, at no cost to any member who wants one. Thank you!

Through PHD on the Move Mobile Outreach, the YMCA of Metropolitan Washington held 125 special events last year, providing an opportunity to reach families that may not have access to nutrition. The events featured the YMCA PHD on the Move vehicle with a children's obstacle course, fitness games and sports; and a Giant Passport to Nutrition Education Lesson, taste test and information table.

Healthy Kids Summit at Fenway Park. Despite the 100 degree weather, approximately 200 children, parents, teachers and care givers participated in the interactive event.

op & Shop and the Hockomock Area YMCA are committed to changing the course of childhood health and obesity through increased access to healthy eating and play. Over the course of the last three years, The Hockomock YMCA has impacted 33,161 kids under the age of 18. Thank you!



Dr. Kristin A. Eckert, Ph.D. works to understand molecular process

studies a process called genomic instability using zebrafish.

Dr. John Kreider played a critical role in the development of the cervical cancer vaccine.

AHOLD-00051

Dr. Jong K. Yun, Ph.D. studies the role of the enzyme Sphingosine Kinase (SK) in cancer growth.

improve lives

PENNSTATE HERSHEY
College of Medicine

JAKE GITTLEN
CANCER RESEARCH FOUNDATION

Your donation supports ground-breaking cancer research

Each of us has been touched in some way by family members or friends affected by cancer. In 1970, Warren Gittlen's dad, Jake, died of cancer. To honor his father, Warren began fund raising for cancer research. In the first year, $2,500 was raised and given to Dr. John Kreider, a young scientist at Penn State's Hershey Medical Center. In the years that followed, Kreider became one of the top cancer researchers in the world and seven other top researchers were added to the fold at Penn State's Hershey Medical Center, forming the Jake Gittlen Cancer Research Foundation.

With help from organizations such as *Our Family Foundation* and our vendor partners, the Jake Gittlen Cancer Research Foundation has raised more than $15 million since 1970 to keep ground-breaking research going right in our own community. A long-time supporter of the Foundation, the Giant Carlisle division has donated more than $5.5 million to support the scientists and their research.

Gardasil and Cervarix are vaccines developed by Merck and GSK that prevent infection by a virus known as human papillomavirus (HPV). Some types cause infections that can lead to cervical cancer. These vaccines are currently given to young women before they become exposed to the virus and Gardasil is now recommended for young men who can spread HPV infections to women. Some of the technologies and products developed at the Jake Gittlen Cancer Research Foundation were used by Merck and GSK for initial cervical cancer vaccine development and are also currently being used to assess vaccine quality control.

Dr. Neil D. Christensen, Ph.D.
Director, Jake Gittlen Cancer
Research Laboratory.

Dr. Neil D. Christensen, Ph.D.
Director, Jake Gittlen Cancer
Research Laboratory.

founding partners

Founding Partner Rewards
Fee: $200,000 (limited)

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter
- Consideration for Vendor of the Year award
- Logo recognition in store circular & dedicated signage in stores
- Recognition on signage in Ahold USA support office
- Ahold USA support office badge access
- Right to use "proud partner" designation on creative, approval needed

Special Events/Meetings:

- Top to top meeting - Up to five (5) attendees for either breakfast or lunch with key leaders, not to exceed 2 hours
- Private reception with AUSA key leaders prior to Central PA Golf Recognition Dinner – seven (7) invitations *NEW!*
- Recognition dinner before Central PA Golf Outing- seven (7) invitations
- Five (5) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Four (4) attendees at *Our Family Foundation* Boston Sports Day events including: *NEW!*
  - Boston Red Sox Game and private pre-game reception
  - Community Volunteer event
  - Batting Practice or VIP Tour of Fenway Park
  - Photo opportunity with Boston sports players/Legends
  - Roundtable discussion with Boston sports players/Legends
  - Dinner and program at Fenway Park

Ad space in special Gittlen circular – ten (10) products (Supplier pays for TPR)

Triple Winner Program Benefits: three (3) full participation packages:

Benefits

- Value of $13,000 per product ($13,000 x 3 = $39,000 value)
- Product appears on approximately 55,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Twelve (12) tickets to a Boston Red Sox baseball game

Note: package does NOT include the cost of coupon redemption.

platinum partners

Platinum Partner Rewards
Fee: $150,000

platinum partners

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter
- Consideration for Vendor of the Year award
- Logo recognition in store circular
- Recognition on signage in Ahold USA support office
- Right to use "proud partner" designation on creative (approval needed)

Special Events/Meetings:

- Private reception with AUSA key leaders prior to Central PA Golf Recognition Dinner – six (6) invitations *NEW!*
- Recognition dinner before Central PA Golf Outing - six (6) invitations
- Four (4) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Four (4) attendees at *Our Family Foundation* Boston Sports Day events including: *NEW!*
  - Community Volunteer event
  - Batting Practice or VIP Tour of Fenway Park
  - Photo opportunity with Boston sports players/Legends
  - Roundtable discussion with Boston sports players/Legends
  - Dinner and program at Fenway Park

Ad space in special Gittlen circular – Ten (10) products (Supplier pays for TPR)

Triple Winner Program Benefits: Two (2) full participation packages:

Benefits

- Value of $13,000 per product ($13,000 x 2 = $26,000 value)
- Product appears on approximately 55,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Eight (8) tickets to a Boston Red Sox baseball game

Note: package does NOT include the cost of coupon redemption.

gold partners

Gold Partner Rewards
Fee: $100,000

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter
- Logo recognition in store circular
- Recognition on signage in Ahold USA support office
- Right to use "proud partner" designation on creative (approval needed)

Special Events/Meetings:

- Recognition dinner before Central PA Golf Outing - five (5) invitations
- Three (3) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) attendees at *Our Family Foundation* Boston Sports Day events including: *NEW!*
    - Batting Practice and VIP Tour of Fenway Park
    - Roundtable discussion with Boston sports players/Legends
    - Dinner and program at Fenway Park

Ad space in special Gittlen circular – Seven (7) products (Supplier pays for TPR)

Triple Winner Program Benefits: Five (5) split participation packages:

Benefits

- Value of $7,000 per product ($7,000 x 5 = $35,000 value)
- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Ten (10) tickets to a Boston Red Sox baseball game

Note: package does NOT include the cost of coupon redemption.

gold
partners

silver partners

silver and supporting

Silver Partner Rewards
Fee: $50,000

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter
- Recognition on signage in Ahold USA support office
- Right to use "proud partner" designation on creative (approval needed)

Special Events/Meetings:

- Recognition dinner before Central PA Golf Outing - four (4) invitations
- Two (2) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) attendees at *Our Family Foundation* Boston Sports Day events including: *NEW!*
  - Batting Practice and VIP Tour of Fenway Park
  - Roundtable discussion with Boston sports players/Legends
  - Dinner and program at Fenway Park

Ad space in special Gittlen circular – Five (5) products (Supplier pays for TPR)

Triple Winner Program Benefits: Two (2) split participation packages:

Benefits

- Value of $7,000 per product ($7,000 x 2 = $14,000 value)
- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Four (4) tickets to a Boston Red Sox baseball game

Note: package does NOT include the cost of coupon redemption.

supporting partners

Supporting Partner Rewards
Fee: $25,000

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter
- Recognition on signage in Ahold USA support office
- Right to use "proud partner" designation on creative (approval needed)

Special Events/Meetings:

- Recognition dinner before Central PA Golf Outing - three (3) invitations
- Six (6) Players at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) attendees at *Our Family Foundation* Boston Sports Day events including: *NEW!*
    - Batting Practice and VIP Tour of Fenway Park
    - Roundtable discussion with Boston sports players/Legends
    - Dinner and program at Fenway Park

Ad space in special Gittlen circular - Three (3) products (Supplier pays for TPR)

Triple Winner Program Benefits: One (1) split participation package:

Benefits

- Value of $7,000 per product ($7,000 x 1 = $7,000 value)
- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for product at shelf
- Two (2) tickets to a Boston Red Sox baseball game

Note: package does NOT include the cost of coupon redemption.

à la carte packs

All à la carte selections include recognition in and receipt of quarterly e-newsletter.

Boston Sports Day VIP – Fee: $50,000 (limited) *NEW!*

Four (4) attendees at *Our Family Foundation* Boston Sports Day events including:

- Boston Red Sox Game and private pre-game reception
- Community Volunteer event
- Batting Practice or VIP Tour of Fenway Park
- Photo opportunity with Boston sports players/Legends
- Roundtable discussion with Boston sports players/Legends
- Dinner and program at Fenway Park

Boston Sports Day – Fee: $25,000 *NEW!*

Four (4) attendees at *Our Family Foundation* Boston Sports Day events including:

- Batting Practice or VIP Tour of Fenway Park
- Roundtable discussion with Boston sports players/Legends
- Dinner and program at Fenway Park

Central PA Golf (Option 1) – Fee: $3,000

- One (1) foursome at *Our Family Foundation* Golf Outing in Central PA & corresponding benefits

Central PA Golf (Option 2) – Fee: $15,000

- Two (2) foursomes at *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) invites to recognition dinner the night before the golf outing
- Tee box sign

Special Gittlen Circular - Fee: $7,500

- Ad space in special Gittlen circular for three (3) products (Supplier pays for TPR)

Triple Winner (Full participation) - Fee: $13,000

- Product appears on approximately 55,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Four (4) tickets to a Boston Red Sox baseball game

Note: package does NOT include the cost of coupon redemption.

Triple Winner (Split participation) - Fee: $7,000

- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Two (2) tickets to a Boston Red Sox baseball game

Note: package does NOT include the cost of coupon redemption.

Donation - any dollar amount

event/program details

Private Reception before Central PA Golf Recognition Dinner with Ahold USA and Divisional Executives *NEW!*
(Founding and Platinum Partners only)

Sunday, July 14

Hershey Lodge & Convention Center

4:00 – 5:00 Cocktails and Hors d'oeuvres

Recognition Dinner Before Central PA Golf Outing

Sunday, July 14

Hershey Lodge & Convention Center

5:00 Cocktails

6:00 Dinner & Program

Central PA Golf Outing

Monday, July 15

Multiple golf courses in Central PA

7:30AM Registration & breakfast

9:00AM Shot gun start

Dinner follows golf at Hershey Lodge & Convention Center for all participating golfers

Special Gittlen Circular

Deadline to participate is April 15

- Late July ad insert
- Opportunity to display promo priced items in Giant Carlisle division special circular insert in limited ad zones

Triple Winner

Deadline to participate/provide items is January 1, 2013

- Offers available to customers mid-April until all tickets are sold (typically beginning of June)
- Opportunity to feature free or discounted items on scratch off tickets in Stop & Shop and Giant Landover divisions (additional cost for "coupon" redemption not included in package/participation price)

à la carte

AHOLD-00062

Our partner rewards at a glance

	Founding $200,000	Platinum $150,000	Gold $100,000	Silver $50,000	Supporting $25,000
Vendor Recognition					
Recognition in *Our Family Foundation* quarterly e-newsletter. (E-newsletter will update associates and vendor community on programs, upcoming events, charitable donations and initiatives.)	Logo	Logo	Acknowledged	Acknowledged	Acknowledged
Consideration for Vendor of the Year award	•	•			
Logo recognition in store circular	•	•	•		
Logo recognition on dedicated signage in stores	•				
Recognition on signage in Ahold USA Support Office	Logo	Logo	Logo	Acknowledged	Acknowledged
Ahold USA support office access	•				
Right to use "proud partner designation" on creative, approval needed	•	•	•	•	•
Special Events/Meetings					
Top to top meeting - Number of attendees partner will be able to bring for either breakfast or lunch with key merchandising leaders. (Not to exceed 2 hrs.)	5				
Number of invitations to private reception before Central PA Golf Recognition Dinner NEW!	7	6			
Number of invitations to recognition dinner before Central PA Golf Outing	7	6	5	4	3
Number of players at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits (i.e. tee box signs)	20	16	12	8	6
Boston Sports Day - Number of participants (see partner level pages for specifics) NEW!	4	4	2	2	2
Gittlen Benefits					
Ad space in special Gittlen circular –number of products	10	10	7	5	3
Triple Winner Program Benefits					
Number of product participation packages	3 Full	2 Full	5 Split	2 Split	1 Split
Approximate number of game tickets your product appears on in Stop & Shop and Giant Landover stores	55,000	55,000	35,000	35,000	35,000
Bib tags for products at shelf	•	•	•	•	•
Number of tickets to a Boston Red Sox baseball game	12	8	10	4	2

Note: package does NOT include the cost of coupon redemption.

Our Family Foundation
Charitable Vendor Partnership
Frequently Asked Questions

What is included in the package?

The 2013 Charitable Vendor Partnership includes participation/recognition in the following:

- Triple Winner
- Gittlen special ad (no golf outing will be held)
- Boston Sports Day event (takes the place of the Massachusetts area golf outing)
- Central Pennsylvania Golf Outing (formerly Our Kids)

What is not included in the package?

The 2013 package does not currently include:

- Division specific golf outings (i.e. Stop & Shop Food for Friends, JDRF, etc.)
- A+ School Rewards
- Periodic Awards Dinners such as St. Joe's
- Product donation requests for participation in division charitable events or *Our Family Foundation* events
- Coupon redemption, TPR fees or marketing fees

Do I need to complete deal sheets for my participation?

The completed and signed electronic pledge sheet will serve as your commitment to the package and participation in the events. Promotional pieces such as product inclusion in the Gittlen ad and product/coupon redemptions for Triple Winner will still need to have deal sheets executed in order to comply with the Sarbanes Oxley (SOX) Act.

How will I pay for my package?

Participating vendor partners may choose to pay through any of the methods noted below after January 1, 2013:

- Check made payable to *Our Family Foundation*
- Deduction from prepaid fund
- Deduction from next invoice

Vendor partners may choose from the following payment frequencies:

- One time – January 2013
- Semi-annual – January & July 2013
- Quarterly – January, April, July & October 2013

How/when will I receive tax forms/information?

Tax deduction information regarding your participation in the 2013 Charitable Vendor Partnership, supporting the *Our Family Foundation*, will be emailed to the main vendor contact (person that signed up for the program) at the end of 2013.

When is my response needed for package participation?

In order to execute the 2013 Triple Winner promotion, we will need to have package participation finalized by November 21, 2012.

*Note: This is a commitment for 2013 and payment will not be expected prior to January 2013. Vendors who wish to participate only by purchasing à la carte selections may do so at any time throughout the year prior to the event taking place.

Can my company add on to the package to receive additional benefits?

Absolutely! Each package provides a specified level of participation in each of the charitable events: Triple Winner, Gittlen special ad, Central Pennsylvania Golf Outing and Boston Sports Day event. If your company would like to purchase additional participation in any of these events, you may do so by adding "à la carte" options to your package. There is no limit to the number of à la carte items you may add. Additionally, you may purchase more than one package (at any level) if you wish.

Can I make a donation to *Our Family Foundation* in any amount?

You can! Outside of the confines of the package, partners are welcome to make a charitable donation to *Our Family Foundation*, a registered 501(c)3.

Thank you!

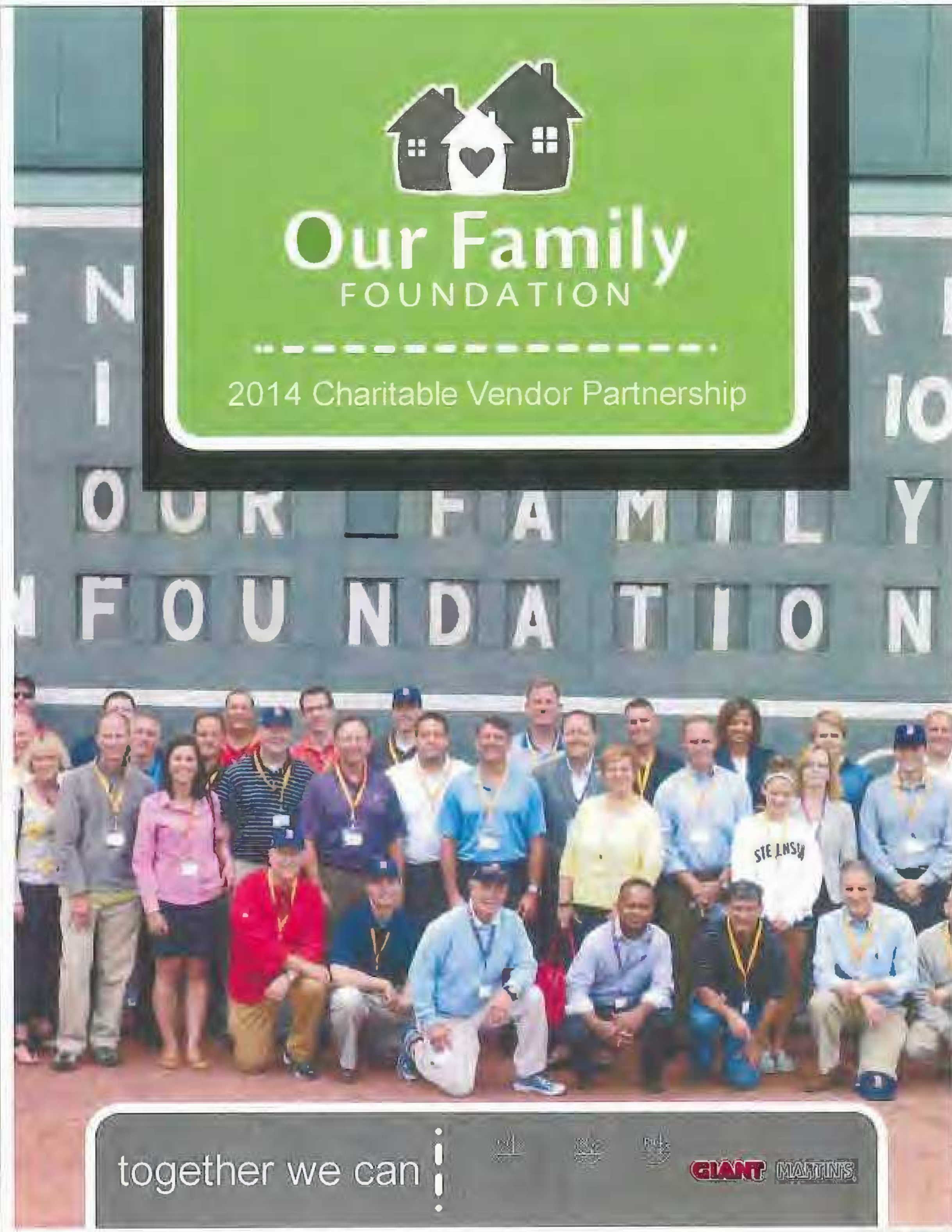
together we can

Fight hunger, improve the lives of children and build healthy communities

Ahold USA

Stop&Shop New York Metro Division
Stop&Shop New England Division
Giant
GIANT
MARTIN'S

AHOLD-00065



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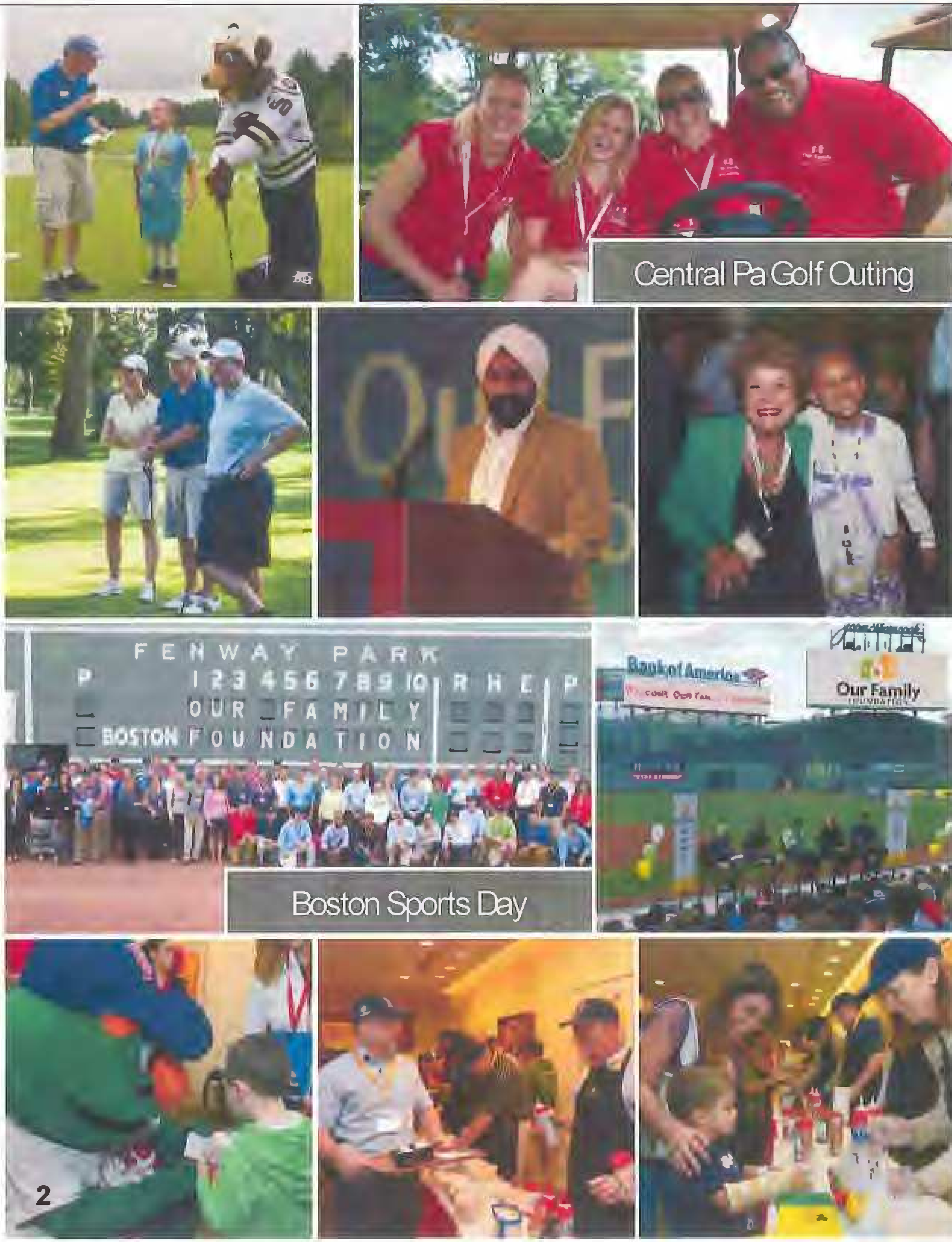

Central Pa Golf Outing
FENWAY PARK
OUR FAMILY
BOSTON FOUNDATION
Boston Sports Day
Bank of America
Our Family

Dear Valued Vendor Partner:

Since our launch in 2011, *Our Family Foundation* has been making a difference in our local communities to help fight hunger, improve the lives of children and build healthy communities. We have continued to build on our commitment to being a Better Neighbor and were able to **distribute nearly $13 million in 2013 to support important local causes. You have helped us every step of the way.**

Thanks to your collaboration, we made the following donations in 2013:

- Pediatric Cancer Research - $5,600,000
- Children's Miracle Network Hospitals - $3,200,000
- Grassroots programs that support children's health and nutrition - $620,000
- Jake Gittlen Cancer Research Foundation - $500,000
- Regional Food Bank Partners/Fighting Child Hunger - $2,600,000
- One Fund Boston - $250,000
- Navy Yard Relief Fund - $25,000

In 2013, we have launched a ground-breaking three-year initiative to distribute $9 million to 21 regional food banks specificallyto alleviate child hunger by reaching more food insecure children with healthy meals. Food Bank partners have really stepped up to the plate by initiating or expanding programs such as Backpack programs, Mobile Pantries and Summer Meal programs. We will provide 10 million more meals **to children in need over the next three years!**

In addition to our legacy charitable efforts, *Our Family Foundation* and our retail divisions stand ready to support our communities when the unexpected strikes. When several of our communities were affected by tragedy this past year, *Our Family Foundation* stepped up to support relief efforts. Stores in the Stop & Shop New York division served as crucial anchors in their communities following Hurricane Sandy in late 2012 and we announced a donation of $2.5 million to the American Red Cross from our companies and *Our Family Foundation*. In 2013, when tragedy struck at the Boston Marathon and the Navy Yard in Washington, DC, we were able to respond quickly with donations to relief organizations aiding the victims of both of those fateful days. All of these contributions to help when our neighbors need us the most were made possible because of the support of you, our vendor partners.

As a way to say thank you for your support, we invited our vendor partners to be a part of several signature events in 2013. Our Central Pennsylvania golf outing featured a record 2,000 golfers hitting the links on 14 golf courses and even a special performance from Miss America, Teresa Scanlan at the annual recognition dinner! Vendor partners also joined us for Boston Sports Day where participants enjoyed batting practice or a behind-the-scenes tour of the famed Fenway Park and a one-of-a-kind roundtable discussion moderated by Peter Gammons, featuring Boston's best-known and best-loved sports legends. Few will forget that memorable evening.

Our Family Foundation has set an important and historic goal for 2014 – to raise $10 million through our Charitable Vendor **Partnership to continue to support these causes important to our local communities.** We hope you will take the time to review **the following information and finda level that works for you to join us. Planning is already underway for memorable events** in 2014. We hope to see you there!

Warm regards,

James

James McCann
Chief Operating Officer
Ahold USA


Triple

inspire hope

THE Triple Winner GAME

Your donation supports the fight against pediatric cancer

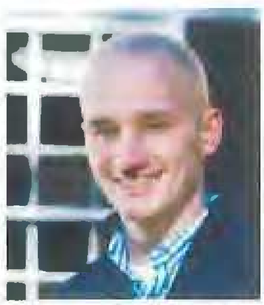
Each year our vendors, customers and associates come together to help donate hope. Hope to children fightinga terrible battle...a battle with cancer. Offered in the Stop & Shop and Giant Landover divisions, the Triple Winner Game is a scratch-off ticket game offering customers the opportunity to make a donation in support of local pediatric cancer hospitals and children's cancer research organizations.

Since 1990, our fightagainst childhood cancer has raised more than $80 million for these worthy organizations:

- The Jimmy Fund at The Dana-Farber Cancer Institute - $54 million
- Memorial Sloan-Kettering Cancer Center - $13.15 million
- Johns Hopkins Sidney Kimmel Cancer Research Center & The Children's Cancer Foundation - $13.1 million

...we couldn't do it without your support! Won't you join us in 2014 as we raise another $5.6 million?

From all of us, and the thousands of other children
you donate hope to each year, THANK YOU!



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AHOLD-00070

create miracles

Children's
Miracle Network
Hospitals

Your donation helps children get well

This year continues nearly two decades of GIANT Carlisle support to local Children's Miracle Network Hospitals. More than $31 million has been donated on behalf of our vendors, customers and associates.

These dollars help fund state-of-the-art medical care, life-saving research and preventative education to help millions of kids overcome diseases and injuries at the following local Children's Miracle Network Hospitals:

- Penn State Hershey Children's Hospital, Hershey PA
- The Children's Hospital of Philadelphia, Philadelphia PA
- Janet Weis Children's Hospital at Geisinger, Danville & Altoona PA
- Johns Hopkins Children's Center, Baltimore MD
- Children's National Medical Center, Washington DC
- Pittsburgh Children's Hospital, Pittsburgh PA
- University of Virginia Children's Hospital, VA
- Children's Hospital of Richmond at VCU, Richmond VA

Thanks to your support, Giant Carlisle and *Our Family Foundation* are proud to be one of the top 10 fundraisers in the country for Children's Miracle Network Hospitals. You help make miracles in our own backyards!

THANK YOU for making it possible for my dreams and the dreams of thousands of other children to come true!

[redacted]

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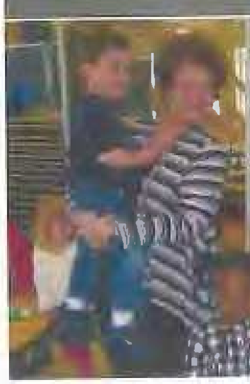
AHOLD-00072


Giant




FOOD
DRIVE

lead the way

Your donation supports children's health, nutrition & the fight against childhood hunger

Children's Health & Nutrition

Teaching kids today about the importance of healthy eating and an active lifestyle will contribute to a lifetime of good habits and improved wellbeing.

The Stop & Shop and Giant Landover divisions are proud to partner with the following local, non-profit organizations to improve physical activity, help kids learn to eat right and be active and ready to learn every day:

- Action for Healthy Kids
- The Boys & Girls Club of Pawtucket
- YMCA of Greater Boston
- Hockomock Area YMCA
- Metuchen Edison Woodbrige YMCA
- YMCA of Metropolitan Washington

For example, thanks to your financial support, the Hockomock Area YMCA in Massachusetts has been able to deepen its reach with its community partners with a goal of increasing physical activity and improving nutrition for children and families. In addition to the thousands of children they have been able to directly impact, the YMCA continues to work with community coalitions throughout the region to impact programs, projects and policy as they improve the quality of life for those served.

Childhood Hunger

According to the United States Department of Agriculture, nearly 17 million children are hungry or at risk of hunger in the U.S. today. We also know that children who are hungry are at risk for many serious health problems in addition to struggling with poor performance in school.

In 2013, we launched a three-year initiative to distribute $9 million to 21 regional food banks specifically to alleviate child hunger by reaching more food insecure children with healthy meals. Food Bank partners have really stepped up to the plate by initiating or expanding programs such as BackPack programs, Mobile Pantries and Summer Meal programs. At the Food Bank for Westchester, New York for example, every Friday, hundreds of kids receive bags of food and recipe instructions to get them through the weekend when they will not receive school meals. Thanks to funding from *Our Family Foundation*, the Food Bank has been able to add additional sites and provide food to more children in need of assistance. Together we can continue to battle hunger and malnutrition.

We'll provide 10 million more meals to children in need over the next three years!


THE ONE FUND
1
OSTON | 2013

build
healthy communities

Your donation supports disaster relief efforts

Our Family Foundation and our retail divisions stand ready to support our communities when the unexpected strikes. When several of our communities were affected by tragedy this past year, *Our Family Foundation* stepped up to support relief efforts.

Superstorm Sandy packed a wallop on the East Coast in late 2012 affecting hundreds of thousands in the communities served by Ahold USA and our retail divisions. In response, we announced donations totalling $2.5 million to the American Red Cross from our companies and *Our Family Foundation* to support disaster relief and cleanup efforts in the hardest hit areas of New York, New Jersey and Connecticut.

In April 2013, within just 48 hours of the Boston Marathon bombings, we were able to make a donation in conjuction with the Stop & Shop New England Division to One Fund Boston, which was created to aid the victims of the tragic events that occured on that fateful day.

And again in August, in the aftermath of the Navy Yard Shootings in Washington DC, we were able to make a $25,000 donation to the Navy Yard Relief Fund.

Thank you for making it possible to help
when our neighbors need us most!

AHOLD-00076

improve lives

PENNSTATE HERSHEY
College of Medicine

JAKE GITTLEN
CANCER RESEARCH FOUNDATION

Your donation supports ground-breaking cancer research

Since 1984, the Giant Carlisle division has donated more than $6 million to support the scientists and their research at the Jake Gittlen Cancer Research Foundation.

Thanks to your support, we have helped the Foundation make breakthroughs in cervical and skin cancer, along with many others that are still in progress.

Each of us has been touched in some way by family members or friends affected by cancer. In the time since Warren Gittlen's dad, Jake, died of cancer in 1970, ground breaking steps in cancer treatment and prevention have been made. There is now a deeper understanding in the scientific community that cancers develop not only by genetic mutations but by disruption of normal protein networks within the cancer cell itself.

Thanks to the funds donated by Giant Carlisle and *Our Family Foundation*, the Jake Gittlen Foundation will soon be receiving a new robotic microscope which employs novel technology to help visualize protein-protein interactions at high resolution within tumor cells and tissues. This new microscope imaging system is at the cutting edge of technology for basic cancer researchers and will be the first of these units in the USA.

THANK YOU for your support which makes these breakthroughs and new technologies possible!

founding partners

founding partners

Founding Partner Rewards
Fee: $200,000

Vendor Recognition:

- Logo recognition in *Our Family Foundation* quarterly e-newsletter – four (4) quarters
- Logo recognition on signage in AUSA Support Office
- Consideration for Vendor of the Year award
- Logo recognition in store circular & dedicated signage in stores
- Ahold USA support office badge access
- Right to use "proud partner" designation on creative, approval needed

Special Events:

- Private reception with AUSA key leaders prior to recognition dinner – eight (8) invitations
- Recognition dinner before Central PA golf - eight (8) invitations
- Five (5) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Four (4) V.I.P. attendees at *Our Family Foundation* Northeast events including: - *NEW!*
  - V.I.P. sports package
  - Dinner and Northeast Community Building event with AUSA & Division executives

Ad space in special Gittlen circular – ten (10) products (Supplier pays for TPR)

Triple Winner Program Benefits: three (3) full participation packages:

- Product appears on approximately 55,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Twelve (12) tickets to a Boston Red Sox baseball game

Note: Package does NOT include the cost of coupon redemption.

AHOLD-00079

platinum partners

Platinum Partner Rewards
Fee: $150,000

Vendor Recognition:

- Logo recognition in *Our Family Foundation* quarterly e-newsletter – four (4) quarters
- Consideration for Vendor of the Year award
- Logo recognition in store circular
- Logo recognition on signage in Ahold USA support office
- Right to use "proud partner" designation on creative, approval needed

Special Events:

- Private reception with AUSA key leaders prior to recognition dinner – six (6) invitations
- Recognition dinner before Central PA golf - six (6) invitations
- Four (4) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) V.I.P. attendees at *Our Family Foundation* Northeast events including: - *NEW!*
  - V.I.P. sports package
  - Dinner and Northeast Community Building event with AUSA & Division executives

Ad space in special Gittlen circular – Ten (10) products (Supplier pays for TPR)

Triple Winner Program Benefits: Two (2) full participation packages:

- Product appears on approximately 55,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Eight (8) tickets to a Boston Red Sox baseball game

Note: Package does NOT include the cost of coupon redemption.

gold partners

gold partners

Gold Partner Rewards
Fee: $100,000

Vendor Recognition:

- Logo recognition in *Our Family Foundation* quarterly e-newsletter – one (1) quarter
- Logo recognition on signage in AUSA Support Office
- Logo recognition in circular
- Right to use "proud partner" designation on creative, approval needed

Special Events:

- Recognition dinner before Central PA golf - five (5) invitations
- Three (3) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) attendees at *Our Family Foundation* Northeast events including: - *NEW!*
  - Dinner and Northeast Community Building event with AUSA & Division executives

Ad space in special Gittlen circular – Seven (7) products (Supplier pays for TPR)

Triple Winner Program Benefits: Five (5) split participation packages:

- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Ten (10) tickets to a Boston Red Sox baseball game

Note: Package does NOT include the cost of coupon redemption.

silver partners

Silver Partner Rewards
Fee: $50,000

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter – one (1) quarter
- Acknowledgement on signage in AUSA Support Office
- Right to use "proud partner" designation on creative, approval needed

Special Events:

- Recognition dinner before Central PA golf - four (4) invitations
- Two (2) foursomes at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) attendees at *Our Family Foundation* Northeast events including: - *NEW!*
  - Dinner and Northeast Community Building event with AUSA & Division executives

Ad space in special Gittlen circular – five (5) products (Supplier pays for TPR)

Triple Winner Program Benefits: two (2) split participation packages:

- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for product at shelf
- Four (4) tickets to a Boston Red Sox baseball game

Note: Package does NOT include the cost of coupon redemption.

silver partners

supporting partners

Supporting Partner Rewards
Fee: $30,000

supporting partners

Vendor Recognition:

- Recognition in *Our Family Foundation* quarterly e-newsletter – one (1) quarter
- Acknowledgement on signage in AUSA Support Office
- Right to use "proud partner" designation on creative, approval needed

Special Events:

- Recognition dinner before Central PA golf - three (3) invitations
- Six (6) golfers at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) attendees at *Our Family Foundation* Northeast events including: - *NEW!*
  - Dinner and Northeast Community Building event with AUSA & Division executives

Ad space in special Gittlen circular – three (3) products (Supplier pays for TPR)

Triple Winner Program Benefits: one (1) split participation package:

- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for product at shelf
- Two (2) tickets to a Boston Red Sox baseball game

Note: Package does NOT include the cost of coupon redemption.

á la carte

All á la carte selections include recognition in and receipt of quarterly e-newsletter.

Northeast Community Building VIP – Fee: $50,000 (limited) *NEW!*

Two (2) V.I.P. attendees at *Our Family Foundation* Northeast events including:

- V.I.P. sports package
- Dinner and Northeast Community Building event with AUSA & Division executives

Northeast Community Building – Fee: $25,000 *NEW!*

Two (2) attendees at *Our Family Foundation* Northeast events including:

- Dinner and Northeast Community Building event with AUSA & Division executives

Central PA Golf (Option 1) – Fee: $5,000

- One (1) foursome at *Our Family Foundation* Golf Outing in Central PA & corresponding benefits

Central PA Golf (Option 2) – Fee: $15,000

- Two (2) foursomes at *Our Family Foundation* Golf Outing in Central PA & corresponding benefits
- Two (2) invites to recognition dinner the night before the golf outing
- Tee box sign

Special Gittlen Circular – Fee: $7,500

- Ad space in special Gittlen circular for three (3) products (Supplier pays for TPR)

Triple Winner (Full participation) – Fee: $13,000

- Product appears on approximately 55,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Four (4) tickets to a Boston Red Sox baseball game

Note: Package does NOT include the cost of coupon redemption.

Triple Winner (Split participation) – Fee: $7,000

- Product appears on approximately 35,000 game tickets in Stop & Shop and Giant Landover stores
- Bib tags for products at shelf
- Two (2) tickets to a Boston Red Sox baseball game

Note: Package does NOT include the cost of coupon redemption.

Donation - any dollar amount

event/program details

Private Reception before Central PA Golf Recognition Dinner with Ahold USA and Divisional Executives

(Founding and Platinum Partners only)

Sunday, July 20
Hershey Lodge & Convention Center
4:00 – 5:00 Cocktails and Hors d'oeuvres

Recognition Dinner Before Central PA Golf Outing

Sunday, July 20
Hershey Lodge & Convention Center
5:00 Cocktails
6:00 Dinner & Program

Central PA Golf Outing

Monday, July 21
Multiple golf courses in Central PA
7:30AM Registration & breakfast
9:00AM Shot gun start
Dinner follows golf at Hershey Lodge & Convention Center for all participating golfers

Special Gittlen Circular

Deadline to participate is April 15

- Late July ad insert
- Opportunity to display promo priced items in Giant Carlisle division special circular insert in limited ad zones

Triple Winner

Deadline to participate/provide items is December 15, 2013

- Offers available to customers mid-April until all tickets are sold (typically beginning of June)
- Opportunity to feature free or discounted items on scratch off tickets in Stop & Shop and Giant Landover divisions (additional cost for "coupon" redemption not included in package/participation price)

Our partner rewards at a glance

	Founding $200,000	Platinum $150,000	Gold $100,000	Silver $50,000	Supporting $30,000
Vendor Recognition:					
Recognition in *Our Family Foundation* quarterly e-newsletter. (E-newsletter will update associates and vendor community on programs, upcoming events, charitable donations and initiatives.)	Logo *(4 quarters)*	Logo *(4 quarters)*	Logo *(1 quarter)*	Acknowledged *(1 quarter)*	Acknowledged *(1 quarter)*
Consideration for Vendor of the Year award	•	•			
Logo recognition in store circular	•	•	•		
Logo recognition on dedicated signage in stores	•				
Recognition on signage in Ahold USA Support Office	Logo	Logo	Logo	Acknowledged	Acknowledged
Ahold USA support office access	•				
Right to use "proud partner designation" on creative, approval needed	•	•	•	•	•
Special Events:					
Number of invitations to private reception before Central PA Golf Recognition Dinner	8	6			
Number of invitations to recognition dinner before Central PA Golf Outing	8	6	5	4	3
Number of players at the *Our Family Foundation* Golf Outing in Central PA & corresponding benefits (i.e. tee box signs)	20	16	12	8	6
Northeast events - Number of participants (see partner level pages for specifics)	4 V.I.P.	2 V.I.P.	2	2	2
Gittlen Benefits:					
Ad space in special Gittlen circular –number of products	10	10	7	5	3
Triple Winner Program Benefits:					
Number of product participation packages	3 Full	2 Full	5 Split	2 Split	1 Split
Approximate number of game tickets your product appears on in Stop & Shop and Giant Landover stores	55,000	55,000	35,000	35,000	35,000
Bib tags for products at shelf	•	•	•	•	•
Number of tickets to a Boston Red Sox baseball game	12	8	10	4	2

Note: package does NOT include the cost of coupon redemption.

Our Family Foundation
Charitable Vendor Partnership
Frequently Asked Questions

What is included in the package?

The 2014 Charitable Vendor Partnership includes participation/recognition in the following:

- Triple Winner
- Gittlen special ad (no golf outing will be held)
- Pennsylvania Golf Outing
- Northeast events

What is not included in the package?

The 2014 package does not currently include:

- A+ School Rewards
- Product donation requests for participation in division charitable events or *Our Family Foundation* events
- Coupon redemption, TPR fees or marketing fees

Do I need to complete deal sheets for my participation?

The completed and signed pledge sheet will serve as your commitment to the package and participation in the events. Promotional pieces such as product inclusion in the Gittlen ad and product/coupon redemptions for Triple Winner will still need to have deal sheets executed in order to comply with the Sarbanes Oxley (SOX) Act.

How will I pay for my package?

Participating vendor partners may choose to pay through any of the methods noted below after January 1, 2014:

- Check made payable to *Our Family Foundation*
- Deduction from prepaid fund
- Deduction from next invoice

Vendor partners may choose from the following payment frequencies:

- One time – January 2014
- Semi-annual – January & July 2014
- Quarterly – January, April, July & October 2014

How/when will I receive tax forms/information?

Tax deduction information regarding your participation in the 2014 Charitable Vendor Partnership, supporting *Our Family Foundation*, will be emailed to the main vendor contact (person that signed up for the program) at the end of 2014.

When is my response needed for package participation?

In order to execute the 2014 Triple Winner promotion, we will need to have package participation finalized by December 1, 2013.

**Note: This is a commitment for 2014 and payment will not be expected prior to January 2014. Vendors that wish to participate only by purchasing á la carte selections may do so at any time throughout the year prior to the event taking place.*

Can my company add on to the package to receive additional benefits?

Absolutely! Each package provides a specified level of participation in each of the events: Triple Winner, Gittlen special ad, Pennsylvania golf outing and Northeast events. If your company would like to purchase additional participation in any of these events, you may do so by adding "á la carte" options to your package–there is no limit to the number of á la carte items you may add. Additionally, you may purchase more than 1 package (at any level) if you wish.

Can I make a donation to *Our Family Foundation* in any amount?

You can! Outside of the confines of the package, partners are welcome to make a charitable donation to *Our Family Foundation*, a registered 501(c)3.

Even our Passport to Nutrition kids thank you for helping encourage healthy kids.

[redacted] [redacted] [redacted] [redacted]

Thank you!

together we can

Fight hunger, improve the lives of children and build healthy communities

Ahold USA

Stop&Shop New York Metro Division | Stop&Shop New England Division | Giant | GIANT | MARTIN'S

AHOLD-00089

Pawelski Exhibits 15-17

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EXHIBIT
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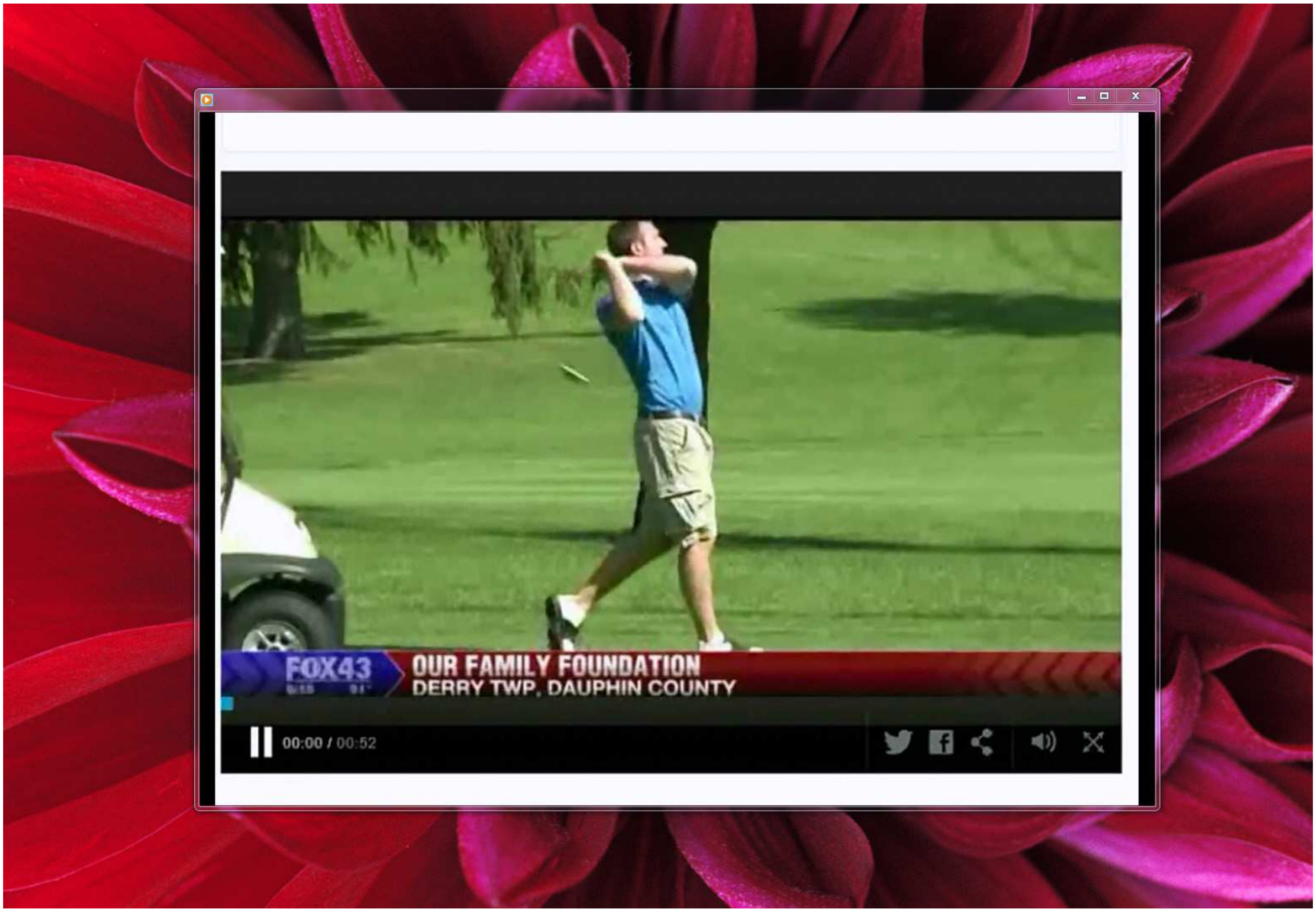
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OUR FAMILY FOUNDATION
DERRY TWP, DAUPHIN COUNTY
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the YMCA OF GREATER BERGEN COUNTY
STRENGTHENING THE FOUNDATIONS OF THE COMMUNITY

YMCA Partners with Our Family Foundation

The YMCA of Greater Bergen County After School children at Nellie K. Parker Elementary School had a visit from Arlene Putterman, Manager of Public and Community Relations of Stop & Shop's New York Metro Division. The YMCA is partnering with Our Family Foundation by Stop & Shop to help fight childhood obesity. Our Family Foundation has awarded the YMCA $65,000 to expand the YMCA Healthy U Program. "Our Family Foundation supports education and recreational programs for children in the communities served by Stop & Shop. I was delighted to see how the YMCA children are benefiting from our grant and getting a healthier start in life", said Putterman.

"The children demonstrated some of the active games that they play daily in our program. One of the great things about our games is that the children stay active even when they have gotten 'out'. They have an opportunity to get back in the game after completion of jumping jacks or naming some nutritious foods for example." said Danielle Rattacasa, YMCA School Age Child Care Director.

Photo: (Back Row; left to right): Dennis Mamatz (Y After School Staff), Keith Zebroski (Y VP of Operations), Arlene Putterman (Manager of Public and Community Relations of Stop & Shop's New York Metro Division), Aaron Bourcier (Y After School Staff), Danielle Rattacasa (Y School Age Child Care Director), Nelson Louis (Y President and CEO). (front two rows): YMCA After School Children Nellie K. Parker Elementary School.

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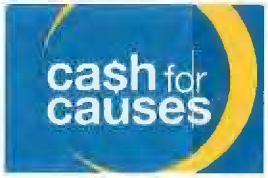
MARTIN'S



cash for causes

Sell MARTIN'S gift cards and keep the 5% profit for your non-profit.

learn more

request a donation

We offer donations or support to local nonprofits. Apply for yours here.

view application

community

Being a better neighbor is our promise to you, and it has been since our first store opened in 1923. Last year, we donated more than $25 million in cash and products, which wouldn't have been possible without your support and that of our associates and vendor partners.

giving back

Through *Our Family Foundation*, we help our neighbors in need with a focus on three key initiatives: fighting hunger, improving the lives of children and building healthy communities.

See the difference it makes when we all work together.

learn more

helping the environment

We're not just hoping for a better future: we're making it happen. From using energy efficient technology to reducing waste in our stores, we're working to make our environment healthier, cleaner and safer. Together, we can take steps to reduce our carbon footprint.

learn more

EXHIBIT
PENGAD 800-631-6989
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20
8-18-14 ULF

product recalls

Stop & Shop cares about your health!

Click here to see the latest product recalls

press release

November 7, 2012

Suzi Robinson
Stop & Shop New England
617-276-7756
suzi.robinson@stopandshop.com

Arlene Putterman
Stop & Shop NY Metro
914-251-2834
arlene.putterman@stopandshop.com

Stop & Shop and its parent company Ahold USA donate $2.5 million for Hurricane Sandy clean up and recovery efforts

Microsites are launched to give customers a trusted way to contribute

Purchase, NY (November 7, 2012) – The Stop & Shop Supermarket Company LLC and its parent company Ahold USA, today announced donations totaling $2.5 million from the companies and their charitable foundation, Our Family Foundation, to the American Red Cross. The donations are being made to support Hurricane Sandy disaster recovery and clean up efforts helping families affected by the recent storm, with an emphasis on the hardest hit areas in New Jersey, New York and Connecticut. In addition, Stop & Shop stores in New York and New Jersey will serve as drop-off points for canned and packaged food.

"Stop & Shop is pledging support to our customers, neighbors and associates who have been so drastically impacted in our area by Hurricane Sandy," said Don Sussman, president, Stop & Shop New York Metro Division. "It is our hope that our effort helps ease the pain and speed the recovery of those who have lost so much, and we hope that others will be encouraged to assist in the relief effort and rebuilding process in any way they can."

Stop & Shop and the other supermarket companies of Ahold USA have partnered with the American Red Cross to establish microsites that provide a trusted way for associates, customers and vendors to designate a donation to local Red Cross disaster relief efforts underway in their respective communities. Individuals are encouraged to visit www.StopandShop.com and click on the Red Cross link if they are interested in making a donation. All of the monies collected will be donated to local hurricane relief efforts.

All Stop & Shop stores are also collecting cash donations at check-out counters to assist regional food banks and pantries in their efforts to support local communities. With millions impacted by Hurricane Sandy, regional food banks and pantries are crucial to the communities they serve. These hunger relief agencies urgently need the assistance of company initiatives such as Stop & Shop's Food for Friends program.

"Other local efforts are underway to support additional communities up and down the East Coast that were impacted by Sandy," said Joe Kelley, president, Stop & Shop New England Division. "We have many communities that will be recovering for many weeks to come and Stop & Shop will be shoulder to shoulder with them."

"One of the main charitable giving missions of Ahold USA and its companies is building healthy communities and today's donation will go a long way to helping customers rebuild disrupted lives and devastated communities," said Carl Schlicker, chief operating officer, Ahold USA. "We are extremely thankful to our associates and vendors who went above and beyond to help us serve our customers before, during and now in the aftermath of the storm."

Stop & Shop and Ahold USA also announced a $500,000 donation to the Stop & Shop/Giant Helping Hands fund, which provides funds to the companies' associates in times of need. This donation will be used to help associates whose lives have been disrupted by Hurricane Sandy.

About Stop & Shop

The Stop & Shop Supermarket Company LLC employs approximately 62,000 associates and operates more than 400 stores throughout Massachusetts, Connecticut, Rhode Island, New Hampshire, New York, and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness – with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program; has been awarded LEED (EB) certifications for 50 of its existing stores; and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com.

About Stop & Shop

The Stop & Shop Supermarket Company LLC employs approximately 60,000 associates and operates 400 stores throughout Massachusetts, Connecticut, Rhode Island, New York, and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness - with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program; has been awarded LEED (EB) certifications for 54 of its existing stores; and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com and www.facebook.com/stopandshop.

product recalls

Stop & Shop cares about your health!

Click here to see the latest product recalls

press release

April 18, 2013

Suzi Robinson
Stop & Shop New England
617-276-7756
suzi.robinson@stopandshop.com

Stop & Shop and its parent company Ahold USA Pledge $500,000 to The One Fund Boston

Grocery retailer supports the City of Boston to recover and heal

(Quincy, MA) April 18, 2013 - The Stop & Shop Supermarket Company LLC and its parent company Ahold USA, today announced donations totaling $500,000 from the companies and their charitable foundation, Our Family Foundation, to The One Fund Boston (onefundboston.org). Formed by Massachusetts Governor Deval Patrick and Boston Mayor Thomas Menino, The One Fund Boston was created to aid victims of the tragic events that occurred during the Boston Marathon.

"Words cannot express the tragedy that took place at the Boston Marathon. We mourn with all of those who were affected. Our thoughts and prayers are with the City of Boston and our local and global communities as the details of this tragic event continue to unfold," said Joe Kelley, president, Stop & Shop New England Division. "Stop & Shop is here for our associates, our communities, and to support the local, state, and federal responders working around the clock. We're proud to see the spirit of people coming together in support of the victims and for the great city of Boston. We're glad to support The One Fund Boston to help families and the city recover."

"One of our promises as a business is to be better every day and this extends to our neighbors," said James McCann, chief operating officer, Ahold USA. "Many of our associates live, work, and give back in New England, and these events have truly affected us all. Through The One Fund Boston, we hope to help in the healing process for so many whose lives have been forever altered."

About Stop & Shop
The Stop & Shop Supermarket Company LLC employs approximately 63,000 associates and operates more than 400 stores throughout Massachusetts, Connecticut, Rhode Island, New Hampshire, New York, and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness - with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program; has been awarded LEED (EB) certifications for 54 of its existing stores; and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com.

About Ahold USA
Ahold USA is part of Ahold, a Dutch-based international food retailing group that operates quality supermarkets in the United States and Europe. Ahold USA, with office locations in Carlisle, Penn., and Quincy, Mass., supports four regional Divisions - Stop & Shop New England, Stop & Shop New York Metro, Giant Landover, and Giant Carlisle - which together operate nearly 775 supermarkets with approximately 120,000 associates in 14 states and the District of Columbia along with Peapod, the nation's leading online grocery shopping/delivery service.

For more information, visit www.ahold.com.

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22
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product recalls

Stop & Shop cares about your health!

Click here to see the latest product recalls

press release

March 19, 2014

Arlene Putterman
Stop & Shop NY Metro Division
March 19, 2014
(914) 251-2834
arlene.putterman@stopandshop.com

Jenny Krupski
Stop & Shop New England Division
March 19, 2014
(617) 276-7756
jkrupski@webershandwick.com

Stop & Shop Highlights 2013 Better Neighbor Efforts

Stop & Shop showcases their ongoing commitment to healthy customers, healthy kids and healthy communities

(PURCHASE, NY & QUINCY, MA) March 19, 2014 –The Stop & Shop Supermarket Company LLC participated in several initiatives in 2013 as part of an ongoing commitment to responsible retailing and their promise to be a better neighbor within the various communities it serves. These initiatives focus on the key areas of healthy customers, healthy kids and healthy communities.

"Stop & Shop has maintained a longstanding commitment to all of the communities it calls home," said Joe Kelley, president of Stop & Shop New England Division. "As we enter into our 100th year and reflect on how far we have come, our promise remains the same, to always support our loyal customers, neighborhoods and philanthropic communities in which we serve."

Healthy Customers

Stop & Shop provides their customers with a variety of health and wellness resources to make healthier choices for themselves and their families. The Healthy Ideas product labeling system includes thousands of own brand and national brand perishable and nonperishable products that feature the blue and green Healthy Ideas shelf tags to help customers identify healthy options as they shop the aisles.

"At Stop & Shop we embrace the opportunity to create programs to educate our customers and their families about the importance of nutrition and the importance of food for a healthy lifestyle," said Don Sussman, president of Stop & Shop New York Metro Division. "Stop & Shop is proud of the community forums and programs we create or sponsor to help improve the lives of those we serve."

Healthy Kids

The company also focuses on healthier kids through Passport to Nutrition, a fun, interactive program to make the topic of healthy eating exciting for kids. A total of 4,000 Passport to Nutrition kits were distributed to parents and educators, and more than 114,000 children were reached through this innovative educational program in 2013. Stop & Shop also hosted more than 1,300 Kid Healthy Ideas store tours and reached over 24,000 children.

In addition, in 2013 Stop & Shop hosted 4 Healthy Kids Summits, free events that focus on how to make sure kids are getting the nutrition and exercise their bodies need and more than 1,200 kids participated in these events. In 2013, Stop & Shop launched an innovative three-year, $6 million initiative to fight childhood hunger across its market area. This initiative will provide healthy meals to underserved children through child care, after school, mobile pantries, summer programs, and other approaches spearheaded by regional food bank partners.

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Healthy Community

More than $28 million was donated in 2013 through customer, vendor and associate donations, to local organizations committed to fighting hunger, improving the lives of children and building healthy communities. As a food retailer, Stop & Shop recognizes the important role they can play in helping to eradicate hunger in the communities they serve, with over $12 million in hunger-related donations in 2013. Stop & Shop works especially close with regional food banks to donate high-protein meat and other safe cons..mable food, and contributed more than $10 million to their food bank partners through the "Meat the Needs" program in 2013.

With support from Stop & Shop vendor partners, *Our Family Foundation* donated nearly $13 million to such charitable causes as funding cancer research and pediatric cancer hospitals, grassroots programs that support children's health and nutrition, and programs to alleviate child hunger by reaching more food insecure children with healthy meals. A special donation was also made in 2013 to One Fund Boston to aid victims of the Boston Marathon Bombing.

In addition, Stop & Shop is making efforts that reduce waste in stores and improve efficiencies in energy uses in both new and existing stores. By 2020, the company has set a goal of getting to "zero waste," diverting 90% of waste going to landfills and incinerations through the expansion of its organic recycling program and new opportunities for recycling cardboard, plastic, paper, and single stream recycling. To further reduce waste in landfills, Stop & Shop encourages customers to remember to bring reusable bags with them each and every time they shop. In 2013, companywide, 102 mill on plastic and paper bags were saved thanks to those customers who regularly shopped with reusable bags.

To learn more about Stop & Shop and their responsible retailing efforts, visit www.ahold.com.

About Stop & Shop

The Stop & Shop Supermarket Company LLC employs approximately 59,000 associates and operates 395 stores throughout Massachusetts, Connecticut, Rhode Island, New York and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness – with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com *or* www.facebook.com/stopandshop.

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Stop & Shop partners with Hunter Hayes to raise awareness for child hunger

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SOURCE Stop & Shop Supermarket Company

May 9th shows scheduled in Boston & New Haven

PURCHASE, N.Y. and QUINCY, Mass., May 1, 2014 /PRNewswire/ -- As part of its ongoing mission to fight hunger in the local communities it serves, the Stop & Shop Supermarket Company is teaming up with multiple GRAMMY nominee Hunter Hayes and ConAgra for the "Hunter Hayes' 24 Hour Road Race to End Child Hunger," which kicks off on May 9 in Times Square. Hayes is raising awareness to help end child hunger while attempting to break the GUINNESS WORLD RECORDS® record for Most Concerts Played in multiple cities in 24 hours.

Stop&Shop®

Stop & Shop is a participating sponsor and will have a presence at the Boston event on Friday, May 9 at 9:15 a.m. at the Paradise Rock Club and the New Haven event at 6:45 p.m. at Toad's Place. To help local hunger relief efforts, customers are encouraged to stop by the Hamden Stop & Shop location on Friday, May 2 between 3:00 - 5:00 p.m., where Country 92.5 will be airing live, to donate a non-perishable food item to the Connecticut Food Bank and be entered into a drawing for a pair of tickets to the Hunter Hayes 24 Hour Road Race to End Child Hunger show at Toad's Place on May 9. Stop & Shop's food drive to benefit the Connecticut Food Bank will continue until May 9 at the Hamden, East Haven, West Haven and North Haven store locations.

EXHIBIT
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"Stop & Shop is committed to being a better neighbor in our local communities, especially around hunger relief and child-related efforts," said Joe Kelley, president, Stop & Shop New England division. "No child should go hungry, but approximately 16 million children in the United States currently live in households without consistent access to adequate food."

"As a food retailer, we continue to play an important role in the fight against hunger and regularly work hand in hand with our local food banks through donations and also associate volunteering," said Don Sussman, president, Stop & Shop New York Metro division. "In recent years, we have been able to expand on that commitment through the donation of high protein meat, the funding of mobile food pantries and a greater emphasis on ensuring kids most in need have access to healthy food."

To alleviate child hunger by reaching more food insecure children with healthy meals, Stop & Shop and its parent company Ahold USA's *Our Family Foundation*, is in the second of a three year initiative to distribute $6 million in Fighting Child Hunger grants to 16 regional food banks throughout its market area. These grants target communities with significant need in order to provide millions of healthy meals to children through child care, after school, mobile pantries, and summer programs, as well as other innovative approaches.

At Greater Boston Food Bank, they are utilizing their Stop & Shop Fighting Child Hunger grant to transition their BackPack program to school-based food pantries and expand mobile distributions. The grant also contributes to summer feeding programs that ensure kids receive meals during the summer when they cannot take advantage of the meals they receive during the school year.

"We are tremendously grateful for this grant from Our Family Foundation and Stop & Shop/New England Division for the second year. One in nine residents of eastern Massachusetts is at risk of hunger, and as many as one in four are children. These families and children in our community will benefit from this grant immediately, as it will allow The Greater Boston Food Bank to distribute enough nutritious food for 900,000 meals at our direct distribution sites. *Our Family Foundation's* generosity is truly supporting GBFB's mission to end hunger here in eastern Massachusetts," said Catherine D'Amato, President and CEO, The Greater Boston Food Bank.

With its Fighting Child Hunger grant, Connecticut Food Bank was able to start and support the GROW Up with Good Nutrition Initiative which includes a walk-in mobile food pantry truck with fresh produce and healthy groceries targeting low-income families with young children. The initiative was launched in fall 2013 when it began to make product deliveries to families participating in the Head Start program. In addition, during last year's government shutdown when these Head Start programs had to close their doors, leaving children without meals they would have otherwise received during daycare, the Connecticut Food Bank used the grant funds to provide emergency food distribution to 1,200 children enrolled at three closed Head Start locations.

"By providing young families with fresh, nutritious foods, we are improving the nutrition content of each participating household's meals," said Nancy L. Carrington, Connecticut Food Bank President and CEO. "Through the generosity of Stop & Shop, we are able to expand the nutritional value of meals they prepare at home while educating the youngsters about good nutrition that will last a lifetime."

For more information about the "Hunter Hayes' 24 Hour Road Race to End Child Hunger" and a complete concert schedule, visit www.hunterhayes.com.

About Stop & Shop
The Stop & Shop Supermarket Company LLC employs approximately 59,000 associates and operates 394 stores throughout Massachusetts, Connecticut, Rhode Island, New York and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness – with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program; and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com or www.facebook.com/stopandshop.

About Hunter Hayes
Four-time GRAMMY nominated artist, Hunter Hayes, is a multi-talented performer, musician, producer, and writer. His critically acclaimed Atlantic Records self-titled album garnered three consecutive No. 1 singles, selling over eight million singles to date while the album itself has been certified platinum by the R.I.A.A. The highly anticipated follow-up, Storyline, will be released May 6 via Atlantic Records and features his current hit single "Invisible." His most recent Grammy nomination for Best Country Solo Performance for his No. 1 single "I Want Crazy" marks his fourth Grammy nomination off his debut release. Hunter is currently featured as one of Forbes Magazine's "30 Under 30" and has played over 500 dates since 2011. The Louisiana native has headlined sold out venues across the US and Canada and recently wrapped the sold out CMT On Tour: Hunter Hayes' Let's Be Crazy tour this past fall. For more information visit www.hunterhayes.com, on Facebook at www.facebook.com/hunterhayes and follow Hunter on Twitter http://twitter.com/hunterhayes.

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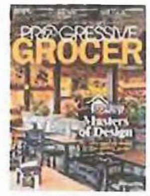

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FEATURED RESEARCH

Ahold USA Reveals $9M Commitment to Fight Child Hunger

February 19, 2013, 07:00 pm

Ahold USA has introduced a three-year initiative to distribute $9 million in Fighting Child Hunger grants from its Our Family Foundation. Last year, the Carlisle, Pa.-based company donated nearly $67 million through its Our Family Foundation; its Stop & Shop, Giant/Martin's and Giant-Landover divisions; and customer, vendor and associate contributions to area organizations dedicated to fighting hunger, improving the lives of children, and building healthy communities. Hunger-related donations accounted for 46 percent, or $31 million, of the total 2012 donations.

As part of Ahold USA's latest giving initiative, Fighting Child Hunger grants have gone to 21 regional food banks served by the company's retail divisions. Each grant recipient submitted a proposal late last year detailing how a grant could best be used to feed more children. The grants target communities with significant need, to provide healthy meals to children via child care, after-school programs, mobile pantries and summer programs, in addition to other, more innovative approaches.

"Grocery stores are among the top donors to Feeding America food banks nationwide, and these grants will take our core missions of hunger relief and helping children a step further by raising awareness for the issue and feeding more children in the local communities we serve," said Bhavdeep Singh, EVP, operations and chair of Our Family Foundation. "Companywide, Ahold USA and our retail divisions will continue our commitment to donating cash, product and volunteer time, delivering on a call to action to do everything we can to alleviate childhood hunger."

Further supplementing the core Fighting Child Hunger grants are volunteer grants contributing to regional food banks based on associate volunteering.

Operating nearly 775 supermarkets with about 115,000 associates in 14 states and the District of Columbia, along with e-grocer Peapod, Ahold USA is part of Amsterdam-based international retail conglomerate Ahold.

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Stop & Shop, parent company Ahold USA donate $2.5M for Hurricane Sandy cleanup and recovery efforts

November 8, 2012 | By Vivian Gomez

PURCHASE, N.Y. — The Stop & Shop Supermarket Company LLC and its parent company Ahold USA have donated $2.5 million to the American Red Cross to support Hurricane Sandy cleanup and recovery efforts. The money, which came from the companies and their charitable foundation, Our Family Foundation, will mainly go to the hardest hit areas in New Jersey, New York and Connecticut. Stop & Shop has also designated stores in New York and New Jersey as drop-off points for canned and packaged food.

Target cleans up in NY's Grand Central

Ahold USA appoints new CFO

Whole Foods ups U.S. growth outlook

B&G Foods savors Specialty Brands deal

PBTeen enters Long Island, N.Y.

"Stop & Shop is pledging support to our customers, neighbors and associates who have been so drastically impacted in our area by Hurricane Sandy," said Don Sussman, president, Stop & Shop New York Metro Division, according to a recent press release. "It is our hope that our effort helps ease the pain and speed the recovery of those who have lost so much, and we hope that others will be encouraged to assist in the relief effort and rebuilding process in any way they can."

Stop & Shop and the other supermarket companies of Ahold USA worked with the American Red Cross to establish microsites that allow associates, customers and vendors to make donations securely and with ease to local Red Cross disaster relief efforts in their respective communities. To make a donation, go to **www.StopandShop.com** and click on the Red Cross link at the bottom right. All donations will go to local hurricane relief efforts.

All Stop & Shop stores are also collecting cash donations at checkout counters for regional food banks and pantries, which are vital to the local communities they serve, particularly as millions of people impacted by Hurricane Sandy struggle to recover. Company initiatives such as the Stop & Shop's Food for Friends program provide much-needed assistance to hunger relief agencies.

"Other local efforts are underway to support additional communities up and down the East Coast that were impacted by Sandy," said Joe Kelley, president, Stop & Shop New England Division, in a press release.

"One of the main charitable giving missions of Ahold USA and its companies is building healthy communities and today's donation will go a long way to helping customers rebuild disrupted lives and devastated communities," added Carl Schlicker, COO, Ahold USA, in the press release.

The supermarket company and its parent company have also donated $500,000 to the Stop & Shop/Giant Helping Hands fund. The fund provides assistance to the companies' associates in times of need. The donation will go toward helping associates who were affected by Hurricane Sandy.

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Related Terms: Food HBC & Consumables News Shown in Newsletter Ahold USA Stop & Shop New York Metro Stop & Shop Supermarket Company LLC United States Contact Details Natural Disaster Person Career food Ahold American Red Cross Connecticut Don Sussman New Jersey New York president Stop & Shop

Exhibit 12

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

- - - - - - - - - - - - - - - -

NASH-FINCH COMPANY,
Petitioner

Cancellation No. 92058000

v.

AHOLD LICENSING SARL,
Registrant

Registration No. 4,283,988
Mark: OUR FAMILY FOUNDATION & DESIGN

- - - - - - - - - - - - - - - /

Deposition of: DEBORAH HILL

Taken by: Petitioner

Date: August 18, 2014, 3:55 p.m.

Place: 100 Pine Street
Harrisburg, Pennsylvania

Reporter: Vicki L. Fox
Registered Merit Reporter
Notary Public

APPEARANCES:

MERCHANT & GOULD
By: HEATHER J. KLIEBENSTEIN, ESQUIRE
Appearing on behalf of the Petitioner

McNEES WALLACE & NURICK, LLC
By: HARVEY FREEDENBERG, ESQUIRE
AHOLD USA
By: LISA A. SZALAJI, ESQUIRE
Appearing on behalf of the Registrant

ORIGINAL

will happen is that I will ask you questions, and you will answer them unless your lawyer tells you not to. And if you have a question about one of my questions, something you don't understand, or that is confusing, feel free to ask me to clarify or to ask me to reask the question again.

Sometimes, I don't ask them as clearly as they should be so don't worry about asking me to rephrase things. If you need a break at any time, just let me know, and we will take a break. This isn't a test of your willpower and strength.

A Okay.

Q We have a court reporter here who is typing down all the words that we say. She can't type nods of the head, shakes so you have to answer audibly every time. Otherwise, she will ask is that a yes or a no.

A Okay.

Q Ms. Hill, who is your employer?

A Ahold USA.

Q And what are your job duties with Ahold?

A I am the Manager of Public and Community Relations. And as such, part of my duties include management of the Our Family Foundation, as well as working with other community involvement and public relation activities within our company and our divisions.

Q What job duties fall -- what job tasks fall under your job duties? What types of things do you do on a daily basis?

A I assist with the preparation of press release templates. I act as a liaison between our division public relations managers and Ahold USA to get different things together, such as charitable programs that they're working on, those types of things.

Additionally within the Foundation, I solicit our vendors for their support. I plan and execute events that we have recognizing our vendors. I basically prepare all of the pieces of any programs that run through the Foundation as well.

Q When you say pieces of programs, are you talking about the event?

A The events. We do run some programs where the money funnels through the Foundation. For instance, our Triple Winner Program, the money comes through the Foundation so the execution of that within the stores.

Q Take for example the Triple Winner program, you help execute that program?

Q So for these baseball partner expenses, I am presuming there's contracts that are entered between the baseball partners and either the division or the Foundation?

A It's between the baseball partnership and the division.

Q So what is your role, if any, in organizing the various events that are associated with the Foundation?

A I am the main planner and executer, if you will, of the golf outing and other thank you events that we have for our vendors, as well as preparing the newsletter with our PR agency.

Q Do you prepare any press releases on behalf of the Foundation?

A I am part -- I help with the preparation of them. I am not the sole preparer.

Q Who else --

A Although, I can't say that I recall any specific Our Family Foundation press releases.

Q Most of the press releases, are they for the division?

A That's correct.

Q They come out of the division; correct?

A That's correct.

(Pawelski Depositions 21, 22 and 23 were introduced.)

BY MS. KLIEBENSTEIN:

Q And can you pull out Exhibits 21 through 23?

A (Witness complies.)

Q Take your time to review them. Let me know when you are ready for questions.

A Okay.

Q Are these three press releases representative examples of the press releases that come out of the divisions relating to the Foundation events or donations?

A Yes.

Q And I note that these press releases start with the division name Stop & Shop, and then they also include the Our Family Foundation name; correct?

A Correct.

Q Is that fairly typical?

A Yes.

Q What is the purpose of these press releases?

A Each of these press releases are really, you know, meant to inform people in the community of donations that the division has made on behalf of a specific event -- I am sorry -- the two are the Hurricane Sandy and the One Fund Boston specific to disaster relief efforts. And then the third release is a highlight of what Stop & Shop gave throughout a fiscal year to the local communities.

Q So they are targeted to the public; correct?

A They are.

Q And why does the division want the public to know about these efforts?

A The divisions want the community to know that we are part of the community, and we support the community. Or I should say, I'm sorry, that they are part of the community and support the communities where they operate stores.

Q Do the divisions keep a list of the news outlets that receive these press releases?

A I am not positive.

Q Do you know if they are sent out on the wire or otherwise?

A In many cases, they are sent out on the wire, but not every case.

Q And just so we know for the record, what is the wire?

A I'm not --

Q Separate from the TV show.

A It is a news release distribution service.

Q In the United States; correct?

A Correct.

Q And news outlets from all over the country can pick up articles off the wire; is that correct?

A That's correct.

Q So the distribution of these press releases is not limited to where the geographic footprint of the Stop & Shop stores is; correct?

A Not in every case.

Q You mentioned previously that part of your job duties is to solicit vendors?

A Correct.

Q And what types of activities do you do personally to solicit donations from vendors?

A I really simply send an e-mail to the vendors with information about our charitable program for the upcoming year and ask for their support.

Q Do you keep a copy of -- is it one e-mail that you send to all the vendors?

A Yes.

Q Do you keep a copy of that?

A It is in the data base that we use, or the vendor portal we call it.

Q How long have you been in your job position?

A With Ahold USA, when did we do the reorganization? Four years?

MR. FREEDENBERG: 2009.

A So with Ahold USA since 2009.

BY MS. KLIEBENSTEIN:

Q Where were you before that?

A I was with what was then the Giant Food Stores. So I have been with the company as a whole for 17 years.

Q So to solicit vendors in your job duties, you send one e-mail a year to vendors on the distribution list?

A That's correct.

(Pawelski Deposition Exhibit 13 was introduced.)

BY MS. KLIEBENSTEIN:

Q Can you turn to Exhibit 13?

A (Witness complies.) All right.

Q Is this an example of a document that you would send to a vendor?

A Yes.

Q This is the annual brochure, so to speak?

A That's correct.

Q So in this e-mail, you will send a copy of that year's brochure along with a note?

A That's correct.

Q Are those communications sent in the fall of every year?

A Yes.

Q Do the vendors respond directly to you from that e-mail?

A There is an online link that they would check on and then register a pledge form for their support.

Q Are there any followup communications that happen throughout the year with these vendors?

A Followup communications before our events. Such as before the golf outing, an e-mail to them saying you have committed to this support for the Foundation. Now it is time to tell me who is going to participate in the event. Here are the details of the event.

Q For vendors who don't respond right away to your initial e-mail, does anyone followup with them throughout the year to secure donations?

A Typically, our category managers will do that.

Q And in what way do they followup with the vendors?

A It varies by individual person.

Q Is there anything else that you do to solicit donations from vendors?

A Outside of our company or within the company?

Q Both. Universal is outside of the company; correct?

A Right. I guess my question is: Do you mean solicits groups that are outside of the company or inside? For instance, we do fundraisers inside of the company for our associates. Are you talking about really other companies that we are soliciting money for?

Q I am talking about outside of Ahold.

A Okay. No, not that I am aware of.

Q Why does Universal target media sponsors?

A Simply to raise more money for the Foundation from groups that we do business with.

Q Is there a group of individuals at Ahold who target service providers for donations?

A Yes, those individual departments. So, for instance, our IT Department might target their IT service providers. And our Construction Department might solicit their construction vendors.

Q So the group of people who -- the group of organizations that donate to Our Family Foundation, it isn't limited completely to vendors that supply products for the Ahold divisions; correct?

A That's correct.

(Pawelski Deposition Exhibit 8 was introduced.)

BY MS. KLIEBENSTEIN:

Q We are going back to Exhibit 8. These appear to be banners; would you agree?

A They are not.

Q Tell me what they are, please.

A These are message blocks that run at the bottom of our advertising circular.

Q Whose advertising circular?

A The banners. So Stop & Shop, Giant, Giant Martin's.

Q And are these message blocks placed in an insert?

A No. They are part of -- they are at the bottom of one of the pages of the typical circular.

Q Are these circulars produced weekly?

A Circulars are produced weekly. These message blocks do not run weekly. They run sporadically throughout the year as there is available message block space.

Q Do you know how many times throughout the year they are run?

A I do not.

Q Do you have a record of how many times throughout the year?

A I do not.

Q Would the divisions have records?

A The divisions may or our Advertising Department.

Q And that is Universal?

A No, our internal advertising team. That is who creates the circulars.

Q Is there a special insert in the division circulars that highlights the vendor sponsors throughout the year?

A Not typically.

Q I have read that there is -- in some written responses from Ahold, it is stated that thank you messages are displayed in the weekly circulars for Giant (Landover), Giant (Carlisle), Stop & Shop and Martin's Stores about five times per year.

A That is these message blocks as part of the circular.

MR. FREEDENBERG: And you are indicating Exhibit 8?

A Exhibit 8, yes.

BY MS. KLIEBENSTEIN:

Q And these message blocks are fit into the circular wherever they fit?

A That's correct.

Q And not necessarily at the end?

A That's correct.

Q This Exhibit 8, is this the entirety of the message blocks that were used throughout 2013?

A Yes.

Q Take the very first page. This is a message block for some of the founding partners; is that correct?

A That's correct.

Q And does this message block singularly run about five times per year?

A No.

Q So tell me how that works.

A As the circular team has space for a message block if it doesn't have another advertising message in it, they will rotate through these I believe it's five different message blocks that are shown in Exhibit 8.

Q Okay. And that is each of the divisions that does that?

A That's correct.

Q So it might be more than five times per year that one of these message blocks is included in a

Hill Transcript Pages 22-23

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A I can see that it would be seen that way.

Q Are there any other types of promotional items that you can think of like T shirts, pens, coasters, things like that that the Foundation has ordered that have that Our Family Foundation name on them?

A Yes. We give a gift at every golf outing and event that we do that would have the logo on it. So it has been various items over the course of the last couple of years.

Q Can you give me some examples of what comes to mind?

A There was a blanket, an insulated lunch cooler, a tumbler, a neck towel, a baseball cap. Those are the ones that are coming to my mind most quickly.

Q So these items are given to the participants in the Foundation events?

A That's correct.

Q The participants in the Foundation events come from all over the country; correct?

A Yes.

Q And so back to Exhibit 27. This would be a card that is placed in that gift basket?

A It was specifically in the blanket. It is

Q Let's go to Exhibit 9.

(Pawelski Deposition Exhibit 9 was introduced.)

BY MS. KLIEBENSTEIN:

Q Are you familiar with this exhibit?

A Yes.

Q What is it?

A This is a stanchion sign that would have been used at the golf outing and the dinner, as well as the 2013 Boston Sports Event thanking our vendor -- our founding partners.

Q There are also stanchion signs that are placed inside the divisions that include the Our Family Foundation name as well; is that correct?

A That is correct.

Q Have we seen that example in any of the documents I provided to you?

A None that we have reviewed so far.

Q That's all I am asking about.

A Okay. Then no. None that we have reviewed so far.

Q Does it look like any of the documents that we just went through?

A It would be very similar to Exhibit 9.

Q Who prepares that sign that goes in the divisions?

A Our inhouse Advertising Department.

Q And that sign is placed in each retail location for each division; correct?

A That's correct.

Q And the purpose of that sign is to thank the donors to the Our Family Foundation; correct?

A That's correct.

Q Do you know during what two week period those signs are placed in the stores?

A I do not.

Q Do you know what season?

A In 2013, it was done in the summer.

Q For that year or the previous year?

A For that year.

Q And was there any strategic thinking behind doing it in the summer?

A No.

Q Were you involved in the creation of the name Our Family Foundation?

A Yes.

Q What was the nature of your involvement?

A I was part of the team that was putting together the Foundation.

Q The combined Foundation?

the event?

A Not that I know of for the solicitation of their participation.

Q It's just a phone call?

A To the best of my knowledge.

Q Have you helped prepare any written materials to send to media to get coverage of Foundation events?

A No.

Q What about division events that support the Foundation, have you assisted in preparing any materials to send to the media to get coverage of division events that sponsor the Foundation?

A No.

Q Let's go back to the computer quickly.

(Pawelski Deposition Exhibit 17 was introduced.)

BY MS. KLIEBENSTEIN:

Q So these Excel spreadsheets are all spreadsheets that were produced to us in connection with this matter. I just want to ask you a couple of questions about them.

If you could open up Ahold 228 titled Vendor Solicitation List.

A (Witness complies.) Okay.

Q Does this look like a list of the vendors that are solicited by the Foundation for donations? And you can take your time to go through it.

MR. FREEDENBERG: You are going to be scrolling for a very long time.

A Yes.

BY MS. KLIEBENSTEIN:

Q Do you know is this the vendor solicitation list for what year?

A I don't recall.

Q Does the Foundation keep a rolling list, or is it a list that -- is it a rolling list or a separate list kept for 2014, 2013, 2012?

A It is a rolling list.

Q Some get added, some drop off?

A That's correct.

Q And does the Foundation keep the contact individual's name and the address information for the vendors listed on this list?

A Name and e-mail address minimally.

Q So we could get that information if we went back and looked?

A Correct. Assuming that nothing has changed on this list in the data base.

Q For the media sponsors that Universal

Q Close out of that spreadsheet, please.
A (Witness complies.) Okay.
Q And open up 2012 Sponsor List, Ahold 225.
A (Witness complies.) Okay.
Q And this document is titled 2012 Sponsor List?
A Correct.
Q Do you believe this spreadsheet to contain the list of all of the donors to Our Family Foundation in 2012?
A Yes, I believe so.
Q And if you go down to the end of the spreadsheet starting about Row 47 --
A Okay.
Q -- it looks like there are several media sponsors listed there?
A Correct.
Q And so these would be media companies that have donated money to the Foundation?
A That's correct.
Q And does the Foundation keep record of how much money they donated?
A Yes.
Q If you could open up -- now go back to the disc and open up Ahold 227, the 2013 Sponsor List.

A Okay.
Q I don't see those same media sponsors on that list. Let me know if you agree or disagree with that. What I am wondering here is there are discrepancies between the 2012 and 2013 sponsor list and why that might be.
A You are correct. And I will say that the discrepancy is the way we reported for our internal reporting purposes. In 2012, we reported by individual media partner. And in 2013, we reported as a whole what Universal was able to procure for us in locations.
Q Is Universal on this list?
A They are not I don't think.
Q So Universal would be on -- I will let you finish.
A No, they are not.
Q So there are some donors that are not on this list?
A That's correct.
Q Why is that the case?
A The Universal ones would be -- the media partners would be the only ones. I'm not certain -- I believe that this report was pulled directly from our data base, and those media partners aren't listed

Thank You to some of our 2013 Founding Partners*

Kellogg's

ADVANTAGE SALES AND MARKETING

Kimberly-Clark

Nestlé

*Additional Sponsors will be featured in future ads

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Thank You to some of our 2013 Founding Partners*

GENERAL MILLS

ACOSTA SALES & MARKETING

pepsi

DPI Specialty Foods
Customized Marketing and Distribution Solutions

*Additional Sponsors will be featured in future ads

AHOLD-00020

Thank You to our 2013 Platinum Partners*

Coca-Cola Refreshments

Unilever

C&S Wholesale Grocers

*Additional Sponsors will be featured in future ads

Thank You to some of our 2013 Gold Partners*

BIMBO BAKERIES USA

PEPSICO WAREHOUSE SALES

ConAgra Foods Food you love

niagara

Dole

*Additional Sponsors will be featured in future ads

AHOLD-00022

AHOLD-00023

Thank You!

to our 2013 Founding Partners

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SALES & MARKETING
In partnership with:

Nestlé

ADVANTAGE
SALES AND MARKETING
In partnership with:

Kellogg's

pepsi

GENERAL MILLS

Kimberly-Clark

DPI Specialty Foods
Customized Marketing and Distribution Solutions

together
we can

Our Family
FOUNDATION™

2013 Charitable Vendor Partnership

Stop&Shop New York Metro Division
Stop&Shop New England Division
Giant
GIANT
MARTIN'S

AHOLD-00042

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13
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together
we can

AHOLD-00043

Dear Valued Vendor Partner:

Last year, we launched the *Our Family Foundation* Charitable Vendor Partnership to invite you to join us in support of important local charitable causes. Marking its inaugural year, the partnership was a great success in 2012, and on behalf of the *Our Family Foundation* and our beneficiaries, we thank you.

Highlighted below are how 2012 donations were allocated as a result of these contributions.

Pediatric Cancer Research - $5,500,000

- The Stop & Shop and Giant Landover divisions donated $5.5 million as part of the Triple Winner Game to support children's cancer research and world renowned pediatric cancer hospitals.
- Funds were allocated as follows:
  - Dana Farber Cancer Institute/The Jimmy Fund - $2,500,000
  - Memorial Sloan-Kettering - $1,500,000
  - Johns Hopkins Sidney Kimmel Cancer Center - $1,250,000
  - The Children's Cancer Foundation - $250,000

Children's Miracle Network Hospitals - $3,100,000

- The Giant Carlisle division donated $3.1 million to Children's Miracle Network (CMN) Hospitals throughout its market to provide the finest medical care, and live-saving research to help millions of kids overcome diseases and injuries. The Giant Carlisle division has donated more than $28 million to Children's Miracle Network since 1997.

Grassroots programs that support children's health, nutrition and the fight against childhood hunger - $569,000

- The Stop & Shop and Giant Landover divisions are proud to partner with local, non-profit organizations to help kids learn to eat right and be active and ready to learn. As part of a three-year commitment, the Foundation donated to the following organizations in 2012:
  - Action for Healthy Kids - $120,000
  - Boys & Girls Club of Pawtucket - $75,000
  - YMCA of Greater Boston - $125,000
  - Hockomock Area YMCA - $100,000
  - Metuchen Edison Woodbridge YMCA - $75,000
  - YMCA of Metropolitan Washington - $75,000

Jake Gittlen Cancer Research Foundation - $500,000

- The Giant Carlisle division donated $500,000 to the Jake Gittlen Cancer Research Foundation at Penn State Hershey Medical Center to fund ground-breaking research in the areas of cervical and skin cancer.

We are excited to announce a new three-year initiative to distribute $9 million from the *Our Family Foundation* to alleviate child hunger by reaching more food insecure children with healthy meals. To achieve this goal, *Our Family Foundation* will be awarding multi-year grants to more than 20 regional food banks served by the Giant Landover and Stop & Shop divisions. Targeting areas with significant need, *Our Family Foundation* and our divisions will continue to address childhood hunger and deliver a call to action across our communities to feed more children. More to come about this important work.

Thank you for your continued partnership. We look forward to an even better 2013!

Warm regards,

Carl Schlicker

Carl Schlicker
Chief Operating Officer
Ahold USA

Don Sussman, President of the Stop & Shop New York Metro Division, presents the 2012 Triple Winner check in the amount of $1.5 Million to the Memorial Sloan-Kettering Cancer Center.

Winner children and families take time for a photo with NY Yankees Alumni, Mickey Rivers, at the Triple Winner kick off event in 2012.

Landover Division, speaks with Triple Winner Ambassador, Neha, during store team kick off event in 2012.

New England Division Leadership with Triple Winner Ambassadors and Families at the New England Division kick-off in 2012.

inspire hope

The Triple Winner Game

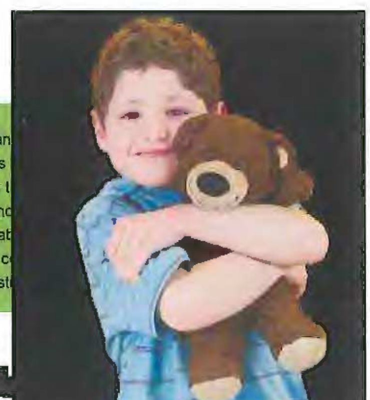
Your donation supports the fight against pediatric cancer

Offered in the Stop & Shop and Giant Landover divisions, The Triple Winner Game supports children's cancer research and local pediatric cancer hospitals.

Triple Winner is a scratch-off ticket game offering customers the chance to make a donation in support of the following beneficiaries: The Jimmy Fund at The Dana-Farber Cancer Institute in the Stop & Shop New England division; Memorial Sloan-Kettering Cancer Center in the Stop & Shop New York Metro division; Johns Hopkins Sidney Kimmel Cancer Research Center and the Children's Cancer Foundation in the Giant Landover division.

Since 1990, our fightagainst childhood cancer has raised nearly $75 million for these worthy organizations; $5.5 million was raised in 2012 alone. We couldn't do it without your support of the Triple Winner game!

Diagnosed with T-Cell Lymphoblastic Lymphoma, 10 year-old Christian
middle brother of three boys. Over the last three winters, Christian has
going to a farm on the Eastern Shore to learn about goose hunting. In t
summer, he loves to go fishing and crabbing with his dad, brothers and
Thanks to the support of people like you, Christian and his family are ab
enjoy these special times together. As soon as his chemo treatments c
an end, Christian also plans to begin playing football! Good luck, Christ



On field to present the 2012 Triple Winner check, in the amount of $2.5 million, to Dr. Kieran - Director, Pediatric Medical Neuro-Oncology, Dana-Farber Cancer Institute and Suzanne Fountain, Director of the Jimmy Fund are: Joe Kelley, President of the Stop & Shop New England Division and Chelsea Haynes, a Stop & Shop Triple Winner Kid from 1994 who is now attending Brown University and pursuing a career in medicine with a focus on pediatrics.

Miracle Children and local media celebrities join in Giant Carlisle's celebrity putting contest to raise awareness to the division's support of Children's Miracle Network Hospitals.

Store Manager John Stellato and the Yardley store team take pledges for The Children's Hospital of Philadelphia during the annual Radiothon.

GIANT celebrates the Grand Opening of St. Davids with a $20,000 donation to The Children's Hospital of Philadelphia.

Carl Schlicker, COO Ahold USA Rick Herring, President of Gian Carlisle Division and Anthony Hucke President of Giant Landover Divisio with Warren Gittlen and Miracl Children from local Children's Miracle Network Hospitals.

Kevin Smith, Store Manager of the Dickson City Giant, presents a check during the Geisinger CMN Radiothon.

create miracles

Children's Miracle Network Hospitals

Your donation helps children get well

For more than 15 years, the Giant Carlisle division has supported Children's Miracle Network Hospitals through numerous ventures including associate fund raisers, in-store fund raisers and front-end solicitations throughout the year. Thanks to the help of our vendor partners, the division has donated more than $28 million to local Children's Miracle Network hospitals since 1997.

These dollars fund state-of-the-art medical care, life-saving research and community awareness for children who are fightingfor good health. All of the money raised remains local and is delivered to children like Julia!

Currently the following local children's hospitals receive funds from the Foundation:

- Penn State Hershey Children's Hospital, Hershey, PA
- The Children's Hospital of Philadelphia, Philadelphia, PA
- Janet Weis Children's Hospital at Geisinger, Danville & Altoona, PA
- Johns Hopkins Children's Center, Baltimore, MD
- Children's National Medical Center, Washington, DC
- Pittsburgh Children's Hospital, Pittsburgh, PA
- University of Virginia Children's Hospital, VA
- Children's Hospital of Richmond at VCU, Richmond, VA

A CHOP patient since infancy, Julia has a heart abnormality that weakens and enlarges the heart and hinders the pumping of blood. For years, annual visits to CHOP and daily medicines were enough to care for Julia. Julia tires a bit more quickly than her friends but that has never stopped her - she plays soccer, volleyball and basketball. In February 2011, at a routine visit, doctors found that her condition had worsened and she would need a new heart. Just before Thanksgiving that year, Julia underwent a successful heart transplant and was able to return home just in time for the holidays. Thank you for helping give Julia a new heart!

[redacted]

Participant in Healthy Kids Summit shows her healthy plate.

built a raised garden bed and the produce grown in the gardens will be used for school taste tests. This program is funded through our support of Action for Healthy Kids.

lead the way

Your donation supports children's health, nutrition & the fight against childhood hunger

We believe that teaching kids today about the importance of healthy eating and an active lifestyle will contribute to a lifetime of good habits and improved well-being. The Stop & Shop and Giant Landover divisions are proud to partner with local, non-profit organizations to improve physical activity and help tens of thousands of children get a healthier start in life through the work of:

- Action for Healthy Kids
- The Boys & Girls Club of Pawtucket
- YMCA of Greater Boston
- Hockomock Area YMCA
- Metuchen Edison Woodbrige YMCA
- YMCA of Metropolitan Washington

We know that children who are hungry are at risk for many serious health problems in addition to struggling with poor performance in school. *Our Family Foundation* supports kids cafés and backpack programs that ensure a healthy meal for local children. To build on these successes, *Our Family Foundation* is pleased to announce a new three-year initiative to distribute $9 million to alleviate child hunger by reaching more food insecure children with healthy meals through regional food banks and food assistance organizations.

We appreciate your continued support to make a difference in the lives of so many young people.

Thanks to the funding of *Our Family Foundation*, the Boys & Girls Club of Pawtucket has been able to help it's members take giant steps toward achieving a healthy lifestyle. They have provided thousands of youth with instruction in healthy cooking, yoga, nutrition education, growing food, daily fitness activities, and more. Additionally the Foundation has helped provide a daily hot, nutritionally balanced meal, at no cost to any member who wants one. Thank you!

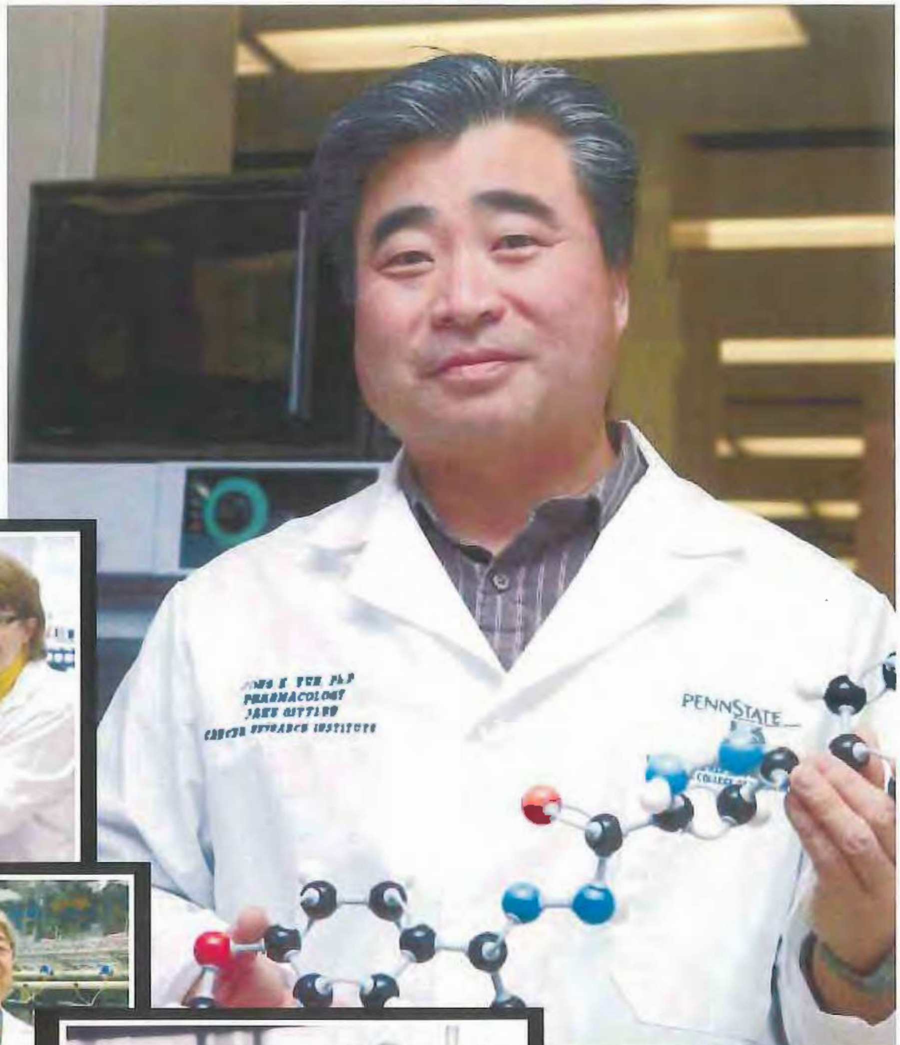
Through PHD on the Move Mobile Outreach, the YMCA of Metropolitan Washington held 125 special events last year, providing an opportunity to reach families that may not have access to nutrition. The events featured the YMCA PHD on the Move vehicle with a children's obstacle course, fitness games and sports; and a Giant Passport to Nutrition Education Lesson, taste test and information table.

op & Shop and the Hockomock Area YMCA are committed to changing the course of childhood health and obesity through increased access to healthy eating and play. Over the course of the last three years, The Hockomock YMCA has impacted 33,161 kids under the age of 18. Thank you!

Healthy Kids Summit at Fenway Park. Despite the 100 degree weather, approximately 200 children, parents, teachers and care givers participated in the interactive event.

AHOLD-00050

Dr. Kristin A. Eckert, Ph.D. works to understand molecular process



studies a process called genomic instability using zebrafish.

Dr. John Kreider played a critical role in the development of the cervical cancer vaccine.

Dr. Jong K. Yun, Ph.D. studies the role of the enzyme Sphingosine Kinase (SK) in cancer growth.

improve lives

PENNSTATE HERSHEY
College of Medicine

JAKE GITTLEN
CANCER RESEARCH FOUNDATION

Your donation supports ground-breaking cancer research

Each of us has been touched in some way by family members or friends affected by cancer. In 1970, Warren Gittlen's dad, Jake, died of cancer. To honor his father, Warren began fund raising for cancer research. In the first year, $2,500 was raised and given to Dr. John Kreider, a young scientist at Penn State's Hershey Medical Center. In the years that followed, Kreider became one of the top cancer researchers in the world and seven other top researchers were added to the fold at Penn State's Hershey Medical Center, forming the Jake Gittlen Cancer Research Foundation.

With help from organizations such as *Our Family Foundation* and our vendor partners, the Jake Gittlen Cancer Research Foundation has raised more than $15 million since 1970 to keep ground-breaking research going right in our own community. A long-time supporter of the Foundation, the Giant Carlisle division has donated more than $5.5 million to support the scientists and their research.

Gardasil and Cervarix are vaccines developed by Merck and GSK that prevent infection by a virus known as human papillomavirus (HPV). Some types cause infections that can lead to cervical cancer. These vaccines are currently given to young women before they become exposed to the virus and Gardasil is now recommended for young men who can spread HPV infections to women. Some of the technologies and products developed at the Jake Gittlen Cancer Research Foundation were used by Merck and GSK for initial cervical cancer vaccine development and are also currently being used to assess vaccine quality control.

Dr. Neil D. Christensen, Ph.D.
Director, Jake Gittlen Cancer Research Laboratory.

Dr. Neil D. Christensen, Ph.D. Director, Jake Gittlen Cancer Research Laboratory.

AHOLD-00052

founding partners

Exhibit 17

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product recalls

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press release

November 7, 2012

Suzi Robinson
Stop & Shop New England
617-276-7756
suzi.robinson@stopandshop.com

Arlene Putterman
Stop & Shop NY Metro
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arlene.putterman@stopandshop.com

Stop & Shop and its parent company Ahold USA donate $2.5 million for Hurricane Sandy clean up and recovery efforts

Microsites are launched to give customers a trusted way to contribute

Purchase, NY (November 7, 2012) – The Stop & Shop Supermarket Company LLC and its parent company Ahold USA, today announced donations totaling $2.5 million from the companies and their charitable foundation, Our Family Foundation, to the American Red Cross. The donations are being made to support Hurricane Sandy disaster recovery and clean up efforts helping families affected by the recent storm, with an emphasis on the hardest hit areas in New Jersey, New York and Connecticut. In addition, Stop & Shop stores in New York and New Jersey will serve as drop-off points for canned and packaged food.

"Stop & Shop is pledging support to our customers, neighbors and associates who have been so drastically impacted in our area by Hurricane Sandy," said Don Sussman, president, Stop & Shop New York Metro Division. "It is our hope that our effort helps ease the pain and speed the recovery of those who have lost so much, and we hope that others will be encouraged to assist in the relief effort and rebuilding process in any way they can."

Stop & Shop and the other supermarket companies of Ahold USA have partnered with the American Red Cross to establish microsites that provide a trusted way for associates, customers and vendors to designate a donation to local Red Cross disaster relief efforts underway in their respective communities. Individuals are encouraged to visit www.StopandShop.com and click on the Red Cross link if they are interested in making a donation. All of the monies collected will be donated to local hurricane relief efforts.

All Stop & Shop stores are also collecting cash donations at check-out counters to assist regional food banks and pantries in their efforts to support local communities. With millions impacted by Hurricane Sandy, regional food banks and pantries are crucial to the communities they serve. These hunger relief agencies urgently need the assistance of company initiatives such as Stop & Shop's Food for Friends program.

"Other local efforts are underway to support additional communities up and down the East Coast that were impacted by Sandy," said Joe Kelley, president, Stop & Shop New England Division. "We have many communities that will be recovering for many weeks to come and Stop & Shop will be shoulder to shoulder with them."

"One of the main charitable giving missions of Ahold USA and its companies is building healthy communities and today's donation will go a long way to helping customers rebuild disrupted lives and devastated communities," said Carl Schlicker, chief operating officer, Ahold USA. "We are extremely thankful to our associates and vendors who went above and beyond to help us serve our customers before, during and now in the aftermath of the storm."

Stop & Shop and Ahold USA also announced a $500,000 donation to the Stop & Shop/Giant Helping Hands fund, which provides funds to the companies' associates in times of need. This donation will be used to help associates whose lives have been disrupted by Hurricane Sandy.

EXHIBIT
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About Stop & Shop

The Stop & Shop Supermarket Company LLC employs approximately 62,000 associates and operates more than 400 stores throughout Massachusetts, Connecticut, Rhode Island, New Hampshire, New York, and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness – with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program; has been awarded LEED (EB) certifications for 50 of its existing stores; and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com.

About Stop & Shop

The Stop & Shop Supermarket Company LLC employs approximately 60,000 associates and operates 400 stores throughout Massachusetts, Connecticut, Rhode Island, New York, and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness - with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program; has been awarded LEED (EB) certifications for 54 of its existing stores; and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com and www.facebook.com/stopandshop.

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product recalls

Stop & Shop cares about your health!

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press release

April 18, 2013

Suzi Robinson
Stop & Shop New England
617-276-7756
suzi.robinson@stopandshop.com

Stop & Shop and its parent company Ahold USA Pledge $500,000 to The One Fund Boston

Grocery retailer supports the City of Boston to recover and heal

(Quincy, MA) April 18, 2013 - The Stop & Shop Supermarket Company LLC and its parent company Ahold USA, today announced donations totaling $500,000 from the companies and their charitable foundation, Our Family Foundation, to The One Fund Boston (onefundboston.org). Formed by Massachusetts Governor Deval Patrick and Boston Mayor Thomas Menino, The One Fund Boston was created to aid victims of the tragic events that occurred during the Boston Marathon.

"Words cannot express the tragedy that took place at the Boston Marathon. We mourn with all of those who were affected. Our thoughts and prayers are with the City of Boston and our local and global communities as the details of this tragic event continue to unfold," said Joe Kelley, president, Stop & Shop New England Division. "Stop & Shop is here for our associates, our communities, and to support the local, state, and federal responders working around the clock. We're proud to see the spirit of people coming together in support of the victims and for the great city of Boston. We're glad to support The One Fund Boston to help families and the city recover."

"One of our promises as a business is to be better every day and this extends to our neighbors," said James McCann, chief operating officer, Ahold USA. "Many of our associates live, work, and give back in New England, and these events have truly affected us all. Through The One Fund Boston, we hope to help in the healing process for so many whose lives have been forever altered."

About Stop & Shop
The Stop & Shop Supermarket Company LLC employs approximately 63,000 associates and operates more than 400 stores throughout Massachusetts, Connecticut, Rhode Island, New Hampshire, New York, and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness - with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program; has been awarded LEED (EB) certifications for 54 of its existing stores; and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com.

About Ahold USA
Ahold USA is part of Ahold, a Dutch-based international food retailing group that operates quality supermarkets in the United States and Europe. Ahold USA, with office locations in Carlisle, Penn., and Quincy, Mass., supports four regional Divisions - Stop & Shop New England, Stop & Shop New York Metro, Giant Landover, and Giant Carlisle - which together operate nearly 775 supermarkets with approximately 120,000 associates in 14 states and the District of Columbia along with Peapod, the nation's leading online grocery shopping/delivery service.

For more information, visit www.ahold.com.

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product recalls

Stop & Shop cares about your health!

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press release

March 19, 2014

Arlene Putterman
Stop & Shop NY Metro Division
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Jenny Krupski
Stop & Shop New England Division
March 19, 2014
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Stop & Shop Highlights 2013 Better Neighbor Efforts

Stop & Shop showcases their ongoing commitment to healthy customers, healthy kids and healthy communities

(PURCHASE, NY & QUINCY, MA) March 19, 2014 –The Stop & Shop Supermarket Company LLC participated in several initiatives in 2013 as part of an ongoing commitment to responsible retailing and their promise to be a better neighbor within the various communities it serves. These initiatives focus on the key areas of healthy customers, healthy kids and healthy communities.

"Stop & Shop has maintained a longstanding commitment to all of the communities it calls home," said Joe Kelley, president of Stop & Shop New England Division. "As we enter into our 100th year and reflect on how far we have come, our promise remains the same, to always support our loyal customers, neighborhoods and philanthropic communities in which we serve."

Healthy Customers

Stop & Shop provides their customers with a variety of health and wellness resources to make healthier choices for themselves and their families. The Healthy Ideas product labeling system includes thousands of own brand and national brand perishable and nonperishable products that feature the blue and green Healthy Ideas shelf tags to help customers identify healthy options as they shop the aisles.

"At Stop & Shop we embrace the opportunity to create programs to educate our customers and their families about the importance of nutrition and the importance of food for a healthy lifestyle," said Don Sussman, president of Stop & Shop New York Metro Division. "Stop & Shop is proud of the community forums and programs we create or sponsor to help improve the lives of those we serve."

Healthy Kids

The company also focuses on healthier kids through Passport to Nutrition, a fun, interactive program to make the topic of healthy eating exciting for kids. A total of 4,000 Passport to Nutrition kits were distributed to parents and educators, and more than 114,000 children were reached through this innovative educational program in 2013. Stop & Shop also hosted more than 1,300 Kid Healthy Ideas store tours and reached over 24,000 children.

In addition, in 2013 Stop & Shop hosted 4 Healthy Kids Summits, free events that focus on how to make sure kids are getting the nutrition and exercise their bodies need and more than 1,200 kids participated in these events. In 2013, Stop & Shop launched an innovative three-year, $6 million initiative to fight childhood hunger across its market area. This initiative will provide healthy meals to underserved children through child care, after school, mobile pantries, summer programs, and other approaches spearheaded by regional food bank partners.

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8-18-14

Healthy Community

More than $28 million was donated in 2013 through customer, vendor and associate donations, to local organizations committed to fighting hunger, improving the lives of children and building healthy communities. As a food retailer, Stop & Shop recognizes the important role they can play in helping to eradicate hunger in the communities they serve, with over $12 million in hunger-related donations in 2013. Stop & Shop works especially close with regional food banks to donate high-protein meat and other safe cons..mable food, and contributed more than $10 million to their food bank partners through the "Meat the Needs" program in 2013.

With support from Stop & Shop vendor partners, *Our Family Foundation* donated nearly $13 million to such charitable causes as funding cancer research and pediatric cancer hospitals, grassroots programs that support children's health and nutrition, and programs to alleviate child hunger by reaching more food insecure children with healthy meals. A special donation was also made in 2013 to One Fund Boston to aid victims of the Boston Marathon Bombing.

In addition, Stop & Shop is making efforts that reduce waste in stores and improve efficiencies in energy uses in both new and existing stores. By 2020, the company has set a goal of getting to "zero waste," diverting 90% of waste going to landfills and incinerations through the expansion of its organic recycling program and new opportunities for recycling cardboard, plastic, paper, and single stream recycling. To further reduce waste in landfills, Stop & Shop encourages customers to remember to bring reusable bags with them each and every time they shop. In 2013, companywide, 102 mill'on plastic and paper bags were saved thanks to those customers who regularly shopped with reusable bags.

To learn more about Stop & Shop and their responsible retailing efforts, visit www.ahold.com.

About Stop & Shop

The Stop & Shop Supermarket Company LLC employs approximately 59,000 associates and operates 395 stores throughout Massachusetts, Connecticut, Rhode Island, New York and New Jersey. The company helps support local communities fight hunger, combat childhood cancer and promote general health and wellness – with emphasis on children's educational and support programs. In its commitment to be a sustainable company, Stop & Shop is a member of the U.S. Green Building Council and EPA's Smart Way program and has been recognized by the EPA for the superior energy management of its stores. Stop & Shop is an Ahold company. To learn more about Stop & Shop, visit www.stopandshop.com *or* www.facebook.com/stopandshop.

Our Family
FOUNDATION®

together we can...
and we did!

With your help, we worked to fight hunger, improve the lives of children and build healthy communities. On behalf of all the families we've helped, thank you for your continued support and commitment to making a difference.

Ahold

the parent company of:

Stop&Shop New York Metro Division

Stop&Shop New England Division

Giant

GIANT

MARTIN'S

Exhibit 13

PART 1

Our Family Quality since 1904.

We back all of our products with a quality guarantee!

Quality Guarantee DETAILS >>

Try this delicious recipe featuring Our Family spaghetti!

Featured Recipe VIEW >>

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Our Family® Quality since 1904.

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Our Family Guarantee

We stand behind our brand and want to be sure you're satisfied.

QUALITY SINCE 1904 Our Family® GUARANTEE™

If you're not satisfied with the quality of any Our Family® brand product, simply return it to the store where purchased, and we'll refund your money AND replace it with a like item of the brand of your choice, free. That's our guarantee. **Because no matter the family, you're Our Family.™**

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Spaghetti Carbonara

You will be instantly transported to old Italy with this delicious, mouth-watering dish!

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Ingredients

1 cup grated Parmesan cheese plus addtional for serving
1 pkg 16oz spaghetti, linguine or fettuccine
1 tsp ground black pepper
1 tsp salt
1 1/2 cup s frozen peas
12 strips smoked bacon
2 cup s heavy cream
2 large eggs
2 tbs thinly slice d fresh chives (optional)
3 clove s garlic, finely chopped

Directions

1. Heat large covered saucepan of salted water to boiling over high heat. Add spaghetti and cook as label directs; drain pasta, then return to saucepan.
2. Meanwhile, heat large skillet over medium-high heat. Add bacon and cook 10 minutes or until crisp, stirring frequently. Add garlic and cook 1 minute, stirring.

Prep Time	10 min
Cook Time	20 min
Serves	8

Nutrition Information

Calories	557
Total Fat	32g
Saturated Fat	18g
Cholestrol	151 mg
Sodium	679 mg
Carbs	49g
Fiber	3g
Protein	19g

Remove skillet from heat; carefully drain off fat. Add cream to bacon and cook over medium-high heat until mixture simmers, stirring to loosen any browned bits on bottom of skillet. Add cheese and cook 4 minutes, stirring until cheese melts. Stir in frozen peas, salt, and pepper; heat just until mixture begins to simmer. Remove skillet from heat.
3. In small bowl, lightly whisk eggs with chives, if using. Slowly stir eggs into skillet. Pour sauce over spaghetti. With tongs, toss spaghetti with sauce until well combined. Sprinkle with cheese to serve.

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Together, We Can Make A Difference

With the Our Family® program, you can raise money for education — for your school, church or other educational organization. It's easy to do — just save the UPC barcodes from Our Family products. Fill out our simple registration card and get started. *Our program has been extended through July of 2016!*

Your school, church or organization is free to spend the money any way they want. From new textbooks, band uniforms to computer programs and art supplies there are many ways to support.

Here's how:

•During the school year, just save the barcodes from Our Family products. You will earn $25.00 in cash for each bundle of 500 UPC barcodes sent to us.

•You will find more than 2000 Our Family items with national brand quality, every day, all priced lower than national brands. Our Family has turned the corner into the second century of quality and value, so you'll be assured satisfaction with every purchase.

•To participate, just complete the registration card and mail it today. You will receive an information packet explaining the details of the program. We will work together in building a better education for our children.

*** required information**

Your Name*:

Street Address:

City:

State:

Zip:

Telephone:

Email*:

If you are contacting us regarding a specific product, please enter product information below:

Product Name:

Package Weight or Count:

UPC Code:

Production Code:

Find it printed or embossed on packages or ends of cans. It will be a series of letters, numbers or both. It may include a date. Please include all characters.

Where did you purchase this product?

Store Name:

Store City:

Store State:

First Time using this product? ⦿ Yes ○ No

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Want to receive offers and news from Our Family? Just sign up here, and we'll periodically send you great savings opportunities and updates!

* All fields are required

Your Information

First Name *

Last Name *

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Home > About Our Family Brand

Quality Since 1904

We are so sure you will be pleased with Our Family products that we back them with our Satisfaction Plus Guarantee! If you are not satisfied with any Our Family Brand product, simply return it to the store where purchased. We will refund your money PLUS replace the item with a like item of the brand of your choice — free.

Developed more than 100 years ago, the Our Family label is one of the oldest and most well-established in the industry. The number one reason for the success and longevity is "QUALITY".

The commitment to quality has never wavered, even when there have been quality changes occurring in the industry. The Our Family label gives the consumer quality equal to or better than national brand products. Plus you'll find everyday savings.

You can find Our Family products in nearly every category in the store, including: Grocery, Frozen, Dairy, Meat, General Merchandise, and Health and Beauty Care. In all, you could find as many as 2,000 Our Family items integrated throughout the store. You will find the consistent quality in each and every one of these areas.

Looking for gluten free items?

Our Family Foods has a large selection of gluten free products to fit your dietary needs.

•Click here to download our list!

Our Family® is an extensive line of high quality products that are equal to or better than the national brands. Developed more than 100 years ago, the Our Family label is one of the oldest and most well-established in the industry. The number one reason for the success and longevity is "QUALITY".

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Our Recipes

Inspire your kitchen creativity with our delicious recipes! Impress your guests with seasonal recipes from grilled summer specialties to holiday delicacies.

SEARCH RECIPES: SEARCH >>

Browse Recipes By Category

Bread Recipes Our best bread recipes from

Breakfast & Brunch Recipes Excellent make-banana bread and cinnamon rolls to muffins and more.

SEE BREAD RECIPES >>

ahead dishes or made-to-order breakfast and brunch recipes.

SEE BREAKFAST & BRUNCH RECIPES >>

Desserts Recipes Bake up a fresh cobbler or find a cupcake recipe in all your favorite flavors.

SEE DESSERT RECIPES >>

Drink Recipes From classic homemade lemonade to colorful mocktails, cool off with one of our refreshing drinks.

SEE DRINK RECIPES >>

Main Dishes Recipes Dinner's a snap with these versatile and easy-to-make recipes in this collection.

SEE MAIN DISH RECIPES >>

Soups & Stews Recipes Find delicious soups and hearty stews that will win over the pickiest judges in your crowd.

SEE SOUPS & STEWS RECIPES >>

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Home > Look What's New!

Look What's New From Our Family!

We want to provide you and your family with a large selection of quality products. Check back often to see what new items you'll find in stores!

Cooking Bags

Just in time for the holiday cooking! We now have cooking bags in three different sizes:
-Large for items up to 8 lbs.
-Turkey size for items 8-24 lbs.
-Slow Cooker Bags for 3-6.5 qt. slow cookers.

Enjoy the your friends and family and skip the mess!

Trail Mix

Enjoy our three different flavors of trail mix in 10 oz. bags:

-Tropical: Raisins, Peanuts, Chocolate Gems, Banana Chips, Pineapple, Papaya, Cranberries, Cashews, and Almonds.
-Mountain: Raising, Peanuts, Chocolate Gems, Almonds, and Cashews.
-Fruit & Nut: Pineapple, Raisins, Almonds, Banana Chips, Yogurt-Covered Raisins, Cranberries, Cashews, and Mango.

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We back all of our products with a quality guarantee!

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Try this delicious recipe featuring Our Family spaghetti!

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Appetizers Recipes

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Appetizer Meatballs

Prep Time 10 min
Cook Time 30 min
Serves 12

These tasty meatballs are convenient for appetizers, snacks, party treats, salads or sub sandwiches!

SEE RECIPE >>

Apple, Bacon & Cheddar Stuffed Mushrooms

Prep Time 35 min
Cook Time 33 min
Serves 12

Your guests will be raving about this flavorful and elegant appetizer for days after your next dinner party!

SEE RECIPE >>

Baked Meatballs

These meatballs will be a great addition to your next party!

SEE RECIPE >>

Cocktail Sausages

Cocktail sausages are always a party favorite!

SEE RECIPE >>

Crab & Shrimp Bruschetta

Prep Time 15 min

Simple, fresh and delicious, this

SEE RECIPE >>

Cook Time	5 min	bruschetta is a little slice of summer you can enjoy all year long!
Serves	12	

Green Onion Dip with Fresh Veggies

Prep Time 10 min

SEE RECIPE >>

Homemade Guacamole

Prep Time 10 min
Serves 8

Holy guacamole! This lively dip is quick, easy and most important of all, DELICIOUS!

SEE RECIPE >>

Spicy Beef & Refried Bean Nacho Bake

Prep Time 20 min
Cook Time 6 min
Serves 8

This fast and easy classic nacho dish is perfect for parties, potlucks or even dinner with the family!

SEE RECIPE >>

Spicy Beef Nachos

Prep Time 20 min
Cook Time 2 hours
Serves 8

The PERFECT dish for every party!

SEE RECIPE >>

Sweet Sesame Wings

Prep Time 25 min
Cook Time 40 min
Serves 8

SEE RECIPE >>

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"Hoot-n-Holler" Baby Back Pork Ribs

Prep Time 45 min
Cook Time 30 min
Serves 6-8

These quick and simple grilled mesquite ribs will taste like you slow-cooked them for hours!

SEE RECIPE >>

“Happy” Pork Steak

Prep Time 15 min
Cook Time 25 min
Serves 6

Bring a little happiness to your dinner table with this "Happy" meal!

SEE RECIPE >>

All-American Pork Baby Back Ribs

Prep Time 5 min
Cook Time 2 hours
Serves 4

SEE RECIPE >>

American Pride Pork Chops

Prep Time 5 min
Cook Time 10 min
Serves 4

SEE RECIPE >>

America's Favorite Pork Chops

Prep Time 20 min

SEE RECIPE >>

Cook Time	15 min
Serves	4

Apple Sweet and Sour Brats

Prep Time	10 min
Cook Time	50 min
Serves	6-8

At your next cookout, try these hot, mouth-watering brats on fresh bread with a side of potato salad and seasonal fruit!

SEE RECIPE >>

Apricot Glazed Pork Kabobs

Prep Time	15 min
Cook Time	15 min
Serves	4-6

Ideal for summer gatherings with family and friends! Serve with cucumber salad, baked beans, potato salad and your favorite fruit.

SEE RECIPE >>

Brew Burgers

Serves	4

If you like having a beer with your burger, you should try putting beer IN your burger!

SEE RECIPE >>

Carolina Country Style Ribs

Prep Time	15 min
Cook Time	1 hr
Serves	6

Nothing could be finer than these Country Style Ribs from Carolina!

SEE RECIPE >>

Classic Barbecued Chicken

Prep Time	10 min
Cook Time	35 min
Serves	8

SEE RECIPE >>

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Beverages Recipes

Fruity Punch

This fun drink will be a hit at any party!

SEE RECIPE >>

Hot Apple Juice

Serves 8

Try this festive recipe at your next holiday gathering. This spicy, hot drink is sure to warm up your guests!

SEE RECIPE >>

Rise & Shine Smoothie

This is the perfect treat for a sunny day!

SEE RECIPE >>

Spiced Mocha Mix

This drink is a perfect afternoon pick-me-up!

SEE RECIPE >>

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Breads Recipes

Blueberry Muffins

These muffins are a favorite breakfast treat!

SEE RECIPE >>

Cheddar Irish Soda Biscuits

Prep Time 15 min
Cook Time 22 min
Serves 12

Perfect for a St. Patrick's Day potluck or as a companion for a rich stout stew through the year!

SEE RECIPE >>

Crab & Shrimp Bruschetta

Prep Time 15 min
Cook Time 5 min
Serves 12

Simple, fresh and delicious, this bruschetta is a little slice of summer you can enjoy all year long!

SEE RECIPE >>

Cranberry Bread

Serves 12

This recipe is great for holiday gift giving!

SEE RECIPE >>

Jalapeño Cornbread

Prep Time 20 min

SEE RECIPE >>

Cook Time 25 min
Serves 12

Raisin Bran Muffins

These muffins are great to bake for a hot breakfast!

SEE RECIPE >>

Tomato and Basil Crostini

Prep Time 20 min
Cook Time 5 min
Serves 4

With just a few ingredients, these easy-to-make crostini are the perfect party appetizer or quick anytime snack!

SEE RECIPE >>

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Breakfast & Brunch Recipes

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Anytime Ham and Cheese Frittata

Prep Time 15 min
Cook Time 35 min
Serves 8

The perfect "anytime" dish for a weekend breakfast, brunch, light lunch or dinner!

SEE RECIPE >>

Baked Apple French Toast

Prep Time 35 min
Cook Time 40 min
Serves 6

Enjoy an extra special breakfast this weekend with this scrumptious French toast!

SEE RECIPE >>

Blueberry Stuffed French Toast

Prep Time 15 min
Cook Time 6 min
Serves 4

After a long and stressful week, treat yourself to this rich, decadent delight on a peaceful weekend morning.

SEE RECIPE >>

Breakfast Quesadillas

Prep Time 10 min
Cook Time 10 min
Serves 4

These tasty breakfast quesadillas are easy to make and hard to resist!

SEE RECIPE >>

Cranberry-Almond Oatmeal

Prep Time 10 min

Savor this thick and hearty classic New

SEE RECIPE >>

Cook Time 15 min
Serves 4

England breakfast treat!

Granola Bites

Prep Time 25 min
Serves 36 bites

Make your family's day with these no-bake granola delights!

SEE RECIPE >>

Ham & Egg Scramble

Serves 4-6

Surprise your family with this savory, hot breakfast!

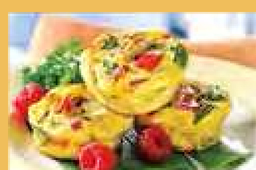
SEE RECIPE >>

Hash Brown & Egg Bake

Prep Time 35 min
Cook Time 45 min
Serves 8

This appetizing dish will make breakfast not only the most important meal of the day, but also the most delicious!

SEE RECIPE >>



Mini Quiches

Prep Time 20 min
Cook Time 20 min
Serves 8

Fun to make and fun to eat, these individual-sized mini quiches are sure to brighten your morning!

SEE RECIPE >>

Poached Eggs Florentine

Prep Time 25 min
Cook Time 5 min
Serves 4

Invite your friends over for brunch this weekend and impress them with this healthy and delicious dish!

SEE RECIPE >>

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Apple Crisp

Serves 6-8

Serve this recipe with vanilla ice cream for an extra special treat!

SEE RECIPE >>

Bananas Foster

Prep Time 10 min
Cook Time 8 min
Serves 4

SEE RECIPE >>

Blueberry Crumble Pie Flurry

Prep Time 15 min
Cook Time 20 min
Serves 4 cups

SEE RECIPE >>

Buttercream Frosting

Prep Time 15 min

SEE RECIPE >>

Caramel Apple Dip

Prep Time 20 min

SEE RECIPE >>

Serves 1-3/4 cups

Caramel Corn

This is a fun treat for any occasion-it is also perfect for gift giving!

SEE RECIPE >>

Chilled Cherry Dessert

Prep Time 20 min
Serves 4

SEE RECIPE >>

Chocolate Chip Cookies

Everyone in your family will be delighted when you fill the house with the scent of baking cookies!

SEE RECIPE >>

Chocolate Chip, Oatmeal & Dried Cherry Cookies

Prep Time 25 min
Cook Time 16 min/batch
Serves 32 cookies

SEE RECIPE >>

Chocolate Chunk Walnut Brownies

Prep Time 15 min
Cook Time 50 min
Serves 9

Just wait until you sink your teeth into these deliciously decadent chocolate treats!

SEE RECIPE >>

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"Hoot-n-Holler" Baby Back Pork Ribs

Prep Time 45 min
Cook Time 30 min
Serves 6-8

These quick and simple grilled mesquite ribs will taste like you slow-cooked them for hours!

SEE RECIPE >>

“Happy” Pork Steak

Prep Time 15 min
Cook Time 25 min
Serves 6

Bring a little happiness to your dinner table with this "Happy" meal!

SEE RECIPE >>

All-American Pork Baby Back Ribs

Prep Time 5 min
Cook Time 2 hours
Serves 4

SEE RECIPE >>

All-Star Pork Meatballs

Prep Time 15 min
Cook Time 30 min
Serves 6

Treat the All-Stars in your family to these amazingly simple and delicious pork meatballs!

SEE RECIPE >>

Almond-Stuffed Pork Chops

Prep Time 15 min

SEE RECIPE >>

Cook Time 50 min
Serves 4

Amelia's Italian Pork Pita Pockets

Prep Time 5 min
Cook Time 10 min
Serves 4

SEE RECIPE >>

American Pride Pork Chops

Prep Time 5 min
Cook Time 10 min
Serves 4

SEE RECIPE >>

America's Cut Mushroom

Prep Time 5 min
Cook Time 20 min
Serves 4

SEE RECIPE >>

America's Favorite Pork Chops

Prep Time 20 min
Cook Time 15 min
Serves 4

SEE RECIPE >>

Anytime Ham and Cheese Frittata

Prep Time 15 min
Cook Time 35 min
Serves 8

The perfect "anytime" dish for a weekend breakfast, brunch, light lunch or dinner!

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Fruits & Vegetables Recipes

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Apple, Bacon & Cheddar Stuffed Mushrooms

Prep Time 35 min
Cook Time 33 min
Serves 12

Your guests will be raving about this flavorful and elegant appetizer for days after your next dinner party!

SEE RECIPE >>

Beet, Orange & Chevre Salad with Lemon-Chive Oil

The perfect salad for Summer!

SEE RECIPE >>

Caramel Apple Dip

Prep Time 20 min
Serves 1-3/4 cups

SEE RECIPE >>

Cheesy Chicken Tortilla Soup

Prep Time 45 min
Cook Time 4 hrs
Serves 8

The delicious aroma of this flavorful, slow-cooked tortilla soup is sure to have your mouth watering.

SEE RECIPE >>

Creamed Spinach-Stuffed Tomatoes

Prep Time 20 min

Colorful, creamy and savory, this is one

SEE RECIPE >>

Cook Time 2 min
Serves 4

side dish that could very well be the star of your dinner plate!

French Beef Stew in a Bread Bowl

Prep Time 25 min
Cook Time 1 hr 15 min
Serves 4

This spectacular beef stew served in a bread bowl looks like it came from a restaurant!

SEE RECIPE >>

Green Onion Dip with Fresh Veggies

Prep Time 10 min

SEE RECIPE >>

Grilled Citrus Spiced Steak Kabob Salad

Prep Time 35 min
Cook Time 10 min
Serves 4

Tired of grilling hot dogs and hamburgers? Make your next cookout a memorable one with this flavorful salad!

SEE RECIPE >>

Grilled Romaine Salad with Creamy Blue Cheese Dressing

Prep Time 25 min
Cook Time 5 min
Serves 4

Your backyard BBQ doesn't have to be all about hamburgers and hot dogs. Try adding this grilled salad to your cookout menu!

SEE RECIPE >>

Grilled Salmon & Spinach Salad

Prep Time 15 min
Cook Time 10 min
Serves 4

Enjoy this delicious, healthy alternative at your next summer cookout!

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Healthy Recipes

Healthy Italian Mixed Salad

Prep Time 10 min
Serves 4

Eating healthy has never been so easy or so delicious!

SEE RECIPE >>

Poached Eggs Florentine

Prep Time 25 min
Cook Time 5 min
Serves 4

Invite your friends over for brunch this weekend and impress them with this healthy and delicious dish!

SEE RECIPE >>

Seasoned Sweet Potato Wedges

Prep Time 10 min
Cook Time 55 min
Serves 6

Low in calories, fat, and sodium. High in flavor, taste, and deliciousness!

SEE RECIPE >>

Spicy Red Pepper & Chicken Pasta

Prep Time 30 min
Cook Time 15 min
Serves 4

SEE RECIPE >>

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Our Family Quality since 1904.

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Holidays & Parties Recipes

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Appetizer Meatballs

Prep Time 10 min
Cook Time 30 min
Serves 12

These tasty meatballs are convenient for appetizers, snacks, party treats, salads or sub sandwiches!

SEE RECIPE >>

Apple, Bacon & Cheddar Stuffed Mushrooms

Prep Time 35 min
Cook Time 33 min
Serves 12

Your guests will be raving about this flavorful and elegant appetizer for days after your next dinner party!

SEE RECIPE >>

Apple-Walnut Turkey Stuffing

Prep Time 20 min
Cook Time 55 min
Serves 12

SEE RECIPE >>

Apricot-Glazed Ham

Prep Time 10 min
Cook Time 1 hr, 30 min
Serves 20

This glazed ham is the simple solution for an easy special occasion dinner. Perfect with green bean casserole, mashed potatoes and fruit salad.

SEE RECIPE >>

Bourbon and Cola Glazed Ham

Prep Time 15 min

SEE RECIPE >>

Cook Time 1 hr 45 min
Serves 10

Classic Deviled Eggs

Prep Time 15 min
Cook Time 15 min
Serves 10

An absolute must for any cookout, picnic or party, these yummy treats will disappear almost as fast as you can make them!

SEE RECIPE >>

Cranberry-Walnut Rugelach

Prep Time 45 min
Cook Time 20 min
Serves 48 cookies

These pastries are perfect for any holiday party, brunch with friends or quiet Sunday breakfast.

SEE RECIPE >>

Double-Chocolate Peppermint Bark

Prep Time 25 min
Cook Time 5 min
Serves 37 pieces

This classic holiday treat is perfect for Christmas gift giving!

SEE RECIPE >>

Green Onion Dip with Fresh Veggies

Prep Time 10 min

SEE RECIPE >>

Holiday Beef Wellington

Prep Time 45 min
Cook Time 50 min
Serves 8

SEE RECIPE >>

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Main Dish Recipes

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Beef Sirloin Strip Roast with Brandied Tarragon-Mustard Sauce

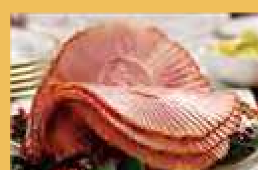
Prep Time 30 min
Cook Time 1 hr
Serves 12

SEE RECIPE >>

Beer-Braised Beef Brisket

Prep Time 15 min
Cook Time 4 hrs 40 min
Serves 10

SEE RECIPE >>



Bourbon and Cola Glazed Ham

Prep Time 15 min
Cook Time 1 hr 45 min
Serves 10

SEE RECIPE >>

Braised Italian Short Ribs

Prep Time 20 min
Cook Time 2 hr 25 min
Serves 6

SEE RECIPE >>

California Chicken Sandwich

Prep Time 20 min

SEE RECIPE >>

Serves 4

Cashew Chicken Skewers with Orange-Ginger Sauce

Prep Time 20 min
Cook Time 12 min
Serves 8

SEE RECIPE >>

Chicken & Beef Fajita Bar

Prep Time 30 min
Cook Time 20 min
Serves 12

SEE RECIPE >>

Chicken & Black Bean Burritos

Prep Time 40 min
Cook Time 15 min
Serves 8

These tasty burritos are bold and bodacious!

SEE RECIPE >>

Chicken Enchilada Casserole

Prep Time 40 min
Cook Time 15 min
Serves 6

SEE RECIPE >>

Chicken Marsala

Prep Time 10 min
Cook Time 25 min
Serves 4

SEE RECIPE >>

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Pasta Recipes

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Confetti Pasta Salad

This festive side dish adds color to any table!

SEE RECIPE >>

Family-Style Lasagna

Prep Time 25 min
Cook Time 45 min
Serves 12

SEE RECIPE >>

Fettuccine Alfredo With Chicken

Serve this pasta dish along with garlic bread and salad for a complete dinner!

SEE RECIPE >>

Gourmet White Mac & Cheese

Prep Time 25 min
Cook Time 30 min
Serves 12

A fresh, flavorful and elegant twist on a comfort food classic!

SEE RECIPE >>

Italian Beef Steak & Pasta For Two

Serves 2

The perfect recipe for a quiet romantic

SEE RECIPE >>

dinner with that special someone in your life!

Lazy Beef Lasagna

Serves 6-8

This amazing lasagna (using ravioli!) is both simple and fun to make! You'll want to share this one with friends and family!

SEE RECIPE >>

Lemon-Basil Pasta Salad

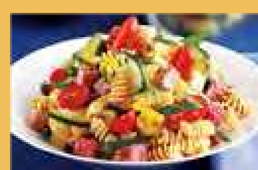
Prep Time	15 min
Cook Time	7 min
Serves	6

SEE RECIPE >>

Linguine Arrabbiata

Prep Time	10 min
Cook Time	20 min
Serves	4

SEE RECIPE >>



Little Italy Pasta Salad

Prep Time	20 min
Cook Time	10 min
Serves	6

SEE RECIPE >>

Southwest Black Bean Lasagna

Prep Time	40 min
Cook Time	45 min
Serves	12

Southwest flavor meets classic Italian cuisine in one big, bold dish!

SEE RECIPE >>

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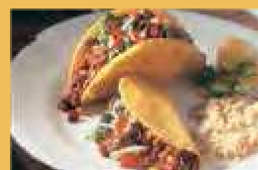


Beef Tacos

Serves 4

Quick, easy, delicious and fun... This could be the perfect meal!

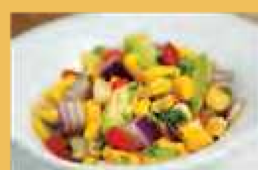
SEE RECIPE >>

Beef Tamale Pie

Serves 4

This quick and easy-to-make tamale pie will be your new favorite comfort food!

SEE RECIPE >>



Mexican Corn Salad

Prep Time 10 min
Serves 6

This oh-so-easy salad has that little extra kick of spicy flavor. Delicioso!

SEE RECIPE >>

Steak and Black Bean Salad

Serves 4

This steak and bean salad is so delicious and so easy!

SEE RECIPE >>

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Salad Recipes

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Apricot-Dijon Pork Salad

Prep Time 10 min
Cook Time 15 min
Serves 4

A beautiful dinner salad with apricot-glazed grilled pork, dried cherries, cheese and toasted pecans -- perfect for a special summer supper!

SEE RECIPE >>

Beef Tenderloin & Greens Dijon

Prep Time 10 min
Cook Time 10 min
Serves 4

This hearty tenderloin beef salad is hearty enough to be an entire meal on its own!

SEE RECIPE >>

Beet, Orange & Chevre Salad with Lemon-Chive Oil

The perfect salad for Summer!

SEE RECIPE >>

Grilled Citrus Spiced Steak Kabob Salad

Prep Time 35 min
Cook Time 10 min
Serves 4

Tired of grilling hot dogs and hamburgers? Make your next cookout a memorable one with this flavorful salad!

SEE RECIPE >>

Grilled Romaine Salad with Creamy Blue Cheese Dressing

Prep Time 25 min

Your backyard BBQ doesn't have to be

SEE RECIPE >>

Cook Time 5 min
Serves 4

all about hamburgers and hot dogs. Try adding this grilled salad to your cookout menu!

Grilled Salmon & Spinach Salad

Prep Time 15 min
Cook Time 10 min
Serves 4

Enjoy this delicious, healthy alternative at your next summer cookout!

SEE RECIPE >>

Grilled Southwest Chicken Caesar Salad

Prep Time 35 min
Cook Time 10 min
Serves 4

A delicious main course salad featuring grilled chicken, homemade Caesar dressing and an attention-grabbing Southwestern flavor!

SEE RECIPE >>

Healthy Italian Mixed Salad

Prep Time 10 min
Serves 4

Eating healthy has never been so easy or so delicious!

SEE RECIPE >>

Hot Crab, Spinach and Artichoke Dip

Prep Time 15 min
Cook Time 8 min
Serves 8

This distinctive and flavorful dip is the perfect choice for those happy get-togethers with family and friends!

SEE RECIPE >>

Mexican Corn Salad

Prep Time 10 min
Serves 6

This oh-so-easy salad has that little extra kick of spicy flavor. Delicioso!

SEE RECIPE >>

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Apple, Bacon & Cheddar Stuffed Mushrooms

Prep Time 35 min
Cook Time 33 min
Serves 12

Your guests will be raving about this flavorful and elegant appetizer for days after your next dinner party!

SEE RECIPE >>

Broccoli & Carrots with Garlic Oil

Prep Time 15 min
Cook Time 5 min
Serves 4

SEE RECIPE >>

Brussels Sprouts with Bacon & Thyme

Prep Time 10 min
Cook Time 30 min
Serves 6

SEE RECIPE >>

Classic Deviled Eggs

Prep Time 15 min
Cook Time 15 min
Serves 10

An absolute must for any cookout, picnic or party, these yummy treats will disappear almost as fast as you can make them!

SEE RECIPE >>

Confetti Pasta Salad

This festive side dish adds color to any

SEE RECIPE >>

table!

Country Turkey Casserole

Prep Time	10 min
Cook Time	25 min
Serves	8

SEE RECIPE >>

Country-Style Baked Beans

Prep Time	20 min
Cook Time	1 hour
Serves	8

Bring a taste of the country to your family's dinner table!

SEE RECIPE >>

Creamed Spinach-Stuffed Tomatoes

Prep Time	20 min
Cook Time	2 min
Serves	4

Colorful, creamy and savory, this is one side dish that could very well be the star of your dinner plate!

SEE RECIPE >>

Crock Pot Baked Beans

Serves	8-10

These baked beans require little effort while having a terrific flavor!

SEE RECIPE >>

Gourmet White Mac & Cheese

Prep Time	25 min
Cook Time	30 min
Serves	12

A fresh, flavorful and elegant twist on a comfort food classic!

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Slow Cooker Recipes

Beef Slow Cooker Irish Stew

Prep Time 40 min
Cook Time 7 hrs 20 min
Serves 8

Celebrate the Emerald Isle with this traditional savory stew!

SEE RECIPE >>

Chicken Paprikash

Prep Time 20 min
Cook Time 5 hr 45 min
Serves 4

A slow-cooked version of a traditional Hungarian favorite!

SEE RECIPE >>

Slow Cooker Black Beans with Rice

Prep Time 30 min
Cook Time 4 hrs 30 min
Serves 8

SEE RECIPE >>

Slow Cooker Turkey Chili

Prep Time 30 min
Cook Time 5 hrs 20 min
Serves 10

What's the big hurry? Take your time with the wonderful, slow-cooked turkey chili!

SEE RECIPE >>

Smoky BBQ Pork Sandwiches

Prep Time 40 min

SEE RECIPE >>

Cook Time 7 hrs 30 min

Serves 10

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Beef Slow Cooker Irish Stew

Prep Time 40 min
Cook Time 7 hrs 20 min
Serves 8

Celebrate the Emerald Isle with this traditional savory stew!

SEE RECIPE >>

Cheesy Chicken Tortilla Soup

Prep Time 45 min
Cook Time 4 hrs
Serves 8

The delicious aroma of this flavorful, slow-cooked tortilla soup is sure to have your mouth watering.

SEE RECIPE >>

Cola Chili con Carne

Prep Time 15 min
Cook Time 45 min
Serves 8

A hearty mix of beef, beans and tomatoes that will surely satisfy even the biggest of appetites!

SEE RECIPE >>

Cowboy Beef Stew

Serves 6

During a long day on the dusty trail, you'll look forward to hunkering down with a nice bowl of this rich and hearty beef stew!

SEE RECIPE >>

Creamy Tomato Soup

Serves 4-5

Try this quick recipe for a savory soup

SEE RECIPE >>

that is sure to warm you up on a cold winter day.

French Beef Stew in a Bread Bowl

Prep Time	25 min
Cook Time	1 hr 15 min
Serves	4

This spectacular beef stew served in a bread bowl looks like it came from a restaurant!

SEE RECIPE >>

Potato Chowder

Prep Time	25 min
Cook Time	35 min
Serves	6

Nourish your body and soul with this comfort food classic!

SEE RECIPE >>

Slow Cooker Turkey Chili

Prep Time	30 min
Cook Time	5 hrs 20 min
Serves	10

What's the big hurry? Take your time with the wonderful, slow-cooked turkey chili!

SEE RECIPE >>

Tomato Bisque with Parmesan Crountons

Prep Time	20 min
Cook Time	40 min
Serves	8

The ultimate "This is so good! What is this called?" dish!

SEE RECIPE >>

Traditional French Onion Soup

Prep Time	10 min
Cook Time	1 hr 10 min
Serves	6

Be sure to save this one for a cool, rainy Autumn day...

SEE RECIPE >>

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Frequently Asked Questions

How do I print a coupon?
If it is your first time printing coupons with us, you will need to take a short moment to install the Coupon Printer. Once you have successfully installed the Coupon Printer make sure your default printer is turned on and you are ready to print and enjoy money saving coupons.

What do I need in order to print a coupon?
Our Coupon Printer technology sends the coupon directly to your default printer, so a printer is required to complete the coupon printing process.

You are also required to have administrative permissions to install the Coupon Printer application onto your computer. This means that you need the appropriate level of permissions to install software onto your computer. Some work environments and or shared computing environments (public library or internet cafe) may not allow you to install our Coupon Printer.

Why do I need to install the Coupon Printer?
The Coupon Printer is safe software that enables your computer to build and print coupons that will be accepted at stores. Have no worries—we will never do anything to violate your privacy or send you anything without your permission.

The Coupon Printer is a TRUSTe trusted download.
http://www.truste.org/ivalidate.php?url=www.coupons.com&sealid=102

Coupons.com is a Better Business Bureau accredited business.
https://www.bbb.org/online/consumer/cks.aspx?ID=1060221103954

Where can I download the Coupon Printer?
You can try our stand-alone installer by clicking on the following link:
Windows
2000/XP/Vista with Internet Explorer/ Mozilla Firefox / Netscape Navigator
http://install.coupons.com

Macintosh
OSX 10.3 or higher when used with Apple Safari / Mozilla Firefox
http://ftp.coupons.com/Safari/MacCouponPrinter.dmg

Why can't I see the actual coupon before I print?
If you never printed coupons before, you will need to first install the Coupon Printer.

Our coupons will never render on screen and will directly print to your printer. Please ensure that your default printer is turned on and has paper and ink or toner. Coupons cannot be printed to a fax machine or graphic format like a PDF. Check that your default printer is set to print to paper.

Why is the coupon going to my old printer or fax machine?
If you have multiple printers or have a fax machine connected to your computer it is likely that a default printer has not been set. To assign a default printer, follow these steps:

1. Click Start -> Control Panel - > Printers and Faxes. You should see your printers listed.
2. Right click on the printer you wish to print from and select "Set as Default Printer."

Please restart your browser and try to print a coupon. You should now see the coupon will be routed to your chosen printer.

Why did I get a "Print Limit Reached" message when the coupon never printed?
Manufacturers using our coupon printing technology typically assign individual print limits to their coupon offers to make sure everyone gets a chance to print their coupon. You may be encountering a "Print Limit Reached" error message if you have attempted to print the same coupon multiple times.

If you encounter a "Print Limit Reached" error message and no coupons actually print, you should first check your printer settings and adjust the default printer if necessary. Coupons sent to the wrong printer or an offline printer cannot be re-queued to another printer.

If you encounter a "Print Limit Reached" error message on a manufacturer website, their coupon promotion may have ended and the coupon may no longer be available.

Why am I prompted to install the Coupon Printer repeatedly?
If you are using Internet Explorer, your Coupon Printer Add-ons may have been disabled. Please follow these steps to enable your Add-ons and for your system to recognize the installed software:

1. Open your Internet Explorer Browser
2. Go to Tools -> Manage Add-ons -> Enable/Disable Add-ons
3. In the drop down menu select "Add-ons previously used by Internet Explorer"
4. Look for "Cpbrkpie Control" under Name and "Enable" it if it is marked as "Disabled"
5. Look for "CouponBar" under Name and "Enable" it if it is marked as "Disabled". Note that the CouponBar add-on may not necessarily appear in the add-on listing.
6. Restart your browser and print your coupon
7. After installation try printing the coupon again to ensure that the Coupon Printer is properly installed.

Why does my computer not recognize the Coupon Printer is installed?
If you are using Internet Explorer, it may be that your ActiveX control for the Coupon Printer was disabled during the installation.

1. Please look for the ActiveX bar (also called the Windows Information Bar) across the top of the page.
2. You may be prompted with this message: "The previous webpage might require the following add-on: 'Couponprinter.ocx' from 'Coupons Inc.". Click here to allow it to run..."
3. Click on the bar and select "Install ActiveX". This will allow the Coupon Printer in Internet Explorer to print coupons.

Can you mail or e-mail me the coupons?

Our Coupon Printer sends the coupon directly to your printer, so a physical printer is required to complete the coupon printing process. We do not send our coupons by postal mail or e-mail. Please check with the manufacturer if there are offline offers available in lieu of a print-at-home coupon.

What are the browser/platforms the Coupon Printer currently supports?
Coupon printing is currently supported on Windows Operating Systems Vista, XP, and 2000 when used with Internet Explorer 6+, Firefox 1+, Chrome, Opera, Netscape 8+, and most MSN and AOL browsers.

If you are unable to print when using an MSN, AOL, or Compuserve browser, please try printing your coupon using Internet Explorer or Firefox.

Why does my Antivirus software flag the Coupon Printer?
It may be that your Antivirus settings are high and blocking installations. Please rest assured that there are no viruses, trojans, malware, or adware associated with our download. You can verify that our software has been white-listed by TRUSTe at http://www.truste.org/tdp/whitelist.

The Coupon Printer is a software program that enables you to send coupons to your printer with a click of a button. It is user friendly and completely safe for you to download. You can disable your antivirus temporarily, install the coupon printer, and enable your antivirus to be able to print coupons safely.

Why can't I print from work or the library?
If you are trying to print coupons at work, library, Internet café, or university, you may not have administrative permissions required to download and install programs onto the computer you are using. This may be true even if you've downloaded and installed other files or programs onto this computer. If attempting to print coupons from a shared computing environment, please contact your network administrator for more information. If you have a home computer, you may find it easier to access and print our coupons there.

Our Family®

Quality Since 1904

LABELS for LEARNING™

Dear Parent or Member

We are all aware of the increasing difficulty schools face in acquiring sufficient funds to provide the necessary educational and extra-curricular materials needed for our children. We are also aware of extra needs that churches and organizations are confronted with on a daily basis. Today's budgets simply cannot keep up with the high cost demands.

Our local stores have the same concerns you and I do about providing a quality education and necessary needs of this community and that is why they have introduced the **Labels for Learning™** *program.*

Through July, 2016, we will donate 5¢ for every Our Family® product (barcode) that you purchase and turn in. Collection areas can be set up at a designated area to deposit the UPC barcodes. For every bundle of 500 UPC barcodes collected, we will receive $25.00. We will then be able to use this money to help supply the needed materials for our children's education; our church and organizations needs.

The program is simple because Our Family® is so popular. Did you know that we currently sell 22,000+ Our Family® products each week? Collecting UPC barcodes will quickly add up. We encourage you to save "Our Family®" barcodes. Together, we can improve the quality of education and special needs.

SpartanNash

Dear Program Administrator

Thank you for your interest in the Labels for Learning fundraising program. We hope you'll find this program as an excellent opportunity to raise funds for your non-profit school or organization. ***Our program will run through July, 2016.***

Enclosed are all the materials required for you to begin your Labels for Learning™ fundraising efforts. ***It is important to note that we must have a completed W-9 Tax ID form on file declaring your non-profit status prior to the distribution of funds. This should be sent to the redemption center attached to your Bonus Certificate at the time of the first bundle of 500 Our Family® barcode redemption.*** *Payment distribution will occur once per month and is sent directly to the name and address you provided on your W-9 Tax ID form.*

Like many fundraising programs, the rewards will be greater with a sustained and focused effort. Do your best to keep excitement high so as to maximize impact for your school, church or organization.

Our Family® brand is an exclusive offering of the Nash Finch Company. Our Family® is proud to have turned the corner into the second century of quality and value to consumers across the country.

You will find quality Our Family® products at finer locally owned and operated grocer stores in your town.

Good luck in your efforts!

SpartanNash

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LABELS for LEARNING™

Label Redemption Procedure

1. Through July, 2016, collect Our Family® UPC barcodes. Save 500 barcodes or more; send in with the UPC barcode Redemption form along with your bonus certificate. Labels for Learning™ checks will be issued to schools/churches or non-profit organizations only.
(Each group may redeem only one bonus certificate.)

2. Attach label redemption form to each bundle, form enclosed.
(Make additional copies as necessary.)

3. Package UPC barcodes and ship to redemption center using the mailing label supplied.
(Proper postage required.)

4. A check will be sent to your school, church or non-profit organization in increments of $25 for every 500 barcodes submitted.

Our Family®
Quality Since 1904

It's just that easy to help your school earn money for athletic equipment, band uniforms, new textbooks and teaching aids.

Please include a UPC barcode redemption form each time you submit a collection.

UPC BARCODE REDEMPTION FORM

Group Name ______________________

Address ______________________

City ______________________

State __________ Zip ______________

Contact Person ______________________

Phone ______________________

Number of Barcodes Enclosed __________

UPC BARCODE REDEMPTION FORM

Group Name ______________________

Address ______________________

City ______________________

State __________ Zip ______________

Contact Person ______________________

Phone ______________________

Number of Barcodes Enclosed __________

UPC BARCODE REDEMPTION FORM

Group Name ______________________

Address ______________________

City ______________________

State __________ Zip ______________

Contact Person ______________________

Phone ______________________

Number of Barcodes Enclosed __________

UPC BARCODE REDEMPTION FORM

Group Name ______________________

Address ______________________

City ______________________

State __________ Zip ______________

Contact Person ______________________

Phone ______________________

Number of Barcodes Enclosed __________

Our Family®
Quality Since 1904
LABELS for LEARNING™

Bonus Certificate

Certificate Number

$25.00 BONUS

For Your First Set of 500 Our Family UPC Barcodes

Enclose this certificate with your first 500 collected Our Family® UPC Barcodes and receive a $25 bonus! Bonus Certificate and Labels for Learning™ rebate checks will be issued to a school, church or non profit organization only. Each group may redeem only one bonus certificate. The bonus certificate is valid when redeemed with 500 Our Family® UPC barcodes from our group's collection. A W-9 Tax ID form must accompany your first bundle along with the Bonus Certificate to receive your check.

Together We Can Make a Difference!

It's As Easy As

1. **Raise money for your school/church or organization!**
Together we can work to make a difference in the education of our children. It's easy; just save UPC barcodes for cash. When you receive your checks, your school, church or organization is free to spend the money any way they want. New textbooks, band uniforms, computer programs, art supplies; many ways to support.

2. **Save Our Family® UPC barcodes...It's that easy!**
During the school year, just save the barcodes from Our Family® products. You will earn $25.00 in cash for each bundle of 500 UPC barcodes sent to us.

3. **Where to find Our Family®**
You will find more than 2000 Our Family® items with national brand quality, every day, all priced lower than national brands. Our Family® has turned the corner into the second century of quality and value, so you'll be assured satisfaction with every purchase. Find Our Family® products at finer grocery stores everywhere!

Get Started Now

To participate, complete the registration card and mail it today. You will receive an information packet explaining the details of the program. We will work together in building a better education for our children..

REGISTRATION CARD

Yes, our school, church or organization wants to participate in the Our Family® Labels for Learning® Program. Please send us the Our Family ® Labels for Learning® Bonus Certificate* (worth an additional $25.00 with your bundle of 500 Our Family® UPC barcodes.)

Group Name ______________________________

Address ______________________________

City______________ State __________ Zip______________

Contact Person ______________ Phone (   ) ______________

Email Address Required______________________________

Offers will be mailed direct to your organization. *Bonus Certificate and Labels for Learning® rebate checks will be issued to a school, church or organization only. Each group may redeem only one Bonus Certificate. The Bonus Certificate is valid when redeemed with the first 500 Our Family® UPC barcodes from your group's collection. A W-9 Tax ID form must accompany your first bundle along with the Bonus Certificate to receive your check.

Place
Postage
Here

Our Family® Labels for Learning™

BUSINESS REPLY MAIL
Address

Our Family® Labels for Learning™
7600 France Avenue South
Edina, MN 55435

Our Family® Labels for Learning™
7600 France Avenue South
Edina, MN 55435

Our Family Gluten Free List

Brand	UPC	Item Name	Size	Unit
Our Family	00-0-70253-10103-8	Frozen Concentrated Lemonade	12	fl oz
Our Family	00-0-70253-10104-5	Frozen Concentrated Pink Lemonade	12	fl oz
Our Family	00-0-70253-10109-0	Apple Juice Frozen Concentrate	12	fl oz
Our Family	00-0-70253-10125-0	Orange Juice Frozen Concentrate	12	fl oz
Our Family	00-0-70253-10126-7	Orange Juice Frozen Concentrate with Calcium	12	fl oz
Our Family	00-0-70253-10127-4	Frozen Concentrated Orange Juice Country Style with Medium Pulp	12	fl oz
Our Family	00-0-70253-10129-8	Orange Juice Frozen Concentrate	16	fl oz
Our Family	00-0-70253-10131-1	Orange Juice Frozen Concentrate Pulp Free	12	fl oz
Our Family	00-0-70253-10135-9	Frozen Concentrated Limeade	12	fl oz
Our Family	00-0-70253-10145-8	Grape Juice Cocktail Frozen Concentrate	12	fl oz
Our Family	00-0-70253-10150-2	Frozen Concentrated Fruit Punch	12	fl oz
Our Family	00-0-70253-10152-6	Fresh Frozen Raspberries	12	oz
Our Family	00-0-70253-10153-3	Fresh Frozen Blueberries	12	oz
Our Family	00-0-70253-10155-7	Fresh Frozen Blackberries	12	oz
Our Family	00-0-70253-10163-2	Sliced Peaches	12	oz
Our Family	00-0-70253-10165-6	Mixed Fruit	16	oz
Our Family	00-0-70253-10166-3	Dark Sweet Cherries	16	oz
Our Family	00-0-70253-10167-0	Fresh Frozen Berry Medley	12	oz
Our Family	00-0-70253-10170-0	Fresh Frozen Whole Strawberries	64	oz
Our Family	00-0-70253-10172-4	Fresh Frozen Blueberries	48	oz
Our Family	00-0-70253-10174-8	Mixed Fruit	4	lb
Our Family	00-0-70253-10182-3	Sliced Strawberries with Sugar	9.7	oz
Our Family	00-0-70253-10184-7	Sugar Sweetened Sliced Strawberries	23.2	oz
Our Family	00-0-70253-10185-4	Fresh Frozen Whole Strawberries	16	oz
Our Family	00-0-70253-10186-1	Mango Chunks	16	oz
Our Family	00-0-70253-10188-5	Splenda Sweetened Sliced Strawberries	15	oz
Our Family	00-0-70253-10195-3	Red Raspberries in Sugar Syrup	10	oz
Our Family	00-0-70253-10198-4	Rhubarb	16	oz
Our Family	00-0-70253-10260-8	Fresh Frozen Cut Green Beans	32	oz
Our Family	00-0-70253-10323-0	Corn on the Cob	4	ct
Our Family	00-0-70253-10381-0	Chopped Spinach	10	oz
Our Family	00-0-70253-10402-2	Broccoli Cuts	32	oz
Our Family	00-0-70253-10403-9	Broccoli Cuts	16	oz
Our Family	00-0-70253-10405-3	Broccoli Cuts With Cauliflower	16	oz
Our Family	00-0-70253-10415-2	Fresh Frozen Cut Green Beans	16	oz
Our Family	00-0-70253-10417-6	Fresh Frozen Oriental Blend	16	oz
Our Family	00-0-70253-10418-3	French Style Green Beans	16	oz
Our Family	00-0-70253-10421-3	Country Style Vegtables	16	oz
Our Family	00-0-70253-10427-5	Brussels Sprouts	16	oz
Our Family	00-0-70253-10439-8	Cauliflower	16	oz
Our Family	00-0-70253-10445-9	California Blend	16	oz
Our Family	00-0-70253-10451-0	Baby Lima Beans	16	oz
Our Family	00-0-70253-10463-3	Fresh Frozen Green Peas	16	oz
Our Family	00-0-70253-10465-7	Petite Peas	16	oz
Our Family	00-0-70253-10468-8	Broccoli Stir Fry	16	oz
Our Family	00-0-70253-10470-1	Fresh Frozen Oriental Stir Fry	16	oz
Our Family	00-0-70253-10471-8	Crinkle Cut Carrots	16	oz
Our Family	00-0-70253-10472-5	Steamable Whole Kernel Super Sweet Corn	12	oz
Our Family	00-0-70253-10474-9	Steamable Broccoli Cuts	12	oz
Our Family	00-0-70253-10476-3	Steamable Green Peas	12	oz
Our Family	00-0-70253-10478-7	Steamable Mixed Vegetables	12	oz
Our Family	00-0-70253-10480-0	Steamable Cut Green Beans	12	oz
Our Family	00-0-70253-10482-4	Steamable Broccoli & Cauliflower	12	oz
Our Family	00-0-70253-10484-8	Steamable California Blend	12	oz
Our Family	00-0-70253-10491-6	Whole Kernel Corn	16	oz
Our Family	00-0-70253-10500-5	Mixed Vegetables	32	oz
Our Family	00-0-70253-10501-2	Mixed Vegetables	16	oz
Our Family	00-0-70253-10502-9	Italian Blend Vegetables	16	oz
Our Family	00-0-70253-10503-6	Stew Vegetables	16	oz
Our Family	00-0-70253-10504-3	Vegetable Soup Mix	16	oz

Our Family	00-0-70253-10505-0	Fresh Frozen Broccoli Florets	14	oz
Our Family	00-0-70253-10507-4	Fresh Frozen Leaf Spinach	16	oz
Our Family	00-0-70253-10513-5	Peas & Carrots	16	oz
Our Family	00-0-70253-10540-1	Fresh Frozen Whole Kernel Corn	32	oz
Our Family	00-0-70253-10542-5	Green Peas	32	oz
Our Family	00-0-70253-10633-0	Hamburger 75% Patties	5	lb
Our Family	00-0-70253-10635-4	Hamburger 85% Patties	24	oz
Our Family	00-0-70253-10637-8	Hamburger 85% Patties	3	lb
Our Family	00-0-70253-10639-2	Angus Hamburger 85% Patties	2	lb
Our Family	00-0-70253-10658-3	Salted Butter Quarters	16	oz
Our Family	00-0-70253-10659-0	Unsalted Butter Quarters	16	oz
Our Family	00-0-70253-10660-6	Solid Butter	1	lb
Our Family	00-0-70253-10665-1	Sugar Free Whipped Topping	8	oz
Our Family	00-0-70253-10667-5	Extra Creamy Whipped Topping with Real Cream	8	oz
Our Family	00-0-70253-10673-6	Whipped Topping	8	oz
Our Family	00-0-70253-10675-0	Lite Whipped Topping	8	oz
Our Family	00-0-70253-10678-1	Whipped Topping	16	oz
Our Family	00-0-70253-10680-4	Fat Free Whipped Topping	8	oz
Our Family	00-0-70253-10690-3	Lite Whipped Topping	16	oz
Our Family	00-0-70253-10700-9	Tater Puffs	32	oz
Our Family	00-0-70253-10707-8	Crinkle Cut Potatoes	32	oz
Our Family	00-0-70253-10708-5	Crinkle Cut Potatoes	5	lb
Our Family	00-0-70253-10710-8	Cut Potatoes	32	oz
Our Family	00-0-70253-10716-0	Hashbrown Potatoes	30	oz
Our Family	00-0-70253-10718-4	Hashbrown Potatoes	32	oz
Our Family	00-0-70253-10720-7	Shoe String Potatoes	28	oz
Our Family	00-0-70253-10726-9	Hashbrown Patties	21.16	oz
Our Family	00-0-70253-10740-5	Steak Fries	28	oz
Our Family	00-0-70253-10763-4	Extra Crispy Shoestring French Fried Potatoes	26	oz
Our Family	00-0-70253-10914-0	100% Arabica House Blend Ground Coffee	10	oz
Our Family	00-0-70253-10916-4	100% Arabica House Blend Whole Bean Coffee	10	oz
Our Family	00-0-70253-10918-8	100% Arabica Colombian Whole Bean Coffee	10	oz
Our Family	00-0-70253-10920-1	100% Arabica Colombian Ground Coffee	10	oz
Our Family	00-0-70253-10922-5	100% Arabica Hazelnut Ground Coffee	10	oz
Our Family	00-0-70253-10924-9	100% Arabaica French Roast Whole Bean Coffee	10	oz
Our Family	00-0-70253-10926-3	100% Arabica House Blend Decaf Whole Bean Coffee	10	oz
Our Family	00-0-70253-10948-5	Regular Instant Coffee	4	oz
Our Family	00-0-70253-10950-8	Coffee Singles	19	ct
Our Family	00-0-70253-10952-2	Decaffinated Coffee Singles	19	ct
Our Family	00-0-70253-10958-4	Instant Coffee Crystals	8	oz
Our Family	00-0-70253-10960-7	Decaffeinated Instant Coffee Crystals	8	oz
Our Family	00-0-70253-10965-2	Single Cup Original Coffee	12	ct
Our Family	00-0-70253-10967-6	Single Cup Medium Roast Coffee	12	ct
Our Family	00-0-70253-10969-0	Single Cup Dark Roast Coffee	12	ct
Our Family	00-0-70253-10971-3	Single Cup House Blend Coffee	12	ct
Our Family	00-0-70253-10978-2	Single Cup French Vanilla Coffee	12	ct
Our Family	00-0-70253-10980-5	Single Cup French Vanilla Cappuccino Coffee	12	ct
Our Family	00-0-70253-10982-9	Single Cup Hazelnut Cappuccino Coffee	12	ct
Our Family	00-0-70253-10984-3	Single Cup Milk Chocolate Hot Cocoa Coffee	12	ct
Our Family	00-0-70253-10986-7	Single Cup Spiced Apple Cider Coffee	12	ct
Our Family	00-0-70253-10988-1	Single Cup Breakfast Blend Coffee	12	ct
Our Family	00-0-70253-11001-6	Classic Roast Coffee	33.9	oz
Our Family	00-0-70253-11003-0	Breakfast Blend Coffee	30.9	oz
Our Family	00-0-70253-11005-4	French Roast Coffee	30.9	oz
Our Family	00-0-70253-11007-8	Half Caff Coffee	32.4	oz
Our Family	00-0-70253-11009-2	Classic Roast Decaf Coffee	33.9	oz
Our Family	00-0-70253-11011-5	100% Colombian Coffee	10.3	oz
Our Family	00-0-70253-11013-9	Classic Roast Coffee	11.3	oz
Our Family	00-0-70253-11015-3	French Roast Coffee	10.3	oz
Our Family	00-0-70253-11017-7	Half Caff Coffee	10.8	oz
Our Family	00-0-70253-11019-1	Classic Roast Decaf Coffee	11.3	oz
Our Family	00-0-70253-11021-4	Special Roast Coffee	34.5	oz

Our Family	00-0-70253-11023-8	Special Roast Coffee	11.5	oz
Our Family	00-0-70253-11025-2	100% Arabica Gentle Roast Coffee	11.5	oz
Our Family	00-0-70253-11300-0	Strawberry Watermelon Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-11302-4	Berry Pomegranate Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-11304-8	Fruit Punch Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-11306-2	Lemonade Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-11308-6	Raspberry Lemonade Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-11310-9	Cherry Limeade Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-11312-3	Punch Energy Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-11314-7	Blue Raspberry Drink Enhancer	1.62	fl oz
Our Family	00-0-70253-14109-6	Whole White Grapefruit in Light Syrup	15	oz
Our Family	00-0-70253-14883-5	Large Eggs	12	ct
Our Family	00-0-70253-15000-5	Maraschino Cherries	10	oz
Our Family	00-0-70253-15010-4	Maraschino Cherries with Stems	10	oz
Our Family	00-0-70253-15015-9	Salad Cherries	10	oz
Our Family	00-0-70253-15020-3	Maraschino Cherries	16	oz
Our Family	00-0-70253-15025-8	Green Maraschino Cherries	6	oz
Our Family	00-0-70253-16001-1	Orange Juice from Concentrate	59	fl oz
Our Family	00-0-70253-16004-2	Citrus Punch	128	fl oz
Our Family	00-0-70253-16006-6	Orange Juice from Concentrate	128	fl oz
Our Family	00-0-70253-16008-0	100% Pulp Free Orange Juice with Calcium from Concentrate	59	fl oz
Our Family	00-0-70253-16009-7	100% Orange Juice with Calcium from Concentrate	128	fl oz
Our Family	00-0-70253-16113-1	Premium Pulp Free Orange Juice Not from Concentrate	59	fl oz
Our Family	00-0-70253-17000-3	Mini Semi Sweet Baking Chips	12	oz
Our Family	00-0-70253-17002-7	White Baking Chips	12	oz
Our Family	00-0-70253-17004-1	Semi Sweet Baking Chips	24	oz
Our Family	00-0-70253-21998-6	Fresh Pressed Apple Cider	96	fl oz
Our Family	00-0-70253-22005-0	Apple Juice	64	fl oz
Our Family	00-0-70253-22008-1	Apple Juice	128	fl oz
Our Family	00-0-70253-22010-4	Apple Cider	128	fl oz
Our Family	00-0-70253-22012-8	Orange Juice	64	fl oz
Our Family	00-0-70253-22013-5	100% Apple Juice	46	fl oz
Our Family	00-0-70253-22023-4	Fresh Pressed Apple Juice	64	fl oz
Our Family	00-0-70253-22026-5	Lemon Juice	32	fl oz
Our Family	00-0-70253-22028-9	Pink Grapefruit Juice	64	fl oz
Our Family	00-0-70253-22032-6	Lime Juice	15	fl oz
Our Family	00-0-70253-22035-7	100% Grape Juice Blend	64	fl oz
Our Family	00-0-70253-22037-1	100% Berry Juice Blend	64	fl oz
Our Family	00-0-70253-22039-5	100% Cherry Punch Juice Blend	64	fl oz
Our Family	00-0-70253-22041-8	100% Fruit Punch Juice Blend	64	fl oz
Our Family	00-0-70253-22043-2	100% Orange Tangerine Juice Blend	64	fl oz
Our Family	00-0-70253-22045-6	Pineapple Juice	64	fl oz
Our Family	00-0-70253-22065-4	Grape Juice	64	fl oz
Our Family	00-0-70253-22066-1	White Grape Juice	64	fl oz
Our Family	00-0-70253-22067-8	Grape Cranberry Juice Cocktail	64	fl oz
Our Family	00-0-70253-22068-5	Light Cranberry Juice Cocktail	64	fl oz
Our Family	00-0-70253-22069-2	Light Grape Cranberry Juice Cocktail	64	fl oz
Our Family	00-0-70253-22071-5	Prune Juice	64	fl oz
Our Family	00-0-70253-22072-2	100% Canned Vegetable Juice	46	fl oz
Our Family	00-0-70253-22076-0	Tomato Juice	46	fl oz
Our Family	00-0-70253-22078-4	100% Tomato Juice	46	fl oz
Our Family	00-0-70253-22081-4	100% Tomato Juice	64	fl oz
Our Family	00-0-70253-22083-8	Vegetable Juice Cocktail	46	fl oz
Our Family	00-0-70253-22085-2	100% Vegetable Juice	64	fl oz
Our Family	00-0-70253-22114-9	Applesauce	50	oz
Our Family	00-0-70253-22115-6	Unsweetened Applesauce	50	oz
Our Family	00-0-70253-22116-3	Unsweetened Applesauce	25	oz
Our Family	00-0-70253-22118-7	Applesauce	25	oz
Our Family	00-0-70253-22130-9	Regular Applesauce Cups	24	oz
Our Family	00-0-70253-22131-6	Natural Applesauce Cups	24	oz
Our Family	00-0-70253-22132-3	Cinnamon Applesauce Cups	24	oz
Our Family	00-0-70253-22133-0	Strawberry Applesauce Cups	24	oz

Our Family	00-0-70253-22140-8	Diced Peaches Fruit Cups	4	oz
Our Family	00-0-70253-22141-5	Diced Mixed Fruit Cups	4	oz
Our Family	00-0-70253-22143-9	Mandarin Oranges Fruit Cups	4	oz
Our Family	00-0-70253-22150-7	Diced Peaches in White Grape Juice Fruit Cups	12	oz
Our Family	00-0-70253-22156-9	Mixed Fruit with Maraschino Cherries in White Grape Juice Fruit Cups	12	oz
Our Family	00-0-70253-22215-3	Unpitted Apricots Halves	15	oz
Our Family	00-0-70253-22300-6	Cranberry Cocktail	64	fl oz
Our Family	00-0-70253-22301-3	Cranberry Apple Juice Cocktail	64	fl oz
Our Family	00-0-70253-22302-0	Raspberry Cranberry Juice Cocktail	64	fl oz
Our Family	00-0-70253-22304-4	Ruby Red Grapefruit Juice Cocktail	64	fl oz
Our Family	00-0-70253-22305-1	Grapefruit Juice	64	fl oz
Our Family	00-0-70253-22307-5	Cranberry Cocktail	128	fl oz
Our Family	00-0-70253-22313-6	Apple Raspberry Cocktail	64	fl oz
Our Family	00-0-70253-22314-3	Apple Cherry Cocktail	64	fl oz
Our Family	00-0-70253-22315-0	Apple Kiwi Strawberry Cocktail	64	fl oz
Our Family	00-0-70253-22352-5	White Cranberry Peach Juice Cocktail	64	fl oz
Our Family	00-0-70253-22354-9	Whole Cranberry Sauce	14	oz
Our Family	00-0-70253-22356-3	Jellied Cranberry Sauce	14	oz
Our Family	00-0-70253-22363-1	100% Pomegranate Cranberry Juice Blend	64	fl oz
Our Family	00-0-70253-22365-5	100% Pomegranate Blueberry Juice Blend	64	fl oz
Our Family	00-0-70253-22450-8	Fruit Cocktail	8.75	oz
Our Family	00-0-70253-22453-9	Fruit Cocktail in Heavy Syrup	15.25	oz
Our Family	00-0-70253-22456-0	Light Fruit Cocktail	15	oz
Our Family	00-0-70253-22458-4	Fruit Cocktail	30	oz
Our Family	00-0-70253-22540-6	Mandarin Oranges	11	oz
Our Family	00-0-70253-22542-0	Mandarin Oranges	15	oz
Our Family	00-0-70253-22544-4	Tropical Fruit Salad	15	oz
Our Family	00-0-70253-22601-4	Yellow Cling Peach Halves in Heavy Syrup	15.25	oz
Our Family	00-0-70253-22604-5	Yellow Cling Peach Halves	29	oz
Our Family	00-0-70253-22610-6	Sliced Yellow Cling Peaches in Heavy Syrup	8.75	oz
Our Family	00-0-70253-22613-7	Sliced Yellow Cling Peaches in Heavy Syrup	15.25	oz
Our Family	00-0-70253-22616-8	Lite Sliced Peaches	15	oz
Our Family	00-0-70253-22618-2	Sliced Yellow Cling Peaches	29	oz
Our Family	00-0-70253-22684-7	Lite Pear Halves	8	oz
Our Family	00-0-70253-22685-4	Sliced Pears in Heavy Syrup	15.25	oz
Our Family	00-0-70253-22686-1	Lite Sliced Pears	15	oz
Our Family	00-0-70253-22687-8	Pear Halves in Heavy Syrup	15.25	oz
Our Family	00-0-70253-22690-8	Lite Pear Halves	15	oz
Our Family	00-0-70253-22692-2	Pear Halves in Heavy Syrup	29	oz
Our Family	00-0-70253-22732-5	Sliced Peaches Sweetened with Splenda	15	oz
Our Family	00-0-70253-22734-9	Fruit Cocktail in Splenda	15	oz
Our Family	00-0-70253-22736-3	Mixed Fruit with Triple Cherries	15	oz
Our Family	00-0-70253-22832-2	Crushed Pineapple	20	oz
Our Family	00-0-70253-22834-6	Pineapple Chunks	20	oz
Our Family	00-0-70253-22836-0	Sliced Pineapple	20	oz
Our Family	00-0-70253-22838-4	Pineapple Tidbits	20	oz
Our Family	00-0-70253-22842-1	Very Cherry Pie Filling	21	oz
Our Family	00-0-70253-22844-5	Very Apple Pie Filling	21	oz
Our Family	00-0-70253-22846-9	Peach Pie Filling	21	oz
Our Family	00-0-70253-22848-3	Strawberry Pie Filling	21	oz
Our Family	00-0-70253-23012-7	Blueberry Pie Filling	21	oz
Our Family	00-0-70253-25000-2	Vanilla Instant Pudding Mix	5.1	oz
Our Family	00-0-70253-25002-6	Chocolate Instant Pudding Mix	5.85	oz
Our Family	00-0-70253-25003-3	French Vanilla Instant Pudding Mix	3.4	oz
Our Family	00-0-70253-25004-0	Vanilla Cooked Pudding Mix	4.66	oz
Our Family	00-0-70253-25006-4	Chocolate Cooked Pudding Mix	5.25	oz
Our Family	00-0-70253-25012-5	Strawberry Gelatin Mix	6	oz
Our Family	00-0-70253-25014-9	Orange Gelatin Mix	6	oz
Our Family	00-0-70253-26004-9	Cut Asparagus	14.5	oz
Our Family	00-0-70253-26050-6	Cut Green Beans	8	oz
Our Family	00-0-70253-26053-7	Cut Green Beans	14.5	oz
Our Family	00-0-70253-26078-0	French Style Green Beans	8	oz
Our Family	00-0-70253-26081-0	French Style Green Beans	14.5	oz

Our Family	00-0-70253-26097-1	Whole Green Beans	14.5	oz
Our Family	00-0-70253-26105-3	Cut Wax Beans	14.5	oz
Our Family	00-0-70253-26199-2	Garbanzo Beans	15	oz
Our Family	00-0-70253-26200-5	Dark Red Kidney Beans	15	oz
Our Family	00-0-70253-26202-9	Light Red Kidney Beans	15	oz
Our Family	00-0-70253-26206-7	Black Beans	15	oz
Our Family	00-0-70253-26208-1	Navy Beans	15	oz
Our Family	00-0-70253-26230-2	Chili Beans	15	oz
Our Family	00-0-70253-26251-7	Lima Beans	15	oz
Our Family	00-0-70253-26269-2	Beef Tamales	15	oz
Our Family	00-0-70253-26280-7	Original Baked Beans	28	oz
Our Family	00-0-70253-26282-1	Homestyle Baked Beans	28	oz
Our Family	00-0-70253-26284-5	Onion Baked Beans	28	oz
Our Family	00-0-70253-26285-2	Country Style Baked Beans	28	oz
Our Family	00-0-70253-26289-0	Maple Cured Baked Beans	28	oz
Our Family	00-0-70253-26290-6	Pork & Beans	15	oz
Our Family	00-0-70253-26298-2	Great Northern Beans	15	oz
Our Family	00-0-70253-26300-2	Brown Sugar and Bourbon Baked Beans	22	oz
Our Family	00-0-70253-26302-6	Steakhouse Style Baked Beans	22	oz
Our Family	00-0-70253-26304-0	Southern Pit BBQ Style Baked Beans	22	oz
Our Family	00-0-70253-26324-8	Pinto Beans	15	oz
Our Family	00-0-70253-26325-5	Diced Beets	15	oz
Our Family	00-0-70253-26337-8	Whole Beets	15	oz
Our Family	00-0-70253-26345-3	Sliced Beets	15	oz
Our Family	00-0-70253-26355-2	Diced Carrots	14.5	oz
Our Family	00-0-70253-26359-0	Sliced Carrots	14.5	oz
Our Family	00-0-70253-26380-4	Cream Style Corn	8.5	oz
Our Family	00-0-70253-26383-5	Cream Style Corn	14.75	oz
Our Family	00-0-70253-26386-6	No Salt Added Whole Kernel Corn	15.25	oz
Our Family	00-0-70253-26387-3	No Salt Added Cut Green Beans	14.5	oz
Our Family	00-0-70253-26388-0	No Salt Added Sweet Peas	15	oz
Our Family	00-0-70253-26412-2	Whole Kernel Corn	8.75	oz
Our Family	00-0-70253-26415-3	Whole Kernel Corn	15.25	oz
Our Family	00-0-70253-26419-1	Mexican Style Corn with Peppers	11	oz
Our Family	00-0-70253-26445-0	Diced Potatoes	15	oz
Our Family	00-0-70253-26461-0	Mixed Vegetables	15	oz
Our Family	00-0-70253-26470-2	Pieces & Stems Mushrooms - Import	4	oz
Our Family	00-0-70253-26472-6	Pieces & Stems Mushrooms	8	oz
Our Family	00-0-70253-26478-8	No Salt Pieces & Stems Mushrooms	4	oz
Our Family	00-0-70253-26480-1	Sliced Mushrooms	4	oz
Our Family	00-0-70253-26482-5	Whole Button Mushrooms	4	oz
Our Family	00-0-70253-26484-9	Sliced Water Chestnuts	8	oz
Our Family	00-0-70253-26486-3	Whole Water Chestnuts	8	oz
Our Family	00-0-70253-26492-4	Sweet Peas	8.5	oz
Our Family	00-0-70253-26509-9	Very Young Small Early Peas	14.5	oz
Our Family	00-0-70253-26513-6	Sweet Peas	14.5	oz
Our Family	00-0-70253-26545-7	Peas & Carrots	15	oz
Our Family	00-0-70253-26560-0	Pumpkin	15	oz
Our Family	00-0-70253-26565-5	Pumpkin	29	oz
Our Family	00-0-70253-26576-1	Mini Round Restaurant Style Tortilla Chips	13.5	oz
Our Family	00-0-70253-26577-8	Restaurant Style Tortilla Chips	13.5	oz
Our Family	00-0-70253-26579-2	Tostada Chips	13.5	oz
Our Family	00-0-70253-26580-8	Corn Chips	9.75	oz
Our Family	00-0-70253-26581-5	Baked Cheese Puffs	10	oz
Our Family	00-0-70253-26621-8	Whole Potatoes	15	oz
Our Family	00-0-70253-26625-6	Sliced Potatoes	15	oz
Our Family	00-0-70253-26652-2	Classic Potato Chips	10	oz
Our Family	00-0-70253-26653-9	Wavy Potato Chips	10	oz
Our Family	00-0-70253-26654-6	Barbecue Potato Chips	10	oz
Our Family	00-0-70253-26655-3	Sour Cream and Onion Potato Chips	10	oz
Our Family	00-0-70253-26670-6	Original Beef Jerky	3.25	oz
Our Family	00-0-70253-26681-2	Sauerkraut	14.5	oz
Our Family	00-0-70253-26685-0	Sauerkraut	32	oz
Our Family	00-0-70253-26688-1	Traditional Spaghetti Sauce	24	oz

Our Family	00-0-70253-26691-1	Spaghetti Sauce with Meat	24	oz
Our Family	00-0-70253-26693-5	Mushroom Spaghetti Sauce	24	oz
Our Family	00-0-70253-26695-9	Three Cheese Spaghetti Sauce	24	oz
Our Family	00-0-70253-26697-3	Garden Combo Spaghetti Sauce	24	oz
Our Family	00-0-70253-26698-0	Spinach	14	oz
Our Family	00-0-70253-26699-7	Tomato Onion & Garlic Spaghetti Sauce	24	oz
Our Family	00-0-70253-26700-0	Original Diced Tomatoes with Green Chilies	10	oz
Our Family	00-0-70253-26702-4	Mild Diced Tomatoes with Green Chilies	10	oz
Our Family	00-0-70253-26704-8	Diced Chili Ready Tomatoes	14.5	oz
Our Family	00-0-70253-26705-5	Diced Tomatoes & Chilies with Cilantro and Lime	10	oz
Our Family	00-0-70253-26706-2	Diced Tomatoes	28	oz
Our Family	00-0-70253-26707-9	Diced Petite Tomatoes	14.5	oz
Our Family	00-0-70253-26708-6	Petite Diced Tomatoes	28	oz
Our Family	00-0-70253-26717-8	Diced Tomatoes with Garlic & Onion	14.5	oz
Our Family	00-0-70253-26719-2	Diced Tomatoes with Green Chilies	14.5	oz
Our Family	00-0-70253-26721-5	Italian Diced Tomatoes	14.5	oz
Our Family	00-0-70253-26722-2	Whole Peeled Tomatoes	14.5	oz
Our Family	00-0-70253-26723-9	Diced Tomatoes	14.5	oz
Our Family	00-0-70253-26724-6	Whole Peeled Tomatoes	28	oz
Our Family	00-0-70253-26732-1	Stewed Tomatoes	14.5	oz
Our Family	00-0-70253-26733-8	Stewed Tomatoes	28	oz
Our Family	00-0-70253-26734-5	Italian Stewed Tomatoes	14.5	oz
Our Family	00-0-70253-26735-2	Crushed Tomatoes	28	oz
Our Family	00-0-70253-26736-9	Crushed Tomatoes	15	oz
Our Family	00-0-70253-26737-6	Crushed Tomatoes with Basil	28	oz
Our Family	00-0-70253-26738-3	Mexican Stewed Tomatoes	14.5	oz
Our Family	00-0-70253-26740-6	Petite Diced Tomatoes with Onion, Celery & Green Pepper	14.5	oz
Our Family	00-0-70253-26742-0	Petite Diced Tomatoes with Garlic and Olive Oil	14.5	oz
Our Family	00-0-70253-26744-4	Diced PetiteTomatoes with Sweet Onion	14.5	oz
Our Family	00-0-70253-26746-8	Diced Mexican Fiesta Tomatoes	14.5	oz
Our Family	00-0-70253-26748-2	No Salt Added Diced Tomatoes	14.5	oz
Our Family	00-0-70253-26749-9	Hot Salsa	16	oz
Our Family	00-0-70253-26752-9	Medium Black Bean & Corn Salsa	16	oz
Our Family	00-0-70253-26756-7	Tomato Sauce	29	oz
Our Family	00-0-70253-26758-1	Tomato Sauce	15	oz
Our Family	00-0-70253-26761-1	No Salt Added Tomato Sauce	8	oz
Our Family	00-0-70253-26762-8	Tomato Sauce	8	oz
Our Family	00-0-70253-26770-3	Tomato Paste	6	oz
Our Family	00-0-70253-26771-0	Tomato Paste	12	oz
Our Family	00-0-70253-26772-7	Basil, Garlic & Oregano Tomato Paste	6	oz
Our Family	00-0-70253-26774-1	Chipotle Diced Tomatoes and Peppers	10	oz
Our Family	00-0-70253-26775-8	Thick & Chunky Mild Salsa	16	oz
Our Family	00-0-70253-26776-5	Thick & Chunky Medium Salsa	16	oz
Our Family	00-0-70253-26777-2	Thick & Chunky Hot Salsa	16	oz
Our Family	00-0-70253-26778-9	Mild Salsa	16	oz
Our Family	00-0-70253-26779-6	Medium Salsa	16	oz
Our Family	00-0-70253-26796-3	Sloppy Joe Sauce	26.5	oz
Our Family	00-0-70253-26797-0	Sloppy Joe Sauce	15.5	oz
Our Family	00-0-70253-26799-4	Pizza Sauce	15	oz
Our Family	00-0-70253-26820-5	Chicken Bouillon Cubes	3	oz
Our Family	00-0-70253-26841-0	Aseptic Chicken Broth	48	oz
Our Family	00-0-70253-26868-7	Thick & Hearty Beef Stew	20	oz
Our Family	00-0-70253-26872-4	Beef Bouillon Cubes	3.25	oz
Our Family	00-0-70253-26874-8	Chicken Bouillon Instant Granules	4	oz
Our Family	00-0-70253-26876-2	Beef Bouillon Instant Granules	4	oz
Our Family	00-0-70253-26878-6	Premium Chicken Breast	5	oz
Our Family	00-0-70253-26888-5	Premium Chicken Breast	10	oz
Our Family	00-0-70253-26894-6	Homestyle Corned Beef Hash	15	oz
Our Family	00-0-70253-26945-5	Buffalo Chicken Chunks	5	oz
Our Family	00-0-70253-27030-7	Honey Bear	12	oz
Our Family	00-0-70253-27031-4	Honey Bear	24	oz
Our Family	00-0-70253-27032-1	Honey Bear	16	oz

Our Family	00-0-70253-27033-8	Honey Bear	32	oz
Our Family	00-0-70253-28002-3	Corn Biscuits Cereal	14	oz
Our Family	00-0-70253-28004-7	Rice Biscuits Cereal	12	oz
Our Family	00-0-70253-28115-0	Squeeze Salad Dressing Sandwich Spread	12.8	oz
Our Family	00-0-70253-28150-1	Salad Dressing	22	oz
Our Family	00-0-70253-28232-4	Poppy Seed Dressing	16	oz
Our Family	00-0-70253-28234-8	Spicy Sweet French Fat Free Dressing	16	oz
Our Family	00-0-70253-28236-2	Honey Mustard Dressing	16	oz
Our Family	00-0-70253-28300-0	Stuffed Manzanilla Olives	5.75	oz
Our Family	00-0-70253-28302-4	Stuffed Manzanilla Olives	7	oz
Our Family	00-0-70253-28315-4	Stuffed Queen Olives	7	oz
Our Family	00-0-70253-28317-8	Stuffed Manzanilla Olives	10	oz
Our Family	00-0-70253-28330-7	Salad Olives	10	oz
Our Family	00-0-70253-28331-4	Stuffed Manzanilla Olives	21	oz
Our Family	00-0-70253-28340-6	Small Pitted Ripe Olives	6	fl oz
Our Family	00-0-70253-28341-3	Medium Ripe Pitted Olives	6	oz
Our Family	00-0-70253-28342-0	Large Pitted Ripe Olives	6	oz
Our Family	00-0-70253-28344-4	Jumbo Pitted Ripe Olives	5.75	oz
Our Family	00-0-70253-28346-8	Sliced Ripe Olives	2.25	oz
Our Family	00-0-70253-28347-5	Sliced Ripe Olives - Buffet Size	3.8	oz
Our Family	00-0-70253-28349-9	Chopped Black Olives	4.25	oz
Our Family	00-0-70253-28351-2	Italian Spice Blend Olives	16	oz
Our Family	00-0-70253-28360-4	Dill Salad Cubes	10	oz
Our Family	00-0-70253-28365-9	Sweet Midget Pickles	10	oz
Our Family	00-0-70253-28366-6	Fresh Pack Cocktail Dills	32	oz
Our Family	00-0-70253-28367-3	Fresh Pack Kosher Baby Dills	16	oz
Our Family	00-0-70253-28369-7	Dill Relish	10	oz
Our Family	00-0-70253-28370-3	Sweet Salad Cubes	10	oz
Our Family	00-0-70253-28371-0	Sweet Relish	10	oz
Our Family	00-0-70253-28372-7	Sweet Whole Pickles	16	oz
Our Family	00-0-70253-28373-4	Sweet Gerkins Pickles	16	oz
Our Family	00-0-70253-28374-1	Sweet Salad Cubes	16	oz
Our Family	00-0-70253-28375-8	Sweet Bread and Butter Pickle Chips	16	oz
Our Family	00-0-70253-28376-5	Sliced Hamburger Dill Pickle Chips	16	oz
Our Family	00-0-70253-28377-2	Sweet Bread and Butter Pickle Chunks	24	oz
Our Family	00-0-70253-28378-9	Fresh Pack Kosher Dill Gerkins	16	oz
Our Family	00-0-70253-28385-7	Sweet Relish	9	oz
Our Family	00-0-70253-28416-8	Fresh Pack Kosher Dill Pickles	32	oz
Our Family	00-0-70253-28418-2	Fresh Pack Dill Pickles	32	oz
Our Family	00-0-70253-28422-9	Fresh Pack No Garlic Dill Pickles	24	oz
Our Family	00-0-70253-28426-7	Fresh Pack Kosher Dill Spears	24	oz
Our Family	00-0-70253-28436-6	Dill Hamburger Slices	32	oz
Our Family	00-0-70253-28442-7	Fresh Pack Polish Dill Pickles	32	oz
Our Family	00-0-70253-28448-9	Sweet Relish	16	oz
Our Family	00-0-70253-28474-8	Sweet Bread & Butter Pickle Chips	32	oz
Our Family	00-0-70253-28476-2	Sugar Free Bread and Butter Pickle Chips	16	fl oz
Our Family	00-0-70253-28478-6	Sugar Free Sweet Gherkin Pickles	16	fl oz
Our Family	00-0-70253-28480-9	Whole Pepperoncini Peppers	16	fl oz
Our Family	00-0-70253-28482-3	Mild Banana Pepper Rings	16	fl oz
Our Family	00-0-70253-28484-7	Reduced Sodium Kosher Dill Pickle Spears	24	fl oz
Our Family	00-0-70253-28486-1	Zesty Bread and Butter Pickles	24	oz
Our Family	00-0-70253-28489-2	Cocktail Dill Pickles	32	oz
Our Family	00-0-70253-28490-8	Fresh Pack Baby Dill Pickles	32	oz
Our Family	00-0-70253-28491-5	Fresh Pack Kosher Baby Dill Pickles	32	oz
Our Family	00-0-70253-28492-2	Kosher Sandwich Stackers	16	oz
Our Family	00-0-70253-28493-9	Bread & Butter Sandwich Slices	16	oz
Our Family	00-0-70253-28525-7	Worcestershire Sauce	10	fl oz
Our Family	00-0-70253-28527-1	Soy Sauce	10	fl oz
Our Family	00-0-70253-28529-5	Less Sodium Soy Sauce	10	fl oz
Our Family	00-0-70253-28530-1	Teriyaki Sauce	10	fl oz
Our Family	00-0-70253-28551-6	Chili Sauce	12	oz
Our Family	00-0-70253-28561-5	Heinz 57 Style Steak Sauce	10	oz
Our Family	00-0-70253-28590-5	Cocktail Sauce	12	oz
Our Family	00-0-70253-28610-0	Ketchup	24	oz

Our Family	00-0-70253-28611-7	Ketchup	20	oz
Our Family	00-0-70253-28613-1	Ketchup	32	oz
Our Family	00-0-70253-28616-2	Ketchup	36	oz
Our Family	00-0-70253-28625-4	Ketchup	40	oz
Our Family	00-0-70253-28627-8	Ketchup	64	oz
Our Family	00-0-70253-28650-6	Mild Picante Sauce	16	oz
Our Family	00-0-70253-28651-3	Medium Picante Sauce	16	oz
Our Family	00-0-70253-28705-3	Diet Mixed Berry Sparkling Water	1	L
Our Family	00-0-70253-28706-0	Diet Lemon Lime Sparkling Water	1	L
Our Family	00-0-70253-28707-7	Diet Tonic Water	1	L
Our Family	00-0-70253-28713-8	Spring Water 15 Pack	16.9	fl oz
Our Family	00-0-70253-28715-2	Spring Water	3	L
Our Family	00-0-70253-28716-9	Purified Water 24 Pack	10	fl oz
Our Family	00-0-70253-28779-4	Drinking Water	2.5	Gallons
Our Family	00-0-70253-28780-0	Drinking Water	128	fl oz
Our Family	00-0-70253-28781-7	Distilled Water	128	fl oz
Our Family	00-0-70253-28782-4	Spring Water	128	fl oz
Our Family	00-0-70253-28783-1	Distilled Water	2.5	Gallons
Our Family	00-0-70253-28784-8	Spring Water	2.5	Gallons
Our Family	00-0-70253-28786-2	Diet Black Cherry Sparkling Water	1	L
Our Family	00-0-70253-28790-9	Spring Water Sport Bottles 24 Pack	20	fl oz
Our Family	00-0-70253-28794-7	Spring Water 24 pack	16.9	fl oz
Our Family	00-0-70253-28801-2	Ginger Ale Single Can	12	fl oz
Our Family	00-0-70253-28805-0	Fruit Punch Single Can	12	fl oz
Our Family	00-0-70253-28807-4	Pineapple Soda	3	L
Our Family	00-0-70253-28810-4	Tonic Water	1	L
Our Family	00-0-70253-28812-8	Club Soda	1	L
Our Family	00-0-70253-28829-6	Doctor Soda	12	fl oz
Our Family	00-0-70253-28841-8	Cherry Cola Single Can	12	fl oz
Our Family	00-0-70253-28842-5	Cola Single Can	12	fl oz
Our Family	00-0-70253-28843-2	Root Beer Single Can	12	fl oz
Our Family	00-0-70253-28844-9	Lemon Lime Soda Single Can	12	fl oz
Our Family	00-0-70253-28845-6	Orange Soda Single Can	12	fl oz
Our Family	00-0-70253-28846-3	Grape Soda Single Can	12	fl oz
Our Family	00-0-70253-28847-0	Crème Soda Single Can	12	fl oz
Our Family	00-0-70253-28850-0	Black Cherry Soda Single Can	12	fl oz
Our Family	00-0-70253-28851-7	Strawberry Soda Single Can	12	fl oz
Our Family	00-0-70253-28852-4	Mountain Drop Soda Single Can	12	fl oz
Our Family	00-0-70253-28853-1	Diet Cola Single Can	12	fl oz
Our Family	00-0-70253-28861-6	Root Beer	2	L
Our Family	00-0-70253-28862-3	Mountain Drop Soda	2	L
Our Family	00-0-70253-28863-0	Orange Soda	2	L
Our Family	00-0-70253-28864-7	Doctor Soda	2	L
Our Family	00-0-70253-28865-4	Lemon Lime	2	L
Our Family	00-0-70253-28867-8	Cola	2	L
Our Family	00-0-70253-28869-2	Diet Cola	2	L
Our Family	00-0-70253-28870-8	Diet White Grape Sparkling Water	1	L
Our Family	00-0-70253-28871-5	Ginger Ale	2	L
Our Family	00-0-70253-28872-2	Fruit Punch Soda	2	L
Our Family	00-0-70253-28873-9	Strawberry Soda	2	L
Our Family	00-0-70253-28874-6	Cherry Cola	2	L
Our Family	00-0-70253-28875-3	Grape Soda	2	L
Our Family	00-0-70253-28883-8	Diet Strawberry Kiwi Sparkling Water	1	L
Our Family	00-0-70253-28886-9	Pink Lemonade Single Can	12	fl oz
Our Family	00-0-70253-28887-6	Sweetened Tea Single Can	12	fl oz
Our Family	00-0-70253-28890-6	Cola	3	L
Our Family	00-0-70253-28894-4	Grape Soda	3	L
Our Family	00-0-70253-28896-8	Orange Soda	3	L
Our Family	00-0-70253-28902-6	Fruit Punch	3	L
Our Family	00-0-70253-28905-7	Mountain Drops Soda	3	L
Our Family	00-0-70253-28920-0	Vegetable Oil	48	fl oz
Our Family	00-0-70253-28925-5	Vegetable Oil	24	fl oz
Our Family	00-0-70253-28926-2	Vegetable Oil	128	fl oz
Our Family	00-0-70253-28927-9	Vegetable Oil	32	fl oz

Our Family	00-0-70253-28928-6	Blended Oil	48	fl oz
Our Family	00-0-70253-28930-9	Vegetable Oil	64	fl oz
Our Family	00-0-70253-28932-3	Canola Oil	128	fl oz
Our Family	00-0-70253-28934-7	Peanut Oil	128	fl oz
Our Family	00-0-70253-28975-0	Vegetable Shortening	48	oz
Our Family	00-0-70253-28983-5	Canola Oil	24	fl oz
Our Family	00-0-70253-28985-9	Canola Oil	32	fl oz
Our Family	00-0-70253-28987-3	Canola Oil	48	fl oz
Our Family	00-0-70253-28988-0	Extra Light Olive Oil	16.9	fl oz
Our Family	00-0-70253-28990-3	Olive Oil	17	fl oz
Our Family	00-0-70253-28991-0	Extra Virgin Olive Oil	17	fl oz
Our Family	00-0-70253-28993-4	Extra Virgin Olive Oil	33.8	fl oz
Our Family	00-0-70253-28994-1	Extra Virgin Olive Oil	101.4	fl oz
Our Family	00-0-70253-29004-6	Orange Breakfast Drink Mix	21.1	oz
Our Family	00-0-70253-29005-3	Sugar Free Lemonade Drink Mix To Go	1.41	oz
Our Family	00-0-70253-29006-0	Sugar Free Raspberry Drink Mix To Go	0.71	oz
Our Family	00-0-70253-29007-7	Sugar Free Peach Tea Drink Mix To Go	0.71	oz
Our Family	00-0-70253-29008-4	Sugar Free Lemonade Drink Mix	3.2	oz
Our Family	00-0-70253-29009-1	Sugar Free Pink Lemonade Drink Mix	3.2	oz
Our Family	00-0-70253-29010-7	Sugar Free Iced Tea Drink Mix	1.4	oz
Our Family	00-0-70253-29012-1	Sugar Free Raspberry Lemonade Drink Mix	1.9	oz
Our Family	00-0-70253-29020-6	Evaporated Milk	12	fl oz
Our Family	00-0-70253-29050-3	Instant Nonfat Dry Milk	25.600	oz
Our Family	00-0-70253-29054-1	Instant Nonfat Dry Milk	64	oz
Our Family	00-0-70253-29058-9	Instant Nonfat Dry Milk Pouches	16	oz
Our Family	00-0-70253-29065-7	Regular Instant Coffee	8	oz
Our Family	00-0-70253-29066-4	Decaffeinated Instant Coffee	4	oz
Our Family	00-0-70253-29070-1	Green Tea	3.750	oz
Our Family	00-0-70253-29071-8	Green Decaffeinated Tea	3.070	oz
Our Family	00-0-70253-29072-5	Decaffeinated Tea Bags	48	ct
Our Family	00-0-70253-29080-0	Coffee Creamer	11	oz
Our Family	00-0-70253-29082-4	Coffee Creamer	16	oz
Our Family	00-0-70253-29083-1	Lite Coffee Creamer	16	oz
Our Family	00-0-70253-29084-8	Fat Free Coffee Creamer	16	oz
Our Family	00-0-70253-29085-5	Coffee Creamer	22	oz
Our Family	00-0-70253-29088-6	Tea Bags	48	ct
Our Family	00-0-70253-29089-3	No Sugar Added Hot Chocolate	4.5	oz
Our Family	00-0-70253-29090-9	Tea Bags	100	ct
Our Family	00-0-70253-29091-6	Family Size Cold Brew Tea Bags	5.5	oz
Our Family	00-0-70253-29092-3	Family Size Tea Bags	6	oz
Our Family	00-0-70253-29093-0	Decaffeinated Family Size Tea Bags	24	ct
Our Family	00-0-70253-29096-1	Milk Chocolate Hot Cocoa Mix	10	oz
Our Family	00-0-70253-29097-8	Hot Cocoa Mix With Marshmallows	10	oz
Our Family	00-0-70253-29125-8	Milk Chocolate Hot Cocoa Mix	20	oz
Our Family	00-0-70253-29127-2	Hot Cocoa Mix with Mini Marshmallows	20	oz
Our Family	00-0-70253-29130-2	Chocolate Drink Mix	30	oz
Our Family	00-0-70253-29131-9	Sugar Free Fruit Punch Drink Mix	12	qt
Our Family	00-0-70253-29133-3	Sugar Free Grape Drink Mix	12	qt
Our Family	00-0-70253-29135-7	Sugar Free Cherry Limeade Drink Mix	12	qt
Our Family	00-0-70253-29137-1	Sugar Free Raspberry Lemonade Drink Mix Sticks	0.800	oz
Our Family	00-0-70253-29139-5	Sugar Free Fruit Punch Drink Mix Sticks	0.900	oz
Our Family	00-0-70253-29141-8	Sugar Free Cherry Pomegranate Drink Mix Sticks	1.180	oz
Our Family	00-0-70253-29143-2	Sugar Free Orange Drink Mix	10	qt
Our Family	00-0-70253-29144-9	Pink Lemonade	12	pack
Our Family	00-0-70253-29146-3	Sweet Tea	12	pack
Our Family	00-0-70253-29148-7	Fruit Punch	12	pack
Our Family	00-0-70253-29150-0	Cherry Cola	12	pack
Our Family	00-0-70253-29152-4	Strawberry Soda	12	pack
Our Family	00-0-70253-29154-8	Ginger Ale	12	pack
Our Family	00-0-70253-29156-2	Doctor Soda	12	pack
Our Family	00-0-70253-29158-6	Diet Cola	12	pack
Our Family	00-0-70253-29160-9	Orange Soda	12	pack
Our Family	00-0-70253-29162-3	Cream Soda	12	pack

Our Family	00-0-70253-29164-7	Black Cherry Soda	12	pack
Our Family	00-0-70253-29166-1	Mountain Drop Soda	12	pack
Our Family	00-0-70253-29168-5	Lemon Lime	12	pack
Our Family	00-0-70253-29170-8	Grape Soda	12	pack
Our Family	00-0-70253-29172-2	Cola	12	pack
Our Family	00-0-70253-29174-6	Root Beer	12	pack
Our Family	00-0-70253-29181-4	Non Dairy Coffee Creamer	35.3	oz
Our Family	00-0-70253-29185-2	Sugar Free Hazelnut Coffee Creamer	10.2	oz
Our Family	00-0-70253-29187-6	French Vanilla Coffee Creamer	15	oz
Our Family	00-0-70253-29189-0	Hazelnut Coffee Creamer	15	oz
Our Family	00-0-70253-29191-3	Vanilla Caramel Coffee Creamer	15	oz
Our Family	00-0-70253-29193-7	Fat Free French Vanilla Coffee Creamer	15	oz
Our Family	00-0-70253-29360-3	Sweetened Shredded Coconut	7	oz
Our Family	00-0-70253-29366-5	Sweetened Flake Coconut	7	oz
Our Family	00-0-70253-29368-9	Sweetened Flake Coconut	14	oz
Our Family	00-0-70253-29399-3	Milk Chocolate Chips	11.5	oz
Our Family	00-0-70253-29401-3	Butterscotch Chips	12	oz
Our Family	00-0-70253-29402-0	Semi Sweet Chocolate	12	oz
Our Family	00-0-70253-29598-0	Baking Soda	16	oz
Our Family	00-0-70253-29600-0	Salt	26	oz
Our Family	00-0-70253-29604-8	Iodized Salt	26	oz
Our Family	00-0-70253-29653-6	Unflavored Gelatin Mix	1	oz
Our Family	00-0-70253-29654-3	Sugar Free Lime Gelatin Mix	0.44	oz
Our Family	00-0-70253-29655-0	Sugar Free Cherry Gelatin	0.44	oz
Our Family	00-0-70253-29656-7	Sugar Free Strawberry Gelatin	0.44	oz
Our Family	00-0-70253-29657-4	Sugar Free Orange Gelatin	0.44	oz
Our Family	00-0-70253-29658-1	Sugar Free Raspberry Gelatin	0.44	oz
Our Family	00-0-70253-29660-4	Cherry Gelatin Mix	3	oz
Our Family	00-0-70253-29661-1	Strawberry Gelatin Mix	3	oz
Our Family	00-0-70253-29662-8	Raspberry Gelatin	3	oz
Our Family	00-0-70253-29663-5	Orange Gelatin	3	oz
Our Family	00-0-70253-29664-2	Lime Gelatin	3	oz
Our Family	00-0-70253-29665-9	Lemon Gelatin	3	oz
Our Family	00-0-70253-29668-0	Strawberry Banana Gelatin	3	oz
Our Family	00-0-70253-29670-3	Vanilla Instant Pudding Mix	3.4	oz
Our Family	00-0-70253-29671-0	Chocolate Instant Pudding Mix	3.9	oz
Our Family	00-0-70253-29673-4	Butterscotch Instant Pudding	3.4	oz
Our Family	00-0-70253-29675-8	Pistachio Instant Pudding	3.4	oz
Our Family	00-0-70253-29677-2	Banana Cream Instant Pudding Mix	3.4	oz
Our Family	00-0-70253-29678-9	Lemon Instant Pudding	3.4	oz
Our Family	00-0-70253-29679-6	Cook & Serve Vanilla Pudding Mix	3.12	oz
Our Family	00-0-70253-29681-9	Fat Free & Sugar Free Vanilla Instant Pudding Mix	1.34	oz
Our Family	00-0-70253-29682-6	Sugar Free Fat Free Chocolate Instant Pudding	1.5	oz
Our Family	00-0-70253-29683-3	Sugar Free Strawberry Banana Gelatin	0.44	oz
Our Family	00-0-70253-29691-8	Instant Mashed Potatoes	13.75	oz
Our Family	00-0-70253-29705-2	Cocoa Powder	8	oz
Our Family	00-0-70253-29707-6	Baking Powder	10	oz
Our Family	00-0-70253-29711-3	Corn Starch	16	oz
Our Family	00-0-70253-29714-4	Rapid Rise Yeast	0.75	oz
Our Family	00-0-70253-29718-2	Active Dry Yeast	0.75	oz
Our Family	00-0-70253-29728-1	Sucralose Sweetener	50	ct
Our Family	00-0-70253-29730-4	Sucralose Sweetener	100	ct
Our Family	00-0-70253-29732-8	Sucralose Sweetener	9.7	oz
Our Family	00-0-70253-29733-5	Stevia Sweetener	0.82	oz
Our Family	00-0-70253-29734-2	Stevia Sweetener	9.8	oz
Our Family	00-0-70253-29735-9	Active Dry Yeast	4	oz
Our Family	00-0-70253-29737-3	Quick Rising Yeast	4	oz
Our Family	00-0-70253-29740-3	Sugar Packets	100	ct
Our Family	00-0-70253-29742-7	Aspartame	100	ct
Our Family	00-0-70253-29744-1	Saccharin	100	ct
Our Family	00-0-70253-29790-8	Powdered Sugar	2	lb
Our Family	00-0-70253-29791-5	Granulated Sugar	2	lb
Our Family	00-0-70253-29792-2	Brown Sugar	32	oz
Our Family	00-0-70253-29793-9	Granulated Sugar	4	lb

Our Family	00-0-70253-29795-3	Granulated Sugar	5	lb
Our Family	00-0-70253-29805-9	Granulated Sugar	10	lb
Our Family	00-0-70253-29860-8	Chocolate Pudding Cook Mix	3.5	oz
Our Family	00-0-70253-29898-1	Dark Brown Sugar	2	lb
Our Family	00-0-70253-29909-4	Chunk Light Tuna in Water	12	oz
Our Family	00-0-70253-29910-0	Chunk Light Tuna Pouch	2.6	oz
Our Family	00-0-70253-29912-4	Light Chunk Tuna in Water	5	oz
Our Family	00-0-70253-29914-8	Albacore Tuna in Water	5	oz
Our Family	00-0-70253-29916-2	Instant Mashed Potatoes	26.7	oz
Our Family	00-0-70253-29917-9	Light Chunk Tuna in Water Pouch	6.4	oz
Our Family	00-0-70253-29918-6	Instant Buttery Homestyle Mashed Potatoes	4	oz
Our Family	00-0-70253-29920-9	Instant Butter & Herb Mashed Potatoes	4	oz
Our Family	00-0-70253-29922-3	Instant Roasted Garlic Mashed Potatoes	4	oz
Our Family	00-0-70253-29924-7	Instant Four Cheese Mashed Potatoes	4	oz
Our Family	00-0-70253-29932-2	Crispy Hexagons Cereal	12	oz
Our Family	00-0-70253-29960-5	Sugar	25	lb
Our Family	00-0-70253-42103-7	Great Northern Beans	2	lb
Our Family	00-0-70253-42112-9	Navy Beans	2	lb
Our Family	00-0-70253-43174-6	Pediatric Electrolyte Grape Flavor	33.8	fl oz
Our Family	00-0-70253-43178-4	Pediatric Electrolyte Unflavored	33.8	fl oz
Our Family	00-0-70253-43179-1	Pediatric Electrolyte Fruit Flavor	33.8	fl oz
Our Family	00-0-70253-46090-6	Seedless Raisins	24	oz
Our Family	00-0-70253-46091-3	Seedless Raisins	12	oz
Our Family	00-0-70253-46092-0	Seedless Raisins	9	oz
Our Family	00-0-70253-46177-4	Chocolate Covered Peanuts	12	oz
Our Family	00-0-70253-46179-8	Chocolate Covered Raisins	12	oz
Our Family	00-0-70253-46182-8	Chocolate Stars Candy	12	oz
Our Family	00-0-70253-46208-5	Chocolate Peanut Clusters	6	oz
Our Family	00-0-70253-46210-8	Chocolate Covered Peanuts	6	oz
Our Family	00-0-70253-46216-0	Dark Chocolate Covered Almonds	3	oz
Our Family	00-0-70253-46220-7	Cherry Fruit Slices Tub	18	oz
Our Family	00-0-70253-46222-1	Orange Slices Candy	18	oz
Our Family	00-0-70253-46224-5	Assorted Fruit Slices Tub	18	oz
Our Family	00-0-70253-46226-9	Gum Drops	18	oz
Our Family	00-0-70253-46228-3	Spice Drops	18	oz
Our Family	00-0-70253-46235-1	Chocolate Peanut Clusters	11	oz
Our Family	00-0-70253-46237-5	Chocolate Covered Peanuts	14	oz
Our Family	00-0-70253-46239-9	Chocolate Stars Candy	12	oz
Our Family	00-0-70253-46242-9	Jelly Bird Eggs Candy Tub	22	oz
Our Family	00-0-70253-46244-3	Pastel Candy Corn	20	oz
Our Family	00-0-70253-46248-1	Sanded Gummi Bunnies	18	oz
Our Family	00-0-70253-46300-6	After Dinner Mints	4	oz
Our Family	00-0-70253-46302-0	Assorted Jawbreakers	6.75	oz
Our Family	00-0-70253-46304-4	Bit-O-Honey	4.25	oz
Our Family	00-0-70253-46306-8	Blow Pops	4.75	oz
Our Family	00-0-70253-46308-2	Bubble Gum	6.5	oz
Our Family	00-0-70253-46310-5	Butterscotch Buttons	8.5	oz
Our Family	00-0-70253-46312-9	Candy Corn	7.25	oz
Our Family	00-0-70253-46314-3	Cherry Slices	11	oz
Our Family	00-0-70253-46316-7	Cherry Sours	5.75	oz
Our Family	00-0-70253-46318-1	Cinnamon Bears	9.25	oz
Our Family	00-0-70253-46320-4	Cinnamon Imperials	6.5	oz
Our Family	00-0-70253-46322-8	Circus Peanuts	5.5	oz
Our Family	00-0-70253-46324-2	Dum Dums	4.25	oz
Our Family	00-0-70253-46326-6	Assorted Fruit Slices	11	oz
Our Family	00-0-70253-46328-0	Gummi Bears	7	oz
Our Family	00-0-70253-46332-7	Gummi Worms	7	oz
Our Family	00-0-70253-46334-1	Jelly Beans	7.75	oz
Our Family	00-0-70253-46336-5	Lemon Drops	7.5	oz
Our Family	00-0-70253-46340-2	Mini Airheads	4.75	oz
Our Family	00-0-70253-46342-6	Orange Slices Candy	11	oz
Our Family	00-0-70253-46344-0	Peach Rings	6.5	oz
Our Family	00-0-70253-46348-8	Salt Water Taffy	5.5	oz
Our Family	00-0-70253-46350-1	Smarties	6.25	oz
Our Family	00-0-70253-46352-5	Sour Neon Gummi Worms	6.75	oz

Our Family	00-0-70253-46354-9	Spice Drops	11	oz
Our Family	00-0-70253-46356-3	Starlight Mints	8.5	oz
Our Family	00-0-70253-46358-7	Tootsie Rolls	4.5	oz
Our Family	00-0-70253-46360-0	Wintergreen Lozenges	5.75	oz
Our Family	00-0-70253-46362-4	Orange Slices Candy	20	oz
Our Family	00-0-70253-46364-8	Spice Drops	20	oz
Our Family	00-0-70253-46366-2	Starlight Mints	16	oz
Our Family	00-0-70253-46368-6	Butterscotch Buttons	16	oz
Our Family	00-0-70253-46370-9	Kiddie Mix Candies	10.5	oz
Our Family	00-0-70253-46372-3	Chocolate Covered Raisins	5.5	oz
Our Family	00-0-70253-46374-7	Chocolate Stars Candy	6	oz
Our Family	00-0-70253-46403-4	Mini Gummi Fruit Rings Candy	5.25	oz
Our Family	00-0-70253-46405-8	Sour Neon Gummi Bears Candy	6.25	oz
Our Family	00-0-70253-46407-2	Slo Pokes Candy	4.5	oz
Our Family	00-0-70253-46409-6	Watermelon Rings Candy	6.5	oz
Our Family	00-0-70253-46411-9	Gummi Worms	15	oz
Our Family	00-0-70253-46413-3	Gummi Bears	15	oz
Our Family	00-0-70253-46415-7	Sour Neon Gummi Worms	15	oz
Our Family	00-0-70253-46600-7	White Popcorn	2	lb
Our Family	00-0-70253-46604-5	White Popcorn	4	lb
Our Family	00-0-70253-46610-6	Yellow Popcorn	2	lb
Our Family	00-0-70253-46614-4	Yellow Popcorn	4	lb
Our Family	00-0-70253-46620-5	Natural Microwave Popcorn	9.9	oz
Our Family	00-0-70253-46622-9	Butter Flavored Microwave Popcorn	9.9	oz
Our Family	00-0-70253-46623-6	Microwave Butter Popcorn	19.8	oz
Our Family	00-0-70253-46626-7	Light Butter Microwave Popcorn	8.7	oz
Our Family	00-0-70253-46627-4	Theater Style Butter Flavored Microwave Popcorn	9.9	oz
Our Family	00-0-70253-46657-1	94% Fat Free Microwave Popcorn	8.7	oz
Our Family	00-0-70253-46659-5	Microwave Kettle Corn	9.9	oz
Our Family	00-0-70253-46661-8	Microwave Theater Style Butter Popcorn Mini-Bags	15	oz
Our Family	00-0-70253-46663-2	94% Fat Free Microwave Popcorn Mini Bags	12	oz
Our Family	00-0-70253-46665-6	Microwave Butter Club Popcorn	59.4	oz
Our Family	00-0-70253-46667-0	Microwave Theater Style Butter Popcorn	19.8	oz
Our Family	00-0-70253-46779-0	Blackeyed Peas	16	oz
Our Family	00-0-70253-46780-6	Blackeyed Peas	2	lb
Our Family	00-0-70253-46781-3	Black Beans	1	lb
Our Family	00-0-70253-46782-0	Great Northern Beans	1	lb
Our Family	00-0-70253-46783-7	Baby Lima Beans	1	lb
Our Family	00-0-70253-46784-4	Baby Lima Beans	2	lb
Our Family	00-0-70253-46785-1	Large Lima Beans	1	lb
Our Family	00-0-70253-46786-8	Large Lima Beans	2	lb
Our Family	00-0-70253-46787-5	Lentils	1	lb
Our Family	00-0-70253-46788-2	Red Kidney Beans	1	lb
Our Family	00-0-70253-46789-9	Navy Beans	1	lb
Our Family	00-0-70253-46791-2	Pinto Beans	1	lb
Our Family	00-0-70253-46792-9	Pinto Beans	2	lb
Our Family	00-0-70253-46793-6	Pinto Beans	4	lb
Our Family	00-0-70253-46794-3	Split Peas Dry Pack	1	lb
Our Family	00-0-70253-46800-1	Enriched Rice	1	lb
Our Family	00-0-70253-46802-5	Garbanzo Beans	16	oz
Our Family	00-0-70253-46803-2	Brown Rice	32	oz
Our Family	00-0-70253-46804-9	Enriched Rice	2	lb
Our Family	00-0-70253-46805-6	Instant Whole Grain Brown Rice	14	oz
Our Family	00-0-70253-46806-3	Instant White Rice	14	oz
Our Family	00-0-70253-46807-0	Instant White Rice	28	oz
Our Family	00-0-70253-46834-6	Long Grain White Rice	10	lb
Our Family	00-0-70253-46836-0	Long Grain White Rice	25	lb
Our Family	00-0-70253-46838-4	Long Grain Brown Rice	16	oz
Our Family	00-0-70253-46839-1	Whole Grain Brown 90 Second Rice Mix	8.8	oz
Our Family	00-0-70253-46841-4	Long Grain and Wild 90 Second Rice Mix	8.8	oz
Our Family	00-0-70253-46843-8	Roasted Chicken 90 Second Rice Mix	8.8	oz
Our Family	00-0-70253-46845-2	16 Bean Ham Soup Mix	20	oz
Our Family	00-0-70253-46846-9	Garden Vegetable 90 Second Rice Mix	8.8	oz
Our Family	00-0-70253-46864-3	Refried Beans	16	oz

Our Family	00-0-70253-46865-0	Fat Free Refried Beans	16	oz
Our Family	00-0-70253-46867-4	Vegetarian Refried Beans	16	oz
Our Family	00-0-70253-46868-1	Refried Beans	31	oz
Our Family	00-0-70253-46945-9	Vanilla Almond Bark	20	oz
Our Family	00-0-70253-46947-3	Chocolate Almond Bark	20	oz
Our Family	00-0-70253-48040-9	Marshmallows	10	oz
Our Family	00-0-70253-48400-1	Marshmallows	16	oz
Our Family	00-0-70253-48402-5	Mini Marshmallows	16	oz
Our Family	00-0-70253-48404-9	Miniature Marshmallows	10.5	oz
Our Family	00-0-70253-48406-3	Miniature Fruit Flavored Marshmallows	10.5	oz
Our Family	00-0-70253-49600-4	Original Almond Milk	64	fl oz
Our Family	00-0-70253-49602-8	Vanilla Almond Milk	64	fl oz
Our Family	00-0-70253-50001-5	48% Soft Spread	45	oz
Our Family	00-0-70253-50004-6	80% Vegetable Oil Margarine	16	oz
Our Family	00-0-70253-50006-0	Best Thing Since Butter Spread	16	oz
Our Family	00-0-70253-50008-4	80% Soft Margarine	16	oz
Our Family	00-0-70253-50011-4	Colby Jack Cheese	8	oz
Our Family	00-0-70253-50012-1	Colby Cheese	8	oz
Our Family	00-0-70253-50013-8	Medium Cheddar Cheese	8	oz
Our Family	00-0-70253-50014-5	American IWS Cheese	3	lb
Our Family	00-0-70253-50015-2	Mild Cheddar Cheese	8	oz
Our Family	00-0-70253-50016-9	Mozzarella Cheese	8	oz
Our Family	00-0-70253-50017-6	Sharp Cheddar Cheese	8	oz
Our Family	00-0-70253-50018-3	Mozzarella Cheese Chunk	16	oz
Our Family	00-0-70253-50019-0	Sharp Cheddar Cheese	16	oz
Our Family	00-0-70253-50020-6	Monterey Jack Cheese	16	oz
Our Family	00-0-70253-50021-3	Fat Free American IWS Cheese	12	oz
Our Family	00-0-70253-50022-0	Shredded Sharp Cheddar Cheese	16	oz
Our Family	00-0-70253-50023-7	American 2% IWS Cheese	12	oz
Our Family	00-0-70253-50025-1	Swiss IWS Cheese 16 Slices	12	oz
Our Family	00-0-70253-50026-8	Fancy Shredded Reduced Fat Colby Jack Cheese	8	oz
Our Family	00-0-70253-50027-5	String Cheese	24	oz
Our Family	00-0-70253-50028-2	Individually Wrapped String Cheese	12	oz
Our Family	00-0-70253-50029-9	String Cheese	6	oz
Our Family	00-0-70253-50041-1	Colby Jack Cheese	16	oz
Our Family	00-0-70253-50042-8	String Cheese Twists	12	oz
Our Family	00-0-70253-50043-5	Mild Cheddar & Colby Jack Cheese Sticks	12	oz
Our Family	00-0-70253-50046-6	Colby Cheese	16	oz
Our Family	00-0-70253-50047-3	Mild Cheddar Cheese	16	oz
Our Family	00-0-70253-50048-0	Medium Cheddar Cheese	16	oz
Our Family	00-0-70253-50051-0	Random Weight Swiss Cheese	1	units
Our Family	00-0-70253-50052-7	Random Weight Colby Cheese Chunks	1	units
Our Family	00-0-70253-50053-4	Random Weight Monterey Jack Cheese Chunks	1	units
Our Family	00-0-70253-50054-1	Random Weight Mild Cheddar Cheese Chunks	1	units
Our Family	00-0-70253-50056-5	Random Weight Sharp Cheddar Cheese Chunks	1	units
Our Family	00-0-70253-50057-2	Random Weight Mozzarella Cheese Chunks	1	units
Our Family	00-0-70253-50058-9	Random Weight Muenster Cheese Chunks	1	units
Our Family	00-0-70253-50060-2	Random Weight Medium Cheddar Cheese Chunks	1	units
Our Family	00-0-70253-50061-9	Shredded Colby Jack Cheese	32	oz
Our Family	00-0-70253-50062-6	Fancy Shredded Taco Blend Cheese	8	oz
Our Family	00-0-70253-50063-3	Shredded Gourmet Sharp Cheddar Cheese	8	oz
Our Family	00-0-70253-50065-7	Fancy Shredded Swiss Cheese	6	oz
Our Family	00-0-70253-50067-1	Shredded Colby Jack Cheese	8	oz
Our Family	00-0-70253-50068-8	Random Weight Colby Jack Cheese Chunks	1	units
Our Family	00-0-70253-50086-2	Swiss Cheese Chunk	8	oz
Our Family	00-0-70253-50087-9	Monterey Jack Cheese	8	oz
Our Family	00-0-70253-50088-6	Extra Sharp Cheddar Cheese	8	oz
Our Family	00-0-70253-50089-3	Farmers Cheese	8	oz
Our Family	00-0-70253-50090-9	Sliced Provolone Cheese	8	oz
Our Family	00-0-70253-50091-6	Sliced Swiss Cheese	8	oz
Our Family	00-0-70253-50092-3	Sliced Colby & Monterey Jack Cheese	8	oz
Our Family	00-0-70253-50093-0	Sliced Low-Moisture Part-Skim Mozzarella Cheese	8	oz
Our Family	00-0-70253-50094-7	Sliced Mild Cheddar Cheese	8	oz

Our Family	00-0-70253-50095-4	Light Neufchatel Cream Cheese	8	oz
Our Family	00-0-70253-50097-8	Strawberry Cream Cheese Spread	8	oz
Our Family	00-0-70253-50098-5	Chive & Onion Soft Cream Cheese	8	oz
Our Family	00-0-70253-50100-5	Garden Vegetable Soft Cream Cheese	8	oz
Our Family	00-0-70253-50101-2	Mild Cheddar Cheese	32	oz
Our Family	00-0-70253-50102-9	Mozzarella Cheese	32	oz
Our Family	00-0-70253-50103-6	Sharp Cheddar Cheese	32	oz
Our Family	00-0-70253-50104-3	Colby Cheese	32	oz
Our Family	00-0-70253-50105-0	Colby Jack Cheese	32	oz
Our Family	00-0-70253-50110-4	Fancy Shredded Reduced Fat Mexican Blend Cheese	8	oz
Our Family	00-0-70253-50112-8	Fancy Shredded Reduced Fat Sharp Cheddar Cheese	8	oz
Our Family	00-0-70253-50116-6	Fancy Shredded Mexican Blend Cheese	16	oz
Our Family	00-0-70253-50118-0	Fancy Shredded Colby Jack Cheese	16	oz
Our Family	00-0-70253-50120-3	Sliced Pepper Jack Cheese	8	oz
Our Family	00-0-70253-50122-7	Sliced Muenster Cheese	8	oz
Our Family	00-0-70253-50126-5	Reduced Fat Sharp Cheddar Cheese	8	oz
Our Family	00-0-70253-50130-2	Reduced Fat Monterey Jack Cheese	8	oz
Our Family	00-0-70253-50132-6	Reduced Fat Mild Cheddar Cheese	8	oz
Our Family	00-0-70253-50133-3	Sharp Cheddar Sliced Cheese	8	oz
Our Family	00-0-70253-50134-0	Fresh Grated Parmesan Cheese	5	oz
Our Family	00-0-70253-50135-7	2% Milk Sliced Natural Swiss Cheese	6.67	oz
Our Family	00-0-70253-50136-4	Grated Parmesan and Romano Cheese	8	oz
Our Family	00-0-70253-50140-1	Ricotta Cheese	15	oz
Our Family	00-0-70253-50994-0	Whipped Cream Cheese	8	oz
Our Family	00-0-70253-50995-7	Soft Cream Cheese	12	oz
Our Family	00-0-70253-51000-7	Cream Cheese	8	oz
Our Family	00-0-70253-51001-4	Soft Cream Cheese	8	oz
Our Family	00-0-70253-51002-1	Deluxe American IWS Cheese	3	lb
Our Family	00-0-70253-51004-5	Deluxe American Cheese	16	oz
Our Family	00-0-70253-51005-2	American IWS Cheese	16	oz
Our Family	00-0-70253-51006-9	American IWS Cheese	8	oz
Our Family	00-0-70253-51110-3	American IWS Cheese	12	oz
Our Family	00-0-70253-51120-2	Reduced Fat 2% Shredded Cheddar Cheese	8	oz
Our Family	00-0-70253-51125-7	Shredded Reduced Fat Mozzarella Cheese	8	oz
Our Family	00-0-70253-51996-3	Shredded Parmesan Cheese	6	oz
Our Family	00-0-70253-52001-3	Fancy Shredded Pizza Blend Cheese	8	oz
Our Family	00-0-70253-52002-0	Fancy Shredded Italian Blend Cheese	8	oz
Our Family	00-0-70253-52003-7	Fancy Shredded Mexican Blend Cheese	8	oz
Our Family	00-0-70253-52004-4	Fancy Shredded Cheddar Jack Cheese	8	oz
Our Family	00-0-70253-52005-1	Fancy Shredded Mild Cheddar Cheese	8	oz
Our Family	00-0-70253-52006-8	Fancy Shredded Colby & Monterey Jack Cheese	8	oz
Our Family	00-0-70253-52007-5	Fancy Shredded Low-Moisture Part-Skim Mozzarella Cheese	8	oz
Our Family	00-0-70253-52008-2	Shredded Mozzarella Cheese	8	oz
Our Family	00-0-70253-52009-9	Shredded Mozzarella Cheese	12	oz
Our Family	00-0-70253-52010-5	Shredded Sharp Cheddar Cheese	8	oz
Our Family	00-0-70253-52012-9	Shredded Mild Cheddar Cheese	8	oz
Our Family	00-0-70253-52014-3	Shredded Mild Cheddar Cheese	12	oz
Our Family	00-0-70253-52015-0	Shredded Low-Moisture Part-Skim Mozzarella Cheese	16	oz
Our Family	00-0-70253-52016-7	Shredded Mild Cheddar Cheese	16	oz
Our Family	00-0-70253-52017-4	Fancy Shredded Sharp Cheddar Cheese	8	oz
Our Family	00-0-70253-52019-8	Fancy Shredded Taco Blend Cheese	16	oz
Our Family	00-0-70253-52020-4	Shredded Mild Cheddar Cheese	32	oz
Our Family	00-0-70253-52021-1	Fancy Shredded Pizza Blend Cheese	16	oz
Our Family	00-0-70253-52022-8	Shredded Mozzarella Cheese	32	oz
Our Family	00-0-70253-52023-5	Fancy Shredded Mild Cheddar Cheese	32	oz
Our Family	00-0-70253-52024-2	Fancy Shredded Pizza Blend Cheese	32	oz
Our Family	00-0-70253-52025-9	Fancy Shredded Mexican Blend Cheese	32	oz
Our Family	00-0-70253-52030-3	Pepper Jack Cheese	8	oz
Our Family	00-0-70253-52032-7	Pepper Jack Cheese	16	oz

Our Family	00-0-70253-53000-5	Grated Parmesan Cheese	8	oz
Our Family	00-0-70253-59855-5	Ham Shank and Butt Portion Combo Pack	1	units
Our Family	00-0-70253-59860-9	Bone-In Whole Ham	1	ct
Our Family	00-0-70253-59861-6	Water Added Bone-In Half Ham	1	ct
Our Family	00-0-70253-59866-1	Boneless Ham Steaks	1	lb
Our Family	00-0-70253-59870-8	Boneless Round Whole Ham	1	units
Our Family	00-0-70253-59871-5	Boneless Round Half Ham	1	ct
Our Family	00-0-70253-60001-2	Bologna	1	lb
Our Family	00-0-70253-60003-6	Beef Bologna	1	lb
Our Family	00-0-70253-60005-0	Thick Cut Bologna	16	oz
Our Family	00-0-70253-60007-4	Salami	1	lb
Our Family	00-0-70253-60008-1	P & P Loaf	1	lb
Our Family	00-0-70253-60009-8	Garlic Bologna	1	lb
Our Family	00-0-70253-60016-6	Braunschweiger	1	lb
Our Family	00-0-70253-60017-3	German Bologna	1	lb
Our Family	00-0-70253-60297-9	Bratwurst Sausages	16	oz
Our Family	00-0-70253-60298-6	Mild Italian Sausage	16	oz
Our Family	00-0-70253-60300-6	Ground Italian Sausage	12	oz
Our Family	00-0-70253-60301-3	Maple Breakfast Links	12	oz
Our Family	00-0-70253-60302-0	Pork Link	12	oz
Our Family	00-0-70253-60305-1	Pork Sausage	12	oz
Our Family	00-0-70253-60306-8	Ground Hot Italian Sausage	12	oz
Our Family	00-0-70253-60307-5	Hot Italian Sausage	16	oz
Our Family	00-0-70253-60584-0	Boneless Skinless Chicken Breasts	3	lb
Our Family	00-0-70253-60585-7	Chicken Party Wings	3	lb
Our Family	00-0-70253-62001-0	Sockeye Salmon Fillets	10	oz
Our Family	00-0-70253-62003-4	Random Sockeye Salmon	13	oz
Our Family Seafood Sensations	00-0-70253-62202-1	Salmon Fillets	12	oz
Our Family Seafood Sensations	00-0-70253-62204-5	Salmon Fillets	1.250	lb
Our Family Seafood Sensations	00-0-70253-62206-9	Raw Peeled Tail-Off Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62208-3	Shrimp Ring	26	oz
Our Family Seafood Sensations	00-0-70253-62275-5	Half Moon Shrimp Ring	8	oz
Our Family Seafood Sensations	00-0-70253-62276-2	Cooked Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62277-9	Cooked Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62278-6	Cooked Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62281-6	Raw E-Z Peel Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62282-3	Raw E-Z Peel Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62283-0	Salad Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62288-5	Cod Fillets	4	oz
Our Family Seafood Sensations	00-0-70253-62289-2	Salmon Fillets	4	oz
Our Family Seafood Sensations	00-0-70253-62290-8	Tilapia Fillets	4	oz
Our Family Seafood Sensations	00-0-70253-62395-0	Catfish Fillets	12	oz
Our Family Seafood Sensations	00-0-70253-62396-7	Tilapia Fillets	12	oz
Our Family Seafood Sensations	00-0-70253-62398-1	Perch Fillets	12	oz
Our Family Seafood Sensations	00-0-70253-62399-8	Sole Fillets	12	oz
Our Family Seafood Sensations	00-0-70253-62401-8	Cod Fillets	12	oz
Our Family Seafood Sensations	00-0-70253-62405-6	Shrimp Rings	10	oz
Our Family Seafood Sensations	00-0-70253-62415-5	Half Moon Shrimp Ring	20	oz
Our Family Seafood Sensations	00-0-70253-62418-6	Cooked Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62420-9	Raw Quick Peel Shrimp	16	oz
Our Family Seafood Sensations	00-0-70253-62442-1	Snow Crab Suitcase	2	lb
Our Family Seafood Sensations	00-0-70253-62446-9	King Crab Suitcase	2	lb
Our Family Seafood Sensations	00-0-70253-62456-8	Swai Single Fillets	4	oz
Our Family Seafood Sensations	00-0-70253-62458-2	Swai Fillets	12	oz
Our Family Seafood Sensations	00-0-70253-62460-5	Swai Fillets	2	lb
Our Family	00-0-70253-62500-8	Smoked Sliced Bacon	1	lb
Our Family	00-0-70253-62504-6	Lower Sodium Bacon	1	lb
Our Family	00-0-70253-62506-0	Maple Bacon	1	lb
Our Family	00-0-70253-62508-4	Double Smoked Bacon	1	lb
Our Family	00-0-70253-62626-5	Turkey Burgers	2	lb
Our Family	00-0-70253-63200-6	Hot Dogs	12	oz
Our Family	00-0-70253-63202-0	Hot Dogs	48	oz
Our Family	00-0-70253-63209-9	Smokehouse Cocktail Smokies	14	oz

Our Family	00-0-70253-63210-5	Green Onion Bratwurst	16	oz
Our Family	00-0-70253-63257-0	All Beef Hot Dog	16	oz
Our Family	00-0-70253-63258-7	Sausage Roll	1	lb
Our Family	00-0-70253-63262-4	Deli Style Thin Shaved Smoked Ham	9	oz
Our Family	00-0-70253-63264-8	Deli Style Thin Shaved Honey Ham	9	oz
Our Family	00-0-70253-63266-2	Deli Style Thin Shaved Honey Roasted Turkey Breast	9	oz
Our Family	00-0-70253-63268-6	Deli Style Thin Shaved Oven Roasted Turkey Breast	9	oz
Our Family	00-0-70253-63316-4	Pre-Sliced Ham	2	lb
Our Family	00-0-70253-63331-7	Polish Sausage	2	lb
Our Family	00-0-70253-63334-8	Smoked Sausage	2	lb
Our Family	00-0-70253-63350-8	Summer Sausage	12	oz
Our Family	00-0-70253-63352-2	Original Summer Sausage	24	oz
Our Family	00-0-70253-63354-6	Beef Summer Sausage	12	oz
Our Family	00-0-70253-63356-0	Beef Summer Sausage	24	oz
Our Family	00-0-70253-63358-4	Cooked Brats	14	oz
Our Family	00-0-70253-63360-7	Smoked Brats	14	oz
Our Family	00-0-70253-63362-1	Cheddar Bratwurst	14	oz
Our Family	00-0-70253-63366-9	Italian Smoked Sausage with Mozzarella	14	oz
Our Family	00-0-70253-63370-6	Wieners	12	oz
Our Family	00-0-70253-63372-0	Smoked Polish Kielbasa	14	oz
Our Family	00-0-70253-63374-4	Smoked Polish Sausage	14	oz
Our Family	00-0-70253-63378-2	Smoked Sausage	14	oz
Our Family	00-0-70253-63380-5	Beef Sticks	8	oz
Our Family	00-0-70253-63386-7	Spicy Andiouelle Sausage	14	oz
Our Family	00-0-70253-63388-1	Chorizo Sausage	15	oz
Our Family	00-0-70253-63390-4	Garlic Summer Sausage	12	oz
Our Family	00-0-70253-64015-5	Light Strawberry Yogurt	6	oz
Our Family	00-0-70253-64017-9	Light Lemon Yogurt	6	oz
Our Family	00-0-70253-64018-6	Light Strawberry Banana Yogurt	6	oz
Our Family	00-0-70253-64019-3	Light Peach Yogurt	6	oz
Our Family	00-0-70253-64020-9	Light Cherry Vanilla Yogurt	6	oz
Our Family	00-0-70253-64021-6	Light Raspberry Yogurt	6	oz
Our Family	00-0-70253-64022-3	Light Blueberry Yogurt	6	oz
Our Family	00-0-70253-64024-7	Low Fat Strawberry Banana Yogurt	6	oz
Our Family	00-0-70253-64025-4	Low Fat Strawberry Yogurt	6	oz
Our Family	00-0-70253-64027-8	Blueberry Yogurt	6	oz
Our Family	00-0-70253-64028-5	Lowfat Peach Yogurt	6	oz
Our Family	00-0-70253-64029-2	Lowfat Raspberry Yogurt	6	oz
Our Family	00-0-70253-64030-8	Lowfat Cherry Vanilla Yogurt	6	oz
Our Family	00-0-70253-64031-5	Lowfat Mixed Berry Yogurt	6	oz
Our Family	00-0-70253-64035-3	Vanilla Yogurt	32	oz
Our Family	00-0-70253-64037-7	Strawberry Yogurt	32	oz
Our Family	00-0-70253-64039-1	Light Nonfat Plain Yogurt	32	oz
Our Family	00-0-70253-64042-1	Nonfat Yogurt Key Lime	6	oz
Our Family	00-0-70253-64044-5	Lowfat Yogurt Vanilla	6	oz
Our Family	00-0-70253-64046-9	Lowfat Yogurt Black Cherry	6	oz
Our Family	00-0-70253-64056-8	Strawberry & Blueberry Yogurt Tubes	18	oz
Our Family	00-0-70253-64059-9	Strawberry & Cotton Candy Yogurt Tubes	18	oz
Our Family	00-0-70253-64100-8	Sour Cream	16	oz
Our Family	00-0-70253-64101-5	Light Sour Cream	16	oz
Our Family	00-0-70253-64105-3	Sour Cream	24	oz
Our Family	00-0-70253-64112-1	French Onion Dip	16	oz
Our Family	00-0-70253-64900-4	Sour Cream	8	oz
Our Family	00-0-70253-65100-7	Vitamin D Milk	1	Gallons
Our Family	00-0-70253-65141-0	Vitamin D Milk	0.5	Gallons
Our Family	00-0-70253-65142-7	1% Lowfat Milk	0.5	Gallons
Our Family	00-0-70253-65143-4	Fat Free Skim Milk	0.5	Gallons
Our Family	00-0-70253-65180-9	2% Reduced Fat Milk	1	Gallons
Our Family	00-0-70253-65211-0	2% Reduced Fat Milk	0.5	Gallons
Our Family	00-0-70253-65213-4	1% Lowfat Milk	1	Gallons
Our Family	00-0-70253-65235-6	Fat Free Skim Milk	1	Gallons
Our Family	00-0-70253-65240-0	Organic Original Soymilk	64	fl oz
Our Family	00-0-70253-65242-4	Organic Vanilla Soymilk	64	fl oz
Our Family	00-0-70253-65244-8	Organic Chocolate Soymilk	64	fl oz

Our Family	00-0-70253-65254-7	French Vanilla Creamer	32	fl oz
Our Family	00-0-70253-65256-1	Fat Free French Vanilla Creamer	32	fl oz
Our Family	00-0-70253-65257-8	Sugar Free French Vanilla Coffee Creamer	32	fl oz
Our Family	00-0-70253-65258-5	Hazelnut Coffee Creamer	32	fl oz
Our Family	00-0-70253-65260-8	Original Coffee Creamer	32	fl oz
Our Family	00-0-70253-65262-2	Vanilla Caramel Creamer	32	oz
Our Family	00-0-70253-65292-9	Small Curd Cottage Cheese	16	oz
Our Family	00-0-70253-65300-1	Small Curd Cottage Cheese	24	oz
Our Family	00-0-70253-65302-5	2% Lowfat Cottage Cheese	24	oz
Our Family	00-0-70253-65303-2	1% Lowfat Cottage Cheese	24	oz
Our Family	00-0-70253-69888-0	Grade A Large Eggs	30	ct
Our Family	00-0-70253-69960-3	Large Brown Eggs	12	ct
Our Family	00-0-70253-69980-1	Grade A Medium Eggs	12	ct
Our Family	00-0-70253-69980-1	Grade A Medium Eggs	12	ct
Our Family	00-0-70253-69982-5	Grade A Large Eggs	12	ct
Our Family	00-0-70253-69983-2	Grade A Jumbo Eggs	12	ct
Our Family	00-0-70253-69984-9	Grade A Extra Large Eggs	12	ct
Our Family	00-0-70253-69985-6	Grade A Large Eggs	6	ct
Our Family	00-0-70253-69986-3	Grade A Large Eggs	18	ct
Our Family	00-0-70253-69987-0	Grade A Large Eggs	60	ct
Our Family	00-0-70253-70050-7	Fat Free Rainbow Sherbet	56	fl oz
Our Family	00-0-70253-70052-1	Fat Free Orange Sherbet	56	fl oz
Our Family	00-0-70253-70054-5	Fat Free Lime Sherbet	56	fl oz
Our Family	00-0-70253-70056-9	Fat Free Strawberry Frozen Yogurt	56	fl oz
Our Family	00-0-70253-70058-3	Fat Free Vanilla Frozen Yogurt	56	fl oz
Our Family	00-0-70253-70210-5	Reduced Fat Vanilla Ice Cream	128	oz
Our Family	00-0-70253-70212-9	Reduced Fat New York Vanilla Ice Cream	128	oz
Our Family	00-0-70253-70214-3	Reduced Fat Chocolate Ice Cream	128	oz
Our Family	00-0-70253-70216-7	Reduced Fat Strawberry Sundae Ice Cream	128	oz
Our Family	00-0-70253-70218-1	Reduced Fat Chocolate Marshmallow Ice Cream	128	oz
Our Family	00-0-70253-70220-4	Reduced Fat Chocolate Sundae Ice Cream	128	oz
Our Family	00-0-70253-70222-8	Orange Dream Reduced Fat Ice Cream	128	fl oz
Our Family	00-0-70253-70224-2	Reduced Fat Neapolitan Ice Cream	128	fl oz
Our Family	00-0-70253-70226-6	Reduced Fat Chocolate Chip Ice Cream	128	oz
Our Family	00-0-70253-70228-0	Reduced Fat Chocolate Vanilla Ice Cream	128	oz
Our Family	00-0-70253-70300-3	Premium Ice Cream Vanilla	48	fl oz
Our Family	00-0-70253-70302-7	Premium Ice Cream Vanilla Bean	48	fl oz
Our Family	00-0-70253-70304-1	Premium Ice Cream Rocky Road	48	fl oz
Our Family	00-0-70253-70308-9	Premium Ice Cream Chocolate	48	fl oz
Our Family	00-0-70253-70310-2	Strawberries n' Cream Premium Ice Cream	48	fl oz
Our Family	00-0-70253-70312-6	Peppermint Bon Bon Premium Ice Cream	48	fl oz
Our Family	00-0-70253-70314-0	Premium Ice Cream Moose Tracks	48	fl oz
Our Family	00-0-70253-70316-4	Premium Ice Cream Chocolate Chip	48	fl oz
Our Family	00-0-70253-70320-1	Premium Ice Cream Butter Pecan	48	fl oz
Our Family	00-0-70253-70322-5	Premium Ice Cream Neapolitan	48	oz
Our Family	00-0-70253-71202-9	Twin Pop Ice Cream Novelties	12	ct
Our Family	00-0-70253-71206-7	Fudge Bars	30	fl oz
Our Family	00-0-70253-71208-1	Reduced Fat Ice Cream Bars	30	fl oz
Our Family	00-0-70253-71210-4	Junior Pops	42	fl oz
Our Family	00-0-70253-71212-8	Juice Bars	42	fl oz
Our Family	00-0-70253-71214-2	Patriot Pops	42	fl oz
Our Family	00-0-70253-71216-6	Dream Bars	30	fl oz
Our Family	00-0-70253-71224-1	Fudge Ice Cream Bars	24	ct
Our Family	00-0-70253-71226-5	Reduced Fat Ice Cream Bar	24	ct
Our Family	00-0-70253-71228-9	Light French Silk Chocolate Ice Cream	56	fl oz
Our Family	00-0-70253-71230-2	Vanilla Ice Cream	56	fl oz
Our Family	00-0-70253-71232-6	New York Vanilla Ice Cream	56	fl oz
Our Family	00-0-70253-71234-0	Chocolate Ice Cream	56	fl oz
Our Family	00-0-70253-71236-4	Chocolate Chip Ice Cream	56	fl oz
Our Family	00-0-70253-71238-8	Neapolitan Ice Cream	56	fl oz
Our Family	00-0-70253-71240-1	Chocolate Sundae Ice Cream	56	fl oz
Our Family	00-0-70253-71242-5	Strawberry Sundae Ice Cream	56	fl oz
Our Family	00-0-70253-71244-9	Chocolate Marshmallow Ice Cream	56	fl oz
Our Family	00-0-70253-71246-3	Maple Nut Ice Cream	56	fl oz

Our Family	00-0-70253-71248-7	Mint Chocolate Chip Ice Cream	56	fl oz
Our Family	00-0-70253-71252-4	Butter Pecan Ice Cream	56	fl oz
Our Family	00-0-70253-71254-8	Light Vanilla Ice Cream	56	fl oz
Our Family	00-0-70253-87935-7	Jumbo Franks	1	lb
Our Family	00-0-70253-89612-5	Pimento Stuffed Olives in Chardonnay & Herb Marinade	10	oz
Our Family	00-0-70253-89613-2	Garlic Stuffed Olives in Chardonnay & Herb Marinade	10	oz
Our Family	00-0-70253-89614-9	Jalapeno Stuffed Olives in Chardonnay & Herb Marinade	10	oz
Our Family	00-0-70253-89615-6	Pitted Kalamata Olives in Herb Marinade	9.5	oz

Appetizers

BBQ & Grilling

Beverages

Breads

Breakfast & Brunch

Desserts

Entrees

Fruits & Vegetables

Healthy

Holidays & Parties

Main Dish

Pasta

Quick & Easy

Salad

Side Dishes

Slow Cooker

Soups & Stews

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Our Family® is an extensive line of high quality products that are equal to or better than the national brands. Developed more than 100 years ago, the Our Family label is one of the oldest and most well-established in the industry. The number one reason for the success and longevity is "QUALITY".

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Slow Cooker
Soups & Stews

Appetizer Meatballs

These tasty meatballs are convenient for appetizers, snacks, party treats, salads or sub sandwiches!

Ingredients

1 cup ice water
1/4 cup soy sauce
1/4 tsp black pepper, freshly ground
2 pound s ground pork, lean

Directions

1. Heat oven to 375° F. With hands or wooden spoon, mix pork, water, soy sauce and pepper thoroughly in large bowl. Shape into 3/4-inch balls (mixture will be fairly soft and balls will not be perfect). Arrange closely together in single layer or ungreased shallow baking pan, like a jelly-roll pan. Bake for 20-30 minutes. Remove from pan and serve immediately with a dipping sauce, like your favorite salad dressings (Russian, Thousand Island, Ranch). Use toothpicks to skewer meatballs to dip. Or remove from pan, cool, cover and freeze or refrigerate. Serve cold or reheated.
2. Makes about 7 dozen meatballs. Nutritional values for 7 meatballs per serving.

Prep Time	10 min
Cook Time	30 min
Serves	12

Nutrition Information

Calories	200
Total Fat	16g
Saturated Fat	6g
Cholestrol	55mg
Sodium	390mg
Carbs	1g
Protein	13g

Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

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Apple, Bacon & Cheddar Stuffed Mushrooms

Your guests will be raving about this flavorful and elegant appetizer for days after your next dinner party!

Ingredients

1 tsp finely chopped fresh thyme leaves
1 medium yellow onion, diced
1 1/2 tsp kosher salt
1/2 cup finely shredded Cheddar cheese
1/2 cup Italian seasoned breadcrumbs
1/2 tsp ground black pepper
1/4 cup pine nuts
2 tbs finely shredded Parmesan cheese
2 garlic clove s, minced
3 tbs brandy
3 slices hickory smoked bacon
3/4 cup finely chopped Granny Smith or Golden Delicious apple (from 1 apple)
30 white mushrooms, stems trimmed and cleaned
6 tbs butter, melted

Directions

Prep Time	35 min
Cook Time	33 min
Serves	12

Nutrition Information

Calories	157
Total Fat	9g
Saturated Fat	4g
Cholestrol	14mg
Sodium	382mg
Carbs	15g
Fiber	3g
Protein	7g

1. Preheat oven to 350°. Carefully separate stems from mushroom caps. Place caps, gill side up, on rimmed baking pan. Coarsely chop stems; set aside. Stir together butter, and brandy and pour into mushroom caps. Sprinkle caps with 1 teaspoon salt, and ¼ teaspoon pepper. Roast 15 minutes; remove from oven and let cool. Pour out and discard any liquid remaining in caps and on rimmed baking pan. Return caps, gill side up, to rimmed baking pan.
2. Meanwhile, in small skillet, toast pine nuts over medium-low heat 5 to 6 minutes or until lightly browned, stirring frequently.
3. In large skillet, cook bacon over low heat, turning occasionally, until browned and crisp. Transfer to paper towels to drain and cool. Discard all but 2 tablespoons bacon fat. Coarsely chop bacon; set aside.
4. Add garlic, and onion to pan with bacon fat. Cook over medium heat 5 minutes or until onion is soft. Add chopped mushroom stems and cook, stirring occasionally, 5 to 6 minutes or until most of the moisture has evaporated. Stir in apple; cook 3 minutes. Remove pan from heat.
5. Stir remaining ½ teaspoon salt, ¼ teaspoon pepper, pine nuts, bacon, breadcrumbs, ¼ cup Cheddar cheese, Parmesan cheese, and thyme into apple mixture. Stuff mushrooms with filling and top with remaining ¼ cup Cheddar cheese. Bake 5 minutes or just until mushrooms are heated through.

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Baked Meatballs

These meatballs will be a great addition to your next party!

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Ingredients

1 cup corn flakes, crushed
1 cup whole cranberry sauce
1/3 cup ketchup
1/4 tsp garlic salt
1/4 tsp pepper
2 lb raw hamburger
2 eggs
2 tbs onion soup mix
2 tsp soy sauce

Directions

In a saucepan mix the sauce ingredients. Heat and stir until smooth. Set aside. Mix meatball ingredients in a large bowl. Form into small balls (about 1 1/2 inches in diameter). Place meatballs into a baking pan and cover with sauce. Bake at 350º for one hour.

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Cocktail Sausages

Cocktail sausages are always a party favorite!

Ingredients

1 lb cocktail sausages
10 ounces grape jelly
12 ounce btl chili sauce

Directions

Heat chili sauce and jelly in saucepan, stirring constantly until jelly is melted. Add sausages; stir until coated. Simmer, uncovered, for 20 minutes. Serve hot. (These can also be put in a crock pot on low.)

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Crab & Shrimp Bruschetta

Simple, fresh and delicious, this bruschetta is a little slice of summer you can enjoy all year long!

Ingredients

1 cup cooked 70-90 count peeled and deveined shrimp, thawed if necessary (6 ounces)
1 cup refrigerated or canned white and/or lump crabmeat, drained and picked through
1 loaf French baguette
1/2 tsp kosher salt
1/4 cup finely shredded Pamesan cheese
1/4 cup rice vinegar
1/4 tsp ground black pepper
3 tbs slice d fresh basil leaves
3/4 cup extra virgin olive oil
4 garlic clove s
4 medium Roma tomatoes, diced (2 cup s)

Prep Time	15 min
Cook Time	5 min
Serves	12

Nutrition Information

Calories	241
Total Fat	14g
Saturated Fat	2g
Cholestrol	50mg
Sodium	343mg
Carbs	18g
Fiber	1g
Protein	10g

Directions

1. In blender, puree garlic, and oil until smooth. In large bowl, combine 3

tablespoons oil mixture, tomatoes, crabmeat, shrimp, rice vinegar, basil, salt, and pepper.
2. Cut bread into 1-inch-thick slices and brush generously with remaining oil mixture. Preheat grill pan over high heat. Grill bread slices 1 minute per side. To serve, spoon seafood mixture onto bread; top with cheese.

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Green Onion Dip with Fresh Veggies

Ingredients

Chopped fresh chives for garnish
1 cup light mayonnaise
1 cup tightly packed fresh baby spinach leaves
1 pinch ground white pepper
1 tbs dried tarragon
1 1/2 tsp s fresh lemon juice
1/2 tsp kosher salt
1/4 cup canola oil
1/4 cup extra virgin olive oil
2 tsp s Dijon mustard
2 garlic clove s
3 pounds fresh vegetables such as baby carrots, celery sticks, blanched sugar snap peas, broccoli florets, and grape tomatoes
6 green onions, coarsely chopped (1 cup)

Prep Time	10 min

Nutrition Information

Calories	210
Total Fat	18g
Saturated Fat	2g
Cholestrol	8mg
Sodium	264mg
Carbs	12g
Fiber	3g
Protein	2g

Directions

1. In food processor with knife blade attached, add green onions, garlic, spinach, oils, and tarragon. Process 1 minute or until mixture is smooth, scraping bowl occasionally with rubber spatula.
2. Add mayonnaise, mustard, lemon juice, salt, and pepper, and process 30 seconds or until well combined.
3. Sprinkle dip with chives and serve with fresh vegetables.

Makes about 2 1/2 cups

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Homemade Guacamole

Holy guacamole! This lively dip is quick, easy and most important of all, DELICIOUS!

Ingredients

Chopped red onion (optional)
Hot sauce to taste
Tortilla chips
1 tbs chopped fresh cilantro leaves
1 garlic clove s, minced
1 medium tomato, diced (1 cup)
2 tsp s minced jalapeno pepper
3 tbs fresh lemon juice
3/4 tsp kosher salt
4 medium ripe avocados

Prep Time	10 min
Serves	8

Nutrition Information	
Calories	169
Total Fat	15g
Saturated Fat	2g
Cholestrol	0mg
Sodium	118mg
Carbs	9g
Fiber	3g
Protein	2g

Directions

1. Cut each avocado lengthwise in half around seed. Twist halves in opposite directions to separate. Slip spoon under seed to remove and discard. With spoon, scoop out avocado flesh and place in medium serving bowl. Add lemon juice, and salt; with fork, mash until mixture is almost smooth.

2. Stir in garlic, cilantro, jalapeno and hot sauce; fold in tomato. If not serving right away, cover and refrigerate up to 2 hours. Just before serving, sprinkle guacamole with red onion, if desired. Serve guacamole with tortilla chips.

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Spicy Beef & Refried Bean Nacho Bake

This fast and easy classic nacho dish is perfect for parties, potlucks or even dinner with the family!

Prep Time	20 min
Cook Time	6 min
Serves	8

Nutrition Information

Calories	583
Total Fat	35g
Saturated Fat	12g
Cholestrol	73mg
Sodium	1233mg
Carbs	49g
Fiber	8g
Protein	25g

Ingredients

Sliced green onions, guacamole, and/or sour cream (optional)
1 jar (15 to 16 ounces) hot thick and chunky salsa
1 bag (13 ounces) tortilla chips
1 can (16 ounces) refried beans
1 tsp ground corriander
1 tsp salt
1 tsp vegetable oil
1 1/2 pounds lean ground beef
2 cup s shredded Mexican cheese blend
2 tbs chili powder
2 medium tomatoes (about 1 pound), chopped (about 2 cup s)
3 garlic clove s, minced
3 tbs chopped pickled jalapeno slice s

Directions

1. Preheat oven to 400°. In large skillet, cook beef, garlic, and oil over medium

heat 6 to 8 minutes or until meat is no longer pink, breaking up meat with side of spoon. Stir in chili powder and coriander. Stir in refried beans, salsa, and jalapenos. Reduce heat to medium-low; simmer 5 to 7 minutes or until mixture thickens slightly. Remove skillet from heat; stir in salt.

2. In bottom of 13 x 9-inch glass or ceramic baking dish, layer half the tortilla chips, then top with half the beef mixture. Repeat layers of chips and beef mixture. Evenly sprinkle cheese over top. Bake 6 to 8 minutes or until cheese melts and begins to brown. Evenly sprinkle with tomatoes, and green onions, if desired. Serve with guacamole and sour cream, if desired.

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Spicy Beef Nachos

The PERFECT dish for every party!

Prep Time	20 min
Cook Time	2 hours
Serves	8

Nutrition Information

Calories	403
Total Fat	24g
Saturated Fat	8g
Cholestrol	48mg
Sodium	589mg
Carbs	33g
Fiber	4g
Protein	17g

Ingredients

Toppings: diced tomatoes, sliced green onions, sliced black olives, diced avocados, guacamole, and/or sour cream
1 cup frozen corn
1 cup hot chunky salsa
1 cup medium chunky salsa
1 bag (10 to 16 ounces) corn tortilla chips, strips, or rounds
1 medium onion, diced
1 package (8 ounces) finely shredded nacho and taco cheese blend
1 pound boneless beef chuck roast
1 tsp chili powder
1 tsp olive oil
1 garlic clove s, minced
1/2 medium jalapeno pepper, minced

Directions

1. In large skillet, heat oil over medium-high heat until hot but not smoking. Add

beef and cook 3 to 4 minutes, turning once. Add onion and cook 5 minutes, stirring onion occasionally. Transfer beef and onion to 3 ½ to 4 quart slow cooker. Stir in garlic, jalapeno, corn, salsas, and chili powder. Cover and cook on low 2 to 2 ½ hours or until beef is fork-tender.

2. Transfer beef to cutting board. Cut beef into bite-size pieces. Return beef to slow cooker, stirring to combine ingredients. Spoon beef mixture over chips. Sprinkle cheese and desired toppings over beef.

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Sweet Sesame Wings

Ingredients

1 cup thinly sliced green onions (about 4 onions)
1 tbs cold water
1 tbs cornstarch
1 tbs olive oil
1 tbs peeled and grated fresh ginger
1/2 tsp cayenne pepper
1/4 cup soy sauce
2 tbs Dijon mustard
2 tbs sesame oil
2 tbs sesame seeds, toasted Celery stick s (optional)
24 ounce s cola
4 pound s chicken wings, 1st and 2nd sections (about 32 pieces)
6 clove s garlic, minced

Prep Time	25 min
Cook Time	40 min
Serves	8

Nutrition Information

Calories	247
Total Fat	15g
Saturated Fat	3g
Cholestrol	39mg
Sodium	605mg
Carbs	13g
Fiber	1g
Protein	14g

Directions

1. In large bowl, whisk together cola, garlic, soy sauce, mustard, sesame oil,

ginger and cayenne. Place wings in 2 large zip-top plastic bags; pour half of the cola mixture into each bag over wings. Seal bags and refrigerate 2 hours to marinate.
2. Place rimmed baking pan in oven; preheat oven to 400°. Drain wings and reserve marinade. Carefully add oil to baking pan and swirl to coat bottom of pan. Place wings in single layer on baking pan and bake 15 minutes. Toss wings with reserved marinade and bake 25 to 30 minutes longer or until wings are golden brown, turning occasionally.
3. Transfer wings to separate rimmed baking pan and keep warm in oven. Transfer remaining liquid in baking pan to small saucepot and cook over high heat 10 minutes or until mixture is slightly thickened. In small bowl, whisk together water and cornstarch; add to simmering sauce, stirring constantly with whisk. Heat sauce to boiling; boil 1 minute and remove from heat.
4. Transfer wings to large serving bowl and toss with sauce. Sprinkle wings with green onions and sesame seeds. Serve with celery sticks, if desired.

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"Hoot-n-Holler" Baby Back Pork Ribs

These quick and simple grilled mesquite ribs will taste like you slow-cooked them for hours!

Ingredients

1 cup prepared barbecue sauce (mild or spicy)
1 jar 12 oz. prepared mesquite-flavored marinade
1 medium onion, peeled
1/2 cup brown sugar
2 racks baby back pork ribs (about 1 1/2 pounds per rack)
3 bay leaves

Directions

In a large stockpot, place both racks of ribs; add enough water to cover ribs. Add marinade, bay leaves and onion. Bring mixture to a boil over high heat. (This will create foam on top.) Reduce to medium-low heat; simmer 45 minutes or until ribs are just tender. Remove ribs from cooking liquid; drain on rimmed baking sheet. Heat grill to medium heat (about 350° F.) Meanwhile, in a small mixing bowl, stir together the barbecue sauce and brown sugar. Brush over both sides of ribs. Place ribs on grill, bone side down, close lid. Grill for 7 minutes, turn and grill 7 minutes more.

Prep Time	45 min
Cook Time	30 min
Serves	6-8

Nutrition Information

Calories	577
Total Fat	41g
Saturated Fat	15g
Cholestrol	137mg
Sodium	1037mg
Carbs	22g
Protein	28g

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“Happy” Pork Steak

Bring a little happiness to your dinner table with this "Happy" meal!

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Ingredients

1 small white onion, chopped
1 cup beer or water
1 fresh cilantro, chopped
2 tbs corn or olive oil
2 cup s uncooked rice
2 medium jalapeno chiles, minced
2 cup s chicken broth or water
4 clove garlic, minced
4 plum tomatoes, chopped
6 pork blade steaks, (1/2-3/4-inch thick), seasoned with salt and pepper

Directions

1. Heat oil in large skillet; add pork. Sear pork on both sides on medium-high heat just until brown, about 1 minute on each side. Remove from skillet and cover loosely with foil.
2. Add garlic and onions to skillet. Cook and stir until tender, about 2 minutes,

Prep Time	15 min
Cook Time	25 min
Serves	6

Nutrition Information

Calories	590
Total Fat	24g
Saturated Fat	7g
Cholestrol	94mg
Sodium	570mg
Carbs	59g
Fiber	1g
Protein	30g

scraping up brown bits from bottom of skillet. Add rice, stirring constantly until rice just begins to brown, about 3 to 4 minutes. Add tomatoes, jalapeno chiles, beer and broth or water. Bring to boil; cover. Reduce heat to medium low and simmer 10 minutes.

3. Place pork on top of rice; cover. Simmer 8 or 9 minutes until internal temperature on a thermometer reads 145° F. Let stand 3-5 minutes before serving. Sprinkle with chopped cilantro if desired.

4. Chicken broth or water may be substituted for the beer in this recipe. If using water only, additional salt and pepper may be needed.

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All-American Pork Baby Back Ribs

Ingredients

1 barbecue sauce (purchased or homemade)
4 lb pork back ribs

Directions

Season ribs with salt and pepper. Place ribs on a medium-hot grill over indirect heat; close grill hood and grill until ribs are tender, about 1 1/2 to 2 hours. Add more charcoal briquettes to fire, if necessary, to maintain grill temperature of about 325-350° F. Finish by turning and basting ribs with barbecue sauce for the last 15 minutes. Serve ribs directly from the grill or for extra tender ribs, remove from grill, wrap in heavy aluminum foil. Place foil-wrapped ribs in brown paper bags, close bags and let ribs rest for up to an hour. Unwrap ribs, cut into serving pieces and serve with extra barbecue sauce.
Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

Prep Time	5 min
Cook Time	2 hours
Serves	4

Nutrition Information

Calories	290
Total Fat	6g
Saturated Fat	2g
Cholestrol	65mg
Sodium	900mg
Carbs	27g
Fiber	8g
Protein	31g

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American Pride Pork Chops

Ingredients

1 1/2 tsp coarse salt
1/2 tsp coarse black pepper
1/2 tsp ground allspice
1/4 tsp dried thyme leaves
2 tsp brown sugar
4 bone-in loin pork chops, 1-inch thick

Directions

1. Combine the brown sugar, salt, pepper, allspice and thyme leaves in a small bowl. Rub both sides of pork chops with herb mixture. Let stand 15 to 30 minutes. Discard any remaining herb mixture.
2. Prepare a medium-hot fire in grill. Pat pork chops dry while being careful not to remove the rub. Grill chops, over direct heat, turning once, to medium rare doneness about 4-5 minutes per side or until the internal temperature reaches 145° F, followed by a 3-minute rest time.
Recipe and photo courtesy of the National Pork Board,

Prep Time	5 min
Cook Time	10 min
Serves	4

Nutrition Information

Calories	160
Total Fat	9g
Saturated Fat	3g
Cholestrol	55mg
Sodium	770mg
Carbs	3g
Fiber	0g
Protein	16g

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America's Favorite Pork Chops

Ingredients

1 tsp Worcestershire sauce
3/4 cup Italian dressing
4 pork chops, 3/4-inch thick

Directions

1. Place all ingredients in a self-sealing bag; seal bag and place in refrigerator for at least 20 minutes (or as long as overnight).
2. Remove chops from bag, discarding marinade and grill over a medium-hot fire, turning once, until just done, about 8-9 minutes total cooking time, until internal temperature on a thermometer reads 145° F, followed by a 3-minute rest time.

Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

Prep Time	20 min
Cook Time	15 min
Serves	4

Nutrition Information

Calories	184
Total Fat	10g
Saturated Fat	2g
Cholestrol	60mg
Sodium	140mg
Carbs	1g
Protein	25g

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Apple Sweet and Sour Brats

At your next cookout, try these hot, mouth-watering brats on fresh bread with a side of potato salad and seasonal fruit!

Prep Time	10 min
Cook Time	50 min
Serves	6-8

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Ingredients

1 32 oz. jat sauerkraut, rinsed and well-drained
1 cup applesauce
1 onion, sliced
1 tbs butter
1 large apple, cored and cubed
1 salt and pepper, to taste
1 tsp cinnamon
1/2 cup apple juice
12 bratwurst
2 tbs brown sugar

Directions

1. In a large saucepan, simmer sauerkraut with applesauce and apple juice for 20 minutes.
2. In a large deep skillet, heat butter over medium heat; add onions and saute, stirring frequently, until very soft, about 10 minutes. Add brown sugar and cook

for 5 more minutes. The onions should be caramelized. Add apple pieces and saute for 5 more minutes until apples are just tender. Add to sauerkraut along with cinnamon, salt and pepper. Keep warm until ready to serve.
3. Prepare a medium-hot fire in grill. Grill bratwurst directly over fire, turning until evenly browned, about 5-7 minutes, or until internal temperature reaches 160° F.
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Apricot Glazed Pork Kabobs

Ideal for summer gatherings with family and friends! Serve with cucumber salad, baked beans, potato salad and your favorite fruit.

Ingredients

1 lb boneless pork loin, cut into 1-inch cubes
1 10 oz. jar apricot preserves
2 tbs butter
4 tbs orange liqueur or orange juice

Directions

1. Stir together preserves, liqueur and butter, simmer in a small saucepan until butter is melted (OR combine ingredients in a 2-cup glass measure; microwave on High for 1 Minute). Place pork cubes in heavy plastic bag, pour 3/4 cup apricot mixture over to coat. Marinate at least 30 minutes.
2. Thread pork onto 4-6 skewers, grill over hot coals 10-12 minutes, turning occasionally and basting with marinade. Heat remaining apricot sauce to boiling and serve alongside kabobs, if desired.

Recipe & photo courtesy of the National Pork Board, http://www.porkbeinspired.com

Prep Time	15 min
Cook Time	15 min
Serves	4-6

Nutrition Information

Calories	326
Total Fat	9g
Saturated Fat	4g
Cholestrol	58mg
Sodium	84mg
Carbs	40g
Fiber	0g
Protein	18g

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Brew Burgers

If you like having a beer with your burger, you should try putting beer IN your burger!

Ingredients

- lettuce leaves
1/4 cup beer
1/4 cup prepared steak sauce
1-1/2 pound s ground beef
4 crusty rolls, split
4 slice s sweet onion (2-1/2 inch)
4 slice s swiss cheese (1 oz. each)

Serves	4
Nutrition Information	
Calories	692
Total Fat	35g
Saturated Fat	15g
Cholestrol	142mg
Sodium	742mg
Carbs	42g
Fiber	1.6g
Protein	49g

Directions

1. Combine beer and steak sauce in 1-cup glass measure. Cover and microwave on HIGH 1 to 1-1/2 minutes or until bubbly.
2. Lightly shape ground beef into four 3/4-inch thick patties. Place patties in center of grid over medium, ash-covered coals; arrange onion around patties. Grill, covered, 11 to 15 minutes (over medium heat on preheated gas grill, 13 to 14 minutes) until instant-read thermometer inserted horizontally into center registers 160°, turning occasionally. Season with salt after turning. About 2

minutes before patties are done, brush generously with sauce; top with cheese.
3. Serve burgers and onions in rolls with lettuce and sauce.
Total recipe time: 30 minutes
Recipe and photo courtesy of The Beef Checkoff,
http://www.beefitswhatsfordinner.com

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Carolina Country Style Ribs

Nothing could be finer than these Country Style Ribs from Carolina!

Prep Time	15 min
Cook Time	1 hr
Serves	6

Nutrition Information

Calories	198
Total Fat	14g
Saturated Fat	5g
Cholestrol	51mg
Sodium	355mg
Carbs	2g
Fiber	0g
Protein	14g

Ingredients

1 cup cold water
1 tbs kosher salt
1 1/2 tsp s crushed red pepper
1.5-2 pound s boneless country style pork ribs
1/2 tsp cayenne pepper
2 cup s apple cider vinegar
2 tbs vegetable oil
2 tbs molasses (or 1/4 cup firmly packed brown sugar)

Directions

1. Place ribs in a large bowl or resealable plastic bag, set aside. In 4-cup glass measure, stir together vinegar, water, oil, molasses, salt, red pepper flakes and cayenne pepper until salt is dissolved. Remove 1/2 cup marinade; set aside. Add remaining marinade to ribs; seal bag and marinate for 4-6 hours in the refrigerator. Remove ribs from marinade; discard marinade.
2. Prepare medium-hot fire; grill ribs over indirect heat for 50-60 minutes or until

pork is tender and the internal temperature reaches 160° F. Baste ribs twice with reserved sauce mixture during last 15 minutes of grilling.
Recipe & photo courtesy of the National Pork Board,
http://www.porkbeinspired.com

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Classic Barbecued Chicken

Ingredients

1 tbs Cajun seasoning
1 tbs packed light brown sugar
1/4 tsp garlic powder
1/4 tsp ground black pepper
1-1/2 cup s barbecue sauce
1-1/2 tbs paprika
2 tsp kosher salt
5 pound s bone-in chicken pieces

Directions

1. Prepare outdoor grill for direct grilling over high heat. In small bowl, mix, paprika, Cajun seasoning, sugar, salt, pepper and garlic powder. Trim excess fat from chicken. Rub all sides of chicken with seasoning mixture.
2. Place chicken, skin side down, on hot grill rack. Cover and cook 4 to 5 minutes or until outside of chicken is seared, watching carefully for flare-ups. If flare-ups occur, open grill and move chicken to outside, or cooler, part of grill.

Prep Time	10 min
Cook Time	35 min
Serves	8

Nutrition Information

Calories	335
Total Fat	14g
Saturated Fat	4g
Cholestrol	86mg
Sodium	878mg
Carbs	28g
Fiber	1g
Protein	22g

3. Reduce heat to medium. Turn chicken skin side up. Cover and cook 30 to 35 minutes longer, turning occasionally and watching carefully for flare-ups. Brush skin side of chicken liberally with some of the barbecue sauce during last 10 minutes of cooking.
4. Turn off grill, cover and let stand 5 to 10 minutes. Chicken should reach an internal temperature of 165° and juices should run clear when chicken is pierced with a knife. Serve with any remaining barbecue sauce for dipping.

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Fruity Punch

This fun drink will be a hit at any party!

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Ingredients

fresh sliced fruit (cherries, orange, lemons, etc.)
1 quart ginger ale
1 quart soda water
2-46 ounce bottles fruit punch
6 ounce can frozen lemonade, thawed
6 ounce can frozen orange juice, thawed
6 ounce can frozen pineapple juice, thawed

Directions

Mix orange juice, lemonade, pineapple juice and fruit punch together. Store in refrigerator 24 hours before serving.
Just before serving, add ginger ale, soda water, and fresh fruit.

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Hot Apple Juice

Try this festive recipe at your next holiday gathering. This spicy, hot drink is sure to warm up your guests!

Serves 8

Ingredients

ground nutmeg
1 3 inch stick of cinnamon
1/2 cup brown sugar, packed
2 quarts apple juice
4 3 1/2 inch strips of orange rind
6 cloves whole

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Directions

Mix all ingredients except nutmeg in a Dutch oven; simmer 20 minutes. Remove from heat and discard cinnamon stick, cloves and orange rind. To serve, pour into individual mugs and sprinkle each serving lightly with nutmeg.

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Rise & Shine Smoothie

This is the perfect treat for a sunny day!

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Ingredients

1 cup crushed pineapple in juice
1 cup frozen vanilla yogurt
1 cup orange juice
1 large banana
1/2 cup ice
2/3 cup peaches, canned
4 large strawberries (fresh or frozen)

Directions

Combine the items in a blender in the order listed. Using the "pulsating" mode or using short bursts on high speed blend until the mixture is smooth. Pour into glasses. Garnish with an orange slice.

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Spiced Mocha Mix

This drink is a perfect afternoon pick-me-up!

Ingredients

1 tsp ground cinnamon
1/3 cup instant coffee
2 cup s sweetened cocoa mix

Directions

In a bowl combine cocoa mix, coffee and cinnamon. Stir thoroughly. Store in an airtight container. Makes 2 1/4 cups of mix. For 1 serving, combine 3 tablespoons of mix with 2/3 cup boiling water.

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Blueberry Muffins

These muffins are a favorite breakfast treat!

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Ingredients

1 1/2 cup sugar
1/2 cup butter
1/2 cup milk
1/2 tsp salt
2 cup s all purpose flour
2 eggs
2 tsp baking powder
2 1/2 cup s frozen or fresh blueberries

Directions

Using a spoon, mix all ingredients except blueberries (do not use a mixer). Fold blueberries into batter.
Line muffin tins with paper cups. Fill to top of paper liner. Sprinkle each muffin with 1/2 to 1 teaspoon of sugar.
Bake at 375º for 25-30 minutes.

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Cheddar Irish Soda Biscuits

Perfect for a St. Patrick's Day potluck or as a companion for a rich stout stew through the year!

Ingredients

1 tsp salt
1 1/3 cup s buttermilk
3 cup s all-purpose flour
3/4 tsp baking soda
3/4 cup shredded sharp cheddar cheese
4 tbs cold unsalted butter, cut into pieces

Directions

1. Preheat oven to 350°. In large bowl, whisk together flour, salt and baking soda. With fingertips or pastry blender, cut in butter until pea-sized crumbs form; stir in cheese. Make a well in center of flour mixture. Pour buttermilk into well. With wooden spoon, gently stir to gradually draw flour mixture into buttermilk until a soft dough forms. Knead dough in bowl just until dough begins to stick together.
2. Spray cookie sheet with nonstick cooking spray. Drop dough by 1/4 cupfuls, 2 inches apart, onto prepared cookie sheet. Bake 22 to 24 minutes or until golden

Prep Time	15 min
Cook Time	22 min
Serves	12

Nutrition Information	
Calories	193
Total Fat	7g
Saturated Fat	4g
Cholestrol	22mg
Sodium	333mg
Carbs	25g
Fiber	1g
Protein	6g

brown. Serve warm.

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Cranberry Bread

This recipe is great for holiday gift giving!

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Serves 12

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Ingredients

1 cup fresh or frozen cranberries
1 cup orange juice
1 cup sugar
1 stick butter, melted
1 tbs baking powder
1 large egg
1/2 tsp grated orange zest
1/4 tsp salt
3 cups all purpose flour
4 ounces walnuts

Directions

Preheat oven to 350º F. Grease a 9x5x3 inch loaf pan. Place walnuts on a baking sheet and toast in oven until very lightly browned, about 5 minutes. Remove from oven and coarsely chop nuts and set aside. Leave oven on for bread. In a large bowl, beat butter and sugar until light and fluffy. Add egg and beat 1 minute. Gradually beat in orange juice. Add flour, baking powder, orange zest and salt. Mix just until ingredients are blended. Stir in cranberries and toasted walnuts. Spread batter into greased pan. Baked 50-55 minutes or until top of loaf is golden, and toothpick inserted in center comes out clean. Let set in pan for 10 minutes then turn onto a wire rack and let cool completely.

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Jalapeño Cornbread

Prep Time	20 min
Cook Time	25 min
Serves	12

Nutrition Information

Calories	160
Total Fat	6g
Saturated Fat	3g
Cholestrol	48mg
Sodium	168mg
Carbs	23g
Fiber	2g
Protein	4g

Ingredients

1 cup whole milk
1 tsp chili powder
1/2 cup all-purpose flour
1/2 tsp sea salt
1/4 cup minced jalapeño peppers
1/4 cup unsalted butter, melted
1-1/2 cup s yellow cornmeal
1-1/2 tsp baking powder
2 large eggs
2 tbs granulated sugar
2 tbs light corn syrup

Directions

1. Preheat oven to 375°. In medium bowl, sift together cornmeal, flour, sugar, baking powder, chili powder and salt. In separate medium bowl, whisk together eggs, milk, melted butter and corn syrup.

2. With rubber spatula, fold egg mixture into cornmeal mixture; mix until just combined. Fold in jalapeño peppers.
3. Spray 8x8-inch baking dish with nonstick baking spray. Pour mixture into prepared dish. Bake 22 to 25 minutes or until top is lightly browned and toothpick inserted into center comes out clean. Let cool and cut into squares. Refrigerate leftovers in an airtight container.

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Raisin Bran Muffins

These muffins are great to bake for a hot breakfast!

Ingredients

1 cup vegetable oil
1 quart buttermilk
1 tsp salt
1-15-20 ounce box raisin bran
3 cup s sugar
4 eggs
5 cup s sifted, all purpose flour
5 tsp baking soda

Directions

Beat sugar, eggs and oil in large bowl. Add remaining ingredients and mix thoroughly. Line muffin tins with paper liners and fill 2/3 full.
Bake at 350º F for 15-20 minutes. Store unused batter in sealed container.
It will keep in the refrigerator for up to two weeks.

Exhibit 13

PART 2

Tomato and Basil Crostini

With just a few ingredients, these easy-to-make crostini are the perfect party appetizer or quick anytime snack!

Ingredients

kosher salt and ground black pepper, to taste
grated Parmesan cheese for garnish (optional)
1 cup loosely packed fresh basil leaves, chopped plus additional for garnish
1 loaf (about 13 ounces) ciabatta bread
1/4 cup extra virgin olive oil
2 cans (14.5 ounces each) diced tomatoes, drained
3 garlic clove s, minced

Directions

1. Preheat oven to 400°. Cut loaf of bread lengthwise in half; cut each half crosswise into 6 equal pieces. Place bread in single layer on rimmed baking pan; brush cut side of bread with 2 tablespoons oil. Bake 5 to 7 minutes or until bread is lightly toasted.
2. In medium bowl, combine tomatoes, garlic, basil, salt, pepper, and remaining 2 tablespoons oil. Let stand at room temperature 30 to 60 minutes before serving.

Prep Time	20 min
Cook Time	5 min
Serves	4

Nutrition Information

Calories	336
Total Fat	14g
Saturated Fat	2g
Cholestrol	0mg
Sodium	791mg
Carbs	34g
Fiber	3g
Protein	8g

3. To serve, spoon tomato mixture onto bread. Sprinkle with cheese and garnish with basil leaves, if desired.

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Anytime Ham and Cheese Frittata

The perfect "anytime" dish for a weekend breakfast, brunch, light lunch or dinner!

Prep Time	15 min
Cook Time	35 min
Serves	8

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Ingredients

1 cup cheddar cheese, cubed
1 tbs olive oil
1 1/2 tsp dry mustard
1/2 cup milk
1/4 tsp salt
2 cup s ham, chopped
2 cup s bread, torn into 1-inch pieces
2 cup s hashbrown potatoes with peppers and onion, refrigerated or frozen
3/4 tsp crushed red pepper
6 eggs

Directions

1. In a large mixing bowl, whisk eggs, milk, dry mustard, red pepper flakes and salt. Add bread pieces, stirring to combine; set aside.
2. Heat oven to 400° F. In a large 10-inch ovenproof skillet, heat olive oil over medium high heat. Add potatoes and cook until golden and beginning to crisp.

Add ham and cook, stirring often, for 2-3 minutes more. Push ham and potatoes to the side of the skillet; pour egg mixture into skillet, stir over heat and when the eggs begin to set up stir together, combining the ham, potatoes and eggs. Stir in cheese and place skillet in a 400° F oven for 10-15 minutes until cheese is melted and eggs are set.

3. Cut into wedges and serve.

Recipe and photos courtesy of the National Pork Board, http://www.porkbeinspired.com

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Baked Apple French Toast

Enjoy an extra special breakfast this weekend with this scrumptious French toast!

Prep Time	35 min
Cook Time	40 min
Serves	6

Nutrition Information

Calories	589
Total Fat	29g
Saturated Fat	12g
Cholestrol	359mg
Sodium	394mg
Carbs	68g
Fiber	2g
Protein	18g

Ingredients

Powdered sugar, flavored cream cheese, and strawberries (optional)
1 cup half and half
1 pinch ground cinnamon
1 tbs light corn syrup
1 tsp pure vanilla extract
1 cup milk
1/2 cup chopped walnuts or pecans
1/2 cup packed light brown sugar
1/2 cup syrup
1/4 cup unsalted butter
2 Granny Smith, Gala, Fuji, or Red Delicious apples, peeled and thinly sliced
2 tbs granulated sugar
6 slices Texas toast or 1/2 loaf French bread, sliced 1-inch thick
9 large eggs

Directions

1. The night before: Melt butter in small skillet; stir in brown sugar, and corn syrup. Spread butter mixture into greased 13 x 9 inch baking dish. Arrange apples over butter mixture, top with bread slices.
2. In large bowl, beat eggs on medium speed 3 minutes. Add half and half milk, granulated sugar, and vanilla extract; beat on medium speed 2 minutes. Pour mixture evenly over bread slices; cover and refrigerate overnight.
3. The next morning: Preheat oven to 350°, sprinkle nuts, and cinnamon over bread. Bake, uncovered, 40 minutes, or until bread is golden brown.
4. Serve with warm syrup. Sprinkle with powdered sugar and top with cream cheese, if desired. Garnish with strawberries, if desired.

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Blueberry Stuffed French Toast

After a long and stressful week, treat yourself to this rich, decadent delight on a peaceful weekend morning.

Prep Time	15 min
Cook Time	6 min
Serves	4

Nutrition Information

Calories	366
Total Fat	14g
Saturated Fat	7g
Cholestrol	32mg
Sodium	707mg
Carbs	44g
Fiber	5g
Protein	18g

Ingredients

Nonstick cooking spray
1 tsp vanilla extract
1 1/2 tbs light brown sugar
1 1/4 cup s egg substitute
1/2 cup fresh blueberries
1/2 tsp fresh lemon juice
1/2 tsp ground cinnamon
1/4 tsp lemon zest
1/8 tsp ground ginger
2 tbs toasted chopped pecans
3/4 cup low fat milk
3/4 cup sugar free breakfast syrup
6 ounce s cream cheese
8 slices whole wheat bread

Directions

1. In small bowl, stir together cheese, nuts, brown sugar, lemon juice, and zest. In shallow bowl, whisk together egg substitute, milk, vanilla extract, cinnamon, and ginger.
2. Spread 1 side of 4 slices of bread evenly with cheese mixture; sprinkle blueberries in single layer over cheese mixture. Lightly press remaining bread slices over blueberries to close.
3. Spray large skillet or flat top griddle with nonstick cooking spray. Preheat skillet over medium heat 2 minutes. Briefly soak both sides of bread sandwiches in egg mixture, then place in skillet. Cook 6 to 7 minutes or until golden brown, flipping once with large spatula.
4. To serve, cut French toast in half and drizzle with syrup.

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Breakfast Quesadillas

These tasty breakfast quesadillas are easy to make and hard to resist!

Prep Time	10 min
Cook Time	10 min
Serves	4

Nutrition Information

Calories	435
Total Fat	25g
Saturated Fat	13g
Cholestrol	260mg
Sodium	777mg
Carbs	32g
Fiber	2g
Protein	17g

Ingredients

Kosher salt, and ground black pepper, to taste
1 cup shredded pepper Jack cheese
1/2 cup salsa
1/2 medium jalapeno pepper, diced
1/4 cup 2% reduced fat milk
1/4 cup sour cream
1/4 tsp ground cumin
2 tbs unsalted butter
2 green onions, sliced
4 (8-inch) flour tortillas
4 large eggs

Directions

1. In large nonstick skillet, melt 1 tablespoon butter over medium heat. Add green onions and jalapeno, and cook 3 minutes. In large bowl, whisk eggs, milk, and cumin. Pour egg mixture into skillet and gently stir 3 minutes or until eggs

are cooked through. Remove from heat and season with salt, and pepper.
2. Melt remaining 1 tablespoon butter on griddle over medium heat. Place 2 tortillas on griddle and top each with 1/4 cup cheese, 1/2 the egg mixture, another 1/4 cup cheese and a second tortilla. Cook 4 to 6 minutes or until tortillas are golden and cheese melts, turning quesadillas halfway through cooking. Cut each into quarters and serve topped with salsa, and sour cream.

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Cranberry-Almond Oatmeal

Savor this thick and hearty classic New England breakfast treat!

Prep Time	10 min
Cook Time	15 min
Serves	4

Nutrition Information

Calories	385
Total Fat	7g
Saturated Fat	1g
Cholestrol	0mg
Sodium	74mg
Carbs	76g
Fiber	9g
Protein	9g

Ingredients

1 cup dried cranberries
1 tsp ground cinnamon
1 3/4 cup s old fashioned oats
1/3 cup strawberry or red raspberry syrup
1/4 cup oat bran or oat bran hot cereal
1/4 cup s sliced almonds
1/8 tsp salt
4 cup s water

Directions

1. In small skillet, cook almonds over medium heat 6 to 8 minutes or until lightly browned, stirring frequently.
2. Meanwhile, in 2 to 3 quart saucepan, heat water, and salt to boiling over medium-high heat. Stir in oats, cranberries and oat bran. Reduce heat to low; cook 10 minutes or until mixture is creamy, stirring occasionally. Stir in almonds, syrup, and cinnamon, and cook 2 minutes.

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Granola Bites

Make your family's day with these no-bake granola delights!

Prep Time	25 min
Serves	36 bites

Nutrition Information

Calories	246
Total Fat	11g
Saturated Fat	2g
Cholestrol	0mg
Sodium	76mg
Carbs	33g
Fiber	4g
Protein	8g

Ingredients

nonstick cooking spray
1 3/4 cup s quick oats
1/2 cup peanut butter
1/2 tsp ground cinnamon
1/2 tsp vanilla extract
1/3 cup dried blueberries, cherries, and/or cranberries
1/4 cup honey
2 tbs coconut flakes
2 tbs raw sunflower seeds
2 tbs slice d almonds
2/3 cup finely chopped dried apples, and/or apricots

Directions

1. In small skillet, toast almonds over medium heat 4 to 5 minutes or until lightly browned, stirring frequently.
2. Spray cookie sheet with nonstick cooking spray. In bowl of food processor

with knife blade attached, process ¼ cup oats and almonds 15 seconds or to fine crumbs; transfer to medium bowl.
3. In large bowl, combine dried fruits, sunflower seeds, coconut, cinnamon, and remaining 1 ½ cups oats. Add peanut butter, honey, and extract, and stir until well combined and mixture begins to stick together.
4. Using gloves or moist hands, form mixture into 1 inch balls, then coat lightly with almond oat crumbs. Place on prepared cookie sheet and cover with plastic wrap. Refrigerate at least 4 hours or overnight to allow oats to absorb moisture.

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Ham & Egg Scramble

Surprise your family with this savory, hot breakfast!

Serves 4-6

Ingredients

1 tbs fresh baby dill
1 tbs minced garlic
1/2 cup buttermilk
1/2 lb ham, cut up
1/2 tsp salt
1/4 tsp pepper
8 ounces cream cheese, cubed
9 large eggs

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Directions

Preheat oven to 350º F. Spray a 12x7 inch pan with non-stick cooking spray. Beat eggs until foamy. Mix all remaining ingredients together with the eggs and pour into pan. Bake for 30 minutes.

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Hash Brown & Egg Bake

This appetizing dish will make breakfast not only the most important meal of the day, but also the most delicious!

Ingredients

Nonstick cooking spray
1 bag (20 ounces) refrigerated shredded hash browns
1 can (14.5 ounces) diced tomatoes with garlic and onion, drained
1 package (10 ounces) frozen chopped spinach, thawed and squeezed dry
1 package (4 ounces) Mediterranean herb and garlic chevre cheese, crumbled
1 tsp ground black pepper
1 1/4 tsp s kosher salt
1 2/3 cup s whole milk
1/2 medium red onion, chopped
1/2 red bell pepper
2 green onions, sliced
3/4 tsp chopped fresh tarragon leaves
4 slices hickory smoked bacon
6 white mushrooms, sliced
8 large eggs

Prep Time	35 min
Cook Time	45 min
Serves	8

Nutrition Information

Calories	288
Total Fat	14g
Saturated Fat	7g
Cholestrol	237mg
Sodium	546mg
Carbs	23g
Fiber	4g
Protein	16g

Directions

1. Preheat oven to 325°. Generously spray 13 x 9-inch baking dish with nonstick cooking spray. In large nonstick skillet, cook bacon over medium heat 10 minutes or until crisp. Transfer to paper towels to drain and cool. Discard most of bacon fat.
2. Into same skillet, add onion and cook 5 minutes or until tender. Set aside 1/4 cup onion. To remaining onion in skillet, add mushrooms, and bell pepper, and cook 8 minutes or until vegetables are tender, stirring occasionally. Remove skillet from heat; stir in tomatoes, spinach, 1/4 teaspoon salt, 1/4 teaspoon pepper, and tarragon.
3. In large bowl, mix eggs, milk, 1/2 teaspoon salt, and 1/2 teaspoon pepper. In medium bowl, mix hash browns, remaining 1/2 teaspoon salt, 1/4 teaspoon pepper, and reserved onion. Press hash browns onto bottom and up sides of baking dish. Evenly spread pepper-onion mixture over hash browns. Crumble bacon over pepper-onion mixture and top with cheese. Pour egg mixture into baking dish.
4. Bake 45 to 50 minutes or until center is set. Remove from oven; let stand 10 minutes. To serve, cut into squares and sprinkle with green onions.

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Mini Quiches

Fun to make and fun to eat, these individual-sized mini quiches are sure to brighten your morning!

Prep Time	20 min
Cook Time	20 min
Serves	8

Nutrition Information

Calories	61
Total Fat	2g
Saturated Fat	1g
Cholestrol	58mg
Sodium	159mg
Carbs	2g
Fiber	1g
Protein	7g

Ingredients

nonstick cooking spray
1 cup loosely packed chopped baby spinach
1/2 red bell pepper, diced
1/2 small red onion, sliced
1/4 tsp ground black pepper
2 large eggs
3 slices turkey bacon, cut crosswise into 1/4-inch pieces
3/4 cup sliced white mushrooms (about 8 small)
8 tsp reduced fat Cheddar cheese
8 large egg whites

Directions

1. Preheat oven to 350°. In large skillet, cook bacon over medium heat 5 minutes. Add bell pepper, onion, and mushrooms, and cook 5 minutes. Remove skillet from heat and stir in spinach. In medium bowl, whisk together egg whites, eggs and pepper.

2. Spray 8 standard muffin cups with nonstick cooking spray. Evenly divide bacon mixture into prepared muffin cups; sprinkle 1 teaspoon cheese over bacon mixture. Evenly pour egg mixture over cheese in muffin cups.
3. Bake quiches 20 to 25 minutes or until tops are lightly browned and internal temperature reaches 145°. Cool in pan 5 minutes, then invert quiches onto plate.

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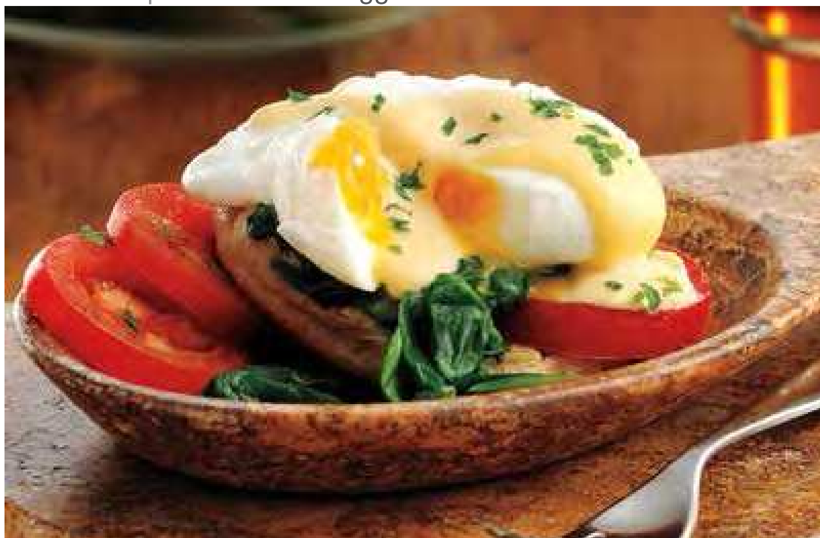

Poached Eggs Florentine

Invite your friends over for brunch this weekend and impress them with this healthy and delicious dish!

Prep Time	25 min
Cook Time	5 min
Serves	4

Nutrition Information

Calories	208
Total Fat	9g
Saturated Fat	3g
Cholestrol	218mg
Sodium	419mg
Carbs	20g
Fiber	3g
Protein	14g

Ingredients

1 pinch dry mustard
1 pinch white pepper
1 tbs distilled white vinegar
1 tsp chopped fresh parsley leaves for garnish
1 tsp extra virgin olive oil
1 1/2 tsp s all purpose flour
1/2 tsp kosher salt
1/4 cup shredded reduced fat Cheddar cheese
2 whole wheat English muffins, toasted
2/3 cup fat-free milk
3 small tomatoes, sliced
4 cup s oacjed baby spinach leaves
4 large eggs

Directions

1. In small bowl, whisk together 2 tablespoons milk and flour. In small

saucepan, heat remaining milk over medium-high heat 3 minutes or just until simmering. Slowly pour in milk-flour mixture while whisking constantly. Cook 2 minutes, whisking constantly. Reduce heat to low and gradually whisk in cheese until completely melted. Remove from heat and stir in ⅛ teaspoon salt, mustard, and white pepper; keep warm.
2. Heat oil in large skillet over medium-high heat. Add spinach and cook 2 minutes or until wilted, stirring frequently. Stir in ⅛ teaspoon salt; keep warm.
3. To large skillet with 2 inch high sides, add water to fill halfway, remaining ¼ teaspoon salt, and vinegar, and bring to a boil. Carefully crack eggs, 1 at a time, into small cup. Slowly slide eggs into water while immersing cup slightly in water. Cover tightly with lid and remove from heat. Let stand 3 to 4 minutes, or until egg white is cooked through and yolk is slightly soft.
4. Place 1 muffin half on 4 individual serving plates and top each with 2 tomato slices and ¼ of the spinach. With slotted spoon, remove eggs from skillet and place 1 egg over spinach on each muffin half. Top eggs with sauce and serve with additional tomato slices garnished with parsley.

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Apple Crisp

Serve this recipe with vanilla ice cream for an extra special treat!

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Serves 6-8

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Ingredients

1 tbs flour
1/2 cup brown sugar
1/2 cup oatmeal
1/2 cup flour
1/2 tsp ground cinnamon
1/4 cup butter
1/8 tsp baking powder
1/8 tsp baking soda
1/8 tsp salt
2-3 cups sliced apples
3/4 cup granulated sugar

Directions

Place apples in an 8x8 baking dish. In separate bowl combine sugar, flour, salt and cinnamon. Spread mixture over apples. Combine oatmeal, butter, sugar, flour, baking soda and baking powder and work until crumbly. Sprinkle over apples. Bake at 350º until oatmeal is golden brown.

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Bananas Foster

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Ingredients

1/2 cup packed light brown sugar
1/2 tsp ground cinnamon
1/2 cup refrigerated orange juice
1/8 tsp almond extract
2 cup s frozen nonfat vanilla yogurt
2 large ripe bananas, peeled, cut lengthwise in half then cut crosswise in half
2 tbs buttery spread

Directions

1. Heat large skillet over medium heat. Add brown sugar, orange juice, buttery spread and cinnamon, and heat to boiling over medium-high heat, whisking occasionally; reduce heat to medium. Add bananas and cook 4 to 5 minutes or just until soft; stir in almond extract.
2. In each of 4 small bowls, place 1/2 cup frozen yogurt; spoon 2 pieces banana and 3 tablespoons sauce over and around frozen yogurt in each bowl.

Prep Time	10 min
Cook Time	8 min
Serves	4

Nutrition Information

Calories	303
Total Fat	5g
Saturated Fat	2g
Cholestrol	0mg
Sodium	102mg
Carbs	64g
Fiber	2g
Protein	4g

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Blueberry Crumble Pie Flurry

Ingredients

1 pint vanilla ice cream
1/2 tsp ground cinnamon
1/3 cup crushed ginger snaps
1/3 cup low fat milk
1/4 cup packed plus 1 tablespoon light brown sugar
1-1/2 tbs cornstarch
2 tbs all-purpose flour
2 tbs butter, diced
2 tbs fresh lemon juice
2-1/4 cup s fresh blueberries

Directions

1. Preheat oven to 350°; line rimmed baling pan with parchment paper or nonstick foil. In medium bowl, with hands, mix 1 tablespoon brown sugar, flour, butter and 1/4 teaspoon cinnamon just until combined. Add ginger snaps and mix until combined. Spread ginger snap mixture in single layer on prepared

Prep Time	15 min
Cook Time	20 min
Serves	4 cups

Nutrition Information

Calories	147
Total Fat	5g
Saturated Fat	3g
Cholestrol	11mg
Sodium	97mg
Carbs	26g
Fiber	2g
Protein	2g

baking pan. Bake 20 minutes or until lightly browned. Cool in baking pan on wire rack 15 minutes.
2. In small saucepot, whisk together lemon juice, cornstarch and remaining 1/4 cup brown sugar and 1/4 teaspoon cinnamon. Add blueberries and cook over medium heat 5 to 6 minutes or until blueberries start to break open and mixture thickens, stirring occasionally. Transfer blueberry mixture to medium bowl and refrigerate 20 minutes.
3. In blender, pulse ice cream, milk and 1 cup blueberry mixture, then blend until smooth. Fold in 1/3 cup ginger snap mixture and remaining blueberry mixture. To serve, spoon ice cream-blueberry mixture into glasses and sprinkle with remaining ginger snap mixture.

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Buttercream Frosting

Ingredients

1 cup unsalted butter, softened
1/2 cup whole milk
2 tsp vanilla extract
6 1/2 cup s powdered sugar

Directions

In medium bowl, with mixer at low speed, beat powdered sugar, butter, milk and vanilla extract 1 minute or just until combined, scraping bowl occasionally with rubber spatula. Increase speed to medium and beat 3 minutes or until smooth and creamy, scraping bowl occasionally. Makes 4 cups.

Prep Time 15 min

Nutrition Information

Calories	74
Total Fat	3g
Saturated Fat	2g
Cholestrol	8mg
Sodium	1mg
Carbs	12g
Fiber	0g
Protein	1g

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Caramel Apple Dip

Ingredients

1 tsp pure vanilla extract
1/2 cup salted dry roasted peanuts
2.8 ounce s milk chocolate English toffee bars
3/4 cup light brown sugar
46 ounce s unsweetened pineapple juice
5 medium Granny Smith apples
8 ounce s cream cheese, softened

Directions

1. Pour juice into large bowl. Core and cut apples into 3/4-inch wedges, placing them into juice as they are cut; let stand 15 minutes, then drain.
2. Meanwhile, place wrapped toffee bars in large zip-top plastic bag; seal bag, pressing out excess air. Wrap bag with kitchen towel, and with flat end of meat mallet or rolling pin, coarsely crush toffee bars; remove wrappers from toffee bars. Place peanuts in large zip-top plastic bag; seal bag, pressing out excess air. Wrap bag with kitchen towel, and with meat mallet, coarsely crush peanuts.

Prep Time	20 min
Serves	1-3/4 cups

Nutrition Information

Calories	178
Total Fat	10g
Saturated Fat	5g
Cholestrol	21mg
Sodium	126mg
Carbs	20g
Fiber	1g
Protein	3g

3. In medium bowl, stir together cream cheese, brown sugar and vanilla extract. Fold in toffee bar pieces and peanuts. Serve dip with apples.

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Caramel Corn

This is a fun treat for any occasion-it is also perfect for gift giving!

Ingredients

pinch salt
1 pinch cream of tartar
1/2 cup white corn syrup
1/2 tsp cream of tartar
16 cup s already popped popcorn
2 cup s brown sugar
2 stick s butter

Directions

Combine and stir in quart sized saucepan the brown sugar, corn syrup and margarine. Boil for 5 mintues, remove from heat and add remaining ingredients except popcorn. Stir. Pour over the prepared popcorn. Be sure you do not salt the popcorn. Put into 9x13 inch baking pans and bake for one hour at 200º. Stir at 15 minute intervals.

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Chilled Cherry Dessert

Ingredients

1 cup vanilla yogurt plus additional for garnish
1 splash Triple Sec or Gran Marnier liqueur (optional)
1 pinch cinnamon
1 tbs honey
1/2 cup white grape juice
4 cup s pitted fresh sweet cherries

Directions

1. In blender or bowl of food processor with knife blade attached, purée cherries 5 to 10 seconds or until cherries are coarsely chopped. Scrape down bowl, and add yogurt, juice, honey, cinnamon and liqueur, if desired. Purée 5 to 10 seconds or just until combined (mixture will be slightly chunky).
2. Transfer mixture to large pitcher. Cover and chill at least 1 hour before serving.
3. To serve, pour into glasses or bowls. Garnish each with yogurt and almond slivers, if desired.

Prep Time	20 min
Serves	4

Nutrition Information

Calories	173
Total Fat	3g
Saturated Fat	1g
Cholestrol	8mg
Sodium	31mg
Carbs	35g
Fiber	3g
Protein	4g

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Chocolate Chip Cookies

Everyone in your family will be delighted when you fill the house with the scent of baking cookies!

Ingredients

1 cup butter
1 pkg semi sweet chocolate chips
1 tsp baking soda
1 tsp vanilla
1/2 cup milk
1/2 tsp salt
2 eggs
3 1/2 cup s all purpose flour
3/4 cup brown sugar
3/4 cup granulated sugar

Directions

Cream butter and sugars. Add eggs and vanilla. Sift dry ingredients; add with milk. Add chocolate chips. Bake at 375º for 10 minutes or until golden brown.

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Chocolate Chip, Oatmeal & Dried Cherry Cookies

Prep Time 25 min
Cook Time 16 min/batch
Serves 32 cookies

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Ingredients

1 cup dried cherries
1 cup granulated sugar
1 cup unsalted butter
1 tsp baking soda
1 tsp vanilla extract
1/2 cup chopped walnuts or pecans
1/2 cup light brown sugar
1/2 tsp baking powder
1/2 tsp salt
1-1/2 cup s semi-sweet chocolate morsels
2 cup s all-purpose flour
2 cup s rolled oats
2 large eggs

Directions

1. Preheat over to 350°. In medium bowl, with whisk, stir together flour, baking

soda, baking powder and salt. In large bowl, with mixer on medium speed, beat sugars and butter 2 to 3 minutes or until creamy, scraping bowl occasionally with rubber spatula. Add eggs 1 at a time, beating after each addition until well combined; scrape bowl. Add vanilla extract and beat until combined. Reduce speed to low, and gradually add flour mixture, beating until well combined; scrape bowl. Stir in oats, morsels, cherries and nuts.

2. Lightly spray cookie sheet with nonstick cooking spray. Using 2 small spoons, drop about 2 tablespoons cookie dough 2 inches apart onto prepared cookie sheet. Bake cookies 16 to 18 minutes or until edges of cookies are golden brown and centers are slightly soft. Cool cookies on cookie sheet 1 minute, then transfer to wire rack. Repeat with remaining cookie dough.

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Chocolate Chunk Walnut Brownies

Just wait until you sink your teeth into these deliciously decadent chocolate treats!

Prep Time	15 min
Cook Time	50 min
Serves	9

Nutrition Information

Calories	468
Total Fat	28g
Saturated Fat	15g
Cholestrol	102mg
Sodium	99mg
Carbs	54g
Fiber	3g
Protein	6g

Ingredients

1 cup firmly packed light brown sugar
1/2 cup unsalted butter, softened
1/2 cup all-purpose flour
1/2 cup chopped walnuts
1/3 cup sour cream
1/4 tsp salt
2 cup s 60% cocoa bittersweet chocolate chips
2 tsp pure vanilla extract
3 large eggs

Directions

1. Preheat oven to 350°. Spray bottom of 9x9-inch glass or ceramic dish with nonstick cooking spray. In microwave-safe medium bowl, heat 1-1/2 cups chocolate chips and 2 tablespoons butter in microwave oven on high 1-1/2 to 2 minutes or until chocolate is almost melted, stirring every 30 seconds; cool slightly.

2. In large bowl, with mixer on medium speed, beat sugar, vanilla, salt and remaining 6 tablespoons butter 2 to 3 minutes or until light and creamy. Beat in eggs 1 at a time until incorporated. With mixer on low speed, beat in chocolate mixture; beat in flour and sour cream. Pour batter into prepared baking dish; sprinkle remaining 1/2 cup chocolate chips and walnuts evenly over batter.
3. Bake brownie 45 to 50 minutes or until toothpick inserted in center comes out clean. Cool brownie in pan on wire rack. Cut into 9 brownies.

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All-Star Pork Meatballs

Treat the All-Stars in your family to these amazingly simple and delicious pork meatballs!

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Ingredients

1 lb ground pork
1 tbs onion flakes
1 egg
1 tsp dry mustard
1/2 tsp salt
1/4 cup ketchup
1/8 tsp ground black pepper
3 tbs brown sugar
3/4 cup corn flakes, crushed

Directions

Heat oven to 375° F. In a large bowl, combine ground pork, onion flakes, corn flakes, salt, pepper and egg. In a small bowl, stir together ketchup, brown sugar and dry mustard. Spoon 2 tablespoons of the ketchup mixture into the pork and mix well. Spray muffin tin with vegetable cooking spray. Form 6 meatballs and place in muffin tin. Coat the top of each meatball with the remaining ketchup

Prep Time	15 min
Cook Time	30 min
Serves	6

Nutrition Information

Calories	230
Total Fat	12g
Saturated Fat	4g
Cholestrol	85mg
Sodium	410mg
Carbs	14g
Fiber	0g
Protein	16g

mixture. Bake for 30 minutes at 375° F until nicely glazed and internal temperature is 160° F.
Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

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Almond-Stuffed Pork Chops

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Prep Time	15 min
Cook Time	50 min
Serves	4

Nutrition Information

Calories	433
Total Fat	26g
Saturated Fat	9g
Cholestrol	117mg
Sodium	284mg
Carbs	10g
Fiber	1g
Protein	39g

Ingredients

1 tbs butter
1 tsp chicken bouillon granules
1 tbs browning and seasoning sauce, optional
1 tbs water
1/2 tsp dried parsley flakes
1/4 cup chopped almonds
1/4 cup celery, chopped
1/4 cup onion, chopped
1/8-1/4 tsp almond flavor
2 tbs water
2 slice s firm white bread, cut into 1/2-inch cubes
4 boneless pork loin chops, 1 1/4-inch thick

Directions

1. For stuffing, melt butter in medium saucepan over medium heat. Cook almonds, celery and onion in hot butter until vegetables are tender. Stir in the 2

tablespoons water, bouillon granules, parsley flakes and almond flavor. Add bread cubes; toss to moisten bread cubes. Cut opening in each chop from the outer side; widen opening into pocket, being careful not to cut through the other side of the chop. Fill pockets in chops with equal amounts of stuffing. Secure with toothpicks.
2. Heat oven to 375° F. Place stuffed chops on roasting rack in shallow roasting pan. Bake, uncovered, until internal temperature is 145° F (check temperature in thickest part of meat) 35-45 minutes. Combine browning and seasoning sauce and 1 tablespoon water in small bowl, if desired; brush over chops. Bake for 2 minutes more. Remove toothpicks from chops.
Recipe and photo courtesy of the National Pork Board,
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Amelia's Italian Pork Pita Pockets

Ingredients

1 large red onion, cut into 8 wedges, separated
1 tbs olive oil
1 tsp fennel seed
1/2 tsp Italian seasoning
2 green bell peppers, each cut into 8 lengthwise strips
2 portabello mushrooms, cut into 8 slices
2 tbs balsamic vinegar
2 tsp red pepper flakes, crushed
4 slices mozzarella cheese (2 ounce s each), low-fat, part skim, cut in half
8 boneless pork chops, thin, about 2 ounces each
8 pita pocket bread halves

Directions

Heat oven to broil. Coat a large baking pan with cooking spray. Arrange pork chops and vegetables in a single layer on baking pan. In a small bowl, combine vinegar, oil, Italian seasoning, red pepper flakes and fennel seed. Brush mixture

Prep Time	5 min
Cook Time	10 min
Serves	4

Nutrition Information	
Calories	188
Total Fat	6g
Saturated Fat	2g
Cholestrol	75mg
Sodium	280mg
Carbs	21g
Protein	21g

on both sides of pork. Broil 5 to 6 inches from heat for about 5-6 minutes or until internal temperature on a thermometer reads 145° F, followed by a 3-minute rest time and vegetables are crisp-tender. Remove from oven; divide pork and vegetables among pits pocket breads. All 1 slice of cheese to each sandwich. Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

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America's Cut Mushroom

Ingredients

1 tbs butter
1/2 tsp thyme
2 tbs flour
4 boneless center pork loin chops, 1 1/2-inch thick
4 ounce s mushrooms, sliced
8 ounce s beer

Directions

Melt butter in heavy skillet over medium-high heat. Lightly flour chops and brown 2-3 minutes both sides. Remove. Add mushrooms and thyme to pan and saute for one minute. return chops to skillet, add beer; bring to boil. Cover and simmer 12-15 minutes until internal temperature on a thermometer reads 145° F, followed by a 3-minute rest time.
Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

Prep Time	5 min
Cook Time	20 min
Serves	4

Nutrition Information

Calories	252
Total Fat	11g
Saturated Fat	5g
Cholestrol	80mg
Sodium	100mg
Carbs	6g
Fiber	1g
Protein	27g

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Beet, Orange & Chevre Salad with Lemon-Chive Oil

The perfect salad for Summer!

Ingredients

Beet, Orange & Chevre Salad
Juice of 1 small lemon
Lemon-Chive Oil
1 bag (5 ounces) spring salad greens
1 package (.66 ounces) chives
1 package (4 ounces) chevre cheese, crumbled
1 1/2 tsp olive oil
1/2 cup extra virgin olive oil
1/2 tsp ground black pepper
1/3 cup pine nuts
1/4 medium red onion, thinly sliced
1/4 tsp ground black pepper
1/4 tsp kosher salt
3 medium beets, ends trimmed
3/4 tsp kosher salt
4 medium oranges

Nutrition Information

Calories	247
Total Fat	20g
Saturated Fat	4g
Cholestrol	5mg
Sodium	234mg
Carbs	14g
Fiber	4g
Protein	5g

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Directions

1. Prepare Lemon-Chive Oil; In blender or bowl of food processor with knife blade attached, puree all ingredients 30 seconds or until chives are finely chopped, scraping sides of blender occasionally with rubber spatula.
2. Prepare Beet, Orange & Chevre Salad: Preheat oven to 375°. Rinse beets under cold water and pat dry. Rub beets with oil, salt, and pepper. Wrap individually in foil and place on rimmed baking pan. Roast beets 1 hour or until tender and easily pierced with knife. Remove beets from oven and carefully open foil to allow steam to escape. Let stand 20 minutes or until cool enough to handle. Peel and dice beets.
3. Meanwhile, in small skillet, toast pine nuts over medium-low heat 5 to 6 minutes or until lightly browned, stirring frequently. Remove peel and white pith from oranges. Turn each orange on its side and cut into ¼-inch-thick slices.
4. To serve, line large serving plate with spring mix, and place orange slices, beets, and onion over spring mix. Drizzle with Lemon-Chive Oil and top with cheese and pine nuts.

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Cheesy Chicken Tortilla Soup

The delicious aroma of this flavorful, slow-cooked tortilla soup is sure to have your mouth watering.

Ingredients

Chopped fresh cilantro leaves for garnish
Yellow or blue corn tortilla chips for garnish (optional)
1 bay leaf
1 can (10 ounces) diced tomatoes with green chiles
1 can (10.75 ounces) tomato puree
1 tsp chili powder
1 tsp kosher salt
1 large yellow onion, diced
1 1/2 pounds boneless, skinless chicken breasts, cut into 1-inch pieces
1/4 tsp ground black pepper
1/8 tsp cayenne pepper
2 cup s frozen corn
2 cup s shredded Mexican cheese blend
2 cans (14 ounces each) less-sodium chicken broth
2 tsp s ground cumin
2 clove s garlic, minced
3 tbs fresh lime juice

Prep Time	45 min
Cook Time	4 hrs
Serves	8

Nutrition Information

Calories	310
Total Fat	15g
Saturated Fat	5g
Cholestrol	80mg
Sodium	662mg
Carbs	25g
Fiber	3g
Protein	23g

5 (6-inch) soft corn tortilla

Directions

1. In 4 quart slow cooker, combine all ingredients except tortillas, cheese, cilantro, and chips. Cover and cook on high 4 hours, stirring occasionally. Remove and discard bay leaf.
2. Meanwhile, preheat oven to 375°. Stack tortillas and use a pizza wheel to cut into ½ inch strips. Place strips on rimmed baking pan. Bake 5 minutes; stir strips and bake 5 minutes longer or until crisp. Ladle soup into bowls. Sprinkle each with cheese and tortilla strips. Serve garnished with cilantro along with tortilla chips, if desired.

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Creamed Spinach-Stuffed Tomatoes

Colorful, creamy and savory, this is one side dish that could very well be the star of your dinner plate!

Ingredients

1 pinch cayenne pepper
1 tbs unsalted butter, softened
1 pkg (10 ounce s) frozen creamed spinach, thawed
1/2 medium onion, diced
1/2 tsp salt
1/4 tsp ground pepper
2 clove s of garlic, crushed with press
3 ounces Gruyere cheese, shredded (about 3/4 cup)
4 medium tomatoes (about 8 ounces each)

Directions

1. Place oven rack about 6 inches from source of heat. Preheat broiler. Spray 8 x 8 inch glass or ceramic baking dish with nonstick cooking spray. With sharp knife, cut off ¼ inch from stem end of each tomato. With spoon, carefully scoop out pulp and seeds from tomatoes making sure bottom and side of tomatoes are intact. Place tomatoes, cut side up, in prepared baking dish.

Prep Time	20 min
Cook Time	2 min
Serves	4

Nutrition Information

Calories	260
Total Fat	18g
Saturated Fat	8g
Cholestrol	40mg
Sodium	548mg
Carbs	17g
Fiber	4g
Protein	10g

2. In large nonstick skillet, melt butter over medium heat. Add garlic, and onion, and cook 4 to 5 minutes or until tender and lightly browned, stirring occasionally. Stir in creamed spinach, salt, pepper, and cayenne pepper, and cook 3 to 4 minutes or until mixture simmers, stirring occasionally. Remove skillet from heat and stir in ½ cup cheese.
3. Evenly spoon creamed spinach mixture into tomatoes; sprinkle with remaining ¼ cup cheese. Broil tomatoes 2 to 3 minutes or until cheese is melted and lightly browned.

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French Beef Stew in a Bread Bowl

This spectacular beef stew served in a bread bowl looks like it came from a restaurant!

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Prep Time	25 min
Cook Time	1 hr 15 min
Serves	4

Nutrition Information

Calories	631
Total Fat	20g
Saturated Fat	5g
Cholestrol	119mg
Sodium	939mg
Carbs	68g
Fiber	6g
Protein	44g

Ingredients

1 tbs tomato paste
1 can (28 ounces) whole peeled tomatotes in juice
1 tsp chopped fresh thyme leaves
1 can (14 ounces) less-sodium beef broth (1 3/4 cup s)
1 medium leek, cut lengthwise in half, then thinly sliced (about 2 cup s)
1/2 tsp ground black pepper
1/2 tsp salt
1/4 cup chopped fresh parsley leaves (optional)
2 tbs olive oil
2 tbs all-purpose flour
2 medium Idaho russet potatoes, peeled and cut into 1/2-inch pieces (about 2 cup s)
3 cup s cooked rump, or bottom round roast, cut into 3/4-inch pieces
4 sourdough bread bowls (8 ounces each)
4 medium carrots, cut into 1/2-inch pieces (about 1 1/2 cup s)

Directions

1. In large bowl, toss beef with flour to coat. In 5 to 6 quart saucepot, heat oil over medium-high heat until very hot. Add beef and cook 5 minutes to brown, stirring occasionally. Add broth, and thyme; heat to boiling. Reduce heat to medium-low; simmer 10 minutes.
2. Stir in tomatoes with their juice and tomato paste. Heat to boiling; boil 5 minutes. Stir in carrots, potatoes, leek, salt, and pepper. Reduce heat to medium-low; simmer, covered, 45 minutes or until beef and vegetables are tender, stirring occasionally.
3. About 15 minutes before stew is done, preheat oven 400°. Place bowls on cookie sheet. Bake 10 minutes to warm.
4. With sharp knife, cut out 4 inch circle from top of each bread bowl, then scoop out soft center of bowls making sure bottom and sides of bowls are intact. Ladle stew into bowls. Sprinkle with parsley, if desired, and serve with soft bread center.

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Grilled Citrus Spiced Steak Kabob Salad

Tired of grilling hot dogs and hamburgers? Make your next cookout a memorable one with this flavorful salad!

Ingredients

Kabobs
Marinade
1 tsp kosher salt
1 bag (10 ounces) chopped hearts of romaine lettuce
1 medium zucchini, cut crosswise into 3/4-inch-thick slices
1 pint red grape tomatoes, each cut lengthwise in half
1 1/4 pounds beef loin sirloin steaks, cut into 1 1/2 inch pieces
1/2 cup extra virgin olive oil plus addtional for grill
1/2 habanero chile pepper, seeded and coarsely chopped
1/2 tsp orange zest
1/4 cup fresh lemon juice
1/4 cup fresh orange juice
1/4 tsp Dijon mustard
1/8 tsp ground black pepper
2 garlic clove s
2 medium red onions, each cut into 8 wedges
2 red, and/or orange bell peppers, each cut into 1 1/2-inch pieces

Prep Time	35 min
Cook Time	10 min
Serves	4

Nutrition Information

Calories	616
Total Fat	44g
Saturated Fat	10g
Cholestrol	84mg
Sodium	372mg
Carbs	27g
Fiber	7g
Protein	32g

3 small portobello mushrooms, each cut into 3/4-inch slices
4 green onions, coarsely chopped
8 (10-inch) wooden or stainless steel skewers

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Directions

1. Prepare Marinade: In blender or food processor with knife blade attached, pulse all ingredients, except ¼ teaspoon salt and oil, until garlic, and chile pepper are chopped. With blender or processor running, drizzle in oil and process until well combined.
2. Prepare Kabobs: Place beef in large zip-top plastic bag. Pour ½ cup marinade over beef. Seal bag and refrigerate 2 to 6 hours to marinate. Refrigerate remaining marinade.
3. If using wooden skewers, soak in water 10 minutes. Prepare outdoor grill for direct grilling over medium-high heat. In large bowl, toss mushrooms, onions, bell peppers and zucchini with ¼ cup remaining marinade. Remove beef from marinade; discard marinade. Alternately thread beef and vegetables onto skewers; sprinkle with remaining ¼ teaspoon salt.
4. Lightly oil hot grill rack. Place kabobs on hot grill rack, cover grill and cook 8 to 10 minutes or until internal temperature of beef reaches 145° for medium-rare (10 to 12 minutes or 160° for medium; 12 to 14 minutes or 170° for well-done), rotating kabobs every 2 to 3 minutes. Serve kabobs over lettuce and tomatoes. Drizzle with remaining marinade.

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Grilled Romaine Salad with Creamy Blue Cheese Dressing

Your backyard BBQ doesn't have to be all about hamburgers and hot dogs. Try

Ingredients

Creamy Blue Cheese Dressing
Grilled Romaine Salad
1 pinch white pepper
1 1/2 tsp fresh lemon juice
1/2 cup mayonnaise
1/2 small red onion, thinly sliced
1/4 cup light sour cream
1/4 cup low fat buttermilk
1/4 tsp ground black pepper
1/4 tsp salt
1/8 tsp garlic powder
2 dashes Tabasco sauce
2 medium tomatoes, diced
2 tbs extra virgin olive oil
2 tsp Cajun seasoning
20 raw 21-25 count tail-on peeled and deveined shrimp (about 1 1/4 pounds)
3/4 cup crumbled blue cheese

Prep Time	25 min
Cook Time	5 min
Serves	4

Nutrition Information

Calories	785
Total Fat	51g
Saturated Fat	16g
Cholestrol	235mg
Sodium	1737mg
Carbs	32g
Fiber	14g
Protein	51g

4 (8 to 10-inch) wooden skewers
4 medium heads romaine lettuce
4 slices bacon
4 ounces shredded Parmesan cheese (1 cup)

Directions

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1. Prepare Creamy Blue Dressing: In medium bowl, combine all ingredients. Cover and refrigerate until ready to serve.
2. Prepare Grilled Romaine Salad: Soak skewers in water 15 minutes. Preheat oven to 300°. Line rimmed baking pan with nonstick foil or parchment paper. Spread cheese in single layer on prepared baking pan and bake 5 to 6 minutes or until golden brown. Let cool; break into large pieces.
3. In large nonstick skillet, cook bacon over medium heat 13 to 15 minutes or until crisp, turning occasionally. Transfer bacon to paper towels to drain. Let cool and crumble.
4. Prepare outdoor grill for direct grilling over medium-low heat. Place 5 shrimp on each skewer; sprinkle both sides with Cajun seasoning. Trim core from romaine and cut each head lengthwise in half through core. Brush cut sides of lettuce with oil; sprinkle with salt and pepper.
5. Oil grill rack. Place shrimp skewers and lettuce, cut side down, on hot grill rack. Cook shrimp 4 to 6 minutes or until shrimp turn opaque throughout and internal temperature reaches 145°, turning once halfway through cooking; cook lettuce 3 to 5 minutes or just until outer leaves are wilted and charred.
6. Place lettuce halves, cut side up, on each of 4 plates and insert 1 shrimp skewer into lettuce. Top with dressing, sprinkle with crumbled bacon, tomatoes, and onion, and garnish with cheese crisp to serve.

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Grilled Salmon & Spinach Salad

Enjoy this delicious, healthy alternative at your next summer cookout!

Prep Time	15 min
Cook Time	10 min
Serves	4

Nutrition Information

Calories	321
Total Fat	13g
Saturated Fat	3g
Cholestrol	86mg
Sodium	427mg
Carbs	17g
Fiber	3g
Protein	33g

Ingredients

1 cup halved grape tomatoes
1 cup quartered and sliced cucumber
1 cup rasberry vinaigrette olive oil
1 small red onion, sliced
1/3 cup crumbled feta cheese
1/4 cup chopped chives for garnish (optional)
2 bags (6 ounces each) baby spinach
4 boneless salmon fillets (6 oounces each)

Directions

1. Place salmon in large zip-top plastic bag and pour ½ cup vinaigrette over salmon. Seal bag and refrigerate 30 minutes.
2. Prepare outdoor grill for direct grilling over medium-high heat; oil grill rack. Place salmon on hot grill rack, skin side up, and cook 3 to 5 minutes per side, or until internal temperature reaches 145°. Separate skin from salmon while removing salmon from grill. Let cool and refrigerate until chilled.

3. To serve, distribute spinach, onion, tomatoes, cucumber, cheese, and salmon fillets over 4 serving plates. Serve with remaining vinaigrette. Garnish with chives, if desired.

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Healthy Italian Mixed Salad

Eating healthy has never been so easy or so delicious!

Ingredients

Dressing
Salad
1 cup halved grape or cherry tomatoes
1 bag (10 ounces) Italian salad mix
1 medium Kirby cucumber (or half of an English cucumber), quartered lengthwise and sliced 1/4-inch thick
1 tbs red wine vinegar
1 1/2 tbs extra virgin olive oil
1/2 cup garbanzo beans, rinsed and drained
1/2 small red onion, sliced
1/4 cup shredded mozzarella cheese (optional)
1/4 tsp fine ground sea salt
1/4 tsp Italian seasoning
1/4 tsp minced garlic
1/8 tsp dry mustard
1/8 tsp ground black pepper

Prep Time	10 min
Serves	4

Nutrition Information

Calories	170
Total Fat	7g
Saturated Fat	1g
Cholestrol	0mg
Sodium	137mg
Carbs	23g
Fiber	6g
Protein	6g

Directions

1. Prepare Dressing: In medium bowl, whisk together all ingredients.
2. Prepare Salad: In large bowl, toss Italian salad mix, cucumber, onion, tomatoes, and beans. Add dressing and toss well using tongs. Serve topped with cheese, if desired.

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Seasoned Sweet Potato Wedges

Low in calories, fat, and sodium. High in flavor, taste, and deliciousness!

Ingredients

1/4 tsp ground cinnamon
1/4 tsp salt
1/8 tsp cayenne pepper
1/8 tsp ground allspice
1/8 tsp white pepper
2 tbs chopped fresh flat-leaf parsley and/or thyme leaves
2 tsp olive oil
3-4 large sweet potatoes, each cut into 1/2-inch-thick wedges

Directions

1. Preheat oven to 425°. Line large rimmed baking pan with aluminum foil or parchment paper; spray with nonstick cooking spray. In small bowl, combine cinnamon, salt, cayenne pepper, allspice and white pepper.
2. In large bowl, toss potatoes with oil and cinnamon mixture until well combined; transfer potatoes to prepared pan. Roast potatoes 55 to 60 minutes or until tender and lightly browned, stirring once halfway through roasting;

Prep Time	10 min
Cook Time	55 min
Serves	6

Nutrition Information

Calories	157
Total Fat	2g
Saturated Fat	1g
Cholestrol	0mg
Sodium	107mg
Carbs	33g
Fiber	4g
Protein	2g

transfer potatoes to large bowl.
3. Toss potatoes with parsley until well combined.

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Spicy Red Pepper & Chicken Pasta

Prep Time	30 min
Cook Time	15 min
Serves	4

Nutrition Information

Calories	288
Total Fat	3g
Saturated Fat	1g
Cholestrol	37mg
Sodium	128mg
Carbs	49g
Fiber	8g
Protein	22g

Ingredients

1 cup diced red bell pepper
1 cup diced yellow onion
1 tsp extra virgin olive oil
1/2 box Ronzoni smart taste rotini pasta
1/2 tsp ground black pepper
1/2 tsp red wine vinegar
1/4 cup coarsely chopped fresh parsley
1/4 cup shredded Parmesan cheese (optional)
1/4 tsp kosher salt
12 ounce s boneless, skinless chicken breasts, cut into bite-size pieces
2 cup s diced roma tomatoes
2 tbs coarsely chopped fresh basil
2 tsp minced garlic
3/4 tsp crushed red pepper

Directions

1. Cook pasta according to package directions; drain.
2. Meanwhile, heat oil in large saucepan over medium heat. Add onion and cook 3 minutes, stirring occasionally. Add garlic and cook about 1 minute, stirring occasionally. Add chicken and cook about 6 to 7 minutes or until chicken is cooked through, stirring occasionally.
3. Stir in tomatoes and bell pepper, and let simmer, stirring occasionally, 4 minutes. Stir in parsley, basil, crushed red pepper, vinegar, salt and pepper. Additional crushed red pepper may be added, if desired.
4. Add pasta and toss to coat. Serve immediately topped with cheese, if desired.

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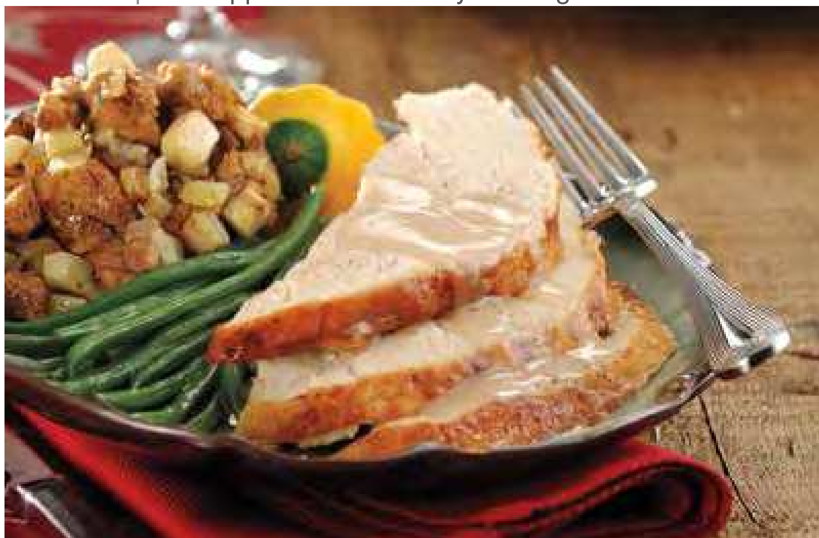

Apple-Walnut Turkey Stuffing

Prep Time	20 min
Cook Time	55 min
Serves	12

Nutrition Information

Calories	336
Total Fat	18g
Saturated Fat	5g
Cholestrol	69mg
Sodium	454mg
Carbs	37g
Fiber	8g
Protein	14g

Ingredients

1 cup celery, diced
1 cup onion, diced
1-1/2 cup s coarsely chopped walnuts
1-1/2 tsp ground black pepper
1-1/2 tsp salt
18 1/2-inch thick slices whole wheat bread, cut into 1/2-inch cubes
2 Granny Smith apples, peeled, cored and cut into 1/2-inch pieces
2 tsp chopped fresh sage leaves
28 ounce s less-sodium chicken broth
3 clove s garlic, finely chopped
3 large eggs
3/4 tsp poultry seasoning
6 tbs unsalted butter

Directions

1. Preheat oven to 350°. Spray 13 x 9-inch baking dish with nonstick cooking

spray. Place bread on 2 rimmed baking pans and bake 15 minutes or until bread is lightly crisped; let cool. Transfer bread to large bowl.
2. Meanwhile, in large skillet, melt butter over medium heat. Add celery and onion, and cook 3 to 4 minutes or until onion is almost tender, stirring occasionally. Stir in garlic, apples, sage, salt, pepper and poultry seasoning, and cook 4 to 5 minutes or until apples are crisp-tender, stirring occasionally. Add broth and heat to simmering over medium heat; remove from heat.
3. In small bowl, whisk eggs. Pour hot broth mixture over bread. Add eggs and walnuts and gently toss until combined. Transfer bread mixture to prepared baking dish. Bake 55 to 60 minutes or until top is lightly browned.

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Apricot-Glazed Ham

This glazed ham is the simple solution for an easy special occasion dinner. Perfect with green bean casserole, mashed potatoes and fruit salad.

Ingredients

1 tbs cornstarch
1/2 tsp nutmeg
1/3 cup firmly packed brown sugar
1/4 tsp clove s
2 tbs lemon juice
2/3 cup apricot nectar
5 pound fully cooked whole boneless ham

Directions

1. Place ham on rack in a shallow roasting pan. Bake, uncovered, at 325° F for 1 1/4 hours or until meat thermometer registers 140° F (about 15-18 minutes per pound.)
2. For the glaze, combine brown sugar, cornstarch, nutmeg and cloves in a small saucepan. Stir in apricot nectar and lemon juice. Cook over medium heat until thickened and bubbly, stirring constantly.
3. Brush ham with glaze. Continue baking 15-20 minutes more, brushing

Prep Time	10 min
Cook Time	1 hr, 30 min
Serves	20

Nutrition Information

Calories	208
Total Fat	9g
Saturated Fat	3g
Cholestrol	64mg
Sodium	1572mg
Carbs	6g
Fiber	0g
Protein	25g

occasionally with glaze.
Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

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Bourbon and Cola Glazed Ham

Prep Time	15 min
Cook Time	1 hr 45 min
Serves	10

Nutrition Information

Calories	433
Total Fat	12g
Saturated Fat	4g
Cholestrol	163mg
Sodium	3315mg
Carbs	22g
Fiber	2g
Protein	57g

Ingredients

1 large orange, cut in half
1 tsp dried thyme
1/4 cup light brown sugar
1/4 tsp ground clove s
1-1/2 tsp dry mustard
3 cans (12 oz. each) cola
3 tbs bourbon
4 sprigs fresh thyme
8 ounce s orange marmalade
8 pound spiral sliced bone-in half ham

Directions

1. Preheat oven to 325°. Place ham, cut side down, on rack in large roasting pan. Pour 2 cans cola and squeeze juice from orange into pan. Add orange halves and thyme sprigs to pan. Bake ham 1 hour or until internal temperature reaches 90°.

2. Meanwhile, in small saucepot, heat remaining can of cola over medium-low heat 30 minutes or until reduced by half. Stir remaining ingredients into saucepot and simmer 3 to 5 minutes, or until brown sugar dissolves; remove from heat.
3. Remove ham from oven. With sharp knife, lightly score outside of ham, making parallel 1/2-inch-deep incisions in crosshatch pattern. Brush ham with some of the glaze and return ham to oven. Bake 45 minutes longer or until internal temperature reaches 130°, brushing ham with remaining glaze every 15 minutes. Carefully place ham on serving platter. Cover loosely with foil and let stand 15 minutes before serving. Internal temperature will rise to 140° upon standing.

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Classic Deviled Eggs

An absolute must for any cookout, picnic or party, these yummy treats will disappear almost as fast as you can make them!

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Ingredients

1 tbs chopped fresh chives plus additional for garnish
1/4 cup mayonnaise
1/4 tbs dry mustard
1/8 tsp kosher salt, and white pepper, or to taste
5 large eggs

Directions

1. Place eggs in small saucepan and add enough cold water to cover eggs by 1 inch. Heat to boiling over medium-high heat; reduce heat to medium-low and cook 10 mintues longer, adjusting heat as necessary to maintain a brisk simmer. With slotted spoon, transfer eggs to bowl filled with ice and cold water. Once cooled, peel eggs while submerged in water.

2. Cut eggs lengthwise in half, and carefully remove yolks to medium bowl, keeping whites intact; reserve whites. Mash yolks with fork; gently fold in mayonnaise, chives, and dry mustard. Season with salt and pepper, and gently

Prep Time	15 min
Cook Time	15 min
Serves	10

Nutrition Information

Calories	77
Total Fat	6g
Saturated Fat	1g
Cholestrol	108mg
Sodium	93mg
Carbs	1g
Fiber	1g
Protein	3g

mix until well combined.

3. Transfer yolk mixture to large zip-top plastic bag with bottom corner snipped off (or use spoon), and evenly divide yolk mixture into reserved whites.

4. Arrange deviled eggs on serving platter. If not serving right away, cover and refrigerate. Garnish with paprika and chives just before serving.

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Cranberry-Walnut Rugelach

These pastries are perfect for any holiday party, brunch with friends or quiet Sunday breakfast.

Ingredients

Cranberry-Walnut Filling
Rugelach Dough:
1 cup walnuts, toasted and finely chopped
1 cup finely chopped dried cranberries
1 cup unsalted butter
1 package (8 ounces) cream cheese, softened
1 tsp ground cinnamon
1 tsp salt
1 tsp vanilla extract
1/2 cup granulated sugar
1/2 cup powdered sugar
1/4 cup honey
1/4 cup sour cream
2 3/4 cup s all purpose flour plus additional for dusting
4 tbs unsalted butter, melted and cooled

Prep Time	45 min
Cook Time	20 min
Serves	48 cookies

Nutrition Information

Calories	264
Total Fat	16g
Saturated Fat	8g
Cholestrol	39mg
Sodium	128mg
Carbs	27g
Fiber	1g
Protein	4g

Directions

1. Prepare Rugelach Dough: In large bowl, with mixer at medium speed, beat cream cheese, butter, and sour cream until light and fluffy, occasionally scraping bowl with rubber spatula. Add powdered sugar, salt, and vanilla extract, and beat until combined. Reduce speed to low; gradually beat in flour just until blended. Gather dough into ball and divide into 6 equal pieces. Flatten each piece into a disk and wrap tightly with plastic wrap. Refrigerate 2 hours or up to overnight.
2. Prepare Cranberry-Walnut filling: In medium bowl, combine cranberries, walnuts, sugar, and cinnamon.
3. Preheat oven to 350°. Line 2 large cookie sheets with parchment paper or nonstick foil. In small microwave-safe bowl, heat honey in microwave oven on high 10 seconds or until melted. Sprinkle work surface with flour and roll out 1 disk into 9-inch circle. Brush dough with some of the honey. Sprinkle dough with 3 tablespoons filling; lightly press filling into dough. With pizza wheel or knife, cut dough into 8 equal wedges. Starting with curved edge,roll each wedge into jelly roll shapes, and place, point side down, onto prepared cookie sheet. Repeat with remaining dough, honey and filling. Brush cookies with melted butter and sprinkle with sugar.
4. Bake cookies on 2 oven racks 20 to 25 minutes or until golden brown, rotating sheets between upper and lower racks halfway through baking. Slide cookies from parchment or foil onto wire racks to cool. Store in tightly covered container at room temperature up to 1 week or in freezer up to 3 months.

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Double-Chocolate Peppermint Bark

This classic holiday treat is perfect for Christmas gift giving!

Prep Time	25 min
Cook Time	5 min
Serves	37 pieces

Nutrition Information

Calories	103
Total Fat	5g
Saturated Fat	4g
Cholestrol	0mg
Sodium	13mg
Carbs	14g
Fiber	1g
Protein	1g

Ingredients

1/2 cup coarsely broken candy canes or peppermint hard candies
11-12 ounce s white chocolate chips
12 ounce s semisweet chocolate chips
2 tsp vegetable oil

Directions

1. Line 10x15 jelly roll pan with aluminum foil. In small saucepan, heat semisweet chocolate chips over low heat 4 to 5 minutes or just until most chips are melted, stirring frequently with heatproof rubber spatula. Remove pan from heat and continue stirring until all chips are melted.
2. At same time, in separate small saucepan, heat white chocolate chips and vegetable oil over low heat 4 to 5 minutes or just until most chips are melted, stirring frequently with rubber spatula. Remove pan from heat and continue stirring until all chips are melted.
3. Pour melted semisweet chocolate over foil in prepared baking pan. With rubber spatula, evenly spread melted chocolate to edges of baking pan.

4. Pour melted white chocolate lengthwise over center of semisweet chocolate layer. With tip of rubber spatula, gently swirl white chocolate into layer of semisweet chocolate.
5. Evenly sprinkle candy pieces over top of chocolate layers. Tap pan on work surface to remove any air bubbles. Refrigerate at least 45 minutes. Peel off foil, then break into large pieces. Store bark in airtight container in refrigerator for up to 2 weeks.

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Holiday Beef Wellington

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Ingredients

1 cup onions, finely chopped
1 large egg
1 tbs all-purpose flour
1 tbs chopped fresh rosemary leaves
1 tbs chopped fresh thyme leaves
1 tsp ground black pepper
1-1/2 tsp salt
17.3 ounce s frozen puff pastry sheets, thawed as label directs
2 tbs Dijon mustard
3 cans beef gravy
3 pound center-cut beef tenderloin, fat trimmed
6 cup s mushrooms, chopped
9 slice s (thin) smoked ham

Directions

1. Sprinkle beef with 1 teaspoon salt and 3/4 teaspoon pepper. Rub beef with 1

Prep Time	45 min
Cook Time	50 min
Serves	8

Nutrition Information

Calories	844
Total Fat	61g
Saturated Fat	21g
Cholestrol	116mg
Sodium	1280mg
Carbs	41g
Fiber	3g
Protein	34g

tablespoon oil. Heat large skillet over medium-high heat. Add beef to skillet and sear all sides until browned. Transfer beef to large plate and refrigerate 15 minutes.

2. Meanwhile, into same skillet, add mushrooms, onions and remaining 2 tablespoons oil. Cover and cook over medium heat 8 to 10 minutes or until most liquid is released from mushrooms. Stir in remaining 1/2 teaspoon salt and 1/4 teaspoon pepper. Stir in flour and remove skillet from heat.

3. Lay 12x18-inch sheet of plastic wrap on work surface. In center of plastic wrap, lay ham slices, overlapping slightly to form 12x14-inch rectangle. Evenly spread mushroom mixture over ham. Brush outside of beef with mustard and place beef lengthwise in center over mushroom layer. Using plastic wrap, roll ham and mushroom mixture over top and bottom of beef, leaving ends of beef uncovered. Refrigerate 15 minutes.

4. Preheat oven to 400°. Remove plastic wrap from beef. In small bowl, whisk together egg and 1 tablespoon water. Cut 1 puff pastry sheet crosswise in half. Lay 1/2 sheet next to full sheet and brush seam to seal. Discard remaining 1/2 puff pastry sheet. Place beef lengthwise in center of puff pastry sheet and brush edges of sheet with egg mixture. Fold top and bottom ends of pastry sheet over beef, leaving ends of beef uncovered. Brush seam of puff pastry with egg mixture.

5. Spray rimmed baking pan with nonstick cooking spray. Place beef, seam side down, on prepared baking pan. Brush outside of pastry with egg mixture. Roast beef 50 to 55 minutes or until internal temperature reaches 135° for medium-rare. Transfer beef to cutting board and let stand 15 minutes before slicing.

6. Meanwhile, in medium saucepot, cook gravy and herbs over medium heat 2 to 3 minutes or until hot. Cut beef into 8 slices and serve with gravy.

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Beef Sirloin Strip Roast with Brandied Tarragon-Mustard Sauce

Ingredients

1 tbs olive oil
1/2 cup heavy cream
1-1/2 tbs chopped fresh tarragon leaves
1-1/2 tbs cold water
1-1/2 tbs cornstarch
14 ounce s less-sodium beef broth
2 large shallots, finely chopped
2 tsp ground black pepper
2 tsp salt
2/3 cup country Dijon or coarse ground mustard
3 clove s garlic, minced
3/4 cup brandy
5 pound s boneless beef sirloin strip roast

Prep Time	30 min
Cook Time	1 hr
Serves	12

Nutrition Information

Calories	338
Total Fat	16g
Saturated Fat	6g
Cholestrol	85mg
Sodium	669mg
Carbs	3g
Fiber	1g
Protein	35g

Directions

1. Preheat over to 450°. In small bowl, combine garlic, oil, salt and pepper. In

large shallow roasting pan, place roast fat side up. Rub all sides of beef with garlic mixture. Roast beef 30 minutes. Reduce temperature to 350° and roast 30 to 35 minutes longer or until internal temperature reaches 130° for medium-rare. Transfer roast to cutting board and loosely cover with foil. Let stand 20 minutes before slicing.

2. Meanwhile, remove and discard excess fat from roasting pan. Add shallots to drippings in roasting pan and cook over medium-low heat 2 minutes, stirring frequently. Add brandy and heat to boiling. Cook 3 to 4 minutes or until most liquid has evaporated, stirring to loosen browned bits from bottom of pan. Add broth and cream, and heat to boiling. Reduce heat to medium and simmer 8 minutes. In small bowl, combine water and cornstarch. Add cornstarch mixture to simmering liquid; heat to boiling and remove from heat. Whisk in mustard and tarragon. Slice beef across the grain and serve with sauce.

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Beer-Braised Beef Brisket

Prep Time	15 min
Cook Time	4 hrs 40 min
Serves	10

Nutrition Information

Calories	668
Total Fat	36g
Saturated Fat	12g
Cholestrol	210mg
Sodium	892mg
Carbs	11g
Fiber	2g
Protein	66g

Ingredients

1/2 tsp crushed red pepper flakes
1/4 cup olive oil
1-1/2 large yellow onions, cut into 1-inch wedges
2 large tomatoes, each cut into 1-inch wedges
2 bay leaves
2 pouches onion soup mix
2 tbs margarine or salted butter
24 ounce s beer
3 large carrots, each cut into 3-inch pieces
6-7 pound s fresh flat-cut beef brisket

Directions

1. Preheat oven to 300°. Cut brisket in half crosswise if necessary to fit into large roasting pan or Dutch oven. Rub brisket with 2 pouches onion soup mix. Heat pan over medium heat until hot. Add oil and heat until hot but not smoking. Add brisket and sear all sides until browned; place brisket, fat side down, in

pan.
2. Add carrots, bay leaves, tomatoes, onions and crushed red pepper to pan. Pour beer over brisket. Cover pan tightly with lid or foil. Roast brisket 4 to 5 hours until fork-tender.
3. Remove and discard bay leaves. Remove brisket and vegetables from pan; keep warm. Skim and discard fat from pan drippings. Strain pan drippings into a medium saucepan. Simmer over medium heat 25 minutes. Remove saucepan from heat; add butter and stir until melted. Place brisket on cutting board and slice across the grain. Serve vegetables and sauce.

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Braised Italian Short Ribs

Ingredients

1 medium onion, cut in half and sliced
1 tbs olive oil
1 tbs red wine vinegar
1/2 tsp black pepper
1/2 tsp salt
1-1/2 pound s new potatoes, each cut in half
14 ounce s low sodium beef broth
2 bay leaves
2 medium celery ribs, each cut into 1-1/2 inch pieces
2-1/2 cup s dry red wine
3 sprigs fresh rosemary, each cut crosswise in half
3 pound s bone-in beef short ribs
4 medium carrots, each cut diagonally into 2-inch pieces
5 tsp all-purpose flour
6 clove s garlic, finely chopped
8 ounces white mushrooms, large r mushrooms cut in half

Prep Time	20 min
Cook Time	2 hr 25 min
Serves	6

Nutrition Information

Calories	431
Total Fat	13g
Saturated Fat	5g
Cholestrol	50mg
Sodium	329mg
Carbs	35g
Fiber	5g
Protein	28g

Directions

1. Preheat oven to 425°. Place short ribs in large roasting pan. Evenly coat ribs with oil, and sprinkle with salt and pepper. Roast 45 minutes.
2. Reduce heat to 325°. Add broth, garlic, rosemary, bay leaves and wine to roasting pan. Cover pan tightly with aluminum foil or lid. Roast 45 minutes.
3. Add potatoes, mushrooms, carrots, celery and onion to roasting pan. Roast, covered, 45 minutes to 1 hour longer or until short ribs and vegetables are tender.
4. Transfer short ribs to large serving platter; keep warm. With slotted spoon, transfer vegetables to medium bowl; keep warm. Remove and discard rosemary sprigs and bay leaves. Place pan with drippings over medium heat; heat to simmering. Skim excess fat from drippings. Whisk in flour and simmer 1 minute. Reduce heat to low, and cook 10 minutes; stir in vinegar. Makes about 2 cups sauce. Serve sauce over short ribs and vegetables.

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California Chicken Sandwich

Ingredients

1 herb whole roasted chicken, meat removed into sizable pieces and sliced
1 large ripe avocado, peeled, pitted and sliced
1/2 cup light mayonnaise
1/2 tsp fresh lemon juice
1/4 medium red onion, sliced
2 cup s spring mix salad greens
2 medium Roma tomatoes, each cut lengthwise into 1/8-inch thick slices
3 tbs chopped fresh basil leaves and/or chives
8 slice s multigrain or oat bread

Directions

1. In small bowl, combine mayonnaise, herbs and lemon juice.
2. Toast bread. Spread herb mayonnaise on 1 side of 4 toasted bread slices; divide 1 cup salad greens over mayonnaise. Top evenly with chicken, onion, remaining 1 cup salad greens, tomatoes and avocado. Place remaining 4 slices toast over avocado. Cut each sandwich diagonally in half to serve.

Prep Time	20 min
Serves	4

Nutrition Information

Calories	449
Total Fat	22g
Saturated Fat	4g
Cholestrol	76mg
Sodium	507mg
Carbs	38g
Fiber	7g
Protein	29g

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Cashew Chicken Skewers with Orange-Ginger Sauce

Prep Time	20 min
Cook Time	12 min
Serves	8

Nutrition Information

Calories	557
Total Fat	19g
Saturated Fat	4g
Cholestrol	119mg
Sodium	451mg
Carbs	70g
Fiber	4g
Protein	30g

Ingredients

1 cup orange marmalade
1 cup refrigerated orange juice
1 pound salted cashews
1 tbs grated fresh ginger
1/2 tsp cayenne pepper
1-1/2 cup s all-purpose flour
1-3/4 pound s chicken breast tenderloins
2 cup s panko breadcrumbs
2 tsp fresh lemon juice
3 large eggs
44 8-inch bamboo or wooden skewers

Directions

1. Adjust 2 oven racks to top and bottom position. Preheat oven to 400°. Place cashews in large zip-top plastic bag. Wrap bag with towel and lightly pound cashews with meat mallet or rolling pin until coarsely crushed. In large shallow

dish, combine flour and 1/4 teaspoon cayenne pepper. In second large shallow dish, whisk together eggs and 3 tablespoons water. In third large shallow dish, combine breadcrumbs and crushed cashews.
2. Spray 2 rimmed baking pans with nonstick cooking spray. With kitchen shears or knife, cut tenderloins lengthwise in half. Thread chicken onto skewers; dip in flour mixture, shaking off excess, then egg and cashew mixtures. Place on prepared baking pans. Bake skewers on top and bottom oven racks 12 to 15 minutes or until lightly browned and internal temperature reaches 165°, rotating pans between upper and lower racks halfway through baking.
3. Meanwhile, pureé marmalade, orange juice, ginger, lemon juice and remaining 1/4 teaspoon cayenne pepper in blender until smooth. Serve sauce with chicken skewers.

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Chicken & Beef Fajita Bar

Ingredients

1 cup Italian salad dressing
1 tsp ground black pepper
1/4 cup less-sodium soy sauce
1/4 cup packed light brown sugar
1-3/4 pound s boneless, skinless chicken breasts
1-3/4 pound s skirt steak
2 clove s garlic, crushed with press
2 tsp salt
2 tbs fresh lime juice
24 6-inch flour tortillas
3 green, orange and/or red bell peppers, sliced
3-1/2 medium red onions
4 tbs olive oil

Prep Time	30 min
Cook Time	20 min
Serves	12

Nutrition Information

Calories	551
Total Fat	26g
Saturated Fat	7g
Cholestrol	58mg
Sodium	1265mg
Carbs	49g
Fiber	3g
Protein	28g

Directions

1. In small bowl, whisk together garlic, dressing, soy sauce, brown sugar, 2

tablespoons oil and lime juice until well blended. Finely chop 1/2 of an onion and stir into dressing mixture.
2. Place chicken and beef in separate large zip-top plastic bags; pour half of marinade into each bag. Seal bags, pressing out excess air. Gently massage to coat all sides of meat. Refrigerate 2 to 4 hours to marinate.
3. Prepare outdoor grill for direct grilling over medium-high heat. Remove chicken and beef from marinade; discard marinade. Sprinkle chicken and beef with 1 teaspoon salt and 1/2 teaspoon pepper. Place chicken and beef on hot grill rack. Cover and cook chicken and beef 10 to 12 minutes or until chicken loses its pink color throughout and reaches an internal temperature of 165°, and internal temperature of beef reaches 145° for medium-rare, turning chicken and beef once halfway through cooking. Transfer chicken and beef to cutting board; loosely cover with foil and let stand 5 minutes.
4. Line rimmed baking pan with aluminum foil/ Halve and slice remaining 3 onions. On prepared baking pan, toss onions, bell peppers, remaining 1 teaspoon salt, 1/2 teaspoon pepper and 2 tablespoons oil. Transfer foil with bell peppers and onions to hot grill rack; poke foil several times with fork. Cover and cook 10 minutes or until bell peppers and onions are tender-crisp, stirring once halfway through cooking. Transfer bell peppers and onions to serving bowl.
5. On microwave-safe plate, place half of the tortillas between 2 damp paper towels; heat in microwave oven on high 35 to 45 seconds or until tortillas are warmed. Repeat with remaining tortillas.
6. Thinly slice chicken and beef, cutting beef across the grain; transfer to serving bowls. Serve chicken, beef, bell peppers and onions with warm tortillas along with toppings such as shredded lettuce, shredded Cheddar cheese, diced tomatoes, guacamole, sour cream, salsa, chopped cilantro or lime wedges, if desired.

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Chicken & Black Bean Burritos

These tasty burritos are bold and bodacious!

Prep Time	40 min
Cook Time	15 min
Serves	8

Nutrition Information

Calories	355
Total Fat	11g
Saturated Fat	4g
Cholestrol	57mg
Sodium	742mg
Carbs	38g
Fiber	6g
Protein	25g

Ingredients

1 red bell pepper, chopped
1 medium red onion, chopped
1 tsp olive oil
1 tbs ground cumin
1/2 cup medium salsa
1/4 cup chopped fresh cilantro leaves plus sprigs for garnish (optional)
1/4 cup fresh lime juice
14 ounce s black beans, rinsed and drained
3/4 cup shredded Cheddar cheese
3-1/2 cup s shredded boneless, skinless rotisserie chicken meat (from about 1 chicken)
4 ounce s diced mild green ciles
8 whole wheat flour tortillas (8- to 10-inch)

Directions

1. Preheat oven to 350°. In large saucepot, heat oil over medium-high heat. Add

chiles, onion and bell pepper, and cook 5 to 7 minutes or until vegetables are almost tender, stirring occasionally. Reduce heat to medium. Stir in beans, chicken, lime juice and cumin, and cook 8 to 10 minutes or until heated through, stirring occasionally. Remove saucepot from heat; fold in cheese and cilantro.
2. Spray rimmed baking pan with nonstick cooking spray. Evenly spoon about 1-1/4 cups chicken mixture down center of each tortilla; fold sides over filling. Place burritos seam side down in prepared pan. Bake 15 to 20 minutes or until tops of burritos are lightly browned. To serve, top each burrito with 1 tablespoon salsa and garnish with cilantro sprigs, if desired.

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Chicken Enchilada Casserole

Prep Time	40 min
Cook Time	15 min
Serves	6

Nutrition Information

Calories	439
Total Fat	22g
Saturated Fat	10g
Cholestrol	85mg
Sodium	893mg
Carbs	33g
Fiber	3g
Protein	29g

Ingredients

1 tbs vegetable oil
1 medium yellow onion, diced
1/2 cup medium or hot chunky salsa
1/2 cup sour cream
1/2 tsp fresh ground black pepper
10.75 ounce s condensed cream of chicken soup
1-1/2 tbs chopped fresh cilantro leaves plus additional for garnish
12 6-inch corn tortillas
2 clove s garlic, minced
2 cup s chopped boneless, skinless rotisserie chicken breast meat
2 cup s shredded Mexican cheese blend
3 tsp taco seasoning mix
3/4 tsp ground cumin
4 ounce s diced mild green chiles

Directions

1. Preheat oven to 350°. In medium bowl, mix soup, salsa and sour cream. In large skillet, heat oil over medium-high heat. Add onion and cook 4 minutes. Add garlic, 2 teaspoons taco seasoning and 1/2 teaspoon cumin, and cook 5 minutes or until onion is tender, stirring occasionally. Add green chiles, chicken and half the soup mixture, and cook 2 minutes or until heated through. Remove skillet from heat and let cool slightly. Stir in 1 cup cheese, cilantro and pepper.
2. Stir remaining 1 teaspoon taco seasoning and 1/4 teaspoon cumin into remaining soup mixture. Spread soup mixture into bottom of 13x9-inch baking dish. On microwave-safe plate, stack 6 tortillas between 2 damp paper towels, and heat in microwave oven on high 30 seconds. While keeping remaining tortillas covered, place 1 tortilla at a time on work surface and spoon 1/3 cup of filling down center. Fold sides over filling, then place enchiladas seam-side down and close together in prepared backing dish. Heat remaining tortillas and repeat process with remaining filling. Sprinkle with remaining 1 cup cheese.
3. Bake 15 to 20 minutes or until edges bubble and top is lightly browned. To serve, sprinkle enchiladas with olives, tomatoes, green onions and cilantro, if desired.

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Chicken Marsala

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Prep Time	10 min
Cook Time	25 min
Serves	4

Nutrition Information

Calories	573
Total Fat	34g
Saturated Fat	20g
Cholestrol	185mg
Sodium	599mg
Carbs	20g
Fiber	1g
Protein	35g

Ingredients

1/2 cup all-purpose flour
1/2 cup less-sodium chicken broth
1/2 tsp ground black pepper
1/4 cup finely chopped shallots
1-1/2 tsp chopped fresh parsley for garnish (optional)
2 cup s Marsala wine
2 cup s sliced mushrooms
3/4 cup heavy cream
3/4 tsp salt
4 boneless, skinless chicken breasts
6 tbs unsalted butter

Directions

1. In small saucepot, cook wine and shallots over high heat 8 to 10 minutes or until wine is reduced by half. Reserve 2 tablespoons flour. In pie plate or wide, shallow bowl, combine salt, pepper and remaining flour. Dip chicken in flour

mixture to coat.
2. In large nonstick skillet, melt 2 tablespoons butter over medium-high heat. Add chicken and cook 8 to 10 minutes or until chicken is golden brown and almost cooked through, turning once. Transfer chicken to plate.
3. In same skillet, cook mushrooms and remaining 4 tablespoons butter over medium heat 4 to 5 minutes or until mushrooms are tender. Reduce heat to low. Stir in reserved flour and cook 1 minute, stirring occasionally.
4. Add cream, broth and wine mixture, and heat to boiling over medium heat. Reduce heat to medium-low and simmer 4 minutes. Return chicken to skillet and cook 1 to 2 minutes or until chicken loses its pink color throughout and internal temperature reaches 165°.
5. Serve chicken topped with Marsala sauce. Sprinkle with parsley, if desired.

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Confetti Pasta Salad

This festive side dish adds color to any table!

Ingredients

1 lb pasta (rotini, bow ties, macaroni or small shells)
1/2 cup carrots, diced fine
1/2 cup celery, diced fine
1/2 cup green bell pepper, diced fine
1/2 cup onion (red or green), diced fine
16 ounce s Italian dressing

Directions

Prepare pasta according to package. In large bowl mix drained pasta, vegetables and dressing. Stir thoroughly to coat. Chill for 1-2 hours before serving.

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Family-Style Lasagna

Prep Time	25 min
Cook Time	45 min
Serves	12

Nutrition Information

Calories	667
Total Fat	41g
Saturated Fat	21g
Cholestrol	127mg
Sodium	1239mg
Carbs	37g
Fiber	3g
Protein	39g

Ingredients

1 pound ground beef
1 pound mild Italian sausage, casings removed if necessary
15 lasagna noodles
2 cup s shredded Parmesan cheese
2 medium yellow onions, diced
2 pound s whole milk ricotta cheese
2 tbs chopped garlic
2 tbs Italian seasoning
2 tsp ground black pepper
2 tsp kosher salt
26 ounce s marinara sauce
28 ounce s diced tomatoes
4 cup s shredded mozzarella cheese

Directions

1. Preheat oven to 350°. Heat large covered saucepot of salted water to boiling

over high heat. Add noodles and cook as label directs; rinse noodles under cold water and drain.
2. Meanwhile, heat large saucepot over medium-high heat. Add ground beef and sausage, and cook 8 to 10 minutes or until browned.
3. Add onions and garlic, and cook 4 minutes or until onions are soft. Add tomatoes, marinara sauce, Italian seasoning, salt and pepper. Heat to simmering and cook 10 minutes. In large bowl, combine ricotta cheese, 3 cups mozzarella cheese and 1-3/4 cups Parmesan cheese.
4. Spray 13 x 9-inch baking dish with nonstick cooking spray. Spread 2 cups sauce into bottom of baking dish. Place 3 noodles over sauce, top with 1/5 of the sauce. Repeat 4 more layers of noodles, cheese mixture and sauce; top with remaining 1 cup mozzarella cheese and 1/4 cup Parmesan cheese.
5. Cover with foil; bake 45 minutes. Remove from oven and let stand 20 minutes before cutting.

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Fettuccine Alfredo With Chicken

Serve this pasta dish along with garlic bread and salad for a complete dinner!

Ingredients

fresh thyme for garnish (optional)
1 cup heavy whipping cream
1 stick butter
1/2 cup freshly grated Parmesan cheese
1/4 cup green onions, finely chopped
1/4 tsp garlic powder
16 ounce pkg fettuccine
2 lb boneless, skinless chicken breasts, cut into bite sized pieces

Directions

Cook pasta according to package directions.
Melt butter in large skillet. Cook chicken over medium heat until they are lightlly browned. Add green onions and garlic cook for 1 minute more. Add whipping cream and Parmesan cheese. Stir constantly until thick. Turn heat on low and cover for 10 minutes, stirring occasionally.
Serve sauce over pasta and garnish with thyme leaves if desired.

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Gourmet White Mac & Cheese

A fresh, flavorful and elegant twist on a comfort food classic!

Ingredients

1 cup panko breadcrumbs
1 tsp salt
1/2 tsp ground black pepper
1/4 cup all-purpose flour
1/4 cup shredded Parmesan cheese
16 ounce s penne pasta
2 cup s fontina cheese, shredded
2 cup s Gruyere cheese, shredded
2 cup s sharp white Cheddar cheese, shredded
4 cup s whole milk
4 large Roma tomatoes, each cut into 1/4-inch-thick slices
6 tbs unsalted butter

Directions

1. Preheat oven to 375°. Heat large covered saucepot of salted water to boiling over high heat. Add pasta and cook as label directs; drain pasta.

Prep Time	25 min
Cook Time	30 min
Serves	12

Nutrition Information

Calories	510
Total Fat	28g
Saturated Fat	17g
Cholestrol	90mg
Sodium	602mg
Carbs	40g
Fiber	2g
Protein	25g

2. Meanwhile, in medium microwave-safe bowl, heat 2 tablespoons butter in microwave oven on high 45 seconds or until melted. Add breadcrumbs and Parmesan, and stir until breadcrumbs are moistened.
3. In large saucepot, melt remaining 4 tablespoons butter over medium heat. Whisk in flour and cook 2 minutes, stirring constantly. Stir in milk and heat to boiling over medium-high heat, whisking constantly until mixture is smooth and thickens. Remove saucepot from heat. Stir in cheeses, salt and pepper; fold in pasta until well coated with sauce.
4. Pour pasta mixture into 13 x 9-inch baking dish. Arrange tomatoes in single layer over pasta; sprinkle breadcrumb mixture over tomatoes. Bake 30 to 35 minutes or until edges bubble and top is browned.

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Italian Beef Steak & Pasta For Two

The perfect recipe for a quiet romantic dinner with that special someone in your life!

Serves	2
Nutrition Information	
Calories	341
Total Fat	17g
Cholestrol	75mg
Sodium	285mg
Carbs	18g
Protein	29g

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Ingredients

1 tbs olive oil
1 clove garlic, minced
1 tbs chopped fresh basil
1 tbs grated Romano cheese
1/4 cup chopped onion
1/4 tsp sugar
1/8 tsp freshly ground black pepper
1/8 tsp ground nutmeg
1/8 tsp salt
2 beef tenderloin or eye round steaks, cut 1 inch thick (about 8 oz.)
2 tbs grated Romano cheese
3/4 cup uncooked penne pasta, cooked
3/4 pound fresh plum tomatoes, seeded, chopped

Directions

1. Heat oil in medium saucepan over medium heat until hot. Add onion and

garlic; cook and stir 4 minutes. Stir in tomatoes, sugar, salt, nutmeg and pepper; cook and stir 5 minutes. Stir in basil and 1 tablespoon cheese. Cover; removed from heat.
2. Heat large nonstick skillet over medium heat until hot. Place steaks in skillet; cook tenderloin steaks 10 to 13 minutes (eye round steaks about 11 to 13 minutes), turning occasionally. Season with salt and pepper.
3. Spoon tomato sauce over pasta; sprinkle with 2 tablespoons cheese. Serve with steaks.
Total recipe time: 40 minutes
Recipe & photo courtesy of The Beef Checkoff,
http://www.beefitswhatsfordinner.com

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Lazy Beef Lasagna

This amazing lasagna (using ravioli!) is both simple and fun to make! You'll want to share this one with friends and family!

Ingredients

1 tbs minced garlic
1 cup shredded Italian cheese blend
1 jar prepared pasta sauce (26 oz.)
1 pkg refrigerated or frozen cheese ravioli (20-25 oz.)
1/2 tsp salt
1/4 tsp black pepper
1/4-1/2 tsp ground nutmeg
1-1/2 pound s ground beef
1-1/2 cup s water

Directions

1. Heat oven to 400° F. Heat large nonstick over medium heat until hot. Add ground beef and garlic; cook 8 to 10 minutes, breaking into 3/4-inch crumbles and stirring occasionally. Remove from skillet with slotted spoon; pour off drippings and return beef to skillet.
2. Stir in salt, nutmeg and pepper; mix well. Stir in pasta and water; bring to a

Serves	6-8
Nutrition Information	
Calories	419
Total Fat	19g
Saturated Fat	8g
Cholestrol	103mg
Sodium	1182mg
Carbs	26g
Fiber	4.6g
Protein	36g

boil. Cook 1 to 2 minutes, stirring occasionally.
3. Layer ravioli, beef mixture and cheese, 1/2 at a time, in 13x9-inch glass baking dish; cover with aluminum foil. Bake in 400° oven 15 minutes (20 minutes if using frozen ravioli). Uncover; continue baking 15-20 minutes or until sauce is bubbly and pasta is tender.
4. Let stand 5 minutes before serving.
Total recipe time: 50 to 65 minutes
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Lemon-Basil Pasta Salad

Ingredients

1 tsp lemon zest
1/2 cup drained and chopped roasted red peppers
1/2 tsp ground black pepper
1/2 tsp salt
1/3 cup shredded Parmesan cheese
1/4 cup chopped fresh basil leaves plus additional for garnish
1/4 cup coarsely chopped pitted kalamata olives
12 ounce s tri-color penne rigate pasta
14 ounce s quartered artichoke hearts, drained and coarsely chopped
2 clove s garlic, finely chopped
2 tbs fresh lemon juice
3 tbs drained and chopped sundried tomatoes with herbs in oil plus 2 tablespoons oil

Directions

1. Heat large covered saucepot of salted water to boiling over high heat. Add pasta and cook as label directs, drain. Rinse pasta under cold water and drain.

Prep Time	15 min
Cook Time	7 min
Serves	6

Nutrition Information

Calories	315
Total Fat	10g
Saturated Fat	1g
Cholestrol	3mg
Sodium	600mg
Carbs	48g
Fiber	5g
Protein	11g

2. In large bowl, toss pasta with remaining ingredients until well blended. Cover and refrigerate at least 3 hours or up to 2 days. Serve garnished with basil.

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Linguine Arrabbiata

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Ingredients

1 pound linguine
1 tbs olive oil
1/2 cup pitted kalamata olives, each cut in half
1/2 tsp crushed red pepper flakes
1/4 tsp ground black pepper
2 clove s garlic, chopped
2 tbs coarsely chopped fresh basil leaves
2 tbs coarsely chopped fresh Italian parsley leaves
29 ounce s Italian style diced tomatoes
3/4 tsp kosher salt

Directions

1. Heat large covered saucepot of salted water to boiling over high heat. Add linguine and cook as label directs. Drain pasta, then return to saucepot.
2. Meanwhile, in large skillet, heat oil over medium heat. Add garlic, olives and crushed red pepper, and cook 2 minutes, stirring frequently. Stir in tomatoes

Prep Time	10 min
Cook Time	20 min
Serves	4

Nutrition Information

Calories	591
Total Fat	14g
Saturated Fat	1g
Cholestrol	0mg
Sodium	990mg
Carbs	99g
Fiber	5g
Protein	16g

with juice, basil, salt and pepper, and cook 2 to 3 minutes or until heated through, stirring occasionally.
3. Add tomato mixture and parsley to pasta. With tongs, toss pasta until well coated with sauce. Serve pasta in warm pasta bowls with cheese, if desired.

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Little Italy Pasta Salad

Prep Time	20 min
Cook Time	10 min
Serves	6

Nutrition Information

Calories	625
Total Fat	32g
Saturated Fat	8g
Cholestrol	28mg
Sodium	1148mg
Carbs	65g
Fiber	3g
Protein	20g

Ingredients

1 cup drained mild banana pepper rings
1 cup Italian salad dressing
1 pound rotini (corkscrew) pasta
1 tsp Italian seasoning
1/2 medium English cucumber, halved lengthwise and sliced 1/4-inch thick
1/2 tsp ground black pepper
1/2 tsp salt
15 grape tomatoes, each cut in half
2 cup s loosely packed spinach leaves, sliced
4 ounce s Genoa salami and/or lower sodium ham, cut into 1/2-inch pieces
4 ounce s provolone cheese, cut into 1/2-inch pieces

Directions

1. Heat large covered saucepot of salted water to boiling over high heat. Add pasta and cook as label directs; drain. Rinse pasta under cold water and drain.
2. In large bowl, toss pasta with remaining ingredients until well blended. Cover

and refrigerate at least 2 hours or up to 2 days.

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Southwest Black Bean Lasagna

Southwest flavor meets classic Italian cuisine in one big, bold dish!

Ingredients

1 cup diced zucchini
1 cup medium salsa
1 cup shredded Parmesan cheese
1 large egg, lightly beaten
1 green or red bell pepper, diced
1 medium yellow onion, diced
1 tsp ground cumin
1 tsp kosher salt
1/2 tsp fresh ground black pepper
1/4 cup finely chopped fresh cilantro
1-1/2 tsp chili powder
1-1/2 tsp dried oregano
12 lasagna noodles
15.25 ounce s whole kernel corn, rinsed and drained
2 cup s ricotta cheese
2 cup s shredded Colby-Monterey Jack cheese blend
2 cup s shredded mozzarella cheese

Prep Time	40 min
Cook Time	45 min
Serves	12

Nutrition Information

Calories	488
Total Fat	23g
Saturated Fat	12g
Cholestrol	77mg
Sodium	1111mg
Carbs	46g
Fiber	8g
Protein	27g

2 tbs extra virgin olive oil
3 clove s garlic, minced
3/4 cup sliced black olives
30 ounce s black beans, rinsed and drained
4-1/4 cup s marinara pasta sauce

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Directions

1. Preheat oven to 350°. Cook lasagna noodles as label directs.
2. Meanwhile, in large skillet, heat oil over medium heat. Add onion and cook 3 minutes. Add garlic, bell pepper and zucchini, and cook 3 minutes. Stir in chili powder, oregano, cumin, salt and pepper, and cook 1 minute. Stir in black beans, corn, pasta sauce, salsa, olives and cilantro. Heat to a simmer and cook 3 minutes; remove from heat. In medium bowl, combine egg, 1-1/4 cups Jack cheese blend and remaining cheeses.
3. In bottom of 13 x 9-inch baking dish, spread 1 cup bean mixture, and 1/3 cheese mixture. Repeat layers, ending with bean mixture on top. Sprinkle with remaining 3/4 cup Jack cheese blend.
4. Cover dish with foil. Bake 45 minutes. Let stand 10 minutes before cutting. Serve topped with sour cream, if desired.

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Beef Tacos

Quick, easy, delicious and fun... This could be the perfect meal!

Ingredients

1 pound ground beef
1 cup prepared chunky salsa
1 can (11 oz.) corn, drained
1/2 tsp salt
12 taco shells, warmed
2 tsp chili powder

Directions

1. Heat large nonstick skillet over medium heat until hot. Add ground beef; cook 8 to 10 minutes, breaking into small crumbles and stirring occasionally. Pour off drippings; season with chili powder and salt.
2. Stir in corn and salsa; heat through. Serve in taco shells with your choice of toppings.

Total recipe time: 20 minutes.
Recipe & photo courtesy of The Beef Checkoff,
http://www.beefitswhatsfordinner.com

Serves	4
Nutrition Information	
Calories	464
Total Fat	23g
Saturated Fat	8g
Cholestrol	76mg
Sodium	1090mg
Carbs	38g
Fiber	4.2g
Protein	27g

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Beef Tamale Pie

This quick and easy-to-make tamale pie will be your new favorite comfort food!

Ingredients

- additional salsa, as desired
1 pound ground beef (75% to 80% lean)
1 pkg shredded taco-seasoned cheese (8 oz.)
1/2 cup refrigerated prepared salsa, drained
3 cup s corn chips

Directions

1. Heat large nonstick skillet over medium heat until hot. Add ground beef; cook 8 to 10 minutes, breaking into 3/4-inch crumbles and stirring occasionally. Remove from skillet with slotted spoon; pour off drippings. Return beef to skillet; add cheese; cook and stir 1 to 2 minutes or until cheese is melted.
2. Meanwhile, place 2 cups corn chips in 9-inch pie plate. Crush chips slightly to lay flat on bottom of pie plate.
3. Spoon beef mixture over crushed corn chips; press gently with back of spoon to form even layer. Top with remaining 1 cup corn chips and 1/2 cup salsa. Serve immediately.

Serves	4

Nutrition Information

Calories	661
Total Fat	46g
Saturated Fat	2g
Cholestrol	131mg
Sodium	878mg
Carbs	22g
Fiber	1.2g
Protein	38g

4. To serve, cut pie into wedges and carefully remove with pie server. Top with additional salsa, as desired.
Total recipe time: 20 minutes
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Mexican Corn Salad

This oh-so-easy salad has that little extra kick of spicy flavor. Delicioso!

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Ingredients

1 tsp extra virgin olive oil
1/2 medium avocado, peeled, pitted and diced
1/2 tsp chili powder
1/3 cup fresh cilantro leaves
1/8 tsp salt
2 tbs dranined and chopped pimientos
2 tbs fresh lime juice
2 tsp honey
3 cup s thawed frozen corn

Directions

In medium bowl, whisk together lime juice, honey, oil, chili powder, and salt. Add remaining ingredients and toss until well combined.

Prep Time	10 min
Serves	6

Nutrition Information

Calories	121
Total Fat	4g
Saturated Fat	1g
Cholestrol	0mg
Sodium	52mg
Carbs	22g
Fiber	3g
Protein	3g

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Steak and Black Bean Salad

This steak and bean salad is so delicious and so easy!

Ingredients

1 can (15 oz.) black beans, drained
1 tbs olive oil
1/2 cup chopped tomato
1/2 cup chopped white onion
1/4 cup crumbled queso fresco cheese
1/4 tsp salt
3 tbs fresh lime juice, divided
3 tbs chopped fresh cilantro
3/4 tsp chipotle chile powder, divided
4 beef tenderloin steaks, cut 1 inch thick (about 4 oz. each)

Serves	4
Nutrition Information	
Calories	288
Total Fat	12g
Saturated Fat	4g
Cholestrol	74mg
Sodium	447mg
Carbs	14g
Fiber	3.6g
Protein	30g

Directions

1. Combine 1 tablespoon lime juice and 1/2 teaspoon chile powder; drizzle over both sides of beef steak. Place steaks on grid over medium, ash-covered coals. Grill, covered, 10 to 14 minutes (over medium heat on preheated gas grill, 11 to 15 minutes) for medium rare (145° F) to medium (160°) doneness, turning

occasionally.
2. Meanwhile, combine black beans, onion, tomato, cilantro, remaining 2 tablespoons lime juice, oil, remaining 1/4 teaspoon chile powder and salt in medium bowl.
3. Carve steaks into slices; arrange on serving platter. Spoon Black Bean Salad over steak slices. Sprinkle with queso fresco.
Total recipe time: 20 to 25 minutes
Recipe & photo courtesy of The Beef Checkoff, http://www.beefitswhatsfordinner.com

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Apricot-Dijon Pork Salad

A beautiful dinner salad with apricot-glazed grilled pork, dried cherries, cheese and toasted pecans -- perfect for a special summer supper!

Prep Time	10 min
Cook Time	15 min
Serves	4

Nutrition Information

Calories	515
Total Fat	11g
Saturated Fat	4g
Cholestrol	80mg
Sodium	420mg
Carbs	89g
Protein	30g

Ingredients

1 whole pork tenerloin, about 1 pound
1 cup apricot preserves
1 10 oz. pkg. mixed salad greens
1 tsp ground ginger
1 15 oz. can apricot halves, drained, sliced
1/2 cup dried tart cherries
1/4 cup white wine vinegar
1/4 cup pecan pieces, toasted
2 tbs Dijon-style mustard
4-5 ounce s Provolone cheese, cut into 1/2-inch cubes
8 green onions, sliced

Directions

1. In a small bowl, stir together preserves, vinegar, mustard and ginger. Reserve 3/4 cup for salad dressing.
2. Butterfly pork tenderloin (cut almost in half, but not quite through)

horizontally; open and lay flat. Prepare medium-hot fire in kettle-style grill. Grill tenderloin over heat 5-6 minutes per side; brushing with remaining apricot mixture during last 2 minutes on each side until internal temperature on a thermometer reads 145° F. Remove tenderloin to cutting board and let rest for 3 minutes.

Meanwhile in a large bowl toss together greens, apricots, cherries, cheese, pecans and onions. Divide mixture evenly among 4 plates. Slice pork into 1/2-inch pieces. Arrange portions of pork on top of greens on each plate; drizzle with reserved apricot mixture.

(To toast pecans, place pecan halves in a shallow baking pan and bake at 350° F for about 10 minutes. Let cool, then chop coarsely.)

Recipe and photo courtesy of the National Pork Board, http://www.porkbeinspired.com

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Beef Tenderloin & Greens Dijon

This hearty tenderloin beef salad is hearty enough to be an entire meal on its own!

Prep Time	10 min
Cook Time	10 min
Serves	4

Nutrition Information

Calories	492
Total Fat	40g
Cholestrol	71mg
Sodium	746mg
Carbs	7g
Protein	26g

Ingredients

- croutons
1 pound beef tenderloin tips
1 package (8-10 oz.) salad greens
1 tbs olive oil
1 clove garlic, minced (for dressing)
1 tsp sugar (for dressing)
1/2 cup olive oil (for dressing)
1/2 tsp salt
1/4 cup Dijon-style mustard (for dressing)
1/4 tsp pepper
1/4 cup balsamic vinegar (for dressing)
1/4 tsp pepper (for dressing)

Directions

1. Whisk dressing ingredients in medium bowl until creamy. Cut beef tenderloin tips into 1 x 1/2-inch pieces.

2. Heat oil in large nonstick skillet over medium-high heat until hot. Add 1/2 of beef; stir-fry 2 to 3 minutes or until outside surface of beef is no longer pink. Remove. Repeat with remaining beef. Season with salt and pepper.
3. Toss greens with 1/2 cup dressing in large bowl; place on platter. Top with beef and croutons. Serve with remaining dressing.
Recipe & photo courtesy of The Beef Checkoff, http://www.beefitswhatsfordinner.com

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Grilled Southwest Chicken Caesar Salad

A delicious main course salad featuring grilled chicken, homemade Caesar dressing and an attention-grabbing Southwestern flavor!

Ingredients

Crispy tortilla strips (optional)
Dressing
Grilled Chicken & Corn
Kosher salt, and ground black pepper, to taste
Nonstick cooking spray
Salad
1 cup rinsed and drained black beans
1 bag (10 ounces) chopped hearts of romaine
1 ear fresh corn, husk, and silk removed
1 garlic clove , minced
1 1/2 tsp chopped chipotle peppers in adobo sauce (canned)
1 1/2 tsp fresh lime juice
1/2 cup light mayonnaise
1/2 tsp chopped fresh cilantro leaves
1/2 tsp Dijon mustard
1/4 cup diced red bell pepper
1/4 cup shredded Parmesan, Romano, and/or Asiago cheese

Prep Time	35 min
Cook Time	10 min
Serves	4

Nutrition Information

Calories	334
Total Fat	10g
Saturated Fat	2g
Cholestrol	94mg
Sodium	623mg
Carbs	21g
Fiber	5g
Protein	39g

1/4 tsp adobo sauce (from chipotle peppers)
1/4 tsp ground black pepper
4 boneless, skinless chicken breasts (about 1 1/2 pound)

Directions

1. Prepare Grilled Chicken & Corn: Prepare outdoor grill for direct grilling over medium heat. Spray both sides of chicken with nonstick cooking spray; sprinkle with salt, and pepper. Place chicken, and corn on hot grill rack. Cook chicken 10 to 12 minutes or until chicken loses its pink color throughout and internal temperature reaches 165°, turning once. Cook corn 10 to 15 minutes or until golden brown, turning frequently. Remove chicken and corn from grill. Refrigerate chicken and corn until ready to serve.
2. Prepare Dressing: In small bowl, whisk together all ingredients. Refrigerate until ready to serve.
3. Prepare Salad: Cut corn from cob and slice chicken. Distribute romaine, corn, beans, bell pepper, cheese, and chicken over 4 serving plates. Drizzle with dressing, sprinkle with black pepper and top with tortilla strips, if desired.

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Hot Crab, Spinach and Artichoke Dip

This distinctive and flavorful dip is the perfect choice for those happy get-togethers with family and friends!

Prep Time	15 min
Cook Time	8 min
Serves	8

Nutrition Information

Calories	330
Total Fat	18g
Saturated Fat	10g
Cholestrol	91mg
Sodium	756mg
Carbs	25g
Fiber	3g
Protein	16g

Ingredients

1 can (about 14 ounces) quartered artichoke hearts, drained and coarsely chopped
1 roasted red pepper, chopped
1 garlic clove , crushed with press
1 pkg (10 ounce s) frozen chopped spinach, thawed and squeezed dry
1 pkg (8 ounce s) cream cheese, softened
1/2 cup heavy cream
1/2 tsp salt
1/4 cup grated Parmesan & Romano cheese blend
1/8 tsp ground pepper
12 ounces refrigerated or canned white and/or lump crabmeat, drained and picked through (1 cup packed)
2 tsp s fresh lemon juice

Directions

1. In medium saucepan, cook cream cheese, garlic, and cream over medium heat 4 to 5 minutes or until mixture is smooth, stirring occasionally with whisk.

Stir in artichoke hearts, spinach, red pepper, grated cheese, lemon juice, salt, and black pepper, and cook 4 to 5 minutes or until mixture simmers; fold in crabmeat.
2. If desired, transfer dip to fondue pot or small slow cooker; keep warm, stirring occasionally. Serve dip with assorted crackers, toasted baguette slices, tortilla chips, or vegetables.

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Broccoli & Carrots with Garlic Oil

Ingredients

1 clove garlic, minced
1 tbs olive oil
1/4 tsp ground black pepper
1/4 tsp salt
2 cup s baby carrots, each quartered lengthwise
2 tsp orange zest
3 cup s broccoli florets

Directions

1. Steam carrots 1 minute; add broccoli and steam 2 to 3 minutes longer or until vegetables are crisp-tender.
2. Meanwhile, in large skillet, heat oil over medium-high heat; add garlic, orange zest, salt and pepper. Cook 30 seconds or until garlic is golden brown, stirring frequently and being careful not to let garlic burn. Remove skillet form heat. Add broccoli and carrots to skillet and toss to coat.

Prep Time	15 min
Cook Time	5 min
Serves	4

Nutrition Information

Calories	76
Total Fat	4g
Saturated Fat	1g
Cholestrol	0mg
Sodium	171mg
Carbs	10g
Fiber	4g
Protein	2g

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Brussels Sprouts with Bacon & Thyme

Prep Time	10 min
Cook Time	30 min
Serves	6

Nutrition Information

Calories	179
Total Fat	9g
Saturated Fat	1g
Cholestrol	4mg
Sodium	460mg
Carbs	21g
Fiber	7g
Protein	9g

Ingredients

1 cup onion, diced
1 tsp fresh thyme leaves
1 tsp salt
1/2 cup slivered almonds
1/2 tsp ground black pepper
1/4 cup apple cider vinegar
2 pound s fresh Brussels sprouts, trimmed and each cut lengthwise in half
2 tbs brown sugar
3 clove s garlic, minced
4 slice s hardwood smoked bacon, cut into 1/4-inch pieces

Directions

1. Heat large covered saucepot of salted water to boiling over high heat. Add sprouts; heat to boiling. Cook sprouts to 5 or 6 minutes or until tender-crisp; drain. Meanwhile, in large skillet, cook almonds over medium heat 5 to 6 minutes or until golden brown, stirring frequently; transfer almonds to plate.

2. In same skillet, cook bacon over medium heat 5 minutes, stirring occasionally. Add onion and cook 4 to 5 minutes or until tender, stirring frequently. Stir in garlic and thyme, and cook 1 minute. Stir in vinegar, brown sugar, salt and pepper; heat until mixture simmers. Stir in sprouts; heat through. Transfer sprouts to serving bowl; sprinkle with almonds.

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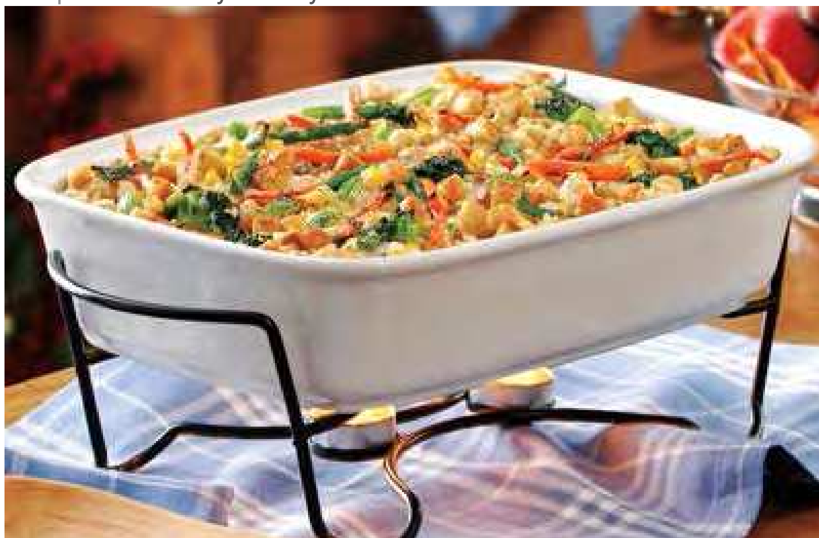

Country Turkey Casserole

Ingredients

1 cup milk
1/4 tsp dried thyme
1/8 tsp ground black pepper
2 cans 25% less sodium condensed cream of mushroom soup
3 cup s chopped cooked turkey
4 cup s fresh or frozen cooked chopped vegetables such as broccoli, carrots, corn and/or green beans
4 cup s prepared cubed herb seasoned stuffing

Directions

1. Preheat oven to 400°. In 3- to 4-quart baking dish, combine all ingredients. Evenly spread mixture in dish.
2. Bake casserole 25 to 30 minutes or until top is golden brown.

Prep Time	10 min
Cook Time	25 min
Serves	8

Nutrition Information

Calories	374
Total Fat	15g
Saturated Fat	6g
Cholestrol	63mg
Sodium	1011mg
Carbs	39g
Fiber	7g
Protein	23g

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Country-Style Baked Beans

Bring a taste of the country to your family's dinner table!

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Ingredients

1 can (15-16 oz.) kidney beans, rinsed and drained
1 can (15-16 oz.) navy beans, rinsed and drained
1 can (16 oz.) pork and beans, undrained
1 medium yellow onion, diced
1 tsp garlic powder
1/2 cup ketchup
1/2 cup packed light brown sugar
1/2 tsp ground black pepper
1/2 tsp kosher salt
2 tbs country Dijon mustard
6 slice s bacon, diced
6 tbs maple syrup

Directions

1. Preheat over to 325°. Spray 3-quart casserole dish with nonstick cooking spray.

Prep Time	20 min
Cook Time	1 hour
Serves	8

Nutrition Information

Calories	298
Total Fat	4g
Saturated Fat	1g
Cholestrol	8mg
Sodium	1058mg
Carbs	56g
Fiber	10g
Protein	12g

2. In large skillet with 2-inch sides, cook bacon over medium heat 10 minutes, stirring occasionally. Add onion and cook 5 to 7 minutes or until bacon is lightly browned. Remove from heat and stir in remaining ingredients.
3. Transfer mixture to prepared casserole dish and bake 1 hour.

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Crock Pot Baked Beans

These baked beans require little effort while having a terrific flavor!

Serves 8-10

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Ingredients

garlic salt
pepper
1 cup brown sugar
1 cup ketchup
1 onion, chopped
1 tbs powdered mustard
2 tbs Worcestershire sauce
3/4 lb bacon
64 ounce s pork and beans

Directions

Fry bacon for 5 minutes on low heat. Combine all ingredients into crockpot. Add salt and pepper to taste. Cook on high for 2 hours. Turn to low until ready to eat. (These can also be baked in a covered casserole dish at 350º for 2 hours.)

Beef Slow Cooker Irish Stew

Celebrate the Emerald Isle with this traditional savory stew!

Ingredients

Chopped fresh chives for garnish
Kosher salt, and ground black pepper, to taste
1 cup warm water
1 bay leaf
1 medium yellow onion, cut into wedges
1 tbs Worcestershire sauce
1 1/2 cup s frozen peas
1 1/2 pounds baby red-skinned potatoes
1 1/2 tbs red wine vinegar
1/2 cup barley
1/4 cup coarsely chopped fresh parsley leaves plus additional for garnish
2 cup s baby carrots
2 medium leeks, halved lengthwise and sliced 1/2-inch thick
2 tbs vegetable oil
2 1/2 pounds boneless sirloin tip roast, fat trimmed, cut into 1 1/2 pieces
2 garlic clove s, sliced
3/4 cup all purpose flour

Prep Time	40 min
Cook Time	7 hrs 20 min
Serves	8

Nutrition Information

Calories	410
Total Fat	9g
Saturated Fat	2g
Cholestrol	68mg
Sodium	662mg
Carbs	48g
Fiber	7g
Protein	34g

4 sprigs fresh thyme
8 cup s less-sodium beef broth

Directions

1. In large skillet, heat oil over medium-high heat. In 2 batches, add beef and cook each batch 3 to 5 minutes or until beef is browned, stirring occasionally. Transfer beef to 5 to 6 quart slow cooker.
2. Add potatoes, thyme, garlic, leeks, bay leaf, onion, broth, carrots, barley, parsley, and Worcestershire sauce. Cover and cook on low 7 to 8 hours or until beef and potatoes are tender.
3. In medium bowl, whisk together water, and flour; stir into slow cooker. Increase heat to high, cover and cook 15 minutes. Stir in peas, and vinegar; cover and cook 3 minutes. Remove and discard bay leaf, and thyme stems. Season with salt, and pepper. Serve garnished with parsley, and chives.

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Chicken Paprikash

A slow-cooked version of a traditional Hungarian favorite!

Ingredients

1 cup sour cream
1 green bell pepper, sliced
1 red bell pepper, sliced
1 medium yellow onion, sliced
1/2 tsp ground black pepper
1/8 tsp cayenne pepper
1-3/4 cup s less-sodium chicken broth
2 clove s garlic, finely chopped
2 medium tomatoes, each cut into 1-inch chunks
2 pound s boneless, skinless chicken thighs, trimmed and cut into 1-inch chunks
2 tbs paprika
2 tsp salt
3 tbs all-purpose flour
4-1/2 cup s wide egg noodles

Prep Time	20 min
Cook Time	5 hr 45 min
Serves	4

Nutrition Information

Calories	561
Total Fat	22g
Saturated Fat	10g
Cholestrol	217mg
Sodium	1510mg
Carbs	45g
Fiber	4g
Protein	47g

Directions

1. In 5- to 6-quart slow cooker, combine chicken, broth, garlic, half of the green bell pepper, onion, paprika, salt, black pepper and cayenne pepper. Cover and cook on low 5-1/2 hours or on high 2-1/2 hours.
2. Meanwhile, about 30 minutes before paprikash is done, prepare noodles as label directs; drain.
3. In small bowl, stir together sour cream and flour, and stir into slow cooker. Increase heat to high, cover and cook 5 minutes. Stir in tomatoes, red bell pepper and remaining half of the green bell pepper; cover and cook 10 minutes longer. Serve chicken paprikash over noodles. Sprinkle with chopped parsley, if desired.

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Slow Cooker Black Beans with Rice

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Prep Time	30 min
Cook Time	4 hrs 30 min
Serves	8

Nutrition Information

Calories	386
Total Fat	1g
Saturated Fat	1g
Cholestrol	0mg
Sodium	351mg
Carbs	76g
Fiber	10g
Protein	18g

Ingredients

1 medium red onion, chopped
1 tbs fresh lime juice
1.25 ounce s taco seasoning mix
1/4 cup chopped fresh cilantro leaves plus additional for garnish (optional)
16 ounce s dried black beans
2 cup s long-grain white rice
32 ounce s reduced-sodium chicken broth
4 clove s garlic, crushed with press
4 ounce s diced mild green chiles

Directions

1. In colander, rinse beans with cold water; discard any shriveled beans. In large saucepot, add beans and enough water to cover by 2 inches; heat to boiling over high heat. Reduce heat to medium-low; cover and cook 25 minutes, stirring occasionally. Drain beans.
2. In 5 to 6-quart slow cooker, combine beans, undrained chiles, broth, taco

seasoning, garlic and onion. Cover with lid and cook on high 4-1/2 to 5 hours or on low 9 to 10 hours or until beans are tender.
3. Meanwhile, prepare rice as label directs.
4. Just before serving, stir cilantro and lime juice into beans. Serve beans over rice sprinkled with additional cilantro, if desired. Makes about 7 cups beans and 4 cups rice.

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Slow Cooker Turkey Chili

What's the big hurry? Take your time with the wonderful, slow-cooked turkey chili!

Ingredients

Shredded Cheddar cheese and sour cream (optional)
1 can (15 ounces) chili hot beans, undrained
1 can (15 ounces) great Northern beans, drained
1 can (28 ounces) crushed tomatoes
1 can (6 ounces) tomato paste
1 tsp cayenne pepper
1 tsp ground cumin
1 1/2 pounds ground turkey
1 1/2 green, red, and/ or orange bell peppers, coarsely chopped (2 cup s)
1/4 cup chili powder
1/4 cup chopped fresh cilantro leaves
1/4 cup extra virgin olive oil
2 celery stalks, coarsely chopped (about 1 cup)
2 medium yellow onions, coarsely chopped (2 cup s)
4 tsp kosher salt
4 tsp minced jalapeno pepper
4 1/2 cup s chopped skinless leftover or pre-cooked turkey meat (1 1/2 pounds)

Prep Time	30 min
Cook Time	5 hrs 20 min
Serves	10

Nutrition Information

Calories	375
Total Fat	12g
Saturated Fat	2g
Cholestrol	83mg
Sodium	1348mg
Carbs	35g
Fiber	9g
Protein	36g

4 garlic clove s, minced
6 cup s less-sodium chicken broth

Directions

1. In large saucepot, heat oil over medium-high heat. Add ground turkey and cook 5 to 7 minutes or until browned, breaking up turkey with side of spoon.
2. Stir in chili powder, salt, cayenne, and cumin. Stir in crushed tomatoes, tomato paste, garlic, leftover turkey, cilantro, and jalapeno. Stir in beans, celery, onions, bell peppers, and broth; heat to boiling over high heat. Boil 5 minutes. Reduce heat to medium; cook chili 7 minutes, stirring occasionally.
3. Transfer chili to 5 to 6 quart slow cooker; cover and cook on high 5 to 6 hours. To serve, top chili with cheese, and sour cream, if desired.

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Smoky BBQ Pork Sandwiches

Prep Time	40 min
Cook Time	7 hrs 30 min
Serves	10

Nutrition Information

Calories	465
Total Fat	26g
Saturated Fat	9g
Cholestrol	91mg
Sodium	652mg
Carbs	28g
Fiber	2g
Protein	26g

Ingredients

1 tsp ground coriander
1/2 tsp cayenne pepper
1/2 tsp ground black pepper
1/4 cup packed light brown sugar
10 onion buns
10 slice s smoked Gouda cheese (optional)
12 ounce s lager beer
2 clove s garlic, minced
2 cup s barbecue sauce
2 medium yellow onions, thinly sliced
4 tsp chili powder
6 pound bone-in pork shoulder picnic roast, fat trimmed, cito into 1-inch pieces

Directions

1 In small bowl, combine garlic, brown sugar, chili powder, coriander, cayenne pepper and black pepper. Place pork and seasonings into slow-cooker bowl; stir

to mix well. Add onions and pour in beer, making sure onions are submerged in liquid. Cover and cook on high 7 to 8 hours or until pork shreds easily.
2. Transfer pork to large bowl. With slotted spoon, remove onions to bowl with pork. With 2 forks, shred pork. Remove and discard all but 1/2 cup liquid remaining in slow-cooker bowl. Return pork and onions to slow cooker; stir in barbecue sauce. Cover and cook on high 30 minutes. Serve on onion buns with cheese, if desired. For variety, top pork with a vinegar-based coleslaw.

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Cola Chili con Carne

A hearty mix of beef, beans and tomatoes that will surely satisfy even the biggest of appetites!

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Ingredients

Toppings: sour cream, diced red onion, sliced green onions, diced avocado, shredded Cheddar cheese, choped fresh cilantro (optional)
1 can (15 ounces) tomato sauce
1 can (28 ounces) diced tomatoes, undrained
1 envelope (1 ounce) onion soup mix
1 tbs ground cumin
1 tbs olive oil
2 cans (16 ounces each) chili beans
2 pounds beef chuck roast, fat trimmed, cut into 1/2-inch chunks
3 cup s cola
3 tbs chili powder

Directions

1. In 5 to 6 quart saucepot, heat oil over high heat. Add beef and cook 4 to 6 minutes or until browned, stirring frequently. Stir in soup mix, chili powder, and cumin. Reduce heat to low and cook 2 minutes, stirring frequently.

Prep Time	15 min
Cook Time	45 min
Serves	8

Nutrition Information	
Calories	414
Total Fat	17g
Saturated Fat	6g
Cholestrol	49mg
Sodium	1468mg
Carbs	44g
Fiber	10g
Protein	23g

2. Stir in remaining ingredients, except toppings, and heat to simmering over medium-high heat. Reduce heat to medium-low. Cover and cook 40 to 45 minutes longer or until beef is tender, stirring occasionally. Serve chili with toppings of choice, if desired.

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Cowboy Beef Stew

During a long day on the dusty trail, you'll look forward to hunkering down with a nice bowl of this rich and hearty beef stew!

Ingredients

- salt and pepper
1 pkg dried bean soup mix (12-14 oz.) with seasoning packet (not quick cooking)
1 can (14-14.5 oz.) beef broth
2 cans (14.5 oz. each) diced tomatoes with green peppers and onion
2 tbs vegetable oil
2-1/2 pound s beef for stew, cut into 1-inch pieces
3 cup s frozen diced or hash-brown potatoes (optional)

Directions

1. Soak beans in water overnight in refrigerator according to package directions. Reserve seasoning packet.
2. Coat beef with seasoning from reserved packet. Heat 1 tablespoon oil in large stockpot over medium heat until hot. Brown 1/3 of beef; remove from stockpot. Repeat twice with remaining oil and beef, adding additional oil as needed.
3. Pour off dripping; return beef to stockpot. Drain beans, discard water. Add

Serves	6

Nutrition Information

Calories	509
Total Fat	16g
Saturated Fat	4g
Cholestrol	91mg
Sodium	898mg
Carbs	46g
Fiber	2.2g
Protein	47g

beans, tomatoes and beef broth to stockpot. Bring to a boil. Reduce heat; cover tightly and simmer 1-3/4 to 2-1/4 hours, or until beef is fork tender.
4. Stir in potatoes, if desired; bring to a boil. Reduce heat; continue simmering, uncovered, 5 to 7 minutes or until potatoes are tender, stirring occasionally. Season with salt and pepper, as desired.
Total recipe time: 2-1/4 hours to 3 hours
Recipe & photo courtesy of The Beef Checkoff, http://www.beefitswhatsfordinner.com

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Creamy Tomato Soup

Try this quick recipe for a savory soup that is sure to warm you up on a cold winter day.

Serves 4-5

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Ingredients

fresh basil and crumbled bacon, optional
1/2 cup cheddar cheese, shredded
12 ounces evaporated milk
13.5 ounce can tomato soup
14.5 ounce can stewed tomatoes, set juice aside and chop

Directions

Combine soup, evaporated milk and juice in a medium saucepan, stirring with a wire whisk. Add tomatoes and cheese; cook over low heat until cheese melts and soup is hot. Pour into bowls and sprinkle with bacon, extra cheese and basil.

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Potato Chowder

Nourish your body and soul with this comfort food classic!

Ingredients

Kosher salt, and ground black pepper, to taste
1 cup whole milk
1 bay leaf
1 pinch ground nutmeg
1 tbs unsalted butter
1/2 medium yellow onion, finely chopped
1/8 tsp ground black pepper
2 medium carrots, each cut into 1/8-inch thick slices
2 medium celery ribs, finely chopped
2 sprigs fresh thyme
3 cup s chicken broth
3 tbs all purpose flour
3 tbs chopped fresh flat-leaf parsley leaves
3 garlic clove s, minced
5 medium Idaho potatoes, peeled and cut into 1-inch pieces

Prep Time	25 min
Cook Time	35 min
Serves	6

Nutrition Information

Calories	175
Total Fat	4g
Saturated Fat	2g
Cholestrol	11mg
Sodium	476mg
Carbs	28g
Fiber	3g
Protein	7g

Directions

1. In large saucepot, melt butter over medium-low heat. Add garlic, carrots, celery, and onion, and cook 5 to 6 minutes or until vegetables are almost soft, stirring occasionally. Increase heat to medium; stir in 2 tablespoons flour. Gradually stir in broth. Stir in thyme, bay leaf, parsley, pepper, and nutmeg.
2. Add potatoes and heat to simmering. Partially cover and simmer 15 minutes, stirring occasionally. In small bowl, whisk together milk and remaining 1 tablespoon flour; stir mixture into soup. Simmer 8 to 10 minutes or until soup thickens slightly, stirring occasionally. Stir in salt, and pepper; remove and discard thyme sprigs, and bay leaf.
3. Ladle soup into bowls to serve.

Makes: 8 cups

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Tomato Bisque with Parmesan Crountons

The ultimate "This is so good! What is this called?" dish!

Ingredients

Fresh thyme leaves for garnish
1 tbs grated Parmesan cheese
1 cup low sodium tomato juice
1 can (28 ounces) peeled and diced tomatoes
1 tsp dried thyme
1 tsp granulated sugar
1 medium carrot, diced (about 1 cup)
1 medium onion, diced (about 1 cup)
1 stalk celery, diced (about 1 cup)
1/4 cup half and half
1/4 tsp ground black pepper
2 cans (14.5 ounces each) peeled, whole, no salt added tomatoes
2 tsp s extra virgin olive oil
3 tsp s unsalted butter
8 slices French baguette, cut 1/4-inch thick

Prep Time	20 min
Cook Time	40 min
Serves	8

Nutrition Information

Calories	162
Total Fat	5g
Saturated Fat	2g
Cholestrol	7mg
Sodium	370mg
Carbs	26g
Fiber	4g
Protein	5g

Directions

1. In large saucepot, heat 2 teaspoons butter and oil over medium heat. Add carrot, onion, and celery, and cook 5 minutes, stirring frequently. Add whole tomatoes, diced tomatoes, tomato juice, thyme, sugar, and pepper. Heat to boiling over medium-high heat; reduce heat to a simmer. Partially cover and cook 30 minutes, stirring every 10 minutes to prevent sticking. Stir in half and half, and remove from heat.
2. Meanwhile, preheat broiler. Place bread slices on rimmed baking pan. Divide and spread remaining 1 teaspoon butter over bread slices, and sprinkle each with cheese. Broil 3 to 5 minutes or until tops are lightly browned.
3. In batches, transfer soup to blender and puree. Transfer pureed soup to large bowl before pureeing next batch.
4. To serve, ladle soup into individual soup bowls. Top each with Parmesan croutons and garnish with thyme leaves.

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Traditional French Onion Soup

Be sure to save this one for a cool, rainy Autumn day...

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Ingredients

1 bay leaf
1 tbs granulated sugar
1 tsp Dijon mustard
1 large red onion, cut in half and thinly sliced
1/2 French baguette, cut into twelve 1/2 inch-thick slices
1/2 tsp ground pepper
1/2 tsp kosher salt
1/4 cup cognac or brandy
1/4 tsp dried thyme
2 large yellow onions, each cut in half and thinly sliced
3 cans (14 ounces each) beef broth
4 tbs unsalted butter
4 tbs olive oil
6 slices Swiss cheese
6 tsp s grated Parmesan cheese

Prep Time	10 min
Cook Time	1 hr 10 min
Serves	6

Nutrition Information

Calories	450
Total Fat	25g
Saturated Fat	11g
Cholestrol	48mg
Sodium	1456mg
Carbs	30g
Fiber	2g
Protein	21g

Directions

1. Preheat large saucepot over medium-high heat. Add onions, 3 tablespoons oil, and butter; cook 10 minutes or until onions begin to soften, stirring frequently. Reduce heat to medium-low; stir in bay leaf, sugar, and thyme. Cook 30 to 35 minutes or until onions turn golden brown, stirring occasionally. Stir in broth, cognac, and pepper; heat until mixture begins to simmer. Simmer 20 minutes. Stir in mustard, and salt. Discard bay leaf.
2. Meanwhile, preheat oven to 400°. Arrange bread slices on rimmed baking pan. Brush top of bread slices with remaining 1 tablespoon oil. Bake bread 10 to 12 minutes or until lightly browned; remove bread to plate.
3. Place 6 ovenproof soup crocks or bowls on same baking pan. Ladle soup into bowls. Top each with 2 slices bread, then 1 slice Swiss cheese. Sprinkle cheese with 1 teaspoon Parmesan. Bake 10 to 12 minutes or until cheese melts and begins to bubble and brown.

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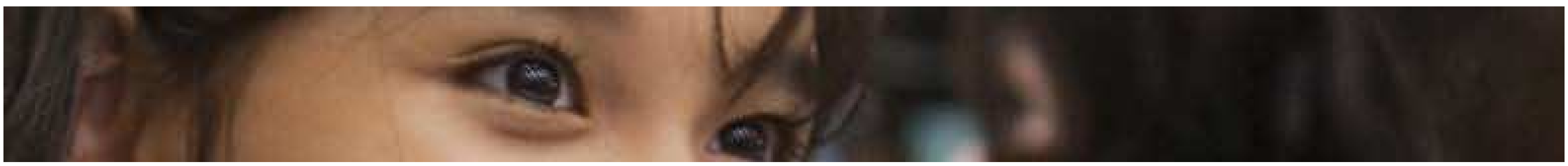
Exhibit 14

Navigate to ...

— — BackPack Program



BackPack Program

It doesn't seem possible that in the wealthiest country in the world, 1 in 4 children in our own communities are going to bed hungry each night. Nationwide, that's

17 million kids. In many households, parents and older siblings go hungry so younger ones can eat. Thousands of kids are starting off the school day hungry because they weren't able to have breakfast. On Friday, many kids dread the coming weekend, because they know they may not eat again until they return to school on Monday. We have heard stories of kids who purposely fail so they can attend summer school and continue to receive free lunch. Studies have shown that children with full stomachs score higher on tests than those that are hungry.

Thanks to a generous grant from **Our Family Foundation by Stop & Shop,** and combined with a **Golden Spark grant through Walmart Foundation's "Fighting Hunger Together" Campaign,** and a generous grant from **C&S Wholesale Grocers** the Food Bank of the Hudson Valley will be able to provide food at 11 schools for kids to take home to eat over the weekend. Our new Backpack program provides bags filled with food that is child-friendly, shelf-stable, and easily-consumed. The Backpacks are discreetly distributed to participating children on Friday afternoons.

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The Food Bank is also a member of the Food Bank Association of New York State. The Association works to end hunger by assisting the food bank network in obtaining more food and funds, fostering public awareness of the food banks' mission, and creating partnerships to help alleviate hunger in New York State.

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Giant’s Our Family Foundation Brings Kids to the Table

July 14, 2014 by Betsy Hodge

Categories

The boys and girls of summer in the greater Washington area will find plentiful lunches, snacks and suppers on their plates during the Summer Food Service Program thanks largely to longtime Capital Area Food Bank partner, Giant Food of Landover, Maryland, which continues to hit donor records out of the park. Through their Fighting Child Hunger grant program, Giant's Our Family Foundation, supported by parent company Ahold USA, has been the single largest donor to child hunger programs at the CAFB in each of the last two years, providing $600,000 in grant funds to food bank programs benefiting low-income children in our community.

This means not just summer meals, but year-round. Our Family Foundation has contributed to meals for more than 3,220 children enrolled in four main food bank childhood feeding programs; Kids Cafe, Weekend Bag, Weekend Bag Fresh Produce and the Summer Food Service Program. Grants from Giant/Landover and ur Family Foundation have also provided age-appropriate nutrition education and special holiday meals.

But now that summer is here, this support is even more important, because many children are deprived of the federally subsidized breakfasts and lunches they come to count on when school is in session. Thanks to Giant and Our Family Foundation's two years of grant awards for year-round child hunger programs, the food bank's participation in the Summer Food Service Program (SFSP) as a sponsor can go forward, reaching over 2,500 children all summer long.

During this same time, Giant Food donated a 26-foot refrigerated tractor-trailer in 2013, a $94,000 donation resulting from Giant's Checkout Hunger Giving Campaign, and many outright donations of food to the

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CAFB. These include 1,000 turkeys for the holidays this past November, 1,838 pounds of premium hams, 9,679 pounds of apples just in the last three months, and a burgeoning store donation program providing 88,000 pounds of frozen meat to the food bank since September, 2013. This program will only grow as more Giant Food stores in the metro area join the food bank's store donation or retail pick-up program, and as the CAFB's capacity to collect in the area continues to grow.

Giant Food at Landover has been there for the CAFB and for the children and families we serve for most of the food bank's 34 year history. Our Family Foundation's Fighting Child Hunger is just one example of a partnership that continues to make better the lives of those most vulnerable, our children, at risk of hunger in our community.

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Together we can solve hunger™

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STRATEGY

Extend corporate giving beyond the holidays

Posted by Chad O'Connor

November 24, 2013 06:00 AM

By Jamie Jaffee

The holidays are upon us, a time of year when many corporations are looking to bolster their philanthropic activities with meaningful programs centered on the season. Philanthropic need does not have just one season, but the holidays present an opportunity to harness the giving spirit to spark a philanthropic strategy that lasts throughout the year. The challenge, however, is to carry that momentum into a year-round effort.

Leading up to Thanksgiving and the holidays, hunger and other basic human needs drive many campaigns. Clients approach us to develop high-impact programs that address a wide range of needs both here in the United States and abroad.

One such company is Ahold USAâ€"the supermarket powerhouse whose brands include the familiar Stop & Shop. As a food retailer, fighting hunger is an integral part of their philanthropic message. Their leadership is particularly interested in supporting the food banks and hunger relief organizations that make the holiday season easier for those in need.

On the surface, itâ€™s an obvious fit. But when it comes to crafting a meaningful philanthropic plan for a corporation, the linkage between business focus and philanthropic efforts is just a start. One of the first things we consider is how the giving goals of a corporation align with the deeper identity and culture of the business. When a program complements a companyâ€™s personality and business objectives, the synergies are visible to employees, customers and other outside stakeholders. Ahold is a prime example of this commitment to philanthropy that goes beyond writing checks to embracing that broader identity year-round.

In the case of Ahold, their 3-year $9 million Fighting Child Hunger initiative is the realization of that principle. Through this initiative, Aholdâ€™s corporate foundation, Our Family Foundation, issues grants to 21 regional food banks in the companyâ€™s market areas (with special focus on their Stop & Shop and Giant Landover locations). We designed this program in partnership with Ahold to target communities with significant need, and expand efforts to provide healthy meals to children year-round through child care, after-school programs, mobile pantries and summer programs.

Ahold also leverages its community involvement by directly engaging their customers in the fight against child hunger. Their annual Food for Friends program invites shoppers to give $1, $3 or $5 at their local supermarket to help support hunger relief organizations throughout the Northeast. By making consumers a partner in the cause, Ahold doesnâ€™t just raise more funding, it expands awareness of hunger into the broader community, and engages workers within the stores as frontline participants in the awareness campaign. They also encourage employees to participate in a â€œdollars for doersâ€ program that matches employee volunteer time with small grants to food bank partners.

This type of sustained support of a program not only helps it continue to thrive, but also reinforces a corporationâ€™s dedication to philanthropy in the eyes of employees and customers. In addition to helping others, these companies are fostering a sense of pride and connection with their brand, one that money alone canâ€™t buy.

Developing that connection between a company, its customers and its workers is becoming increasingly important in a media landscape where more and more consumers are interacting directly with companies. The Internet and social media provide ready avenues for consumers to become advocates for brands they believe share their social and community goalsâ€"or critics when they donâ€™t.

The opportunity to develop that reservoir of goodwill is an enticing side benefit of charitable campaigns. But to treat corporate giving as simply another arm of a good marketing strategy misses the mark. Taking philanthropy beyond the holidays not only provides so many of the vital support systems of our culture, but done well, it also engenders a philanthropic spirit internally among employees and publically among consumers all year long.

So as you approach your holiday corporate giving, think of it as a start to a broader effort that can lead to sustained impact. Holiday and end-of-year giving makes a difference â€“ no doubt about that. But if you can think more broadly, connect your giving to the heart of your business culture and engage your employees and customers throughout the year - you will have an impact that resonates into each New Year and beyond. As we at The Philanthropic Initiative know from our own work with companies large and small, itâ€™s not as easy as it sounds. But its value extends to both the bottom line and the communities in which we live.

Jamie Jaffee is managing partner at The Philanthropic Initiative, an independent business unit of The Boston Foundation, which provides strategic philanthropic consulting and services to corporate and foundation clients. She can be reached at jjaffee@tpi.org.

Long Island Cares Receives Third $125,000 Grant From Our Family Foundation By Stop And Shop New York Metro To Continue Support Of Kids Cafe Program

PRESS RELEASES

By Long Island News & PRs Published: January 13 2015

The grant is the final installment of a three-year initiative to fight child hunger across Ahold USA's market areas.

Long Island, NY - January 13, 2015 - Our Family Foundation by Stop and Shop has awarded Long Island Cares, Inc.- The Harry Chapin Food Bank a third grant of $125,000 to support their Kids Cafe After School Food and Mentoring Program. The grant is the final installment of a three-year initiative to fight child hunger across Ahold USA's market areas.

Established in 2002, Long Island Cares' Kids Cafe Program provides nutritious meals and snacks to children who have no safe after-school environment and who have limited access to food and little if any appropriate space to do homework or play. At a Kids Cafe, under the supervision of trustworthy staff, a child can do homework and get involved with other educational, recreational and social activities and enjoy a healthy meal. Long Island Cares oversees 19 Kids Cafes, including two former After-School Snack Programs, across Long Island. Because of the support offered by Our Family Foundation, Long Island Cares converted these After-School Snack Programs to Kids Cafes Programs. "This very generous grant has given our Kids Cafe Program a real boost," said Kristine Lehn, Chief Network Officer at Long Island Cares. "We have expanded the number of sites and we have been able to supply much needed kitchen equipment so the programs can switch from serving snacks to serving meals. It has made a tremendous change. With the support offered this year, we are planning to add an additional 8 Kids Café Programs."

Ahold USA supports four regional divisions: Stop & Shop New England; Stop & Shop New York Metro; Giant Landover and Giant Carlisle that operate nearly 775 supermarkets with approximately 120,000 associates in 14 states and the District of Columbia, along with Peapod, the nation's leading online grocery shopping/delivery service. With nearly $26 billion in sales, Ahold USA is in the top ten largest food retailers in the United States. The goal of the "Feed More Children" initiative is to get healthy meals to more hungry children.

"This is a very significant grant to address a very significant issue on Long Island," said Paule Pachter, Long Island Cares' CEO. "There are more than 70,000 children on Long Island that are food insecure and our Kids Cafe programs which are part of a nationwide program supported by Feeding America is one solution for these children in need. We work closely with several community-based Boys and Girls Clubs to provide Kids Cafe sites and because of this grant from Ahold USA we are looking forward to doing so much more in the coming year."

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Long Island Cares Receives $125,000 Grant From Our Family Foundation: Stop And Shop New York Metro Supports Kids Cafe Program

PRESS RELEASES

By Long Island News & PRs   Published: June 11 2013

Stop and Shop Our Family Foundation Provides Grant to Support Long Island Cares' Kids Cafe Program

Hauppauge, NY - June 11th, 2013 - Ahold USA and its newly merged foundation, the Our Family Foundation has awarded Long Island Cares, Inc.-The Harry Chapin Food Bank a $125,000 grant to support their Kids Cafe After School Food and Mentoring Program. The grant is part of a three-year initiative to fight child hunger across Ahold USA's market areas.

Our Family FOUNDATION by Stop&Shop

Established in 2002, Long Island Cares' KIds Cafe Program provides nutritious meals and snacks to children who have no safe after-school environment and who have limited access to food and little if any appropriate space to do homework or play. At a Kids Cafe, under the supervision of trustworthy staff, a child can do homework and get involved with other educational, recereational and social activities and enjoy a healthy meal. Long Island Cares oversees eleven Kids Cafe's and two After-School Snack Programs across Long Island. The After-School Snack Programs are slated to become Kids Cafes within six-months. "This very generous grant has given our Kids Cafe Program a real boost," said Mildred Montes, Child Nutrition Specialist at Long Island Cares. "We have expanded the number of sites and we have been able to supply much needed kitchen equipment so the programs can switch from serving snacks to serving meals. It has made a tremendous change."

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"This is a very significant grant to address a very significant issue on Long Island," said Paule Pachter, Long Island Cares' Executive Director. "There are more than 110,000 children on Long Island that are food insecure and our Kids Cafe programs which are part of a nationalwide program supported by Feeding America is one solution for these children in need. We work closely with several community-based Boys and Girls Clubs to provide Kids Cafe sites and because of this grant from Ahold USA we can do so much more in the next three years."

About Long Island Cares, Inc.

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Long Island Cares, Inc. - The Harry Chapin Food Bank is Long Island's first food bank: serving the hungry on Long Island since, 1980. Long Island Cares brings together all available resources for the benefit of the hungry on Long Island and provides emergency food where and when it is needed, and sponsors a wide variety of innovate direct service programs that help families achieve self-sufficiency. The organization was founded by the late singer, Grammy Award winning songwriter and social activist Harry Chapin in response to the growing issue of hunger on Long Island. It is continued today by his wife and partner Sandy Chapin, a dedicated Board of Directors and talented staff working out of their 35,000 square foot facility in Hauppauge and their storefront hunger assistance centers in Freeport and Lindenhurst. Long Island Cares is a member agency of the Food Bank Association of New York State and Feeding America. Long Island Cares, Inc. is recognized by the NYS Department of Health and the USDA as the regional food bank for Long Island.

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For More Information, Please Contact:

Robin Amato
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PG 2014 Retailer of the Year: A Family of Better Neighbors

October 22, 2014, 10:29 am By Jim Dudlicek, Stagnito Business Information

The Giant Landover 2014 Triple Winner kick-off, with ambassadors and Giant Landover divisional leadership; Dr. Donald Small, M.D.; and coach Gary Williams.

Bhavdeep Singh, EVP, New Formats and Chair of Our Family Foundation, discusses Ahold USA's robust platform to enhance its Better Neighbor strategy.

Ahold USA's Our Family Foundation is a key element of the company's philanthropy, according to Bhavdeep Singh, EVP, new formats and chair of Our Family Foundation. "It gives us a platform to enhance our Better Neighbor strategy," he says, noting that, collectively among all of its divisions, the company has given $67 million to charities this year. Most of these efforts focus on hunger (47 percent of all giving), children (31 percent) and building healthy communities (22 percent).

"Being a better neighbor in the communities we serve is critical to our broader effort of getting better every day," affirms Singh. "Our efforts support work to relieve hunger year-round in the Ahold USA support organization and in the Ahold USA divisions. This is why the core Fighting Child Hunger grants are supplemented by volunteer grants that support regional food banks based on associate volunteerism."

The foundation itself has disbursed $13 million so far this year:

> Through its Triple Winner campaign, $5.6 million will be donated to support pediatric cancer research and care at local hospitals in the Stop & Shop and Giant Landover operating areas. This includes the Dana-Farber Cancer Research Institute, Memorial Sloan Kettering, Johns Hopkins Sidney Kimmel Cancer Center and the Children's Cancer Foundation. Since 1990, the Ahold USA divisions have raised more than $80 million to fight childhood cancers. "That's huge," Singh remarks. "It's a feel-good moment for us that we're doing so much for children."
>
> $3.2 million will be donated to Children's Miracle Network hospitals throughout the Giant/Martin's market to assist in providing medical care and lifesaving research for children. A supporter of local children's hospitals for nearly two decades, Giant/Martin's is one of the top 10 fundraisers in the country for Children's Miracle Network hospitals.
>
> Local YMCAs and Boys & Girls Clubs will receive $250,000 as part of a three-year grant cycle focused on teaching youth the importance of healthy eating and wellness. "It's about teaching kids about living healthy lives," Singh says.

A $500,000 donation will support the Jake Gittlen Cancer Research Foundation, in Hershey, Pa., to continue funding groundbreaking cancer research.

As part of the second year of the three-year Fighting Child Hunger grants, nearly $3 million was donated to more than 20 food bank partners to serve 10 million meals to underserved children.

We Built a Playground

As this issue went to press, Ahold USA and divisional executives, associates and community leaders were pitching in to build a much-needed playground for children in Bridgeport, Conn., just the latest of such magnanimous projects. "When the day is done, you say to yourself, 'Wow, this is pretty great,'" Singh says. "It's not just something we support, but we believe in passionately. We have a tremendous legacy of giving. It's astonishing, the stories you'll hear among the divisions."

Asked what he's most proud of as an Ahold USA employee, Singh recounts a recent occasion on which he was walking down a corridor at corporate headquarters and overheard discussions in two separate meetings being held in adjacent rooms, one on budgets and other on giving programs, with equally passionate debates taking place in each. "You'd be hard-pressed to tell them apart," he recalls.

The company also has excelled in coming to the public's aid during natural disasters and other emergencies, such as when Superstorm Sandy struck the Northeast in fall 2012.

"Our divisions stepped up in a big way," Singh says. "We were approving things left and right [on a corporate level], but that was just a small part of it. Store managers stepped up and took the initiative to do things on their own. We have countless stories about what people did. We had store managers letting people stay in their homes."

"When there's an opportunity to step in, we shine," Singh says. "I don't have to ask a store manager, 'Would you mind helping?' They're five steps ahead."

Our Family Foundation is becoming an ever-increasing piece of Ahold USA's Better Neighbor strategy, Singh says, noting that it's just the framework upon which legions of dedicated associates step up each and every day.

"We've left enough room for store managers to pick up the ball and run with it. … To have both going is powerful, and that's what makes us so great," Singh says. "It's the culture that exists around giving and thinking beyond yourself. There is so much passion … 'How do we do more?' … It's as important as being a better retailer."

Miracle Workers

While the Our Family Foundation is a key element of Ahold USA's overall Better Neighbor strategy, Singh points out: "It's only one aspect of our longstanding commitment to philanthropy and corporate citizenship. Each of our divisions has their own legacy around community engagement, but they all share the following" commitment to serve customers and communities:

> Supporting community organizations, and improving the quality of life in the neighborhoods where associates live and work
>
> Supporting community organizations through a combination of financial support, product donations, sponsorships, volunteer efforts and United Way
>
> Strengthening communities through leadership and associate engagement, including volunteerism, nonprofit board service, and lending skills and expertise to nonprofit partners

"Through the foundation, we are able to make a difference in our local communities by fighting hunger, improving the lives of children and building healthy communities," says Singh. "It has enabled us to continue to build on our [Better Neighbor] commitment."

By Jim Dudlicek, Stagnito Business Information

About Jim Dudlicek

As editor-in-chief of Progressive Grocer, Jim Dudlicek oversees daily operations of the magazine, spearheads its signature features, produces PG's monthly Trend Alert newsletter on center store issues, moderates its regular webcast series, and writes and comments about a wide range of grocery issues. A food industry journalist since 2002, Jim came to PG in June 2010 after covering the dairy industry for 7½ years, during which time he served as chief editor of Dairy Field and Dairy Foods magazines. A graduate of Marquette University, Jim is fascinated by how truly progressive grocers inspire consumers to enjoy food, transforming the industry from mere merchants into educators that can take the most basic of all necessities and turn it into something profound and life-enhancing.

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PG Salutes Ahold USA and its Divisions as 2014 Retailer of the Year

October 14, 2014, 04:35 pm By Meg Major, Stagnito Business Information

We are Family

Especially meaningful was the 2012 unification of disparate divisional foundations that had existed during the early phase of Ahold USA's transition, into the formation of Our Family Foundation. In 2014, the divisions and the foundation donated an astounding $67 million to local organizations committed to fighting hunger, improving the lives of children, and building healthy communities, thanks to its associates, vendors and customers. Cognizant of the essential, important role the company's family of stores plays in bringing to life Ahold USA's Better Neighbor promise, McCann shares his colleagues' pride in the various initiatives focusing on the key areas of healthy customers, healthy kids and healthy communities.

In addition to its core anti-hunger mission, Ahold USA and its divisions are committed to improving the lives of children throughout the communities they serve. Through its Our Family Foundation, the company combined these two missions and accelerated the urgency to do everything possible to alleviate childhood hunger by reaching more food-insecure children with healthy meals. In early 2013, the foundation embarked on a three-year initiative to distribute $9 million in Fighting Child Hunger grants as part of its larger aim to provide 10 million meals to underserved children by 2015.

POLL

Until the Reshaping Retail plan was formally launched, McCann says, "I don't think everyone understood how important it was. But I believe the simple framework enables everyone to understand where it fits into our overall journey, and why it's so important that we continue to become stronger as a better neighbor." Not taking lightly "all the work that goes on in every single store each and every day," McCann heartily applauds the "massive engagement of associates and customers, who last year helped" generate millions of dollars to aid local residents. "That's a big number, and it's gratifying to know that it's been used for causes that make our communities stronger and better."

To Have and to Hold

McCann is particularly fond of the focus the Our Family Foundation "has brought to the causes that we put most of our money into" — notably children's nutrition and pediatric cancer research, care and rehabilitative programs — which he says has been nothing short of "exceptional. To know that we are able to make a difference with a child's understanding of what good nutrition is early in their life, or having a massive impact on the ability to fund treatment, care and research for sick children — in some cases for the rest of their lives — is remarkable," and something McCann steadfastly champions.

Accordingly, he draws inspiration from the company's 120,000 associates, who bring the Better Neighbor promise to life at the local level, headed by four division leaders: Joe Kelley, president, Stop & Shop New England; Don Sussman, president, Stop & Shop New York Metro; Gordon Reid, Giant Landover's president; and Tom Lenkevich, president of Giant/Martin's.

The divisional leaders have spearheaded and maintained a commitment to their numerous neighborhoods "for many, many years," McCann notes, "but we've been very humble about it. For that reason, we are very grateful and very proud to accept and share *Progressive Grocer's* Retailer of the Year award with every member of our staff, which symbolizes all of the great work they do on behalf of the communities we serve on a daily basis."

More of PG's exclusive interview with Ahold USA's COO James McCann can be found in related stories, including "*PG Retailer of the Year: Healthy Commitment Runs Deep*****."***

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By Meg Major, Stagnito Business Information

About Meg Major

Supermarket industry expert Meg Major brings a wealth of experience to her role as Chief Content Editor of Progressive Grocer, for which she oversees a variety of the brand's signature research and in-depth analysis. Previously PG's editor-in-chief and fresh food section editor earlier in her career, Major's extensive knowledge of the national supermarket scene and its key players – including publicly traded chains, privately held regional retailers and local independent grocers – spans a wide range of topics, including retail strategy, operations, store design, merchandising and marketing, and consumer trends. A finalist in 2013's 59th Annual Jesse H. Neal Awards competition in the Best Commentary category for her Last Word editorial columns, Major is also integrally involved in the retail food industry's premier women's leadership recognition platform, Top Women in Grocery.

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CATEGORY NEWS

Stop & Shop, Ahold USA Pledge $500K To The One Fund Boston

Posted by Kristen Cloud | Date: April 19, 2013 | in: National, Northeast | Leave a comment | 87 Views

The Stop & Shop Supermarket Co. LLC and its parent company Ahold USA announced Thursday donations totaling $500,000 from the companies and their charitable foundation, Our Family Foundation, to The One Fund Boston. Formed by Massachusetts Gov. Deval Patrick and Boston Mayor Thomas Menino, The One Fund Boston was created to aid victims of the tragic events that occurred during the Boston Marathon on Monday.

"Words cannot express the tragedy that took place at the Boston Marathon," said Joe

Kelley, president of Stop & Shop New England Division. “We mourn with all of those who were affected. Our thoughts and prayers are with the city of Boston and our local and global communities as the details of this tragic event continue to unfold. Stop & Shop is here for our associates, our communities and to support the local, state and federal responders working around the clock. We’re proud to see the spirit of people coming together in support of the victims and for the great city of Boston. We’re glad to support The One Fund Boston to help families and the city recover.”

“One of our promises as a business is to be better every day and this extends to our neighbors,” said James McCann, COO of Ahold USA. “Many of our associates live, work and give back in New England, and these events have truly affected us all. Through The One Fund Boston, we hope to help in the healing process for so many whose lives have been forever altered.”

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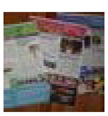

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CATEGORY NEWS

Ahold Donates $67M In 2012

Posted by Kristen Cloud
Date: February 20, 2013
in: Northeast, Store News
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Ahold USA donated $67 million in 2012 through the company's Our Family Foundation, its retail banners of Stop & Shop, Giant/Martin's and Giant Food of Landover, Maryland, along with customer, vendor and associate donations to local organizations committed to fighting hunger, improving the lives of children and building healthy communities. As a food retailer, Ahold USA and its companies recognize the important role it plays in helping to eradicate hunger in the communities it serves and, in 2012, hunger-related donations accounted for 46 percent, or $31 million, of the overall donations, according to a news release.

To alleviate child hunger by reaching more food-insecure children with healthy meals, Ahold USA announces a new three-year initiative to distribute $9 million in Fighting

Child Hunger grants from its Our Family Foundation. As part of this initiative, Fighting Child Hunger grants have been awarded to 21 regional food banks served by Ahold USA's Stop & Shop New England, Stop & Shop New York Metro and Giant Landover divisions. Each grant recipient submitted a proposal late last year addressing how they believed a Fighting Child Hunger grant could best be used to feed more children. These grants target communities with significant need in order to provide healthy meals to children through childcare, after school, mobile pantries and summer programs, as well as other innovative approaches.

"Grocery stores are among the top donors to Feeding America food banks nationwide and these grants will take our core missions of hunger relief and help children a step further by raising awareness for the issue and feeding more children in the local communities we serve," said Bhavdeep Singh, EVP of operations and chair of Ahold USA's Our Family Foundation. "Companywide, Ahold USA and our retail divisions will continue our commitment to donating cash, product and volunteer time, delivering on a call to action to do everything we can to alleviate childhood hunger."

The core Fighting Child Hunger grants will be further supplemented by volunteer grants that donate to regional food banks based on associate volunteering.

Grant recipients are (includes location, coverage area and grant summary):

• Capital Area Food Bank, Washington, D.C., Washington, D.C., metro area. Identify communities with the greatest unmet child hunger needs and expand Food for Kids programming (Kids Cafe, Weekend Bag and Summer Food Service) to meet those needs.

• Maryland Food Bank, Baltimore, Md., statewide. Expand programs to reach food insecure children in four counties by establishing 85 new School Pantry programs, 30 At Risk Supper Clubs and 30 Summer Meals programs.

• Blue Ridge Area Food Bank, Verona, Va., 25 counties and nine cities through distribution centers in Charlottesville, Lynchburg, Winchester and Verona. Develop, pilot and replicate a School Pantry Program; expand existing BackPack program to a Family BackPack Program.

• Food Bank of Delaware, Newark, Del., statewide. Support the Summer Grab and Go meal distribution program for children who are not able to access traditional Summer Food Service program meal distribution sites.

• Fredericksburg Area Food Bank, Fredericksburg, Va., Fredericksburg and Stafford, Spotsylvania, Caroline and King George counties.

• Expand the Kids On the Go Summer Weekend Feeding Program and the Food-for-Kidz Schoolyear Weekend Feeding Program.

• Greater Boston Food Bank, Boston, Mass., Barnstable, Bristol, Dukes, Essex, Middlesex, Nantucket, Norfolk, Plymouth and Suffolk counties. Transition BackPack Program to school-based food pantries; expand mobile WIC distributions.

• Rhode Island Food Bank, Providence, R.I., statewide. Increase participation at Summer Food Service Programs by addressing gaps in service at the end of the school year, increasing the number of sites in underserved areas, and creating program efficiencies.

• Foodshare Inc. (Connecticut), Bloomfield, Conn., Hartford and Tolland counties. Strengthen and expand community level task force program called Hunger Action Teams to identify and address unmet child hunger needs in communities.

• Food Bank of Western Massachusetts, Hatfield, Mass., Berkshire, Franklin, Hampshire and Hampden counties. Research, plan and launch a mobile food pantry that targets organizations working with children and young families.

• New Hampshire Food Bank, Manchester, N.H., statewide. Add another 10 mobile food pantry deliveries at youth-serving organizations, timed to cover the gap between the end of school and the start of summer feeding programs.

• Worcester County Food Bank, Shrewsbury, Mass., Worcester County. Establish a mobile summer meals program in partnership with the Worcester Public Schools to deliver meals directly to children in low-income neighborhoods.

• Project Bread (Massachusetts), Boston, Mass., statewide. Expand and improve Summer Food Service Program sites in Massachusetts through small grants and technical assistance to sites, increased use of recovered produce, and public outreach to improve participation.

• Connecticut Food Bank, East Haven, Conn., Fairfield, New Haven, New London, Middlesex, Windham and Litchfield counties. Launch Groceries on Wheels, a mobile food pantry with perishables targeting low-income families with young children.

• Community Food Bank of New Jersey, Hillside, N.J. All of New Jersey except Salem, Gloucester and Camden counties. Expand Pediatric Pantry Program, a partnership with hospitals in low-income neighborhoods to “prescribe” healthy produce for young children in need; expand Alternative Meals Kids Café Program, which provides healthy meals at after school sites without access to kitchen facilities.

• Long Island Cares, Hauppauge, N.Y., Nassau and Suffolk counties. Expand Kids Café after school food and mentoring program, transition Snack Programs to full meal programsm, and establish new Snack Programs in preparation for transition to full meal programs where possible.

• Island Harvest, Mineola, N.Y., Nassau and Suffolk counties. Provide fresh produce and nutrition education to child-centered member agencies.

• Food Bank of New York City, New York, N.Y., five boroughs of New York City. Establish a monthly School Pantry Program at a high-need school in either Staten Island or Queens.

• Food Bank of Hudson Valley, Cornwall-on-Hudson, N.Y., Orange, Ulster, Dutchess, Rockland, Putnam and Sullivan counties. Establish and grow a School BackPack Program.

• Food Bank for Westchester, Elmsford, N.Y., Westchester County. Expand School BackPack Program.

• Food Bank of Monmouth & Ocean Counties, Neptune, N.J., Monmouth and Ocean counties. Increase the capacity of local pantries that serve large numbers of children to store and distribute fresh produce and other perishables; increase participation in the School BackPack program.

• End Hunger Connecticut, Hartford, Conn., statewide. Increase access to after school and summer meal programs to increase participation; provide small grants to programs to improve nutritional quality and use of fresh produce.

Ahold USA is part of Ahold, a Dutch-based international food retailing group that operates supermarkets in the United States and Europe. Ahold USA supports four regional divisions—Stop & Shop New England, Stop & Shop New York Metro, Giant Landover and Giant Carlisle—that together operate nearly 775 supermarkets with approximately 115,000 associates in 14 states and the District of Columbia along with Peapod, the nation's leading e-commerce grocery shopping/delivery service.

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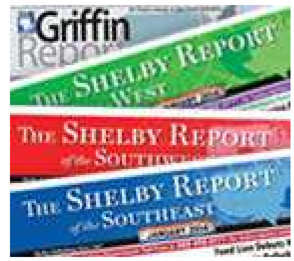

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CATEGORY NEWS

SpartanNash Will Reopen Three N.D. Stores Under Family Fare Banner

Posted by Terrie Ellerbee | Date: August 25, 2014 | in: Corporate Store News, Midwest | Leave a comment | 626 Views

SpartanNash invested $4 million to remodel two Econofoods stores in Dickinson, N.D., and one Sun Mart in West Fargo, N.D., and rebrand them as Family Fare Supermarkets.

During all three ribbon-cutting ceremonies in late August, SpartanNash officials will thank the communities for their support and continued patience during the remodeling, and distribute pallets of backpacks and Our Family brand food to local schools and food pantries that provide families with a hand up during difficult times.

"It is incredible to see everyone's hard work and collaboration come together as SpartanNash reinvested $4 million in the West Fargo and Dickinson stores to deliver an exceptional shopping experience," said Dennis Eidson, president of SpartanNash. "Soon these communities will notice much more than just a new sign and name change. Family Fare represents a better shopping experience because we offer the selection, quality, freshness, service and value our customer's desire. At Family Fare, you'll find produce, meats and customer service are always fresh; convenience, value and quality are always in stock; and at check out, your total is totally reasonable."

SpartanNash said it embraces local and state grown/produced products and will build on associates' commitment to these communities as well as deliver freshness and value.

To celebrate and officially 'reopen' the stores, ribbon-cutting ceremonies will held at each new Family Fare location. On Aug. 26, the former Sun Mart store at 1100 13th Ave. E. in West Fargo will reopen as a Family Fare. Two former Econofoods stores in Dickinson will reopen under the Family Fare banner on Aug. 27 at 302 1st St. E. and 446 18th St. W.

"We are proud and committed to supporting our local farmers and food manufacturers," said Ted Adornato, EVP of retail operations at SpartanNash. "We know how important providing local, regional and state-made products are to our customers. While customers will enjoy many changes with the new stores, two things will remain the same: our friendly associates who are dedicated to serving the West Fargo and Dickinson communities—and our commitment to giving back to the communities where we live, work and play."

SpartanNash also plans to convert Sun Mart stores at 3175 25th St. S. and 724 University Dr. N. in Fargo and a Moorhead store at 2605 8th St. S. to the Family Fare banner.

SpartanNash currently operates 167 supermarkets, primarily under the banners of Family Fare Supermarkets, D&W Fresh Markets, No Frills, Bag 'n Save, Sun Mart and Econofoods.

Tags: banner change | Marketing | operations | rebrand | remodeling

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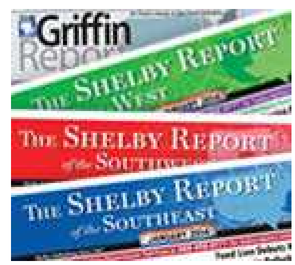

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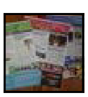

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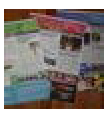

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Nash Finch, Hugo's Donate $20K To Jamestown, N.D., Imagination Library

Posted by Kristen Cloud | Date: August 19, 2013 | in: Midwest, National | Leave a comment | 126 Views

Nash Finch Co., a Minneapolis-based food distributor, in conjunction with Hugo's Family Marketplace, today announced a $20,000 donation that will be provided to support fundraising efforts for the Dolly Parton Imagination Library in Jamestown, N.D. The donation was made by Nash Finch CEO Alec Covington, along with Judy Magnuson and Kristi Magnuson Nelson from Hugo's. They were joined by the superintendent of Jamestown Public School District, Robert Lech, and

North Dakota’s First Lady Betsy Dalrymple to unveil the donation to Jamestown Public School teachers and administrators at the Inservice program held at the local high school this morning.

“We at Nash Finch and Hugo’s are so proud to be able to support the already tremendous fundraising efforts Jamestown has initiated to support the Imagination Library,” said Covington. “This important program is vital to the current and future health of the community and aligns with our values and hopes for the generations to come.”

Every year before the beginning of the new school year, Jamestown Public School teachers and administrators gather at the Inservice program in the high school auditorium to discuss important topics like professional development, school improvement and self-funded insurance programs. Today, Covington presented an oversized check of $20,000 to the Jamestown Public School Foundation under a giant 800-balloon archway, which symbolized the approximate number of Jamestown public preschoolers now able to enroll in the Imagination Library program because of the Nash Finch and Hugo’s donation.

“It’s always exciting and very rewarding when you can do something that has an impact in the community you serve. We feel so privileged to be part of Jamestown and offer this assistance to the local school system,” said Kristi Magnuson, president of Hugo’s.

“The promotion of early literacy is a target area for the Jamestown School District and we are very excited about this generous gift from Nash Finch to help the community of Jamestown support the Imagination Library,” said Lech. “Our hope is that, through the Imagination Library, we can encourage parents to read to their children and help to instill a lifelong love for literacy. Imagination Library is an initiative that we are very passionate about and would be much less successful without this donation from Nash Finch.”

Nash Finch Co. is the second largest U.S. wholesale food distributor to retail grocery stores, including Hugo’s Marketplace, and have been dedicated to supporting education funding in local communities for many years with the Our Family Labels for Learning program. Designed to help students and education organizations by providing tools for success, the Labels for Learning program is another way the Jamestown community can continue to support child literacy efforts.

“Our Labels for Learning program can further supplement this fundraising effort for Imagination Library and together we can advance educational opportunities for students in our local schools,” Covington said.

Imagination Library is sponsored nationally by the Dolly Parton Foundation and was brought to Jamestown by The Jamestown Public School Foundation in May 2013 after it raised $20,000. Every child enrolled in the program receives an age-appropriate book each month for one year at no cost to the parents.

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COVER STORY: Invasion of privacy

October 31, 2004, 07:00 pm

Good customer service isn't unique to one company, and neither are self-service checkout, loyalty cards, information kiosks, or photo developing. But a corporate brand belongs to just one company, which is why aggressive private label strategies are increasingly popular in an industry crowded with retailers eager to stand out.

The business is growing faster than ever. According to ACNielsen's Private Label Trends study, released this summer, store-brand sales have grown at twice the rate of branded sales over the past six years.

Indeed, private label is a $1 billion-plus business in more than 15 product categories. While the larger and more developed side of the business consists of food commodities, the future of corporate brands is in the hands of retailers that are extending into nontraditional categories such as frozen, general merchandise, and organics.

One trigger to this private label explosion is the blurring demographic of the target consumer: Everybody buys it.

"All households and all incomes are buying corporate brands," says Gail Zielinski, ACNielsen HomeScan account director and author of the trends study. "We are seeing private label sales being substantial and deep across major demographics you wouldn't expect, such as two-member households, high-income households, and households with professional occupations."

Retailers are experiencing this shift first-hand. "As an industry, private label has spent years trying to get away from the perception that it produced cheap products, but I believe we have broken out of that and momentum is beginning to show in the numbers," says John Paul, senior director of marketing and sales for Nash Finch, a food wholesaler and retailer based in Minneapolis. "Private label has always been a brand choice for your lower-demographic consumers, but now it has really become the choice of your higher-income demographic. Higher-income consumers are starting to understand the quality is the same as a national brand."

More consumers are willing to try corporate brands, no doubt because the average quality level has improved, due to retailers' holding their manufacturers to higher standards.

Watching Ps and Qs

The private label market is no longer solely about price -- rather, it's about leveraging the retailer's brand and customers' loyalty to that brand, and turning that relationship into customized offerings tailored exactly to those customers' needs. Although this state of affairs has been evolving for years, lately it has reached new levels of sophistication and commitment.

"This is really demonstrated by the number of retailers today that have corporate brand managers," says ACNielsen's Zielinski. "They have a store-brand staff, a private label group or division."

This is exactly what Giant Eagle has done, for example. A longtime customer of Topco Associates, LLC, a Skokie, Ill.-based provider of private label solutions, the retailer only began putting its own name on private label products in the 1990s, when it partnered with Clorox to have the latter's Glad division supply bags and wraps under the Giant Eagle logo. Sales rose simply from that change, which spurred Giant Eagle to extend the effort to the point where today more than 5,800 products bear the chain's name.

Glatter has seen the chain's emphasis on private label intensify substantially since she joined just over two and a half years ago. "We've made a really strong commitment, and we have done that in several ways," she says. "One is by allowing me to develop a staff -- we have about a half-dozen people here today. We have also added two new laboratories. One is where we do QA product testing. The other is a sensory lab, called the Sensory Evaluation Booth, where we actually have consumers who come in, sit in a taste booth, and actually taste products and evaluate them."

Taking a different tack, Grand Rapids, Mich.-based Spartan Stores last year integrated the existing corporate brand team into its category management structure, to focus on private label as if it were a national brand.

"Our strategy was to have the category managers, who are the experts in the category, be responsible for both the branded as well as the private label presence for their categories," explains Sally Lake, v.p. of marketing for Spartan. "They are the experts; they know what the trends are, what we need to be, and how to keep up with manufacturer changes and packaging design innovations."

For Nash Finch, private label strategy extends beyond its own corporate stores to those of the independent retailers it supplies. "We play the role of private label supplier to them, but it goes deeper than just supplier/manufacturer; it is a brand culture that runs wall to wall within our stores," says Paul. "It not only includes the product itself, but also includes go-to-market strategies and merchandising strategies."

The price is right?

This high level of sophistication in private label brand building doesn't mean that price is no longer a factor in corporate brand strategy. In fact, ACNielsen did find a correlation between economic downturns and an increase in private label sales, but Zielinski admits that doesn't prove a causal relationship.

"It's hard to tell," says Zielinski. "There were other things happening during those times. Maybe one of those times Wal-Mart came out full force with its Equate brand."

More important, the question of a link between hard times and private label surges is likely to become moot. "This is especially true as we move into the future and we talk about private label not being so much about price anymore," notes Zielinski.

Nash Finch's Paul, meanwhile, says it is about price. And it isn't.

"I don't mean to kind of ride the fence -- the store brands program we have here is able to address both," he explains. "There was never a question on our first-tier program -- the Our Family label -- on the quality vs. price issue. That's not to say that we don't aggressively pursue the lowest cost of goods for our retailers as possible, but quality comes first.

"But not all of our retailers are in demographic areas that are higher-income, and for those retailers that need that price proposition, we [have] our strong second-tier program, called Value Choice. I believe doing this is extremely important in today's marketplace, because if you look at what is happening in other classes of trade, the grocery industry is faced with a distinctive challenge to provide value to consumers, as well. In order to do that, you need to have a really strong second-tier program that appeals to that value proposition. We can protect the Our Family label and use Value Choice in those markets, but we do not dial the quality of Value Choice down to the extent that we do not get repeat purchases."

The theme of protecting the store name becomes prevalent as retailers move toward multitiered private label offerings to address blurring consumer demographics. According to ACNielsen's Zielinski, "Retailers tend to leverage their names in the packaging and in the communications for the mainstream products and, in some cases, the premium offering, but never for the value offering, which saves the corporate brand from being identified as a value only."

This is demonstrated at Giant Eagle. The value brand is Valu Time, provided by Topco. The retailer's mainstream brand boldly bears the Giant Eagle name on its packaging. Giant Eagle's premium offering features the Laurenti name in large lettering, with "Exclusively from Giant Eagle" in fine print under the logo.

Pioneering private label

The combination of higher quality and greater acceptance by consumers affords retailers the opportunity to apply private label to new segments -- and that's exactly what's happening. The perishables departments are obvious candidates for increased store-branding efforts. (For a closer look at this, see FRESH FOOD: "The new frontier")

Grocers are also engaging in aggressive store branding in the GM/HBC aisles, as well as organic and natural products sections.

As part of an overall expansion of its corporate brands program, Giant Eagle last month launched the Nature's Basket line of natural and organic products. The line, which spans a wide array of categories including grocery, dairy, frozen, and health and beauty care, is merchandised in one area, for customer convenience.

Ahold USA's Giant Food, based in Landover, Md., has also launched a line of health-oriented private label products. Called Nature's Promise, the line was created specifically to address Giant Food shoppers' demand for a better value offering in organic and natural foods.

Giant will initially introduce 25 Nature's Promise products in the dairy and grocery categories, with a total of 90 to be available by early 2005.

In an even more innovative step, Ahold USA and Boulder, Colo.-based organic and natural foods retailer Wild Oats have developed a program to leverage the strength of Wild Oats' brand in a mainstream supermarket environment.

Wild Oats plans in early 2005 to run a three-to-five store test of a Wild Oats-branded store-within-a-store with Ahold's Stop & Shop division. "The concept will be our Holistic Health department, as featured in four of our stores," says Wild Oats' director of corporate communications, Sonja Tuitele. "Products will include our private label vitamins, supplements, and lifestyle products, along with our private label grocery line."

Building a store brand

It's an unusual step for one supermarket operator to open a self-branded store-within-a-store concept inside another supermarket, but Tuitele calls it an ideal fit. "We don't believe we are in the same channel as conventional grocers, since we offer natural and organic products that meet the toughest standards in the industry."

Wild Oats also kicked off another collaborative test on Oct. 15, this time in the e-commerce arena, by offering its private label grocery products in the Chicago area through Peapod, LLC, Ahold's Internet grocer. Tuitele says it's a coincidence that Ahold owns both of Wild Oats' partners in its private label merchandising forays.

What should allow this strategy to work is that these retailers' core constituencies are so distinct that Wild Oats' corporate brand will function like a national brand at Stop & Shop and Peapod. It's a win-win opportunity for both: Ahold gets a strong natural and organic brand, and Wild Oats gets the opportunity to boost its brand equity with mainstream shoppers.

"Natural and organic products provide great opportunities for mainstream grocers when it comes to private label programs," notes Brian Alpert, Wild Oats' corporate brand manager. "We don't view our corporate brands as private label, but as leading natural brands. That is the image that enables us to take our products into the mainstream markets, like with Stop & Shop and Peapod."

Like organics, general merchandise is a relative newcomer to the private label scene, but one with tremendous potential for high-margin sales. "Nonfoods -- especially outside of the HBC category -- is where we are seeing a lot of the growth," says

ACNielsen's Zielinski. "It's a way to realize additional margin. Food retailers treat a lot of general merchandise categories as convenience categories, vs. routine or destination categories. With convenience items, retailers don't have to offer a variety of brands. So if I can put a store brand in that section of the store and it doesn't have anything to compete against, then there is a lot of margin to be made there -- plus it extends the retailer's corporate brand into yet another section of the store."

Nash Finch has already begun seeing benefits from taking this strategy. "One thing -- and this isn't just a store brands issue -- retailers don't give enough emphasis to the convenience factor," says Paul. The retailer/wholesaler makes a point of merchandising some private label general merchandise categories this way, including coffee filters, light bulbs, and latex items such as household gloves -- each of which sell well and add substantial gross profits to the mix.

This "convenience" merchandising tactic has worked for Nash Finch's Our Family brand of disposable cameras. "We merchandise them on clip strips in strategic positions throughout the store," notes Paul. "A lot of times they are at registers and convenience counters; retailers with photo processing have them in that department, obviously, with the film. Back in the cake-decorating area is another area where we have success, as well as in floral. If there is a seasonal inference or an opportunity for seasonal merchandising, cameras are a good fit."

Finding niches

Another strategic opportunity for private label is fulfilling regional needs that aren't large enough to attract the attention of a big brander. "When you are dealing with regional food tastes and trends, offering corporate brands lets us get into products that the national brands don't offer," says Giant Eagle's director of corporate brands, Richard Cagley. "We are able to bring innovation to the market that a national brand wouldn't."

Giant Eagle's new Laurenti line is a case in point. "We index incredibly high for Italian food, so we knew we wanted to do a program that was Mediterranean," says Glatter. "We are branding our olive bars Laurenti, we will have products in perishables and bakery branded Laurenti, and people will start to understand that you can only get these at Giant Eagle and it is really quality product.

"It looks beautiful in the package," continues Glatter. "I am proud to serve it to my family and friends, and those are the kinds of products that make people come back, and we have enough people in our markets that appreciate those kinds of products. The brands won't go there -- they can't. The volume isn't there for them. It is there for us."

Spartan Stores is taking a similar approach, but for different reasons, by working directly with international importers to procure some private label products. "We have begun relationships with Canada on some HBC programs, for example," says Alan Hartline, v.p. center store merchandising for Spartan. "They have state-of-the-art facilities, they are right across the border, and there is a currency transfer benefit driving down the cost of goods, but they have world-class operations."

Spartan is also eyeing oranges, adds Hartline. "There are importers that actually have product -- mandarin oranges -- in a glass jar. I'm sure that typically, as you shop the store, you find them in the can, but they don't show you the product. It is a pretty bold move to be able to put mandarin oranges in a glass jar."

A retailer can have the most innovative products in its corporate brand stable, but if customers don't know they exist, it doesn't matter. And since retailers generally don't have the marketing budgets of the large CPG companies, they've got to be creative.

Fortunately retailers are finding that, while television and radio do help to raise awareness, some of the most powerful tools are right inside the stores: loyalty data, the shoppers' own taste buds, and -- surprisingly -- the national brands themselves.

Giant Eagle collects a tremendous amount of data on its customers through its loyalty program and leverages the database to send targeted private label offers. The goal is to grow sales, but also create long-term relationships.

Spartan uses Catalina Marketing coupon printers at the front end, and will often have a trigger point off a national brand to try a coupon against its private label products.

Nash Finch turns in-store demos into platforms for marketing private label. The retailer is allocating resources to an in-store compare-and-save program. "Through demos -- that's really where you can win the battle. Once the consumer understands that the quality of your woven wheat cracker is every bit as good as Triscuit's, you've got them. And the way to do that is to win that quality battle at the shelf."

With cross-merchandising, retailers can actually leverage national brands to encourage private label trial. "Retailers sometimes find themselves in a position where, to be competitive in the marketplace, they have to give a national brand item away," says Paul. "What better way to turn that drain on gross margin into a positive than by cross-merchandising store-brand items that they can make some money on? If you have to give spaghetti sauce away to be competitive, cross-merchandising spaghetti, grated parmesan cheese, and related store brand items is a very strategic way to drive profits. It also addresses a meal solutions issue, which offers convenience to the shopper."

Big brands belong

None of these private label innovators say they expect their efforts to sweep national brands into the dustbin, and no supermarket operator would want to: As crucial drivers of traffic to the store, big brands provide the assortment necessary to meet the widest array of customer tastes and needs.

"There should be very few categories where there are only one or two competitive items to private label," says ACNielsen's Zielinski. "Assortment is key in building consumer loyalty and interest, and they might be upsetting niche groups of consumer needs and/or consumer demographics with that type of approach. There may be some categories where that makes sense -- like convenience categories -- but certainly, in your larger categories, it is very important that the total mix be quite varied."

But as retailers continue to consolidate and the private label movement continues to grow, retailers will keep innovating in the corporate brand arena. Says Zielinski, "It's not showing signs of slowing any time soon."

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Nash Finch, Hugo's Team Up for Literacy

August 18, 2013, 08:00 pm

Nash Finch Co. and Hugo's Family Marketplace have donated $20,000 to support fundraising efforts in Jamestown, N.D., for the Dolly Parton Imagination Library.

"We at Nash Finch and Hugo's are so proud to be able to support the already tremendous fundraising efforts Jamestown has initiated to support the Imagination Library," said Alec Covington, Nash Finch CEO. "This important program is vital to the current and future health of the community and aligns with our values and hopes for the generations to come."

Covington presented an oversized check of $20,000 to the Jamestown Public School Foundation under a giant 800-balloon archway, which symbolized the approximate number of Jamestown public preschoolers now able to enroll in the Imagination Library program because of the Nash Finch and Hugo's donation.

"It's always exciting and very rewarding when you can do something that has an impact in the community you serve. We feel so privileged to be part of Jamestown and offer this assistance to the local school system," said Kristi Magnuson, president of Hugo's.

The promotion of early literacy is a target area for the Jamestown School District, said Robert Lech, Jamestown superintendent of schools. "Our hope is that, through the Imagination Library, we can encourage parents to read to their children and help to instill a lifelong love for literacy. Imagination Library is an initiative that we are very passionate about and would be much less successful without this donation from Nash Finch."

Nash Finch, the second largest U.S. wholesale food distributor to retail grocery stores, including Hugo's Marketplace, has been dedicated to supporting education funding in local communities for many years with the Our Family Labels for Learning program.

"Our Labels for Learning program can further supplement this fundraising effort for Imagination Library and together we can advance educational opportunities for students in our local schools," Covington said.

Imagination Library is sponsored nationally by the Dolly Parton Foundation and was recently brought to Jamestown by The Jamestown Public School Foundation in May 2013. Every child enrolled in the program receives an age-appropriate book each month for one year at no cost to the parents.

Hugo's Family Marketplace is a family-owned and -operated chain of grocery stores with 10 locations across North Dakota and Minnesota.

Minneapolis-based Nash-Finch's core businesses include distributing food to military commissaries and retailers located in 44 states, the District of Columbia, Europe, Cuba, Puerto Rico, the Azores, Bahrain and Egypt. The company also owns and operates a base of retail stores, primarily supermarkets under the Family Fresh Market, Econofoods, Family Thrift Center, No Frills, Bag 'n Save, Avanza and Sun Mart trade names.

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Nash Finch Awards Retail Customer with Truckload of Our Family Items

December 11, 2006, 07:00 pm

MINNEAPOLIS - Nash Finch based is rewarding one of its customers - Jackson, Ken.-based Slone's Signature Market -- for superb performance during a recently conducted Truckload Sale promotion, with merchandise valued at $15,000.

Slone's Signature Market, owned and operated by Bob Slone, conducted a variety of sales-enhancing activities that featured Our Family brand products during the promotion. Highlights of Slone's award-winning efforts included a unique 1925 Model-T Slone's grocery truck display, Our Family product demonstrations, outstanding deals on Our Family products, and a special focus on nationally-acclaimed Our Family Labels for Learning, which allows shoppers to earn money for local schools.

"Due to an outstanding effort, this Slone's location was up 125 percent in Our Family product sales over last year," said John Paul, Nash Finch's v.p./sales and marketing.

Reinforcing Slone's reputation for caring about those in each and every community in which they have a store, Slone's plans to make an immediate donation of one pallet of Our Family canned vegetables to Interfaith of Breathitt County, a local food pantry.

Serving independent retailers and military commissaries in 31 states, the District of Columbia, Europe, Cuba, Puerto Rico, Iceland, the Azores and Honduras, Nash Finch owns and operates a base of retail stores, primarily supermarkets under the Econofoods, Family Thrift Center and Sun Mart banners.

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US Registration Number:	1808058	**Registration Date:**	Nov. 30, 1993
Register:	Principal		
Mark Type:	Service Mark		
Status:	The registration has been renewed.		
Status Date:	Nov. 22, 2003		
Publication Date:	Sep. 07, 1993		

Mark Information

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Mark Literal Elements:	BREAKFAST OF CHAMPIONS
Standard Character Claim:	No
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Claimed Ownership of US Registrations:	0342440

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International Class(es):	041 - Primary Class	**U.S Class(es):**	101, 107
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jan. 09, 1985	**Use in Commerce:**	Jan. 09, 1985

Basis Information (Case Level)

Filed Use:	Yes	Currently Use:	Yes	Amended Use:	No
Filed ITU:	No	Currently ITU:	No	Amended ITU:	No
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Current Owner(s) Information

Owner Name: GENERAL MILLS IP HOLDINGS II, LLC

Owner Address: NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MINNESOTA 55426
UNITED STATES

Legal Entity Type: LIMITED LIABILITY COMPANY

State or Country Where Organized: DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name: SEEMA R. SHAH

Correspondent

Correspondent Name/Address: SEEMA R SHAH
GENERAL MILLS IP HOLDINGS II, LLC
NUMBER ONE GENERAL MLS BLVD
MINNEAPOLIS, MINNESOTA 55426
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Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Sep. 11, 2007	CASE FILE IN TICRS	
Nov. 22, 2003	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Nov. 22, 2003	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Aug. 01, 2003	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	
Aug. 01, 2003	TEAS SECTION 8 & 9 RECEIVED	
May 11, 1999	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Dec. 21, 1998	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	
Nov. 30, 1993	REGISTERED-PRINCIPAL REGISTER	
Sep. 07, 1993	PUBLISHED FOR OPPOSITION	
Aug. 06, 1993	NOTICE OF PUBLICATION	
Feb. 22, 1993	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jan. 25, 1993	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Dec. 23, 1992	NON-FINAL ACTION MAILED	
Nov. 06, 1992	ASSIGNED TO EXAMINER	69930
Nov. 02, 1992	ASSIGNED TO EXAMINER	68294

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Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability:	Section 15 - Accepted
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MINNEAPOLIS, MN 55426

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Status:	The registration has been renewed.		
Status Date:	Apr. 23, 2004		
Publication Date:	May 18, 1993		

Mark Information

Collapse All

Mark Literal Elements:	BREAKFAST OF CHAMPIONS
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Related Properties Information

Claimed Ownership of US Registrations:	0342440

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	charitable fund raising services		
International Class(es):	036 - Primary Class	**U.S Class(es):**	102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	1979	**Use in Commerce:**	1979

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: GENERAL MILLS IP HOLDINGS II, LLC

Owner Address: NO. ONE GENERAL MILLS BLVD.
MINNEAPOLIS, MINNESOTA 55426
UNITED STATES

Legal Entity Type: LIMITED LIABILITY COMPANY

State or Country Where Organized: DELAWARE

Attorney/Correspondence Information

Attorney of Record - None

Correspondent

Correspondent Name/Address: GREGORY P KAIHOI
GENERAL MILLS IP HOLDINGS II LLC
NO ONE GENERAL MILLS BLVD
MINNEAPOLIS, MINNESOTA 55426
UNITED STATES

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Sep. 24, 2007	CASE FILE IN TICRS	
Apr. 23, 2004	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Apr. 23, 2004	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Sep. 05, 2003	RESPONSE RECEIVED TO POST REG. ACTION - SEC. 8 & 9	
Sep. 05, 2003	TEAS SECTION 8 RECEIVED	
Aug. 21, 2003	POST REGISTRATION ACTION MAILED - SEC. 8 & 9	
May 16, 2003	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	
May 16, 2003	TEAS SECTION 8 & 9 RECEIVED	
Jul. 08, 1999	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Feb. 01, 1999	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	
Aug. 10, 1993	REGISTERED-PRINCIPAL REGISTER	
May 18, 1993	PUBLISHED FOR OPPOSITION	
Apr. 18, 1993	NOTICE OF PUBLICATION	
Jan. 11, 1993	APPROVED FOR PUB - PRINCIPAL REGISTER	
Dec. 11, 1992	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Nov. 16, 1992	NON-FINAL ACTION MAILED	
Oct. 30, 1992	ASSIGNED TO EXAMINER	69930

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Aug. 10, 2003

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	SCANNING ON DEMAND	**Date in Location:**	Sep. 24, 2007

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cl.: 36

Prior U.S. Cl.: 102

Reg. No. 1,787,030

United States Patent and Trademark Office

Registered Aug. 10, 1993

SERVICE MARK
PRINCIPAL REGISTER

BREAKFAST OF CHAMPIONS

GENERAL MILLS, INC. (DELAWARE CORPORATION)
NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MN 55426

FOR: CHARITABLE FUND RAISING SERVICES, IN CLASS 36 (U.S. CL. 102).

FIRST USE 0-0-1979; IN COMMERCE 0-0-1979.

OWNER OF U.S. REG. NO. 342,440.

SER. NO. 74-307,050, FILED 8-24-1992.

F. D. CARMINE, EXAMINING ATTORNEY

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

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Mark:	THE BREAKFAST OF CHAMPIONS		THE BREAKFAST OF CHAMPIONS
US Serial Number:	71379928	**Application Filing Date:**	Jun. 19, 1936
US Registration Number:	342440	**Registration Date:**	Jan. 19, 1937
Register:	Principal		
Mark Type:	Trademark		
Status:	The registration has been renewed.		
Status Date:	Nov. 27, 2006		

Mark Information

Collapse All

Mark Literal Elements:	THE BREAKFAST OF CHAMPIONS
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Related Properties Information

Publish Previously Registered Mark:	Yes
Previously Registered Mark Publication Date:	Jun. 15, 1948

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	CEREAL FOOD PRODUCTS PARTICULARLY BREAKFAST CEREAL		
International Class(es):	030	**U.S Class(es):**	046 - Primary Class
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Oct. 14, 1933	**Use in Commerce:**	Oct. 14, 1933

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No

Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: GENERAL MILLS IP HOLDINGS II, LLC

Owner Address: NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MINNESOTA 55426
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name: GREGORY P. KAIHOI

Correspondent

Correspondent Name/Address: GREGORY P KAIHOI
GENERAL MILLS IP HOLDINGS II LLC
NUMBER ONE GENERAL MILLS BLVD
MINNEAPOLIS, MINNESOTA 55426
UNITED STATES

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jan. 12, 2009	CASE FILE IN TICRS	
Nov. 27, 2006	REGISTERED AND RENEWED (FOURTH RENEWAL - 10 YRS)	70619
Nov. 27, 2006	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Nov. 20, 2006	ASSIGNED TO PARALEGAL	70619
Jul. 28, 2006	TEAS SECTION 8 & 9 RECEIVED	
Oct. 29, 1996	REGISTERED AND RENEWED (THIRD RENEWAL - 10 YRS)	
Sep. 03, 1996	REGISTERED - SEC. 9 FILED/CHECK RECORD FOR SEC. 8	
Sep. 20, 1991	AMENDMENT UNDER SECTION 7 - ISSUED	
Aug. 02, 1991	AMENDMENT UNDER SECTION 7 - ISSUED	
May 06, 1991	SEC 7 REQUEST FILED	
Jan. 19, 1977	REGISTERED AND RENEWED (SECOND RENEWAL - 20 YRS)	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Date: Jan. 19, 2007

Change in Registration: Yes

Amendment to a Registration/Renewal Certificate: THE DRAWING IS AMENDED TO APPEAR AS FOLLOWS: THE BREAKFAST OF CHAMPIONS

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	SCANNING ON DEMAND	**Date in Location:**	Jan. 12, 2009

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Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cl.: 30

Prior U.S. Cl.: 46

United States Patent and Trademark Office

10 Year Renewal

Reg. No. 342,440

Registered Jan. 19, 1937

Renewal Term Begins Jan. 19, 1997

TRADEMARK
PRINCIPAL REGISTER

THE BREAKFAST OF CHAMPIONS

GENERAL MILLS, INC. (DELAWARE CORPORATION)
NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MN 55426

FOR: CEREAL FOOD PRODUCTS PARTICULARLY BREAKFAST CEREAL, IN CLASS 46 (INT. CL. 30).

FIRST USE 10-14-1933; IN COMMERCE 10-14-1933.

SER. NO. 71-379,928, FILED 6-19-1936.

In testimony whereof I have hereunto set my hand and caused the seal of The Patent and Trademark Office to be affixed on Dec. 10, 1996.

COMMISSIONER OF PATENTS AND TRADEMARKS

Int. Cl.: 30

Prior U.S. Cl.: 46

United States Patent and Trademark Office

Amended

Reg. No. 342,440
Registered Jan. 19, 1937
OG Date Oct. 29, 1991

TRADEMARK
PRINCIPAL REGISTER

THE BREAKFAST OF CHAMPIONS

GENERAL MILLS, INC. (DELAWARE CORPORATION)
NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MN 55426

FOR: CEREAL FOOD PRODUCTS PARTICULARLY BREAKFAST CEREAL, IN CLASS 46 (INT. CL. 30).

FIRST USE 10-14-1933; IN COMMERCE 10-14-1933.

SER. NO. 71-379,928, FILED 6-19-1936.

In testimony whereof I have hereunto set my hand and caused the seal of The Patent and Trademark Office to be affixed on Oct. 29, 1991.

COMMISSIONER OF PATENTS AND TRADEMARKS

Registered Jan. 19, 1937 **Trade-Mark 342,440**

UNITED STATES PATENT OFFICE

General Mills, Inc., Minneapolis, Minn.

Act of February 20, 1905

Application June 19, 1936, Serial No. 379,928

BREAKFAST OF CHAMPIONS

STATEMENT

To all whom it may concern:

Be it known that General Mills, Inc., a corporation duly organized and existing under the laws of the State of Delaware and having an office at 200 Chamber of Commerce Building, Minneapolis, Minnesota, has adopted and used the trade-mark shown in the accompanying drawing, for CEREAL FOOD PRODUCTS PARTICULARLY BREAKFAST CEREAL, in Class 46, Foods and ingredients of foods, and presents herewith five specimens showing the trade-mark as actually used by applicant upon the goods, and requests that the same be registered in the United States Patent Office in accordance with the act of February 20, 1905.

The trade-mark has been continuously used and applied to said goods in applicant's business since October 14, 1933.

The trade-mark is applied or affixed to the goods by printing, stenciling or otherwise marking it upon the sacks, packages, barrels or other containers in which the goods are packed.

The undersigned hereby appoints Paul, Paul & Moore, (a firm composed of A. C. Paul, Richard Paul, Maurice M. Moore, Harold Olsen and Oscar W. Giese), 710 Security Building, Minneapolis, Minnesota, (registration Nos. 863, 864, 5035, 8694, 12,683 and 13,198 its attorneys to prosecute this application for registration, with full powers of substitution and revocation, and to make alterations and amendments therein, to receive the certificate and to transact all business in the Patent Office connected therewith.

GENERAL MILLS, INC.,
By SYDNEY ANDERSON,
Vice President.

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

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Mark: THE BREAKFAST OF CHAMPIONS WHEATIES FUEL

US Serial Number:	77872072	**Application Filing Date:**	Nov. 13, 2009
US Registration Number:	3976400	**Registration Date:**	Jun. 14, 2011
Filed as TEAS Plus:	Yes	**Currently TEAS Plus:**	Yes

Register: Principal

Mark Type: Trademark

Status: Registered. The registration date is used to determine when post-registration maintenance documents are due.

Status Date: Jun. 14, 2011

Publication Date: Dec. 07, 2010

Mark Information

Collapse All

Mark Literal Elements: THE BREAKFAST OF CHAMPIONS WHEATIES FUEL

Standard Character Claim: No

Mark Drawing Type: 3 - AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)/NUMBER(S)

Description of Mark: The mark consists of the design of the front of a cereal box package consisting of a black background containing wording and design elements. At the top of the mark is the wording "THE BREAKFAST OF CHAMPIONS" in stylized font with the wording "THE BREAKFAST OF" presented in white and "CHAMPIONS" in orange. In the lower portion of the mark are the words "WHEATIES" in orange stylized font above the stylized word "FUEL" in shades of gray with an orange outline. Along the left side of the mark is a shaded triangular orange strip which lightens and widens as it descends. The dotted rectangular outline is intended to show the position of the mark on the front of a cereal package and is not part of the mark.

Color Drawing: Yes

Color(s) Claimed: The color(s) orange, black, white and gray is/are claimed as a feature of the mark.

Design Search Code(s): 26.11.21 - Rectangles that are completely or partially shaded

Related Properties Information

Claimed Ownership of US 0199448, 0342440, 3398419 and others

Registrations:	

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Processed cereal-based food to be used as a breakfast food, snack food or ingredient for making other foods		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Sep. 14, 2009	**Use in Commerce:**	Sep. 14, 2009

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	General Mills IP Holdings II, LLC		
Owner Address:	Number One General Mills Blvd. Minneapolis, MINNESOTA 55426 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Gregory P. Kaihoi	**Docket Number:**	61015US001
Attorney Primary Email Address:	trade.marks@genmills.com	**Attorney Email Authorized:**	No

Correspondent

Correspondent Name/Address:	Gregory P. Kaihoi General Mills IP Holdings II, LLC Number One General Mills Blvd. Minneapoli, MINNESOTA 55426 UNITED STATES		
Phone:	763-764-2281	**Fax:**	763-764-2268
Correspondent e-mail:	trade.marks@genmills.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Sep. 13, 2011	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Jun. 14, 2011	REGISTERED-PRINCIPAL REGISTER	
May 10, 2011	TTAB RELEASE CASE TO TRADEMARKS	197874
May 10, 2011	OPPOSITION TERMINATED NO. 999999	197874
May 10, 2011	OPPOSITION DISMISSED NO. 999999	197874

Dec. 15, 2010	OPPOSITION INSTITUTED NO. 999999	197874
Dec. 15, 2010	OPPOSITION PAPERS RECEIVED AT TTAB	
Dec. 07, 2010	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Dec. 07, 2010	PUBLISHED FOR OPPOSITION	
Nov. 02, 2010	LAW OFFICE PUBLICATION REVIEW COMPLETED	68171
Nov. 02, 2010	ASSIGNED TO LIE	68171
Oct. 19, 2010	APPROVED FOR PUB - PRINCIPAL REGISTER	
Oct. 14, 2010	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Oct. 14, 2010	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Oct. 14, 2010	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Jul. 19, 2010	NOTIFICATION OF NON-FINAL ACTION E-MAILED	6325
Jul. 19, 2010	NON-FINAL ACTION E-MAILED	6325
Jul. 19, 2010	NON-FINAL ACTION WRITTEN	74301
Jun. 01, 2010	ASSIGNED TO EXAMINER	74301
May 08, 2010	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
May 07, 2010	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
May 07, 2010	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Jan. 14, 2010	NOTIFICATION OF NON-FINAL ACTION E-MAILED	6325
Jan. 14, 2010	NON-FINAL ACTION E-MAILED	6325
Jan. 14, 2010	NON-FINAL ACTION WRITTEN	82091
Jan. 06, 2010	ASSIGNED TO EXAMINER	82091
Nov. 20, 2009	NOTICE OF DESIGN SEARCH CODE MAILED	
Nov. 19, 2009	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Nov. 17, 2009	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Jun. 14, 2011

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United States of America

United States Patent and Trademark Office

Reg. No. 3,976,400

Registered June 14, 2011

Int. Cl.: 30

TRADEMARK

PRINCIPAL REGISTER

GENERAL MILLS IP HOLDINGS II, LLC (DELAWARE LIMITED LIABILITY COMPANY)
NUMBER ONE GENERAL MILLS BLVD.
MINNEAPOLIS, MN 55426

FOR: PROCESSED CEREAL-BASED FOOD TO BE USED AS A BREAKFAST FOOD, SNACK FOOD OR INGREDIENT FOR MAKING OTHER FOODS, IN CLASS 30 (U.S. CL. 46).

FIRST USE 9-14-2009; IN COMMERCE 9-14-2009.

OWNER OF U.S. REG. NOS. 199,448, 3,398,419 AND OTHERS.

THE COLOR(S) ORANGE, BLACK, WHITE AND GRAY IS/ARE CLAIMED AS A FEATURE OF THE MARK.

THE MARK CONSISTS OF THE DESIGN OF THE FRONT OF A CEREAL BOX PACKAGE CONSISTING OF A BLACK BACKGROUND CONTAINING WORDING AND DESIGN ELEMENTS. AT THE TOP OF THE MARK IS THE WORDING "THE BREAKFAST OF CHAMPIONS" IN STYLIZED FONT WITH THE WORDING "THE BREAKFAST OF" PRESENTED IN WHITE AND "CHAMPIONS" IN ORANGE. IN THE LOWER PORTION OF THE MARK ARE THE WORDS "WHEATIES" IN ORANGE STYLIZED FONT ABOVE THE STYLIZED WORD "FUEL" IN SHADES OF GRAY WITH AN ORANGE OUTLINE. ALONG THE LEFT SIDE OF THE MARK IS A SHADED TRIANGULAR ORANGE STRIP WHICH LIGHTENS AND WIDENS AS IT DESCENDS. THE DOTTED RECTANGULAR OUTLINE IS INTENDED TO SHOW THE POSITION OF THE MARK ON THE FRONT OF A CEREAL PACKAGE AND IS NOT PART OF THE MARK.

SER. NO. 77-872,072, FILED 11-13-2009.

STEVEN PEREZ, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

Trademark Status & Document Retrieval (TSDR)

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Mark:	FOOD 4 LESS
	No Image exists for this case.

US Serial Number:	73233203	**Application Filing Date:**	Sep. 28, 1979
US Registration Number:	1179593	**Registration Date:**	Nov. 24, 1981
Register:	Principal		
Mark Type:	Service Mark		
Status:	The registration has been renewed.		
Status Date:	Sep. 20, 2011		
Publication Date:	Sep. 01, 1981		

Mark Information

Collapse All

Mark Literal Elements:	FOOD 4 LESS
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)
Acquired Distinctiveness Claim:	In whole

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Retail Grocery Store Services		
International Class(es):	042 - Primary Class	**U.S Class(es):**	101
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Apr. 11, 1973	**Use in Commerce:**	Apr. 01, 1975

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: The Kroger Co. of Michigan

Owner Address: 40399 Grand River Avenue
Novi, MICHIGAN 48375
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: MICHIGAN

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Richard L. Kirkpatrick

Docket Number: 061148-02762

Attorney Primary Email Address: sftrademarks@pillsburylaw.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Richard L. Kirkpatrick
Pillsbury Winthrop Shaw Pittman LLP
Calendar/Docketing Department
P.O. BOX 2824
San Francisco, CALIFORNIA 94126-2824
UNITED STATES

Phone: 415-983-1802

Fax: 415-983-1200

Correspondent e-mail: sftrademarks@pillsburylaw.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Sep. 20, 2011	REGISTERED AND RENEWED (SECOND RENEWAL - 10 YRS)	76533
Sep. 20, 2011	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	76533
Sep. 20, 2011	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	76533
Aug. 31, 2011	ASSIGNMENT OF OWNERSHIP NOT UPDATED AUTOMATICALLY	
Aug. 23, 2011	TEAS SECTION 8 & 9 RECEIVED	
Oct. 15, 2010	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Oct. 15, 2010	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
May 05, 2008	ATTORNEY REVOKED AND/OR APPOINTED	
May 05, 2008	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
Mar. 20, 2008	CASE FILE IN TICRS	
Jun. 10, 2002	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Jun. 10, 2002	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9	

	GRANTED
Nov. 23, 2001	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED
May 07, 1987	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.
Dec. 09, 1986	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED
Nov. 24, 1981	REGISTERED-PRINCIPAL REGISTER
Sep. 01, 1981	PUBLISHED FOR OPPOSITION

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Nov. 24, 2011

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	GENERIC WEB UPDATE	**Date in Location:**	Sep. 20, 2011

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Int. Cl.: 42

Prior U.S. Cl.: 101

Reg. No. 1,179,593

United States Patent and Trademark Office

Registered Nov. 24, 1981

SERVICE MARK
Principal Register

FOOD 4 LESS

Falley's, Inc. (Kans. corporation)
3120 Kansas Ave.
Topeka, Kans. 66611

For: RETAIL GROCERY STORE SERVICES, in CLASS 42 (U.S. Cl. 101).

First use Apr. 11, 1973; in commerce Apr. 1, 1975.

Ser. No. 233,203, filed Sep. 28, 1979.

DAVID SOROKA, Primary Examiner

DAVID A. HERDMAN, Examiner

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

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Mark:	FOOD 4 LESS

US Serial Number:	85961978	**Application Filing Date:**	Jun. 17, 2013
US Registration Number:	4474865	**Registration Date:**	Jan. 28, 2014

Register:	Principal
Mark Type:	Trademark, Service Mark
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.
Status Date:	Jan. 28, 2014
Publication Date:	Nov. 12, 2013

Mark Information

Collapse All

Mark Literal Elements:	FOOD 4 LESS
Standard Character Claim:	No
Mark Drawing Type:	5 - AN ILLUSTRATION DRAWING WITH WORD(S) /LETTER(S)/ NUMBER(S) INSTYLIZED FORM
Description of Mark:	The mark consists of the word "FOOD" to the left of a central numeral four "4" and the word "LESS" to the right of the central numeral four "4".
Color(s) Claimed:	Color is not claimed as a feature of the mark.
Acquired Distinctiveness Claim:	In whole

Related Properties Information

Claimed Ownership of US Registrations:	1179593, 1665152, 3674556

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Computer application software for mobile digital devices for use by grocery store shoppers		
International Class(es):	009 - Primary Class	**U.S Class(es):**	021, 023, 026, 036, 038
Class Status:	ACTIVE		

Basis:	1(a)		
First Use:	Nov. 2012	**Use in Commerce:**	Nov. 2012
Used Anywhere in Another Form:	The mark was first used anywhere in a different form other than that sought to be registered at least as early as 00/00/1973	**Used in Commerce in Another Form:**	The mark was first used in commerce in a different form other than that sought to be registered at least as early as 00/00/1973

For:	Retail grocery store services; retail store services in the field of groceries featuring a bonus incentive program for customers; retail gas station services		
International Class(es):	035 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	1999	**Use in Commerce:**	1999
Used Anywhere in Another Form:	The mark was first used anywhere in a different form other than that sought to be registered at least as early as 00/00/1973	**Used in Commerce in Another Form:**	The mark was first used in commerce in a different form other than that sought to be registered at least as early as 00/00/1973

For:	Charitable foundation services, namely, providing financial assistance for programs and services of others		
International Class(es):	036 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Sep. 2003	**Use in Commerce:**	Sep. 2003
Used Anywhere in Another Form:	The mark was first used anywhere in a different form other than that sought to be registered at least as early as 00/00/1973	**Used in Commerce in Another Form:**	The mark was first used in commerce in a different form other than that sought to be registered at least as early as 00/00/1973

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	The Kroger Co. of Michigan		
Owner Address:	40399 Grand River Avenue Novi, MICHIGAN 48375 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	MICHIGAN

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Richard L. Kirkpatrick	**Docket Number:**	061148-04225
Attorney Primary Email Address:	sftrademarks@pillsburylaw.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	RICHARD L. KIRKPATRICK PILLSBURY WINTHROP SHAW PITTMAN LLP PO BOX 2824 SAN FRANCISCO, CALIFORNIA 94126-2824 UNITED STATES

Phone:	415-983-1802	**Fax:**	415-983-1200
Correspondent e-mail:	sftrademarks@pillsburylaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jan. 28, 2014	REGISTERED-PRINCIPAL REGISTER	
Nov. 12, 2013	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Nov. 12, 2013	PUBLISHED FOR OPPOSITION	
Oct. 23, 2013	NOTIFICATION OF NOTICE OF PUBLICATION E-MAILED	
Oct. 09, 2013	LAW OFFICE PUBLICATION REVIEW COMPLETED	77312
Oct. 09, 2013	ASSIGNED TO LIE	77312
Sep. 25, 2013	APPROVED FOR PUB - PRINCIPAL REGISTER	
Sep. 25, 2013	EXAMINER'S AMENDMENT ENTERED	88888
Sep. 25, 2013	NOTIFICATION OF EXAMINERS AMENDMENT E-MAILED	6328
Sep. 25, 2013	EXAMINERS AMENDMENT E-MAILED	6328
Sep. 25, 2013	EXAMINERS AMENDMENT -WRITTEN	81141
Sep. 23, 2013	ASSIGNED TO EXAMINER	81141
Jun. 27, 2013	NOTICE OF PSEUDO MARK E-MAILED	
Jun. 26, 2013	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Jun. 20, 2013	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Jan. 28, 2014

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

United States of America

United States Patent and Trademark Office

FOOD4LESS

Reg. No. 4,474,865

Registered Jan. 28, 2014

Int. Cls.: 9, 35 and 36

TRADEMARK

SERVICE MARK

PRINCIPAL REGISTER

THE KROGER CO. OF MICHIGAN (MICHIGAN CORPORATION)
40399 GRAND RIVER AVENUE
NOVI, MI 48375

FOR: COMPUTER APPLICATION SOFTWARE FOR MOBILE DIGITAL DEVICES FOR USE BY GROCERY STORE SHOPPERS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 11-0-2012, THE MARK WAS FIRST USED ANYWHERE IN A DIFFERENT FORM OTHER THAN THAT SOUGHT TO BE REGISTERED AT LEAST AS EARLY AS 00/00/1973; IN COMMERCE 11-0-2012, THE MARK WAS FIRST USED IN COMMERCE IN A DIFFERENT FORM OTHER THAN THAT SOUGHT TO BE REGISTERED AT LEAST AS EARLY AS 00/00/1973.

FOR: RETAIL GROCERY STORE SERVICES; RETAIL STORE SERVICES IN THE FIELD OF GROCERIES FEATURING A BONUS INCENTIVE PROGRAM FOR CUSTOMERS; RETAIL GAS STATION SERVICES, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 0-0-1999, THE MARK WAS FIRST USED ANYWHERE IN A DIFFERENT FORM OTHER THAN THAT SOUGHT TO BE REGISTERED AT LEAST AS EARLY AS 00/00/1973; IN COMMERCE 0-0-1999, THE MARK WAS FIRST USED IN COMMERCE IN A DIFFERENT FORM OTHER THAN THAT SOUGHT TO BE REGISTERED AT LEAST AS EARLY AS 00/00/1973.

FOR: CHARITABLE FOUNDATION SERVICES, NAMELY, PROVIDING FINANCIAL ASSISTANCE FOR PROGRAMS AND SERVICES OF OTHERS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 9-0-2003, THE MARK WAS FIRST USED ANYWHERE IN A DIFFERENT FORM OTHER THAN THAT SOUGHT TO BE REGISTERED AT LEAST AS EARLY AS 00/00/1973; IN COMMERCE 9-0-2003, THE MARK WAS FIRST USED IN COMMERCE IN A DIFFERENT FORM OTHER THAN THAT SOUGHT TO BE REGISTERED AT LEAST AS EARLY AS 00/00/1973.

OWNER OF U.S. REG. NOS. 1,179,593, 1,665,152, AND 3,674,556.

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

Michelle K. Lee

Deputy Director of the United States Patent and Trademark Office

Reg. No. 4,474,865 THE MARK CONSISTS OF THE WORD "FOOD" TO THE LEFT OF A CENTRAL NUMERAL FOUR "4" AND THE WORD "LESS" TO THE RIGHT OF THE CENTRAL NUMERAL FOUR "4".

SEC. 2(F).

SER. NO. 85-961,978, FILED 6-17-2013.

KYLE PEETE, EXAMINING ATTORNEY

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

Status results found

Generated on:	This page was generated by TSDR on 2015-03-30 16:25:22 EDT
Mark:	FOOD 4 LESS

FOOD 4 LESS

US Serial Number:	85962000	**Application Filing Date:**	Jun. 17, 2013
US Registration Number:	4474866	**Registration Date:**	Jan. 28, 2014
Register:	Principal		
Mark Type:	Trademark, Service Mark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Jan. 28, 2014		
Publication Date:	Nov. 12, 2013		

Mark Information

Collapse All

Mark Literal Elements:	FOOD 4 LESS
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK
Acquired Distinctiveness Claim:	In whole

Related Properties Information

Claimed Ownership of US Registrations:	1179593, 1665152, 3674556

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Computer application software for mobile digital devices for use by grocery store shoppers		
International Class(es):	009 - Primary Class	**U.S Class(es):**	021, 023, 026, 036, 038
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Nov. 2012	**Use in Commerce:**	Nov. 2012

For:	Retail store services in the field of groceries featuring a bonus incentive program for customers		
International Class(es):	035 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Aug. 2002	**Use in Commerce:**	Aug. 2002

For:	Charitable foundation services, namely, providing financial assistance for programs and services of others		
International Class(es):	036 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Sep. 2003	**Use in Commerce:**	Sep. 2003

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	The Kroger Co. of Michigan		
Owner Address:	40399 Grand River Avenue Novi, MICHIGAN 48375 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	MICHIGAN

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Richard L. Kirkpatrick	**Docket Number:**	061148-04232
Attorney Primary Email Address:	sftrademarks@pillsburylaw.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	RICHARD L. KIRKPATRICK PILLSBURY WINTHROP SHAW PITTMAN LLP PO BOX 2824 SAN FRANCISCO, CALIFORNIA 94126-2824 UNITED STATES		
Phone:	415-983-1802	**Fax:**	415-983-1200
Correspondent e-mail:	sftrademarks@pillsburylaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jan. 28, 2014	REGISTERED-PRINCIPAL REGISTER	
Nov. 12, 2013	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Nov. 12, 2013	PUBLISHED FOR OPPOSITION	

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Jun. 26, 2013	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Jun. 20, 2013	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Jan. 28, 2014

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United States of America

United States Patent and Trademark Office

FOOD 4 LESS

Reg. No. 4,474,866

Registered Jan. 28, 2014

Int. Cls.: 9, 35 and 36

TRADEMARK

SERVICE MARK

PRINCIPAL REGISTER

THE KROGER CO. OF MICHIGAN (MICHIGAN CORPORATION)
40399 GRAND RIVER AVENUE
NOVI, MI 48375

FOR: COMPUTER APPLICATION SOFTWARE FOR MOBILE DIGITAL DEVICES FOR USE BY GROCERY STORE SHOPPERS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 11-0-2012; IN COMMERCE 11-0-2012.

FOR: RETAIL STORE SERVICES IN THE FIELD OF GROCERIES FEATURING A BONUS INCENTIVE PROGRAM FOR CUSTOMERS, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 8-0-2002; IN COMMERCE 8-0-2002.

FOR: CHARITABLE FOUNDATION SERVICES, NAMELY, PROVIDING FINANCIAL ASSISTANCE FOR PROGRAMS AND SERVICES OF OTHERS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 9-0-2003; IN COMMERCE 9-0-2003.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 1,179,593, 1,665,152, AND 3,674,556.

SEC. 2(F).

SER. NO. 85-962,000, FILED 6-17-2013.

KYLE PEETE, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE DEPARTMENT OF COMMERCE

Michelle K. Lee

Deputy Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

Generated on:	This page was generated by TSDR on 2015-03-30 16:25:53 EDT
Mark:	FOOD 4 LESS

US Serial Number:	74072938	Application Filing Date:	Jun. 26, 1990
US Registration Number:	1665152	Registration Date:	Nov. 19, 1991
Register:	Principal		
Mark Type:	Trademark, Service Mark		
Status:	The registration has been renewed.		
Status Date:	Aug. 26, 2011		
Publication Date:	Aug. 27, 1991		

Mark Information

Collapse All

Mark Literal Elements:	FOOD 4 LESS
Standard Character Claim:	No
Mark Drawing Type:	3 - AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)/NUMBER(S)
Acquired Distinctiveness Claim:	In whole
Design Search Code(s):	26.11.02 - Rectangles (single line); Plain single line rectangles

Related Properties Information

Claimed Ownership of US Registrations:	1073408, 1179593, 1277215

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	[eggs, milk, cottage cheese,] meats [and potato chips]		
International Class(es):	029 - Primary Class	U.S Class(es):	046
Class Status:	ACTIVE		
Basis:	1(a)		

First Use:	Feb. 1984	Use in Commerce:	Feb. 1984
Used Anywhere in Another Form:	First used in another form on April 11, 1973.	Used in Commerce in Another Form:	First used in commerce in another form on April 11, 1973.

For:	[bread, buns and ice cream]		
International Class(es):	030 - Primary Class	U.S Class(es):	046
Class Status:	SECTION 8 - CANCELLED		
Basis:	1(a)		
First Use:	Feb. 1984	Use in Commerce:	Feb. 1984
Used Anywhere in Another Form:	First used in another form on April 11, 1973.	Used in Commerce in Another Form:	First used in commerce in another form on April 11, 1973.

For:	[fresh produce]		
International Class(es):	031 - Primary Class	U.S Class(es):	001, 046
Class Status:	SECTION 8 - CANCELLED		
Basis:	1(a)		
First Use:	Feb. 1984	Use in Commerce:	Feb. 1984
Used Anywhere in Another Form:	First used in another form on April 11, 1973	Used in Commerce in Another Form:	First used in commerce in another form on April 11, 1973

For:	retail grocery store services		
International Class(es):	042 - Primary Class	U.S Class(es):	100, 101
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Feb. 1984	Use in Commerce:	Feb. 1984
Used Anywhere in Another Form:	First used in another form on April 11, 1973.	Used in Commerce in Another Form:	First used in commerce in another form on April 11, 1973.

Basis Information (Case Level)

Filed Use:	Yes	Currently Use:	Yes	Amended Use:	No
Filed ITU:	No	Currently ITU:	No	Amended ITU:	No
Filed 44D:	No	Currently 44D:	No	Amended 44D:	No
Filed 44E:	No	Currently 44E:	No	Amended 44E:	No
Filed 66A:	No	Currently 66A:	No		
Filed No Basis:	No	Currently No Basis:	No		

Current Owner(s) Information

Owner Name:	KROGER CO. OF MICHIGAN		
Owner Address:	40399 GRAND RIVER AVENUE NOVI, MICHIGAN 48375 UNITED STATES		
Legal Entity Type:	CORPORATION	State or Country Where Organized:	MICHIGAN

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Richard L. Kirkpatrick	Docket Number:	061148-02762
Attorney Primary Email Address:	sftrademarks@pillsburylaw.com	Attorney Email Authorized:	Yes

Correspondent

Correspondent Name/Address:	Richard L. Kirkpatrick Pillsbury Winthrop Shaw Pittman LLP Calendar/Docketing Department P.O. BOX 2824 San Francisco, CALIFORNIA 94126-2824 UNITED STATES		
Phone:	415-983-1802	**Fax:**	415-983-1200
Correspondent e-mail:	sftrademarks@pillsburylaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jul. 19, 2012	NOTICE OF SUIT	
Aug. 31, 2011	ASSIGNMENT OF OWNERSHIP NOT UPDATED AUTOMATICALLY	
Aug. 26, 2011	NOTICE OF ACCEPTANCE OF SEC. 8 - E-MAILED	
Aug. 26, 2011	REGISTERED AND RENEWED (SECOND RENEWAL - 10 YRS)	67603
Aug. 26, 2011	REGISTERED - SEC. 9 GRANTED/CHECK RECORD FOR SEC. 8	67603
Aug. 26, 2011	REGISTERED - PARTIAL SEC. 8 (10-YR) ACCEPTED	67603
Aug. 23, 2011	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	67603
Aug. 23, 2011	TEAS SECTION 8 & 9 RECEIVED	
Oct. 15, 2010	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Oct. 15, 2010	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Dec. 31, 2009	NOTICE OF SUIT	
Dec. 16, 2009	NOTICE OF SUIT	
May 05, 2008	ATTORNEY REVOKED AND/OR APPOINTED	
May 05, 2008	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
Dec. 04, 2007	CASE FILE IN TICRS	
Jun. 28, 2002	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Jun. 28, 2002	REGISTERED - SEC. 9 GRANTED/CHECK RECORD FOR SEC. 8	
Jun. 28, 2002	REGISTERED - PARTIAL SEC. 8 (10-YR) ACCEPTED	
Jun. 28, 2002	RESPONSE RECEIVED TO POST REG. ACTION - SEC. 8 & 9	
Jun. 06, 2002	POST REGISTRATION ACTION MAILED - SEC. 8 & 9	
Nov. 23, 2001	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	
May 29, 1998	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
May 06, 1998	RESPONSE RECEIVED TO POST REG. ACTION	
Jan. 15, 1998	POST REGISTRATION ACTION MAILED - SEC. 8 & 15	
Nov. 18, 1997	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	
Nov. 19, 1991	REGISTERED-PRINCIPAL REGISTER	
Aug. 27, 1991	PUBLISHED FOR OPPOSITION	

Jul. 26, 1991	NOTICE OF PUBLICATION	
May 20, 1991	APPROVED FOR PUB - PRINCIPAL REGISTER	
Apr. 08, 1991	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Jan. 14, 1991	NON-FINAL ACTION MAILED	
Dec. 11, 1990	ASSIGNED TO EXAMINER	61200

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Nov. 19, 2011
Change in Registration:	Yes

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	TMEO LAW OFFICE 14	**Date in Location:**	Aug. 26, 2011

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cls.: 29, 30, 31 and 42

Prior U.S. Cls.: 46 and 100

Reg. No. 1,665,152

United States Patent and Trademark Office

Registered Nov. 19, 1991

TRADEMARK
SERVICE MARK
PRINCIPAL REGISTER

FOOD 4 LESS

FOOD 4 LESS SUPERMARKETS, INC. (DELAWARE CORPORATION)
250 WEST FIRST STREET
CLAREMONT, CA 91711

FOR: EGGS, MILK, COTTAGE CHEESE, MEATS AND POTATO CHIPS, IN CLASS 29 (U.S. CL. 46).

FIRST USE 2-0-1984, FIRST USED IN ANOTHER FORM ON APRIL 11, 1973; IN COMMERCE 2-0-1984, FIRST USED IN COMMERCE IN ANOTHER FORM ON APRIL 11, 1973.

FOR: BREAD, BUNS AND ICE CREAM, IN CLASS 30 (U.S. CL. 46).

FIRST USE 2-0-1984, FIRST USED IN ANOTHER FORM ON APRIL 11, 1973; IN COMMERCE 2-0-1984, FIRST USED IN COMMERCE IN ANOTHER FORM ON APRIL 11, 1973.

FOR: FRESH PRODUCE, IN CLASS 31 (U.S. CL. 46).

FIRST USE 2-0-1984, FIRST USED IN ANOTHER FORM ON APRIL 11, 1973; IN COMMERCE 2-0-1984, FIRST USED IN COMMERCE IN ANOTHER FORM ON APRIL 11, 1973.

FOR: RETAIL GROCERY STORE SERVICES , IN CLASS 42 (U.S. CL. 100).

FIRST USE 2-0-1984, FIRST USED IN ANOTHER FORM ON APRIL 11, 1973; IN COMMERCE 2-0-1984, FIRST USED IN COMMERCE IN ANOTHER FORM ON APRIL 11, 1973.

OWNER OF U.S. REG. NOS. 1,073,408, 1,179,593, AND 1,277,215.

SEC. 2(F).

SER. NO. 74-072,938, FILED 6-26-1990.

JERRY L. PRICE, EXAMINING ATTORNEY

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

Generated on:	This page was generated by TSDR on 2015-03-30 16:26:18 EDT		
Mark:	CHILD HUNGER ENDS HERE CHILD HUNGER ENDS HERE		
US Serial Number:	77884341	**Application Filing Date:**	Dec. 02, 2009
US Registration Number:	3932191	**Registration Date:**	Mar. 15, 2011
Register:	Principal		
Mark Type:	Service Mark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Mar. 15, 2011		
Publication Date:	Apr. 27, 2010	**Notice of Allowance Date:**	Jun. 22, 2010

Mark Information

Expand All

Goods and Services

Basis Information (Case Level)

Current Owner(s) Information

Attorney/Correspondence Information

Prosecution History

TM Staff and Location Information

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

United States of America

United States Patent and Trademark Office

CHILD HUNGER ENDS HERE

Reg. No. 3,932,191

Registered Mar. 15, 2011

Int. Cl.: 36

SERVICE MARK

PRINCIPAL REGISTER

CONAGRA FOODS RDM, INC. (DELAWARE CORPORATION)
ONE CONAGRA DRIVE
OMAHA, NE 68102

FOR: CHARITABLE FUNDRAISING SERVICES, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 2-1-2010; IN COMMERCE 2-1-2010.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SN 77-884,341, FILED 12-2-2009.

SEAN CROWLEY, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

Status results found

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Mark: CHILD HUNGER ENDS HERE

CHILD HUNGER ENDS HERE

US Serial Number:	85270648	**Application Filing Date:**	Mar. 18, 2011
US Registration Number:	4041785	**Registration Date:**	Oct. 18, 2011
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Oct. 18, 2011		
Publication Date:	Aug. 02, 2011		

Mark Information

Collapse All

Mark Literal Elements: CHILD HUNGER ENDS HERE

Standard Character Claim: Yes. The mark consists of standard characters without claim to any particular font style, size, or color.

Mark Drawing Type: 4 - STANDARD CHARACTER MARK

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Frozen, prepared or packaged meals, entrees and side dishes consisting primarily of meat, fish, poultry, or vegetables; sausage; peanut butter; soups

International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jan. 25, 2011	**Use in Commerce:**	Jan. 25, 2011

For: Frozen, prepared or packaged meals, entrees and side dishes consisting primarily of rice or pasta; pizza; pizza kits; pot pies; dessert pies; ice cream novelties and frozen dairy novelties

International Class(es):	030 - Primary Class	**U.S Class(es):**	046

Class Status:	ACTIVE
Basis:	1(a)
First Use:	Jan. 20, 2011
Use in Commerce:	Jan. 20, 2011

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: ConAgra Foods RDM, Inc.

Owner Address: One ConAgra Drive
Omaha, NEBRASKA 68102
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Christopher M. Bikus

Attorney Primary Email Address: pto-om@huschblackwell.com

Attorney Email Authorized: No

Correspondent

Correspondent Name/Address: CHRISTOPHER M. BIKUS
Husch Blackwell LLP
13330 California Street, Suite 200
Omaha, NEBRASKA 68154
UNITED STATES

Phone: 402-964-5144

Fax: 402-964-5050

Correspondent e-mail: pto-om@huschblackwell.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Feb. 27, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Oct. 18, 2011	REGISTERED-PRINCIPAL REGISTER	
Aug. 02, 2011	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Aug. 02, 2011	PUBLISHED FOR OPPOSITION	
Jun. 18, 2011	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jun. 17, 2011	ASSIGNED TO EXAMINER	73699
Mar. 23, 2011	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Mar. 22, 2011	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Oct. 18, 2011

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United States of America

United States Patent and Trademark Office

CHILD HUNGER ENDS HERE

Reg. No. 4,041,785

Registered Oct. 18, 2011

Int. Cls.: 29 and 30

TRADEMARK

PRINCIPAL REGISTER

CONAGRA FOODS RDM, INC. (DELAWARE CORPORATION)
ONE CONAGRA DRIVE
OMAHA, NE 68102

FOR: FROZEN, PREPARED OR PACKAGED MEALS, ENTREES AND SIDE DISHES CONSISTING PRIMARILY OF MEAT, FISH, POULTRY, OR VEGETABLES; SAUSAGE; PEANUT BUTTER; SOUPS, IN CLASS 29 (U.S. CL. 46).

FIRST USE 1-25-2011; IN COMMERCE 1-25-2011.

FOR: FROZEN, PREPARED OR PACKAGED MEALS, ENTREES AND SIDE DISHES CONSISTING PRIMARILY OF RICE OR PASTA; PIZZA; PIZZA KITS; POT PIES; DESSERT PIES; ICE CREAM NOVELTIES AND FROZEN DAIRY NOVELTIES, IN CLASS 30 (U.S. CL. 46).

FIRST USE 1-20-2011; IN COMMERCE 1-20-2011.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SER. NO. 85-270,648, FILED 3-18-2011.

NICHOLAS ALTREE, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Generated on:	This page was generated by TSDR on 2015-03-30 16:27:09 EDT		
Mark:	CHILD HUNGER ENDS HERE		
	CHILD HUNGER ENDS HERE		
US Serial Number:	85270649	**Application Filing Date:**	Mar. 18, 2011
US Registration Number:	4538066	**Registration Date:**	May 27, 2014
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	May 27, 2014		
Publication Date:	Aug. 02, 2011	**Notice of Allowance Date:**	Sep. 27, 2011

Mark Information

Collapse All

Mark Literal Elements:	CHILD HUNGER ENDS HERE
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	prepared meats; processed meats; prepared poultry; processed poultry; processed vegetables and fruits; margarine; vegetable based spreads; dairy based and non-dairy based whipped topping; egg substitutes; chili; non-stick cooking spray		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Mar. 01, 2012	**Use in Commerce:**	Mar. 01, 2012

For:	enchiladas; sauces; ketchup; ready-to-eat, popped popcorn; microwave popcorn; unpopped popcorn; pudding; flavored and sweetened gelatins		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046

Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Mar. 01, 2012	**Use in Commerce:**	Mar. 01, 2012

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	ConAgra Foods RDM, Inc.		
Owner Address:	One ConAgra Drive Omaha, NEBRASKA 68102 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Christopher M. Bikus		
Attorney Primary Email Address:	pto-om@huschblackwell.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	CHRISTOPHER M. BIKUS Husch Blackwell LLP 13330 California Street, Suite 200 Omaha, NEBRASKA 68154 UNITED STATES		
Phone:	402-964-5144	**Fax:**	402-964-5050
Correspondent e-mail:	pto-om@huschblackwell.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
May 27, 2014	REGISTERED-PRINCIPAL REGISTER	
Apr. 24, 2014	NOTICE OF ACCEPTANCE OF STATEMENT OF USE E-MAILED	
Apr. 09, 2014	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Apr. 04, 2014	STATEMENT OF USE PROCESSING COMPLETE	66230
Mar. 20, 2014	USE AMENDMENT FILED	66230
Mar. 20, 2014	TEAS STATEMENT OF USE RECEIVED	
Feb. 27, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Sep. 26, 2013	NOTICE OF APPROVAL OF EXTENSION REQUEST E-MAILED	
Sep. 25, 2013	EXTENSION 4 GRANTED	66230
Sep. 23, 2013	EXTENSION 4 FILED	66230

Sep. 23, 2013	TEAS EXTENSION RECEIVED	
Mar. 30, 2013	NOTICE OF APPROVAL OF EXTENSION REQUEST E-MAILED	
Mar. 29, 2013	EXTENSION 3 GRANTED	66230
Mar. 27, 2013	EXTENSION 3 FILED	66230
Mar. 27, 2013	TEAS EXTENSION RECEIVED	
Sep. 21, 2012	NOTICE OF APPROVAL OF EXTENSION REQUEST E-MAILED	
Sep. 20, 2012	EXTENSION 2 GRANTED	66230
Sep. 19, 2012	EXTENSION 2 FILED	66230
Sep. 20, 2012	CASE ASSIGNED TO INTENT TO USE PARALEGAL	66230
Sep. 19, 2012	TEAS EXTENSION RECEIVED	
Mar. 29, 2012	NOTICE OF APPROVAL OF EXTENSION REQUEST E-MAILED	
Mar. 27, 2012	EXTENSION 1 GRANTED	98765
Mar. 27, 2012	EXTENSION 1 FILED	98765
Mar. 27, 2012	TEAS EXTENSION RECEIVED	
Sep. 27, 2011	NOA E-MAILED - SOU REQUIRED FROM APPLICANT	
Aug. 02, 2011	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Aug. 02, 2011	PUBLISHED FOR OPPOSITION	
Jun. 18, 2011	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jun. 17, 2011	ASSIGNED TO EXAMINER	73699
Mar. 23, 2011	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Mar. 22, 2011	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Apr. 23, 2014

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United States of America

United States Patent and Trademark Office

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Reg. No. 4,538,066

Registered May 27, 2014

Int. Cls.: 29 and 30

TRADEMARK

PRINCIPAL REGISTER

CONAGRA FOODS RDM, INC. (DELAWARE CORPORATION)
ONE CONAGRA DRIVE
OMAHA, NE 68102

FOR: PREPARED MEATS; PROCESSED MEATS; PREPARED POULTRY; PROCESSED POULTRY; PROCESSED VEGETABLES AND FRUITS; MARGARINE; VEGETABLE BASED SPREADS; DAIRY BASED AND NON-DAIRY BASED WHIPPED TOPPING; EGG SUBSTITUTES; CHILI; NON-STICK COOKING SPRAY, IN CLASS 29 (U.S. CL. 46).

FIRST USE 3-1-2012; IN COMMERCE 3-1-2012.

FOR: ENCHILADAS; SAUCES; KETCHUP; READY-TO-EAT, POPPED POPCORN; MICROWAVE POPCORN; UNPOPPED POPCORN; PUDDING; FLAVORED AND SWEETENED GELATINS, IN CLASS 30 (U.S. CL. 46).

FIRST USE 3-1-2012; IN COMMERCE 3-1-2012.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SN 85-270,649, FILED 3-18-2011.

NICHOLAS ALTREE, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

Michelle K. Lee

Deputy Director of the United States
Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

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NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

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SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

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Mark:	NEWMAN'S OWN		
	NEWMAN'S OWN		
US Serial Number:	77655278	**Application Filing Date:**	Jan. 23, 2009
US Registration Number:	3663335	**Registration Date:**	Aug. 04, 2009
Register:	Principal		
Mark Type:	Service Mark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Aug. 20, 2014		
Publication Date:	May 19, 2009		

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Charitable services, namely, providing grants to support third party educational and charitable organizations and causes		
International Class(es):	036 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Sep. 2005	**Use in Commerce:**	Sep. 2005

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No

Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	Newman's Own Foundation		
Owner Address:	290 Farmington Avenue Farmington, CONNECTICUT 06032 UNITED STATES		
Legal Entity Type:	non-stock corporation	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	JACQUELINE P. SCHEIB ROBINSON & COLE LLP 280 TRUMBULL ST FL 28 HARTFORD, CONNECTICUT 06103 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Aug. 20, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Aug. 20, 2014	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	76985
Aug. 20, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	76985
Aug. 04, 2014	TEAS SECTION 8 & 15 RECEIVED	
Aug. 04, 2014	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Aug. 04, 2014	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Aug. 04, 2009	REGISTERED-PRINCIPAL REGISTER	
May 19, 2009	PUBLISHED FOR OPPOSITION	
Apr. 29, 2009	NOTICE OF PUBLICATION	
Apr. 14, 2009	LAW OFFICE PUBLICATION REVIEW COMPLETED	71441
Apr. 14, 2009	ASSIGNED TO LIE	71441
Apr. 14, 2009	APPROVED FOR PUB - PRINCIPAL REGISTER	
Apr. 06, 2009	ASSIGNED TO EXAMINER	76625
Feb. 23, 2009	TEAS AMENDMENT ENTERED BEFORE ATTORNEY ASSIGNED	88889
Feb. 23, 2009	TEAS VOLUNTARY AMENDMENT RECEIVED	
Jan. 27, 2009	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	TMEG LAW OFFICE 102	**Date in Location:**	Aug. 20, 2014

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cl.: 36

Prior U.S. Cls.: 100, 101 and 102

Reg. No. 3,663,335

United States Patent and Trademark Office

Registered Aug. 4, 2009

SERVICE MARK
PRINCIPAL REGISTER

NEWMAN'S OWN

NEWMAN'S OWN FOUNDATION (DELAWARE NON-STOCK CORPORATION)
246 POST ROAD EAST, SUITE 2C
WESTPORT, CT 06880

FOR: CHARITABLE SERVICES, NAMELY, PROVIDING GRANTS TO SUPPORT THIRD PARTY EDUCATIONAL AND CHARITABLE ORGANIZATIONS AND CAUSES, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 9-0-2005; IN COMMERCE 9-0-2005.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SER. NO. 77-655,278, FILED 1-23-2009.

MARIA-VICTORIA SUAREZ, EXAMINING ATTORNEY

United States Patent and Trademark Office
An Agency of the Department of Commerce

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

Generated on:	This page was generated by TSDR on 2015-03-30 16:27:59 EDT
Mark:	NO! NEWMAN'S OWN FOUNDATION

US Serial Number:	77538994	**Application Filing Date:**	Aug. 05, 2008
US Registration Number:	3700073	**Registration Date:**	Oct. 20, 2009
Register:	Principal		
Mark Type:	Service Mark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Oct. 30, 2014		
Publication Date:	Dec. 30, 2008	**Notice of Allowance Date:**	Mar. 24, 2009

Mark Information

Collapse All

Mark Literal Elements:	NO! NEWMAN'S OWN FOUNDATION
Standard Character Claim:	No
Mark Drawing Type:	3 - AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)/NUMBER(S)
Description of Mark:	The mark consists of the words "NO! NEWMAN'S OWN FOUNDATION" with five angels throwing money.
Color(s) Claimed:	Color is not claimed as a feature of the mark.
Disclaimer:	"FOUNDATION"
Design Search Code(s):	04.01.02 - Cherubs; Angels; Winged personages; Halos on animals or humans; Cupids 20.03.24 - Manuscript paper and sheet music; Menus; Money, paper; Music, sheet; Sheet music; Stickers, bumper; Tickets, paper; Currency; Trading cards; Checks, bank; Calendars; Bumper stickers; Coupons

Goods and Services

Note:

The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Charitable services, namely, providing grants to support third party educational and charitable organizations and causes

International Class(es):	036 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	May 01, 2009	**Use in Commerce:**	May 01, 2009

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	Newman's Own Foundation		
Owner Address:	246 Post Road East, Suite 2C Westport, CONNECTICUT 06880 UNITED STATES		
Legal Entity Type:	NON-PROFIT CORPORATION	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	JACQUELINE P. SCHEIB ROBINSON & COLE LLP 280 TRUMBULL ST HARTFORD, CONNECTICUT 06103 UNITED STATES		
Phone:	860 275-8285	**Fax:**	860 275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Oct. 30, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Oct. 30, 2014	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	77315
Oct. 30, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	77315
Oct. 20, 2014	TEAS SECTION 8 & 15 RECEIVED	
Oct. 20, 2009	REGISTERED-PRINCIPAL REGISTER	
Sep. 17, 2009	LAW OFFICE REGISTRATION REVIEW COMPLETED	67215
Sep. 14, 2009	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Aug. 21, 2009	STATEMENT OF USE PROCESSING COMPLETE	70565

Jul. 22, 2009	USE AMENDMENT FILED	70565
Aug. 21, 2009	CASE ASSIGNED TO INTENT TO USE PARALEGAL	70565
Jul. 22, 2009	TEAS STATEMENT OF USE RECEIVED	
Mar. 24, 2009	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Dec. 30, 2008	PUBLISHED FOR OPPOSITION	
Dec. 10, 2008	NOTICE OF PUBLICATION	
Nov. 25, 2008	LAW OFFICE PUBLICATION REVIEW COMPLETED	67215
Nov. 24, 2008	ASSIGNED TO LIE	67215
Nov. 20, 2008	APPROVED FOR PUB - PRINCIPAL REGISTER	
Nov. 20, 2008	EXAMINER'S AMENDMENT ENTERED	88888
Nov. 20, 2008	NOTIFICATION OF EXAMINERS AMENDMENT E-MAILED	6328
Nov. 20, 2008	EXAMINERS AMENDMENT E-MAILED	6328
Nov. 20, 2008	EXAMINERS AMENDMENT -WRITTEN	81852
Nov. 14, 2008	ASSIGNED TO EXAMINER	81852
Aug. 09, 2008	NOTICE OF DESIGN SEARCH CODE MAILED	
Aug. 08, 2008	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	TMEG LAW OFFICE 109	**Date in Location:**	Oct. 30, 2014

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

United States of America

United States Patent and Trademark Office

NO!
NEWMAN'S OWN
FOUNDATION

Reg. No. 3,700,073 NEWMAN'S OWN FOUNDATION (DELAWARE NON-PROFIT CORPORATION)
Registered Oct. 20, 2009 246 POST ROAD EAST, SUITE 2C
WESTPORT, CT 06880

Int. Cl.: 36 FOR: CHARITABLE SERVICES, NAMELY, PROVIDING GRANTS TO SUPPORT THIRD PARTY EDUCATIONAL AND CHARITABLE ORGANIZATIONS AND CAUSES, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

SERVICE MARK
PRINCIPAL REGISTER

FIRST USE 5-1-2009; IN COMMERCE 5-1-2009.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "FOUNDATION", APART FROM THE MARK AS SHOWN.

THE MARK CONSISTS OF THE WORDS "NO! NEWMAN'S OWN FOUNDATION" WITH FIVE ANGELS THROWING MONEY.

SN 77-538,994, FILED 8-5-2008.

DAVID COLLIER, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

United States Patent and Trademark Office
An Agency of the Department of Commerce

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

Generated on:	This page was generated by TSDR on 2015-03-30 16:28:22 EDT		
Mark:	NEWMAN'S OWN		
	NEWMAN'S OWN		
US Serial Number:	85901528	**Application Filing Date:**	Apr. 11, 2013
US Registration Number:	4516209	**Registration Date:**	Apr. 15, 2014
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Apr. 15, 2014		
Publication Date:	Sep. 10, 2013	**Notice of Allowance Date:**	Nov. 05, 2013

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Related Properties Information

Claimed Ownership of US Registrations:	1280046, 1581795, 1863860 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Yogurts		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Dec. 17, 2013	**Use in Commerce:**	Dec. 17, 2013

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	No Limit, LLC		
Owner Address:	246 Post Road East Westport, CONNECTICUT 06881 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	**State or Country Where Organized:**	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	JACQUELINE P. SCHEIB ROBINSON & COLE LLP 280 TRUMBULL ST FL 28 HARTFORD, CONNECTICUT 06103-3597 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Apr. 15, 2014	REGISTERED-PRINCIPAL REGISTER	
Apr. 08, 2014	NOTICE OF ACCEPTANCE OF STATEMENT OF USE E-MAILED	
Mar. 10, 2014	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Mar. 10, 2014	STATEMENT OF USE PROCESSING COMPLETE	71034
Feb. 07, 2014	USE AMENDMENT FILED	71034
Mar. 02, 2014	CASE ASSIGNED TO INTENT TO USE PARALEGAL	71034
Feb. 07, 2014	TEAS STATEMENT OF USE RECEIVED	
Nov. 05, 2013	NOA E-MAILED - SOU REQUIRED FROM APPLICANT	
Sep. 10, 2013	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Sep. 10, 2013	PUBLISHED FOR OPPOSITION	
Aug. 21, 2013	NOTIFICATION OF NOTICE OF PUBLICATION E-MAILED	
Jul. 29, 2013	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jul. 26, 2013	ASSIGNED TO EXAMINER	85324

Apr. 18, 2013	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM
Apr. 15, 2013	NEW APPLICATION ENTERED IN TRAM

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Mar. 11, 2014

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

United States of America

United States Patent and Trademark Office

NEWMAN'S OWN

Reg. No. 4,516,209

Registered Apr. 15, 2014

Int. Cl.: 29

TRADEMARK

PRINCIPAL REGISTER

NO LIMIT, LLC (CONNECTICUT LIMITED LIABILITY COMPANY)
246 POST ROAD EAST
WESTPORT, CT 06881

FOR: YOGURTS, IN CLASS 29 (U.S. CL. 46).

FIRST USE 12-17-2013; IN COMMERCE 12-17-2013.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 1,280,046, 1,863,860, AND OTHERS.

SN 85-901,528, FILED 4-11-2013.

CHRISTINE MARTIN, EXAMINING ATTORNEY

Michelle K. Lee

Deputy Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

United States Patent and Trademark Office
An Agency of the Department of Commerce

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

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Generated on:	This page was generated by TSDR on 2015-03-30 16:28:48 EDT		
Mark:	NEWMAN'S OWN Newman's Own		
US Serial Number:	78758443	**Application Filing Date:**	Nov. 21, 2005
US Registration Number:	3133173	**Registration Date:**	Aug. 22, 2006
Register:	Principal		
Mark Type:	Trademark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Sep. 28, 2011		
Publication Date:	May 30, 2006		

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Related Properties Information

Claimed Ownership of US Registrations:	1280046, 1581795 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Olive Oil, Dried and Preserved Fruit		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jan. 10, 1983	**Use in Commerce:**	May 21, 2003

For:	Vinegar, Chocolate, Coffee, Cookies, Unpopped Popcorn

International Class(es):	030 - Primary Class	U.S Class(es):	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jan. 10, 1983	Use in Commerce:	Sep. 1995

For:	Pet Food [, Fresh Vegetables]		
International Class(es):	031 - Primary Class	U.S Class(es):	001, 046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jan. 10, 1983	Use in Commerce:	Oct. 07, 2003

Basis Information (Case Level)

Filed Use:	Yes	Currently Use:	Yes	Amended Use:	No
Filed ITU:	No	Currently ITU:	No	Amended ITU:	No
Filed 44D:	No	Currently 44D:	No	Amended 44D:	No
Filed 44E:	No	Currently 44E:	No	Amended 44E:	No
Filed 66A:	No	Currently 66A:	No		
Filed No Basis:	No	Currently No Basis:	No		

Current Owner(s) Information

Owner Name:	No Limit, LLC		
Composed of:	Paul Newman, U.S. Jamie K. Gerard, U.S.		
Owner Address:	246 Post Road East POB 791 Westport, CONNECTICUT 068810791 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	State or Country Where Organized:	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	Attorney Email Authorized:	Yes

Correspondent

Correspondent Name/Address:	Jacqueline P. Scheib Robinson & Cole LLP 280 Trumbull Street Hartford, CONNECTICUT 06103 UNITED STATES		
Phone:	8602758200	Fax:	8602758299
Correspondent e-mail:	jscheib@rc.com	Correspondent e-mail Authorized:	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Sep. 28, 2011	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Sep. 28, 2011	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	64591
Sep. 28, 2011	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	64591

Sep. 06, 2011	TEAS SECTION 8 & 15 RECEIVED	
Jan. 07, 2009	ATTORNEY REVOKED AND/OR APPOINTED	
Jan. 07, 2009	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
Aug. 22, 2006	REGISTERED-PRINCIPAL REGISTER	
May 30, 2006	PUBLISHED FOR OPPOSITION	
May 10, 2006	NOTICE OF PUBLICATION	
Apr. 10, 2006	LAW OFFICE PUBLICATION REVIEW COMPLETED	74189
Apr. 10, 2006	ASSIGNED TO LIE	74189
Mar. 21, 2006	APPROVED FOR PUB - PRINCIPAL REGISTER	
Mar. 21, 2006	EXAMINER'S AMENDMENT ENTERED	88888
Mar. 21, 2006	EXAMINERS AMENDMENT E-MAILED	6328
Mar. 21, 2006	EXAMINERS AMENDMENT -WRITTEN	76463
Mar. 20, 2006	NON-FINAL ACTION E-MAILED	6325
Mar. 20, 2006	NON-FINAL ACTION WRITTEN	76463
Mar. 20, 2006	ASSIGNED TO EXAMINER	76463
Nov. 29, 2005	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	TMO LAW OFFICE 117	**Date in Location:**	Sep. 28, 2011

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cls.: 29, 30 and 31

Prior U.S. Cls.: 1 and 46

Reg. No. 3,133,173

United States Patent and Trademark Office Registered Aug. 22, 2006

TRADEMARK
PRINCIPAL REGISTER

Newman's Own

NO LIMIT, LLC (CONNECTICUT LTD LIAB CO)
246 POST ROAD EAST POB 791
WESTPORT, CT 068810791

FOR: OLIVE OIL, DRIED AND PRESERVED FRUIT, IN CLASS 29 (U.S. CL. 46).

FIRST USE 1-10-1983; IN COMMERCE 5-21-2003.

FOR: VINEGAR, CHOCOLATE, COFFEE, COOKIES, UNPOPPED POPCORN, IN CLASS 30 (U.S. CL. 46).

FIRST USE 1-10-1983; IN COMMERCE 9-0-1995.

FOR: PET FOOD, FRESH VEGETABLES, IN CLASS 31 (U.S. CLS. 1 AND 46).

FIRST USE 1-10-1983; IN COMMERCE 10-7-2003.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 1,280,046, 1,581,795 AND OTHERS.

SER. NO. 78-758,443, FILED 11-21-2005.

RON FAIRBANKS, EXAMINING ATTORNEY

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

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Mark:	NEWMAN'S OWN Newman's Own		
US Serial Number:	77484996	**Application Filing Date:**	May 28, 2008
US Registration Number:	3625800	**Registration Date:**	May 26, 2009
Filed as TEAS Plus:	Yes	**Currently TEAS Plus:**	Yes
Register:	Principal		
Mark Type:	Trademark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Jun. 13, 2014		
Publication Date:	Mar. 10, 2009		

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Related Properties Information

Claimed Ownership of US Registrations:	1280046, 1581795, 1863860 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:
- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Breakfast cereals		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Dec. 30, 2004	**Use in Commerce:**	Dec. 30, 2004

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	No Limit LLC		
Owner Address:	246 Post Road East POB 791 Westport, CONNECTICUT 068810791 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	**State or Country Where Organized:**	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	Jacqueline P. Scheib Robinson & Cole LLP 280 Trumbull Street Hartford, CONNECTICUT 06103 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jun. 13, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Jun. 13, 2014	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	70132
Jun. 13, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	70132
May 28, 2014	TEAS SECTION 8 & 15 RECEIVED	
May 26, 2009	REGISTERED-PRINCIPAL REGISTER	
Mar. 10, 2009	PUBLISHED FOR OPPOSITION	
Feb. 18, 2009	NOTICE OF PUBLICATION	
Feb. 03, 2009	LAW OFFICE PUBLICATION REVIEW COMPLETED	76539
Feb. 03, 2009	ASSIGNED TO LIE	76539
Jan. 22, 2009	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jan. 15, 2009	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Jan. 14, 2009	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Jan. 14, 2009	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Jan. 07, 2009	ATTORNEY REVOKED AND/OR APPOINTED	

Jan. 07, 2009	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
Sep. 10, 2008	NOTIFICATION OF NON-FINAL ACTION E-MAILED	6325
Sep. 10, 2008	NON-FINAL ACTION E-MAILED	6325
Sep. 10, 2008	NON-FINAL ACTION WRITTEN	73363
Sep. 10, 2008	ASSIGNED TO EXAMINER	73363
Jun. 02, 2008	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	TMEG LAW OFFICE 101	**Date in Location:**	Jun. 13, 2014

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 3,625,800

United States Patent and Trademark Office

Registered May 26, 2009

TRADEMARK
PRINCIPAL REGISTER

Newman's Own

NO LIMIT LLC (CONNECTICUT LIMITED LIABILITY COMPANY)

246 POST ROAD EAST POB 791

WESTPORT, CT 068810791

FOR: BREAKFAST CEREALS, IN CLASS 30 (U.S. CL. 46).

FIRST USE 12-30-2004; IN COMMERCE 12-30-2004.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 1,280,046, 1,863,860 AND OTHERS.

SER. NO. 77-484,996, FILED 5-28-2008.

ALEXANDER L. POWERS, EXAMINING ATTORNEY

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

Generated on:	This page was generated by TSDR on 2015-03-30 16:29:35 EDT		
Mark:	NEWMAN'S OWN		No Image exists for this case.
US Serial Number:	73408719	**Application Filing Date:**	Jan. 10, 1983
US Registration Number:	1280046	**Registration Date:**	May 29, 1984
Register:	Principal		
Mark Type:	Trademark		
Status:	The registration has been renewed.		
Status Date:	Dec. 12, 2013		
Publication Date:	Mar. 06, 1984		

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Salad Dressing		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Aug. 15, 1982	**Use in Commerce:**	Sep. 10, 1982

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No

Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	NO LIMIT, LLC		
Owner Address:	246 POST ROAD EAST WESTPORT, CONNECTICUT 068810791 UNITED STATES		
Legal Entity Type:	LLC	**State or Country Where Organized:**	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	Jacqueline P. Scheib Robinson & Cole LLP 280 Trumbull Street Hartford, CONNECTICUT 06103 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Dec. 12, 2013	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Dec. 12, 2013	REGISTERED AND RENEWED (SECOND RENEWAL - 10 YRS)	66607
Dec. 12, 2013	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	66607
Dec. 10, 2013	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	66607
Dec. 10, 2013	TEAS SECTION 8 & 9 RECEIVED	
Jan. 07, 2009	ATTORNEY REVOKED AND/OR APPOINTED	
Jan. 07, 2009	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
May 27, 2008	CASE FILE IN TICRS	
Jul. 14, 2004	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Jul. 14, 2004	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
May 06, 2004	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	
Oct. 16, 1989	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Aug. 21, 1989	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	

May 29, 1984	REGISTERED-PRINCIPAL REGISTER
Mar. 06, 1984	PUBLISHED FOR OPPOSITION
Jan. 25, 1984	NOTICE OF PUBLICATION
Jan. 20, 1984	NOTICE OF PUBLICATION
Nov. 22, 1983	APPROVED FOR PUB - PRINCIPAL REGISTER
Oct. 14, 1983	EXAMINER'S AMENDMENT MAILED
Sep. 30, 1983	ASSIGNED TO EXAMINER

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	May 29, 2014

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	GENERIC WEB UPDATE	**Date in Location:**	Dec. 12, 2013

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Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

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Mark:	NEWMAN'S OWN

NEWMAN'S OWN

US Serial Number:	78338708	**Application Filing Date:**	Dec. 10, 2003
US Registration Number:	2911109	**Registration Date:**	Dec. 14, 2004
Register:	Principal		
Mark Type:	Trademark		
Status:	The registration has been renewed.		
Status Date:	Dec. 29, 2014		
Publication Date:	Sep. 21, 2004		

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	SALSA		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Apr. 30, 1991	**Use in Commerce:**	Apr. 30, 1991

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No

Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: NO LIMIT, LLC

Owner Address: 246 Post Road East
Westport, CONNECTICUT 06880
UNITED STATES

Legal Entity Type: LIMITED LIABILITY COMPANY

State or Country Where Organized: CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Jacqueline P. Scheib

Attorney Primary Email Address: jscheib@rc.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Jacqueline P. Scheib
ROBINSON & COLE LLP
280 TRUMBULL STREET
HARTFORD, CONNECTICUT 06103
UNITED STATES

Phone: 860-275-8285

Fax: 860-275-8299

Correspondent e-mail: jscheib@rc.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Dec. 29, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Dec. 29, 2014	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	68502
Dec. 29, 2014	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	68502
Dec. 29, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	68502
Dec. 08, 2014	TEAS SECTION 8 & 9 RECEIVED	
Dec. 08, 2014	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Dec. 08, 2014	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Dec. 17, 2009	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	69471
Dec. 15, 2009	TEAS SECTION 8 & 15 RECEIVED	
Jan. 07, 2009	ATTORNEY REVOKED AND/OR APPOINTED	
Jan. 07, 2009	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
Mar. 31, 2005	NEW CERTIFICATE ISSUED, SEC. 7D	
Mar. 29, 2005	ASSIGNED TO PARALEGAL	69471
Jan. 10, 2005	SEC 7 REQUEST FILED	

Jan. 10, 2005	PAPER RECEIVED	
Dec. 14, 2004	REGISTERED-PRINCIPAL REGISTER	
Sep. 21, 2004	PUBLISHED FOR OPPOSITION	
Sep. 01, 2004	NOTICE OF PUBLICATION	
Jul. 07, 2004	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jul. 07, 2004	ASSIGNED TO EXAMINER	76465
Jan. 05, 2004	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Dec. 14, 2014
Amendment to a Registration/Renewal Certificate:	ISSUE NEW CERTIFICATE TO: NO LIMIT, LLC C/O STEPHEN E. NEVAS 246 POST ROAD EAST PO BOX 791 WESTPORT, CT 06881. CONNECTICUT LLC

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	GENERIC WEB UPDATE	**Date in Location:**	Dec. 29, 2014

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Int. Cl.: 30

Prior U.S. Cl.: 46

United States Patent and Trademark Office

Reg. No. 2,911,109

Registered Dec. 14, 2004

TRADEMARK
PRINCIPAL REGISTER

NEWMAN'S OWN

NEWMAN, PAUL (UNITED STATES INDIVIDUAL)
C/O STEPHEN E. NEVAS NEVAS, NEVAS
CAPASSE & GERARD246 POST ROAD EAST P.O. BOX 791
WESTPORT, CT 06881

FOR: SALSA, IN CLASS 30 (U.S. CL. 46).

FIRST USE 4-30-1991; IN COMMERCE 4-30-1991.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SER. NO. 78-338,708, FILED 12-10-2003.

TRACY FLETCHER, EXAMINING ATTORNEY

Trademark Status and Document Retrieval

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Mark:	NEWMAN'S OWN ALL PROFITS TO CHARITY

US Serial Number:	85278302	**Application Filing Date:**	Mar. 28, 2011
US Registration Number:	4035124	**Registration Date:**	Oct. 04, 2011

Register:	Principal
Mark Type:	Trademark
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.
Status Date:	Oct. 04, 2011
Publication Date:	Jul. 19, 2011

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN ALL PROFITS TO CHARITY
Standard Character Claim:	No
Mark Drawing Type:	3 - AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)/NUMBER(S)
Description of Mark:	The mark consists of the words "NEWMAN'S OWN ALL PROFITS TO CHARITY" within a double lined arch on top of an artistic rendering of the face of Paul Newman.
Color(s) Claimed:	Color is not claimed as a feature of the mark.
Disclaimer:	"ALL PROFITS TO CHARITY"
Design Search Code(s):	02.01.01 - Busts of men facing forward; Heads of men facing forward; Men - heads, portraiture, or busts facing forward; Portraiture of men facing forward 26.01.06 - Circles, semi; Semi-circles
Name Portrait Consent:	The name "NEWMAN" and the portrait of PAUL NEWMAN do not identify a living individual.

Related Properties Information

Claimed Ownership of US Registrations:	1280046, 1581795, 3145005 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Spaghetti sauce; breakfast cereal; pizza		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Dec. 31, 1993	**Use in Commerce:**	Dec. 31, 1993

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	No Limit, LLC		
Owner Address:	246 Post Road East, P.O. Box 791 Westport, CONNECTICUT 06881 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	**State or Country Where Organized:**	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	No

Correspondent

Correspondent Name/Address:	JACQUELINE P. SCHEIB ROBINSON & COLE LLP 280 TRUMBULL ST FL 28 HARTFORD, CONNECTICUT 06103-3597 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	No

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Oct. 04, 2011	REGISTERED-PRINCIPAL REGISTER	
Sep. 20, 2011	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Sep. 20, 2011	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Jul. 19, 2011	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Jul. 19, 2011	PUBLISHED FOR OPPOSITION	
Jun. 14, 2011	LAW OFFICE PUBLICATION REVIEW COMPLETED	68171
Jun. 13, 2011	APPROVED FOR PUB - PRINCIPAL REGISTER	

Jun. 13, 2011	EXAMINER'S AMENDMENT ENTERED	88888
Jun. 13, 2011	NOTIFICATION OF EXAMINERS AMENDMENT E-MAILED	6328
Jun. 13, 2011	EXAMINERS AMENDMENT E-MAILED	6328
Jun. 13, 2011	EXAMINERS AMENDMENT -WRITTEN	72620
Jun. 13, 2011	PREVIOUS ALLOWANCE COUNT WITHDRAWN	
Jun. 03, 2011	WITHDRAWN FROM PUB OTQR REQUEST	74704
May 23, 2011	LAW OFFICE PUBLICATION REVIEW COMPLETED	68171
May 20, 2011	ASSIGNED TO LIE	68171
May 20, 2011	APPROVED FOR PUB - PRINCIPAL REGISTER	
May 20, 2011	EXAMINER'S AMENDMENT ENTERED	88888
May 20, 2011	NOTIFICATION OF EXAMINERS AMENDMENT E-MAILED	6328
May 20, 2011	EXAMINERS AMENDMENT E-MAILED	6328
May 20, 2011	EXAMINERS AMENDMENT -WRITTEN	72620
May 19, 2011	ASSIGNED TO EXAMINER	72620
Apr. 01, 2011	NOTICE OF DESIGN SEARCH CODE MAILED	
Mar. 31, 2011	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Mar. 31, 2011	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Oct. 04, 2011

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United States of America

United States Patent and Trademark Office

Reg. No. 4,035,124

Registered Oct. 4, 2011

Int. Cl.: 30

TRADEMARK

PRINCIPAL REGISTER

NO LIMIT, LLC (CONNECTICUT LIMITED LIABILITY COMPANY)
790 FARMINGTON AVENUE, SUITE 4B
FARMINGTON, CT 06032

FOR: SPAGHETTI SAUCE; BREAKFAST CEREAL; PIZZA, IN CLASS 30 (U.S. CL. 46).

FIRST USE 12-31-1993; IN COMMERCE 12-31-1993.

OWNER OF U.S. REG. NOS. 1,280,046, 3,145,005 AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "ALL PROFITS TO CHARITY", APART FROM THE MARK AS SHOWN.

THE NAME "NEWMAN" AND THE PORTRAIT OF PAUL NEWMAN DO NOT IDENTIFY A LIVING INDIVIDUAL.

THE MARK CONSISTS OF THE WORDS "NEWMAN'S OWN ALL PROFITS TO CHARITY" WITHIN A DOUBLE LINED ARCH ON TOP OF AN ARTISTIC RENDERING OF THE FACE OF PAUL NEWMAN.

SER. NO. 85-278,302, FILED 3-28-2011.

LINDA M. KING, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

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Mark:	NEWMAN'S OWN ALL PROFITS TO CHARITY

US Serial Number:	85278348	**Application Filing Date:**	Mar. 28, 2011
US Registration Number:	4035126	**Registration Date:**	Oct. 04, 2011

Register:	Principal
Mark Type:	Trademark
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.
Status Date:	Oct. 04, 2011
Publication Date:	Jul. 19, 2011

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN ALL PROFITS TO CHARITY
Standard Character Claim:	No
Mark Drawing Type:	3 - AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)/NUMBER(S)
Description of Mark:	The mark consists of the words "NEWMAN'S OWN ALL PROFITS TO CHARITY" within a sombrero hat on top of an artistic rendering of the face of Paul Newman with a mustache.
Color(s) Claimed:	Color is not claimed as a feature of the mark.
Disclaimer:	"ALL PROFITS TO CHARITY"
Design Search Code(s):	02.01.01 - Busts of men facing forward; Heads of men facing forward; Men - heads, portraiture, or busts facing forward; Portraiture of men facing forward 09.05.05 - Sombreros, cowboy hats (10 gallon hats), other broad-brimmed hats
Name Portrait Consent:	The name "NEWMAN" and the portrait of PAUL NEWMAN do not identify a living individual.

Related Properties Information

Claimed Ownership of US Registrations:	1280046, 1581795, 3145005 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Salsa		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jun. 30, 1993	**Use in Commerce:**	Jun. 30, 1993

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	No Limit, LLC		
Owner Address:	246 Post Road East, P.O. Box 791 Westport, CONNECTICUT 06881 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	**State or Country Where Organized:**	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	No

Correspondent

Correspondent Name/Address:	JACQUELINE P. SCHEIB ROBINSON & COLE LLP 280 TRUMBULL ST FL 28 HARTFORD, CONNECTICUT 06103-3597 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	No

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Oct. 04, 2011	REGISTERED-PRINCIPAL REGISTER	
Sep. 20, 2011	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Sep. 20, 2011	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Jul. 19, 2011	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Jul. 19, 2011	PUBLISHED FOR OPPOSITION	
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Jun. 13, 2011	APPROVED FOR PUB - PRINCIPAL REGISTER	

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Jun. 03, 2011	WITHDRAWN FROM PUB OTQR REQUEST	74704
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Mar. 31, 2011	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Mar. 31, 2011	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Oct. 04, 2011

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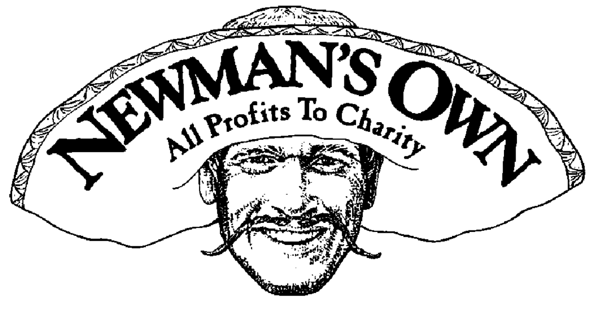

Reg. No. 4,035,126

Registered Oct. 4, 2011

Int. Cl.: 30

TRADEMARK

PRINCIPAL REGISTER

NO LIMIT, LLC (CONNECTICUT LIMITED LIABILITY COMPANY)
790 FARMINGTON AVENUE, SUITE 4B
FARMINGTON, CT 06032

FOR: SALSA, IN CLASS 30 (U.S. CL. 46).

FIRST USE 6-30-1993; IN COMMERCE 6-30-1993.

OWNER OF U.S. REG. NOS. 1,280,046, 3,145,005 AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "ALL PROFITS TO CHARITY", APART FROM THE MARK AS SHOWN.

THE NAME "NEWMAN" AND THE PORTRAIT OF PAUL NEWMAN DO NOT IDENTIFY A LIVING INDIVIDUAL.

THE MARK CONSISTS OF THE WORDS "NEWMAN'S OWN ALL PROFITS TO CHARITY" WITHIN A SOMBRERO HAT ON TOP OF AN ARTISTIC RENDERING OF THE FACE OF PAUL NEWMAN WITH A MUSTACHE.

SER. NO. 85-278,348, FILED 3-28-2011.

LINDA M. KING, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

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Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

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Grace Period Filings*

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NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Trademark Status & Document Retrieval (TSDR)

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Generated on: This page was generated by TSDR on 2015-03-30 16:31:23 EDT

Mark: NEWMAN'S OWN ALL PROFITS TO CHARITY

US Serial Number:	85278274	**Application Filing Date:**	Mar. 28, 2011
US Registration Number:	4061606	**Registration Date:**	Nov. 22, 2011
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Nov. 22, 2011		
Publication Date:	Jul. 19, 2011	**Notice of Allowance Date:**	Sep. 13, 2011

Mark Information

Collapse All

Mark Literal Elements: NEWMAN'S OWN ALL PROFITS TO CHARITY

Standard Character Claim: No

Mark Drawing Type: 3 - AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)/NUMBER(S)

Description of Mark: The mark consists of the words "NEWMAN'S OWN ALL PROFITS TO CHARITY" within a double lined arch on top of an artistic rendering of the face of Paul Newman.

Color(s) Claimed: Color is not claimed as a feature of the mark.

Disclaimer: "ALL PROFITS TO CHARITY"

Design Search Code(s): 02.01.01 - Busts of men facing forward; Heads of men facing forward; Men - heads, portraiture, or busts facing forward; Portraiture of men facing forward
26.01.06 - Circles, semi; Semi-circles

Name Portrait Consent: The name "NEWMAN" and the portrait of PAUL NEWMAN do not identify a living individual.

Related Properties Information

Claimed Ownership of US Registrations: 1280046, 1581795, 3145005 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Frozen entrees consisting primarily of meat, fish, poultry or vegetables		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jun. 30, 2011	**Use in Commerce:**	Jun. 30, 2011

For:	Frozen entrees consisting primarily of pasta or rice		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jun. 30, 2011	**Use in Commerce:**	Jun. 30, 2011

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	No Limit, LLC		
Owner Address:	246 Post Road East, P.O. Box 791 Westport, CONNECTICUT 06881 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	**State or Country Where Organized:**	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	No

Correspondent

Correspondent Name/Address:	JACQUELINE P. SCHEIB ROBINSON & COLE LLP 280 TRUMBULL ST FL 28 HARTFORD, CONNECTICUT 06103-3597 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Nov. 22, 2011	REGISTERED-PRINCIPAL REGISTER	
Oct. 15, 2011	NOTICE OF ACCEPTANCE OF STATEMENT OF USE E-MAILED	

Oct. 14, 2011	LAW OFFICE REGISTRATION REVIEW COMPLETED	68171
Oct. 13, 2011	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Sep. 22, 2011	STATEMENT OF USE PROCESSING COMPLETE	66230
Sep. 20, 2011	USE AMENDMENT FILED	66230
Sep. 22, 2011	CASE ASSIGNED TO INTENT TO USE PARALEGAL	66230
Sep. 20, 2011	TEAS STATEMENT OF USE RECEIVED	
Sep. 20, 2011	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Sep. 20, 2011	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Sep. 13, 2011	NOA E-MAILED - SOU REQUIRED FROM APPLICANT	
Jul. 19, 2011	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Jul. 19, 2011	PUBLISHED FOR OPPOSITION	
Jun. 14, 2011	LAW OFFICE PUBLICATION REVIEW COMPLETED	68171
Jun. 13, 2011	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jun. 13, 2011	EXAMINER'S AMENDMENT ENTERED	88888
Jun. 13, 2011	NOTIFICATION OF EXAMINERS AMENDMENT E-MAILED	6328
Jun. 13, 2011	EXAMINERS AMENDMENT E-MAILED	6328
Jun. 13, 2011	EXAMINERS AMENDMENT -WRITTEN	72620
Jun. 13, 2011	PREVIOUS ALLOWANCE COUNT WITHDRAWN	
Jun. 07, 2011	WITHDRAWN FROM PUB - OG REVIEW QUERY	76621
May 23, 2011	LAW OFFICE PUBLICATION REVIEW COMPLETED	68171
May 20, 2011	ASSIGNED TO LIE	68171
May 20, 2011	APPROVED FOR PUB - PRINCIPAL REGISTER	
May 20, 2011	EXAMINER'S AMENDMENT ENTERED	88888
May 20, 2011	NOTIFICATION OF EXAMINERS AMENDMENT E-MAILED	6328
May 20, 2011	EXAMINERS AMENDMENT E-MAILED	6328
May 20, 2011	EXAMINERS AMENDMENT -WRITTEN	72620
May 19, 2011	ASSIGNED TO EXAMINER	72620
Apr. 01, 2011	NOTICE OF DESIGN SEARCH CODE MAILED	
Mar. 31, 2011	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Mar. 31, 2011	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Oct. 14, 2011

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Proceedings - Click to Load

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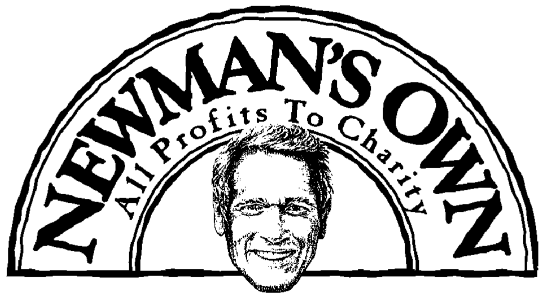
United States of America

United States Patent and Trademark Office



Reg. No. 4,061,606

Registered Nov. 22, 2011

Int. Cls.: 29 and 30

TRADEMARK

PRINCIPAL REGISTER

NO LIMIT, LLC (CONNECTICUT LIMITED LIABILITY COMPANY)
246 POST ROAD EAST, P.O. BOX 791
WESTPORT, CT 06881

FOR: FROZEN ENTREES CONSISTING PRIMARILY OF MEAT, FISH, POULTRY OR VEGETABLES, IN CLASS 29 (U.S. CL. 46).

FIRST USE 6-30-2011; IN COMMERCE 6-30-2011.

FOR: FROZEN ENTREES CONSISTING PRIMARILY OF PASTA OR RICE, IN CLASS 30 (U.S. CL. 46).

FIRST USE 6-30-2011; IN COMMERCE 6-30-2011.

OWNER OF U.S. REG. NOS. 1,280,046, 3,145,005, AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "ALL PROFITS TO CHARITY", APART FROM THE MARK AS SHOWN.

THE NAME "NEWMAN" AND THE PORTRAIT OF PAUL NEWMAN DO NOT IDENTIFY A LIVING INDIVIDUAL.

THE MARK CONSISTS OF THE WORDS "NEWMAN'S OWN ALL PROFITS TO CHARITY" WITHIN A DOUBLE LINED ARCH ON TOP OF AN ARTISTIC RENDERING OF THE FACE OF PAUL NEWMAN.

SN 85-278,274, FILED 3-28-2011.

LINDA M. KING, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

> ***First Filing Deadline:*** You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.
>
> ***Second Filing Deadline:*** You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

> You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Trademark Status & Document Retrieval (TSDR)

Generated on:	This page was generated by TSDR on 2015-03-30 16:31:49 EDT		
Mark:	NEWMAN'S OWN		No Image exists for this case.
US Serial Number:	73783929	**Application Filing Date:**	Mar. 01, 1989
US Registration Number:	1581795	**Registration Date:**	Feb. 06, 1990
Register:	Principal		
Mark Type:	Trademark		
Status:	The registration has been renewed.		
Status Date:	Dec. 03, 2009		
Publication Date:	Nov. 14, 1989		

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Related Properties Information

Claimed Ownership of US Registrations:	1280046

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	SPAGHETTI SAUCE		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Feb. 1983	**Use in Commerce:**	Feb. 1983

For:	UNPOPPED POPCORN		
International Class(es):	031 - Primary Class	U.S Class(es):	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Sep. 1983	Use in Commerce:	Sep. 1983

For:	LEMONADE		
International Class(es):	032 - Primary Class	U.S Class(es):	045
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Aug. 1987	Use in Commerce:	Aug. 1987

Basis Information (Case Level)

Filed Use:	Yes	Currently Use:	Yes	Amended Use:	No
Filed ITU:	No	Currently ITU:	No	Amended ITU:	No
Filed 44D:	No	Currently 44D:	No	Amended 44D:	No
Filed 44E:	No	Currently 44E:	No	Amended 44E:	No
Filed 66A:	No	Currently 66A:	No		
Filed No Basis:	No	Currently No Basis:	No		

Current Owner(s) Information

Owner Name:	NO LIMIT, LLC		
Owner Address:	246 POST ROAD EAST P.O. BOX 791 WESTPORT, CONNECTICUT 068810791 UNITED STATES		
Legal Entity Type:	LLC	State or Country Where Organized:	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	Attorney Email Authorized:	Yes

Correspondent

Correspondent Name/Address:	Jacqueline P. Scheib ROBINSON & COLE LLP 280 TRUMBULL STREET HARTFORD, CONNECTICUT 06103 UNITED STATES		
Phone:	8602758200	Fax:	8602758299
Correspondent e-mail:	jscheib@rc.com	Correspondent e-mail Authorized:	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Dec. 03, 2009	REGISTERED AND RENEWED (SECOND RENEWAL - 10 YRS)	76533
Dec. 03, 2009	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Nov. 30, 2009	CASE ASSIGNED TO POST REGISTRATION	76533

	PARALEGAL
Nov. 02, 2009	TEAS SECTION 8 & 9 RECEIVED
Jan. 07, 2009	ATTORNEY REVOKED AND/OR APPOINTED
Jan. 07, 2009	TEAS REVOKE/APPOINT ATTORNEY RECEIVED
Dec. 15, 2008	CASE FILE IN TICRS
Aug. 09, 2000	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)
Aug. 09, 2000	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED
Jan. 06, 2000	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED
Dec. 10, 1995	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.
Apr. 19, 1995	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED
Feb. 06, 1990	REGISTERED-PRINCIPAL REGISTER
Nov. 14, 1989	PUBLISHED FOR OPPOSITION
Oct. 14, 1989	NOTICE OF PUBLICATION
Sep. 11, 1989	APPROVED FOR PUB - PRINCIPAL REGISTER
Aug. 23, 1989	CORRESPONDENCE RECEIVED IN LAW OFFICE
Jul. 10, 1989	NON-FINAL ACTION MAILED
Jun. 27, 1989	ALLOWANCE/COUNT WITHDRAWN
Jun. 07, 1989	EXAMINER'S AMENDMENT MAILED
Apr. 27, 1989	ASSIGNED TO EXAMINER 67523

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Date: Feb. 06, 2010

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: GENERIC WEB UPDATE **Date in Location:** Dec. 03, 2009

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Int. Cls.: 30, 31 and 32

Prior U.S. Cls.: 45 and 46

Reg. No. 1,581,795

United States Patent and Trademark Office

Registered Feb. 6, 1990

TRADEMARK
PRINCIPAL REGISTER

NEWMAN'S OWN

NEWMAN, PAUL (UNITED STATES CITIZEN)
P.O. BOX 791
WESTPORT, CT 06881

FOR: SPAGHETTI SAUCE, IN CLASS 30 (U.S. CL. 46).

FIRST USE 2-0-1983; IN COMMERCE 2-0-1983.

FOR: UNPOPPED POPCORN, IN CLASS 31 (U.S. CL. 46).

FIRST USE 9-0-1983; IN COMMERCE 9-0-1983.

FOR: LEMONADE , IN CLASS 32 (U.S. CL. 45).

FIRST USE 8-0-1987; IN COMMERCE 8-0-1987.

OWNER OF U.S. REG. NO. 1,280,046.

SER. NO. 73-783,929, FILED 3-1-1989.

CAROLYN GRAY, EXAMINING ATTORNEY

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

Generated on:	This page was generated by TSDR on 2015-03-30 16:32:14 EDT
Mark:	NEWMAN'S OWN — No Image exists for this case.
US Serial Number:	74470958
Application Filing Date:	Dec. 20, 1993
US Registration Number:	1863860
Registration Date:	Nov. 22, 1994
Register:	Principal
Mark Type:	Trademark
Status:	The registration has been renewed.
Status Date:	Dec. 08, 2014
Publication Date:	Aug. 30, 1994

Mark Information

Collapse All

Mark Literal Elements:	NEWMAN'S OWN
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Related Properties Information

Claimed Ownership of US Registrations:	1280046, 1581795

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	pretzels
International Class(es):	030 - Primary Class
U.S Class(es):	046
Class Status:	ACTIVE
Basis:	1(a)
First Use:	Jun. 11, 1993
Use in Commerce:	Jun. 11, 1993

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	NO LIMIT, LLC		
Owner Address:	246 POST ROAD EAST WESTPORT, CONNECTICUT 06880 UNITED STATES		
Legal Entity Type:	LIMITED LIABILITY COMPANY	**State or Country Where Organized:**	CONNECTICUT

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Jacqueline P. Scheib		
Attorney Primary Email Address:	jscheib@rc.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	Jacqueline P. Scheib Robinson & Cole LLP 280 Trumbull Street Hartford, CONNECTICUT 06103 UNITED STATES		
Phone:	860-275-8285	**Fax:**	860-275-8299
Correspondent e-mail:	jscheib@rc.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Dec. 08, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Dec. 08, 2014	REGISTERED AND RENEWED (SECOND RENEWAL - 10 YRS)	68502
Dec. 08, 2014	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	68502
Dec. 08, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	68502
Nov. 17, 2014	TEAS SECTION 8 & 9 RECEIVED	
Jan. 07, 2009	ATTORNEY REVOKED AND/OR APPOINTED	
Jan. 07, 2009	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
Jul. 16, 2007	CASE FILE IN TICRS	
Jan. 13, 2005	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Jan. 13, 2005	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Oct. 19, 2004	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	

Oct. 19, 2004	TEAS SECTION 8 & 9 RECEIVED	
Oct. 13, 2000	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Jul. 11, 2000	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	
Nov. 22, 1994	REGISTERED-PRINCIPAL REGISTER	
Aug. 30, 1994	PUBLISHED FOR OPPOSITION	
Jul. 29, 1994	NOTICE OF PUBLICATION	
May 02, 1994	APPROVED FOR PUB - PRINCIPAL REGISTER	
Apr. 22, 1994	ASSIGNED TO EXAMINER	72147

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Nov. 22, 2014

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	GENERIC WEB UPDATE	**Date in Location:**	Dec. 08, 2014

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Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 1,863,860

United States Patent and Trademark Office

Registered Nov. 22, 1994

TRADEMARK
PRINCIPAL REGISTER

NEWMAN'S OWN

NEWMAN, PAUL (UNITED STATES CITIZEN)
C/O LEO NEVAS
COLONIAL GREEN246 POST ROAD EAST P.O. BOX 791
WESTPORT, CT 06881

FOR: PRETZELS, IN CLASS 30 (U.S. CL. 46).
FIRST USE 6-11-1993; IN COMMERCE 6-11-1993.

OWNER OF U.S. REG. NOS. 1,280,046 AND 1,581,795.

SER. NO. 74-470,958, FILED 12-20-1993.

EVERETT FRUEHLING, EXAMINING ATTORNEY

Trademark Status & Document Retrieval (TSDR)

Generated on:	This page was generated by TSDR on 2015-03-30 16:33:01 EDT
Mark:	KELLOGG'S

KELLOGG'S

US Serial Number:	86041625	**Application Filing Date:**	Aug. 19, 2013
US Registration Number:	4536505	**Registration Date:**	May 27, 2014
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	May 27, 2014		
Publication Date:	Mar. 11, 2014		

Mark Information

Collapse All

Mark Literal Elements:	KELLOGG'S
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK
Acquired Distinctiveness Claim:	In whole

Related Properties Information

Claimed Ownership of US Registrations:	1278006, 1725563, 4332216 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Meal replacement shakes for weight loss purposes; meal replacement bars for weight loss purposes; nutritional supplement shakes; meal replacement bars for use as a nutritional supplement; nutritional supplement in the nature of protein enriched powdered water mix		
International Class(es):	005 - Primary Class	**U.S Class(es):**	006, 018, 044, 046, 051, 052
Class Status:	ACTIVE		

Basis:	1(a)		
First Use:	Sep. 20, 2006	**Use in Commerce:**	Sep. 20, 2006

For:	Shakes		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Mar. 27, 2009	**Use in Commerce:**	Mar. 27, 2009

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	Kellogg North America Company		
Owner Address:	PO Box 3599 One Kellogg Square Battle Creek, MICHIGAN 49016 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Mark R. Galis	**Docket Number:**	126968.01060
Attorney Primary Email Address:	chiipmail@gtlaw.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	MARK R. GALIS GREENBERG TRAURIG, LLP 77 W WACKER DR STE 3100 CHICAGO, ILLINOIS 60601-4904 UNITED STATES		
Phone:	312.456.8400	**Fax:**	312.456.8435
Correspondent e-mail:	chiipmail@gtlaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
May 27, 2014	REGISTERED-PRINCIPAL REGISTER	
Mar. 11, 2014	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Mar. 11, 2014	PUBLISHED FOR OPPOSITION	
Feb. 19, 2014	NOTIFICATION OF NOTICE OF PUBLICATION E-MAILED	
Feb. 03, 2014	LAW OFFICE PUBLICATION REVIEW COMPLETED	70633
Feb. 03, 2014	ASSIGNED TO LIE	70633

Jan. 13, 2014	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jan. 11, 2014	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Jan. 10, 2014	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Jan. 10, 2014	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Dec. 09, 2013	NOTIFICATION OF NON-FINAL ACTION E-MAILED	6325
Dec. 09, 2013	NON-FINAL ACTION E-MAILED	6325
Dec. 09, 2013	NON-FINAL ACTION WRITTEN	69195
Dec. 04, 2013	ASSIGNED TO EXAMINER	69195
Aug. 26, 2013	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Aug. 22, 2013	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	May 27, 2014

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

United States of America

United States Patent and Trademark Office

KELLOGG'S

Reg. No. 4,536,505

Registered May 27, 2014

Int. Cls.: 5 and 29

TRADEMARK

PRINCIPAL REGISTER

KELLOGG NORTH AMERICA COMPANY (DELAWARE CORPORATION)
PO BOX 3599
ONE KELLOGG SQUARE
BATTLE CREEK, MI 49016

FOR: MEAL REPLACEMENT SHAKES FOR WEIGHT LOSS PURPOSES; MEAL REPLACEMENT BARS FOR WEIGHT LOSS PURPOSES; NUTRITIONAL SUPPLEMENT SHAKES; MEAL REPLACEMENT BARS FOR USE AS A NUTRITIONAL SUPPLEMENT; NUTRITIONAL SUPPLEMENT IN THE NATURE OF PROTEIN ENRICHED POWDERED WATER MIX, IN CLASS 5 (U.S. CLS. 6, 18, 44, 46, 51 AND 52).

FIRST USE 9-20-2006; IN COMMERCE 9-20-2006.

FOR: SHAKES, IN CLASS 29 (U.S. CL. 46).

FIRST USE 3-27-2009; IN COMMERCE 3-27-2009.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 1,278,006, 4,332,216 AND OTHERS.

SEC. 2(F).

SER. NO. 86-041,625, FILED 8-19-2013.

GEOFFREY FOSDICK, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

Michelle K. Lee

Deputy Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.*
See 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Trademark Status and Document Retrieval

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

Generated on:	This page was generated by TSDR on 2015-03-30 16:33:23 EDT
Mark:	KELLOGG'S

KELLOGG'S

US Serial Number:	85892036	**Application Filing Date:**	Apr. 01, 2013
US Registration Number:	4418677	**Registration Date:**	Oct. 15, 2013
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Oct. 15, 2013		
Publication Date:	Jul. 30, 2013		

Mark Information

Collapse All

Mark Literal Elements:	KELLOGG'S
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Related Properties Information

Claimed Ownership of US Registrations:	1278006, 3454368, 3482578 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	Frozen breakfast sandwiches		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Aug. 2012	**Use in Commerce:**	Aug. 2012

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	Kellogg North America Company		
Owner Address:	PO Box 3599 One Kellogg Square Battle Creek, MICHIGAN 49016 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Mark R. Galis	**Docket Number:**	126968.01060
Attorney Primary Email Address:	chiipmail@gtlaw.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	MARK R. GALIS GREENBERG TRAURIG, LLP 77 W WACKER DR STE 3100 CHICAGO, ILLINOIS 60601-4904 UNITED STATES		
Phone:	312.456.8400	**Fax:**	312.456.8435
Correspondent e-mail:	chiipmail@gtlaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Oct. 15, 2013	REGISTERED-PRINCIPAL REGISTER	
Jul. 30, 2013	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Jul. 30, 2013	PUBLISHED FOR OPPOSITION	
Jul. 10, 2013	NOTIFICATION OF NOTICE OF PUBLICATION E-MAILED	
Jun. 21, 2013	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jun. 21, 2013	ASSIGNED TO EXAMINER	88573
Apr. 06, 2013	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Apr. 04, 2013	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Oct. 15, 2013

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

United States of America
United States Patent and Trademark Office

KELLOGG'S

Reg. No. 4,418,677

Registered Oct. 15, 2013

Int. Cl.: 30

TRADEMARK

PRINCIPAL REGISTER

KELLOGG NORTH AMERICA COMPANY (DELAWARE CORPORATION)
PO BOX 3599
ONE KELLOGG SQUARE
BATTLE CREEK, MI 49016

FOR: FROZEN BREAKFAST SANDWICHES, IN CLASS 30 (U.S. CL. 46).

FIRST USE 8-0-2012; IN COMMERCE 8-0-2012.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 1,278,006, 3,482,578 AND OTHERS.

SER. NO. 85-892,036, FILED 4-1-2013.

KIMBERLY PARKS, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

Deputy Director of the United States Patent and Trademark Office

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Requirements in the First Ten Years*
What and When to File:

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Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

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NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

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STATUS | DOCUMENTS | Download | Print Preview

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Mark:	KELLOGG'S		
	KELLOGG'S		
US Serial Number:	78897244	**Application Filing Date:**	May 31, 2006
US Registration Number:	3604484	**Registration Date:**	Apr. 07, 2009
Register:	Principal		
Mark Type:	Trademark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Mar. 10, 2015		
Publication Date:	Jun. 05, 2007	**Notice of Allowance Date:**	Aug. 28, 2007

Mark Information

Collapse All

Mark Literal Elements:	KELLOGG'S
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK
Acquired Distinctiveness Claim:	In whole

Related Properties Information

Claimed Ownership of US Registrations:	0115348, 1278006

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	FRUIT LEATHERS; FRUIT-BASED SNACK FOOD; FRUIT JUICE-BASED SNACK FOOD		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Apr. 01, 2000	**Use in Commerce:**	Apr. 01, 2000

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: KELLOGG NORTH AMERICA COMPANY

Owner Address: LEGAL DEPARTMENT, PO BOX 3599
ONE KELLOGG SQUARE
BATTLE CREEK, MICHIGAN 490163599
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Mark R. Galis

Docket Number: 126968.02500

Attorney Primary Email Address: chiipmail@gtlaw.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Mark R. Galis
Greenberg Traurig, LLP
77 W. Wacker Drive
Suite 3100
Chicago, ILLINOIS 60601
UNITED STATES

Phone: 312.456.8400

Fax: 312.456.8435

Correspondent e-mail: chiipmail@gtlaw.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Mar. 10, 2015	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Mar. 10, 2015	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	68335
Mar. 10, 2015	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	68335
Feb. 25, 2015	TEAS SECTION 8 & 15 RECEIVED	
Apr. 07, 2009	REGISTERED-PRINCIPAL REGISTER	
Mar. 03, 2009	LAW OFFICE REGISTRATION REVIEW COMPLETED	78145
Feb. 28, 2009	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Feb. 25, 2009	STATEMENT OF USE PROCESSING COMPLETE	76874
Feb. 23, 2009	USE AMENDMENT FILED	76874
Feb. 23, 2009	TEAS STATEMENT OF USE RECEIVED	

Feb. 20, 2009	EXTENSION 3 GRANTED	76874
Feb. 09, 2009	EXTENSION 3 FILED	76874
Feb. 20, 2009	CASE ASSIGNED TO INTENT TO USE PARALEGAL	76874
Feb. 09, 2009	TEAS EXTENSION RECEIVED	
Aug. 08, 2008	EXTENSION 2 GRANTED	64657
Jul. 29, 2008	EXTENSION 2 FILED	64657
Aug. 08, 2008	CASE ASSIGNED TO INTENT TO USE PARALEGAL	64657
Jul. 29, 2008	TEAS EXTENSION RECEIVED	
Jul. 29, 2008	ATTORNEY REVOKED AND/OR APPOINTED	
Jul. 29, 2008	TEAS REVOKE/APPOINT ATTORNEY RECEIVED	
Mar. 12, 2008	EXTENSION 1 GRANTED	66154
Feb. 25, 2008	EXTENSION 1 FILED	66154
Feb. 25, 2008	TEAS EXTENSION RECEIVED	
Aug. 28, 2007	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Jun. 05, 2007	PUBLISHED FOR OPPOSITION	
May 16, 2007	NOTICE OF PUBLICATION	
Apr. 02, 2007	LAW OFFICE PUBLICATION REVIEW COMPLETED	78145
Apr. 02, 2007	ASSIGNED TO LIE	78145
Mar. 08, 2007	APPROVED FOR PUB - PRINCIPAL REGISTER	
Mar. 08, 2007	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Mar. 07, 2007	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Mar. 07, 2007	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Nov. 02, 2006	NON-FINAL ACTION E-MAILED	6325
Nov. 02, 2006	NON-FINAL ACTION WRITTEN	69811
Nov. 01, 2006	ASSIGNED TO EXAMINER	69811
Jun. 06, 2006	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	TMEG LAW OFFICE 109	**Date in Location:**	Mar. 10, 2015

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Int. Cl.: 29

Prior U.S. Cl.: 46

Reg. No. 3,604,484

United States Patent and Trademark Office Registered Apr. 7, 2009

TRADEMARK
PRINCIPAL REGISTER

KELLOGG'S

KELLOGG NORTH AMERICA COMPANY (DELAWARE CORPORATION)

LEGAL DEPARTMENT, PO BOX 3599

ONE KELLOGG SQUARE

BATTLE CREEK, MI 490163599

FOR: FRUIT LEATHERS; FRUIT-BASED SNACK FOOD; FRUIT JUICE-BASED SNACK FOOD, IN CLASS 29 (U.S. CL. 46).

FIRST USE 4-1-2000; IN COMMERCE 4-1-2000.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 115,348 AND 1,278,006.

SEC. 2(F).

SN 78-897,244, FILED 5-31-2006.

JAMES A. RAUEN, EXAMINING ATTORNEY

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

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Mark:	KELLOGG'S		
	KELLOGG'S		
US Serial Number:	77021289	**Application Filing Date:**	Oct. 14, 2006
US Registration Number:	3454368	**Registration Date:**	Jun. 24, 2008
Register:	Principal		
Mark Type:	Trademark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Jun. 21, 2014		
Publication Date:	Aug. 21, 2007	**Notice of Allowance Date:**	Nov. 13, 2007

Mark Information

Collapse All

Mark Literal Elements:	KELLOGG'S
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Related Properties Information

Claimed Ownership of US Registrations:	0147458, 1278006, 1725563 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	[Table syrup;] breakfast meal kit containing breakfast cereal, juice and toaster pastry or other cereal based snack food		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Jan. 01, 2005	**Use in Commerce:**	Jan. 01, 2005

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	Kellogg North America Company		
Owner Address:	One Kellogg Square - P. O. Box 3599 Battle Creek, MICHIGAN 490163599 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Mark R. Galis	**Docket Number:**	126968.01900
Attorney Primary Email Address:	chiipmail@gtlaw.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	Mark R. Galis Greenberg Traurig, LLP 77 W. Wacker Drive Suite 3100 Chicago, ILLINOIS 60601 UNITED STATES		
Phone:	312.456.8400	**Fax:**	312.456.8435
Correspondent e-mail:	chiipmail@gtlaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jun. 21, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Jun. 21, 2014	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	71378
Jun. 21, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	71378
Jun. 06, 2014	TEAS SECTION 8 & 15 RECEIVED	
Jun. 24, 2008	REGISTERED-PRINCIPAL REGISTER	
May 22, 2008	LAW OFFICE REGISTRATION REVIEW COMPLETED	70468
May 21, 2008	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
May 19, 2008	STATEMENT OF USE PROCESSING COMPLETE	69302
May 06, 2008	USE AMENDMENT FILED	69302
May 06, 2008	TEAS STATEMENT OF USE RECEIVED	
Nov. 13, 2007	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Aug. 21, 2007	PUBLISHED FOR OPPOSITION	
Aug. 01, 2007	NOTICE OF PUBLICATION	

Jul. 19, 2007	LAW OFFICE PUBLICATION REVIEW COMPLETED	70468
Jul. 18, 2007	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jun. 27, 2007	EXAMINER'S AMENDMENT ENTERED	70468
Jun. 27, 2007	ASSIGNED TO LIE	70468
Jun. 27, 2007	NOTIFICATION OF EXAMINERS AMENDMENT E-MAILED	6328
Jun. 27, 2007	EXAMINERS AMENDMENT E-MAILED	6328
Jun. 27, 2007	EXAMINERS AMENDMENT -WRITTEN	78426
Jan. 13, 2007	NON-FINAL ACTION E-MAILED	6325
Jan. 13, 2007	NON-FINAL ACTION WRITTEN	78426
Jan. 09, 2007	ASSIGNED TO EXAMINER	78426
Oct. 18, 2006	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	TMEG LAW OFFICE 104	**Date in Location:**	Jun. 21, 2014

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 3,454,368

United States Patent and Trademark Office **Registered June 24, 2008**

TRADEMARK
PRINCIPAL REGISTER

KELLOGG'S

KELLOGG NORTH AMERICA COMPANY (DELAWARE CORPORATION)
ONE KELLOGG SQUARE - P. O. BOX 3599
BATTLE CREEK, MI 490163599

FOR: TABLE SYRUP;BREAKFAST MEAL KIT CONTAINING BREAKFAST CEREAL, JUICE AND TOASTER PASTRY OR OTHER CEREAL BASED SNACK FOOD, IN CLASS 30 (U.S. CL. 46).

FIRST USE 1-1-2005; IN COMMERCE 1-1-2005.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 147,458, 1,725,563, AND OTHERS.

SN 77-021,289, FILED 10-14-2006.

TIMOTHY FINNEGAN, EXAMINING ATTORNEY

United States Patent and Trademark Office
An Agency of the Department of Commerce

Trademark Status and Document Retrieval

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SERIAL_NO | 74307027 | Status | Documents

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Mark:	KELLOGG'S		
	KELLOGG'S		
US Serial Number:	78980312	**Application Filing Date:**	Oct. 11, 2005
US Registration Number:	3482578	**Registration Date:**	Aug. 05, 2008
Register:	Principal		
Mark Type:	Trademark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Aug. 09, 2014		
Publication Date:	Sep. 19, 2006	**Notice of Allowance Date:**	Dec. 12, 2006

Mark Information

Collapse All

Mark Literal Elements:	KELLOGG'S
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Related Properties Information

Claimed Ownership of US Registrations:	0147454, 1278006, 2364732, 78730396 and others
Child Of:	78730396

Goods and Services

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- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	PROCESSED CEREAL-DERIVED FOOD PRODUCT, TO BE USED AS BREAKFAST CEREAL, CEREAL-BASED SNACK FOODS AND AN INGREDIENT FOR MAKING FOOD; TOASTER PASTRIES, WAFFLES, PANCAKES, CEREAL BASED SNACK FOOD BARS, GRAIN BASED SNACK FOODS		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		

First Use:	May 01, 1907	**Use in Commerce:**	May 01, 1907

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: KELLOGG NORTH AMERICA COMPANY

Owner Address: ONE KELLOGG SQUARE, PO BOX 3599
BATTLE CREEK, MICHIGAN 49016
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Mark R. Galis	**Docket Number:**	126968.01900
Attorney Primary Email Address:	chiipmail@gtlaw.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address: Mark R. Galis
Greenberg Traurig, LLP
77 W. Wacker Drive
Suite 3100
Chicago, ILLINOIS 60601
UNITED STATES

Phone:	312.456.8400	**Fax:**	312.456.8435
Correspondent e-mail:	chiipmail@gtlaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Aug. 09, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Aug. 09, 2014	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	70131
Aug. 09, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	70131
Jul. 28, 2014	TEAS SECTION 8 & 15 RECEIVED	
Aug. 05, 2008	REGISTERED-PRINCIPAL REGISTER	
Jul. 03, 2008	LAW OFFICE REGISTRATION REVIEW COMPLETED	70468
Jul. 03, 2008	ASSIGNED TO LIE	70468
Jul. 03, 2008	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Jun. 09, 2008	STATEMENT OF USE PROCESSING COMPLETE	65362
Mar. 24, 2008	USE AMENDMENT FILED	65362

Jun. 09, 2008	DIVISIONAL PROCESSING COMPLETE	
Mar. 28, 2008	DIVISIONAL REQUEST RECEIVED	
Jun. 09, 2008	REVIEW OF CORRESPONDENCE COMPLETE	65362
Jun. 02, 2008	FAX RECEIVED	
Mar. 28, 2008	PAPER RECEIVED	
Mar. 24, 2008	TEAS STATEMENT OF USE RECEIVED	
Jan. 16, 2008	EXTENSION 2 GRANTED	70565
Dec. 12, 2007	EXTENSION 2 FILED	70565
Jan. 07, 2008	EXTENSION RECEIVED WITH TEAS PETITION	
Jan. 07, 2008	PETITION TO REVIVE-GRANTED	88889
Jan. 07, 2008	TEAS PETITION TO REVIVE RECEIVED	
Jan. 02, 2008	ABANDONMENT NOTICE MAILED - NO USE STATEMENT FILED	
Dec. 20, 2007	ABANDONMENT - NO USE STATEMENT FILED	41844
Aug. 29, 2007	EXTENSION 1 GRANTED	64657
Jun. 07, 2007	EXTENSION 1 FILED	64657
Jun. 07, 2007	TEAS EXTENSION RECEIVED	
Dec. 12, 2006	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Nov. 20, 2006	ASSIGNED TO EXAMINER	76611
Sep. 19, 2006	PUBLISHED FOR OPPOSITION	
Aug. 30, 2006	NOTICE OF PUBLICATION	
Jul. 27, 2006	LAW OFFICE PUBLICATION REVIEW COMPLETED	78287
Jul. 21, 2006	ASSIGNED TO LIE	78287
Jul. 20, 2006	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jul. 11, 2006	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Jun. 30, 2006	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Jun. 30, 2006	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Apr. 26, 2006	NON-FINAL ACTION E-MAILED	6325
Apr. 26, 2006	NON-FINAL ACTION WRITTEN	81088
Apr. 14, 2006	ASSIGNED TO EXAMINER	81088
Oct. 14, 2005	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: TMEG LAW OFFICE 101 **Date in Location:** Aug. 09, 2014

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 3,482,578

United States Patent and Trademark Office

Registered Aug. 5, 2008

TRADEMARK
PRINCIPAL REGISTER

KELLOGG'S

KELLOGG NORTH AMERICA COMPANY (DELAWARE CORPORATION)
ONE KELLOGG SQUARE, PO BOX 3599
BATTLE CREEK, MI 49016

FOR: PROCESSED CEREAL-DERIVED FOOD PRODUCT, TO BE USED AS BREAKFAST CEREAL, CEREAL-BASED SNACK FOODS AND AN INGREDIENT FOR MAKING FOOD; TOASTER PASTRIES, WAFFLES, PANCAKES, CEREAL BASED SNACK FOOD BARS, GRAIN BASED SNACK FOODS, IN CLASS 30 (U.S. CL. 46).

FIRST USE 5-1-1907; IN COMMERCE 5-1-1907.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NOS. 147,454, 2,364,732, AND OTHERS.

SN 78-980,312, FILED 10-11-2005.

AISHA CLARKE, EXAMINING ATTORNEY

Trademark Status & Document Retrieval (TSDR)

Generated on: This page was generated by TSDR on 2015-03-30 16:34:48 EDT

Mark: KELLOGG'S

No Image exists for this case.

US Serial Number:	73395401	**Application Filing Date:**	Sep. 30, 1982
US Registration Number:	1278006	**Registration Date:**	May 15, 1984

Register: Principal

Mark Type: Trademark

Status: The registration has been renewed.

Status Date: Jun. 05, 2014

Publication Date: Feb. 21, 1984

Mark Information

Collapse All

Mark Literal Elements: KELLOGG'S

Standard Character Claim: No

Mark Drawing Type: 1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Acquired Distinctiveness Claim: In whole

Related Properties Information

Claimed Ownership of US Registrations: 0115348, 0363556 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Publications and Printed Matter-Namely, Booklets, Pamphlets, Leaflets and Brochures Concerning the Company and Its Products

International Class(es):	016 - Primary Class	**U.S Class(es):**	038

Class Status: ACTIVE

Basis: 1(a)

First Use:	Feb. 1980	**Use in Commerce:**	Feb. 1980

For:	[Non-Dairy Creamer]		
International Class(es):	029 - Primary Class	**U.S Class(es):**	046
Class Status:	SECTION 8 - CANCELLED		
Basis:	1(a)		
First Use:	Dec. 1980	**Use in Commerce:**	Dec. 1980

For:	Cereal-Derived Food Product to Be Used as a Breakfast Food, Snack Food and Ingredient for Making Food		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Dec. 1917	**Use in Commerce:**	Dec. 1917

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	Kellogg Company		
Owner Address:	One Kellogg Square Battle Creek, MICHIGAN 49016 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Mark R. Galis	**Docket Number:**	126968.01900
Attorney Primary Email Address:	chiipmail@gtlaw.com	**Attorney Email Authorized:**	Yes

Correspondent

Correspondent Name/Address:	Mark R. Galis Greenberg Traurig, LLP 77 W. Wacker Drive Suite 3100 Chicago, ILLINOIS 60601 UNITED STATES		
Phone:	312.456.8400	**Fax:**	312.456.8435
Correspondent e-mail:	chiipmail@gtlaw.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jun. 05, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Jun. 05, 2014	REGISTERED AND RENEWED (SECOND RENEWAL	76985

	- 10 YRS)	
Jun. 05, 2014	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	76985
May 15, 2014	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	76985
Jun. 05, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	76985
May 15, 2014	TEAS SECTION 8 & 9 RECEIVED	
May 15, 2008	CASE FILE IN TICRS	
Jun. 26, 2004	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Jun. 26, 2004	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Apr. 22, 2004	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	
Apr. 22, 2004	TEAS SECTION 8 & 9 RECEIVED	
Jul. 30, 1990	REGISTERED - PARTIAL SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Jul. 30, 1990	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
May 14, 1990	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	
May 15, 1984	REGISTERED-PRINCIPAL REGISTER	
Feb. 21, 1984	PUBLISHED FOR OPPOSITION	
Jan. 13, 1984	NOTICE OF PUBLICATION	
Jan. 09, 1984	NOTICE OF PUBLICATION	
Nov. 16, 1983	APPROVED FOR PUB - PRINCIPAL REGISTER	
Nov. 07, 1983	CORRESPONDENCE RECEIVED IN LAW OFFICE	
May 04, 1983	NON-FINAL ACTION MAILED	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	May 15, 2014
Change in Registration:	Yes

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	GENERIC WEB UPDATE	**Date in Location:**	Jun. 05, 2014

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Int. Cls.: 16, 29 and 30

Prior U.S. Cls.: 38 and 46

Reg. No. 1,278,006
Registered May 15, 1984

United States Patent and Trademark Office

TRADEMARK
SERVICE MARK
Principal Register

KELLOGG'S

Kellogg Company (Delaware corporation)
235 Porter St.
Battle Creek, Mich. 49016

For: PUBLICATIONS AND PRINTED MATTER—NAMELY, BOOKLETS, PAMPHLETS, LEAFLETS AND BROCHURES CONCERNING THE COMPANY AND ITS PRODUCTS, in CLASS 16 (U.S. Cl. 38).

First use Feb. 1980; in commerce Feb. 1980.

For: NON-DAIRY CREAMER, in CLASS 29 (U.S. Cl. 46).

First use Dec. 1980; in commerce Dec. 1980.

For: CEREAL-DERIVED FOOD PRODUCT TO BE USED AS A BREAKFAST FOOD, SNACK FOOD AND INGREDIENT FOR MAKING FOOD, in CLASS 30 (U.S. Cl. 46).

First use Dec. 1917; in commerce Dec. 1917.

Owner of U.S. Reg. Nos. 115,348, 363,556 and others.

Sec. 2(f).

Ser. No. 395,401, filed Sep. 30, 1982.

JOHN P. RYNKIEWICZ, Examining Attorney

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

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Mark:	KELLOGG FOUNDATION

KELLOGG FOUNDATION

US Serial Number:	85394421	**Application Filing Date:**	Aug. 10, 2011
US Registration Number:	4228731	**Registration Date:**	Oct. 23, 2012

Register:	Principal
Mark Type:	Service Mark
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.
Status Date:	Oct. 23, 2012
Publication Date:	Aug. 07, 2012

Mark Information

Collapse All

Mark Literal Elements:	KELLOGG FOUNDATION
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK
Disclaimer:	"FOUNDATION"
Acquired Distinctiveness Claim:	In whole

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Providing grants, educational scholarships and financing and loan services for research and programs in the field of health, rural development, family economic security, early childhood education and higher education, philanthropy and volunteerism, community development, child development, health and welfare; Providing grants, educational scholarships and financing and loan services for research and programs in the field of food systems, namely, food safety, quality, distribution, and healthful eating for the health, development and welfare of impoverished and underprivileged children, families, and communities; charitable fundraising services for others, namely, raising funds for programs for family economic security, early childhood education and higher education, philanthropy and volunteerism, community development, child development, health and welfare; charitable fund raising services for research programs in the field of food systems, namely, food safety, quality, distribution, and healthful eating for the health, development and welfare of impoverished and underprivileged children, families, and communities

International Class(es):	036 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Dec. 1997	**Use in Commerce:**	Dec. 1997

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	W.K. Kellogg Foundation		
Owner Address:	One Michigan Avenue East Battle Creek, MICHIGAN 490174012 UNITED STATES		
Legal Entity Type:	non-profit corporation	**State or Country Where Organized:**	MICHIGAN

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	Julia M. Chester	**Docket Number:**	52942-01301

Correspondent

Correspondent Name/Address:	JULIA M. CHESTER SIDLEY AUSTIN LLP 2001 Ross Avenue, Suite 3600 DALLAS, TEXAS 75201-6534 UNITED STATES		
Phone:	214-981-3300	**Fax:**	214-981-3400
Correspondent e-mail:	ipdocketing@sidley.com jchester@sidley.com sboughnou@sidley.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jul. 23, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Oct. 23, 2012	REGISTERED-PRINCIPAL REGISTER	
Aug. 07, 2012	PUBLISHED FOR OPPOSITION	
Jul. 18, 2012	NOTICE OF PUBLICATION	
Jun. 29, 2012	LAW OFFICE PUBLICATION REVIEW COMPLETED	67287
Jun. 27, 2012	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jun. 27, 2012	TEAS/EMAIL CORRESPONDENCE ENTERED	67287
Jun. 27, 2012	CORRESPONDENCE RECEIVED IN LAW OFFICE	67287
Jun. 15, 2012	ASSIGNED TO LIE	67287
Jun. 04, 2012	TEAS RESPONSE TO SUSPENSION INQUIRY RECEIVED	
May 07, 2012	LETTER OF SUSPENSION MAILED	
May 06, 2012	SUSPENSION LETTER WRITTEN	73713

Mar. 22, 2012	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Mar. 21, 2012	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Mar. 21, 2012	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Sep. 21, 2011	NON-FINAL ACTION MAILED	
Sep. 20, 2011	NON-FINAL ACTION WRITTEN	73713
Sep. 16, 2011	ASSIGNED TO EXAMINER	73713
Aug. 15, 2011	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Aug. 13, 2011	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	PUBLICATION AND ISSUE SECTION	**Date in Location:**	Oct. 23, 2012

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

United States of America

United States Patent and Trademark Office

KELLOGG FOUNDATION

Reg. No. 4,228,731

Registered Oct. 23, 2012

Int. Cl.: 36

SERVICE MARK

PRINCIPAL REGISTER

W.K. KELLOGG FOUNDATION (MICHIGAN NON-PROFIT CORPORATION)
ONE MICHIGAN AVENUE EAST
BATTLE CREEK, MI 490174012

FOR: PROVIDING GRANTS, EDUCATIONAL SCHOLARSHIPS AND FINANCING AND LOAN SERVICES FOR RESEARCH AND PROGRAMS IN THE FIELD OF HEALTH, RURAL DEVELOPMENT, FAMILY ECONOMIC SECURITY, EARLY CHILDHOOD EDUCATION AND HIGHER EDUCATION, PHILANTHROPY AND VOLUNTEERISM, COMMUNITY DEVELOPMENT, CHILD DEVELOPMENT, HEALTH AND WELFARE; PROVIDING GRANTS, EDUCATIONAL SCHOLARSHIPS AND FINANCING AND LOAN SERVICES FOR RESEARCH AND PROGRAMS IN THE FIELD OF FOOD SYSTEMS, NAMELY, FOOD SAFETY, QUALITY, DISTRIBUTION, AND HEALTHFUL EATING FOR THE HEALTH, DEVELOPMENT AND WELFARE OF IMPOVERISHED AND UNDERPRIVILEGED CHILDREN, FAMILIES, AND COMMUNITIES; CHARITABLE FUNDRAISING SERVICES FOR OTHERS, NAMELY, RAISING FUNDS FOR PROGRAMS FOR FAMILY ECONOMIC SECURITY, EARLY CHILDHOOD EDUCATION AND HIGHER EDUCATION, PHILANTHROPY AND VOLUNTEERISM, COMMUNITY DEVELOPMENT, CHILD DEVELOPMENT, HEALTH AND WELFARE; CHARITABLE FUND RAISING SERVICES FOR RESEARCH PROGRAMS IN THE FIELD OF FOOD SYSTEMS, NAMELY, FOOD SAFETY, QUALITY, DISTRIBUTION, AND HEALTHFUL EATING FOR THE HEALTH, DEVELOPMENT AND WELFARE OF IMPOVERISHED AND UNDERPRIVILEGED CHILDREN, FAMILIES, AND COMMUNITIES , IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 12-0-1997; IN COMMERCE 12-0-1997.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "FOUNDATION", APART FROM THE MARK AS SHOWN.

SEC. 2(F).

SER. NO. 85-394,421, FILED 8-10-2011.

JOHN SCHUYLER YARD, EXAMINING ATTORNEY

UNITED STATES PATENT AND TRADEMARK OFFICE
DEPARTMENT OF COMMERCE

David J. Kappos

Director of the United States Patent and Trademark Office

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.

Requirements in the First Ten Years*
What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.* *See* 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*
What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see http://www.wipo.int/madrid/en/.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at http://www.uspto.gov.

Generated on:	This page was generated by TSDR on 2015-03-30 16:35:37 EDT
Mark:	HERSHEY'S KISSES — No Image exists for this case.

US Serial Number:	73721833	**Application Filing Date:**	Apr. 11, 1988
US Registration Number:	1549371	**Registration Date:**	Jul. 25, 1989

Register:	Principal
Mark Type:	Trademark
Status:	The registration has been renewed.
Status Date:	Aug. 23, 2008
Publication Date:	Apr. 25, 1989

Mark Information

Collapse All

Mark Literal Elements:	HERSHEY'S KISSES
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)
Disclaimer:	"KISSES"
Acquired Distinctiveness Claim:	In whole

Related Properties Information

Claimed Ownership of US Registrations:	0165247, 0864621, 1236602 and others

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	CHOCOLATES		
International Class(es):	030 - Primary Class	**U.S Class(es):**	046
Class Status:	ACTIVE		

Basis:	1(a)		
First Use:	Jul. 01, 1907	**Use in Commerce:**	Jul. 01, 1907

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name:	HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION		
Owner Address:	4860 ROBB STREET SUITE 204 WHEAT RIDGE, COLORADO 80033 UNITED STATES		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	DELAWARE

Attorney/Correspondence Information

Attorney of Record

Attorney Name:	WILLIAM J. BURGESS

Correspondent

Correspondent Name/Address:	LOIS B DUQUETTE HERSHEY CHOCOLATE & CONFECTIONERY CORP 100 CRYSTAL A DR HERSHEY, PENNSYLVANIA 17033 UNITED STATES		
Phone:	717-534-7536	**Fax:**	717-534-7549
Correspondent e-mail:	lduquette@hersheys.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Sep. 04, 2008	CASE FILE IN TICRS	
Aug. 23, 2008	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	65765
Aug. 23, 2008	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Aug. 13, 2008	ASSIGNED TO PARALEGAL	65765
Aug. 07, 2008	TEAS SECTION 8 & 9 RECEIVED	
Oct. 28, 2005	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Dec. 04, 2002	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Jan. 29, 1996	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
May 26, 1995	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	
Jul. 25, 1989	REGISTERED-PRINCIPAL REGISTER	
Apr. 25, 1989	PUBLISHED FOR OPPOSITION	
Mar. 25, 1989	NOTICE OF PUBLICATION	

Jan. 30, 1989	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jan. 23, 1989	EXAMINERS AMENDMENT MAILED	
Dec. 05, 1988	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Jul. 06, 1988	NON-FINAL ACTION MAILED	
Jun. 16, 1988	ASSIGNED TO EXAMINER	61751

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Jul. 25, 2009

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	SCANNING ON DEMAND	**Date in Location:**	Sep. 04, 2008

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Proceedings - Click to Load

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If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 1,549,371

United States Patent and Trademark Office

Registered July 25, 1989

TRADEMARK
PRINCIPAL REGISTER

HERSHEY'S KISSES

HERSHEY FOODS CORPORATION (DELAWARE CORPORATION)
100 MANSION ROAD EAST
HERSHEY, PA 17033

FOR: CHOCOLATES, IN CLASS 30 (U.S. CL. 46).

FIRST USE 7-1-1907; IN COMMERCE 7-1-1907.

OWNER OF U.S. REG. NOS. 165,247, 1,236,602 AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "KISSES", APART FROM THE MARK AS SHOWN.

SEC. 2(F).

SER. NO. 721,833, FILED 4-11-1988.

CRAIG D. TAYLOR, EXAMINING ATTORNEY

Trademark Status & Document Retrieval (TSDR)

SEARCH | MULTI-SEARCH

SERIAL_NO | 74307027 | Status | Documents

Status results found

STATUS | DOCUMENTS | Download | Print Preview

Generated on:	This page was generated by TSDR on 2015-03-30 16:35:58 EDT		
Mark:	HERSHEY'S KISSMOBILE		HERSHEY'S KISSMOBILE
US Serial Number:	75304645	**Application Filing Date:**	Jun. 07, 1997
US Registration Number:	2319692	**Registration Date:**	Feb. 15, 2000
Register:	Principal		
Mark Type:	Service Mark		
Status:	The registration has been renewed.		
Status Date:	Jun. 01, 2009		
Publication Date:	Sep. 29, 1998	**Notice of Allowance Date:**	Dec. 22, 1998

Mark Information

Collapse All

Mark Literal Elements:	HERSHEY'S KISSMOBILE
Standard Character Claim:	No
Mark Drawing Type:	1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Goods and Services

Note:
The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For:	charitable fundraising services		
International Class(es):	036 - Primary Class	**U.S Class(es):**	100, 101, 102
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	May 30, 1997	**Use in Commerce:**	May 30, 1997

For:	entertainment and educational services provided in association with a novelty land vehicle, namely, appearances by costumed characters and providing information regarding chocolate products		
International Class(es):	041 - Primary Class	**U.S Class(es):**	100, 101, 107
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	May 30, 1997	**Use in Commerce:**	May 30, 1997

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION

Owner Address: 4860 Robb Street
STE. 204
WHEAT RIDGE, COLORADO 80033
UNITED STATES

Legal Entity Type: CORPORATION | **State or Country Where Organized:** DELAWARE

Attorney/Correspondence Information

Attorney of Record - None

Correspondent

Correspondent Name/Address: LOIS B DUQUETTE
HERSHEY CHOCOLATE & CONFECTIONERY CORP
100 CRYSTAL A DR
HERSHEY, PENNSYLVANIA 17033
UNITED STATES

Phone: 717-534-7436 | **Fax:** 717-534-7549

Correspondent e-mail: lduquette@hersheys.com | **Correspondent e-mail Authorized:** Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jun. 01, 2009	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	59136
Jun. 01, 2009	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
May 28, 2009	ASSIGNED TO PARALEGAL	59136
May 21, 2009	TEAS SECTION 8 & 9 RECEIVED	
May 12, 2006	CASE FILE IN TICRS	
Oct. 31, 2005	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Aug. 02, 2005	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Jun. 30, 2005	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	
Jun. 30, 2005	TEAS SECTION 8 & 15 RECEIVED	
Dec. 04, 2002	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Feb. 15, 2000	REGISTERED-PRINCIPAL REGISTER	
Dec. 19, 1999	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Dec. 07, 1999	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Jul. 23, 1999	STATEMENT OF USE PROCESSING COMPLETE	
Mar. 24, 1999	USE AMENDMENT FILED	

Jul. 23, 1999	EXTENSION 1 GRANTED	
Jun. 14, 1999	EXTENSION 1 FILED	
Jun. 03, 1999	NON-FINAL ACTION MAILED	
Jun. 01, 1999	PREVIOUS ALLOWANCE COUNT WITHDRAWN	
May 24, 1999	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
May 18, 1999	ASSIGNED TO EXAMINER	72145
Dec. 22, 1998	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Sep. 29, 1998	PUBLISHED FOR OPPOSITION	
Aug. 28, 1998	NOTICE OF PUBLICATION	
Jul. 09, 1998	APPROVED FOR PUB - PRINCIPAL REGISTER	
May 01, 1998	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Oct. 28, 1997	NON-FINAL ACTION MAILED	
Oct. 23, 1997	ASSIGNED TO EXAMINER	72145
Oct. 17, 1997	ASSIGNED TO EXAMINER	60792

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Feb. 15, 2010

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	POST REGISTRATION	**Date in Location:**	Jun. 01, 2009

Assignment Abstract Of Title Information - Click to Load

Proceedings - Click to Load

Download Adobe Reader

If you are the applicant or the applicant's attorney and have questions about this file, please contact the Trademark Assistance Center

Int. Cls.: 36 and 41

Prior U.S. Cls.: 100, 101, 102, and 107

Reg. No. 2,319,692

United States Patent and Trademark Office

Registered Feb. 15, 2000

SERVICE MARK
PRINCIPAL REGISTER

HERSHEY'S KISSMOBILE

HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION (DELAWARE CORPORATION)
5060 WARD ROAD, INTELLECTUAL PROPERTY DEPARTMENT
WHEAT RIDGE, CO 80033 BY MERGER; BY MERGER HOMESTEAD, INC. (DELAWARE CORPORATION) NEWARK, DE 19713

FOR: CHARITABLE FUNDRAISING SERVICES, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 5-30-1997; IN COMMERCE 5-30-1997.

FOR: ENTERTAINMENT AND EDUCATIONAL SERVICES PROVIDED IN ASSOCIATION WITH A NOVELTY LAND VEHICLE, NAMELY, APPEARANCES BY COSTUMED CHARACTERS AND PROVIDING INFORMATION REGARDING CHOCOLATE PRODUCTS, IN CLASS 41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 5-30-1997; IN COMMERCE 5-30-1997.

SN 75-304,645, FILED 6-7-1997.

ANGELA BISHOP WILSON, EXAMINING ATTORNEY

Exhibit 16

English/Español

Track your impact

Hunger in America How You Can Help About Our Program Participating Brands Sign In

Meet the #facesbehindhunger

Get to know the helping hands behind the fight to end child hunger through stories of volunteers on the front lines.

Get the Latest

1 CODE = 1 MEAL*

Submit

| FAQs

Our Goal: 3 Million Meals

for hungry children in the United States

150,882

meals donated so far this year.

Where Will You Find the Code?

Look for codes on packages of ConAgra Foods favorites marked with the red pushpin.

Scroll to see which brands are participating.

See All Brands

Hunger in America

MORE THAN

1 IN 5 CHILDREN,

20% OF HOUSEHOLDS WITH CHILDREN ARE FOOD INSECURE

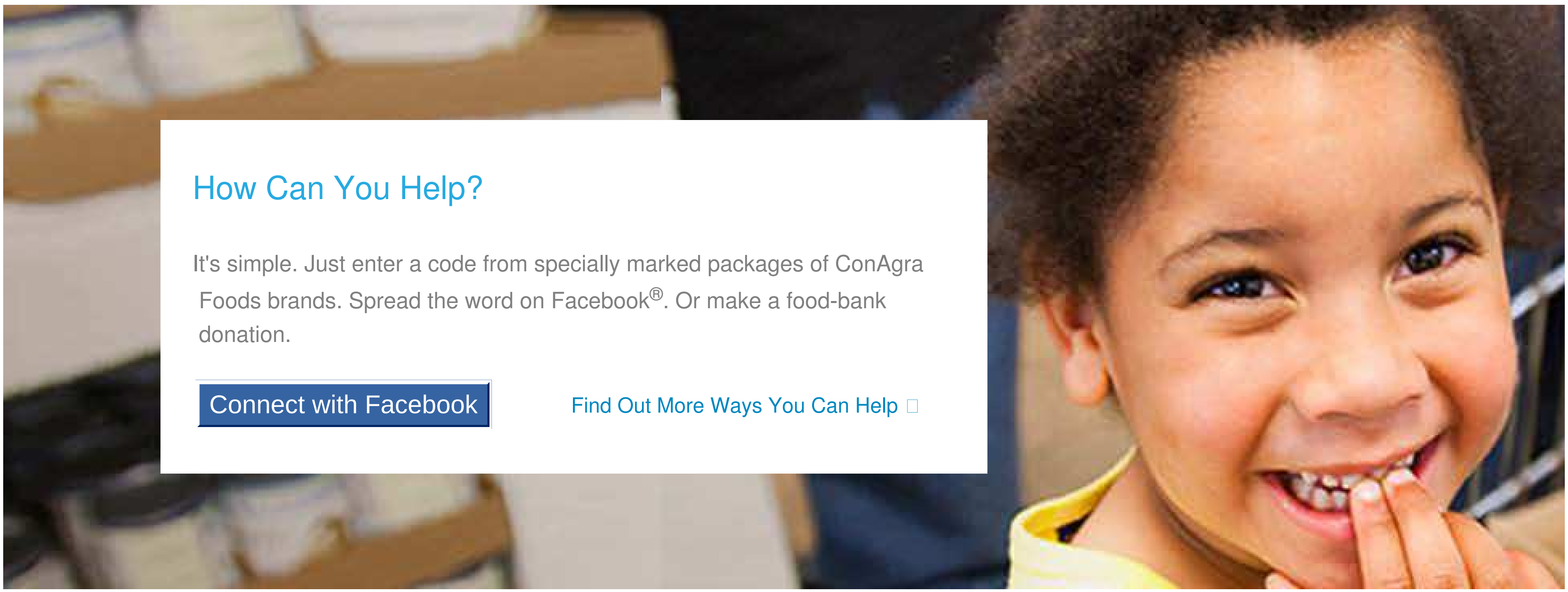
INCLUDING 1 IN 4 LATINO KIDS,

IN THE U.S. ARE LIVING

FOOD INSECURITY EXISTS EVERYWHERE, CHILDREN ARE AT HIGHER RISK.

These statistics** from Feeding America just begin to tell the story. Explore our interactive map to find out more about food insecurity in the United States—and in your community.

Take a Closer Look



How Can You Help?

It's simple. Just enter a code from specially marked packages of ConAgra Foods brands. Spread the word on Facebook®. Or make a food-bank donation.

Connect with Facebook

Find Out More Ways You Can Help

®

Child Hunger Ends Here : How It Makes a Difference

Learn more about our mission, ConAgra Foods' partnership with Feeding America, and how we all help give hope to the hungry, one child at a time.

Learn More About Child Hunger Ends Here

ConAgra Foods: Our Commitment

At ConAgra Foods, we believe we have a responsibility to give back to the communities we serve.

Learn More About Our Commitment

Spread the Word

Share your commitment to the movement, and encourage your friends to help end child hunger. It's simple!

* For every 8-digit code from participating products entered by 1/7/16, ConAgra Foods® will donate 10¢, the cost for Feeding America® to provide one meal through its network of local foodbanks. Maximum: 3 million meals. Guaranteed minimum donation: 1.5 million meals ($150,000). Limit 5 code entries per person/computer each day. Valid in the United States only.

** USDA ERS, Household Food Security in the U.S. 2012, (Sept. 2013)

FeedingAmerica.org | **ConAgra Foods** | **Privacy Policy** | **Legal Policy** | **Contact Us** | **Site Map** | **FAQs**

ConAgra Foods: Child Hunger Ends Here {How You Can Help!} #ChildHunger

March 20, 2012 by Sippy Cup Mom — 10 Comments

Did you know that nearly **1 in 5 children** in the United States don't know where their next meal is coming from? As a mother, that hurts my heart. The thought of a child that's just like my son not knowing when he would eat makes me want to jump into action. It could be anyone – take a look around your child's classroom or even your neighborhood. I'm excited to announce that I am a Blog Ambassador for the ConAgra Child Hunger Ends Here Campaign. I can't wait to help bring more awareness to this issue.

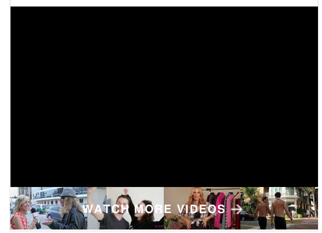
- According to the U.S. Department of Agriculture, food insecurity or the inability to access enough food to live active, healthy lives affects more than 16 million children in the United States.
- Child hunger in our country is a serious problem, but many Americans only associate the issue of hunger with a foreign land. The problem exists here at home and there's never been a better time to get involved.
  - Children don't need to be starving or homeless to struggle with hunger. Many children are simply missing a meal or not eating on a regular basis.

ConAgra Foods is continuing to work towards ending child hunger by joining forces with Feeding America to engage families across the United States and inspire them to get involved. Feeding America and the ConAgra Foods Foundation have collectively donated more than 275 million pounds of food and invested more than $36 million dollars to combat child hunger since 1993.

How You Can Help

Grab your family and go shopping! I headed to the grocery store with my son to search for specially marked

ON THE REEL



ConAgra products that feature a red thumb tack. For each specially marked ConAgra Foods you purchase and register online, you will help buy a meal for a child at your local Feeding America food bank. You'll also get a download of an original song called "Here's Hope" performed by Jewel, Owl City or Jay Sean.

You'll find the following brands participating:

Banquet

Chef Boyardee

Healthy Choice

Hunt's

Marie Callendar's

Manwich

Orville Redenbacher

Peter Pan

Snack Pack

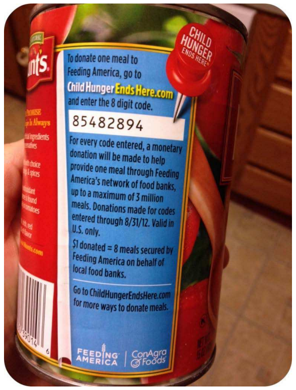
When you're at the grocery store, make sure to look for the packages with the big "Child Hunger Ends Here" thumb tack.

Once you get home, log on to www.ChildHungerEndsHere.com and enter in the 8 digit code found on the back of specially marked packages.

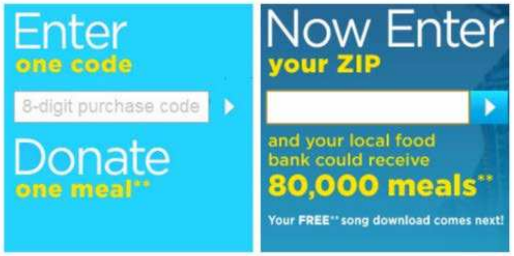
Recipe: Zesty Italian Crockpot Cheesy Chicken

Creative Ways to Display Kid's Artwork

DIY: Colored Glass Mason Jars



Once you enter in your code, you'll be able to enter your zip code and see how many codes {and meals!} have been redeemed and donated to Feeding America.



I was able to see how many codes have been redeemed in the St. Louis area.

Then, you can download the song "Here's Hope" performed by Jewel, Owl City or Jay Sean – your choice! The more codes that you redeem, the more exclusive content you'll be able to access.

It's just that easy – make sure to buy the specially marked packages of ConAgra foods and you're helping to make sure one less child goes to sleep hungry.

Stay connected with ConAgra and the Child Hunger Ends Here program! Follow ConAgra on Twitter and like ConAgra on Facebook.

Disclosure: I am a brand ambassador for the Child Hunger Ends Here campaign and have been compensated for my participation. All thoughts and opinions are my own.

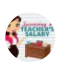
Sharing is caring!

8 42

You and 42 others like this.42 people like this. Be the first of your friends.

Filed Under: Brand Ambassador, Do Good

COMMENTS



Crystal @ Surviving a Teacher's Salary says
March 20, 2012 at 9:39 am

I'm thrilled to see that ConAgra is participating in this! Hunger is a huge issue here in the US & I love when large corporations step up & help out! Awesome!

Reply

Becca @ Mama B says
March 20, 2012 at 9:40 am

This is a great program. Looking at the list of participating brands, I see several that we buy on a regular basis. I am definitely going to start looking for and entering the codes!

Reply

Samantha @ Lillian McKay says
March 20, 2012 at 9:41 am

We buy a lot of these brands Ill have to keep a look out for those labels so we can help out!

Reply

Caryn B says
March 20, 2012 at 12:27 pm

I love that they're giving back

Reply

Susie B. Homemaker says
March 20, 2012 at 12:57 pm

This is great! I will definitely be looking for the red thumb tack when my kids and I go shopping.

Reply

Shairbearg says
March 20, 2012 at 1:07 pm

That is a great program! I love that these companies are finding creative ways to get their messages out there, and an easy way for us to help out. AARP supports fighting against senior's hunger by advertising on a Nascar car, and they have gotten many donations from having fans call in and donate b/c the number is on the car.

Reply

Carrie with Children says
March 20, 2012 at 1:22 pm

This sounds like a fantastic program! I love how simple it is to enter the codes and donate. Such an easy way to help the community!

Reply

Aly says
March 20, 2012 at 8:29 pm

That is such a neat program! Those are brands that we usually buy too, so I'll definitely be on the lookout for these specially marked products so that I can help the cause too!

Reply

judy says
March 18, 2013 at 9:55 pm

where do i put in the code?

Reply

TONY-TAT2 says
April 21, 2013 at 7:18 am

I eat a lot of Banquet TV dinners,I should of started punchen in the codes sooner.
I will from now on.Hope this will fed some hungry child.
Thanks Banquet ! Thumbs up !

Reply

Leave a Reply

Your email address will not be published. Required fields are marked *

NAME *

EMAIL *

WEBSITE

COMMENT

Post Comment

NOTIFY ME OF FOLLOW-UP COMMENTS BY EMAIL.

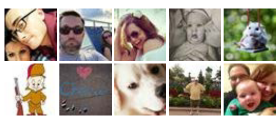
NOTIFY ME OF NEW POSTS BY EMAIL.

SIPPY CUP MOM ON FACEBOOK

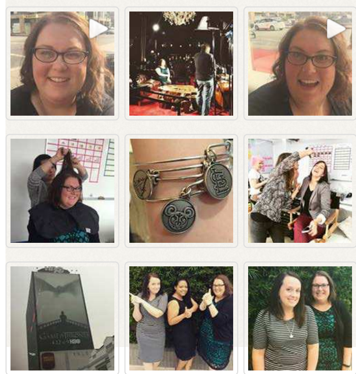
Sippy Cup Mom

You like this.

You and 13,374 others like Sippy Cup Mom.13,374 people like Sippy Cup Mom.



INSTAGRAM



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Share the colors of spring

Enjoy HERSHEY'S KISSES
Vanilla Creme Candies

See More Seasonal Items

KISSES TV!

View Commercials

JOIN US ON FACEBOOK!

2.3m

4 hours ago
The hunt is on.

Everything's

Easy, Breezy
Easter Crafts

Make Pinwheel Party Favors

Coming Up Blossoms

Get Our Best KISSES

Blossoms Recipes

Likes: 1433 | Comments: 40

Monday

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and of course
Sherm's Wall of Values!

OUR CUSTOMER SERVICE CENTER HAS:
Money Orders, Stamps, Utility Payment Drop box, Lottery, Birthday/Assorted Balloons Phone Cards and Coin Star.
We also have gift cards available at all registers.

We accept Debit/Credit, Oregon Trail Cards, WIC and California Advantage Cards.

We Feature

CHAIRMAN'S RESERVE
CERTIFIED PREMIUM Beef ™

When you want Natural Foods

Food 4 Less is the place to go.

We have the largest selection of Organic and Natural Foods in the area at the best overall prices.

- Supplements
- Gluten Free
- Dairy Free
- Wheat free
- Organic Dairy
- Organic Frozen
- Vegetarian
- Homeopathic
- Etc.

If we don't have it, we can probably order it.

Customer Suggestions are always Welcome

VIDEO

VIDEO

VIDEO

VIDEO

My Store: No Store Selected | Select Store | Find a Store

What are you looking for today?

No Account?
Register

Departments ▶ | Savings ▶ | Order Online ▶ | Explore ▶ | Community ▶

Host a Delicious Easter Brunch

Get inspired with some tried-and-true recipes for Easter, from brunch classics to sweet treat

View Recipes

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Build your shopping list online.

Account
View your fuel points and more.

Gift Card Mall
Browse the Gift Card Mall online.

Store Finder
Find a store near you.

Digital Coupons
Load coupons to your card.

Weekly Ad | Coupons

View All Weekly Ads

View Your Weekly Specials

Browse our online ad to see great weekly specials for your local store.

Get Started

Try Great Recipes from Simple Truth®!

Cook up something fresh and simple with one of these recipes featuring Simple Truth® and Simple Truth Organic® items.

View Recipes

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Gift Card Mall
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Kellogg's® Corn Flakes
The Original & Best™

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Putting Children First

GRANTEES
GRANTSEEKERS

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Who We Are | Grants

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Apply for a Grant

Our Work in Place

Detroit

As Detroit enters a new chapter, its resurgence is being driven by a diverse group of entrepreneurs, community leaders and organizations dedicated to ensuring a sustainable Detroit for generations to come. The W.K. Kellogg Foundation strives to identify and support community-led solutions and align our work with community partners, providing education, career training and support services to put Detroit families on a pathway to success.

Learn more about our work

Find grants

Detroit Development Fund helps Detroit's small

Detroit Food & Fitness Collaborative shows the

Detroit Regional Workforce Fund offers job training to

ProsperUS Detroit aids in helping low-income businesses thrive

opportunities for job creation in Detroit's food sector

address skills gap in Detroit

entrepreneurs thrive in neighborhoods of Detroit

News & Events

Statement of Support: Maintenance of Native languages and cultures is essential for the well-being of children

Racial Equity

March 17, 2015

Dr. Gail C. Christopher receives distinguished Terrance Keenan Leadership Award

WKKF Headlines

March 5, 2015

Civil rights organizations stand with Arab and Muslim communities in wake of Chapel Hill shootings

Racial Equity

Feb. 17, 2015

More

W.K.
KELLOGG
FOUNDATION®

A Partner With Communities Where Children Come First

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WHAT WE DO

WHO WE ARE

GRANTS

NEWS & MEDIA

FAQ/GLOSSARY

RESOURCE DIRECTORY

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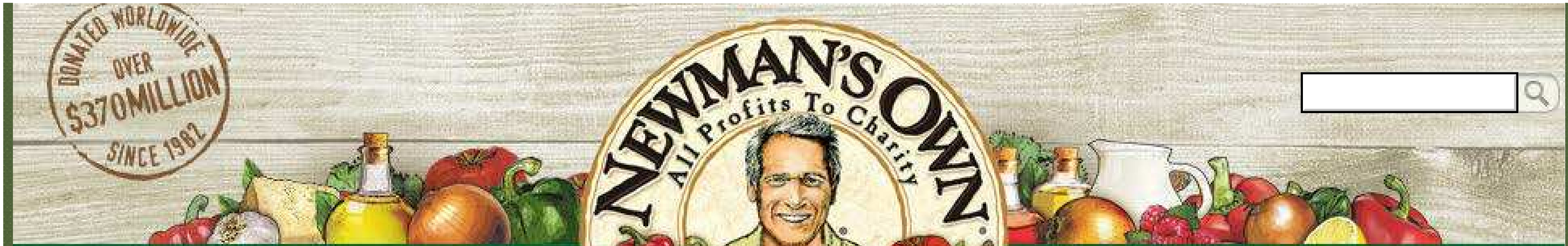
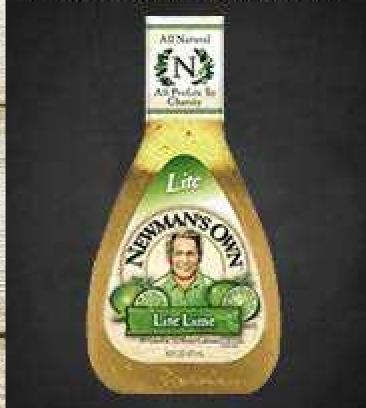


FEATURED PRODUCT



Popcorn

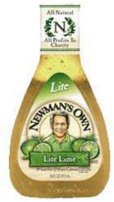
Dressing

Salsa

Sauce

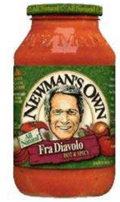
Cereal

Hot Products



Lite Lime Vinaigrette

Item Size: 16 oz
Price: $9.73 (pack of 2)



Fra Diavolo Sauce

Item Size: 23.5 oz
Price: $6.99 (pack of 2)

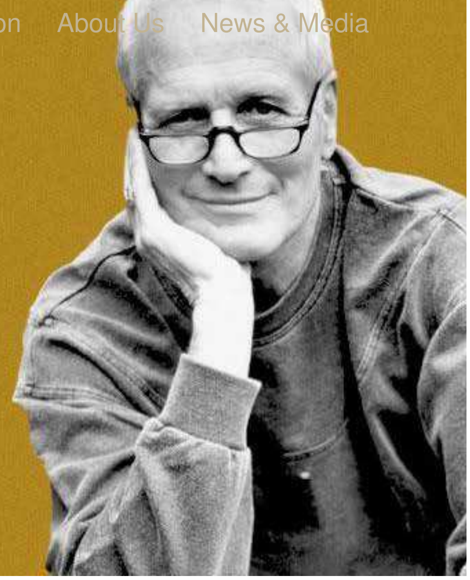
NEWMAN'S OWN FOUNDATION

What We Support | Find Inspiration | Take Action | About Us | News & Media

RECOGNIZING PAUL'S LEGACY

On what would have been his 90th birthday

January 26, 1925 – September 26, 2008



Using the power of philanthropy to transform lives

Newman's Own Foundation is all about supporting people doing great things. Their stories inspire us. We hope they do the same for you. Learn more about how and why the Foundation gives all profits

Get Inspired >

Philanthropy is...

Love for Humankind and the Practice of Charity

Volunteering at a camp for children.

prev next

Support
Ways to help our grantees

Volunteer
How to get involved

Share
Your stories of doing good

Make Changes
Living philanthropy

"Let's Give It All Away"

An Interactive Timeline

Exhibit 17

New Ad Posted Online Every Wednesday at www.pechin.com

PECHIN SUPER FOODS MARKET

1291786

PRICES EFFECTIVE 1-29-09 TO 2-4-09. HOURS: MON-SAT 7 AM - 10 PM SUNDAY 8 AM - 9 PM

Your "Sixburg" Party Supplies Headquarters!"

FRESH CUT BONELESS **DELMONICO STEAK**

$4.96

FRESH **GROUND BEEF** 80% LEAN

$1.96 LB.

SIMMONS **PARTY WINGS** 5 LB. BAG

$6.96 EA.

FRESH CUT **PORK SPARE RIBS** $1.86 LB.

SUPERIOR'S **BACON** 1 LB. PK. 2/$3.96

HILLSHIRE **KIELBASA** 3 LB. $5.86 EA.

SNOWFLOSS KRAUT 2 LB. BAG 96¢ EA.

UNCLE CHARLEY'S **SAUSAGE GRILLERS** 18 OZ.

2/$6.00

BALL PARK **ALL MEAT FRANKS** $1.96 1-LB.

SUGARDALE **HOT DOGS** 3-LBS. $2.96

FROZEN **DIGIORNO PIZZA** 12 INCH ASSORTED VARIETIES WHILE SUPPLIES LAST $3.96 EA.

OLD EL PASO **TACO SHELLS** HARD OR SOFT 12 CT. 7.4 OZ. **FLOUR TORTILLA** 6 OR 8 INCH 12 COUNT $1.16 EA.

LAY'S **POTATO CHIPS** 11 OZ.

$1.86

DELI

WILSON VIRGINIA BAKED HAM	$2.86 LB.
WILLOW BROOK SMOKED TURKEY BREAST	$1.96 LB.
DELALLO LONGHORN CHEESE	$2.96 LB.
DELALLO HOT PEPPER CHEESE	$2.86 LB.
PRICE'S PIMENTO CHEESE SPREAD	$3.66 LB.
RESER'S POTATO SALAD	$1.16 LB.

CALL OR VISIT OUR DELI TO ORDER YOUR GAME DAY PARTY TRAYS!

STROEHMANN **D'ITALIANO STEAK ROLLS** 8 CT. 15 OZ. $1.66 56 OZ.

SEAFOOD

WHOLEY'S IQF COOKED **SHRIMP** 2 LB. BAG 31 TO 40 CT.

$8.96 PER BAG

STROEHMANN **HOT DOG OR HAMBURGER BUNS** 8 CT. 86¢ EA.

OLD EL PASO **FAJITA, BURRITO & TACO DINNERS** 10.35 OZ. - 15.5 OZ.

2/$4.00

WISE **POTATO CHIPS** 18 OZ.

2/$5.00

FRESH PRODUCE

CALIFORNIA HAAS AVOCADOS	67¢ EA.
APPLES GRANNY SMITH, RED DELICIOUS, GOLDEN DELICIOUS & ROME 3 LB. BAG	$1.66 EA.
BAGGED LEMONS 2 LB.	$1.66 EA.
PEELED BABY CARROTS 1 LB. BAG	96¢ EA.
XLG VINE RIPE TOMATOES	66¢ LB.
FRESH STRAWBERRIES 1 LB.	2/$3.00
RUSSET POTATOES 10 LB. BAG	$2.66 EA.
FRESH EXPRESS GARDEN SALAD 12 OZ. BAG	96¢

EL RESTAURANTE **TORTILLA CHIPS** 2/$4.00 13.5 OZ.

ACT II **MICROWAVE POPCORN** 99¢ 3 CT.

OLD EL PASO **SALSA** 16 OZ. 2/$3.00

HUNT'S **MANWICH** 15.9 OZ. 97¢ EA. ASSORTED VARIETIES

HAGAN PREMIUM ICE CREAM 48 OZ. 4/$10
CRUNCH BARS 6 PK. 3/$4
ICE CREAM BARS 12 PK. 2/$5

FROZEN **AUNT HELENA PIEROGIES** 13 OZ. BAG OR **GIA RUSSA GNOCCHI** 16 OZ. BAG $1.16

CAMPBELL'S **CHUNKY CHILI** 15-19 OZ.

$1.39 EA. ASSORTED VARIETIES

NABISCO **SNACK CRACKERS** 7-9 OZ. OR **RITZ CRACKERS** 14.9 OZ. 2/$4.00 ASSORTED VARIETIES

UNITED DAIRY **ONION DIP** 16 OZ. $1.46 EA.

SOUR CREAM 16 OZ. $1.46 EA.

VLASIC **KOSHER DILL** OR **BREAD AND BUTTER** STACKERS 16 OZ. 2/$4.00

FROZEN **POPPERS** MOZZARELLA STICKS JALAPENO CREAM CHEESE JALAPENO & CHEESE OR CHEDDAR CHEESE 8 OZ. 2/$5.00 BAG

OUR FAMILY **GARLIC TOAST** 12 OZ. **BREAD STICKS** 10 OZ. OR **GARLIC BREAD** 16 OZ. 2/$3.00

GIA RUSSA **PIZZA SAUCE** 76¢ EA. 15 OZ.

LA CHOY BI-PACK BEEF, CHICKEN, BEEF PEPPERS 2/$6.00 42 OZ.

J&J **PRETZELS** REG, SOFT STIK, PIZZA, PEPPER JACK OR CHEDDAR 9-13 OZ. 2/$3.96

SEALTEST **ORANGE JUICE** 1 GALLON $2.86 EA.

A&W ROOT BEER, 7-UP, SUNKIST, RC COLA AND MORE 6 PK, .5 LITER BOTTLES

$1.96 EA. NO LIMITS!

PENNSYLVANIA'S OWN **DAY'S** 6 PK 12 OZ. CANS 6/$6.00 NO LIMIT ASSORTED VARIETIES

PEPSI 2 LITERS

96¢ LIMIT 5 PER FAMILY PRIOR AD COUPONS ARE NOT VALID

AQUAFINA BOTTLED WATER 24 PK 16.9 OZ.

$3.96 EA.

FROZEN **TOTINO'S** PIZZA ROLLS 90 CT.

$5.96 EA.

FROZEN **TGI FRIDAY'S SNACKS** 9.5-14 OZ. 2/$5.00 ASSORTED VARIETIES

OPEN 7 DAYS • RTE. 119 AT LAUREL MALL 724-628-6630

WE RESERVE THE RIGHT TO LIMIT QUANTITIES AND TO CORRECT TYPOGRAPHICAL OR PICTORIAL ERRORS. PRICES EXPIRE 2-4-09 AT PECHIN SUPER FOODS MARKET, U.S.D.A. FOOD STAMPS GLADLY ACCEPTED FOR ELIGIBLE FOODS ONLY. ILLUSTRATIONS FOR DESIGN PURPOSES ONLY. BEVERAGE TAX WHERE APPLICABLE. (NO DEALERS ON SALE ITEMS.) SALE ITEMS GOOD ONLY AT STORES LISTED IN THIS AD.

WESTERN UNION & U-HAUL RENTALS AVAILABLE

PECHIN
Home Center

Do it Best Home Centre

136 Schroyers Lane
724-966-8262
OPEN: MON. - FRI. 7:30AM - 4:30PM
SAT. 8AM - 1PM
SUN. CLOSED

Pechin Package Express Now Available for UPS Shipping at Both Locations.

PECHIN
Hardware & Lumber Yard

OPEN: MON. - SAT. 7AM - 9PM
SUN. 8AM - 9PM

We have a full service hardware & lumber yard to serve all of your home improvement needs!

Delivery Available!

Call:
724-628-7362

Pampered Pooch & Boots

COME CHECK IT OUT
WE HAVE ALL OF THE ITEMS YOUR SPECIAL PET NEEDS
WE ALSO HAVE BOOTS - REDWING, ROCKY, WOLVERINE & CAROLINA

Located in the Pechin Plaza nestled streetside in between the Firehouse Restaurant & Pub & Pechin Hot Eats & Ice Cream Treats

Open Monday thru Saturday 9-8, Sunday 9-5

PECHIN Firehouse
Restaurant & Catering Co.
311 LAUREL DRIVE
CONNELLSVILLE, PA 15425
CLOSED MONDAYS • TUES. - SAT. 11AM - 10PM • SUNDAY 9:30AM - 6PM

724-626-0140

We have launched a new menu featuring some new items and some old favorites!
Check it out at www.pechinfirehouserestaurant.com

Join us Tuesday evenings starting at 7pm for Team Trivia!
All day on Tuesdays we offer Beer, Pizza and Wing specials!

BREAKFAST SERVED EVERY SUNDAY 9:30AM - NOON!
EVERY WEDNESDAY IS STEAK NIGHT!
NEW YORK STRIP $11.99 - INCLUDES 2 SIDES!
THURSDAY NIGHT SPECIALS - FRIED CHICKEN, STUFFED PORK CHOPS, EGGPLANT PARMESAN OR CHICKEN PARMESAN!

We offer 5% off one entree for all current Buy Local card holders. One Per visit, per person. Cannot be used towards specials, alcohol or any other offer! We also have a free loyalty program!
Ask your server for details!

PECHIN Floral & Gifts
300 Laurel Dr. Connellsville, PA 15425
Local: 724-628-7263

www.pechinfloral.com

We have a large selection of Toys & Party Goods Arriving Daily!

PECHIN PACKAGE EXPRESS
NOW AVAILABLE!!
for UPS Express Shipping at both Pechin Express in Connellsville & Pechin Home Center in Carmichaels

PECHIN Beverage Distributor
307 LAUREL DRIVE, CONNELLSVILLE, PA 15425
724-628-4774
HOURS: 8:30AM - 9PM DAILY • 12PM - 5PM SUNDAY

ALSO AVAILABLE: ICE, TOBACCO & SNACKS

30 PK. - 12 OZ. CANS Natural Light or Ice $14.29	24 PK. - 12 OZ. CANS Coors Extra Gold $10.69
30 PK. - 12 OZ. CANS Michelob Ultra $20.99	30 PK. - 12 OZ. CANS - REG. OR LIGHT Stoney's $26.99
24 PK. - 12 OZ. NR BTLS. - REG., LIGHT OR BLACK & TAN Yuengling $18.99	24 PK. - 12 OZ. NR BTLS. Mike's Variety Pack $24.99

SALE STARTS THURSDAY JAN. 22 THRU JAN. 28

In-Store Butchers Cutting Fresh Meats Daily!

PECHIN
Super Foods Market
Pechin.com

Your Low Price Supermarket

8 Minutes From Connellsville - 10 Minutes From Uniontown

Product of U.S.A.
Fresh Cut
Eye of Round Steak or Roast $3.97 lb.

Product of U.S.A. - Ground Daily Fresh Certified Ground Round $3.69 lb.	Product of U.S.A. Fresh Boneless Center Cut Pork Loin Roast $1.99 lb.
Product of U.S.A. Fresh Boneless Skinless Chicken Breast $1.69 lb.	1 lb. Pkg. Our Family Sliced Bacon $2.79
2.5 lb. Bag Buckley Farms IQF Chicken Wings $4.89 bag	1 lb. Bag Wholey Tilapia Fillets $3.99

Ball Park Meat Franks 15 oz. Pkg. $1.89	Breakstone Sour Cream 16 oz. - Reg. or Light $1.59	Chobani Greek Yogurt 5.3 oz. 99¢
YoCrunch Yogurts 6 oz. - Asst. Vars. 2/$1	United Dairy Orange Juice Gallon $2.97	Tampico Fruit Drinks Gallon $1.47
Stroehmann D'Italiano Plain Bread 20 oz. $1.39	Mrs. Paul's Crispy Fish Fillets or Breaded Fish Sticks 19 oz. Fillets or 24.6 oz. Sticks $2.99	Van De Kamp's Fish 14-24.6 oz. - Asst. Vars. $2.99
Poppy's Pierogies 13 oz. Bag 99¢	Marzetti Pourable Salad Dressings 16 oz. - Asst. Vars. $1.69	Lipton Tea Bags 100 Ct. $2.99

THURS. JAN.	FRI. JAN.	SAT. JAN.	SUN. JAN.	MON. JAN.	TUES. JAN.	WED. JAN.
22	23	24	25	26	27	28

WE RESERVE THE RIGHT TO LIMIT QUANTITIES, AND TO CORRECT TYPOGRAPHICAL AND PICTORIAL ERRORS.

VISA DISCOVER CARD MasterCard

OPEN 7 DAYS
Route 119 at Laurel Mall
OPEN MONDAY THOUGH SATURDAY 7AM - 9PM
SUNDAY 8AM - 9PM
724-628-6630

REDBOX RENTALS $1.20 PER NIGHT!

U-HAUL AUTHORIZED DEALER RENTALS AVAILABLE

Grocery Specials!

4.5-5.7 oz.
Knorr Pasta Sides
97¢

14.5-24 oz. - Select Vars.
Prego Pasta Sauce
$1.59

10.75 oz.
Campbell's Chicken Noodle or Tomato Soup
73¢

4.7-6.9 oz.
Rice A Roni or Pasta Roni
89¢

46 oz. - Select Vars.
V8 Vegetable Juice
$1.99

12 Pk. Double Rolls or 24 Pk. Reg. Rolls
Angel Soft Bath Tissue
$4.99

6 Pk. Big Rolls or 8 Pk. Reg. Rolls
Sparkle Paper Towels
$4.99

Fresh Deli!

FRESH DELI SLICED
Wilson's Virginia Baked Ham
$3.99 LB.

FRESH DELI SLICED
Amish Roast or Corned Beef
$4.99 LB.

FRESH DELI SLICED
Golden Delight Turkey Breast
$1.99 LB.

FRESH DELI SLICED
DeLallo Yellow American Cheese
$3.69 LB.

FRESH DELI SLICED
DeLallo Mini Colby, Colby Jack or Pepperjack Cheese
$3.69 LB.

Fresh Produce

1 LB. PKG.
Fresh Strawberries
$1.99

GREEN OR RED
Seedless Grapes
$1.97 LB.

5 LB. BAG
Texas Red Grapefruit
$1.99

Jumbo Green Peppers
97¢ LB.

Fancy Eggplant
89¢ LB.

EXTRA LARGE
Slicing Tomatoes
99¢ LB.

California Celery
97¢ STK.

2 LB. BAG
Bolthouse Carrots
99¢

12 OZ.
Fresh Express Garden Salad
99¢

5 LB. BAG
Green Giant Red Potatoes
$1.79

Fresh Bakery

Fresh Baked
Double Layer Cakes
$8.39

COKE PRODUCTS

Coke 2 Liters
ASST. VARS.
4/$5

Vitamin Water
6 PK. - 16.9 OZ. BTLS OR 8 PK. - 12 OZ. BTLS.
$3.99

Coke 6 Packs
16.9 OZ. BTLS.
4/$10

Gold Peak Tea
64 OZ.
$1.77

PEPSI PRODUCTS

Pepsi Cubes
24 PK. - 12 OZ. CANS
2/$12

Lipton or Pure Leaf Tea
12 PK LIPTON OR 6 PK. PURE LEAF
2/$9

Pepsi 6 or 8 Packs
24 OZ. BTLS. OR 12 OZ. BTLS.
4/$12

Aquafina Water
24 PK. - 16.9 OZ. BTLS.
3/$10

CATERING!

Picnic/Party Packages • Picnic/Party & Gala Complete Catering Menu • Fried Chicken Package • Fruit & Veggie Trays • Meat & Cheese Trays • Princess Cakes

Catering Information

724-628-6447 or 724-626-0140

Phones are staffed between 8-4:00 pm Monday thru Friday. If you have an emergency please call 724-626-0140 and leave a message someone will call you back as soon as possible.

Thank you for your business.

Our Milk Gallon Retails Are Set at PA State Minimum

3 LB. BAG
Yellow Onions
69¢

3 LB. BAG
California Minneola Tangeloes
$2.59

13.7-13.8 OZ.
Keebler Town House or Club Crackers
$1.89

16" - CHEESE OR PEPPERONI - AT DELI COUNTER
Fresh Baked Pizza
$7.99

18.5-19 OZ. - ALL VARS.
Progresso Soups
10/$10

ENTER TO WIN A $50.00 GIFT CARD!

JUST CLIP AND FILL OUT THIS DRAWING TICKET AND DEPOSIT IT IN STORE. WINNERS DRAWN WEEKLY. MUST BE 18 YEARS OR OLDER. NO PURCHASE NECESSARY. 1 ENTRY PER FAMILY.

Name
Address
City
Zip
Phone
Email

PECHIN SUPERFOODS MARKET

YOUR SAVINGS PROVIDER FOR GENERATIONS

If you wish to contact us by e-mail, fax, phone or letter please contact us at:

Phone: 724-628-6630

Fax: 724-628-7629

Your Name:

E-mail Address:

Subject:

Message:

Send

QUESTIONS OR COMMENTS

Address:
Pechin Superfoods Market
300 Laurel Drive,
Connellsville PA 15425

(Across from the Joseph A. Hardy Connellsville Airport)

Looks like this map needs updating.

Could you contact the site owners and let them know?

Then go to MapQuest.com, type in the address and we'll get you there.

back to results

MARTIN'S #6290

store hours

Sunday	24 hours
Monday	24 hours
Tuesday	24 hours
Wednesday	24 hours
Thursday	24 hours
Friday	24 hours
Saturday	24 hours

800 Vanderbilt Rd
Connellsville, PA 15425
MARTIN'S #6290

store phone
(724) 626-8025

pharmacy phone
(724) 626-7690

pharmacy fax
(724) 626-7856

pharmacy hours

Sunday	9:00A-5:00P
Monday	9:00A-9:00P
Tuesday	9:00A-9:00P
Wednesday	9:00A-9:00P
Thursday	9:00A-9:00P
Friday	9:00A-9:00P
Saturday	9:00A-7:00P

onsite gas station

Map Satellite

Google Terms of Use

directions to:
800 Vanderbilt Rd, Connellsville, PA 15425

from:

starting address

get directions

store features

- Pharmacy
- Gas Station
- 24 hrs.

- Blue Rhino
- Coinstar
- Corner Bakery
- Delicatessen
- Easy Scan
- Floral
- Flu Vaccination
- Fresh Produce
- Great Entertaining
- Hallmark Cards
- MARTIN'S Gasoline
- MARTIN'S Pharmacy
- Meat
- RedBox
- Seafood

Exhibit 18

NASH FINCH COMPANY

2012 ANNUAL REPORT





SERVING
INDEPENDENT RETAILERS AND MILITARY HEROES.

Nash Finch Company

Index

Nash Finch Company

PART I

Throughout this report, we refer to Nash-Finch Company, together with its subsidiaries, as “we,” “us,” “Nash Finch” or “the Company.”

Forward-Looking Information

This report, including the information that is or will be incorporated by reference into this report, contains forward-looking statements that relate to trends and events that may affect our future financial position and operating results. Such statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The statements in this report that are not historical in nature, particularly those that use terms such as "may," "will," "should," "likely," "expect," "anticipate," "estimate," "believe" or "plan," or comparable terminology, are forward-looking statements based on current expectations and assumptions, and entail various risks and uncertainties that could cause actual results to differ materially from those expressed in such forward-looking statements. Important factors known to us that could cause material differences include the following:

- the effect of traditional and alternative format competition on our food distribution, military and retail businesses;
- general sensitivity to economic conditions, including the uncertainty related to the current state of the economy in the U.S. and worldwide economic slowdown; disruptions to the credit and financial markets in the U.S. and worldwide; changes in market interest rates; continued volatility in energy prices and food commodities;
- macroeconomic and geopolitical events affecting commerce generally;
- changes in consumer buying and spending patterns including a shift to non-traditional retail channels;
- our ability to identify and execute plans to expand our food distribution, military and retail operations;
- possible changes in the military commissary system, including those stemming from the redeployment of forces, congressional action, changes in funding levels, or the effects of mandated reductions in or sequestration of government expenditures;
- our ability to identify and execute plans to maintain the competitive position of our retail operations;
- the success or failure of strategic plans, new business ventures or initiatives;
- our ability to successfully integrate and manage current or future businesses we acquire, including the ability to manage credit risks and retain the customers of those operations;
- changes in credit risk from financial accommodations extended to new or existing customers;
- significant changes in the nature of vendor promotional programs and the allocation of funds among the programs;
- limitations on financial and operating flexibility due to debt levels and debt instrument covenants and ability to access capital to support capital spending and growth opportunities;
- legal, governmental, legislative or administrative proceedings, disputes, or actions that result in adverse outcomes;
- our ability to identify and remediate any material weakness in our internal controls that could affect our ability to detect and prevent fraud, expose us to litigation, or prepare financial statements and reports in a timely manner;
- changes in accounting standards;
- technology failures that may have a material adverse effect on our business;
- severe weather and natural disasters that may impact our supply chain;
- unionization of a significant portion of our workforce;
- costs related to a multi-employer pension plan which has liabilities in excess of plan assets;
- changes in health care, pension and wage costs and labor relations issues;
- product liability claims, including claims concerning food and prepared food products;
- threats or potential threats to security;
- unanticipated problems with product procurement; and
- maintaining our reputation and corporate image.

A more detailed discussion of many of these factors is contained in Part I, Item 1A, “Risk Factors,” of this report on Form 10-K. You should carefully consider each of these factors and all of the other information in this report. We undertake no obligation to revise or update publicly any forward-looking statements. You are advised, however, to consult any future disclosures we make on related subjects in future reports to the Securities and Exchange Commission ("SEC").

ITEM 1. *BUSINESS*

Overview

Originally established in 1885 and incorporated in 1921, we are the largest food distributor serving military commissaries and exchanges in the United States, in terms of revenue. Our core businesses include distributing food to military commissaries and independent grocery retailers and distributing to and operating our corporate-owned retail stores. Our sales in fiscal 2012 were approximately $4.8 billion. Our business currently consists of three primary operating segments: Military Food Distribution ("Military"), Food Distribution and Retail. Financial information about our business segments for the three most recent fiscal years is contained in Part II, Item 8 of this report under Note (18) – "Segment Information" in the Notes to Consolidated Financial Statements.

Our strategic plan is built upon extensive knowledge of current industry, consumer and market trends, and is formulated to differentiate the Company. The strategic plan includes long-term initiatives to increase revenues and earnings, improve productivity and cost efficiencies of our Military, Food Distribution and Retail business segments, and leverage our corporate support services. The Company has strategic initiatives to improve working capital, manage debt, and increase shareholder value through capital expenditures with acceptable returns on investment. Several important elements of the strategic plan include:

- Supply chain services focused on supporting our business segments with warehouse management, inbound and outbound transportation management and customized solutions for each business segment;
- Growing the Military segment through acquisition and expansion of our distribution network, as well as creating warehousing and transportation cost efficiencies;
- Providing our independent retail customers with a high level of order fulfillment, broad product selection including leveraging the *Our Family*® and *Nash Brothers Trading Company*™ brands, support services emphasizing best-in-class offerings in marketing, advertising, merchandising, store design and construction, market research, retail store support, retail pricing and license agreement opportunities; and
- Retail formats designed to appeal to the needs of today's consumers.

During fiscal 2012, we continued expansion activities associated with our Military business, including the integration of our new facility in Oklahoma City, Oklahoma into our distribution network during the first quarter of 2012, as well as transferring the operations of our Military distribution center in Jessup, Maryland to a larger facility in Landover, Maryland during the third quarter of 2012. We also expanded our Retail segment, with the acquisition of twelve Bag 'N Save® supermarkets located in Omaha and York, Nebraska during the second quarter of 2012, and the acquisition of eighteen No Frills® supermarkets located in Nebraska and western Iowa during the third quarter of 2012.

Additional description of our business is found in Part II, Item 7 of this report.

Military Segment

Our Military segment sells and distributes grocery products primarily to U.S. military commissaries and exchanges. We are the largest distributor, by revenue, in this market. On December 1, 2009, we purchased a facility in Columbus, Georgia, which began servicing military commissaries and exchanges in the third quarter of fiscal 2010. During the third quarter of fiscal 2010, we purchased a facility in Bloomington, Indiana and two adjacent facilities in Oklahoma City, Oklahoma for expansion of our Military business. The Bloomington, Indiana facility became operational during the fourth quarter of fiscal 2010, while the renovated Oklahoma City, Oklahoma facility became operational during the first quarter of fiscal 2012. During the third quarter of fiscal 2012, we transferred the operations of our Military distribution center in Jessup, Maryland to a larger facility in Landover, Maryland.

The products we distribute are delivered to 174 military commissaries and over 400 exchanges located in 37 states across the United States and the District of Columbia, Europe, Puerto Rico, Cuba, the Azores, Egypt and Bahrain. Our distribution centers are strategically located among the largest concentration of military bases in the areas we serve and near Atlantic ports used to ship grocery products to overseas commissaries and exchanges. Our Military segment has an outstanding reputation as a distributor focused on U.S. military commissaries and exchanges, based in large measure on our excellent service metrics, which include fill rate, on-time delivery and shipping accuracy.

The Defense Commissary Agency, also known as DeCA, operates a chain of commissaries on U.S. military installations throughout the world. DeCA contracts with manufacturers to obtain grocery and related products for the commissary system. Manufacturers either deliver the products to the commissaries themselves or, more commonly, contract with distributors such as us to deliver the products. Manufacturers must authorize the distributors as their official representatives to DeCA, and the distributors must adhere to DeCA's frequent delivery system procedures governing matters such as product identification, ordering and processing, information exchange and resolution of discrepancies. We obtain distribution contracts with manufacturers through competitive bidding processes and direct negotiations.

We have approximately 600 distribution contracts with manufacturers that supply products to the DeCA commissary system and various exchange systems. These contracts generally have an indefinite term, but may be terminated by either party without cause upon 30 days prior written notice to the other party. The contracts typically specify the commissaries and exchanges we are to supply on behalf of the manufacturer, the manufacturer's products to be supplied, service and delivery requirements and pricing and payment terms. Our ten largest manufacturer customers represented approximately 39% of the Military segment's fiscal 2012 sales.

As commissaries need to be restocked, DeCA identifies each manufacturer with which an order is to be placed for additional products, determines which distributor is the manufacturer's official representative for a particular commissary or exchange location, and places a product order with that distributor under the auspices of DeCA's master contract with the applicable manufacturer. The distributor selects that product from its existing inventory, delivers it to the commissary or commissaries designated by DeCA, and bills the manufacturer for the product shipped. The manufacturer then bills DeCA under the terms of its master contract. Overseas commissaries are serviced in a similar fashion, except that a distributor's responsibility is to deliver products as and when needed to the port designated by DeCA, which in turn bears the responsibility for shipping the product to the applicable commissary or overseas warehouse.

After we ship a particular manufacturer's products to commissaries in response to an order from DeCA, we invoice the manufacturer for the product price plus a service and or drayage fee that is typically based on a percentage of the purchase price, but may in some cases be based on a dollar amount per case or pound of product sold. Our order handling and invoicing activities are facilitated by a procurement and billing system developed specifically for the military business, which addresses the unique aspects of its business, and provides our manufacturer customers with a web-based, interactive means of accessing critical order, inventory and delivery information.

Food Distribution Segment

Our Food Distribution segment sells and distributes a wide variety of nationally branded and private label grocery products and perishable food products from 13 distribution centers to approximately 1,500 independent retail locations and corporate-owned retail stores located in 31 states across the United States. Our customers are relatively diverse with the largest customer, excluding our corporate-owned stores, consisting of a consortium of stores representing 6.4%, and the next largest customer representing 5.0% of our fiscal 2012 food distribution sales. No other customer represents greater than 5.0% of our food distribution business. Our ten largest independent customers represented approximately 37% of the Food Distribution segment's fiscal 2012 sales.

Our distribution centers are strategically located to efficiently serve our independent customers and our corporate-owned stores. The distribution centers are equipped with modern materials handling equipment for receiving, storing and shipping merchandise and are designed for high volume operations at low unit costs. We continue to implement operating initiatives to enhance productivity and expand profitability while providing a higher level of service to our distribution customers. Our distribution centers have varying levels of available capacity giving us enough flexibility to service additional customers by leveraging our existing fixed cost base, which can enhance our profitability.

Depending upon the size of the distribution center and the profile of the customers served, our distribution centers typically carry a full line of national brand and private label grocery products and perishable food products. Non-food items and specialty grocery products are distributed from two of our distribution centers located in Bellefontaine, Ohio and Sioux Falls, South Dakota. We currently operate a fleet of tractors and semi-trailers that deliver the majority of our products to our customers.

Our retailers order their inventory at regular intervals through direct linkage with our information systems. Our Food Distribution sales are made on a market price plus fee and freight basis, with the fee based on the type of commodity and quantity purchased. We adjust our selling prices based on the latest market information, and our freight policy contains a fuel surcharge clause that allows us to mitigate the impact of rising fuel costs.

Products

We primarily sell and distribute nationally branded products and a number of unbranded products, principally meat and produce, which we purchase directly from various manufacturers, processors and suppliers or through manufacturers' representatives and brokers. We also sell and distribute high quality private label products under the proprietary trademark *Our Family*®, a long-standing brand of Nash Finch that offers an alternative to national brands. In addition, we sell and distribute a premium line of branded products under the *Nash Brothers Trading Company*™ trademark, a lower priced line of private label products under the *Value Choice*® trademark and private label products for two of our independent customer groups. We offer over 3,700 stock-keeping units of competitively priced, high quality grocery products and perishable food products which compete with national branded and other value brand products.

Services

To further strengthen our relationships with our food distribution customers, we offer, either directly or through third parties, a wide variety of support services to help them develop and operate stores, as well as compete more effectively. These services include:

- promotional, advertising and merchandising programs;
- installation of computerized ordering, receiving and scanning systems;
- retail equipment procurement assistance;
- providing contacts for accounting, budgeting and payroll services;
- consumer and market research;
- remodeling and store development services;
- securing existing grocery stores that are for sale or lease in the market areas we serve and occasionally acquiring or leasing existing stores for resale or sublease to these customers; and
- NashNet, which provides supply chain efficiencies through internet services.

As of the end of fiscal 2012 and 2011, 62% and 60% of Food Distribution revenues, respectively, were from customers with whom we had entered into long-term supply agreements or from our corporate-owned retail stores. The length of our long-term supply agreements typically ranges from 5 to 7 years. These agreements also may contain provisions that give us the opportunity to purchase customers' independent retail businesses before being offered to any third party.

We also provide financial assistance to our food distribution customers, primarily in connection with new store development or the upgrading and expansion of existing stores. As of December 29, 2012, we had loans, net of reserves, of $28.3 million outstanding to 42 of our food distribution customers, and had guaranteed outstanding lease obligations of certain food distribution customers in the amount of $1.4 million. We also, in the normal course of business, sublease retail properties and assign retail property leases to third parties. As of December 29, 2012, the present value of our maximum contingent liability exposure, with respect to the subleases and assigned leases was $15.1 million and $8.3 million, respectively.

We distribute products to independent stores that carry the *IGA®*[1] banner and our proprietary *Food Pride®* banner. We encourage our independent customers to join one of these banner groups to receive many of the same marketing programs and procurement efficiencies available to grocery store chains while allowing them to maintain their flexibility and autonomy as independents. To use either of these banners, these independents must comply with applicable program standards. As of December 29, 2012, we served 95 retail stores under the *IGA* banner and 42 retail stores under our *Food Pride* banner.

Retail Segment

Our Retail segment is made up of 75 corporate-owned grocery stores, located primarily in the Upper Midwest, in the states of Colorado, Iowa, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. Our corporate-owned stores principally operate under the *Family Fresh Market®, Sun Mart®, Econofoods®*, *Bag 'N Save®, No Frills®, AVANZA®*, *Family Thrift Center®*, *Pick 'n Save®, Prairie Market™*, *Wholesale Food Outlet™* and *Germantown Fresh Market™* banners. Our stores are typically located close to our distribution centers in order to create certain operating and logistical efficiencies. During the second quarter of 2012, we acquired twelve Bag 'N Save® supermarkets located in Omaha and York, Nebraska. During the third quarter of 2012, we acquired eighteen No Frills® supermarkets located in Nebraska and western Iowa. This expansion of the Retail segment, including the addition of one store in the fourth quarter of 2012, was offset by the sale of two stores since the end of fiscal 2011.

Our grocery stores offer a wide variety of high quality grocery products and services. Many have specialty departments such as fresh meat counters, delicatessens, bakeries, pharmacies, banking services and floral departments. The stores also provide services such as check cashing, fax services and money transfers. We emphasize outstanding customer service and have created our G.R.E.A.T. (Greet, React, Escort, Anticipate and Thank) Customer Service Program to train every associate (employee) on the core elements of providing exceptional customer service. "*The Fresh Place®*" concept within our grocery stores is an umbrella banner that emphasizes our high quality perishable products, such as fresh produce, deli, meats, seafood, baked goods and takeout foods for today's busy consumer.

Competition

Military Segment

We are one of five distributors with annual sales into the DeCA commissary system in excess of $100 million that distributes products via the frequent delivery system. The remaining distributors that supply DeCA tend to be smaller, regional and local providers. In addition, manufacturers contract with others to deliver certain products, such as baking supplies, produce, deli items, soft drinks and snack items, directly to DeCA commissaries and service exchanges. Because of the narrow margins in this industry, it is of critical importance for distributors to achieve economies of scale, which is typically a function of the density or concentration of military bases within the geographic market(s) a distributor serves, and the distributor's share of that market. As a result, no single distributor in this industry, by itself, has a nationwide presence. Rather, distributors tend to concentrate on specific regions, or areas within specific regions, where they can achieve critical mass and utilize warehouse and distribution facilities efficiently. In addition, distributors that operate larger non-military specific distribution businesses tend to compete for DeCA commissary business in areas where such business would enable them to more efficiently utilize the capacity of their existing distribution centers. We believe the principal competitive factors among distributors within this industry are customer service, price, operating efficiencies, reputation with DeCA and location of distribution centers. We believe our competitive position is very strong with respect to all these factors within the geographic areas where we compete.

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[1] IGA®is a registered trademark of IGA, Inc.

Food Distribution Segment

The Food Distribution segment is highly competitive as evidenced by the low margin nature of the business. Success in this segment is measured by the ability to leverage scale in order to gain pricing advantages and operating efficiencies, to provide superior merchandising programs and services to the independent customer base and to use technology to increase distribution efficiencies. We compete with local, regional and national food distributors, as well as with vertically integrated national and regional chains using a variety of formats, including supercenters, supermarkets and warehouse clubs that purchase directly from suppliers and self-distribute products to their stores. We face competition from these companies on the basis of price, quality, variety, availability of products, strength of private label brands, schedules and reliability of deliveries and the range and quality of customer services.

Continuing our quality service by focusing on key metrics such as our on-time delivery rate, fill rate, order accuracy and customer service is essential in maintaining our competitive advantage. During fiscal 2012, our distribution centers had an on-time delivery rate, defined as being within ½ hour of our committed delivery time, of 97.6%; and a fill rate, defined as the percentage of cases shipped relative to the number of cases ordered, of 96.6%. We believe we are an industry leader with respect to these key metrics.

Retail Segment

Our Retail segment is highly competitive. We compete with many organizations of various sizes, ranging from national and regional chains that operate a variety of formats (such as supercenters, supermarkets, extreme value food stores and membership warehouse club stores) to local grocery store chains and privately owned unaffiliated grocery stores. Although our target geographic markets have a relatively low presence of national and multi-regional grocery store chains, we face competition from supercenters and regional chains in most of these markets. Depending upon the market, we compete based on price, quality and assortment, store appeal (including store location and format), sales promotions, advertising, service and convenience. We believe our ability to provide convenience, outstanding perishable execution and exceptional customer service are particularly important factors in achieving competitive success.

Vendor Allowances and Credits

We participate with our vendors in a broad menu of promotions to increase sales of products. These promotions fall into two main categories, off-invoice allowances and performance-based allowances, and are often subject to negotiation with our vendors. In the case of off-invoice allowances, discounts are typically offered by vendors with respect to certain merchandise purchased by us during a specified period of time. We use off-invoice allowances to support a variety of marketing programs such as reduced price offerings for specific time periods, food shows, pallet promotions and private label promotions. The discounts are either reflected directly on the vendor invoice, as a reduction from the normal wholesale prices for merchandise to which the allowance applies, or we are allowed to deduct the allowance as an offset against the vendor's invoice when it is paid.

In the case of performance-based allowances, the allowance or rebate is based on our completion of some specific activity, such as purchasing or selling product during a certain time period. This basic performance requirement may be accompanied by an additional performance requirement such as providing advertising or special in-store promotions, tracking specific shipments of goods to retailers (or to customers in the case of our own retail stores) during a specified period (retail performance allowances), slotting (adding a new item to the system in one or more of our distribution centers) and merchandising a new item, or achieving certain minimum purchase quantities. The billing for these performance-based allowances is normally in the form of a "bill-back" in which case we are invoiced at the regular price with the understanding that we may bill back the vendor for the requisite allowance when the performance is satisfied. We also assess an administrative fee, reflected on the invoices sent to vendors, to recoup our reasonable costs of performing the tasks associated with administering retail performance allowances.

We collectively plan promotions with our vendors and arrive at the amount the respective vendor plans to spend on promotions with us. Each vendor has its own method for determining the amount of promotional funds to be spent with us. In most situations, the vendor allowances are based on units we purchased from the vendor. In other situations, the allowances are based on our past or anticipated purchases and/or the anticipated performance of the planned promotions. Forecasting promotional expenditures is a critical part of our frequently scheduled planning sessions with our vendors. As individual promotions are completed and the associated billing is processed, the vendors track our promotional program execution and spend rate, and discuss the tracking, performance and spend rate with us on a regular basis throughout the year. These communications include discussions with respect to future promotions, product cost, targeted retails and price points, anticipated volume, promotion expenditures, vendor maintenance, billing issues and procedures, new items/discontinued items, and trade spend levels relative to budget per event and per year, as well as the resolution of any issues that arise between the vendor and us. In the future, the nature and menu of promotional programs and the allocation of dollars among them may change as a result of our ongoing negotiations and commercial relationships with our vendors.

Trademarks and Servicemarks

We own or license a number of trademarks, tradenames and servicemarks that relate to our products and services, including those mentioned in this report. We consider our trademarks, tradenames and servicemarks to be of material value to the business conducted by our Food Distribution and Retail segments. These marks include, but are not limited to, *Our Family, Nash Brothers Trading Company, Family Fresh Market, No Frills, Bag 'N Save, Econofoods, and Economart.* We actively defend and enforce our trademarks, tradenames and servicemarks.

Employees

As of December 29, 2012, we employed 8,134 persons, of whom 4,685 were employed on a full-time basis and 3,449 employed on a part-time basis. Of our total number of employees, 463 were represented by unions under collective bargaining agreements (5.7% of all employees) and consisted primarily of warehouse personnel and drivers in our Ohio and Indiana distribution centers. We have 286 employees (3.5% of all employees) who are covered by a collective bargaining agreement that will expire within one year. We consider our employee relations to be good.

Available Information

Our internet website is www.nashfinch.com. The references to our website in this report are inactive references only, and the information on our website is not incorporated by reference in this report. Through the Investor Relations portion of our website and a link to a third-party content provider (under the tab "SEC Filings"), you may access, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. We have also posted on the Investor Relations portion of our website, under the caption "Corporate Governance," our *Code of Business Conduct* that is applicable to all our directors and employees, as well as our *Code of Ethics for Senior Financial Management* that is applicable to our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer/Controller. Any amendment to or waiver from the provisions of either of these Codes that is applicable to any of these three officers will be disclosed on the Investor Relations portion of our website under the "Corporate Governance" caption.

ITEM 1A. *RISK FACTORS*

In addition to the other information in this Form 10-K, you should carefully consider the specific risk factors set forth below in evaluating Nash Finch because any of the following risks could materially affect our business, financial condition, results of operations and future prospects.

We face substantial competition, and our competitors may have added resources, which could place us at a competitive disadvantage and adversely affect our financial performance.

Our businesses are highly competitive and are characterized by high inventory turnover, narrow profit margins and increasing consolidation. Our Food Distribution and Military businesses compete not only with local, regional and national food distributors, but also with vertically integrated national and regional chains that employ a variety of formats, including supercenters, supermarkets and warehouse clubs. Our Retail business, focused in the

Upper Midwest, has historically competed with traditional grocery stores and is increasingly competing with alternative store formats such as supercenters, warehouse clubs, dollar stores and extreme value food stores, as well as non-traditional retailers such as discount stores, pharmacies, and convenience stores.

Some of our Food Distribution and Retail competitors are substantially larger and may have greater financial resources and geographic scope, lower merchandise acquisition costs and lower operating expenses than we do, thereby intensifying price competition at the wholesale and retail levels. Industry consolidation and the expansion of alternative store formats, which have gained and continue to gain market share at the expense of traditional grocery stores, tend to produce even stronger competition for our Retail business and for the independent customers of our Food Distribution business. To the extent our independent customers are acquired by our competitors or are not successful in competing with other retail chains and non-traditional competitors, sales by our Food Distribution business will also be affected. If we fail to effectively implement strategies to respond to these competitive pressures, our operating results could be adversely affected by price reductions, decreased sales or margins, or loss of market share.

The Military segment faces competition from large national and regional food distributors as well as smaller food distributors. Due to the narrow margins in the military food distribution industry, it is of critical importance for distributors to achieve economies of scale, which are typically a function of the density or concentration of military bases in the geographic markets a distributor serves and a distributor's share of that market. As a result, no single distributor in this industry, by itself, has a nationwide presence.

Our businesses are sensitive to economic conditions that impact consumer spending.

Our businesses are sensitive to changes in overall economic conditions that impact consumer spending, including discretionary spending and buying habits. Economic downturns or uncertainty have adversely affected overall demand and intensified price competition, but also have caused consumers to "trade down" by purchasing lower margin items and to make fewer purchases in traditional supermarket channels. Continued negative economic conditions affecting disposable consumer income such as employment levels, business conditions, changes in housing market conditions, the availability of credit, interest rates, volatility in fuel and energy costs, food price inflation or deflation, employment trends in our markets affecting wage and income levels, the impact of natural disasters or acts of terrorism, and other matters affecting consumer spending could cause consumers to shift even more of their spending to lower-priced competitors. General reductions in the level of discretionary spending or continued shifts in consumer discretionary spending to our competitors could adversely affect our growth and profitability.

Disruptions to worldwide financial and credit markets could potentially reduce the availability of liquidity and credit generally necessary to fund a continuation and expansion of global economic activity. A shortage of liquidity and credit in certain markets has the potential to lead to worldwide economic difficulties that could be prolonged. A general slowdown in economic activity caused by an extended period of economic uncertainty could adversely affect our businesses. Difficult financial and economic conditions could also adversely affect our customers’ ability to meet the terms of sale or our suppliers’ ability to fully perform their commitments to us.

Macroeconomic and geopolitical events may adversely affect our customers, access to products, or lead to general cost increases which could negatively impact our results of operations and financial condition.

The impact of events in foreign countries which could result in increased political instability and social unrest and the economic ramifications of significant budget deficits in the United States and changes in policy attributable to them at both the federal and state levels could adversely affect our businesses and customers. Adverse economic or geopolitical events could potentially reduce our access to or increase prices associated with products sourced abroad. Such adverse events could lead to significant increases in the price of the products we procure, fuel and other supplies used in our business, utilities, or taxes that cannot be fully recovered through price increases. In addition, disposable consumer income could be affected by these events, which could have a negative impact on our results of operations and financial condition.

Our businesses could be negatively affected if we fail to retain existing customers or attract significant numbers of new customers.

Growing and increasing the profitability of our distribution businesses is dependent in large measure upon our ability to retain existing customers and capture additional distribution customers through our existing network of distribution centers, enabling us to more effectively utilize the fixed assets in those businesses. Our ability to achieve these goals is dependent, in part, upon our ability to continue to provide a high level of customer service, offer competitive products at low prices, maintain high levels of productivity and efficiency, particularly in the process of integrating new customers into our distribution system, and offer marketing, merchandising and ancillary services that provide value to our independent customers. If we are unable to execute these tasks effectively, we may not be able to attract significant numbers of new customers, and attrition among our existing customer base could increase, either or both of which could have an adverse impact on our revenue and profitability.

Growing and increasing the profitability of our retail business is dependent upon increasing our market share in the communities where our retail stores are located. We plan to invest in redesigning some of our retail stores into other formats in order to attract new customers and increase our market share. Our results of operations may be adversely impacted if we are unable to attract significant numbers of new retail customers.

Our Military segment operations are dependent upon domestic and international military distribution, and a change in the military commissary system, or level of governmental funding, could negatively impact our results of operations and financial condition.

Because our Military segment sells and distributes grocery products to military commissaries and exchanges in the U.S. and overseas, any material changes in the commissary system, the level of governmental funding to DeCA, military staffing levels, or the locations of bases may have a corresponding impact on the sales and operating performance of this segment. These changes could include privatization of some or all of the military commissary system, relocation or consolidation of commissaries and exchanges, base closings, troop redeployments or consolidations in the geographic areas containing commissaries and exchanges served by us, or a reduction in the number of persons having access to the commissaries and exchanges. Mandated reductions in government expenditures, including those imposed as a result of sequestration, may impact the level of funding to DeCA and could have a material impact on our operations.

Our results of operations and financial condition could be adversely affected if we are unable to maintain the competitive position of our retail operations.

Our Retail segment faces competition from regional and national chains operating under a variety of formats that devote square footage to selling food (i.e., supercenters, supermarkets, extreme value stores, membership warehouse clubs, dollar stores, drug stores, convenience stores, various formats selling prepared foods, and other specialty and discount retailers), as well as from independent food store operators in the markets where we have retail operations. Our strategic initiatives for the Retail segment are designed to create value within our organization. These initiatives include designing and reformatting our retail stores to increase overall retail sales performance. In connection with these efforts, there are numerous risks and uncertainties, including our ability to successfully identify which course of action will be most financially advantageous for each retail store, our ability to identify those initiatives that will be the most effective in improving the competitive position of our retail stores in the markets they operate in, our ability to implement these initiatives efficiently and in a timely manner, and the response of competitors to these initiatives. If we are unable to improve the overall competitive position of our retail stores, the operating performance of that segment may decline, and we may need to recognize additional impairments of our long-lived assets and goodwill, close or sell underperforming stores, and incur restructuring or other charges to our earnings associated with such closure and disposition activities. In addition, we cannot make assurances that we will be able to replace any of the revenue our Food Distribution operations derive from stores that are closed or sold.

We may not be able to achieve the expected benefits from the implementation of new strategic initiatives.

We are continuously evaluating the changing business environment of our industry and seeking out opportunities to improve our competitive performance through the implementation of selected strategic initiatives. The goal of these efforts is to develop and implement a comprehensive and competitive business strategy which addresses the continuing changes in the food distribution industry environment and our position within the industry, and ultimately creates increased shareholder value.

We may not be able to successfully execute our strategic initiatives and realize the intended synergies, business opportunities and growth prospects. Many of the other risk factors mentioned may limit our ability to capitalize on business opportunities and expand our business. Our efforts to capitalize on business opportunities may not bring the intended results. Assumptions underlying estimates of expected revenue growth or overall cost savings may not be met or economic conditions may deteriorate. Customer acceptance of new retail formats we develop may not be as anticipated, hampering our ability to attract new retail customers or maintain our existing retail customer base. Additionally, our management may have its attention diverted from other important activities while trying to execute new strategic initiatives. If these or other factors limit our ability to execute our strategic initiatives, our expectations of future results of operations, including expected revenue growth and cost savings, may not be met.

Our ability to operate effectively could be impaired by the risks and costs associated with the current and future efforts to grow our business through acquisitions.

Efforts to grow our business may include acquisitions. The successful integration of newly acquired businesses is dependent on our ability to identify suitable candidates for acquisition, effect acquisitions at acceptable rates of return, obtain adequate financing, and negotiate acceptable terms and conditions. Our success also depends in a large part on our ability to successfully integrate such operations and personnel in a timely and efficient manner while retaining the customer base of the acquired operations. If we cannot identify suitable acquisition candidates, successfully integrate these operations and retain the customer base, we may experience material adverse consequences to our results of operations and financial condition. The integration of separately managed businesses operating in different markets involves a number of risks, including the following:

- demands on management related to the significant increase in our size after the acquisition of operations;
- difficulties in the assimilation of different corporate cultures and business practices, such as those involving vendor promotions, and of geographically dispersed personnel and operations;
- difficulties in the integration of departments, information technology systems, operating methods, technologies, books, records, and procedures, as well as in maintaining uniform standards and controls, including internal accounting controls, procedures and policies; and
- expenses of any undisclosed liabilities, such as those involving environmental or legal matters.

Successful integration of newly acquired operations, including our purchases of twelve Bag 'N Save® supermarkets during the second quarter of fiscal 2012 and eighteen No Frills® supermarkets during the third quarter of fiscal 2012 will depend on our ability to manage those operations, fully assimilate the operations into our Retail business segment, realize opportunities for revenue growth presented by strengthened product offerings and expanded geographic market coverage, maintain the customer base and eliminate redundant and excess costs. We may not realize the anticipated benefits or savings from these new operations in the time frame anticipated, if at all, or such benefits and savings may include higher costs than anticipated.

Substantial operating losses may occur if the customers to whom we extend credit or for whom we guarantee loan or lease obligations fail to repay us.

In the ordinary course of business, we extend credit, including loans, to our food distribution customers, and provide financial assistance to some customers by guaranteeing their loan or lease obligations. We also lease store sites for sublease to independent retailers. Generally, our loans and other financial accommodations are extended to small businesses that are unrated and may have limited access to conventional financing. As of December 29, 2012, we had loans, net of reserves, of $28.3 million outstanding to 42 of our food distribution customers and had guaranteed outstanding lease obligations of food distribution customers totaling $1.4 million. In the normal course of business, we also sublease retail properties and assign retail property leases to third parties. As of December 29, 2012, the present value of our maximum contingent liability exposure, with respect to subleases and assigned leases was $15.1 million and $8.3 million, respectively. While we seek to obtain security interests and other credit support in connection with the financial accommodations we extend, such collateral may not be sufficient to cover our exposure. Greater than expected losses from existing or future credit extensions, loans, guarantee commitments or sublease arrangements could negatively and potentially materially impact our operating results and financial condition.

Changes in vendor promotions or allowances, including the way vendors target their promotional spending, and our ability to effectively manage these programs could significantly impact our margins and profitability.

We engage in a wide variety of promotional programs cooperatively with our vendors. The nature of these programs and the allocation of dollars among them evolve over time as the parties assess the results of specific promotions and plan for future promotions. These programs require careful management in order for us to maintain or improve margins while at the same time driving sales for us and for the vendors. A reduction in overall promotional spending or a shift in promotional spending away from certain types of promotions that we have historically utilized could have a significant impact on our gross profit margin and profitability. Our ability to anticipate and react to changes in promotional spending by, among other things, planning and implementing alternative programs that are expected to be mutually beneficial to the manufacturers and us, will be an important factor in maintaining or improving margins and profitability. If we are unable to effectively manage these programs, it could have a material adverse effect on our results of operations and financial condition.

Our debt instruments include financial and other covenants that limit our operating flexibility and may affect our future business strategies and operating results.

Covenants in the documents governing our outstanding or future debt, or our future debt levels, could limit our operating and financial flexibility. Our ability to respond to market conditions and opportunities as well as capital needs could be constrained by the degree to which we are leveraged, by changes in the availability or cost of capital, and by contractual limitations on the degree to which we may, without the consent of our lenders, take actions such as engaging in mergers, acquisitions or divestitures, incurring additional debt, making capital expenditures, repurchasing shares of our stock and making investments, loans or advances. If needs or opportunities were identified that would require financial resources beyond existing resources, obtaining those resources could increase our borrowing costs, further reduce financial flexibility, require alterations in strategies and affect future operating results. If we were to encounter difficulties obtaining access to capital markets for such needs or opportunities, this could negatively impact our future operating results.

Legal, governmental, legislative or administrative proceedings, disputes or actions that result in adverse outcomes or unfavorable changes in government regulations may affect our businesses and operating results.

Adverse outcomes in litigation, governmental, legislative or administrative proceedings and/or other disputes may result in significant liability to the Company and affect our profitability or impose restrictions on the manner in which we conduct our business. Our businesses are also subject to various federal, state and local laws and regulations with which we must comply. Changes in applicable laws and regulations that impose additional requirements or restrictions on the manner in which we operate our businesses could increase our operating costs.

Failure of our internal control over financial reporting could materially impact our business and results.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. An internal control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all internal control systems, internal control over financial reporting may not prevent or detect misstatements. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud, and could expose us to litigation or adversely affect the market price of our common stock.

Changes in accounting standards could materially impact our results.

Generally accepted accounting principles and related accounting pronouncements, implementation guidelines, and interpretations for many aspects of our business, such as accounting for insurance and self-insurance, inventories, goodwill and intangible assets, store closures, leases, income taxes and share-based payments, are highly complex and involve subjective judgments. Changes in these rules or their interpretation could significantly change or add significant volatility to our reported earnings without a comparable underlying change in cash flow from operations.

We may experience technology failures which could have a material adverse effect on our business.

We have large, complex information technology systems that are important to our business operations. Although we have an off-site disaster recovery center and have installed security programs and procedures, security could be compromised and technology failures and systems disruptions could occur. This could result in a loss of sales or profits or cause us to incur significant costs, including payments to third parties for damages.

Severe weather and natural disasters can adversely impact our operations, our suppliers or the availability and cost of products we purchase.

Severe weather conditions and natural disasters could damage our properties and adversely impact the geographic areas where we conduct our business. Severe weather and natural disasters could also affect the suppliers from whom we procure products and could cause disruptions in our operations and affect our supply chain capabilities. In addition, unseasonably adverse climatic conditions that impact growing conditions and the crops of food producers may adversely affect the availability or cost of certain products.

Unions may attempt to organize our employees.

While our management believes that our employee relations are good, we cannot be assured that we will not experience pressure from labor unions or become the target of campaigns similar to those faced by our competitors. We have always respected our employees' right to unionize or not to unionize. However, the unionization of a significant portion of our workforce could increase our overall costs at the affected locations and adversely affect our flexibility to run our business in the most efficient manner to remain competitive or acquire new business. In addition, significant union representation would require us to negotiate wages, salaries, benefits and other terms with many of our employees collectively and could adversely affect our results of operations by increasing our labor costs or otherwise restricting our ability to maximize the efficiency of our operations.

Costs related to a multi-employer pension plan, which has liabilities in excess of plan assets, may have a material adverse effect on the Company's financial condition and results of operations.

The Company participates in the Central States Southeast and Southwest Areas Pension Funds ("CSS" or "the plan"), a multi-employer pension plan, for certain unionized employees. The Company's contributions to the plan may escalate in future years should we withdraw from the plan or due to factors outside the Company's control, including the bankruptcy or insolvency of other participating employers, actions taken by trustees who manage the plan, government regulations, or a funding deficiency in the plan. Escalating costs associated with the plan may have a material adverse effect on the Company's financial condition and results of operations.

CSS adopted a rehabilitation plan as a result of its actuarial certification for the plan year beginning January 1, 2008 which placed the plan in critical status. The Actuarial Certification of Plan Status as of January 1, 2011 certified that the Central States Pension Fund remains in critical status with a funded percentage of 58.9%. The plan adopted an updated rehabilitation plan effective December 31, 2010 which implements additional measures to improve the plan's funded level, including establishing an increased minimum retirement age and actuarially adjusting certain pre-age 65 benefits for participants who retire after July 1, 2011. Despite these changes, we can make no assurances of the extent to which the updated rehabilitation plan will improve the funded status of the plan.

Effective July 9, 2009, the trustees of CSS formalized a decision to terminate the participation of YRC Worldwide, Inc. (formerly Yellow Freight and Roadway Express, "YRC") and USF Holland, Inc. from the pension fund. Under an agreement between the Teamsters and YRC dated September 24, 2010, which was eventually ratified by the membership, YRC resumed participation in the plan effective June 1, 2011 at a reduced contribution rate. At this time, there is no change to the funding obligations due from other participating employers in the fund as a result of this agreement; however, further developments may necessitate a reevaluation of the funding obligations at some point in the future.

The underfunding of the plan is not a direct obligation or liability of the Company, however, it is possible that the Company's contributions to the plan may increase in future years as a result of the plan's funding status. The amount of any potential increase in contributions would depend upon several factors, including the number of employers contributing to the plan, results of the Company's collective bargaining efforts, investment returns on assets held by the plan, actions taken by the trustees of the plan, and actions that the Federal government may take. Moreover, if the Company were to exit certain markets or otherwise cease making contributions to the plan, the Company could trigger a substantial withdrawal liability. We are currently unable to reasonably estimate such liability. Any adjustment for withdrawal liability will be recorded when it is probable that a liability exists and can be reasonably estimated.

Increases in employee benefit costs and other labor relations issues may lead to labor disputes and disruption of our businesses.

If we are unable to control health care costs, other wage and benefit costs, or gain operational flexibility under our collective bargaining agreements, we may experience increased operating costs and an adverse impact on future results of operations. There can be no assurance that the Company will be able to negotiate the terms of any expiring or expired agreement in a manner that is favorable to the Company. Therefore, potential work disruptions from labor disputes could result, which may affect future revenues and profitability.

We are subject to the risk of product liability claims, including claims concerning food and prepared food products.

The sale of food and prepared food products for human consumption may involve the risk of injury. Injuries may result from tampering by unauthorized third parties, product contamination or spoilage, including the presence of foreign objects, substances, chemicals, other agents, or residues introduced during the growing, storage, handling and transportation phases. We cannot be sure that consumption of products we distribute and sell will not cause a health-related illness in the future or that we will not be subject to claims or lawsuits relating to such matters.

Negative publicity related to these types of concerns, or related to product contamination or product tampering, whether valid or not, might negatively impact demand for products we distribute and sell, or cause production and delivery disruptions. We may need to recall products if any of these products become unfit for consumption. Costs associated with these potential actions could adversely affect our operating results.

Threats or potential threats to security may adversely affect our business.

Threats or acts of terror, data theft, information espionage, or other criminal activity directed at the food industry, the transportation industry, or computer or communications systems, including security measures implemented in recognition of actual or potential threats, could increase security costs and adversely affect our operations.

We depend upon vendors to supply us with quality merchandise at the right time and at the right price.

We depend heavily on our ability to purchase merchandise in sufficient quantities at competitive prices. We have no assurances of continued supply, pricing, or access to new products and any vendor could at any time change the terms upon which it sells to us or discontinue selling to us. Sales demands may lead to insufficient in-stock positions of our merchandise.

Significant changes in our ability to obtain adequate product supplies due to weather, food contamination, regulatory actions, labor supply, or product vendor defaults or disputes that limit our ability to procure products for sale to customers could have an adverse effect on our operating results.

Maintaining our reputation and corporate image is essential to our business success.

Our success depends on the value and strength of our corporate name and reputation. Our name, reputation and image are integral to our business as well as to the implementation of our strategies for expanding our business. Our business prospects, financial condition and results of operations could be adversely affected if our public image or reputation were to be tarnished by negative publicity including dissemination via print, broadcast or social media, or other forms of Internet-based communications. Adverse publicity about regulatory or legal action against us could damage our reputation and image, undermine our customers' confidence and reduce long-term demand for our products and services, even if the regulatory or legal action is unfounded or not material to our operations. Any of these events could have a negative impact on our results of operations and financial condition.

The foregoing discussion of risk factors is not exhaustive and we do not undertake to revise any forward-looking statement to reflect events or circumstances that occur after the date the statement is made.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

None.

ITEM 2. *PROPERTIES*

Our principal executive offices are located in Minneapolis, Minnesota and consist of approximately 134,900 square feet of office space in a building that we own.

Military Segment

The table below lists the locations and sizes of our facilities used in our Military segment as of December 29, 2012. Unless otherwise indicated, we own each of these distribution centers. The lease expiration dates range from November 2013 to November 2029. The lease that expires in November 2013 is for additional freezer space at our Norfolk, Virginia facility. This lease has multiple one-year renewal options remaining.

Location	Approx. Size (Square Feet)
Norfolk, Virginia (1)	818,100
Landover, Maryland (2)	367,700
Columbus, Georgia (3)	531,900
Pensacola, Florida	355,900
Bloomington, Indiana (4)	452,600
Junction City, Kansas	132,000
Oklahoma City, Oklahoma	608,500
San Antonio, Texas	486,800
Total Square Footage	3,753,500

(1) Includes 273,000 square feet that we lease.
(2) Leased facility.
(3) Leased location requiring periodic lease payments to the holder of the outstanding industrial revenue bond. As of December 29, 2012, the outstanding industrial revenue bond associated with this location was held by the Company, and upon expiration of the lease terms, the Company will take title to the property upon redemption of the outstanding bond.
(4) Includes 150,000 square feet that we lease.

Food Distribution Segment

The table below lists, as of December 29, 2012, the locations and sizes of our distribution centers primarily used in our food distribution operations. Unless otherwise indicated, we own each of these distribution centers. The lease expirations range from February 2015 to July 2016. The leases have additional renewal option periods available.

Location	Approx. Size (Square Feet)
Midwest North Region:	
St. Cloud, Minnesota	329,000
Fargo, North Dakota	288,800
Minot, North Dakota	185,200
Midwest South Region:	
Omaha, Nebraska	686,800
Sioux Falls, South Dakota (1)	275,400
Rapid City, South Dakota (2)	193,500
Southeast Region:	
Lumberton, North Carolina (3)	336,500
Statesboro, Georgia (3)	230,500
Bluefield, Virginia	187,500
Great Lakes Region:	
Bellefontaine, Ohio	666,000
Lima, Ohio (4)	523,000
Westville, Indiana	631,900
Cincinnati, Ohio	403,300
Total Square Footage	4,937,400

(1) Includes 79,300 square feet that we lease.
(2) Includes 6,400 square feet that we lease.
(3) Leased facility.
(4) Includes 5,500 square feet that we lease.

Retail Segment

The table below contains selected information regarding our 75 corporate-owned stores as of December 29, 2012. We own the facilities of 29 of these stores and lease the facilities of 46 of these stores.

Grocery Store Banners	Number of Stores	Areas of Operation	Average Square Feet
Sun Mart®	20	CO, MN, ND, NE	33,800
No Frills®	18	IA, NE	51,565
Bag 'N Save®	12	NE	59,831
Econofoods®	11	MN, WI	31,529
Family Fresh Market®	4	MN, WI	46,344
Family Thrift Center®	4	SD	46,827
Pick 'n Save®	2	OH	49,043
AVANZA®	1	NE	23,211
Germantown Fresh Market ™	1	OH	31,764
Prairie Market ™	1	SD	28,606
Wholesale Food Outlet ™	1	IA	19,620
Total	75		

As of December 29, 2012, the aggregate square footage of our 75 retail grocery stores totaled 3,242,924 square feet.

ITEM 3. *LEGAL PROCEEDINGS*

We are engaged from time-to-time in routine legal proceedings incidental to our business. We do not believe that these routine legal proceedings, taken as a whole, will have a material impact on our business or financial condition.

ITEM 4. *MINE SAFETY DISCLOSURES*

Not applicable.

PART II

ITEM 5. *MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

Market Information

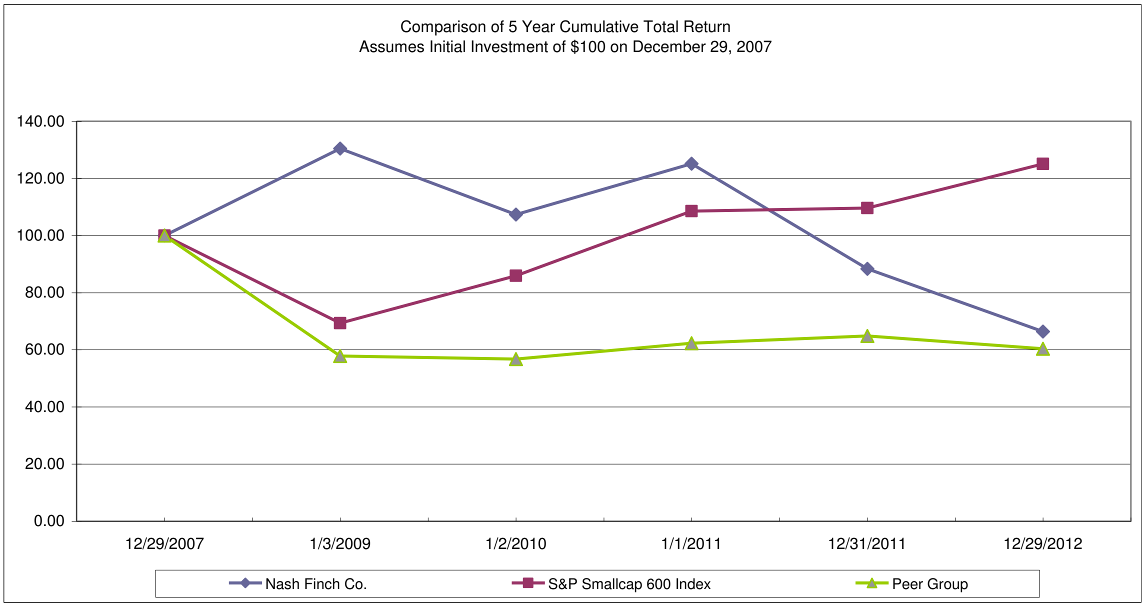
Our common stock is quoted on the NASDAQ Global Select Market and currently trades under the symbol NAFC. The following table sets forth, for each of the calendar periods indicated, the range of high and low closing sales prices for our common stock as reported by the NASDAQ Global Select Market, and the quarterly cash dividends paid per share of common stock. As of February 13, 2013, there were 1,696 stockholders of record.

	2012		2011		Dividends Per Share	
	High	Low	High	Low	2012	2011
First Quarter	$ 30.18	$ 26.81	$ 43.20	$ 36.27	$0.18	$0.18
Second Quarter	28.96	19.75	38.29	33.67	$0.18	$0.18
Third Quarter	22.46	18.90	38.00	25.49	$0.18	$0.18
Fourth Quarter	21.98	18.79	29.80	25.06	$0.18	$0.18

On February 26, 2013, the Nash Finch Board of Directors declared a cash dividend of $0.18 per common share, payable on March 22, 2013, to stockholders of record as of March 8, 2013.

Total Shareholder Return Graph

The line graph below compares the cumulative total shareholder return on the Company's common stock for the last five fiscal years with cumulative total return on the S&P SmallCap 600 Index and the peer group index described below. This graph assumes a $100 investment in each of Nash Finch Company, the S&P SmallCap 600 Index and the peer group index at the close of trading on December 29, 2007, and also assumes the reinvestment of all dividends. The stock price performance shown below is not necessarily indicative of future performance.



	2007	2008	2009	2010	2011	2012
Nash Finch Co.	100.00	130.44	107.36	125.13	88.31	66.41
S&P Smallcap 600 Index	100.00	69.33	85.93	108.53	109.63	125.08
Peer Group	100.00	57.81	56.77	62.31	64.87	60.35

* Cumulative total return assumes dividend reinvestment

Source: Zacks Investment Research, Inc.

The peer group represented in the line graph above includes the following eight publicly traded companies: SuperValu Inc.; Arden Group, Inc.; Ingles Markets, Incorporated; Harris Teeter Supermarkets, Inc. (formerly Ruddick Corporation); Spartan Stores, Inc.; United Natural Foods, Inc.; Weis Markets, Inc. and Core-Mark Holding Company, Inc. The peer group cumulative return is weighted by market capitalization of each peer company as of the beginning of the five-year performance period.

From time-to-time, the peer group companies have changed due to merger and acquisition activity, bankruptcy filings, company delistings and other similar occurrences. During fiscal 2012, we removed The Great Atlantic & Pacific Tea Company, Inc. from our peer group, since they are now a private company after emerging from bankruptcy in 2012.

The performance graph above is being furnished solely to accompany this Annual Report on Form 10-K pursuant to Item 201(e) of Regulation S-K, is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

ITEM 6. ***SELECTED FINANCIAL DATA***

NASH FINCH COMPANY AND SUBSIDIARIES
Consolidated Summary of Operations
Five years ended December 29, 2012 (not covered by Independent Auditors' Report)
(Dollar amounts in thousands except per share amounts)

	2012 (52 Weeks)	2011 (52 Weeks)	2010 (52 Weeks)	2009 (1) (52 Weeks)	2008 (53 Weeks)
Results of Operations					
Sales (2)	$ 4,820,797	$ 4,855,459	$ 5,034,926	$ 5,253,610	$ 4,683,240
Cost of sales (2)	4,429,329	4,475,433	4,634,138	4,834,922	4,276,291
Gross profit	391,468	380,026	400,788	418,688	406,949
Selling, general and administrative	290,393	261,000	269,140	287,328	288,263
Special charges	-	-	-	6,020	-
Gain on acquisition of a business	(6,639)	-	-	(6,682)	-
Gain on litigation settlement	-	-	-	(7,630)	-
Goodwill impairment	166,630	-	-	50,927	-
Depreciation and amortization	37,834	35,704	36,119	40,603	38,429
Interest expense	24,944	24,894	23,403	24,372	26,466
Income tax expense (benefit)	(27,822)	22,623	21,185	20,972	20,646
Net earnings (loss)	$ (93,872)	$ 35,805	$ 50,941	$ 2,778	$ 33,145
Basic earnings (loss) per share	$ (7.24)	$ 2.80	$ 3.97	$ 0.21	$ 2.57
Diluted earnings (loss) per share	$ (7.24)	$ 2.74	$ 3.86	$ 0.21	$ 2.52
Cash dividends declared per common share	$ 0.72	$ 0.72	$ 0.72	$ 0.72	$ 0.72
Selected Data					
Pretax earnings (loss) as a percent of sales	(2.52%)	1.21%	1.44%	0.45%	1.15%
Net earnings (loss) as a percent of sales	(1.95%)	0.74%	1.01%	0.05%	0.71%
Effective income tax rate	22.9%	38.7%	29.4%	88.3%	38.4%
Current assets	$ 626,035	$ 577,382	$ 591,510	$ 557,816	$ 467,951
Current liabilities	$ 302,412	$ 299,113	$ 293,242	$ 308,509	$ 297,729
Net working capital	$ 323,623	$ 278,269	$ 298,268	$ 249,307	$ 170,222
Ratio of current assets to current liabilities	2.07	1.93	2.02	1.81	1.57
Total assets	$ 1,003,617	$ 1,073,768	$ 1,050,675	$ 999,536	$ 952,546
Capital expenditures	$ 39,499	$ 68,600	$ 59,295	$ 30,402	$ 31,955
Long-term obligations (long-term debt and capitalized lease obligations)	$ 371,058	$ 294,451	$ 311,186	$ 279,032	$ 248,026
Stockholders' equity	$ 296,389	$ 404,623	$ 377,004	$ 350,559	$ 349,019
Stockholders' equity per share (3)	$ 24.15	$ 33.20	$ 31.14	$ 27.36	$ 27.23
Return on stockholders' equity (4)	(31.67%)	8.85%	13.51%	0.79%	9.50%
Common stock high price (5)	$ 30.18	$ 43.20	$ 43.78	$ 45.70	$ 46.33
Common stock low price (5)	$ 18.79	$ 25.06	$ 32.87	$ 26.28	$ 30.97

Part 2/Item 5/Selected Financial Data

(1) Information presented for fiscal 2009 reflects our acquisition on January 31, 2009, from GSC Enterprises, Inc., of three distribution centers which service military commissaries and exchanges. More generally, discussion regarding the comparability of information presented in the table above or material uncertainties that could cause the selected financial data not to be indicative of future financial condition or results of operations can be found in Part 1, Item 1A of this report, "Risk Factors," Part II, Item 7 of this report, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Part II, Item 8 of this report in our Consolidated Financial Statements and notes thereto.
(2) Prior year amounts have been reclassified to present fees received for shipping, handling, and the performance of certain other services in accordance with ASC Topic 605. Please refer to Note 1 of the Notes to Consolidated Financial Statements of this Form 10-K for a further discussion.
(3) Based on outstanding shares at year-end.
(4) Return based on continuing operations.
(5) High and low closing sales price on NASDAQ.

ITEM 7. ***MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

Overview

In terms of revenue, we are the largest food distributor serving military commissaries and exchanges in the United States. Our business consists of three primary operating segments: Military, Food Distribution and Retail.

Our Military segment contracts with manufacturers to distribute a wide variety of grocery products to military commissaries and exchanges located in the United States, the District of Columbia, Europe, Puerto Rico, Cuba, the Azores, Egypt and Bahrain. We have over 30 years of experience acting as a distributor to U.S. military commissaries and exchanges. On December 1, 2009, we purchased a facility in Columbus, Georgia which began servicing military commissaries and exchanges in the third quarter of fiscal 2010. During the third quarter of fiscal 2010, we purchased facilities in Bloomington, Indiana and Oklahoma City, Oklahoma for expansion of our military food distribution business. The Bloomington, Indiana facility became operational during the fourth quarter of fiscal 2010, while the renovated Oklahoma City, Oklahoma facility became operational during the first quarter of fiscal 2012. During the third quarter of fiscal 2012, we transferred the operations of our Military distribution center in Jessup, Maryland to a larger facility in Landover, Maryland. In addition, we purchased the real estate associated with our Pensacola, Florida facility and a Norfolk, Virginia facility, which had previously been leased, during the third quarter of fiscal 2010 and the first quarter of fiscal 2011, respectively.

Our Food Distribution segment sells and distributes a wide variety of nationally branded and private label grocery products and perishable food products from 13 distribution centers to approximately 1,500 independent retail locations and corporate-owned retail stores located in 31 states, primarily in the Midwest, Great Lakes, and Southeast regions of the United States.

Our Retail segment operated 75 corporate-owned stores primarily in the Upper Midwest as of December 29, 2012. During the second quarter of 2012, we acquired twelve Bag ‘N Save® supermarkets located in Omaha and York, Nebraska. During the third quarter of 2012, we acquired eighteen No Frills® supermarkets located in Nebraska and western Iowa. This expansion of the Retail segment, including the addition of one store in the fourth quarter of 2012, was offset by the sale of two stores since the end of fiscal 2011. Primarily due to highly competitive conditions in which supercenters and other alternative formats compete for price conscious customers, we also closed or sold two retail stores in 2010 and six retail stores in 2011. We are implementing initiatives of varying scope and duration with a view toward improving our financial performance under these highly competitive conditions. These initiatives include designing and reformatting some of our retail stores into alternative formats to increase overall retail sales performance. During the third quarter of 2012, we converted two of our existing retail stores to our *Family Fresh Market*® format. As we continue to assess the impact of performance improvement initiatives and the operating results of individual stores, we may need to recognize impairments of long-lived assets and goodwill associated with our Retail segment, and may incur restructuring or other charges in connection with closure or sales activities. The Retail segment yields a higher gross profit percent of sales and higher selling, general and administrative (“SG&A”) expenses as a percent of sales compared to our Food Distribution and Military segments. Thus, changes in sales of the Retail segment can have a disproportionate impact on consolidated gross profit and SG&A as compared to similar changes in sales in our Food Distribution and Military segments.

Results of Operations

The following discussion summarizes our operating results for fiscal 2012 compared to fiscal 2011 and fiscal 2011 compared to fiscal 2010.

Sales

The following tables summarize our sales activity for fiscal 2012, 2011 and 2010.

	2012			2011			2010	
(in millions)	Sales	Percent of Sales	Percent Change	Sales	Percent of Sales	Percent Change	Sales	Percent of Sales
Segment Sales:								
Military	$ 2,309.5	47.9%	(1.8%)	$ 2,352.9	48.5%	2.3%	$ 2,299.0	45.7%
Food Distribution	1,844.9	38.3%	(9.2%)	2,032.6	41.9%	(8.3%)	2,217.6	44.0%
Retail	666.4	13.8%	41.8%	470.0	9.7%	(9.3%)	518.3	10.3%
Total Sales	$ 4,820.8	100.0%	(0.7%)	$ 4,855.5	100.0%	(3.6%)	$ 5,034.9	100.0%

Total Company sales declined 0.7% during fiscal 2012 as compared to the prior year. The No Frills® and Bag ‘N Save® acquisitions resulted in a $215.2 million increase in Retail segment sales, partially offset by a $119.7 million decrease in Food Distribution segment sales due to the sales to those former Food Distribution customers now being reported in the Retail segment. Adjusted for the effect of these acquisitions and other factors impacting comparability of sales, primarily the sale and closing of retail stores, total Company comparable sales declined 2.4% during fiscal 2012. The decline in total Company comparable sales was due to the items specifically outlined in our discussion of the sales of our reporting segments below, as well as market conditions impacting our industry, such as competition from supercenters and warehouse clubs, changes in consumer buying habits, and changes impacting sales to commissaries, including changes in purchasing patterns by DeCA for certain geographical regions, among other factors.

Total Company sales declined 3.6% during fiscal 2011 as compared to the prior year. However, excluding the impact of the sales decrease of $53.2 million attributable to the previously announced transition of a portion of a Food Distribution customer buying group to another supplier during 2010, and the sales decrease of $39.1 million due to the sale or closing of six retail stores, total Company fiscal 2011 comparable sales decreased 1.8% relative to the prior year. The decline in total Company comparable sales was due to the items specifically outlined in our discussion of the sales of our reporting segments below, as well as market conditions impacting our industry, such as competition from supercenters and warehouse clubs, changes in consumer buying habits, and changes impacting sales to commissaries, including changes in purchasing patterns by DeCA for certain geographical regions, among other factors.

Fiscal 2012 Military sales decreased 1.8% in comparison to fiscal 2011. During fiscal 2012, a larger portion of Military sales were made on a consignment basis, which are included in our reported sales on a net basis. The year-over-year increase in consignment sales was approximately $8.7 million in fiscal 2012. Including the impact of consignment sales, comparable Military sales decreased 1.4% during fiscal 2012. The comparable decrease in fiscal 2012 Military sales is due to a 6.5% decrease in sales overseas and a 0.9% decrease in domestic sales. Overseas sales were negatively impacted by troop reductions in Europe and the closure or remodeling of certain overseas commissaries. Domestic sales were negatively impacted by competitive pressures in one of our core geographical markets.

Fiscal 2011 Military sales increased 2.3% in comparison to fiscal 2010. During fiscal 2011, a larger portion of Military sales were made on a consignment basis, which are included in our reported sales on a net basis. The year-over-year increase in consignment sales was approximately $15.0 million in fiscal 2011. Including the impact of consignment sales, comparable Military sales increased 2.9% in fiscal 2011 compared to the prior year. The comparable increase in fiscal 2011 Military sales is due to a 6.7% increase in sales overseas and a 1.5% increase in domestic sales. Overseas sales were positively impacted by strong sales in European commissaries and increased purchases by DeCA to build up inventory levels. Domestic sales were positively impacted by the opening of our Bloomington, Indiana facility in late 2010, which resulted in additional distribution contracts and sales in fiscal 2011.

Domestic and overseas sales represented the following percentages of Military segment sales:

	2012	2011	2010
Domestic	83.3%	82.5%	83.2%
Overseas	16.7%	17.5%	16.8%

Fiscal 2012 Food Distribution sales decreased 9.2% in comparison to fiscal 2011. Our recent acquisitions were responsible for $119.7 million of the year-over-year decrease in sales. Excluding the impact of these acquisitions, Food Distribution sales decreased 3.3% compared to the prior year. This decrease was attributable to a reduction in sales to existing customers, as well as prior year sales to lost customers exceeding new account gains reflected in current year sales.

Fiscal 2011 Food Distribution sales decreased 8.3% in comparison to fiscal 2010. However, excluding the impact of the sales decrease of $53.2 million attributable to the previously announced transition of a portion of a Food Distribution customer buying group to another supplier during the second quarter 2010, Food Distribution sales declined 6.1%. This decrease was primarily due to account losses exceeding new account gains.

Retail sales for fiscal 2012 increased 41.8% in comparison to fiscal 2011. The increase in Retail sales is primarily attributable to our recent acquisitions, which were responsible for a $215.2 million increase in sales as compared to the prior year. This was partially offset by the effect of the sale and closing of retail stores since the beginning of the first fiscal quarter of 2011. Retail same store sales, which are defined as retail sales for stores in operation for the same number of weeks in the comparative periods, decreased by 1.1% in fiscal 2012. The decrease in our same store sales was primarily due to new competition from supercenters in one of our core markets.

Retail sales for fiscal 2011 decreased 9.3% in comparison to fiscal 2010. The decrease in Retail sales for fiscal 2011 was primarily attributable to the sale or closing of six retail stores since the beginning of the first fiscal quarter of 2011. Retail same store sales decreased by 2.1% in fiscal 2011. The decrease in our same store sales was primarily due to new competition from supercenters as well as efforts by our competitors to improve their market share in our core markets through remodels and store conversions.

During fiscal 2012, 2011 and 2010, our corporate store count changed as follows:

	Fiscal Year 2012	Fiscal Year 2011	Fiscal Year 2010
Number of stores at beginning of year	46	51	53
New stores	1	-	-
Acquired stores	30	1	-
Closed or sold stores	(2)	(6)	(2)
Number of stores at end of year	75	46	51

The table excludes corporate-owned stand-alone pharmacies and convenience stores.

Gross Profit

Consolidated gross profit for fiscal 2012 was 8.1% of sales compared to 7.8% for fiscal 2011 and 8.0% for fiscal 2010.

Our fiscal 2012 gross profit margin was favorably impacted by 0.9% of sales in comparison to fiscal 2011 due to changes in the sales mix between our business segments between the years. This was primarily due to our recent acquisitions, which were responsible for a significant increase in Retail segment sales during fiscal 2012. The Retail segment has a higher gross profit margin than the Food Distribution and Military segments. Partially offsetting this was a negative impact from higher inflation in the prior year period, which resulted in a higher than normal prior year gross margin performance. In addition, declines in perishable commodity prices in the current year temporarily impacted gross margin performance.

Our fiscal 2011 gross profit margin was negatively affected by 0.3% of sales in comparison to fiscal 2010 due to non-cash LIFO charges which do not impact Consolidated EBITDA. Our overall gross profit margin was also negatively affected by 0.2% of sales during fiscal 2011 due to a sales mix shift between our business segments between the years. This was due to a higher percentage of 2011 sales occurring in the

Military segment, which has a lower gross profit margin than the Retail and Food Distribution segments. Excluding the impacts of LIFO and the sales mix shift, our overall gross profit margin improved by 0.4% compared to the prior year period as a result of gains achieved from initiatives that focused on better management of inventories.

Selling, General and Administrative Expense

Consolidated SG&A for fiscal 2012 was 6.0% in comparison to 5.4% for the prior year. Our SG&A margin was negatively impacted by 0.8% of sales in comparison to the prior year due to a sales mix shift between our business segments between the years. This was primarily due to our recent acquisitions, which were responsible for a significant increase in Retail segment sales during fiscal 2012. In addition, during fiscal 2012 we recorded impairment charges on long-lived assets of $13.1 million related to our Food Distribution facility in Westville, Indiana and our Military distribution center in Junction City, Kansas, as referenced in Part II, Item 8 of this report under Note (5) – "Long-Lived Asset Impairment Charges". This negatively impacted our SG&A margin by 0.3%. Partially offsetting this, our SG&A margin was positively impacted in comparison to the prior year period due in part to lower incentive plan expenses.

Consolidated SG&A for fiscal 2011 was 5.4% in comparison to 5.3% for the prior year. Since our Military segment has lower SG&A expenses as a percent of sales compared to our other business segments, our SG&A margin benefited by 0.2% of sales in fiscal 2011 from the sales mix shift between our business segments due to the higher level of Military sales relative to the other business segments in 2011. However, we experienced unusual professional fees of $2.5 million primarily for costs related to a merger and acquisition transaction that was not completed, a loss on the write-down of long-lived assets of $2.1 million which was in connection with the sale of four retail stores completed in the second quarter, and restructuring costs related to Food Distribution overhead centralization of $1.6 million that negatively impacted our SG&A margin during fiscal 2011. Transactions of the types noted above are infrequent in nature; however, the pursuit of future acquisition opportunities, testing the value of long-lived assets, as well as the potential for restructuring of certain operations or divestment of certain locations, may result in the recognition of similar charges in the future.

Gain on Acquisition of a Business

A pre-tax gain on the acquisition of a business of $6.6 million was recognized during the second quarter 2012 related to the acquisition of twelve Bag 'N Save® supermarkets located in Omaha and York, Nebraska. The fair value of the identifiable assets acquired, net of liabilities assumed, of $36.3 million exceeded the purchase price paid for the business of $29.7 million. Consequently, we reassessed the recognition and measurement of identifiable assets acquired and liabilities assumed and concluded that the valuation procedures and resulting measures were appropriate. As a result, the Company recognized a pre-tax gain of $6.6 million in the second quarter 2012 associated with this acquisition. The gain is included in the line item "Gain on acquisition of a business" in the Consolidated Statements of Income (Loss).

Goodwill Impairment

During the second quarter of 2012, we performed an impairment test of goodwill due to market conditions as of the end of our fifth fiscal period. The Company's market capitalization as calculated, using the share price multiplied by the shares outstanding, had declined in the second quarter and from fiscal year end 2011 resulting in a market value significantly lower than the fair value of the business segments. We recorded a goodwill impairment charge of $132.0 million in the second quarter of fiscal 2012, of which $113.0 million related to our Food Distribution segment and $19.0 million related to our Retail segment.

Annually, we perform an impairment test of goodwill during the fourth quarter based on conditions as of the end of our third fiscal quarter in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350 ("ASC 350"). As a result of this annual impairment test, we recorded a goodwill impairment charge of $34.6 million in the fourth quarter of fiscal 2012 that related to our Military segment. Including the goodwill impairment charge recorded in the second quarter of fiscal 2012, which is referenced above, total goodwill impairment charges recorded during fiscal 2012 were $166.6

million. No goodwill impairment charges were recorded during fiscal 2011 or fiscal 2010. At the end of fiscal year 2012 there is $22.9 million of goodwill associated with the Retail segment. We will test goodwill for impairment annually or more frequently if we believe indicators of impairment exist. Such indicators include a decline in expected future cash flows, unanticipated competition, slower growth rates, increase in discount rates, or a sustained significant decline in our share price and market capitalization, among others. Any adverse change in these factors could have a significant impact on the recoverability of our goodwill and could have a material impact on our consolidated financial statements. Please refer to Part II, Item 8 in this report under Note (1) – "Summary of Significant Accounting Policies" under the caption "Goodwill and Intangible Assets" of this Form 10-K for additional information pertaining to our annual goodwill impairment analysis and the impairment charges recorded during fiscal 2012.

Depreciation and Amortization Expense

Depreciation and amortization expense for fiscal 2012, 2011 and 2010 was $37.8 million, $35.7 million and $36.1 million, respectively. The increase in depreciation and amortization expense for fiscal 2012 in comparison to fiscal 2011 was primarily attributable to the acquisitions of retail stores in 2012, as well as the impact of our Military distribution facility in Oklahoma City becoming operational in the first quarter of 2012. The decrease in depreciation and amortization expense for fiscal 2011 in comparison to fiscal 2010 was attributable to lower depreciation and amortization expense in our Food Distribution and Retail segments, partially offset by increased depreciation and amortization expense in our Military segment.

Interest Expense

Interest expense remained flat at $24.9 million in comparison to the prior year. Average borrowing levels increased by $36.6 million to $377.0 million during fiscal 2012 from $340.4 million during fiscal 2011, primarily due to our acquisitions of retail stores in 2012. The effective interest rate was 3.8% for fiscal 2012 as compared to 4.7% for fiscal 2011. The decrease in the average effective interest rate in fiscal 2012 was due to a lower effective interest rate on our revolving credit facility in 2012, as well as the impact of the write off of deferred financing costs in 2011, which increased the effective interest rate for the prior year.

Interest expense increased $1.5 million to $24.9 million in fiscal 2011 as compared to $23.4 million in fiscal 2010. Average borrowing levels increased by $6.8 million to $340.4 million during fiscal 2011 from $333.6 million during fiscal 2010. The effective interest rate was 4.7% for fiscal 2011 as compared to 4.5% for fiscal 2010. The increases in interest expense and the average effective interest rate in fiscal 2011 were primarily due to the write off of $1.8 million in deferred financing costs during the fourth quarter of fiscal 2011 due to the refinancing of the Company's asset-backed credit agreement. This had the effect of increasing the average effective interest rate for fiscal 2011 by 0.5%.

The calculation of our effective interest rates excludes non-cash interest required to be recognized on our senior subordinated convertible notes. Non-cash interest expense recognized was $6.2 million, $5.8 million and $5.3 million during fiscal 2012, 2011 and 2010, respectively. Additionally, the calculation of our average borrowing levels includes the unamortized equity component of our senior subordinated convertible notes that is required to be recognized. The inclusion of the unamortized equity component brings the basis in our senior subordinated convertible notes to $150.1 million for purposes of calculating our average borrowing levels, or their aggregate issue price, which we are required to pay semi-annual cash interest on at a rate of 3.50% until March 15, 2013.

Income Tax Expense

The effective tax rate for income from continuing operations was 22.9%, 38.7% and 29.4% for fiscal 2012, 2011 and 2010, respectively. Income tax expense from continuing operations differed from amounts computed by applying the federal income tax rate to pre-tax income as a result of the following:

	2012	2011	2010
Federal statutory tax rate	35.0%	35.0%	35.0%
State taxes, net of federal income tax benefit	1.4%	3.5%	3.7%
Non-deductible goodwill	(13.3%)	0.2%	-
Change in tax contingencies	0.2%	-	(8.0%)
Other, net	(0.4%)	-	(1.3%)
Effective tax rate	22.9%	38.7%	29.4%

The effective tax rate for fiscal 2012 was primarily affected by the tax effect of the non-deductible portion of the goodwill impairment charge of $16.2 million. The effective tax rate for fiscal 2012 was also impacted by the reversal of previously unrecognized tax benefits of $0.3 million primarily due to statute of limitation closures and audit resolutions and an increase in reserves of $0.1 million. The effective tax rate for fiscal 2011 was impacted by the reversal of previously unrecognized tax benefits of $0.1 million primarily due to statute of limitation closures and audit resolutions, an increase in reserves of $0.1 million and non-deductible goodwill charges of $0.1 million. The effective tax rate for fiscal 2010 was impacted by the increase in tax reserves of $3.4 million and the realization of previously unrecognized tax benefits of $13.6 million primarily due to statute of limitation expirations and audit resolutions.

Net Earnings (Loss)

During fiscal 2012, we recorded a net loss of $93.9 million, or $7.24 per diluted share, compared to net earnings of $35.8 million, or $2.74 per diluted share, for fiscal 2011, and net earnings of $50.9 million, or $3.86 per diluted share, for fiscal 2010. Net earnings in each of the three years were affected by a number of events included in the discussion above that affected the comparability of results.

Liquidity and Capital Resources

Historically, we have financed our capital needs through a combination of internal and external sources. We expect that cash flow from operations will be sufficient to meet our working capital needs, with temporary draws on our revolving credit line during the year to build inventories for certain holidays. Longer term, we believe that cash flows from operations, short-term bank borrowing, various types of long-term debt and lease and equity financing will be adequate to meet our working capital needs, planned capital expenditures and debt service obligations. There can be no assurance, however, that we will continue to generate cash flows at current levels as our business is sensitive to trends in consumer spending at our customer locations and our owned retail food stores, as well as certain factors outside of our control, including, but not limited to, the current and future state of the U.S. and global economy, competition, recent and potential future disruptions to the credit and financial markets in the U.S. and worldwide and continued volatility in food and energy commodities. Please see Part I, Item 1A “Risk Factors” of this Form 10-K for a more detailed discussion of potential factors that may have an impact on our liquidity and capital resources.

The following table summarizes our cash flow activity for fiscal 2012, 2011 and 2010 and should be read in conjunction with the consolidated statements of cash flows:

(In thousands)	2012	2011	2010
Net cash provided by operating activities	$ 50,709	$ 121,147	$ 66,116
Net cash used in investing activities	(111,356)	(83,609)	(57,938)
Net cash provided by (used in) financing activities	61,165	(37,595)	(8,178)
Net change in cash and cash equivalents	$ 518	$ (57)	$ -

Operating cash flows were $50.7 million for fiscal 2012, a decrease of $70.4 million from $121.1 million in fiscal 2011. An increase in our investment in our inventories of $31.3 million during fiscal 2012 as compared to a decrease in our inventories of $11.7 million during fiscal 2011 was responsible for a significant portion of the decrease in operating cash flows during fiscal 2012. The increase in our inventories in fiscal 2012 was primarily driven by expansion opportunities associated with our Military business, specifically, the opening of our distribution center in Oklahoma City and the transfer of our Jessup, Maryland operations to a larger facility in Landover, Maryland. The other significant factor impacting our operating cash flows in fiscal 2012 was our net earnings, which after adjusting for reconciling items to convert them to net cash provided, were $25.4 million lower than in fiscal 2011.

Operating cash flows were $121.1 million for fiscal 2011, an increase of $55.0 million from $66.1 million in fiscal 2010. A decrease in our investment in our inventories of $11.7 million during fiscal 2011 as compared to an increase in our inventories of $47.8 million during fiscal 2010 is the primary factor driving the increase in operating cash flows during fiscal 2011 as compared to fiscal 2010. The decrease in our inventories during fiscal 2011 was due to more effective inventory management, while the increase during fiscal 2010 was driven by expansion activities associated with our Military business.

Cash used for investing activities was $111.4 million in fiscal 2012, which consisted primarily of $78.3 million for the acquisition of retail stores from No Frills and Bag 'N Save and $39.5 million for additions to property, plant and equipment. The additions to property, plant and equipment in fiscal 2012 consisted of investments in our retail stores, including remodeling activities, and investments in the new Military segment facility in Landover, Maryland, among other investments. Cash used for investing activities was $83.6 million in fiscal 2011, which consisted primarily of additions to property, plant and equipment of $68.6 million, loans to customers of $11.0 million and the acquisition of Retail segment properties totaling $8.8 million. The additions to property, plant and equipment during fiscal 2011 consisted primarily of our purchase of our Norfolk, Virginia property during the first quarter of fiscal 2011, which had previously been a leased location, and expansion activities associated with our Military segment, primarily construction costs related to our Oklahoma City, Oklahoma facility. Cash used for investing activities was $57.9 million in fiscal 2010, which consisted primarily of additions to property, plant and equipment of $59.3 million. The additions to property, plant and equipment during fiscal 2010 consisted primarily of expansion activities associated with our Military segment, including the purchase of new facilities in Bloomington, Indiana and Oklahoma City, Oklahoma, the addition of fixtures and equipment and conversion activities associated with our Columbus, Georgia facility, and our purchase of our Pensacola, Florida property, which had previously been a leased location.

Cash provided by financing activities was $61.2 million for fiscal 2012, which consisted primarily of $72.6 million in proceeds from long-term debt, partially offset by $8.8 million in dividend payments. The proceeds from long-term debt were primarily used to finance the acquisition of retail stores from No Frills and Bag 'N Save. Cash used by financing activities was $37.6 million for fiscal 2011, which consisted primarily of $19.6 million in net payments of long-term debt, $8.7 million used to pay dividends on our common stock and $3.8 million in deferred financing costs related to the refinancing of the Company's asset-backed revolving credit facility. Cash used by financing activities was $8.2 million for fiscal 2010 which consisted primarily of $22.0 million used to repurchase shares of our common stock and $8.9 million in dividend payments, which were partially offset by net proceeds of long-term debt of $29.4 million.

Share Repurchase

On November 10, 2009, our Board of Directors approved a share repurchase program authorizing the Company to spend up to $25.0 million to purchase shares of the Company's common stock ("2009 Repurchase Program"). The 2009 Repurchase Program took effect on November 16, 2009 and expired on December 31, 2010. During fiscal 2010, we repurchased a total of 643,234 shares for $22.8 million, at an average price per share of $35.42.

The average price per share referenced above includes commissions.

Contractual Obligations and Commercial Commitments

The following table summarizes our significant contractual cash obligations as of December 29, 2012, and the expected timing of cash payments related to such obligations in future periods:

	Amount Committed By Period				
(in thousands)	Total Amount Committed	Fiscal 2013	Fiscal 2014-2015	Fiscal 2016-2017	Thereafter
Contractual Cash Obligations:					
Long-Term Debt (1)	$ 356,251	$ -	$ 1,122	$ 190,321	$ 164,808
Interest on Long-Term Debt (2)	199,295	10,312	21,110	21,796	146,077
Capital Lease Obligations (3) (4)	25,689	3,700	6,852	6,248	8,889
Operating Leases (3)	142,172	25,195	38,627	21,897	56,453
Benefit Obligations (5)	33,626	3,491	6,851	6,730	16,554
Purchase Obligations (6)	11,277	5,027	3,184	1,935	1,131
Total (7)	$ 768,310	$ 47,725	$ 77,746	$ 248,927	$ 393,912

(1) Refer to Part II, Item 8 in this report under Note (7) – "Long-term Debt and Bank Credit Facilities" for additional information regarding long-term debt.

(2) The interest on long-term debt for periods subsequent to fiscal 2017 reflects our Senior Subordinated Convertible Debt accreted interest for fiscal 2018 through 2035, should the convertible debt remain outstanding until maturity. Interest payments assume debt is held to maturity. For variable rate debt, the current interest rates applicable as of December 29, 2012, were assumed for the remainder of the term.

(3) Lease obligations primarily relate to store locations for our Retail segment, as well as store locations subleased to independent food distribution customers. A discussion of lease commitments can be found in Part II, Item 8 in this report under Note (12) – "Leases" in the Notes to Consolidated Financial Statements and under the caption "Lease Commitments" in the Critical Accounting Policies section below.

(4) Includes amounts classified as imputed interest.

(5) Our benefit obligations include obligations related to third-party sponsored defined benefit pension and post-retirement benefit plans. For a further discussion see Part II, Item 8 in this report under Note (17) – "Pension and Other Post-retirement Benefits" in the Notes to Consolidated Financial Statements.

(6) The amount of purchase obligations shown in the table represents the amount of product we are contractually obligated to purchase. The majority of our purchase obligations involve purchase orders made in the ordinary course of business, which are not included in the table above. Our purchase orders are based on our current needs and are fulfilled by our vendors within very short time horizons. The purchase obligations shown in this table also exclude agreements that are cancelable by us without significant penalty, which include contracts for routine outsourced services.

(7) Payments for reserved tax contingencies are not included as the timing of specific tax payments is not determinable.

We have also made certain commercial commitments that extend beyond 2012. These commitments include standby letters of credit and guarantees of certain Food Distribution customer lease obligations. The following summarizes these commitments as of December 29, 2012:

		Commitment Expiration Per Period			
Other Commercial Commitments (in thousands)	Total Amount Committed	Fiscal 2013	Fiscal 2014-2015	Fiscal 2016-2017	Thereafter
Standby Letters of Credit (1)	$ 12,708	$ 10,999	$ 1,709	$ -	$ -
Guarantees (2)	11,642	3,370	5,290	2,049	933
Total Other Commercial Commitments	$ 24,350	$ 14,369	$ 6,999	$ 2,049	$ 933

(1) Letters of credit relate primarily to supporting workers' compensation obligations.

(2) Refer to Part II, Item 8 of this report under Note (13) – "Concentration of Credit Risk" in the Notes to Consolidated Financial Statements and under the caption "Guarantees of Debt and Lease Obligations of Others" in the Critical Accounting Policies section below for additional information regarding debt guarantees, lease guarantees and assigned leases.

Asset-backed Credit Agreement

On December 21, 2011, the Company and its subsidiaries entered into a credit agreement and related security and other agreements with Wells Fargo and the Lenders party thereto (the "Credit Agreement"), providing for a $520.0 million revolving asset-backed credit facility, which included a $50.0 million Swing Line sub-facility and a $75.0 million letter of credit sub-facility (the "Revolving Credit Facility"). At the inception of the agreement, we were required to maintain a reserve of $100.0 million with respect to the Senior Subordinated Convertible Debt, which reserve has now increased to $150.0 million commencing on December 15, 2012. Provided no event of default is then existing or would arise, the Company may from time-to-time, request that the Revolving Credit Facility be increased by an aggregate amount (for all such requests) not to exceed $250.0 million. On December 21, 2011, the Company (a) borrowed $151.7 million under the Revolving Credit Facility to pay-off outstanding principal and interest due pursuant to the credit agreement among the Company, various Lenders, Bank of America, N.A , as Administrative Agent, et al, dated as of April 11, 2008 (the "B of A Credit Agreement"), to pay closing costs and for other general corporate purposes and (b) rolled forward its existing letters of credit totaling $11.0 million into the new Credit Agreement. The Credit Agreement is collateralized by a first priority perfected security interest on all real and personal property of the Company and its subsidiaries, including (i) a perfected pledge of all of the equity interests held by the Company and its subsidiaries and (ii) mortgages encumbering certain real estate owned by the Company, subject to certain exceptions. The obligations of the Company and its subsidiaries under the Credit Agreement are unconditionally cross-guaranteed by the Company and its subsidiaries.

The syndicate of lenders for the original Credit Agreement included: Wells Fargo Capital Finance, LLC, as Administrative Agent, Collateral Agent, Swing Line Lender; Wells Fargo Bank, N.A. and Bank of America, N.A. as L/C Issuers; JPMorgan Chase Bank, N.A. and BMO Harris Bank, N.A. as Syndication Agents; Bank of America, N.A. and Barclays Bank PLC as Documentation Agents; and Wells Fargo Capital Finance, LLC, J.P. Morgan Securities LLC, BMO Capital Markets and Merrill Lynch, Pierce, Fenner and Smith Incorporated as Joint Lead Arrangers and Joint Book Managers.

On November 27, 2012, the Company and its subsidiaries entered into Amendment No. 1 (the "Amendment") to its Credit Agreement dated as of December 21, 2011.

Among other things, the Amendment (i) increased the commitments under the Credit Agreement by $70.0 million to $590.0 million, including within the increase a first-in last-out tranche ("FILO Tranche Loans") of $30.0 million which amortizes by $2.5 million on the first day of each fiscal quarter beginning March 24, 2013, (ii) extended the maturity of the Credit Agreement by one year to December 21, 2017, and (iii) provided for increases to advance rates of certain components of the borrowing base as well as permitting the inclusion of asset classes in the borrowing base that were previously excluded.

The principal amount outstanding under the amended Revolving Credit Facility, plus interest accrued and unpaid thereon, will be due and payable in full at maturity on December 21, 2017. The Company can elect, at the time of borrowing, for loans to bear interest at a rate equal to either the base rate or LIBOR plus a margin. The LIBOR interest rate margin can vary quarterly in 0.25% increments between three pricing levels ranging from 1.50% to 2.00%, except for FILO Tranche Loans which bear interest at a rate equal to LIBOR plus 2.75%. The pricing levels for the non-FILO Tranche Loans are based on the Excess Availability, which is defined in the Credit Agreement as (a) the lesser of (i) the borrowing base; or (ii) the aggregate commitments; minus (b) the aggregate of the outstanding credit extensions. The LIBOR interest rate margin was 1.75% as of December 29, 2012.

The Credit Agreement contains no financial covenants unless and until (i) the continuance of an event of default under the Credit Agreement, or (ii) the failure of the Company to maintain Excess Availability equal to or greater than 10% of the borrowing base at any time, in which event, the Company must comply with a trailing 12-month basis consolidated fixed charge covenant ratio of 1.0 : 1.0, which ratio shall continue to be tested each period thereafter until Excess Availability exceeds 10% of the borrowing base for three consecutive fiscal periods.

The Credit Agreement contains usual and customary covenants for a facility of this type requiring the Company and its subsidiaries, among other things, to maintain collateral, comply with applicable laws, keep proper books and records, preserve corporate existence, maintain insurance and pay taxes in a timely manner.

Events of default under the Credit Agreement are usual and customary for transactions of this type, subject to, in specific instances, materiality and cure periods including, among other things: (a) any failure to pay principal thereunder when due or to pay interest or fees on the due date; (b) material misrepresentations; (c) default under other agreements governing material indebtedness of the Company; (d) default in the performance or observation of any covenants; (e) any event of insolvency or bankruptcy; (f) any final judgments or orders to pay more than $15.0 million that remain unsecured or unpaid; (g) change of control, as defined in the Credit Agreement; and (h) any failure of a collateral document, after delivery thereof, to create a valid mortgage or first-priority lien.

At December 29, 2012, $238.5 million was available under the Revolving Credit Facility after giving effect to outstanding borrowings and to $12.7 million of outstanding letters of credit primarily supporting workers' compensation obligations. We are currently in compliance with all covenants contained within the Credit Agreement.

Our Revolving Credit Facility represents one of our primary sources of liquidity, both short-term and long-term, and the continued availability of credit under that agreement is of material importance to our ability to fund our capital and working capital needs.

Senior Subordinated Convertible Debt

On March 15, 2005, we completed a private placement of $150.1 million in aggregate issue price (or $322.0 million aggregate principal amount at maturity) of senior subordinated convertible notes due 2035. The notes are unsecured senior subordinated obligations and rank junior to our existing and future senior indebtedness, including borrowings under our Revolving Credit Facility.

Cash interest at the rate of 3.50% per year is payable semi-annually on the issue price of the notes until March 15, 2013. After that date, cash interest will not be payable, unless contingent cash interest becomes payable, and original issue discount for non-tax purposes will accrue on the notes at a daily rate of 3.50% per year until the maturity date of the notes. On the maturity date of the notes, a holder will receive $1,000 per note. Contingent cash interest will be paid on the notes during any six-month period, commencing March 16, 2013, if the average market price of a note for a ten trading day measurement period preceding the applicable six-month period equals 130% or more of the accreted principal amount of the note, plus accrued cash interest, if any. The contingent cash interest payable with respect to any six-month period will equal an annual rate of 0.25% of the average market price of the note for the ten trading day measurement period described above.

The notes will be convertible at the option of the holder, only upon the occurrence of certain events, at an adjusted conversion rate of 9.7224 shares (initially 9.3120) of our common stock per $1,000 principal amount at maturity of notes (equal to an adjusted conversion price of approximately $47.94 per share). Upon conversion, we will pay the holder the conversion value in cash up to the accreted principal amount of the note and the excess conversion value, if any, in cash, stock or a combination of both, at our option.

We may redeem all or a portion of the notes for cash at any time on or after the eighth anniversary of the issuance of the notes. Holders may require us to purchase for cash all or a portion of their notes on the 8th, 10th, 15th, 20th and 25th anniversaries of the issuance of the notes. In addition, upon specified change in control events, each holder will have the option, subject to certain limitations, to require us to purchase for cash all or any portion of such holder's notes.

In connection with the closing of the sale of the notes, we entered into a registration rights agreement with the initial purchasers of the notes. In accordance with that agreement, we filed with the Securities and Exchange Commission on July 13, 2005, a shelf registration statement covering the resale by security holders of the notes and the common stock issuable upon conversion of the notes. The shelf registration statement was declared effective by the Securities and Exchange Commission on October 5, 2005. Our contractual obligation, however, to maintain the effectiveness of the shelf registration statement has expired. As a result, we removed from registration, by means of a post-effective amendment filed on July 24, 2007, all notes and common stock that remained unsold at such time.

Debt Obligations

For debt obligations, the following table presents principal cash flows, related weighted average interest rates by expected maturity dates and fair value as of December 29, 2012:

	Fixed Rate			Variable Rate		
(in thousands)	Fair Value	Amount	Rate	Fair Value	Amount	Rate
2013		$ 480	2.0%		$ -	-
2014		-	-		374	2.4%
2015		-	-		748	2.4%
2016		-	-		748	2.4%
2017		-	-		189,573	2.2%
Thereafter		148,724	3.5%		16,084	2.4%
	$ 149,191	$ 149,204		$ 207,527	$ 207,527	

Consolidated EBITDA (Non-GAAP Measurement)

The following is a reconciliation of EBITDA and Consolidated EBITDA to net earnings for fiscal 2012, 2011 and 2010 (amounts in thousands):

	2012	**2011**	**2010**
Net earnings (loss)	$ (93,872)	$ 35,805	$ 50,941
Income tax expense (benefit)	(27,822)	22,623	21,185
Interest expense	24,944	24,894	23,403
Depreciation and amortization	37,834	35,704	36,119
EBITDA	(58,916)	119,026	131,648
LIFO charge	3,325	14,220	53
Lease reserves	160	755	320
Goodwill impairment	166,630	-	-
Asset impairments	13,128	553	937
Net loss (gain) on sale of real estate and other assets	(1,522)	1,340	-
Gain on acquisition of a business	(6,639)	-	-
Share-based compensation expense (reversal of)	(2,446)	5,429	7,871
Settlement of pre-acquisition contingency	-	-	(310)
Subsequent cash payments on non-cash charges	(2,398)	(2,095)	(3,055)
Total Consolidated EBITDA	$ 111,322	$ 139,228	$ 137,464

EBITDA and Consolidated EBITDA are measures used by management to measure operating performance. EBITDA is defined as net earnings before interest, taxes, depreciation, and amortization. Consolidated EBITDA excludes certain non-cash charges and other items that management does not utilize in assessing operating performance and is a metric used to determine payout of performance units pursuant to our Short-Term and Long-Term Incentive Plans. The above table reconciles net earnings (loss) to EBITDA and Consolidated EBITDA. Not all companies utilize identical calculations; therefore, the presentation of EBITDA and Consolidated EBITDA may not be comparable to other identically titled measures of other companies. Neither EBITDA or Consolidated EBITDA are recognized terms under GAAP and do not purport to be an alternative to net earnings as an indicator of operating performance or any other GAAP measure. In addition, EBITDA and Consolidated EBITDA are not intended to be measures of free cash flow for management's discretionary use since they do not consider certain cash requirements, such as interest payments, tax payments and capital expenditures.

Derivative Instruments

We have market risk exposure to changing interest rates primarily as a result of our borrowing activities. Our objective in managing our exposure to changes in interest rates is to reduce fluctuations in earnings and cash flows. From time-to-time we use derivative instruments, primarily interest rate swap agreements, to manage risk exposures when appropriate, based on market conditions. We do not enter into derivative agreements for trading or other speculative purposes, nor are we a party to any leveraged derivative instrument.

We entered into two interest rate swap agreements on October 15, 2010 with notional amounts totaling $17.5 million. The term of the agreements was for one year, and they expired on October 15, 2011. During the term of the agreements, these agreements were designated as cash flow hedges and were reflected at fair value in our Consolidated Balance Sheet and the related gains or losses on these contracts were deferred in stockholders' equity as a component of other comprehensive income. Deferred gains and losses were amortized as an adjustment to expense over the same period in which the related items being hedged were recognized in income. However, to the extent that any of these contracts were not considered to be effective in accordance with ASC Topic 815 ("ASC 815") in offsetting the change in the value of the items being hedged, any changes in fair value relating to the ineffective portion of these contracts were immediately recognized in income.

As of December 29, 2012, there were no interest rate swap agreements in existence.

Off-Balance Sheet Arrangements

As of the date of this report, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, often referred to as structured finance or special purpose entities, which are generally established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that may not be readily apparent from other sources. Senior management has discussed the development, selection and disclosure of these estimates with the Audit and Finance Committee of our Board of Directors and with our independent auditors.

An accounting policy is considered critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our financial statements. We consider the following accounting policies to be critical and could result in materially different amounts being reported under different conditions or using different assumptions:

Customer Exposure and Credit Risk

Allowance for Doubtful Accounts – Methodology. We evaluate the collectability of our accounts and notes receivable based on a combination of factors. In most circumstances when we become aware of factors that may indicate a deterioration in a specific customer's ability to meet its financial obligations to us (e.g., reductions of product purchases, deteriorating store conditions, changes in payment patterns), we record a specific reserve for bad debts against amounts due to reduce the net recognized receivable to the amount we reasonably believe will be collected. In determining the adequacy of the reserves, we analyze factors such as the value of any collateral, customer financial statements, historical collection experience, aging of receivables and other economic and industry factors. It is possible that the accuracy of the estimation process could be materially affected by different judgments as to the collectability based on information considered and further deterioration of accounts. If circumstances change (i.e., further evidence of material adverse creditworthiness, additional accounts become credit risks, store closures), our estimates of the recoverability of amounts due us could be reduced by a material amount, including to zero.

As of December 29, 2012, we have recorded an allowance for doubtful accounts reserve for our accounts and notes receivables of $5.0 million as compared to $6.7 million as of December 31, 2011. During fiscal 2012, we reduced our allowance for doubtful account reserves by $1.0 million in addition to experiencing write-offs of $0.7 million.

Lease Commitments. We have historically leased store sites for sublease to qualified independent retailers at rates that are at least as high as the rent paid by us. Under terms of the original lease agreements, we remain primarily liable for any commitments an independent retailer may no longer be financially able to satisfy. We also lease store sites for our Retail segment. Should a retailer be unable to perform under a sublease or should we close underperforming corporate stores, we record a charge to earnings for costs of the remaining term of the lease, less any anticipated sublease income. Calculating the estimated losses requires that significant estimates and judgments be made by management. Our reserves for such properties can be materially affected by factors such as the extent of interested sub-lessees and their creditworthiness, our ability to negotiate early termination agreements with lessors, general economic conditions and the demand for commercial property. Should the number of defaults by sub-lessees or corporate store closures materially increase, the remaining lease commitments we must record could have a material adverse effect on operating results and cash flows. Refer to Part II, Item 8 of this report under Note (12) – "Leases" in the Notes to Consolidated Financial Statements for a discussion of Lease Commitments.

As of December 29, 2012, we have recorded a provision for losses related to leases on closed locations of $4.6 million as compared to $5.5 million as of December 31, 2011. During fiscal 2012, we made payments of $2.1 million related to leases on closed locations, which was partially offset by the recording of $1.2 million in additional provisions for losses.

Guarantees of Debt and Lease Obligations of Others. We have guaranteed the debt and lease obligations of certain Food Distribution customers. In the event these retailers are unable to meet their debt service payments or otherwise experience an event of default, we would be unconditionally liable for the outstanding balance of their debt and lease obligations ($1.4 million as of December 29, 2012 as compared to $7.9 million as of December 31, 2011), which would be due in accordance with the underlying agreements. The decrease in outstanding obligations during fiscal 2012 is primarily due to the Company's acquisition of No Frills, which resulted in the elimination of a $4.6 million guarantee of that former customer's lease obligations.

We have entered into loan and lease guarantees on behalf of certain Food Distribution customers that are accounted for under ASC Topic 460. ASC Topic 460 provides that at the time a company issues a guarantee, the company must recognize an initial liability for the fair value of the obligation it assumes under that guarantee. The maximum undiscounted payments we would be required to make in the event of default under the guarantees is $1.4 million, which is referenced above. These guarantees are secured by certain business assets and personal guarantees of the respective customers. We believe these customers will be able to perform under the lease agreements and that no payments will be required and no loss will be incurred under the guarantees. As required by ASC Topic 460, a liability representing the fair value of the obligations assumed under the guarantees is included in the accompanying consolidated financial statements. The amount of this liability is no longer significant due to elimination of the $0.7 million liability associated with the guarantee of the lease obligations of No Frills. All of the other guarantees were issued prior to December 31, 2002 and therefore are not subject to the recognition and measurement provisions of ASC Topic 460.

We have also assigned various leases to certain Food Distribution customers and other third parties. If the assignees were to become unable to continue making payments under the assigned leases, we estimate our maximum potential obligation with respect to the assigned leases, net of reserves, to be approximately $8.3 million as of December 29, 2012 as compared to $11.4 million as of December 31, 2011. In circumstances when we become aware of factors that indicate deterioration in a customer's ability to meet its financial obligations guaranteed or assigned by us, we record a specific reserve in the amount we reasonably believe we will be obligated to pay on the customer's behalf, net of any anticipated recoveries from the customer. In determining the adequacy of these reserves, we analyze factors such as those described above in "Allowance for Doubtful Accounts – Methodology" and "Lease Commitments." It is possible that the accuracy of the estimation process could be materially affected by different judgments as to the obligations based on information considered and further deterioration of accounts, with the potential for a corresponding adverse effect on operating results and cash flows. Triggering these guarantees or obligations under assigned leases would not, however, result in cross default of our debt, but could restrict resources available for general business initiatives. Refer to Part II, Item 8 of this report under Note (13) – "Concentration of Credit Risk" in the Notes to Consolidated Financial Statements for more information regarding customer exposure and credit risk.

Impairment of Long-Lived Assets

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that the carrying amounts of such long-lived assets may not be recoverable from future net pretax cash flows. Impairment testing requires significant management judgment including estimating future sales and costs, alternative uses for the assets and estimated proceeds from disposal of the assets. Estimates of future results are often influenced by assessments of changes in competition, merchandising strategies, human resources and general market conditions, which may result in not recognizing an impairment loss. Impairment testing is conducted at the lowest level where cash flows can be measured and are independent of cash flows of other assets. An asset impairment would be indicated if the sum of the expected future net pretax cash flows from the use of the asset (undiscounted and without interest charges) is less than the carrying amount of the asset. An impairment loss would be measured based on the difference between the fair value of the asset and its carrying amount. We generally determine fair value by discounting expected future cash flows at a rate which management has determined to be consistent with assumptions used by market participants.

The estimates and assumptions used in the impairment analysis are consistent with the business plans and estimates we use to manage our business operations and to make acquisition and divestiture decisions. The use of different assumptions would increase or decrease the impairment charge. Actual outcomes may differ from the estimates. It is possible that the accuracy of the estimation of future results could be materially affected by different judgments as to competition, strategies and market conditions, with the potential for a corresponding adverse effect on financial condition and operating results.

Goodwill

We maintain three reporting units for purposes of our goodwill impairment testing, which are the same as our reporting segments disclosed in Part II, Item 8 of this report under Note (18) – "Segment Information". Goodwill for each of our reporting units is tested for impairment annually and/or when factors indicating impairment are present, which requires a significant amount of management's judgment. Such indicators may include a decline in our expected future cash flows, unanticipated competition, the loss of a major customer, slower growth rates or a sustained significant decline in our share price and market capitalization, among others. Any adverse change in these factors could have a significant impact on the recoverability of our goodwill and could have a material impact on our consolidated financial statements.

We apply, to the extent possible, observable market inputs to arrive at the fair values of our reporting units, in accordance with ASC Topic 820.

Our fair value for each reporting unit is determined based on an income approach which incorporates a discounted cash flow analysis and a market approach that utilizes current earnings multiples for comparable publicly-traded companies. Our income approach is based on an estimate of future cash flows and a terminal value that factors in estimated long-term growth. The estimate of future cash flows is dependent on our knowledge and experience of past and current events and assumptions about conditions we expect to exist, including operating performance, economic conditions, long-term growth rates, capital expenditures, changes in working capital and effective tax rates. The discount rates applied to the income approach reflect a weighted average cost of capital for comparable publicly-traded companies which are adjusted for equity and size risk premiums based on market capitalization.

We have weighted the valuation of our reporting units at 75% based on the income approach and 25% based on the market approach. We believe that this weighting is appropriate since it is often difficult to find other appropriate publicly-traded companies that are similar to our reporting units and it is our view that future discounted cash flows are more reflective of the value of the reporting units.

Our estimates could be materially impacted by factors such as competitive forces, customer behaviors, and changes in growth trends and specific industry conditions, with the potential for a corresponding adverse effect on financial condition and operating results potentially resulting in impairment of the goodwill. None of the reporting units are more susceptible to economic conditions than others. The income approach and market approach used to determine fair value are sensitive to changes in discount rates and market trading multiples.

During the second quarter of fiscal 2012, we performed an impairment test of goodwill due to market conditions as of the end of our fifth fiscal period. The Company's market capitalization as calculated, using the share price multiplied by the shares outstanding, had declined in the second quarter and from fiscal year end 2011 resulting in an enterprise value significantly lower than the carrying value of the business segments. We recorded a goodwill impairment charge of $132.0 million in the second quarter of fiscal 2012, of which $113.0 million related to our Food Distribution segment and $19.0 million related to our Retail segment.

We performed our fiscal 2012 annual impairment test of goodwill during the fourth quarter of fiscal 2012 based on conditions as of the end of the third quarter of fiscal 2012 and determined in the first step of our analysis that an indication of impairment existed in our Military reporting segment. This required us to calculate our Military segment's implied fair value in the second step of the impairment analysis. Compared to the analysis performed during the second quarter of 2012, management's financial forecast for the Military business segment at this time reflected lower gross margins and the impact of other competitive factors, which resulted in lower projected cash flows for the Military segment. For the second step of the analysis, we utilized recent appraisals of land and buildings belonging to our Military segment to determine the fair value of these assets. The carrying values of certain assets and liabilities, such as accounts receivable and accounts payable, approximated fair value due to their short maturities. Also, in order to determine the fair value of the Military segment's inventory, the LIFO reserve related to that inventory was eliminated from its carrying value. These adjustments to the carrying value of the Military segment resulted in an implied fair value for the segment that was significantly lower than the segment's carrying value. As a result of this analysis, we recorded a goodwill impairment charge of $34.6 million in the fourth quarter of fiscal 2012 to fully impair the goodwill associated with the Military reporting segment. The carrying value of the Food Distribution segment exceeded its fair value as determined in the first step of our analysis, however, due to the impairment charge recorded in the second quarter of fiscal 2012, there is no longer any goodwill associated with that reporting segment. The fair value of the Retail segment was approximately 14% higher than its carrying value.

Discount rates applied in our income approach during fiscal 2012 ranged from 9.0% to 12.0% and were reflective of the weighted average cost of capital of comparable publicly-traded companies with an adjustment for equity and size premiums based on market capitalization. Growth rates ranged from zero to 2.0%. For the Retail segment to have an indication of impairment, the discount rate applied would need to increase by over 1.5% or the assumed long-term growth rate would need to decrease by over 1.5% with a corresponding increase in the discount rate of 1.5%.

While we believe our estimates of the fair value of our reporting units are reasonable, there can be no assurance that deterioration in economic conditions, customer relationships or adverse changes to expectations of future performance will not occur, resulting in a goodwill impairment loss. Please refer to Part II, Item 8 in this report under Note (1) – "Summary of Significant Accounting Policies" under the caption "Goodwill and Intangible Assets" of this Form 10-K for additional information pertaining to our annual goodwill impairment analysis.

Income Taxes

When preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. The process involves estimating our actual current tax obligations based on expected income, statutory tax rates and tax planning opportunities in the various jurisdictions in which we operate. In the event there is a significant unusual or one-time item recognized in our results of operations, the tax attributable to that item would be separately calculated and recorded in the period the unusual or one-time item occurred.

We utilize the liability method of accounting for income taxes. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse or are settled. A valuation allowance is recorded when it is more likely than not that all or a portion of the deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in our tax provision in the period of change.

We establish reserves when, despite our belief that the tax return positions are fully supportable, certain positions could be challenged and we may ultimately not prevail in defending our positions. These reserves are adjusted in light of changing facts and circumstances, such as the closing of a tax audit or the expiration of statutes of limitations. The effective tax rate includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as related penalties and interest. These reserves relate to various tax years subject to audit by taxing authorities.

Income tax positions must meet a more-likely-than-not recognition threshold to be recognized. We recognize potential accrued interest and penalties related to the unrecognized tax benefits in income tax expense.

Reserves for Self Insurance

We are primarily self-insured for workers' compensation, general and automobile liability and health insurance costs. It is our policy to record our self-insurance liabilities based on claims filed and an estimate of claims incurred but not yet reported. Workers' compensation, general and automobile liabilities are actuarially determined on a discounted basis. We have purchased stop-loss coverage to limit our exposure to any significant exposure on a per claim basis. On a per claim basis as of December 29, 2012, our exposure for workers' compensation is $0.6 million, for auto liability and general liability is $0.5 million and for health insurance our exposure is $0.4 million. Any projection of losses concerning workers' compensation, general and automobile and health insurance liability is subject to a considerable degree of variability. Among the causes of this variability are unpredictable external factors affecting future inflation rates, litigation trends, legal interpretations, benefit level changes and claim settlement patterns. Although our estimates of liabilities incurred do not anticipate significant changes in historical trends for these variables, such changes could have a material impact on future claim costs and currently recorded liabilities. A 100 basis point change in discount rates would increase our liability by approximately $0.2 million.

Vendor Allowances and Credits

As is common in our industry, we use a third party service to undertake accounts payable audits on an ongoing basis. These audits examine vendor allowances offered to us during a given year as well as cash discounts, freight allowances and duplicate payments and establish a basis for us to recover overpayments made to vendors. We reduce future payments to vendors based on the results of these audits, at which time we also establish reserves for commissions payable to the third party service provider as well as for amounts that may not be collected. We also establish reserves for future repayments to vendors for disputed payment deductions related to accounts payable audits, promotional allowances and other items. Although our estimates of reserves do not anticipate changes in our historical payback rates, such changes could have a material impact on our currently recorded reserves.

Share-based Compensation

The Company is required to estimate the fair value of share-based payment awards on the date of grant. The Company uses the grant date market value per share of our common stock to estimate the fair value of Restricted Stock Units (RSUs) and performance units granted pursuant to its long-term incentive plan (LTIP). The Company used a lattice model to estimate the fair value of stock appreciation rights (SARs) which contain market conditions. The value of the portion of the awards ultimately expected to vest is recognized as expense over the requisite service period which is derived from the data in the lattice valuation model. Share-based compensation is based on awards ultimately expected to vest, and is reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ materially from those estimates. Significant judgment is required in selecting the assumptions used for estimating fair value of share-based compensation as well as estimating forfeiture rates. Further, any awards with performance conditions that can affect vesting also add additional judgment in determining the amount expected to vest. There can be significant volatility in many of our assumptions and therefore our estimates of fair value, forfeitures, etc. are sensitive to changes in these assumptions.

Please refer to Part II, Item 8 in this Form 10-K under Note (10) – "Share-based Compensation Plans" for a comprehensive discussion related to our share-based compensation plans.

New Accounting Standards

There have been no recently adopted accounting standards that have resulted in a material impact to the Company's financial statements.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Our exposure in the financial markets consists of changes in interest rates relative to our investment in notes receivable, the balance of our debt obligations outstanding and derivatives employed from time to time to manage our exposure to changes in interest rates. We do not use financial instruments or derivatives for any trading or other speculative purposes.

We carry notes receivable because, in the normal course of business, we make long-term loans to certain retail customers. Substantially all notes receivable are based on floating interest rates which adjust to changes in market rates. As a result, the carrying value of notes receivable, which includes a reserve for estimated uncollectible amounts, approximates market value. Refer to Part II, Item 8 of this report under Note (6) – "Accounts and Notes Receivable" in the Notes to Consolidated Financial Statements for more information.

The table below provides information about our debt obligations that are sensitive to changes in interest rates. For debt obligations, the table presents principal cash flows and related weighted average interest rates by expected maturity dates.

	December 29, 2012							
(in millions, except rates)	Fair Value	Total	2013	2014	2015	2016	2017	Thereafter
Debt with variable interest rate:								
Principal payable	$ 207.5	$ 207.5	$ -	$ 0.4	$ 0.7	$ 0.7	$189.6	$ 16.1
Average variable rate payable		2.2%		2.4%	2.4%	2.4%	2.2%	2.4%
Debt with fixed interest rates:								
Principal payable	$ 149.2	$ 149.2	$ 0.5	$ -	$ -	$ -	$ -	$ 148.7
Average fixed rate payable		3.5%	2.0%					3.5%

ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Nash-Finch Company

We have audited the accompanying consolidated balance sheets of Nash-Finch Company (a Delaware corporation) and subsidiaries (the "Company") as of December 29, 2012 and December 31, 2011, and the related consolidated statements of income (loss), comprehensive income (loss), in stockholders' equity, and cash flows for each of the three years in the period ended December 29, 2012. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Nash-Finch Company and subsidiaries as of December 29, 2012 and December 31, 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 29, 2012, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 29, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 28, 2013, expressed unqualified opinion thereon.

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota
February 28, 2013

NASH FINCH COMPANY AND SUBSIDIARIES
Consolidated Statements of Income (Loss)
(In thousands, except per share amounts)

Fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011	**2012**	**2011**	**2010**
Sales	$ 4,820,797	$ 4,855,459	$ 5,034,926
Cost of sales	4,429,329	4,475,433	4,634,138
Gross profit	391,468	380,026	400,788
Other costs and expenses:			
Selling, general and administrative	290,393	261,000	269,140
Gain on acquisition of a business	(6,639)	-	-
Goodwill impairment	166,630	-	-
Depreciation and amortization	37,834	35,704	36,119
Interest expense	24,944	24,894	23,403
Total other costs and expenses	513,162	321,598	328,662
Earnings (loss) before income taxes	(121,694)	58,428	72,126
Income tax expense (benefit)	(27,822)	22,623	21,185
Net earnings (loss)	$ (93,872)	$ 35,805	$ 50,941
Net earnings (loss) per share:			
Basic	$ (7.24)	$ 2.80	$ 3.97
Diluted	(7.24)	2.74	3.86
Declared dividends per common share	$ 0.72	$ 0.72	$ 0.72
Weighted average number of common shares outstanding and common equivalent shares outstanding:			
Basic	12,970	12,808	12,819
Diluted	12,970	13,068	13,186

See accompanying notes to consolidated financial statements.

NASH FINCH COMPANY AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Loss)
(In thousands)

Fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011	2012		2011		2010	
Net earnings (loss)	$ (93,872)		$ 35,805		$ 50,941	
Change in fair value of derivatives, net of tax	-		264	(1)	426	(1)
Minimum pension liability adjustment, net of tax	(1,066)	(2)	(4,006)	(2)	(679)	(2)
Minimum other post-retirement liability adjustment, net of tax	68	(3)	19	(3)	25	(3)
Comprehensive income (loss)	$ (94,870)		$ 32,082		$ 50,713	

(1) Net of tax of $169 and $272, respectively.

(2) Net of tax of ($682), ($2,561), and ($434), respectively.

(3) Net of tax of $44, $12, and $16, respectively.

See accompanying notes to consolidated financial statements.

NASH FINCH COMPANY AND SUBSIDIARIES
Consolidated Balance Sheets
(In thousands, except per share amounts)

Assets	December 29, 2012	December 31, 2011
Current assets:		
Cash	$ 1,291	$ 773
Accounts and notes receivable, net	239,925	243,763
Inventories	362,526	308,621
Prepaid expenses and other	18,569	17,329
Deferred tax assets, net	3,724	6,896
Total current assets	626,035	577,382
Notes receivable, net	21,360	23,221
Property, plant and equipment:		
Property, plant and equipment	738,857	686,794
Less accumulated depreciation and amortization	(436,572)	(413,695)
Net property, plant and equipment	302,285	273,099
Goodwill	22,877	170,941
Customer contracts & relationships, net	6,649	15,399
Investment in direct financing leases	1,923	2,677
Deferred tax assets, net	2,780	-
Other assets	19,708	11,049
Total assets	$ 1,003,617	$ 1,073,768
Liabilities and Stockholders' Equity		
Current liabilities:		
Current maturities of long-term debt and capitalized lease obligations	$ 2,265	$ 2,932
Accounts payable	247,392	234,722
Accrued expenses	52,326	61,459
Income taxes payable	429	-
Total current liabilities	302,412	299,113
Long-term debt	356,251	278,546
Capital lease obligations	14,807	15,905
Deferred tax liabilities, net	-	40,671
Other liabilities	33,758	34,910
Commitments and contingencies	-	-
Stockholders' equity:		
Preferred stock -- no par value		
Authorized 500 shares; none issued	-	-
Common stock of $1.66 2/3 par value		
Authorized 50,000 shares, issued 13,799 and 13,727 shares, respectively	22,998	22,878
Additional paid-in capital	113,641	118,222
Common stock held in trust	(1,295)	(1,254)
Deferred compensation obligations	1,295	1,254
Accumulated other comprehensive loss	(15,705)	(14,707)
Retained earnings	227,161	330,470
Common stock in treasury, 1,525 and 1,541 shares, respectively	(51,706)	(52,240)
Total stockholders' equity	296,389	404,623
Total liabilities and stockholders' equity	$ 1,003,617	$ 1,073,768

See accompanying notes to consolidated financial statements.

NASH FINCH COMPANY AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(In thousands)

Fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011	2012	2011	2010
Operating activities:			
Net earnings (loss)	$ (93,872)	$ 35,805	$ 50,941
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:			
Gain on acquisition of a business	(6,639)	-	-
Depreciation and amortization	37,834	35,704	36,119
Amortization of deferred financing costs	1,267	3,597	1,834
Non-cash convertible debt interest	6,243	5,771	5,346
Rebateable loans	4,521	3,471	4,096
Provision for (recovery of) bad debts	(613)	811	808
Provision for lease reserves	160	755	320
Deferred income tax expense (benefit)	(40,986)	5,712	12,211
Loss (gain) on sale of property, plant and equipment	(1,522)	1,357	(503)
LIFO charge	3,325	14,220	53
Asset impairments	13,128	553	937
Impairments of goodwill	166,630	-	-
Share-based compensation expense (reversal of)	(2,446)	5,429	7,871
Deferred compensation	1,196	883	1,075
Other	(243)	(689)	(753)
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts and notes receivable	6,117	(6,758)	14,659
Inventories	(31,293)	11,670	(47,756)
Prepaid expenses	(318)	(1,122)	1,913
Accounts payable	2,377	4,083	(9,963)
Accrued expenses	(11,108)	(2,283)	809
Income taxes payable	(775)	(389)	(9,384)
Other assets and liabilities	(2,274)	2,567	(4,517)
Net cash provided by operating activities	50,709	121,147	66,116
Investing activities:			
Proceeds from sale of assets	9,756	3,949	783
Additions to property, plant and equipment	(39,499)	(68,600)	(59,295)
Businesses acquired, net of cash	(78,344)	(8,818)	-
Loans to customers	(10,941)	(11,008)	(1,368)
Payments from customers on loans	8,609	1,521	2,366
Corporate-owned life insurance, net	(786)	(653)	(427)
Other	(151)	-	3
Net cash used in investing activities	(111,356)	(83,609)	(57,938)
Financing activities:			
Proceeds from (payments of) revolving debt	53,425	(18,700)	30,000
Dividends paid	(8,816)	(8,739)	(8,930)
Repurchase of common stock	-	-	(21,970)
Proceeds from long-term debt	19,182	151,500	-
Payments of long-term debt	(1,260)	(152,366)	(628)
Payments of capitalized lease obligations	(2,429)	(2,765)	(3,529)
Increase (decrease) in outstanding checks	4,194	(1,593)	(3,083)
Payments of deferred financing costs	(1,821)	(3,781)	-
Tax benefit (shortfall) from share-based compensation	66	(41)	(38)
Other	(1,376)	(1,110)	-
Net cash provided by (used in) financing activities	61,165	(37,595)	(8,178)
Net increase (decrease) in cash	518	(57)	-
Cash at beginning of year	773	830	830
Cash at end of year	$ 1,291	$ 773	$ 830

See accompanying notes to consolidated financial statements.

NASH FINCH COMPANY
Consolidated Statements of Stockholders' Equity
(In thousands, except per share amounts)

Fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011	Common stock (shares outstanding)	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Treasury stock	Total stockholders' equity
Balance at January 2, 2010	12,812	$ 22,792	$ 106,705	$ 261,821	$ (10,756)	$ (30,003)	$ 350,559
Net earnings	-	-	-	50,941	-	-	50,941
Other comprehensive income:							
Deferred loss on hedging activities, net of tax of $272	-	-	-	-	426	-	426
Minimum pension liability adjustment, net of tax of ($434)	-	-	-	-	(679)	-	(679)
Minimum other post-retirement liability adjustment, net of tax of $16	-	-	-	-	25	-	25
Dividends declared of $.72 per share	-	-	-	(8,930)	-	-	(8,930)
Share-based compensation	24	-	7,566	(248)	-	793	8,111
Stock appreciation rights	-	-	570	-	-	-	570
Common stock issued for performance units	-	4	(4)	-	-	-	-
Common stock transferred from rabbi trust	(85)	-	-	-	-	(1,200)	(1,200)
Repurchase of shares	(643)	-	-	-	-	(22,781)	(22,781)
Tax shortfall associated with compensation plans	-	-	(38)	-	-	-	(38)
Balance at January 1, 2011	12,108	$ 22,796	$ 114,799	$ 303,584	$ (10,984)	$ (53,191)	$ 377,004
Net earnings	-	-	-	35,805	-	-	35,805
Other comprehensive income:							
Deferred loss on hedging activities, net of tax of $169	-	-	-	-	264	-	264
Minimum pension liability adjustment, net of tax of ($2,561)	-	-	-	-	(4,006)	-	(4,006)
Minimum other post-retirement liability adjustment, net of tax of $12	-	-	-	-	19	-	19
Dividends declared of $.72 per share	-	-	-	(8,739)	-	-	(8,739)
Share-based compensation	28	-	2,976	(180)	-	951	3,747
Stock appreciation rights	-	-	570	-	-	-	570
Common stock issued for performance units	50	82	(82)	-	-	-	-
Tax shortfall associated with compensation plans	-	-	(41)	-	-	-	(41)
Balance at December 31, 2011	12,186	$ 22,878	$ 118,222	$ 330,470	$ (14,707)	$ (52,240)	$ 404,623
Net earnings (loss)	-	-	-	(93,872)	-	-	(93,872)
Other comprehensive income:							
Minimum pension liability adjustment, net of tax of ($682)	-	-	-	-	(1,066)	-	(1,066)
Minimum other post-retirement liability adjustment, net of tax of $44	-	-	-	-	68	-	68
Dividends declared of $.72 per share	-	-	-	(8,816)	-	-	(8,816)
Share-based compensation	16	-	(4,042)	(621)	-	534	(4,129)
Stock appreciation rights	-	-	(485)	-	-	-	(485)
Common stock issued for performance units	72	120	(120)	-	-	-	-
Tax benefit associated with compensation plans	-	-	66	-	-	-	66
Balance at December 29, 2012	12,274	$ 22,998	$ 113,641	$ 227,161	$ (15,705)	$ (51,706)	$ 296,389

See accompanying notes to consolidated financial statements.

(1) Summary of Significant Accounting Policies

Fiscal Year

The fiscal year of Nash-Finch Company ("Nash Finch") ends on the Saturday nearest to December 31. Fiscal years 2012, 2011 and 2010 each consisted of 52 weeks. Our interim quarters consist of 12 weeks except for the third quarter which consists of 16 weeks.

Principles of Consolidation

The accompanying financial statements include our accounts and the accounts of our majority-owned subsidiaries. All material inter-company accounts and transactions have been eliminated in the consolidated financial statements.

Cash and Cash Equivalents

In the accompanying financial statements and for purposes of the statements of cash flows, cash and cash equivalents include cash on hand and short-term investments with original maturities of three months or less when purchased which are carried at fair value. We had no short-term investments at the end of any of the fiscal years referenced in the financial statements.

Accounts and Notes Receivable

We evaluate the collectability of our accounts and notes receivable based on a combination of factors. In most circumstances when we become aware of factors that may indicate a deterioration in a specific customer's ability to meet its financial obligations to us (e.g., reductions of product purchases, deteriorating store conditions, changes in payment patterns), we record a specific reserve for bad debts against amounts due to reduce the net recognized receivable to the amount we reasonably believe will be collected. In determining the adequacy of the reserves, we analyze factors such as the value of any collateral, customer financial statements, historical collection experience, aging of receivables and other economic and industry factors. It is possible that the accuracy of the estimation process could be materially affected by different judgments as to the collectability based on information considered and further deterioration of accounts. If circumstances change (i.e., further evidence of material adverse creditworthiness, additional accounts become credit risks, store closures), our estimates of the recoverability of amounts due us could be reduced by a material amount, including to zero.

Revenue Recognition

We recognize revenue when the sales price is fixed or determinable, collectability is reasonably assured and the customer takes possession of the merchandise.

Revenues for the Military segment are recognized upon the delivery of the product to the commissary or commissaries designated by the Defense Commissary Agency (DeCA), or in the case of overseas commissaries, when the product is delivered to the port designated by DeCA, which is when DeCA takes possession of the merchandise and bears the responsibility for shipping the product to the commissary or overseas warehouse. Revenues from consignment sales are included in our reported sales on a net basis.

Revenues for the Food Distribution segment are recognized upon delivery of the product which is typically the same day the product is shipped.

Revenue is recognized for the Retail segment when the customer receives and pays for the merchandise at the point of sale. Sales taxes collected from customers are remitted to the appropriate taxing jurisdictions and are excluded from sales revenue as the Company considers itself a pass-through conduit for collecting and remitting sales taxes.

Based upon the nature of the products we sell, our customers have limited rights of return, which are immaterial.

In fiscal 2012, the Company revised its presentation of fees received from customers for shipping, handling, and the performance of certain other services, which primarily impacted our Food Distribution and Military business segments. The Company historically presented these items, such as freight fees, fuel surcharges, and fees for advertising services as a reduction to cost of sales. In accordance with the provisions of FASB Accounting Standards Codification ("ASC") Topic 605, the Company has revised its presentation to classify amounts billed to a customer related to shipping and handling in a sale transaction as revenue. The Company has also revised its presentation to classify fees received for the performance of certain other services as revenue. The revisions had the effect of increasing both sales and cost of sales, but did not have an impact on gross profit, earnings before income taxes, net earnings, cash flows, or financial position for any period, or their respective trends. Management has determined that the change in presentation is not material to any period. Prior year amounts shown below have been revised to conform to the current year presentation.

(in 000's)	52 Weeks Ended December 31, 2011 As Originally Reported	% of Sales	Adjustments	52 Weeks Ended December 31, 2011 As Revised	% of Sales
Sales	$ 4,807,215	100.0%	48,244	$ 4,855,459	100.0%
Cost of Sales	4,427,189	92.1%	48,244	4,475,433	92.2%
Gross Profit	$ 380,026	7.9%	-	$ 380,026	7.8%

(in 000's)	52 Weeks Ended January 1, 2011 As Originally Reported	% of Sales	Adjustments	52 Weeks Ended January 1, 2011 As Revised	% of Sales
Sales	$ 4,991,979	100.0%	42,947	$ 5,034,926	100.0%
Cost of Sales	4,591,191	92.0%	42,947	4,634,138	92.0%
Gross Profit	$ 400,788	8.0%	-	$ 400,788	8.0%

Cost of sales

Cost of sales includes the cost of inventory sold during the period, including distribution costs, shipping and handling fees, and vendor allowances and credits (see below). Advertising costs, included in cost of goods sold, are expensed as incurred and were $65.6 million, $56.7 million and $61.1 million for fiscal 2012, 2011 and 2010, respectively. Amounts billed that offset the cost of the advertising in cost of goods sold, were approximately $61.8 million, $55.5 million and $60.1 million for fiscal 2012, 2011 and 2010, respectively.

Vendor Allowances and Credits

We reflect vendor allowances and credits, which include allowances and incentives similar to discounts, as a reduction of cost of sales when the related inventory has been sold, based on the underlying arrangement with the vendor. These allowances primarily consist of promotional allowances, quantity discounts and payments under merchandising arrangements. Amounts received under promotional or merchandising arrangements that require specific performance are recognized in the Consolidated Statements of Income (Loss) when the performance is satisfied and the related inventory has been sold. Discounts based on the quantity of purchases from our vendors or sales to customers are recognized in the Consolidated Statements of Income (Loss) as the product is sold. When payment is received prior to fulfillment of the terms, the amounts are deferred and recognized according to the terms of the arrangement.

Inventories

Inventories are stated at the lower of cost or market. Approximately 79% of our inventories were valued on the last-in, first-out (LIFO) method at December 29, 2012 as compared to approximately 84% at December 31, 2011. We recorded LIFO charges of $3.3 million, $14.2 million, and $0.1 million for fiscal

2012, 2011 and 2010, respectively. The remaining inventories are valued on the first-in, first-out (FIFO) method. If the FIFO method of accounting for inventories had been applied to all inventories, inventories would have been higher by $90.7 million and $87.3 million at December 29, 2012 and December 31, 2011, respectively.

Capitalization, Depreciation and Amortization

Property, plant and equipment are stated at cost. Assets under capitalized leases are recorded at the present value of future lease payments or fair market value, whichever is lower. Expenditures which improve or extend the life of the respective assets are capitalized while maintenance and repairs are expensed as incurred.

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets which generally range from 10-40 years for buildings and improvements and 3-10 years for furniture, fixtures and equipment. Capitalized leases and leasehold improvements are amortized on a straight-line basis over the shorter of the term of the lease or the useful life of the asset.

Net property, plant and equipment consisted of the following (in thousands):

	December 29, 2012	December 31, 2011
Land	$ 45,745	$ 30,129
Buildings and improvements	307,899	292,538
Furniture, fixtures and equipment	313,815	286,780
Leasehold improvements	47,679	42,500
Construction in progress	276	3,571
Assets under capitalized leases	23,443	31,276
	738,857	686,794
Accumulated depreciation and amortization	(436,572)	(413,695)
Net property, plant and equipment	$ 302,285	$ 273,099

Impairment of Long-Lived Assets

An impairment loss is recognized whenever events or changes in circumstances indicate the carrying amount of an asset is not recoverable. Assets are grouped and evaluated at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. We have generally identified this lowest level to be individual stores or distribution centers; however, there are limited circumstances where, for evaluation purposes, stores could be considered with the distribution center they support. We allocate the portion of the profit retained at the servicing distribution center to the individual store when performing the impairment analysis in order to determine the store's total contribution to us. We consider historical performance and future estimated results in the impairment evaluation. If the carrying amount of the asset exceeds expected undiscounted future cash flows, we measure the amount of the impairment by comparing the carrying amount of the asset to its fair value as determined using an income approach. The inputs used in the income approach use significant unobservable inputs, or level 3 inputs, in the fair value hierarchy. We recorded impairment charges of $13.1 million, $0.6 million and $0.9 million in fiscal 2012, 2011 and 2010, respectively.

Reserves for Self-Insurance

We are primarily self-insured for workers' compensation, general and automobile liability and health insurance costs. It is our policy to record our self-insurance liabilities based on claims filed and an estimate of claims incurred but not yet reported. Workers' compensation, general and automobile liabilities are actuarially determined on a discounted basis. We have purchased stop-loss coverage to limit our exposure on a per claim basis. On a per claim basis as of December 29, 2012, our exposure for workers' compensation is $0.6 million, for auto liability and general liability is $0.5 million and for health insurance our exposure is $0.4 million. Any projection of losses concerning workers' compensation, general and automobile and health insurance liability is subject to a considerable degree of variability. Among the causes of this variability are unpredictable external factors affecting future inflation rates, litigation trends, legal interpretations, benefit level changes and claim settlement patterns. Although our estimates of liabilities incurred do not anticipate significant changes in historical trends for these variables, such changes could have a material impact on future claim costs and currently recorded liabilities.

Goodwill and Intangible Assets

Intangible assets, consisting primarily of goodwill and customer contracts resulting from business acquisitions, are carried at cost unless a determination has been made that their value is impaired. Goodwill is not amortized and customer contracts and other intangible assets that are not deemed to have an indefinite life are amortized over their useful lives. We test goodwill for impairment on an annual basis in the fourth quarter based on conditions as of the end of our third quarter or more frequently if we believe indicators of impairment exist. Such indicators may include a decline in our expected future cash flows, unanticipated competition, slower growth rates, increase in discount rates, or a sustained significant decline in our share price and market capitalization, among others. Any adverse change in these factors could have a significant impact on the recoverability of our goodwill and could have a material impact on our consolidated financial statements.

The goodwill impairment test involves a two-step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their carrying values, including goodwill. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill.

Our fair value for each reporting unit is determined based on an income approach which incorporates a discounted cash flow analysis which uses significant unobservable inputs, or level 3 inputs, as defined by the fair value hierarchy, and a market approach that utilizes current earnings multiples of comparable publicly-traded companies. We have weighted the valuation of our reporting units at 75% based on the income approach and 25% based on the market approach. We believe that this weighting is appropriate since it is often difficult to find other comparable publicly-traded companies that are similar to our reporting units and it is our view that future discounted cash flows are more reflective of the value of the reporting units.

During the second quarter of fiscal 2012, we performed an impairment test of goodwill due to market conditions as of the end of our fifth fiscal period. The Company's market capitalization as calculated, using the share price multiplied by the shares outstanding, had declined in the second quarter and from fiscal year end 2011 resulting in a market value significantly lower than the fair value of the business segments. We determined this was an indication of impairment, and we performed the second step of the analysis utilizing the assistance of a third-party valuation firm. The analysis included determining the fair value of inventory and other current assets and liabilities, as well as fair values of real estate, buildings and fixtures based on recent appraisals. We recorded a goodwill impairment charge of $132.0 million in the second quarter of fiscal 2012, of which $113.0 million related to our Food Distribution segment and $19.0 million related to our Retail segment. The fair value of the Military segment exceeded the carrying value by approximately $15.7 million, or 4%. Key assumptions used in the impairment test were; discount rates applied ranged from 12.0% to 15.0% and growth rates ranged from -1.0% to 2.0%. For the Military segment to have an indication of impairment, the discount rate applied would have needed to increase by over 1.0% or the assumed long-term growth rate would have needed to decrease by over 2.0% with a corresponding increase in the discount rate of 0.5%.

We performed our fiscal 2012 annual impairment test of goodwill during the fourth quarter of fiscal 2012 based on conditions as of the end of the third quarter of fiscal 2012 and determined in the first step of our analysis that an indication of impairment existed in our Military reporting segment. This required us to calculate our Military segment's implied fair value in the second step of the impairment analysis. Compared to the analysis performed during the second quarter of 2012, management's financial forecast for the Military business segment at this time reflected lower gross margins and the impact of other competitive factors, which resulted in lower projected cash flows for the Military segment. For the second step of the analysis, we utilized recent appraisals of land and buildings belonging to our Military segment to determine the fair value of these assets. The carrying values of certain assets and liabilities, such as accounts receivable and accounts payable, approximated fair value due to their short maturities. Also, in order to determine the fair value of the Military segment's inventory, the LIFO reserve related to that inventory was eliminated from its carrying value. These adjustments to the carrying value of the Military segment resulted in an implied fair value for the segment that was significantly lower than the segment's carrying value. As a result of this analysis, we recorded a goodwill impairment charge of $34.6 million in the fourth quarter of fiscal 2012 to fully impair the goodwill associated with the Military reporting segment. The carrying value of the Food Distribution segment exceeded its fair value as determined in the first step of our analysis, however, due to the impairment charge recorded in the second quarter of fiscal 2012, there is no longer any goodwill associated with that reporting segment. The fair value of the Retail segment was approximately 14% higher than its carrying value.

Discount rates applied in our income approach during fiscal 2012 ranged from 9.0% to 12.0% and were reflective of the weighted average cost of capital of comparable publicly-traded companies with an adjustment for equity and size premiums based on market capitalization. Growth rates ranged from zero to 2.0%. For the Retail segment to have an indication of impairment, the discount rate applied would need to increase by over 1.5% or the assumed long-term growth rate would need to decrease by over 1.5% with a corresponding increase in the discount rate of 1.5%.

The accounting principles regarding goodwill acknowledge that the observed market prices of individual trades of a company's stock (and thus its computed market capitalization) may not be representative of the fair value of the company as a whole. Additional value may arise from the ability to take advantage of synergies and other benefits that flow from control over another entity. Consequently, measuring the fair value of a collection of assets and liabilities that operate together in a controlled entity is different from measuring the fair value of that entity's individual common stock. In most industries, including ours, an acquiring entity typically is willing to pay more for equity securities that give it a controlling interest than an investor would pay for a number of equity securities representing less than a controlling interest. We have taken into consideration the current trends in our market capitalization and the current book value of our equity in relation to fair values arrived at in our fiscal 2012 goodwill impairment analysis, including the implied control premium, and have deemed the result to be reasonable.

During fiscal 2010, the Retail segment recorded goodwill of $0.6 million for the value of a store buy-out agreement for one of our minority owned retail locations. Additionally, we transferred $8.9 million of goodwill from our Food Distribution segment to our Military segment related to a segment reporting reclassification resulting from the movement of certain business between those two segments that occurred during fiscal 2010.

During fiscal 2011, $4.1 million of Retail goodwill was recorded due to the Company's acquisition of a new retail store and $0.3 million was written off due to the sale or closure of stores.

During the first quarter of fiscal 2012, completion of the purchase accounting for a retail store purchased in the fourth quarter of 2011 led us to recognize an additional $0.2 million in goodwill related to that acquisition. The subsequent sale of this store and the sale of an additional retail store resulted in a $4.5 million reduction to Retail segment goodwill, which was recorded in the second quarter of 2012. As referenced above, in the second quarter of 2012, a goodwill impairment charge of $132.0 million was recorded, of which $113.0 million related to our Food Distribution segment and $19.0 million related to our Retail segment. During the third quarter of fiscal 2012, the Retail segment recorded $22.9 million in goodwill related to the acquisition of eighteen No Frills supermarkets located in Nebraska and western Iowa. Also, as referenced above, our annual goodwill impairment test resulted in an additional impairment charge of $34.6 million related to our Military segment goodwill during the fourth quarter of 2012.

Changes in the net carrying amount of goodwill were as follows:

(in thousands)	Military	Food Distribution	Retail	Total
Goodwill as of January 1 , 2011	$ 34,639	$ 112,978	$ 19,549	$ 167,166
Retail store acquisition	-	-	4,085	4,085
Retail store sales/closures	-	-	(310)	(310)
Goodwill as of December 31, 2011	34,639	112,978	23,324	170,941
Retail store acquisitions	-	-	23,028	23,028
Retail store sales/closures	-	-	(4,462)	(4,462)
Goodwill impairment	(34,639)	(112,978)	(19,013)	(166,630)
Goodwill as of December 29, 2012	$ -	$ -	$ 22,877	$ 22,877

During the fourth quarter of fiscal 2012, we tested the customer relationships associated with the purchase of our Westville and Lima Food Distribution facilities in 2005 for impairment. In the first step of our analysis, the undiscounted cash flows generated by the related asset groups (the Westville and Lima distribution centers, individually, inclusive of the value of the customer relationships allocated to each distribution center) were compared to the book value of the asset groups. In the case of the Westville asset group, the cash flows did not exceed the book value, necessitating the second step of the recoverability test.

In the second step of the recoverability test, the discounted cash flows attributable to the asset group were compared to the fair value of the other assets in the Westville asset group in order to determine the implied fair value of the intangible assets in the group. We utilized a recent appraisal of the value of the Westville distribution center's land and building to determine the fair value of the other assets in the asset group. The discounted cash flow analysis determined that there was not enough value in the asset group to recognize any value in the customer relationships related to the Westville facility. This resulted in a $6.5 million impairment charge in the fourth quarter of fiscal 2012 related to the customer relationships associated with the Westville facility. This impairment charge is included in the Consolidated Statements of Income (Loss) under selling, general and administrative expenses.

Customer contracts and relationships intangibles were as follows (in thousands):

	December 29, 2012			
	Gross Carrying Value	Accum. Amort.	Net Carrying Amount	Estimated Life (years)
Customer contracts and relationships	$ 28,569	$ (21,920)	$ 6,649	10-20

	December 31, 2011			
	Gross Carrying Value	Accum. Amort.	Net Carrying Amount	Estimated Life (years)
Customer contracts and relationships	$ 42,218	$ (26,819)	$ 15,399	10-20

Other intangible assets included in other assets on the consolidated balance sheets were as follows (in thousands):

	December 29, 2012			
	Gross Carrying Value	Accum. Amort.	Net Carrying Amount	Estimated Life (years)
Franchise agreements	$ 2,694	$ (1,718)	$ 976	17-25
Non-compete agreements	520	(251)	269	5
Pharmacy scripts	2,477	(1,413)	1,064	5
License agreements	53	(47)	6	5
Tradenames	2,900	(100)	2,800	15
Leasehold interests	4,170	(203)	3,967	5-25

	December 31, 2011			
	Gross Carrying Value	Accum. Amort.	Net Carrying Amount	Estimated Life (years)
Franchise agreements	$ 2,694	$ (1,609)	$ 1,085	17-25
Non-compete agreements	366	(225)	141	4-10
Pharmacy scripts	2,034	(940)	1,094	5
License agreements	53	(38)	15	5
Tradenames	209	-	209	Indefinite

Aggregate amortization expense recognized for fiscal 2012, 2011 and 2010 was $3.2 million, $3.2 million and $3.4 million, respectively. The aggregate amortization expense for the five succeeding fiscal years is expected to approximate $2.2 million, $2.0 million, $1.9 million, $1.7 million and $1.2 million for fiscal years 2013 through 2017, respectively.

Income Taxes

When preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. The process involves estimating our actual current tax obligations based on expected income, statutory tax rates and tax planning opportunities in the various jurisdictions in which we operate. In the event there is a significant, unusual or one-time item recognized in our results of operations, the tax attributable to that item would be separately calculated and recorded in the period the unusual or one-time item occurred.

We utilize the liability method of accounting for income taxes. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse or are settled. A valuation allowance is recorded when it is more likely than not that all or a portion of the deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in our tax provision in the period of change.

We establish reserves when, despite our belief that the tax return positions are fully supportable, certain positions could be challenged and we may ultimately not prevail in defending our positions. These reserves are adjusted in light of changing facts and circumstances, such as the closing of a tax audit or the expiration of statutes of limitations. The effective tax rate includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as related penalties and interest. These reserves relate to various tax years subject to audit by taxing authorities.

Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized. We recognize potential accrued interest and penalties related to the unrecognized tax benefits in income tax expense.

Derivative Instruments

Derivative financial instruments are carried at fair value on the balance sheet and we apply hedge accounting when certain conditions are met.

We have market risk exposure to changing interest rates primarily as a result of our borrowing activities. Our objective in managing our exposure to changes in interest rates is to reduce fluctuations in earnings and cash flows. To achieve these objectives, from time-to-time we use derivative instruments, primarily interest rate swap agreements, to manage risk exposures when appropriate, based on market conditions. We do not enter into derivative agreements for trading or other speculative purposes, nor are we a party to any leveraged derivative instrument.

Share-based compensation

Our results of operations reflect compensation expense based on the value and vesting schedule for newly issued and previously issued share-based compensation instruments granted. We estimate the fair value of share-based payment awards on the date of the grant. We use the grant date market value per share of Nash Finch common stock to estimate the fair value of Restricted Stock Units (RSUs) and performance units granted pursuant to our long-term incentive plan (LTIP). We used a lattice model to estimate the fair value of stock appreciation rights (SARs) which contain certain market conditions. For RSUs and LTIP awards, the value of the portion of the awards ultimately expected to vest is recognized as expense over the requisite service period. The SARs did not meet the market conditions required to vest, however, we were required to recognize expense over the requisite service period.

Comprehensive Income (Loss)

We report comprehensive income (loss) that includes our net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) refers to revenues, expenses, gains and losses that are not included in net earnings such as minimum pension and other post retirement liabilities adjustments and unrealized gains or losses on hedging instruments, but rather are recorded directly in the Consolidated Statements of Stockholders' Equity. These amounts are also presented in our Consolidated Statements of Comprehensive Income (Loss).

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

New Accounting Standards

There have been no recently adopted accounting standards that have resulted in a material impact to the Company's financial statements.

(2) Acquisition – Bag 'N Save

On April 3, 2012, U Save Foods, Inc., a Nash Finch wholly-owned subsidiary, completed an asset purchase from Bag 'N Save Inc. of its twelve supermarkets which are located in Omaha and York, Nebraska ("BNS"). The Company acquired the inventory, equipment and certain other assets of all locations and also acquired the real estate associated with six of these locations. The aggregate purchase price paid was $29.7 million in cash.

We accounted for this transaction in accordance with the provisions of FASB Accounting Standards Codification ("ASC") Topic 805, "Business Combinations", which defines the acquirer in a business combination as the entity that obtains control of one or more businesses in a business combination and establishes the acquisition date as the date that the acquirer achieves control. ASC Topic 805 requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. ASC Topic 805 also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date.

The following table summarizes the fair values of the assets acquired and liabilities of BNS assumed at the acquisition date:

(in thousands)

Inventories	$	11,165
Property, plant and equipment		25,570
Other assets		630
Total identifiable assets acquired		37,365
Accrued expenses		1,026
Total liabilities assumed		1,026
Net assets acquired	$	36,339

The fair value of the identifiable assets acquired and liabilities assumed of $36.3 million exceeded the purchase price of BNS of $29.7 million. Consequently, the Company reassessed the recognition and measurement of identifiable assets acquired and liabilities assumed and concluded that the valuation procedures and resulting measures were appropriate. As a result, the Company recognized a pre-tax gain of $6.6 million in the second quarter 2012 associated with the acquisition of BNS. The gain is included in the line item "Gain on acquisition of a business" in the Consolidated Statements of Income (Loss).

The Company recognized $0.5 million of acquisition related costs that were expensed during fiscal 2012 related to the acquisition of BNS. These costs are included in the Consolidated Statements of Income (Loss) under selling, general and administrative expenses.

The sales of BNS are included in the Consolidated Statements of Income (Loss) from the acquisition date through the end of fiscal 2012 and were $103.5 million. This was offset by a corresponding $58.3 million decrease in Food Distribution segment sales since BNS was formerly a Food Distribution customer and these sales are now being reported in the Retail segment. Although the Company has made reasonable efforts to do so, synergies achieved through the integration of BNS into the Company's Retail segment, unallocated interest expense and the allocation of shared overhead specific to BNS cannot be precisely determined. Accordingly, the Company has deemed it impracticable to calculate the precise impact that the acquisition of BNS had on the Company's net earnings during fiscal 2012. However, please refer to "Note (18) - Segment Information" of this Form 10-K for a comparison of the Retail segment sales and profit for fiscal 2012 and 2011.

(3) Acquisition – No Frills

On June 25, 2012, U Save Foods, Inc., a Nash Finch wholly-owned subsidiary, completed an asset purchase from NF Foods, LLC (“No Frills”) of its eighteen supermarkets, which are located in Nebraska and western Iowa. The Company acquired the inventory, accounts receivable, equipment and certain other assets of all locations, while assuming obligations for accounts payable and certain other liabilities. The aggregate purchase price paid was $49.3 million in cash.

In accordance with ASC Topic 805, the Company was required to recognize the fair value of the assets acquired and liabilities of No Frills assumed. The following table summarizes such fair values at the acquisition date:

(in thousands)		
Cash and cash equivalents	$	441
Accounts receivable		1,893
Inventories		14,771
Prepaid expenses		209
Property, plant and equipment		8,981
Tradename		2,900
Leasehold interest		3,540
Other assets		327
Total identifiable assets acquired		33,062
Accounts payable		3,910
Accrued expenses		1,260
Other long-term liabilities		1,479
Total liabilities assumed		6,649
Net assets acquired	$	26,413

The purchase price of No Frills of $49.3 million exceeded the fair value of the identifiable assets acquired and liabilities assumed of $26.4 million. As a result, the Company recognized goodwill of $22.9 million in the third quarter 2012 associated with the acquisition of No Frills. Included in the amounts shown in the table above were $0.5 million in accounts receivable that were due to No Frills from the Company and $2.3 million in accounts payable that were due to the Company from No Frills.

The Company recognized $0.6 million of acquisition related costs that were expensed during fiscal 2012 related to our purchase of certain assets and liabilities from No Frills. These costs are included in the Consolidated Statements of Income (Loss) under selling, general and administrative expenses.

The sales of No Frills are included in the Consolidated Statements of Income (Loss) from the acquisition date through the end of fiscal 2012 and were $111.7 million. This was offset by a corresponding $61.4 million decrease in Food Distribution segment sales since No Frills was formerly a Food Distribution customer and these sales are now being reported in the Retail segment. Although the Company has made reasonable efforts to do so, synergies achieved through the integration of No Frills into the Company's Retail segment, unallocated interest expense and the allocation of shared overhead specific to No Frills cannot be precisely determined. Accordingly, the Company has deemed it impracticable to calculate the precise impact that the acquisition of No Frills had on the Company's net earnings during fiscal 2012. However, please refer to "Note (18) - Segment Information" of this Form 10-K for a comparison of the Retail segment sales and profit for fiscal 2012 and 2011.

(4) Vendor Allowances and Credits

We participate with our vendors in a broad menu of promotions to increase sales of products. These promotions fall into two main categories: off-invoice allowances and performance-based allowances. These allowances are often subject to negotiation with our vendors. In the case of off-invoice allowances, discounts are typically offered by vendors with respect to certain merchandise purchased by us during a specified period of time. We use off-invoice allowances to support a variety of marketing programs such as reduced price offerings for specific time periods, food shows, pallet promotions and private label promotions. The discounts are either reflected directly on the vendor’s invoice, as a reduction from the normal wholesale prices for merchandise to which the allowance applies, or we are allowed to deduct the allowance as an offset against the vendor’s invoice when it is paid.

In the case of performance-based allowances, the allowance or rebate is based on our completion of some specific activity, such as purchasing or selling product during a certain time period. This basic performance requirement may be accompanied by an additional performance requirement such as providing advertising or special in-store promotion, tracking specific shipments of goods to retailers (or to customers in the case of our own retail stores) during a specified period (retail performance allowances), slotting (adding a new item to the system in one or more of our distribution centers) and merchandising a new item, or achieving certain minimum purchase quantities. The billing for these performance-based allowances is normally in the form of a "bill-back," in which case we are invoiced at the regular price with the understanding that we may bill back the vendor for the requisite allowance when the performance is satisfied. We also assess an administrative fee, reflected on the invoices sent to vendors, to recoup our reasonable costs of performing the tasks associated with administering retail performance allowances.

We collectively plan promotions with our vendors and arrive at the amount the respective vendor plans to spend on promotions with us. Each vendor has its own method for determining the amount of promotional funds to be spent with us. In most situations, the vendor allowances are based on units we purchase from the vendor. In other situations, the allowances are based on our past or anticipated purchases and/or the anticipated performance of the planned promotions. Forecasting promotional expenditures is a critical part of our frequently scheduled planning sessions with our vendors. As individual promotions are completed and the associated billing is processed, the vendors track our promotional program execution and spend rate, and discuss the tracking, performance and spend rate with us on a regular basis throughout the year. These communications include discussions with respect to future promotions, product cost, targeted retails and price points, anticipated volume, promotion expenditures, vendor maintenance, billing issues and procedures, new items/discontinued items and trade spend levels relative to budget per event and per year, as well as the resolution of any issues that arise between the vendor and us. In the future, the nature and menu of promotional programs and the allocation of dollars among them may change as a result of ongoing negotiations and commercial relationships between vendors and us.

We have a vendor dispute resolution process to facilitate timely research and resolution of disputed deductions from vendor payments. We estimate and record a payable for current claims based on our historical experiences.

(5) Long-Lived Asset Impairment Charges

Impairment charges of $13.1 million, $0.6 million and $0.9 million were recorded on long-lived assets in fiscal 2012, 2011 and 2010, respectively. The impairment charges in 2012 primarily related to our Food Distribution facility in Westville, Indiana and our Military distribution center in Junction City, Kansas. A significant portion of the impairment charge for the Westville, Indiana facility related to the value assigned to customer relationships when this facility was acquired in 2005.

The impairment charges in fiscal 2012 related to the Westville and Junction City distribution centers were recorded as a result of annual testing of long-lived and intangible assets for impairment. In the first step of our analysis, the undiscounted cash flows generated by the related asset groups (the Westville and Junction City distribution centers, individually, inclusive of the value of intangible assets allocated to the Westville distribution center) were compared to the book value of the asset groups. In the case of both asset groups, the cash flows did not exceed the book value, necessitating the second step of the recoverability test.

In the second step of the recoverability test, the discounted cash flows attributable to each asset group were compared to the book value of the respective asset group. In both cases, the discounted cash flows did not exceed the book value of the asset group. We utilized recent appraisals of the land and buildings at the Westville and Junction City distribution centers to determine the fair value of the asset groups. As a result of our analysis, we recorded impairment charges of $11.3 million and $1.8 million to write down the value of long-lived and intangible assets belonging to the Westville and Junction City facilities, respectively. These impairment charges are included in the Consolidated Statements of Income (Loss) under selling, general and administrative expenses.

The impairment charges in prior years related to three retail stores in 2011 and four retail stores in 2010 that were impaired as a result of increased competition within the respective market areas. The estimated undiscounted cash flows related to these facilities indicated that the carrying value of the assets may not be recoverable based on current expectations, therefore these assets were written down.

(6) Accounts and Notes Receivable

Accounts and notes receivable at the end of fiscal 2012 and 2011 are comprised of the following components:

(in thousands)	2012	2011
Customer notes receivable, current	$ 7,926	$ 8,915
Customer accounts receivable	221,878	226,926
Other receivables	14,099	13,627
Allowance for doubtful accounts	(3,978)	(5,705)
Net current accounts and notes receivable	$ 239,925	$ 243,763
Long-term customer notes receivable	$ 22,408	$ 24,239
Allowance for doubtful accounts	(1,048)	(1,018)
Net long-term notes receivable	$ 21,360	$ 23,221

Operating results include income of $0.6 million from the reversal of bad debt reserves in fiscal 2012 and bad debt expense of $0.8 million in both fiscal 2011 and fiscal 2010.

(7) Long-term Debt and Bank Credit Facilities

Long-term debt as of the end of fiscal 2012 and 2011 is summarized as follows:

(In thousands)	2012	2011
Asset-backed credit agreement:		
Revolving credit	$ 188,825	$ 135,400
Senior subordinated convertible debt, 3.50% due in 2035	148,724	142,481
Industrial development bonds, 5.60% to 6.00% due in various installments through 2014	-	1,260
Notes payable and mortgage notes, variable rate due in various installments through 2019	18,702	-
Total debt	356,251	279,141
Less current maturities	-	(595)
Long-term debt	$ 356,251	$ 278,546

Asset-backed Credit Agreement

On December 21, 2011, the Company and its subsidiaries entered into a credit agreement and related security and other agreements with Wells Fargo and the Lenders party thereto (the "Credit Agreement"), providing for a $520.0 million revolving asset-backed credit facility, which included a $50.0 million Swing Line sub-facility and a $75.0 million letter of credit sub-facility (the "Revolving Credit Facility"). At the inception of the agreement, we were required to maintain a reserve of $100.0 million with respect to the Senior Subordinated Convertible Debt, which reserve has now increased to $150.0 million commencing on December 15, 2012. Provided no event of default is then existing or would arise, the Company may from time-to-time, request that the Revolving Credit Facility be increased by an aggregate amount (for all such requests) not to exceed $250.0 million. On December 21, 2011, the Company (a) borrowed $151.7 million under the Revolving Credit Facility to pay-off outstanding principal and interest due pursuant to the credit agreement among the Company, various Lenders, Bank of America, N.A , as Administrative Agent, et al, dated as of April 11, 2008 (the "B of A Credit

Agreement"), to pay closing costs and for other general corporate purposes and (b) rolled forward its existing letters of credit totaling $11.0 million into the new Credit Agreement. The Credit Agreement is collateralized by a first priority perfected security interest on all real and personal property of the Company and its subsidiaries, including (i) a perfected pledge of all of the equity interests held by the Company and its subsidiaries and (ii) mortgages encumbering certain real estate owned by the Company, subject to certain exceptions. The obligations of the Company and its subsidiaries under the Credit Agreement are unconditionally cross-guaranteed by the Company and its subsidiaries.

The syndicate of lenders for the original Credit Agreement included: Wells Fargo Capital Finance, LLC, as Administrative Agent, Collateral Agent, Swing Line Lender; Wells Fargo Bank, N.A. and Bank of America, N.A. as L/C Issuers; JPMorgan Chase Bank, N.A. and BMO Harris Bank, N.A. as Syndication Agents; Bank of America, N.A. and Barclays Bank PLC as Documentation Agents; and Wells Fargo Capital Finance, LLC, J.P. Morgan Securities LLC, BMO Capital Markets and Merrill Lynch, Pierce, Fenner and Smith Incorporated as Joint Lead Arrangers and Joint Book Managers.

On November 27, 2012, the Company and its subsidiaries entered into Amendment No. 1 (the “Amendment”) to its Credit Agreement dated as of December 21, 2011.

Among other things, the Amendment (i) increased the commitments under the Credit Agreement by $70.0 million to $590.0 million, including within the increase a first-in last-out tranche (“FILO Tranche Loans”) of $30.0 million which amortizes by $2.5 million on the first day of each fiscal quarter beginning March 24, 2013, (ii) extended the maturity of the Credit Agreement by one year to December 21, 2017, and (iii) provided for increases to advance rates of certain components of the borrowing base as well as permitting the inclusion of asset classes in the borrowing base that were previously excluded.

The principal amount outstanding under the amended Revolving Credit Facility, plus interest accrued and unpaid thereon, will be due and payable in full at maturity on December 21, 2017. The Company can elect, at the time of borrowing, for loans to bear interest at a rate equal to either the base rate or LIBOR plus a margin. The LIBOR interest rate margin can vary quarterly in 0.25% increments between three pricing levels ranging from 1.50% to 2.00%, except for FILO Tranche Loans which bear interest at a rate equal to LIBOR plus 2.75%. The pricing levels for the non-FILO Tranche Loans are based on the Excess Availability, which is defined in the Credit Agreement as (a) the lesser of (i) the borrowing base; or (ii) the aggregate commitments; minus (b) the aggregate of the outstanding credit extensions. The LIBOR interest rate margin was 1.75% as of December 29, 2012.

At December 29, 2012, $238.5 million was available under the Revolving Credit Facility after giving effect to outstanding borrowings and to $12.7 million of outstanding letters of credit primarily supporting workers’ compensation obligations.

The Credit Agreement contains no financial covenants unless and until (i) the continuance of an event of default under the Credit Agreement, or (ii) the failure of the Company to maintain Excess Availability equal to or greater than 10% of the borrowing base at any time, in which event, the Company must comply with a trailing 12-month basis consolidated fixed charge covenant ratio of 1.0 : 1.0, which ratio shall continue to be tested each period thereafter until Excess Availability exceeds 10% of the borrowing base for three consecutive fiscal periods.

The Credit Agreement contains usual and customary covenants for a facility of this type requiring the Company and its subsidiaries, among other things, to maintain collateral, comply with applicable laws, keep proper books and records, preserve corporate existence, maintain insurance and pay taxes in a timely manner. Events of default under the Credit Agreement are usual and customary for transactions of this type, subject to, in specific instances, materiality and cure periods including, among other things: (a) any failure to pay principal thereunder when due or to pay interest or fees on the due date; (b) material misrepresentations; (c) default under other agreements governing material indebtedness of the Company; (d) default in the performance or observation of any covenants; (e) any event of insolvency or bankruptcy; (f) any final judgments or orders to pay more than $15.0 million that remain unsecured or unpaid; (g) change of control, as defined in the Credit

Agreement; and (h) any failure of a collateral document, after delivery thereof, to create a valid mortgage or first-priority lien.

We are currently in compliance with all covenants contained within the credit agreement.

Senior Subordinated Convertible Debt

To finance a portion of the acquisition of two distribution centers in 2005, we sold $150.1 million in aggregate issue price (or $322.0 million aggregate principal amount at maturity) of senior subordinated convertible notes due in 2035. The notes are unsecured senior subordinated obligations and rank junior to our existing and future senior indebtedness, including borrowings under our Revolving Credit Facility.

Cash interest at the rate of 3.50% per year is payable semi-annually on the issue price of the notes until March 15, 2013. After that date, cash interest will not be payable, unless contingent cash interest becomes payable, and original issue discount for non-tax purposes will accrue on the notes at a daily rate of 3.50% per year until the maturity date of the notes. On the maturity date of the notes, a holder will receive $1,000 per note (a "$1,000 Note"). Contingent cash interest will be paid on the notes during any six-month period, commencing March 16, 2013, if the average market price of a note for a ten trading day measurement period preceding the applicable six-month period equals 130% or more of the accreted principal amount of the note, plus accrued cash interest, if any. The contingent cash interest payable with respect to any six-month period will equal an annual rate of 0.25% of the average market price of the note for the ten trading day measurement period described above.

The notes will be convertible at the option of the holder only upon the occurrence of certain events summarized as follows:

(1) if the closing price of our stock reaches a specified threshold (currently $62.32) for a specified period of time,
(2) if the notes are called for redemption,
(3) if specified corporate transactions or distributions to the holders of our common stock occur,
(4) if a change in control occurs or,
(5) during the ten trading days prior to, but not on, the maturity date.

Upon conversion by the holder, the notes convert at an adjusted conversion rate of 9.7224 shares (initially 9.3120 shares) of our common stock per $1,000 Note (equal to an adjusted conversion price of approximately $47.94 per share). Upon conversion, we will pay the holder the conversion value in cash up to the accreted principal amount of the note and the excess conversion value (or residual value shares), if any, in cash, stock or both, at our option. The conversion rate is adjusted upon certain dilutive events as described in the indenture, but in no event shall the conversion rate exceed 12.7109 shares per $1,000 Note. The number of residual value shares cannot exceed 7.1469 shares per $1,000 Note.

We may redeem all or a portion of the notes for cash at any time on or after the eighth anniversary of the issuance of the notes. Holders may require us to purchase for cash all or a portion of their notes on the 8th, 10th, 15th, 20th and 25th anniversaries of the issuance of the notes. In addition, upon specified change in control events, each holder will have the option, subject to certain limitations, to require us to purchase for cash all or any portion of such holder's notes.

Notes Payable and Mortgage Notes

On May 18, 2012, the Company, as guarantor for U Save Foods, Inc., a Nebraska corporation and wholly-owned subsidiary of Nash Finch Company, entered into a seven year $16.9 million term loan facility ("the Agreement") with First National Bank of Omaha. The Agreement is secured by seven corporate-owned retail locations in Nebraska. At December 29, 2012, land in the amount of approximately $14.9 million and buildings and other assets with a depreciated cost of approximately $7.8 million are pledged to secure obligations under this term loan facility.

Maturities of Long-term Debt

Aggregate annual maturities of long-term debt for the five fiscal years after December 29, 2012, are as follows (in thousands):

2013	$ -
2014	374
2015	748
2016	748
2017	189,573
Thereafter	164,808
Total	$ 356,251

Interest paid was $18.2 million, $15.8 million and $16.6 million during fiscal 2012, fiscal 2011 and fiscal 2010, respectively.

(8) Derivative Instruments

We have market risk exposure to changing interest rates primarily as a result of our borrowing activities. Our objective in managing our exposure to changes in interest rates is to reduce fluctuations in earnings and cash flows. To achieve these objectives, from time-to-time we use derivative instruments, primarily interest rate swap agreements, to manage risk exposures when appropriate, based on market conditions. We do not enter into derivative agreements for trading or other speculative purposes, nor are we a party to any leveraged derivative instrument.

The interest rate swap agreements are designated as cash flow hedges and are reflected at fair value in our Consolidated Balance Sheet and the related gains or losses on these contracts are deferred in stockholders' equity as a component of other comprehensive income. As of both December 29, 2012 and December 31, 2011, we had no outstanding interest rate swap agreements. Deferred gains and losses are amortized as an adjustment to interest expense over the same period in which the related items being hedged are recognized in income. However, to the extent that any of these contracts are not considered to be effective in offsetting the change in the value of the items being hedged, any changes in fair value relating to the ineffective portion of these contracts are immediately recognized in income. Our interest rate swap agreements resulted in recognizing interest expense of $0.4 million and $1.0 million in fiscal 2011 and fiscal 2010, respectively.

(9) Income Taxes

Income tax expense (benefit) is made up of the following components:

(in thousands)	2012	2011	2010
Current:			
Federal	$ 11,278	$ 12,293	$ 6,268
State	1,336	1,480	783
Tax credits	(139)	(384)	(400)
Deferred:			
Federal	(36,186)	8,408	13,154
State	(4,111)	826	1,380
Total	$ (27,822)	$ 22,623	$ 21,185

Income tax expense (benefit) differed from amounts computed by applying the federal income tax rate to pre-tax income as a result of the following:

	2012	2011	2010
Federal statutory tax rate	35.0%	35.0%	35.0%
State taxes, net of federal income tax benefit	1.4%	3.5%	3.7%
Non-deductible goodwill	(13.3%)	0.2%	-
Change in tax contingencies	0.2%	-	(8.0%)
Other, net	(0.4%)	-	(1.3%)
Effective tax rate	22.9%	38.7%	29.4%

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

(in thousands)	December 29, 2012	December 31, 2011
Deferred tax assets:		
Compensation related accruals	$ 18,918	$ 20,869
Reserve for bad debts	2,021	2,646
Reserve for store shutdown and special charges	428	976
Workers compensation accruals	2,734	2,763
Pension accruals	10,233	9,504
Reserve for future rents	1,797	2,161
Intangible assets	23,229	-
Other	4,465	4,201
Total deferred tax assets	63,825	43,120
Deferred tax liabilities:		
Property, plant and equipment	14,231	14,140
Intangible assets	-	23,270
Inventories	14,894	13,265
Convertible debt interest	26,948	24,905
Other	1,247	1,315
Total deferred tax liabilities	57,320	76,895
Net deferred tax asset (liability)	$ 6,505	$ (33,775)

Our income tax benefit was $27.8 million for fiscal 2012 as compared to income tax expense of $22.6 million and $21.2 million for fiscal years 2011 and 2010, respectively. The income tax rate for fiscal 2012 was 22.9% compared to 38.7% for fiscal 2011 and 29.4% for fiscal 2010. The effective income tax rate for fiscal 2012, 2011 and 2010 represented income tax expense incurred on pre-tax income from continuing operations. The effective tax rate for fiscal 2012 was impacted by the reversal of previously unrecognized tax benefits of $0.3 million primarily due to statute of limitation closures and audit resolutions, an increase in reserves of $0.1 million, and the tax effect of the non-deductible portion of the goodwill impairment charges of $16.2 million.

Net income taxes paid were $13.3 million, $14.5 million, and $23.9 million during fiscal 2012, 2011 and 2010, respectively. During fiscal 2012, the Company recognized directly through equity the write-off of the $0.8 million deferred tax asset less current year charges of $0.3 million associated with the SARs that did not vest.

At December 29, 2012, the total amount of unrecognized tax benefits was $2.0 million compared to $2.1 million at December 31, 2011. The net decrease in unrecognized tax benefits of $0.1 million since December 31, 2011 was comprised of the following: $0.2 million due to a decrease in the unrecognized tax benefits relating to the expiration of the applicable statutes of limitation offset by $0.1 million due to the increase in unrecognized tax benefits as a result of tax positions taken in the current period. The net increase in unrecognized tax benefits of $0.4 million during the year ended December 31, 2011 was comprised of the following: $0.1 million due to a decrease in the unrecognized tax benefits relating to the expiration of the applicable statutes of limitation offset by $0.5 million due to the increase in unrecognized tax benefits as a result of tax positions taken in the current period.

The following table summarizes the activity related to our unrecognized tax benefits:

($ in thousands)		
Unrecognized tax benefits - opening balance at 1/01/12	$	2,129
Increases related to current year tax period		78
Lapse of statute of limitations		(248)
Unrecognized tax benefits - ending balance 12/29/12	$	1,959

($ in thousands)		
Unrecognized tax benefits - opening balance at 1/02/11	$	1,747
Increases related to current year tax period		511
Lapse of statute of limitations		(129)
Unrecognized tax benefits - ending balance 12/31/11	$	2,129

The total amount of tax benefits that if recognized would impact the effective tax rate was $0.3 million at December 29, 2012 and $0.5 million at December 31, 2011. The accrual for potential penalties and interest related to unrecognized tax benefits did not materially change in 2012, and in total, as of December 29, 2012, is $0.1 million. The accrual for potential penalties and interest related to unrecognized tax benefits also did not materially change in fiscal 2011.

We do not expect our unrecognized tax benefits to change significantly over the next 12 months.

The Company or its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and local jurisdictions. During fiscal 2010, we completed an audit by the federal tax authorities of our 2008 tax year. No adjustments that would have a substantial impact on the effective tax rate occurred. With few exceptions, we are no longer subject to U.S. federal, state or local examinations by tax authorities for years 2008 and prior.

(10) Share-based Compensation Plans

The Company is required to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the awards ultimately expected to vest is recognized as expense over the requisite service period. Compensation expense for the share-based payment awards was based on the estimated grant date fair value. Share-based compensation expense recognized in the Consolidated Statements of Income (Loss) for years ended December 29, 2012, December 31, 2011, and January 1, 2011 was based on awards ultimately expected to vest, and therefore has been reduced for estimated forfeitures.

Share-based compensation recognized for the year ended December 29, 2012 was a net credit of $2.4 million as compared to expense of $5.4 million for fiscal 2011 and $7.9 million for fiscal 2010. During fiscal 2012, the Company reversed $3.7 million of previously recorded expense related to unvested units outstanding under the Company's Long-Term Incentive Plan which it no longer expects to vest above the zero percent payout threshold, and recorded charges of $1.3 million related to other share-based awards. Share-based compensation amounts are included in the selling, general & administrative expense line of our Consolidated Statements of Income (Loss).

We have four equity compensation plans under which incentive performance units, stock appreciation rights, and other forms of share-based compensation have been or may be granted, primarily to key employees and non-employee members of the Board of Directors. These plans include the 2009 Incentive Award Plan (as Amended and Restated as of March 2, 2010) ("2009 Plan"), the 2000 Stock Incentive Plan (as amended and restated on July 14, 2008) ("2000 Plan"), the Director Deferred Compensation Plan, and the 1997 Non-

Employee Director Stock Compensation Plan. No additional awards can be granted under the 2000 stock incentive program effective May 20, 2009, the date our Shareholder's approved the 2009 plan.

The Board adopted the Director Deferred Compensation Plan for amounts deferred on or after January 1, 2005. The plan permits non-employee directors to annually defer all or a portion of his or her cash compensation for service as a director, and have the amount deferred into either a cash account or a share unit account. Each share unit is payable in one share of Nash Finch common stock following termination of the participant's service as a director.

Under the 2000 Plan, employees, non-employee directors, consultants and independent contractors were awarded incentive or non-qualified stock options, shares of restricted stock, stock appreciation rights or performance units.

Awards to non-employee directors under the 2000 Plan began in 2004 and ended in May 2008 and have taken the form of restricted stock units ("RSUs") that are granted annually to each non-employee director as part of his or her annual compensation for service as a director.

The 2009 Plan permits the grant of stock options, restricted stock, restricted stock units, deferred stock, stock payments, stock appreciation rights, performance awards and other stock or cash awards to employees and/or other individuals who perform services for the Company and its Subsidiaries. RSUs granted annually to each of our non-employee directors as part of their annual compensation for service as a director after May 2008 have been granted under the 2009 Plan.

During fiscal years 2012, 2011, and 2010, awards have taken the form of performance units (including share units pursuant to our Long-Term Incentive Plan ("LTIP")) and RSUs.

Performance units pursuant to our LTIP were granted during fiscal years 2010, 2011, and 2012 under the 2009 Plan. These units vest at the end of a three-year performance period.

During 2010, a total of 123,128 units were granted pursuant to our LTIP. Under this plan, depending on a comparison of the Company's cumulative three-year actual Consolidated EBITDA results to the cumulative three-year strategic plan Consolidated EBITDA targets and the Company's ranking on a blend of absolute return on net assets and compound annual growth rate for return on net assets among the companies in the peer group, a participant could receive a number of shares ranging from zero to 200% of the number of performance units granted. Compensation expense equal to the grant date fair value (for shares expected to vest) is recorded through equity over the three-year performance period as the units can only be settled in stock.

During 2011, a total of 113,044 units were granted pursuant to our LTIP. Depending on a comparison of the Company's three-year compound annual growth rate of Consolidated EBITDA results to the Company's peer group and the Company's ranking on a blend of absolute return on net assets and compound annual growth rate for return on net assets among the companies in the peer group, a participant could receive a number of shares ranging from zero to 200% of the number of performance units granted. Compensation expense equal to the grant date fair value (for shares expected to vest) is recorded through equity over the three-year performance period as the units can only be settled in stock.

During 2012, a total of 231,559 units were granted pursuant to our LTIP. Depending on a comparison of the Company's three-year compound annual growth rate of Consolidated EBITDA results to the Company's peer group and the Company's ranking on a blend of 1) absolute return on net assets and 2) compound annual growth rate for return on net assets as compared to the companies in the peer group, a participant could receive a number of shares ranging from zero to 200% of the number of performance units granted. Compensation expense equal to the grant date fair value (for shares expected to vest) is recorded through equity over the three-year performance period as the units can only be settled in stock.

On December 31, 2011, 90,670 units outstanding from the LTIP grants made during fiscal 2009 vested and were cancelled without conversion to shares of common stock because the Company did not achieve the performance metrics of the LTIP for the related performance period.

On December 29, 2012, 101,739 units outstanding from the LTIP grants made during fiscal 2010 vested and were cancelled without conversion to shares of common stock because the Company did not achieve the minimum performance metrics of the LTIP for the related performance period required for a payout of common shares.

During fiscal years 2006 through 2010, RSUs were awarded to certain executives of the Company. Awards vest in increments over the term of the grant or cliff vest on the fifth anniversary of the grant date, as designated in the award documents. Compensation cost, net of projected forfeitures, is recognized on a straight-line basis over the period between the grant and vesting dates, with compensation cost for grants with a graded vesting schedule recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards. In addition to the time vesting criteria, awards granted in 2008 and 2009 to two of the Company's executives include performance vesting conditions. The Company records expense for such awards over the service vesting period if the Company anticipates the performance vesting conditions will be satisfied.

On February 27, 2007, Mr. Covington was granted a total of 152,500 RSUs under the Company's 2000 Stock Incentive Plan. The new RSU grant replaced a previous grant of 100,000 performance units awarded to Mr. Covington when he joined the Company in 2006. The previous 100,000 unit grant has been cancelled. The new grant delivered additional equity in lieu of the cash "tax gross up" payment included in the previous award; therefore no cash outlay will be required by the Company. Vesting of the new RSU grant to Mr. Covington occurred over a four year period based on Mr. Covington's continued employment with Nash Finch. However, Mr. Covington will not receive the stock until six months after the termination of his employment, whenever that may occur. At the date of the modification, the Company deemed it improbable that the performance vesting conditions of the original awards would be achieved and therefore was not accruing compensation expense related to the original grant. Accordingly, the replacement of the previous grant had no immediate financial impact but resulted in incremental compensation cost in periods subsequent to the modification due to the expectation that the replacement awards will vest. The Company recorded total compensation of $4.7 million for the replacement awards over the 4-year vesting period compared with $2.1 million that would have been recorded for the original awards.

On December 17, 2008, in connection with the Company's announcement of its planned acquisition of certain military distribution assets of GSC Enterprises, Inc. (GSC), eight executives of the Company were granted a total of 267,345 SARs with a per share price of $38.44. The SARs were eligible to become vested during the 36 month period commencing on closing of the acquisition of the GSC assets which was January 31, 2009. The SARs were to vest on the first business day during the vesting period that followed the date on which the closing prices on NASDAQ for a share of Nash Finch common stock for the previous 90 market days was at least $55.00 or a change in control occurred following the six month anniversary of the grant date, or termination of the executive's employment due to death or disability. Upon vesting and exercise, the Company would award the executive a number of shares of restricted stock equal to (a) the product of (i) the number of shares with respect to which the SAR is exercised and (ii) the excess, if any, of (x) the fair market value per share of common stock on the date of exercise over (y) the base price per share relating to such SAR, divided by (b) the fair market value of a share of common stock on the date such SAR is exercised. The restricted stock would vest on the first anniversary of the date of exercise so long as the executive remained continuously employed with the Company.

The fair value of the SARs was estimated on the date of grant using a modified binomial lattice model which factors in the market and service vesting conditions. The modified binomial lattice model used by the Company incorporates a risk-free interest rate based on the 5-year treasury rate on the date of the grant. The model used an expected volatility calculated as the daily price variance over 60, 200 and 400 days prior to grant date using the Fair Market Value (average of daily high and low market price of Nash Finch common stock) on each day. Dividend yield utilized in the model was calculated by the Company as the average of the daily yield (as a percent of the Fair Market Value) over 60, 200 and 400 days prior to the grant date. The modified binomial lattice model calculated a fair value of $8.44 per SAR which was to be recorded over a derived service period of 3.55 years. However, as a result of the expiration of the vesting period of the grant on January 31, 2012, all remaining compensation expense to be recorded for this grant was expensed in the first quarter of fiscal 2012.

The following assumptions were used to determine the fair value of SARs during fiscal 2008:

Assumptions - SARs Valuation	2008
Weighted-average risk-free interest rate	1.37%
Expected dividend yield	1.86%
Expected volatility	35%
Exercise price	$38.44
Market vesting price (90 consecutive market days at or above this price)	$55.00
Contractual term	5.1 years

As of December 31, 2011, 267,345 SARs with a weighted average base/exercise price per SAR of $38.44 were outstanding and unvested. No SARs were granted or exercised during fiscal 2012; however, approximately 23,800 shares were forfeited by a recipient due to termination of employment. The remaining 243,545 SARs did not vest because the closing price per share of Nash Finch common stock was below the minimum of $55.00 required for 90 consecutive market days before January 31, 2012. During fiscal 2012, the Company recognized directly through equity the write-off of the $0.8 million deferred tax asset less current year charges of $0.3 million related to the SARs that did not vest.

The following tables summarize activity in our share-based compensation plans during the fiscal year ended December 29, 2012:

(in thousands, except per share amounts)	Service Based Grants (Board Units and RSUs)	Weighted Average Remaining Restriction/ Vesting Period	Performance Based Grants (LTIP & Performance RSUs)	Weighted Average Remaining Restriction/ Vesting Period
Outstanding at December 31, 2011	597.9	0.2	568.2	0.7
Granted	16.1		232.3	
Forfeited/cancelled	-		(142.0)	
Exercised/units settled	(147.8)		(26.7)	
Shares deferred upon vesting/settlement & dividend equivalents on deferred shares*	46.0		9.9	
Outstanding at December 29, 2012	512.2	0.1	641.7	0.9
Unvested shares expected to vest as of December 29, 2012**	36.8	1.9	294.6	1.6
Exercisable/unrestricted at December 31, 2011	468.4		319.9	
Exercisable/unrestricted at December 29, 2012	475.4		303.1	

* “Shares deferred upon vesting/settlement” above are net of the performance adjustment factor applied to the “units settled” for the participants that deferred shares as provided in the plan.

**The “shares expected to vest” in the above tables represent the following: For all grants, gross unvested units outstanding less management’s estimate of forfeitures due to termination of employment prior to vesting. For RSUs under “Performance Based Grants” that include a performance vesting condition based on a Nash Finch specific internal target, the number of shares expected to be paid based on management's current expectation of achieving the target. For LTIP awards, the base amount of shares that could be earned without consideration of increases or decreases that may result based on plan performance metrics versus its peer group.

The weighted-average grant-date fair value of equity based restricted stock/performance units granted was $27.97, $38.84, and $35.83 during fiscal years 2012, 2011, and 2010, respectively. The weighted-average grant-date fair value of equity based SARs granted during 2008 was $8.44 per SAR.

The following tables present the non-vested equity awards, including options, restricted stock, and performance units including LTIP.

(in thousands, except per share amounts)	Service Based Grants (Board Units and RSUs)	Weighted Average Fair Value at Date of Grant	Performance Based Grants (LTIP & Performance RSUs)	Weighted Average Fair Value at Date of Grant
Non-vested at December 31, 2011	129.4	$ 36.27	248.3	$ 37.72
Granted	16.1		232.3	
Vested/restrictions lapsed	(108.7)		-	
Forfeited/cancelled	-		(142.0)	
Non-vested at December 29, 2012	36.8	$ 35.93	338.6	$ 32.10

No stock options were outstanding for any of fiscal 2012, 2011, or 2010. The total grant date fair value for all other share-based awards that vested during the year was $3.7 million, $9.3 million, and $5.5 million for fiscal 2012, 2011, and 2010, respectively. As of December 29, 2012, the total unrecognized compensation costs related to non-vested share-based compensation arrangements under our stock-based compensation plans was $0.4 million for service based awards and $0.1 million for performance based awards. The costs are expected to be recognized over a weighted-average period of 1.9 years for the service based awards and 0.8 years for the performance based awards.

(11) Earnings (Loss) per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share:

(in thousands, except per share amounts)	2012	2011	2010
Numerator:			
Net earnings (loss)	$ (93,872)	$ 35,805	$ 50,941
Denominator:			
Denominator for basic earnings per share (weighted-average shares)	12,970	12,808	12,819
Effect of dilutive options and awards	-	260	367
Denominator for diluted earnings per share (adjusted weighted-average shares)	12,970	13,068	13,186
Basic earnings (loss) per share	$ (7.24)	$ 2.80	$ 3.97
Diluted earnings (loss) per share	$ (7.24)	$ 2.74	$ 3.86

The senior subordinated convertible notes due in 2035 will be convertible at the option of the holder, only upon the occurrence of certain events, at an adjusted conversion rate of 9.7224 shares (initially 9.3120) of our common stock per $1,000 principal amount at maturity of the notes (equal to an adjusted conversion price of approximately $47.94 per share). Upon conversion, we will pay the holder the conversion value in cash up to the accreted principal amount of the note and the excess conversion value, if any, in cash, stock or both, at our option. Therefore, the notes are not currently dilutive to earnings per share as they are only dilutive above the accreted value.

Vested shares deferred by executives and board members are included in the calculation of basic earnings per share. These shares consist of performance units and restricted stock units earned by executives and board members as well as vested shares awarded under our LTIP. During fiscal 2011 and 2010, performance units granted under the 2008 LTIP Plan and 2007 LTIP Plan, respectively, were settled in shares of common stock, some of which were deferred by executives as required by the plans. Other performance units and RSUs granted between 2008 and 2012 pursuant to the 2000 Plan and 2009 Plan will be settled in shares of Nash Finch common stock. Unvested RSUs are not included in basic earnings per share until vested. All shares of time-restricted stock are included in diluted earnings per share using the treasury stock method, if dilutive. Performance units granted for the LTIP are only issuable if certain performance criteria are met, making these shares contingently issuable under ASC Topic 260. Therefore, the performance units are included in diluted earnings per share at the payout percentage based on performance criteria results as of the end of the respective reporting period and then accounted for using the treasury stock method, if dilutive. Shares related to the LTIP and shares related to RSUs that are included under "effect of dilutive options and awards" in the calculation of diluted earnings per share are as follows:

(in thousands)	Fiscal 2012	Fiscal 2011	Fiscal 2010
LTIP	-	67	150
RSUs	-	193	217

(12) Leases

A substantial portion of our store and warehouse properties are leased. The following table summarizes assets under capitalized leases:

(in thousands)	2012	2011
Building and improvements	$ 23,349	$ 31,276
Less accumulated amortization	(12,606)	(13,146)
Net assets under capitalized leases	$ 10,743	$ 18,130

Total future minimum sublease rents receivable related to operating and capital lease obligations as of December 29, 2012, are $14.8 million and $4.8 million, respectively. Future minimum payments for operating and capital leases have not been reduced by minimum sublease rentals receivable under non-cancelable subleases. At December 29, 2012, our future minimum rental payments under non-cancelable leases (including properties that have been subleased) are as follows:

(in thousands)	Operating Leases	Capital Leases
2013	$ 25,195	$ 3,700
2014	21,723	3,519
2015	16,904	3,333
2016	13,028	3,224
2017	8,869	3,024
Thereafter	56,453	8,889
Total minimum lease payments	$ 142,172	$ 25,689
Less imputed interest (rates ranging from 7.7% to 24.6%)		9,097
Present value of net minimum lease payments		16,592
Less current maturities		(1,785)
Capitalized lease obligations		$ 14,807

Total rental expense under operating leases for fiscal 2012, 2011, and 2010 was as follows:

(in thousands)	2012	2011	2010
Total rentals	$ 39,215	$ 34,518	$ 38,859
Less: real estate taxes, insurance and other occupancy costs	(3,408)	(2,352)	(2,716)
Minimum rentals	35,807	32,166	36,143
Contingent rentals	240	(40)	(78)
Sublease rentals	(6,450)	(6,195)	(6,881)
	$ 29,597	$ 25,931	$ 29,184

Most of our leases provide that we must pay real estate taxes, insurance and other occupancy costs applicable to the leased premises. Contingent rentals are determined on the basis of a percentage of sales in excess of stipulated minimums for certain store facilities. Operating leases often contain renewal options. In those locations in which it makes economic sense to continue to operate, management expects that, in the normal course of business, leases that expire will be renewed or replaced by other leases.

(13) Concentration of Credit Risk

We provide financial assistance in the form of loans to some of our independent retailers for inventories, store fixtures and equipment and store improvements. Loans are generally secured by liens on real estate, inventory and/or equipment, personal guarantees and other types of collateral, and are generally repayable over a period of five to seven years. We establish allowances for doubtful accounts based upon periodic assessments of the credit risk of specific customers, collateral value, historical trends and other information. We believe that adequate provisions have been recorded for any doubtful accounts. In addition, we may guarantee debt and lease obligations of retailers. In the event these retailers are unable to meet their debt service payments or otherwise experience an event of default, we would be unconditionally liable for the outstanding balance of their debt and lease obligations, which would be due in accordance with the underlying agreements.

As of December 29, 2012, we have guaranteed outstanding lease obligations of a number of Food Distribution customers in the amount of $1.4 million. In the normal course of business, we also sublease and assign to third parties various leases. As of December 29, 2012, we estimate the present value of our maximum potential obligation, with respect to the subleases to be approximately $15.1 million and assigned leases to be approximately $8.3 million.

For guarantees issued after December 31, 2002, we are required to recognize an initial liability for the fair value of the obligation assumed under the guarantee. The maximum undiscounted payments we would be required to make in the event of default under the guarantees is $1.4 million, which is referenced above. These guarantees are secured by certain business assets and personal guarantees of the respective customers. We believe these customers will be able to perform under the lease agreements and that no payments will be required and no loss will be incurred under the guarantees. A liability representing the fair value of the obligations assumed under the guarantees is included in the accompanying consolidated financial statements. The amount of this liability is no longer significant due to elimination of the $0.7 million liability associated with the guarantee of the lease obligations of No Frills.

(14) Fair Value of Financial Instruments

We account for instruments recorded at fair value under the established fair value framework. The framework also applies under other accounting pronouncements that require or permit fair value measurements.

The fair value hierarchy for disclosure of fair value measurements is as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Quoted prices, other than quoted prices included in Level 1, that are observable for the assets or liabilities, either directly or indirectly.

Level 3: Inputs that are unobservable for the assets or liabilities.

As of December 29, 2012, we are not a party to any financial instruments that would be subject to a fair value measurement.

Other Financial Assets and Liabilities

Financial assets with carrying values approximating fair value include cash and cash equivalents and accounts receivable. Financial liabilities with carrying values approximating fair value include accounts payable and outstanding checks. The carrying value of these financial assets and liabilities approximates fair value due to their short maturities.

The fair value of notes receivable approximates the carrying value at December 29, 2012 and December 31, 2011. Substantially all notes receivable are based on floating interest rates which adjust to changes in market rates.

The estimated fair value of our long-term debt, including current maturities, was $356.3 million and $276.3 million at December 29, 2012 and December 31, 2011, respectively, utilizing discounted cash flows. The fair value is based on interest rates that are currently available to us for issuance of debt with similar terms and remaining maturities.

Non-Financial Assets

During fiscal 2012 we recognized goodwill impairments totaling $166.6 million. In addition to these impairments of goodwill, we recorded impairment charges of $13.1 million, $0.6 million and $0.9 million in fiscal 2012, 2011 and 2010, respectively. We utilize a discounted cash flow model and market approach that incorporates unobservable level 3 inputs to test for goodwill and long-lived asset impairments.

(15) Commitments and Contingencies

We are engaged from time-to-time in routine legal proceedings incidental to our business. We do not believe that these routine legal proceedings, taken as a whole, will have a material impact on our business or financial condition.

(16) Long-Term Compensation Plans

We have a profit sharing plan which includes a 401(k) feature, covering substantially all employees meeting specified requirements. Profit sharing contributions consist of an annual matching contribution to each participant’s plan account, which became discretionary based on Company profitability during fiscal 2010. For fiscal 2010 through 2012, the annual matching contribution provided that upon meeting the annual profitability target, we would match 100% of the participant’s contributions up to 3% of the participant’s eligible compensation for the year. In the event the participant’s contributions exceeded 3% of their eligible compensation for the year, we would match 50% of the next 2% of the participant’s eligible compensation for the year. The total expense recognized related to these matching contributions was zero, $3.8 million and $2.5 million for fiscal 2012, 2011 and 2010, respectively.

On January 1, 2000, we adopted a Supplemental Executive Retirement Plan (“SERP”) for key employees and executive officers. On the last day of the calendar year, each participant’s SERP account is credited with an amount equal to 20% of the participant’s base salary for the year. Benefits payable under the SERP typically vest based on years of participation in the SERP, ranging from 0% vested for less than five years of participation to 100% vested at 10 years’ participation (or age 65 if that occurs sooner). Amounts credited to a SERP account, plus earnings, are distributed following the executive’s termination of employment. Earnings are based on the quarterly equivalent of the average of the annual yield set forth for each month during the quarter in the Moody's Corporate Bond Yield Averages. Compensation expense related to the plan was $0.9 million in fiscal 2012, $0.9 million in fiscal 2011 and $0.9 million in fiscal 2010.

We also have deferred compensation plans for a select group of management or highly compensated employees and for non-employee directors. The plans are unfunded and permit participants to defer receipt of a portion of their base salary, annual bonus or long-term incentive compensation in the case of employees, or cash compensation in the case of non-employee directors, which would otherwise be paid to them. The deferred amounts, plus earnings, are distributed following the executive's termination of employment or the director's termination of service on the Board. Earnings are based on the performance of phantom investments elected by the participant from a portfolio of investment options. Under the plans available to non-employee directors, the investment options include share units that correspond to shares of our common stock.

During fiscal 2004, we created and funded a benefits protection grantor trust to invest amounts deferred under these plans. A benefits protection or rabbi trust holds assets that would be available to pay benefits under a deferred compensation plan if the settler of the trust, such as us, is unwilling to pay benefits for any reason other than bankruptcy or insolvency. The rabbi trust now holds corporate-owned life insurance which is intended to fund potential future obligations. Assets in the trust remain subject to the claims of our general creditors, and the investment in the rabbi trust is classified in "other assets" on our Consolidated Balance Sheets.

(17) Pension and Other Post-retirement Benefits

One of our subsidiaries has a qualified non-contributory retirement plan to provide retirement income for certain eligible full-time employees who are not covered by a union retirement plan. Pension benefits under the plan are based on length of service and compensation. Our subsidiary contributes amounts necessary to meet minimum funding requirements. This plan has been curtailed and no new employees can enter the plan. This plan is also frozen for additional service credit.

We provide certain health care benefits for retired employees not subject to collective bargaining agreements. Such benefits are not provided to any employee who left us after December 31, 2003. Employees who left us on or before that date become eligible for those benefits when they reach early retirement age if they have met minimum age and service requirements. Effective December 31, 2006, we terminated these health care benefits for retired employees and their spouses or dependents that were eligible for coverage under Medicare. We provide coverage to retired employees and their spouses until the end of the month in which they become eligible for Medicare (which generally is age 65). Health care benefits for retirees are provided under a self-insured program administered by an insurance company.

We were required to recognize the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligations) of our pension plan and other post-retirement benefits in the December 30, 2006, statement of financial position, with a corresponding adjustment to accumulated other comprehensive income, net of tax. The adjustment to accumulated other comprehensive income at adoption represents the net unrecognized actuarial losses, unrecognized prior service costs, and unrecognized transition obligation remaining, all of which were previously netted against the plan's funded status in our statement of financial position. Further, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic benefit cost in the same periods will be recognized as a component of other comprehensive income. These amounts will be subsequently recognized as a component of net periodic benefit cost pursuant to our accounting policy for amortizing such amounts.

Accumulated other comprehensive income consists of the following amounts that have not yet been recognized in net periodic benefit cost:

	December 29, 2012		
(in thousands)	Pension	Other Post-retirement Benefits	Total
Unrecognized prior service credits	$ -	$ -	$ -
Unrecognized actuarial losses (gains)	26,116	(369)	25,747
Unrecognized net periodic cost (benefit)	26,116	(369)	25,747
Less deferred taxes (benefit)	(10,186)	144	(10,042)
Total	$ 15,930	$ (225)	$ 15,705

	December 31, 2011		
(in thousands)	Pension	Other Post-retirement Benefits	Total
Unrecognized prior service credits	$ -	$ -	$ -
Unrecognized actuarial losses (gains)	24,368	(258)	24,110
Unrecognized net periodic cost (benefit)	24,368	(258)	24,110
Less deferred taxes (benefit)	(9,504)	101	(9,403)
Total	$ 14,864	$ (157)	$ 14,707

The prior service credits and actuarial losses (gains) included in accumulated other comprehensive income and expected to be recognized in net periodic cost (benefit) during the fiscal year ended December 28, 2013 are $919,000 and ($39,000) related to pension and other post-retirement benefits, respectively.

Funded Status

The following table sets forth the actuarial present value of benefit obligations and funded status of the curtailed pension plan and other post-retirement benefits for the years ended.

(in thousands)	Pension Benefits 2012	Pension Benefits 2011	Other Post-retirement Benefits 2012	Other Post-retirement Benefits 2011
Funded Status				
Projected benefit obligation				
Beginning of year	$ (48,570)	$ (43,125)	$ (721)	$ (744)
Interest cost	(2,043)	(2,121)	(29)	(35)
Participant contributions	-	-	(15)	(36)
Actuarial gain (loss)	(4,057)	(6,843)	135	67
Benefits paid	3,457	3,519	74	27
End of year	(51,213)	(48,570)	(556)	(721)
Fair value of plan assets				
Beginning of year	32,895	29,762	-	-
Actual return on plan assets	3,471	576		
Employer contributions	3,092	6,076	59	(9)
Participant contributions	-	-	15	36
Benefits paid	(3,457)	(3,519)	(74)	(27)
End of year	36,001	32,895	-	-
Funded status	(15,212)	(15,675)	(556)	(721)
Accumulated benefit obligation	$ (51,213)	$ (48,570)	$ (556)	$ (721)

Amounts recognized in the consolidated balance sheets consist of:

(in thousands)	Pension Benefits 2012	Pension Benefits 2011	Other Post-retirement Benefits 2012	Other Post-retirement Benefits 2011
Current liabilities	$ -	$ -	$ (85)	$ (104)
Non-current liabilities	(15,212)	(15,675)	(471)	(617)
Deferred tax asset (liability)	10,186	9,504	(144)	(101)
Accumulated other comprehensive loss (income)	15,930	14,864	(225)	(157)
Net amount recognized	$ 10,904	$ 8,693	$ (925)	$ (979)

Components of net periodic benefit cost (income)

The aggregate costs for our retirement benefits included the following components:

(in thousands)	Pension Benefits 2012	Pension Benefits 2011	Pension Benefits 2010	Other Benefits 2012	Other Benefits 2011	Other Benefits 2010
Interest cost	$ 2,043	$ 2,121	$ 2,211	$ 29	$ 35	$ 39
Expected return on plan assets	(2,014)	(1,877)	(1,854)	-	-	-
Amortization of prior service credits	-	-	-	-	(21)	(30)
Recognized actuarial loss (gain)	852	1,576	1,401	(23)	(16)	(6)
Net periodic benefit cost (gain)	$ 881	$ 1,820	$ 1,758	$ 6	$ (2)	$ 3

Assumptions

Weighted-average assumptions used to determine benefit obligations at December 29, 2012 and December 31, 2011:

	Pension Benefits		Other Benefits	
	2012	2011	2012	2011
Discount rate	3.70%	4.35%	3.70%	4.35%
Rate of compensation increase	N/A	N/A	N/A	N/A

Weighted-average assumptions used to determine net periodic benefit cost for years ended December 29, 2012 and December 31, 2011:

	Pension Benefits		Other Benefits	
	2012	2011	2012	2011
Discount rate	4.35%	5.10%	4.35%	5.1%
Expected return on plan assets	6.00%	6.00%	N/A	N/A
Rate of compensation increase	N/A	N/A	N/A	N/A

As a result of the continued separation of participants from the pension plan, almost all participants are inactive. During 2012, the Company changed the period over which actuarial gains and losses are recognized from the average remaining service period of active participants to the average remaining life expectancy of inactive participants. The recognized actuarial losses were $0.8 million, $1.6 million and $1.4 million in fiscal years 2012, 2011 and 2010, respectively.

Assumed health care cost trend rates were as follows:

	December 29, 2012	December 31, 2011
Current year trend rate	6.00%	7.00%
Ultimate year trend rate	5.00%	5.00%
Year of ultimate trend rate	2014	2014

Assumed health care cost trend rates have an effect on the fiscal 2012 amounts reported for the health care plans. The effect of a one-percentage point increase or decrease in assumed health care cost trend rates on the total service and interest components and the post-retirement benefit obligation would be less than $1,000 in each case.

Pension Plan Investment Policy, Strategy and Assets

Our investment policy is to invest in equity, fixed income and other securities to cover cash flow requirements of the plan and minimize long-term costs. The targeted allocation of assets is 50% group annuity contract and 50% equity and debt securities. The pension plan's weighted-average asset allocation by asset category is as follows:

	December 29, 2012	December 31, 2011
Equity securities	58%	51%
Group annuity contract	42%	49%

Pension Plan Investment Valuation

Equity and debt securities consist of mutual funds which are public investment vehicles valued using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the fair value hierarchy of ASC 820.

The group annuity contract is an immediate participation contract held with an insurance company that acts as custodian of the pension plan's assets. The group annuity contract is stated at contract value as determined by the custodian, which approximates fair value. We evaluate the general financial condition of the custodian as a component of validating whether the calculated contract value is an accurate approximation of fair value. The review of the general financial condition of the custodian is considered obtainable/observable through the review of readily available financial information the custodian is required to file with the Securities and Exchange Commission. The group annuity contract is classified within level 3 of the valuation hierarchy of ASC 820.

The following tables set forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 29, 2012 and December 31, 2011:

	Investments at fair value - December 29, 2012			
(in thousands)	Level 1	Level 2	Level 3	Total
Equity securities	$ 20,939	$ -	$ -	$ 20,939
Group annuity contract	-	-	15,062	15,062
Total investments	$ 20,939	$ -	$ 15,062	$ 36,001

	Investments at fair value - December 31, 2011			
(in thousands)	Level 1	Level 2	Level 3	Total
Equity securities	$ 16,674	$ -	$ -	$ 16,674
Group annuity contract	-	-	16,221	16,221
Total investments	$ 16,674	$ -	$ 16,221	$ 32,895

The following tables set forth a summary of changes in the fair value of the pension plan's level 3 assets for the years ended December 29, 2012 and December 31, 2011:

(in thousands)	Group annuity contract
Balance at 12/31/2011	$ 16,221
Interest income	790
Realized gains/(losses)	236
Purchases, sales, issuances and settlements, net	(2,185)
Balance at 12/29/2012	$ 15,062

(in thousands)	Group annuity contract
Balance at 1/1/2011	$ 15,999
Interest income	877
Realized gains/(losses)	243
Purchases, sales, issuances and settlements, net	(898)
Balance at 12/31/2011	$ 16,221

Estimated Future Benefits Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows (in thousands):

Year	Pension Benefits		Other Benefits	
2013	$	3,406	$	85
2014		3,372		63
2015		3,367		49
2016		3,370		45
2017		3,273		42
2018 or later		16,377		177
	$	33,165	$	461

Expected Long-Term Rate of Return

The expected return assumption was based on asset allocations and the expected return and risk components of the various asset classes in the portfolio. This assumption is assumed to be reasonable over a long-term period that is consistent with the liabilities. Management has reviewed these assumptions and takes responsibility for the valuation of pension assets and obligations.

Employer Contributions

Pension Plan

We anticipate making contributions of $0.4 million during the measurement year ending December 28, 2013.

Multi-Employer Plans

Approximately 4.2% of our employees are covered by collectively-bargained pension plans. Contributions are determined in accordance with the provisions of negotiated union contracts and are generally based on the number of hours worked. Amounts contributed to those plans were $2.9 million, $3.3 million and $3.3 million in fiscal 2012, 2011 and 2010, respectively.

Certain of our unionized employees are covered by the Central States Southeast and Southwest Areas Pension Funds ("the Plan"), a multi-employer pension plan. Contributions are determined in accordance with the provisions of negotiated union contracts and are generally based on the number of hours worked. Based on the most recent information available, we believe the present value of actuarial accrued liabilities of the Plan substantially exceeds the value of the assets held in trust to pay benefits. The underfunding is not a direct obligation or liability of the Company. Moreover, if the Company were to exit certain markets or otherwise cease making contributions to the Plan, the Company could trigger a substantial withdrawal liability. However, the amount of any increase in contributions will depend upon several factors, including the number of employers contributing to the Plan, results of the Company's collective bargaining efforts, investment returns on assets held by the Plan, actions taken by the trustees of the Plan, and actions that the Federal government may take. The Company does not believe it is likely that events requiring recognition of a withdrawal liability will occur. Any adjustment for withdrawal liability will be recorded when it is probable that a liability exists and can be reasonably estimated.

The following table provides additional information about the Plan and our participation in it:

Pension Fund	EIN/Pension Plan Number	Pension Protection Act Zone Status 2012	Pension Protection Act Zone Status 2011	FIP/RP Status Pending/ Implemented	Company Contributions to Plan 2012	Company Contributions to Plan 2011	Company Contributions to Plan 2010	Surcharge Imposed	Expiration Date of Collective-Bargaining Agreement
Central States, Southeast and Southwest Areas Pension Plan	36-6044243-001	Red as of 12/31/11	Red as of 12/31/10	Yes	$ 2,944,000	$ 3,304,000	$ 3,336,000	Yes	1/26/2013 to 2/24/2014 [a]

[a] The Company is party to five collective-bargaining agreements that require contributions to the Central States, Southeast and Southwest Areas Pension Plan. These agreements cover warehouse personnel and drivers in our Bellefontaine and Lima, Ohio distribution centers.

For each of the years reported on, our annual contributions to the Plan have not exceeded more than 5 percent of total employer contributions to the Plan, as indicated in the Plan's most recently available annual report for the year ended December 31, 2011.

(18) Segment Information

We sell and distribute products that are typically found in supermarkets and operate three reportable operating segments. The Military segment consists of eight distribution centers that distribute products primarily to military commissaries and exchanges. During fiscal 2010, our military distribution centers in Columbus, Georgia and Bloomington, Indiana became operational. During fiscal 2012, our renovated Oklahoma City, Oklahoma facility became operational. Our Food Distribution segment consists of 13 distribution centers that sell to independently operated retail food stores, our corporate owned stores and other customers. During the third quarter of fiscal 2010, we closed our food distribution center in Bridgeport, Michigan at the end of its lease term. During the fourth quarter of fiscal 2012, we closed our food distribution center in Cedar Rapids, Iowa. The Retail segment consists of 75 corporate-owned stores that sell directly to the consumer. During fiscal 2012, we acquired eighteen No Frills supermarkets, twelve Bag 'N Save supermarkets and one additional supermarket. We also sold two retail stores during fiscal 2012. We sold four retail stores and closed two retail stores during fiscal 2011. We closed two retail stores during fiscal 2010.

We evaluate segment performance and allocate resources based on profit or loss before income taxes, interest associated with corporate debt and other discrete items. The accounting policies of the reportable segments are the same as those described in the summary of accounting policies.

Inter-segment sales are recorded on a market price-plus-fee and freight basis. For segment financial reporting purposes, a portion of the operational profits recorded at our distribution centers related to corporate-owned stores is allocated to the Retail segment. Certain revenues and costs from our distribution centers are specifically identifiable to either the independent or corporate-owned stores that they serve. The revenues and costs that are specifically identifiable to corporate-owned stores are allocated to the Retail segment. Those that are specifically identifiable to independent customers are recorded in the Food Distribution segment. The remaining revenues and costs that are not specifically identifiable to either the independent or corporate-owned stores are allocated to the Retail segment as a percentage of corporate-owned store distribution sales to total distribution center sales. For fiscal 2012, 25% of such warehouse operational profits were allocated to the Retail segment compared to 24% and 23% in fiscal 2011 and 2010, respectively.

Major Segments of the Business
Year end December 29, 2012

(in thousands)	Military	Food Distribution	Retail	Total
Revenue from external customers	$ 2,309,455	$ 1,844,929	$ 666,413	$ 4,820,797
Inter-segment revenue	-	350,893	-	350,893
Interest income	-	(35)	-	(35)
Interest expense (including interest related to capital leases)	(6)	(35)	4,998	4,957
Depreciation expense	12,353	15,777	9,704	37,834
Segment profit	33,319	10,355	14,610	58,284
Assets	447,743	325,256	187,381	960,380
Expenditures for long-lived assets	10,075	13,838	15,586	39,499

Major Segments of the Business
Year end December 31, 2011

(in thousands)	Military	Food Distribution	Retail	Total
Revenue from external customers (1)	$ 2,352,918	$ 2,032,570	$ 469,971	$ 4,855,459
Inter-segment revenue	-	237,328	-	237,328
Interest income	-	(39)	-	(39)
Interest expense (including interest related to capital leases)	(1)	(39)	3,603	3,563
Depreciation expense	10,044	17,920	7,740	35,704
Segment profit	50,412	23,745	5,602	79,759
Assets	497,224	460,498	113,895	1,071,617
Expenditures for long-lived assets	53,501	9,038	6,061	68,600

Major Segments of the Business
Year end January 1, 2011

(in thousands)	Military	Food Distribution	Retail	Total
Revenue from external customers (1)	$ 2,299,014	$ 2,217,649	$ 518,263	$ 5,034,926
Inter-segment revenue	-	258,175	-	258,175
Interest income	-	(37)	-	(37)
Interest expense (including interest related to capital leases)	12	(36)	3,633	3,609
Depreciation expense	6,269	19,674	10,176	36,119
Segment profit	51,301	33,650	6,660	91,611
Assets	441,866	490,467	115,470	1,047,803
Expenditures for long-lived assets	48,356	8,777	2,162	59,295

(1) Prior year amounts have been reclassified to present fees received for shipping, handling, and the performance of certain other services in accordance with ASC Topic 605. Please refer to Note 1 of the Notes to Consolidated Financial Statements of this Form 10-K for a further discussion.

Reconciliation

(in thousands)	2012	2011	2010
Revenues			
Total external revenue for segments	$ 4,820,797	$ 4,855,459	$ 5,034,926
Inter-segment revenue from reportable segments	350,893	237,328	258,175
Elimination of inter-segment revenues	(350,893)	(237,328)	(258,175)
Total consolidated revenues	$ 4,820,797	$ 4,855,459	$ 5,034,926
Profit			
Total profit for segments	$ 58,284	$ 79,759	$ 91,611
Unallocated amounts:			
Interest	(19,987)	(21,331)	(19,485)
Goodwill impairment	(166,630)	-	-
Gain on acquisition of a business	6,639	-	-
Earnings before income taxes	$ (121,694)	$ 58,428	$ 72,126
Assets			
Total assets for segments	$ 960,380	$ 1,071,617	$ 1,047,803
Unallocated corporate assets	43,237	2,151	2,872
Total consolidated assets	$ 1,003,617	$ 1,073,768	$ 1,050,675

All revenues are attributed to and all assets are held in the United States. Our market areas are primarily in the Midwest, Mid-Atlantic, Great Lakes and Southeast United States.

(19) Subsequent Event

On February 13, 2013, the Company instructed Wells Fargo Bank, National Association, as trustee (the "Trustee"), under the Indenture, dated as of March 15, 2005, between the Company and the Trustee, as supplemented by the First Supplemental Indenture, dated as of September 21, 2007, between the Company and the Trustee, governing the Company's Senior Subordinated Convertible Notes due 2035 (the "Notes"), to notify the holders of the Notes that the Company will redeem all $322 million outstanding aggregate principal amount at maturity of the Notes on March 15, 2013. The Notes will be redeemed at a price equal to $466.11 per $1,000 in principal amount at maturity which represents a total payment to be made of $150.1 million.

As a result of the notice of redemption, holders are entitled, in lieu of having their Notes redeemed, to convert such Notes by surrendering them for conversion to the Trustee, in its capacity as Conversion Agent under the Indenture, no later than the close of business on March 13, 2013 and satisfying the other requirements set forth in the Notes and the Indenture. Upon any conversion, a holder would be entitled to receive a cash payment in an amount equal to the Conversion Value for each $1,000 principal amount at maturity of Notes. The Conversion Value would be the product of (i) the current Conversion Rate of 9.7224 shares of common stock for each $1,000 principal amount at maturity, times (ii) the average trading price of a share of the Company's common stock over the 15 trading day period beginning on the third trading day following March 15, 2013. The Conversion Value would only exceed the $466.11 per $1,000 principal amount at maturity redemption price at an average common stock share price in excess of approximately $47.94. Based on current common stock trading prices, the Company expects the Conversion Value would be significantly less than the redemption price of $466.11 and, accordingly, the Company does not expect holders to exercise their conversion rights.

NASH FINCH COMPANY AND SUBSIDIARIES
Quarterly Financial Information (Unaudited)
(In thousands, except per share amounts and percent to sales)

	First Quarter 12 Weeks		Second Quarter 12 Weeks		Third Quarter 16 Weeks		Fourth Quarter 12 Weeks	
	2012	2011	2012	2011	2012	2011	2012	2011
Sales (1)	$ 1,069,845	$ 1,110,271	$ 1,104,242	$ 1,111,133	$ 1,511,090	$ 1,486,313	$ 1,135,620	$ 1,147,742
Cost of sales (1)	989,122	1,021,282	1,015,448	1,020,556	1,383,445	1,372,625	1,041,314	1,060,970
Gross profit	80,723	88,989	88,794	90,577	127,645	113,688	94,306	86,772
Earnings (loss) before income taxes	9,069	12,370	(113,300)	16,614	22,955	16,737	(40,418)	12,707
Income tax expense (benefit)	3,615	4,889	(28,332)	6,563	8,351	6,644	(11,456)	4,527
Net earnings (loss)	5,454	7,481	(84,968)	10,051	14,604	10,093	(28,962)	8,180
Net earnings (loss) as percentage of sales	0.51%	0.68%	(7.69%)	0.91%	0.97%	0.68%	(2.55%)	0.71%
Basic earnings (loss) per share	$ 0.42	$ 0.59	$ (6.55)	$ 0.79	$ 1.13	$ 0.78	$ (2.23)	$ 0.63
Diluted earnings (loss) per share	$ 0.42	$ 0.57	$ (6.55)	$ 0.77	$ 1.12	$ 0.77	$ (2.23)	$ 0.62

(1) Prior year amounts have been reclassified to present fees received for shipping, handling, and the performance of certain other services in accordance with ASC Topic 605. Please refer to Note 1 of the Notes to Consolidated Financial Statements of this Form 10-K for a further discussion.

Significant items by quarter include the following:

1. Goodwill impairments of $132.0 million and $34.6 million during the second and fourth quarters, respectively, of fiscal 2012.
2. Impairments of long-lived assets of $13.1 million during the fourth quarter of fiscal 2012.
3. A gain on the acquisition of a business of $6.6 million during the second quarter of fiscal 2012.
4. Conversion and transition costs related to the opening of new Military food distribution facilities of $0.9 million, $0.5 million, $3.2 million and $1.0 million during the first, second, third and fourth quarters, respectively, of fiscal 2012.
5. Non-cash LIFO charges of $0.2 million, $0.4 million, $1.4 million and $1.3 million during the first, second, third and fourth quarters, respectively, of fiscal 2012.
6. Transaction and integration costs related to business acquisitions of $0.3 million, $0.9 million, $0.7 million and $0.1 million during the first, second, third and fourth quarters, respectively, of fiscal 2012.
7. Restructuring costs related to Food Distribution overhead centralization of $1.0 million during the fourth quarter of fiscal 2012.
8. The write off of $1.0 million in capitalized software costs during the fourth quarter of fiscal 2012.
9. Closing costs related to a Food Distribution facility of $0.8 million during the fourth quarter of fiscal 2012.
10. Transition costs related to Food Distribution facilities of $0.1 million and $0.2 million during the second and third quarters, respectively of fiscal 2012.
11 Restructuring costs related to Food Distribution overhead centralization of $0.5 million, $0.9 million, and $0.2 million during the second, third, and fourth quarters, respectively, of fiscal 2011.
12. Unusual professional fees of $2.0 million and $0.5 million during the third and fourth quarters, respectively, of fiscal 2011.
13. Conversion and transition costs related to new military food distribution facilities of $0.9 million, $0.3 million, $0.4 million, and $0.4 million during the first, second, third, and fourth quarters, respectively, of fiscal 2011.
14. Non-cash LIFO charges of $0.5 million, $2.1 million, $7.1 million, and $4.5 million during the first, second, third, and fourth quarters, respectively, of fiscal 2011.
15. The write off of $1.8 million in deferred financing costs during the fourth quarter of fiscal 2011 due to the refinancing of the Company’s asset-backed credit agreement.
16. A loss on the write-down of long-lived assets of $2.0 million and $0.1 million during the first and second quarters, respectively, of fiscal 2011.
17. The write off of $0.6 million in capitalized software costs during the third quarter of fiscal 2011.

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

Not applicable.

ITEM 9A. *CONTROLS AND PROCEDURES*

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer/Controller, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based on that evaluation, our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer/Controller have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during our most recently completed fiscal quarter that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's Annual Report On Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Securities Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer/Controller, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 29, 2012. In conducting its evaluation, our management used the criteria set forth by the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, management concluded our internal control over financial reporting was effective as of December 29, 2012. This evaluation did not include the internal controls related to the acquisition from Bag 'N Save, Inc. of twelve retail stores on April 3, 2012, and the acquisition from No Frills of eighteen retail stores on June 25, 2012.

Our internal control over financial reporting as of December 29, 2012 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report included below.

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Nash-Finch Company

We have audited the internal control over financial reporting of Nash-Finch Company (a Delaware corporation) and subsidiaries (the "Company") as of December 29, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting ("Management's Report"). Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. Our audit of, and opinion on, the Company's internal control over financial reporting does not include the internal control over financial reporting of businesses acquired during 2012, whose financial statements reflect total assets and revenues constituting 4 and 9 percent, respectively, of the related consolidated financial statements as of and for the year ended December 29, 2012. As indicated in Management's Report, these businesses were acquired during 2012 and therefore, management's assertion on the effectiveness of the Company's internal control over financial reporting excluded internal control over financial reporting of the businesses acquired.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 29, 2012, and our report dated February 28, 2013, expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota
February 28, 2013

ITEM 9B. ***OTHER INFORMATION***

Not applicable.

PART III

ITEM 10. *DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT AND CORPORATE GOVERNANCE*

EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth information about our executive officers as of February 28, 2013:

Name	Age	Year First Elected or Appointed as an Executive Officer	Title
Alec C. Covington	55	2006	President and Chief Executive Officer
Edward L. Brunot	49	2006	Executive Vice President, President and Chief Operating Officer of MDV
Robert B. Dimond	51	2007	Executive Vice President, Chief Financial Officer and Treasurer
Kevin Elliott	47	2012	Executive Vice President, President and Chief Operating Officer, Nash Finch Wholesale/Retail
Kathleen M. Mahoney	58	2006	Executive Vice President, General Counsel and Secretary
Calvin S. Sihilling	63	2006	Executive Vice President and Chief Information Officer
Michael W. Rotelle III	53	2008	Senior Vice President, Human Resources

There are no family relationships between or among any of our executive officers or directors. Our executive officers are elected by the Board of Directors for one-year terms after initial election, commencing with their election at the first meeting of the Board of Directors immediately following the annual meeting of stockholders and continuing until the next such meeting of the Board of Directors.

Alec C. Covington has been our President and Chief Executive Officer and a Director since May 2006. Mr. Covington served as President and Chief Executive Officer of Tree of Life, Inc., a marketer and distributor of natural and specialty foods, from February 2004 to May 2006, and for the same period as a member of the Executive Board of Tree of Life's parent corporation, Royal Wessanen NV, a multi-national food corporation based in the Netherlands. From April 2001 to February 2004, he was Chief Executive Officer of AmeriCold Logistics, LLC, a provider of supply chain solutions in the consumer packaged goods industry. Prior to that time, Mr. Covington served as President of Richfood Inc., a regional food distributor.

Edward L. Brunot has served as our Executive Vice President and President and Chief Operating Officer of MDV since March 2012. Prior to that, Mr. Brunot served as our Senior Vice President and President and Chief Operating Officer of MDV since February 2009. Mr. Brunot joined Nash Finch in July 2006 as our Senior Vice President, Military. Mr. Brunot previously served as Senior Vice President, Operations for AmeriCold Logistics, LLC from December 2002 to May 2006, where he was responsible for 29 distribution facilities in the Western Region. Before that, Mr. Brunot was Vice President of Operations for CS Integrated from 1999 to 2002. Mr. Brunot served as a Captain in the United States Army and holds a BS degree from the United States Military Academy, West Point and an MS degree from the University of Scranton.

Robert B. Dimond returned as our Executive Vice President, Chief Financial Officer and Treasurer in January 2007. He previously served as Chief Financial Officer and Senior Vice President of Wild Oats Markets, Inc., a leading national natural and organic foods retailer, from April 2005 to December 2006. From January 2005 through March 2005, Mr. Dimond served as Executive Vice President and Chief Financial Officer of The Penn Traffic Company, a food retailer in the eastern United States, in connection with its emergence from bankruptcy proceedings. Prior to that, he served as our Executive Vice President, Chief Financial Officer and Treasurer from May 2002 to November 2004 and as our Chief Financial Officer and Senior Vice President from September 2000 to May 2002. Before that, Mr. Dimond held various financial roles with Kroger and Smith's Food & Drug Centers, Inc. Mr. Dimond holds a BS degree in accounting from the University of Utah and is a Certified Public Accountant.

Kevin Elliott has served as an Executive Vice President of Nash Finch Company and as the President and Chief Operating Officer of Nash Finch Wholesale/Retail since November 2012. Prior to joining Nash Finch, Mr. Elliott was a consultant for Infineon Investments LLC, a consulting company focused on the retail and distribution industries, from January 2010 to November 2012. Prior to that, he served as Senior Vice President of Merchandising, Logistics and Marketing at Seven Eleven, Inc., a leading national convenience-store retailer, from 2007 to January 2010, as well as in other capacities related to merchandising and wholesale operations with Seven Eleven, Inc. from 2001 to 2007. Prior to that, Mr. Elliott held various leadership positions at The Webvan Group and Fleming Companies, Inc. Mr. Elliott holds a Bachelor of Science degree in Operational Management from Missouri State University in Springfield, Mo. and a Master of Business Administration degree from Southern Methodist University in Dallas, Texas.

Kathleen M. Mahoney has served as our Executive Vice President, General Counsel and Secretary since November 2009. Prior to that Ms. Mahoney served as our Senior Vice President, General Counsel and Secretary since July 2006. Ms. Mahoney joined Nash Finch as Vice President, Deputy General Counsel in November 2004. Prior to working at Nash Finch, she was the Managing Partner of the St. Paul office of Larson King, LLP from July 2002 to November 2004. Previously, she spent 13 years with the law firm of Oppenheimer, Wolff & Donnelly, LLP, where she served in a number of capacities including Managing Partner of their St. Paul office, Chair of the Labor and Employment Practice Group and Chair of the EEO Committee. Ms. Mahoney also served as Special Assistant Attorney General in the Minnesota Attorney General's office for six years. Ms. Mahoney earned her JD degree from Syracuse University College of Law and a BA from Keene State College.

Calvin S. Sihilling has served as our Executive Vice President and Chief Information Officer since August 2006. Mr. Sihilling previously served as Chief Information Officer for AmeriCold Logistics, LLC from August 2001 to January 2006, where he was responsible for the oversight of Information Technology, Transportation, Project Support, and the National Service Center. Before that, Mr. Sihilling was CIO of the Eastern Region of Richfood Holdings, Inc./SuperValu Inc. from August 1998 to August 2001. Prior to that, Mr. Sihilling held various leadership positions at such companies as Alex Lee, Inc., PepsiCo Food Systems, Dr. Pepper Company and Electronic Data Systems. Mr. Sihilling holds a BS from the Northrop Institute of Technology.

Michael W. Rotelle III has served as our Senior Vice President, Human Resources since October 2008. Mr. Rotelle previously served as Executive Vice President, Human Resources for Acosta Sales and Marketing Company, a sales and marketing company serving the foodservice and grocery industries, from November 2007 to October 2008, where he was responsible for global Human Resource operations. Before that Mr. Rotelle served as Senior Vice President, Human Resources for Tree of Life, Inc. from August 2004 to November 2007. Prior to that Mr. Rotelle was Vice President, Human Resources of the Eastern Region of Richfood Holdings, Inc./ Supervalu Inc. from August 1994 to August 2004. Before that Mr. Rotelle held various operational and Human Resource positions with Rotelle, Inc. Mr. Rotelle holds a Bachelor of Science degree in Business Administration from Bloomsburg University.

The remaining information required by this item is incorporated by reference to the sections titled "Proposal Number 1: Election of Directors—Information About Directors and Nominees," "Proposal Number 1: Election of Directors—Information About the Board of Directors and Its Committees," "Corporate Governance—Governance Guidelines," "Corporate Governance—Director Candidates" and "Section 16(a) Beneficial Ownership Reporting Compliance" of our 2013 Proxy Statement.

ITEM 11. ***EXECUTIVE COMPENSATION***

The information required by this item is incorporated by reference to the sections titled "Proposal Number 1: Election of Directors—Compensation of Directors," "Proposal Number 1: Election of Directors—Compensation and Management Development Committee Interlocks and Insider Participation" and "Executive Compensation and Other Benefits" of our 2013 Proxy Statement.

ITEM 12. ***SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS***

Equity Compensation Plan Information

The following table provides information about Nash Finch common stock that may be issued upon the exercise of stock options, the payout of share units or performance units, or the granting of other awards under all of Nash Finch's equity compensation plans in effect as of December 29, 2012:

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	1,166,788 (1)	816,389 (2)
Equity compensation plans not approved by security holders	-	17,431 (3)
	1,166,788	833,820

(1) Includes stock options, stock appreciation rights, restricted stock units and performance units awarded under the 2009 Incentive Award Plan ("2009 Plan") and 2000 Stock Incentive Plan ("2000 Plan").

(2) The following numbers of shares remained available for issuance under each of our equity compensation plans at December 29, 2012. Grants under each plan may be in the form of any of the types of awards noted:

Plan	Number of Shares	Type of Award
2009 Plan	323,193	Stock options, restricted stock, stock appreciation rights, performance units, and stock bonuses.
2000 Plan	458,883	Stock options, restricted stock, stock appreciation rights, performance units, and stock bonuses.
1997 Director Plan	34,313	Share units

(3) Shares remaining available for issuance under the Director Deferred Compensation Plan. Each share unit acquired through the deferral of director compensation under the Director Deferred Compensation Plan is payable in one share of Nash Finch common stock following the individual's termination of service as a director.

Description of Plans Not Approved by Shareholders

Director Deferred Compensation Plan. The Director Deferred Compensation Plan was adopted by the Board in December 2004 as a result of amendments to the Internal Revenue Code that affected the operation of non-qualified deferred compensation arrangements for amounts deferred on or after January 1, 2005. The Board reserved 50,000 shares of Nash Finch common stock for issuance in connection with the plan. The plan permits a participant to annually defer all or a portion of his or her cash compensation for service as a director, and have the amount deferred credited to either a cash account or a share account. Amounts credited to a share account are deemed to have purchased a number of share units determined by dividing the amount deferred by the then-current market price of a share of Nash Finch common stock. Each share unit represents the right to receive one share of Nash Finch common stock. The balance in a share account is payable only in stock following termination of service as a director.

Security Ownership of Certain Beneficial Owners and Management

In addition to the information set forth above, the information required by this item is incorporated by reference to the sections titled "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management" of our 2013 Proxy Statement.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE*

The information required by this item is incorporated by reference to the sections titled "Proposal Number 1: Election of Directors—Information About the Board of Directors and Its Committees," "Corporate Governance—Governance Guidelines—Independent Directors" and "Corporate Governance—Related Party Transaction Policy and Procedures" of our 2013 Proxy Statement.

ITEM 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES*

The information required by this item is incorporated by reference to the sections titled "Independent Auditors—Fees Paid to Independent Auditors" and "Independent Auditors—Pre-Approval of Audit and Non-Audit Services" of our 2013 Proxy Statement.

PART IV

ITEM 15. *EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*

1. Financial Statements.

The following financial statements are included in this report on the pages indicated:

Report of Independent Registered Public Accounting Firm – page 38

Consolidated Statements of Income (Loss) for the fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011 - page 39

Consolidated Statements of Comprehensive Income (Loss) for the fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011 – page 40

Consolidated Balance Sheets as of December 29, 2012 and December 31, 2011 – page 41

Consolidated Statements of Cash Flows for the fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011 - page 42

Consolidated Statements of Stockholders' Equity for the fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011 - page 43

Notes to Consolidated Financial Statements - pages 44 to 78

2. Financial Statement Schedules.

The following financial statement schedule is included herein and should be read in conjunction with the consolidated financial statements referred to above:

Valuation and Qualifying Accounts – page 89

Other Schedules. Other schedules are omitted because the required information is either inapplicable or presented in the consolidated financial statements or related notes.

3. Exhibits.

Exhibit No.	Description
3.1	Fourth Restated Certificate of Incorporation of Nash Finch Company, effective July 27, 2009 (incorporated by reference to Exhibit 3.2 to our Quarterly Report on Form 10-Q filed July 28, 2009 (File No. 0-785)).
3.2	Amended and Restated Bylaws of Nash Finch Company (as amended February 28, 2011) (incorporated by reference to Exhibit 3.1 to our current report on Form 8-K filed May 23, 2011 (File No. 0-785)).
4.1	Stockholder Rights Agreement, dated February 13, 1996, between the Company and Wells Fargo Bank, N.A. (formerly known as Norwest Bank Minnesota, National Association) (incorporated by reference to Exhibit 4 to our current report on Form 8-K dated February 13, 1996 (File No. 0-785)).
4.2	Amendment to Stockholder Rights Agreement dated as of October 30, 2001 (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to our Registration Statement on Form 8-A (filed July 26, 2002) (File No. 0-785)).
4.3	Indenture dated as of March 15, 2005 between Nash-Finch Company and Wells Fargo Bank, National Association, as Trustee (including form of Senior Subordinated Convertible Notes due 2035) (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed March 9, 2005 (File No. 0-785)).
4.4	Registration Rights Agreement dated as of March 15, 2005 between Nash-Finch Company and Deutsche Bank Securities Inc., Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed March 9, 2005 (File No. 0-785)).
4.5	Notice of Adjustment of Conversion Rate of the Senior Subordinated Convertible Notes Due 2035 (incorporated by reference to Exhibit 99.1 to our current report on Form 8-K filed November 21, 2006 (File No. 0-785)).
4.6	First Supplemental Indenture to Senior Convertible Notes Due 2035 (incorporated by reference to Exhibit 4.1 to our Quarterly Report on Form 10-Q for the quarter ended June 14, 2008 (File No. 0-785)).
4.7	Notice of Adjustment of Conversion Rate of Senior Subordinated Convertible Notes Due 2035 (incorporated by reference to Exhibit 7.1 to our current report on Form 8-K filed March 25, 2009 (File No. 0-785)).
4.8	Notice of Adjustment of Conversion Rate of Senior Subordinated Convertible Notes Due 2035 (incorporated by reference to Exhibit 7.01 to our current report on Form 8-K filed March 21, 2011 (File No. 0-785)).
4.9	Notice of Adjustment of Conversion Rate of Senior Subordinated Convertible Notes Due 2035 (incorporated by reference to Exhibit 7.01 to our current report on Form 8-K filed September 27, 2012 (File No. 0-785)).

10.1 Credit Agreement, dated as of December 21, 2011, among Nash Finch Company, Various Lenders and Wells Fargo Capital Finance, LLC as Administrative Agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed December 23, 2011 (File No. 0-785)).

**10.2 Nash-Finch Company Income Deferral Plan (as amended through May 21, 2004) (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-8 filed May 25, 2004 (File No. 333-115849)).

**10.3 Second Declaration of Amendment to Nash-Finch Company Income Deferral Plan (as amended through May 21, 2004) (incorporated by reference to Exhibit 10.4 to our Annual Report on Form 10-K for the fiscal year ended January 1, 2005 (File No. 0-785)).

**10.4 Nash-Finch Company Deferred Compensation Plan (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-8 filed on December 30, 2004 (File No. 333-121755)).

**10.5 Amended and Restated Nash-Finch Company Deferred Compensation Plan (incorporated by reference to Exhibit 10.8 to our Annual Report on Form 10-K filed March 12, 2009 (File No. 0-785)).

**10.6 Nash-Finch Company 2000 Stock Incentive Plan (as amended and restated on July 14, 2008) (incorporated by reference to Exhibit 10.10 to our Annual Report on Form 10-K filed March 12, 2009 (File No. 0-785)).

**10.7 Form of Non-Statutory Stock Option Agreement (for employees under the Nash-Finch Company 2000 Stock Incentive Plan) (incorporated by reference to Exhibit 10.7 to our Annual Report on Form 10-K for the fiscal year ended January 1, 2005 (File No. 0-785)).

**10.8 Description of Nash-Finch Company Long-Term Incentive Program Utilizing Performance Unit Awards (incorporated by reference to Appendix I to our Proxy Statement for our Annual Meeting of Stockholders on May 10, 2005 (filed March 21, 2005) (File No. 0-785)).

**10.9 Form of Non-Statutory Stock Option Agreement (for non-employee directors under the Nash-Finch Company 1995 Director Stock Option Plan) (incorporated by reference to Exhibit 10.10 to our Annual Report on Form 10-K for the fiscal year ended January 1, 2005 (File No. 0-785)).

**10.10 Nash-Finch Company 1997 Non-Employee Director Stock Compensation Plan (2003 Revision) (incorporated by reference to Exhibit 10.9 to our Annual Report on Form 10-K for the fiscal year ended January 3, 2004 (File No. 0-785)).

**10.11 Nash-Finch Company 1997 Non-Employee Director Stock Compensation Plan (2003 Revision) – First Declaration of Amendment (incorporated by reference to Exhibit 10.12 to our Annual Report on Form 10-K for the fiscal year ended January 1, 2005 (File No. 0-785)).

**10.12 Nash-Finch Company 1997 Non-Employee Director Stock Compensation Plan (2003 Revision) – Second Declaration of Amendment (incorporated by reference to Exhibit 10.13 to our Annual Report on Form 10-K for the fiscal year ended January 1, 2005 (File No. 0-785)).

**10.13 Amended and Restated Nash-Finch Company Director Deferred Compensation Plan (incorporated by reference to Exhibit 10.20 to our Annual Report on Form 10-K filed March 12, 2009 (File No. 0-785)).

**10.14 Nash-Finch Company Supplemental Executive Retirement Plan (as amended and restated on July 14, 2008) (incorporated by reference to Exhibit 10.22 to our Annual Report on Form 10-K filed March 12, 2009 (File No. 0-785)).

**10.15 Nash-Finch Company Performance Incentive Plan (incorporated by reference to Exhibit 10.6 to our Quarterly Report on Form 10-Q for the quarter ended June 15, 2002 (File No. 0-785)).

**10.16 Description of Nash-Finch Company 2005 Executive Incentive Program (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the twelve weeks ended March 26, 2005 (File No. 0-785)).

**10.17 Form of Restricted Stock Unit Award Agreement (for non-employee directors under the 2000 Stock Incentive Plan) (incorporated by reference to Exhibit 10.19 to our Annual Report on Form 10-K for the fiscal year ended January 1, 2005 (File No. 0-785)).

**10.18 Form of Amended and Restated Restricted Stock Unit Agreement (for non-employee directors under the 2000 Stock Incentive Plan) (incorporated by reference to Exhibit 10.26 to our Annual Report on Form 10-K filed March 12, 2009 (File No. 0-785)).

**10.19 New Form of Restricted Stock Unit Award Agreement (for non-employee directors under the 2000 Stock Incentive Plan) (incorporated by reference to Exhibit 10.27 to our Annual Report on Form 10-K filed March 12, 2009 (File No. 0-785)).

**10.20 Form of Restricted Stock Unit Award Agreement (under the 2000 Stock Incentive Plan) (incorporated by reference to Exhibit 10.1 to our Form 8-K filed August 11, 2006 (File No. 0-785)).

**10.21 Form of Amended and Restated Restricted Stock Unit Award Agreement (under the 2000 Stock Incentive Plan) (incorporated by reference to Exhibit 10.3 to our Form 10-Q filed November 6, 2008 (File No. 0-785)).

**10.22 New Form of Executive Restricted Stock Unit Agreement (under the 2000 Stock Incentive Plan), effective July 14, 2008 (incorporated by reference to Exhibit 10.2 to our Form 10-Q filed November 6, 2008 (File No. 0-785)).

**10.23 Nash-Finch Company 2000 Stock Incentive Plan Performance Unit Award Agreement dated as of May 1, 2006 between the Company and Alec C. Covington (incorporated by reference to Exhibit 10.3 to our Form 10-Q for the quarter ended June 17, 2006 (File No. 0-785)).

**10.24 Nash-Finch Company 2000 Stock Incentive Plan Restricted Stock Unit Award Agreement dated as of May 1, 2006 between the Company and Alec C. Covington (incorporated by reference to Exhibit 10.2 to our Form 10-Q for the quarter ended June 17, 2006 (File No. 0-785)).

**10.25 Letter Agreement between Nash-Finch Company and Alec C. Covington dated March 16, 2006 (incorporated by reference to Exhibit 10.1 to our Form 8-K filed April 18, 2006 (File No. 0-785)).

**10.26 Amendment to the Letter Agreement between Nash-Finch Company and Alec C. Covington dated February 27, 2007 (incorporated by reference to Exhibit 10.1 to our Form 8-K filed March 1, 2007 (File No. 0-785)).

**10.27 Change in Control Agreement entered into by Nash-Finch Company and Alec. C. Covington dated February 26, 2008 (incorporated by reference to Exhibit 10.1 to our Form 8-K/A filed February 28, 2008 (File No. 0-785)).

**10.28 Change in Control Agreement entered into by Nash-Finch Company and Alec. C. Covington dated February 28, 2011 (incorporated by reference to Exhibit 10.31 to our Form 10-K filed March 3, 2011 (File No. 0-785)).

**10.29 Restricted Stock Unit Agreement between the Company and Alec C. Covington dated February 27, 2007 (incorporated by reference to Exhibit 10.2 to our Form 10-Q filed May 1, 2007 (File No. 0-785)).

**10.30 Letter Agreement between Nash-Finch Company and Robert B. Dimond dated November 29, 2006 (incorporated by reference to Exhibit 10.1 to our Form 8-K filed December 21, 2006 (File No. 0-785)).

**10.31 Amended Form of Change in Control Agreement for Senior and Executive Vice Presidents, effective November 3, 2008 (incorporated by reference to Exhibit 10.1 to our Form 10-Q filed November 6, 2008 (File No. 0-785)).

**10.32 Form of Amended and Restated Indemnification Agreement (incorporated by reference to Exhibit 10.1 to our Form 10-Q filed November 13, 2007 (File No. 0-785)).

**10.33 Stock Appreciation Rights Agreement under the Nash-Finch Company 2000 Stock Incentive Plan dated December 17, 2008 (incorporated by reference to Exhibit 10.2 to our Form 8-K filed February 3, 2009 (File No. 0-785)).

**10.34 Amended and Restated Stock Appreciation Rights Agreement under the Nash-Finch Company 2000 Stock Incentive Plan dated December 17, 2008 (incorporated by reference to Exhibit 10.1 to our Form 10-Q filed May 4, 2009 (File No. 0-785)).

**10.35 Nash-Finch Company Incentive Award Plan (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed May 26, 2009 (File No. 0-785)).

**10.36 Nash Finch Company Performance Incentive Plan (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed May 26, 2009 (File No. 0-785)).

**10.37 Form of Change in Control Agreement entered into by Nash-Finch Company and Alec C. Covington dated February 27, 2012 (incorporated by reference to Exhibit 10.40 to our Form 10-K filed March 1, 2012 (File No. 0-785)).

10.38 Amendment No. 1, dated as of November 27, 2012, to the Credit Agreement dated December 21, 2011, among Nash Finch Company, Various Lenders and Wells Fargo Capital Finance, LLC as Administrative Agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed November 28, 2012 (File No. 0-785)).

12.1 Computation of Ratio of Earnings to Fixed Charges (filed herewith).

21.1 Our subsidiaries (filed herewith).

23.1 Consent of Grant Thornton LLP (filed herewith).

24.1 Power of Attorney (filed herewith).

31.1 Rule 13a-14(a) Certification of the Chief Executive Officer (filed herewith).

31.2 Rule 13a-14(a) Certification of the Chief Financial Officer (filed herewith).

31.3 Rule 13a-14(a) Certification of the Chief Accounting Officer/Controller (filed herewith).

32.1 Section 1350 Certification of Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer/Controller (filed herewith).

A copy of any of these exhibits will be furnished at a reasonable cost to any of our stockholders, upon receipt from any such person of a written request for any such exhibit. Such request should be sent to Nash Finch Company, 7600 France Avenue South, P.O. Box 355, Minneapolis, Minnesota, 55440-0355, Attention: Secretary.

* The Company agrees to furnish supplementary to the SEC upon request by the SEC any omitted schedule or exhibit.

** Items that are management contracts or compensatory plans or arrangements required to be filed as exhibits pursuant to Item 15(a)(3) of Form 10-K.

NASH FINCH COMPANY AND SUBSIDIARIES
Valuation and Qualifying Accounts
Fiscal Years ended December 29, 2012, December 31, 2011 and January 1, 2011
(In thousands)

Description	Balance at Beginning of Year	Charged to (Reversed from) Costs and Expenses	Charged (Credited) to Other Accounts (a)	Deductions		Balance at End of Year
52 weeks ended January 1, 2011:						
Allowance for doubtful accounts (c)	$ 5,687	$ 663	$ 1	$ 160	(b)	$ 6,191
Provision for losses relating to leases on closed locations	9,251	320	-	2,723	(d)	6,848
	$ 14,938	$ 983	$ 1	$ 2,883		$ 13,039
52 weeks ended December 31, 2011:						
Allowance for doubtful accounts (c)	$ 6,191	$ 574	$ 2	$ 43	(b)	$ 6,724
Provision for losses relating to leases on closed locations	6,848	755	-	2,062	(d)	5,541
	$ 13,039	$ 1,329	$ 2	$ 2,105		$ 12,265
52 weeks ended December 29, 2012:						
Allowance for doubtful accounts (c)	$ 6,724	$ (1,015)	$ -	$ 683	(b)	$ 5,026
Provision for losses relating to leases on closed locations	5,541	1,140	-	2,073	(d)	4,608
	$ 12,265	$ 125	$ -	$ 2,756		$ 9,634

(a) Recoveries on accounts previously written off, unless noted otherwise
(b) Reversal of reserve relating to write-offs
(c) Includes current and non-current receivables
(d) Net payments of lease obligations and termination fees

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 28, 2013

NASH-FINCH COMPANY

By /s/ Alec C. Covington
Alec C. Covington
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on February 28, 2013 by the following persons on behalf of the Registrant and in the capacities indicated.

/s/ Alec C. Covington
Alec C. Covington, President and Chief Executive Officer (Principal Executive Officer)

/s/ Robert B. Dimond
Robert B. Dimond, Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)

/s/ Peter J. O'Donnell
Peter J. O'Donnell, Chief Accounting Officer/Controller (Principal Accounting Officer)

/s/ William R. Voss*
William R. Voss, Chairman of the Board

/s/ Mickey P. Foret*
Mickey P. Foret, Director

/s/ Christopher W. Bodine *
Christopher W. Bodine, Director

/s/ Douglas A. Hacker*
Douglas A. Hacker, Director

/s/ Hawthorne L. Proctor*
Hawthorne L. Proctor, Director

*By: /s/ Kathleen M. Mahoney
Kathleen M. Mahoney
Attorney-in-fact

NASH-FINCH COMPANY
EXHIBIT INDEX TO ANNUAL REPORT
ON FORM 10-K
For Fiscal Year Ended December 29, 2012

Exhibit No.	Description	Method of Filing
3.1	Fourth Restated Certificate of Incorporation of Nash Finch Company, effective July 27, 2009	IBR
3.2	Amended and Restated Bylaws of Nash Finch Company (as amended February 28, 2011)	IBR
4.1	Stockholder Rights Agreement, dated February 13, 1996, between the Company and Wells Fargo Bank, N.A. (formerly known as Norwest Bank Minnesota, National Association).	IBR
4.2	Amendment to Stockholder Rights Agreement dated as of October 30, 2001.	IBR
4.3	Indenture dated as of March 15, 2005 between Nash-Finch Company and Wells Fargo Bank, National Association, as Trustee (including form of Senior Subordinated Convertible Notes due 2035).	IBR
4.4	Registration Rights Agreement dated as of March 15, 2005 between Nash-Finch Company and Deutsche Bank Securities Inc., Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.	IBR
4.5	Notice of Adjustment of Conversion Rate of the Senior Subordinated Convertible Notes Due 2035.	IBR
4.6	First Supplemental Indenture to Senior Convertible Notes Due 2035.	IBR
4.7	Notice of Adjustment of Conversion Rate of the Senior Subordinated Convertible Notes Due 2035.	IBR
4.8	Notice of Adjustment of Conversion Rate of the Senior Subordinated Convertible Notes Due 2035.	IBR
4.9	Notice of Adjustment of Conversion Rate of the Senior Subordinated Convertible Notes Due 2035.	IBR
10.1	Credit Agreement, dated as of December 21, 2011, among Nash Finch Company, Various Lenders and Wells Fargo Capital Finance, LLC as Administrative Agent.	IBR
10.2	Nash-Finch Company Income Deferral Plan (as amended through May 21, 2004).	IBR
10.3	Second Declaration of Amendment to Nash-Finch Company Income Deferral Plan (as amended through May 21, 2004).	IBR

10.4	Nash-Finch Company Deferred Compensation Plan.	IBR
10.5	Amended and Restated Nash-Finch Company Deferred Compensation Plan.	IBR
10.6	Nash-Finch Company 2000 Stock Incentive Plan (as amended and restated on July 14, 2008).	IBR
10.7	Form of Non-Statutory Stock Option Agreement (for employees under the Nash-Finch Company 2000 Stock Incentive Plan).	IBR
10.8	Description of Nash-Finch Company Long-Term Incentive Program Utilizing Performance Unit Awards.	IBR
10.9	Form of Non-Statutory Stock Option Agreement (for non-employee directors under the Nash-Finch Company 1995 Director Stock Option Plan).	IBR
10.10	Nash-Finch Company 1997 Non-Employee Director Stock Compensation Plan (2003 Revision).	IBR
10.11	Nash-Finch Company 1997 Non-Employee Director Stock Compensation Plan (2003 Revision) – First Declaration of Amendment.	IBR
10.12	Nash-Finch Company 1997 Non-Employee Director Stock Compensation Plan (2003 Revision) – Second Declaration of Amendment.	IBR
10.13	Amended and Restated Nash-Finch Company Director Deferred Compensation Plan.	IBR
10.14	Nash-Finch Company Supplemental Executive Retirement Plan (as amended and restated on July 14, 2008).	IBR
10.15	Nash-Finch Company Performance Incentive Plan.	IBR
10.16	Description of Nash-Finch Company 2005 Executive Incentive Program.	IBR
10.17	Form of Restricted Stock Unit Award Agreement (for non-employee directors under the 2000 Stock Incentive Plan).	IBR
10.18	Form of Amended and Restated Restricted Stock Unit Agreement (for non-employee directors under the 2000 Stock Incentive Plan).	IBR
10.19	New Form of Restricted Stock Unit Award Agreement (for non-employee directors under the 2000 Stock Incentive Plan).	IBR
10.20	Form of Restricted Stock Unit Award Agreement (under the 2000 Stock Incentive Plan).	IBR

10.21	Form of Amended and Restated Restricted Stock Unit Award Agreement (under the 2000 Stock Incentive Plan).	IBR
10.22	New Form of Executive Restricted Stock Unit Agreement (under the 2000 Stock Incentive Plan), effective July 14, 2008.	IBR
10.23	Nash-Finch Company 2000 Stock Incentive Plan Performance Unit Award Agreement dated as of May 1, 2006 between the Company and Alec C. Covington.	IBR
10.24	Nash-Finch Company 2000 Stock Incentive Plan Restricted Stock Unit Award Agreement dated as of May 1, 2006 between the Company and Alec C. Covington.	IBR
10.25	Letter Agreement between Nash-Finch Company and Alec C. Covington dated March 16, 2006.	IBR
10.26	Amendment to the Letter Agreement between Nash-Finch Company and Alec. C. Covington dated February 27, 2007.	IBR
10.27	Change in Control Agreement entered into by Nash Finch Company and Alec C. Covington dated February 26, 2008.	IBR
10.28	Change in Control Agreement entered into by Nash Finch Company and Alec C. Covington dated February 28, 2011.	IBR
10.29	Restricted Stock Unit Agreement between the Company and Alec C. Covington dated February 27, 2007.	IBR
10.30	Letter Agreement between Nash-Finch Company and Robert B Dimond dated November 29, 2006.	IBR
10.31	Amended Form of Change in Control Agreement for Senior and Executive Vice Presidents, effective November 3, 2008.	IBR
10.32	Form of Amended and Restated Indemnification Agreement.	IBR
10.33	Stock Appreciation Rights Agreement under the Nash-Finch Company 2000 Stock Incentive Plan dated December 17, 2008.	IBR
10.34	Amended and Restated Stock Appreciation Rights Agreement under the Nash-Finch Company 2000 Stock Incentive Plan dated December 17, 2008	IBR
10.35	Nash-Finch Company Incentive Award Plan	IBR
10.36	Nash Finch Company Performance Incentive Plan	IBR
10.37	Form of Change in Control Agreement entered into by Nash Finch Company and Alec C. Covington dated February 27, 2012	IBR

10.38	Amendment No. 1, dated as of November 27, 2012, to the Credit Agreement, dated December 21, 2011, among Nash Finch Company, Various Lenders and Wells Fargo Capital Finance, LLC as Administrative Agent.	IBR
12.1	Computation of Ratio of Earnings to Fixed Charges.	E
21.1	Our subsidiaries.	E
23.1	Consent of Grant Thornton LLP.	E
24.1	Power of Attorney.	E
31.1	Rule 13a-14(a) Certification of the Chief Executive Officer.	E
31.2	Rule 13a-14(a) Certification of the Chief Financial Officer.	E
31.3	Rule 13a-14(a) Certification of the Chief Accounting Officer/Controller	E
32.1	Section 1350 Certification of Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer/Controller.	E

Exhibit 12.1

NASH-FINCH COMPANY AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

	Fiscal Year Ended				
(in thousands, except ratios)	January 3, 2009	January 2, 2010	January 1, 2011	December 31, 2011	December 29, 2012
Fixed Charges:					
Interest expense on indebtedness	$ 26,466	$ 24,372	$ 23,403	$ 24,894	$ 24,944
Rent expense (1/3 of total rent expense)	7,299	8,565	8,164	6,400	7,612
Total fixed charges	$ 33,765	$ 32,937	$ 31,567	$ 31,294	$ 32,556
Earnings:					
Earnings (loss) before provision for income taxes	$ 53,791	$ 23,750	$ 72,126	$ 58,428	$ (121,694)
Fixed charges	33,765	32,937	31,567	31,294	32,556
Total earnings (loss)	$ 87,556	$ 56,687	$ 103,693	$ 89,722	$ (89,138)
Ratio	2.59	1.72	3.28	2.87	(2.74)

Exhibit 21.1

SUBSIDIARIES OF NASH-FINCH COMPANY
As of December 29, 2012

Subsidiary Corporation	State of Incorporation
Erickson's Diversified Corporation	Wisconsin
GTL Truck Lines, Inc.	Nebraska
Hinky Dinky Supermarkets, Inc.	Nebraska
Super Food Services, Inc.	Delaware
T.J. Morris Company	Georgia
U Save Foods, Inc.	Nebraska
Grocery Supply Acquisition Corporation	Delaware
Nash Brothers Trading Company	Delaware
Fresh City Market, LLC	Delaware
Whitton Enterprises, Inc.	Ohio

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 28, 2013, with respect to the consolidated financial statements, schedule, and internal control over financial reporting included in the Annual Report of Nash-Finch Company on Form 10-K for the year ended December 29, 2012. We hereby consent to the incorporation by reference of said reports in the Registration Statements of Nash-Finch Company on Forms S-8 (File No. 333-27563, File No. 333-51508, File No. 333-63756, File No. 333-110098, File No. 333-115849, File No.'s 333-121754 and 333-121755, File No. 333-124863 and File No. 333-165299) and on Form S-3 (File No. 333-126559).

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota
February 28, 2013

Exhibit 24.1

POWER OF ATTORNEY

The undersigned, a director of Nash-Finch Company (the “Company”), a Delaware corporation, does hereby constitute and appoint Robert B. Dimond and Kathleen M. Mahoney, and each of them, as the undersigned’s true and lawful attorneys-in-fact, with full power to each of them to act without the other, for and in the name of the undersigned to sign the Company’s Annual Report on Form 10-K for the 52 weeks ended December 29, 2012 and any amendments thereto ("Annual Report"), and to file said Annual Report so signed with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended; and hereby grants to the attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts and things necessary to be done in the exercise of the rights and powers granted herein as fully and to all intents and purposes as the undersigned might or could do in person; and hereby ratifies and confirms all that such attorneys-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

In Witness Whereof, I have signed this Power of Attorney as of February 28, 2013.

/s/ William R. Voss	/s/ Mickey P. Foret
William R. Voss, Chairman of the Board	Mickey P. Foret, Director
/s/ Christopher W. Bodine	/s/ Douglas A. Hacker
Christopher W. Bodine, Director	Douglas A. Hacker, Director
/s/ Hawthorne L. Proctor	
Hawthorne L. Proctor, Director	

Exhibit 31.1

RULE 13a-14(a) CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

I, Alec C. Covington, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 29, 2012 of Nash-Finch Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2013

by: /s/ Alec C. Covington
Name: Alec C. Covington
Title: President and Chief Executive Officer

Exhibit 31.2

RULE 13a-14(a) CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, Robert B. Dimond, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 29, 2012 of Nash-Finch Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2013

by: /s/ Robert B. Dimond
Name: Robert B. Dimond
Title: Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 31.3

RULE 13a-14(a) CERTIFICATION OF THE CHIEF ACCOUNTING OFFICER/CONTROLLER

I, Peter J. O'Donnell, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 29, 2012 of Nash-Finch Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2013

by: /s/ Peter J. O'Donnell
Name: Peter J. O'Donnell
Title: Chief Accounting Officer/Controller

Exhibit 32.1

SECTION 1350 CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, AND CHIEF ACCOUNTING OFFICER/CONTROLLER

In connection with the Annual Report on Form 10-K of Nash-Finch Company (the "Company"), for the period ended December 29, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Alec C. Covington, President and Chief Executive Officer, Robert B. Dimond, Executive Vice President, Chief Financial Officer and Treasurer, and Peter J. O'Donnell, Chief Accounting Officer/Controller, respectively, of the Company, certify, pursuant to 18 U.S.C. Section 1350, that to our knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 28, 2013

By: /s/ Alec C. Covington
Name: Alec C. Covington
Title: President and Chief Executive Officer

By: /s/ Robert B. Dimond
Name: Robert B. Dimond
Title: Executive Vice President, Chief Financial Officer and Treasurer

By: /s/ Peter J. O'Donnell
Name: Peter J. O'Donnell
Title: Chief Accounting Officer/Controller

NOTICE OF ANNUAL MEETING
The annual shareholder meeting of Nash Finch Company will take place at:
Wellstone Center,
The Neighborhood House
179 Robie St.
St. Paul, MN 55107-2360
April 24, 2013 - 10:00 a.m.

TRANSFER AGENT AND REGISTRAR
Wells Fargo Bank, N.A.Shareowner Services
161 North Concord Exchange
South St. Paul, MN 55075

INDEPENDENT AUDITORS
Grant Thornton LLP

STOCKHOLDER INFORMATION
Nash Finch Company common stock is traded on The NASDAQ National Market tier of the NASDAQ Stock Market Inc. under the symbol NAFC.

FORM 10-K
A copy of the Nash Finch annual report on Form 10-K filed with the Securities and Exchange Commission is available without charge to Nash Finch Company stockholders. Address requests to:

Corporate Secretary
Nash Finch Company
P.O. Box 355
Minneapolis, MN 55440-0355

AUTOMATIC DIVIDEND REINVESTMENT PLAN
Under the Automatic Dividend Reinvestment Plan, Nash Finch Company stockholders of record can reinvest all or part of their dividends in Nash Finch Company common stock and make optional cash purchases of additional shares without paying brokerage commissions. Stockholders wishing information about the plan may obtain a brochure and enrollment card by writing:

Wells Fargo Bank, N.A.
Dividend Reinvestment Unit
P.O. Box 64856
St. Paul, MN 55164-0856

FORWARD-LOOKING STATEMENTS
Forward-looking statements contained in this report are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated. Important factors known to Nash Finch Company that could cause such material differences are detailed in the Company's SEC reports, including the annual report on Form 10-K for the fiscal year ended December 29, 2012.

Executive Officers

Alec C. Covington
President & Chief Executive Officer

Kevin E. Elliott
Executive Vice President,
President & Chief Operating Officer
Nash Finch Wholesale/Retail

Edward L. Brunot
Executive Vice President,
President & Chief Operating Officer
MDV

Robert B. Dimond
Executive Vice President,
Chief Financial Officer & Treasurer

Calvin S. Sihilling
Executive Vice President,
Chief Information Officer

Kathleen M. Mahoney
Executive Vice President,
General Counsel & Secretary

Michael W. Rotelle III
Senior Vice President,
Human Resources

Corporate Officers

Blaine T. McGuire
Vice President, Financial Planning and Analysis

Board of Directors

William R. Voss
Chairman of the
Nash Finch Company Board,
Managing Director,
Lake Pacific Partners, LLC
Director since 1998

Christopher W. Bodine
Former President,
Healthcare Services,
CVS Caremark Corporation
Director since 2011

Alec C. Covington
President & Chief Executive Officer
Director since 2006

Mickey P. Foret
Former Executive Vice President
and Chief Financial Officer
Northwest Airlines, Inc.
Director since 2005

Douglas A. Hacker
Independent Business Executive &
Former Executive Vice President,
Strategy UAL Corporation
Director since 2005

MG(R) Hawthorne L. Proctor
Managing Partner, Proctor & Boone
LLC Consulting; Senior Logistics
Consultant, Department of
Defense Business Group
of Intelligent Decisions, Inc.
Director since 2007

NASH FINCH COMPANY
www.nashfinch.com

7600 France Ave South | P.O. Box 355 | Minneapolis, MN 55440-0355 | 952.832.0534

Exhibit 19

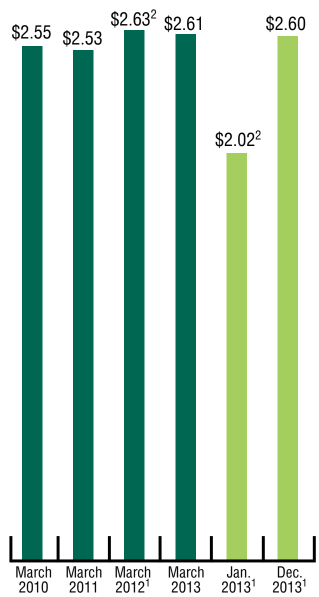
SpartanNash
Taking food places™

Annual Report 2013

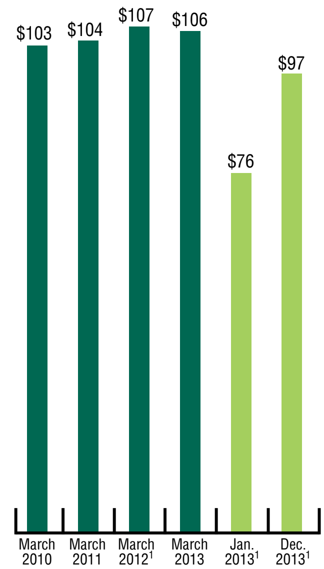
Our transition fiscal year 2013 ranked among the most exciting times in our company's history as we completed a transformative merger with the Nash Finch Company. The combination of Spartan Stores' strong retail and grocery distribution operations, together with Nash Finch's industry leading position in grocery distribution to military commissaries and exchanges and its comprehensive wholesale grocery network throughout the U.S., has resulted in a $7.5 billion revenue company with 21 wholesale distribution centers covering 44 states and 172 corporate-owned supermarkets.

Financial Highlights

NET SALES
(IN BILLIONS)



ADJUSTED EBITDA
(IN MILLIONS)



ADJUSTED OPERATING EARNINGS
(IN MILLIONS)

The adjusted financial information presented reflects non GAAP financial measures. Please see pages 33-37 and 47 of the enclosed Form 10-K for the respective reconciliations of these measures.
(Dollars in millions, except per share data and percentage data)

	Year Ended				40 Weeks[1]	**39 Weeks[1]**
	2010	2011	2012[1]	2013	01/05/2013	**12/28/2013**
Net sales	$ 2,552	$ 2,533	$ 2,634[2]	$ 2,608	$ 2,015[2]	**$ 2,597**
Gross profit margin	21.9%	21.8%	21.1%	20.9%	20.5%	**18.7%**
Adjusted operating earnings	65	65	65	63	42	**57**
Adjusted earnings from continuing operations	30	31	32	31	20	**30**
Adjusted diluted earnings per share from continuing operations	1.32	1.36	1.39	1.43	0.94	**1.23**
Adjusted EBITDA	103	104	107	106	76	**97**
Cash from operating activities	92	90	94	59	27	**65**
Total net long term debt	176	131	112	144	162	**596**

[1]The year ended December 28, 2013 was a transition year consisting of 39 weeks due to the change in our fiscal year end from the last Saturday in March to the Saturday closest to December 31. The comparative period ended January 5, 2013 includes a 40th week of operations. The year ended March 31, 2012 includes a 53rd week of operations.

[2]Fiscal March 31, 2012 includes a 53rd week of sales totaling $49.8 million. The 40-week period ended January 5, 2013 includes $46.1 million of sales for the 40th week.

Corporate Statistics

	March 2010	March 2011	March 2012	March 2013	**December 2013**
Stores	96	97	96	101	**172**
Fuel centers	24	25	27	30	**34**
Pharmacies	66	67	66	67	**92**
Food Distribution customer locations (approximate)	360	380	380	390	**1,900**
Private brand items (approximate)	3,200	3,500	3,900	4,200	**8,600**
Military Commissaries Served	-	-	-	-	**174**

Our Corporate Banners

Family Fare Supermarkets, D&W Fresh Market, Glen's Markets, VG's Food and Pharmacy, Valu Land, and Forest Hills Foods (all Michigan), Econofoods (Minnesota, Wisconsin, North Dakota); Family Fresh Market (Minnesota and Wisconsin); Family Thrift Center (South Dakota); No Frills Supermarkets & Bag'n Save (Nebraska and Iowa); Sun Mart Foods (Colorado, Minnesota, Nebraska, North Dakota).

Our Private Brands

- Our Family
- me too!
- Nash Brothers Trading Company
- IGA
- Piggly Wiggly
- PAWS Premium
- Spartan
- Spartan Fresh Selections
- TopCare
- b-leve
- Full Circle
- Valu Time
- World Classics

SpartanNash

Craig C. Sturken
Chairman

Dennis Eidson
President and
Chief Executive Officer

LETTER TO OUR SHAREHOLDERS

Our transition fiscal year 2013 ranked among the most exciting times in our company's history. As we completed a transformative merger with the Nash Finch Company ("Nash Finch"), we brought together two highly complementary organizations to form a leader in the grocery wholesale, retail and military commissary exchange channels. We will have significant scale and geographic reach to provide value-added distribution services to a diversified customer base and to drive new growth opportunities through increased customer penetration, new customer additions and expansion into new market segments.

With the completion of the merger in November 2013, we began operating under the name SpartanNash Company, which represents the combination of our two companies' capabilities and our shared passion for integrity, teamwork and dedication to the customers we serve. We are pleased to say that this now includes serving our military heroes and their families at home in the U.S. and abroad. By combining our resources, expertise and talent, we have strengthened our business and positioned the Company to better compete in the evolving grocery industry.

The combination of Spartan Stores' strong retail and grocery distribution operations together with Nash Finch's industry leading position in grocery distribution to military commissaries and exchanges and its comprehensive wholesale grocery network throughout the U.S. has resulted in a $7.5 billion revenue company with 21 wholesale distribution centers covering 44 states and 172 corporate-owned supermarkets.

We thank all of our stakeholders, including our associates, customers and suppliers, for their support in completing this significant achievement.

In conjunction with the merger, our Company also changed its fiscal year end to the Saturday closest to December 31. This change resulted in a shortened reporting period of 39 weeks, referred to as our transition fiscal year 2013. Nash Finch results are included from the date of merger.

Our consolidated net sales increased 31.9% to $2.60 billion, including $563.2 million in sales generated as a result of the recent merger with Nash Finch, for the 39-week transition fiscal year ended December 28, 2013 when compared to the comparable 39-week period last year. We posted adjusted diluted earnings per share from continuing operations of $1.23 for transition fiscal year 2013, compared with $0.94 for the comparable period last year. We believe this performance demonstrates our team's continued efforts to provide a strong value proposition to our retail and distribution customers, as well as our disciplined expense management.

BUSINESS SEGMENTS

We are proud of our accomplishments related to the merger and the performance of our legacy business and pleased with the opportunities created as a result of the merger. In transition fiscal year 2013, our legacy retail and distribution segments benefited from our continued ability to drive new customer gains, a single-store acquisition, the increased traction of our *yes Rewards* loyalty program and higher fuel sales. Looking ahead, we are excited about our prospects, in particular, the opportunity to operate three highly complementary and balanced business segments: military, food distribution and retail.

In our legacy distribution business, we remain focused on enhancing our value-added service offerings to our customers and improving efficiency and service levels in our warehouse operations. By the end of the year, we had completed the implementation of six automated guided vehicles to perform certain storage tasks at our distribution center in Grand Rapids, Michigan. While we are in the early stages of this project, we anticipate that this greater use of automation will help increase our productivity and allow us to continue to offer a highly competitive cost of goods to our customers.

Additionally, following the end of the year, we consolidated the operations of two warehouse facilities in Ohio. We expect this to result in improved service to our customer base as we increase the product assortment and turns, as well as improved operational efficiencies. As a larger organization, we look forward to maximizing our efficiencies and continuing to provide SpartanNash's distribution customers with market-leading products and best-in-class services.

In our retail business segment, we continued to make strategic investments in our legacy store base, pricing and promotion and private brand product offering. During transition fiscal year 2013, we completed one major remodel and many minor remodels. We also acquired two stores in North Dakota post-merger and closed seven underperforming supermarkets, ending the transition fiscal year 2013 with 172 stores and 34 fuel centers.

We continued to refine our *yes Rewards* program and leverage our pharmacy and fuel offerings as value-added rewards for consumers in our legacy retail operations. Our Spartan Stores legacy pharmacies posted a 2.5% increase in comparable script count, which is a testament to the value and convenience that our programs provide.

We are excited about the opportunity to introduce certain elements of our loyalty, pharmacy and fuel programs at the stores gained in the merger with Nash Finch over the next several years as we complete our remodel, technology conversion and remerchandising efforts. Currently, none of these new 77 retail locations have a rewards program and we believe there is meaningful potential to further engage the consumer and encourage brand loyalty.

On the product side, we continue to expand our legacy private brand program for both our distribution and retail customers. In transition fiscal year 2013, we launched approximately 100 new legacy private brand items and we added approximately 3,900 private brand items to our portfolio through the merger with Nash Finch. We ended the year with approximately 8,600 items in our private brands program which includes the Spartan® and Our Family® brands.

As a result of the merger with Nash Finch, we have a military distribution segment that, in partnership with Coastal Pacific Food Distributors, offers the only worldwide distribution network with the ability to deliver to all military commissaries and associated exchanges across the globe. We are proud to serve our nations military heroes and their families at home and abroad.

OUTLOOK

While there is much work to do and there are many challenges ahead, we are enthusiastic about the potential for SpartanNash to leverage our powerful new platform with its broader customer base and geographic reach across multiple food retail and distribution businesses to create significant long-term value for our shareholders.

We anticipate one-time merger integration costs in fiscal 2014 and some headwinds in the first half of the year primarily due to the lack of inflation, reduction of Supplemental Nutrition Assistance Program benefits and the cycling of expense benefits from the prior year. Despite these items, we expect to see an increase in earnings per share compared to the comparable fiscal 2013 period as a result of the merger, continued organic growth and a modest improvement in the economy.

Our overriding focus includes integrating the legacy Spartan Stores and Nash Finch businesses, achieving merger related synergies and leveraging our increased scale, geographic reach and complementary business segments. We have identified over $50 million in potential annual cost synergies to be realized by the third full fiscal year of operation. We expect to realize approximately $20 million of synergies in fiscal 2014, largely in the areas of merchandising purchasing, consolidation of corporate functions, information technology and operational efficiency. Integration costs will be incurred over the next three years that will partially offset the benefit of the aforementioned synergies.

In addition, we have a robust capital plan, including plans to complete ten major remodels and five minor remodels. We also plan to complete 16 store rebanners, build two fuel centers, begin construction on two new stores in markets with attractive growth profiles and expand one of our military distribution centers. We will also continue to evaluate our entire store base to ensure that our locations not only live up to our brand promise to the consumer, but also meet our profitability requirements.

Our balance sheet is strong, with the financial capability to support continued growth initiatives and provide additional value for our shareholders, including opportunistic mergers and acquisitions, paying an attractive dividend and reducing our debt levels. We are also pleased that, at the beginning of fiscal 2014, we increased our dividend to $0.48 per common share on an annual basis from $0.36 per common share, representing a 33.3% increase.

We appreciate the commitment and effort of our newly integrated management team and associates, who have worked hard and maintained their focus in a period of rapid change. We are gratified to be reflecting on such a successful and transformative year and look forward to delivering to our customers, shareholders and associates the significant benefits of a larger, stronger company.

Craig C. Sturken
Chairman

Dennis Eidson
President and Chief Executive Officer

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☐ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the fiscal year ended December 28, 2013.

OR

☒ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from March 31, 2013 to December 28, 2013.

Commission File Number: 000-31127

SPARTAN STORES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Michigan **(State or Other Jurisdiction)** **of Incorporation or Organization)**	**38-0593940** **(I.R.S. Employer** **Identification No.)**
850 76th Street, S.W. **P.O. Box 8700** **Grand Rapids, Michigan** **(Address of Principal Executive Offices)**	**49518-8700** **(Zip Code)**

Registrant's telephone number, including area code: (616) 878-2000

Securities registered pursuant to Section 12(b) of the Securities Exchange Act:

Title of Class	Name of Exchange on which Registered
Common Stock, no par value	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Securities Exchange Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by a check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File requirement to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Securities Exchange Act).

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates based on the last sales price of such stock on the NASDAQ Global Select Market on September 13, 2013 (which was the last trading day of the registrant's second quarter in the transition period ended December 28, 2013) was $448,903,949.

The number of shares outstanding of the registrant's Common Stock, no par value, as of March 7, 2014 was 37,720,745, all of one class.

DOCUMENTS INCORPORATED BY REFERENCE

Part III, Items 10, 11, 12, 13 and 14	Proxy Statement for Annual Meeting to be held May 28, 2014

Forward-Looking Statements

The matters discussed in this Annual Report on Form 10-K include "forward-looking statements" about the plans, strategies, objectives, goals or expectations of Spartan Stores, Inc. These forward-looking statements are identifiable by words or phrases indicating that Spartan Stores or management "expects," "anticipates," "plans," "believes," "estimates," "intends," or is "optimistic" or "confident" that a particular occurrence or event "will," "may," "could," "should" or "will likely" result, occur or be pursued or "continue" in the future, that the "outlook" or "trend" is toward a particular result or occurrence, that a development is an "opportunity," "priority," "strategy," "focus," that the Company is "positioned" for a particular result, or similarly stated expectations. Accounting estimates, such as those described under the heading "Critical Accounting Policies" in Item 7 of this Annual Report on Form 10-K, are inherently forward-looking. Our asset impairment and exit cost provisions are estimates and actual costs may be more or less than these estimates and differences may be material. The purchase price allocations for the merger with Nash-Finch Company is preliminary and completion of the valuation process to determine fair values of assets acquired and liabilities assumed may result in adjustments. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report.

In addition to other risks and uncertainties described in connection with the forward-looking statements contained in this Annual Report on Form 10-K and other periodic reports filed with the Securities and Exchange Commission, there are many important factors that could cause actual results to differ materially. Our ability to achieve sales and earnings expectations; improve operating results; maintain and strengthen our retail-store performance; assimilate acquired distribution centers and stores; maintain or grow sales; respond successfully to competitors including new openings; maintain gross margin; effectively address food cost or price inflation or deflation; maintain and improve customer and supplier relationships; realize expected synergies from merger and acquisition activity; realize expected benefits of restructuring; realize growth opportunities; maintain or expand our customer base; reduce operating costs; sell on favorable terms assets held for sale; generate cash; continue to meet the terms of our debt covenants; continue to pay dividends, and successfully implement and realize the expected benefits of the other programs, initiatives, systems, plans, priorities, strategies, objectives, goals or expectations described in this Annual Report, our other reports, our press releases and our public comments will be affected by changes in economic conditions generally or in the markets and geographic areas that we serve, adverse effects of the changing food and distribution industries, possible changes in the military commissary system, including those stemming from the redeployment of forces, congressional action, changes in funding levels, or the effects of madated reductions in or sequestration of government expenditures, and other factors including, but not limited to, those discussed in the "Risk Factors" discussion in Item 1A of this Annual Report.

This section and the discussions contained in Item 1A, "Risk Factors," and in Item 7, subheading "Critical Accounting Policies" in this report, both of which are incorporated here by reference, are intended to provide meaningful cautionary statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This should not be construed as a complete list of all of the economic, competitive, governmental, technological and other factors that could adversely affect our expected consolidated financial position, results of operations or liquidity. Additional risks and uncertainties not currently known to Spartan Stores or that Spartan Stores currently believes are immaterial also may impair our business, operations, liquidity, financial condition and prospects. We undertake no obligation to update or revise our forward-looking statements to reflect developments that occur or information obtained after the date of this Annual Report.

PART I

Item 1. Business

Overview

Spartan Stores, Inc. (together with its subsidiaries, "Spartan Stores") is a Fortune 500 company and the largest food distributor serving military commissaries and exchanges in the United States, in terms of revenue, and a leading food distributor and grocery retailer, operating principally in the Midwest. The Company's core businesses include distributing food to military commissaries and exchanges and independent and corporate-owned retail stores located in 44 states and the District of Columbia, Europe, Cuba, Puerto Rico, the Azores, Bahrain and Egypt. Effective with the merger with Nash-Finch Company, we operate three reportable business segments: Military, Food Distribution and Retail. For the 39 week period ended December 28, 2013 (consisted of 39 weeks due to a change in fiscal year end in conjunction with the merger with Nash-Finch Company), we generated net sales of approximately $2.6 billion.

Established in 1917 as a cooperative grocery distributor, Spartan Stores converted to a for-profit business corporation in 1973. In January 1999, Spartan Stores began to acquire retail supermarkets in our focused geographic regions. In August 2000, Spartan Stores common stock became listed on the NASDAQ Stock Market under the symbol "SPTN." On November 19, 2013, Spartan Stores merged with Nash-Finch Company, and Nash-Finch Company became a wholly-owned subsidiary of the surviving corporation Spartan Stores. Nash-Finch Company's core businesses include distributing food to military commissaries and independent grocery retailers and distributing to and operating corporate-owned retail stores. Each outstanding share of the common stock of Nash-Finch was converted into 1.20 shares of the combined company's common stock. The Company's common stock continues to trade on the NASDAQ Stock Market under the symbol "SPTN." Nash-Finch Company common stock ceased trading on NASDAQ upon completion of the merger. Immediately after the merger, Spartan Stores began doing business under the assumed name of "SpartanNash Company", with the formal name change to SpartanNash Company expected to become effective at the annual shareholders meeting in May 2014. Unless the context otherwise requires, the use of the terms "SpartanNash," "we," "us," "our" and "the Company" in this Annual Report on Form 10-K refers to the surviving corporation Spartan Stores and, as applicable, its consolidated subsidiaries.

The larger geographic reach resulting from the merger with Nash-Finch allows for increased scale as we leverage the organization to enhance the ability of our independent retailers to compete long term in the grocery industry. SpartanNash's hybrid business model supports the close functioning of its Military, Food Distribution, and Retail operations, optimizing the natural complements of each business segment. The model produces operational efficiencies, helps stimulate distribution product demand, and provides sharper market visibility and broader business growth options. In addition, the Military, Food Distribution, and Retail diversification provides added flexibility to pursue the best long-term growth opportunities in each segment.

SpartanNash has established key management priorities that focus on the longer-term strategy of the Company, including establishing a well-differentiated market offering for our Military, Food Distribution, and Retail segments, and additional strategies designed to create value for our shareholders, retailers and customers. These priorities are:

Military:

- Leverage the size and scale of the existing distribution and retail segments to attract additional customers.
- Continue to partner with Coastal Pacific Food Distributors to leverage the advantage of a worldwide distribution network.

Food Distribution:

- Leverage new competitive position, scale and financial flexibility to further consolidate the distribution channel.
- Leverage retail competency and the capabilities of the combined distribution platform to increase business within the existing account base and potentially add new distribution categories and take advantage of current competitive market dynamics to supply new customers.
- Continue to focus on increasing private brand penetration and overall purchase concentration.

Retail:

- Evaluate banners to maintain a portfolio of customer-relevant offerings for the entire market continuum.
- Continue to drive a lean and efficient operating cost structure to remain competitive.
- Rationalize store base to maximize capital efficiency and enhance profitability.
- Strategically deploy capital to modernize the store base.
- Pursue opportunistic roll-ups of existing distribution customers and/or other retailers.
- Drive value by expanding consumer relationships with pharmacy, fuel and other promotional offerings.

Military Segment

Our Military segment sells and distributes grocery products primarily to U.S. military commissaries and exchanges. We are the largest distributor, by revenue, in this market.

The products we distribute are delivered to 174 military commissaries and over 400 exchanges located in 38 states across the United States and the District of Columbia, Europe, Puerto Rico, Cuba, the Azores, Egypt and Bahrain. Our distribution centers are strategically located among the largest concentration of military bases in the areas we serve and near Atlantic ports used to ship grocery products to overseas commissaries and exchanges. Our Military segment has an outstanding reputation as a distributor focused on U.S. military commissaries and exchanges, based in large measure on our excellent service metrics, which include fill rate, on-time delivery and shipping accuracy.

The Defense Commissary Agency ("DeCA") operates a chain of commissaries on U.S. military installations throughout the world. DeCA contracts with manufacturers to obtain grocery and related products for the commissary system. Manufacturers either deliver the products to the commissaries themselves or, more commonly, contract with distributors such as us to deliver the products. Manufacturers must authorize the distributors as their official representatives to DeCA, and the distributors must adhere to DeCA's frequent delivery system procedures governing matters such as product identification, ordering and processing, information exchange and resolution of discrepancies. We obtain distribution contracts with manufacturers through competitive bidding processes and direct negotiations.

We have approximately 600 distribution contracts with manufacturers that supply products to the DeCA commissary system and various exchange systems. These contracts generally have an indefinite term, but may be terminated by either party without cause upon 30 days prior written notice to the other party. The contracts typically specify the commissaries and exchanges we are to supply on behalf of the manufacturer, the manufacturer's products to be supplied, service and delivery requirements and pricing and payment terms. Our ten largest manufacturer customers represented approximately 40% of the Military segment's sales for the 39 week period ended December 28, 2013.

As commissaries need to be restocked, DeCA identifies each manufacturer with which an order is to be placed for additional products, determines which distributor is the manufacturer's official representative for a particular commissary or exchange location, and places a product order with that distributor under the auspices of DeCA's master contract with the applicable manufacturer. The distributor selects that product from its existing inventory, delivers it to the commissary or commissaries designated by DeCA, and bills the manufacturer for the product shipped. The manufacturer then bills DeCA under the terms of its master contract. Overseas commissaries are serviced in a similar fashion, except that a distributor's responsibility is to deliver products as and when needed to the port designated by DeCA, which in turn bears the responsibility for shipping the product to the applicable commissary or overseas warehouse.

After we ship a particular manufacturer's products to commissaries in response to an order from DeCA, we invoice the manufacturer for the product price plus a service and/or drayage fee that is typically based on a percentage of the purchase price, but may in some cases be based on a dollar amount per case or pound of product sold. Our order handling and invoicing activities are facilitated by a procurement and billing system developed specifically for the military business, which addresses the unique aspects of its business, and provides our manufacturer customers with a web-based, interactive means of accessing critical order, inventory and delivery information.

Food Distribution Segment

SpartanNash's Food Distribution segment uses a multi-platform sales approach to distribute groceries to independent and corporate owned grocery retailers. Total net sales from our Food Distribution segment, including shipments to our corporate-owned stores, which are eliminated in the consolidated financial statements, were approximately $1.7 billion for the 39 week period ended December 28, 2013. We believe that we are the fifth largest wholesale distributor to supermarkets in the United States.

Customers. Our Food Distribution segment supplies a diverse group of independent grocery store operators that range from a single store to supermarket chains with as many as 32 stores, as well as our corporate-owned stores. The newly merged company operates in 24 states with 13 distribution centers supporting approximately 1,900 independently owned supermarkets and also supplies our corporate retail base of 172 stores. This larger geographic reach allows for increased scale as we leverage the organization to enhance the ability of our independent retailers to compete long term in the grocery food industry.

On a national account basis, SpartanNash also services a large retailer, with certain product classes, outside of the traditional grocery supermarket industry. Food Distribution sales are made to nearly 11,000 retail locations for this customer, representing more than 5% of total SpartanNash company revenue. Shipments to these locations are made both from SpartanNash food and military distribution centers. Other than this customer, our Food Distribution customer base is very diverse, with no single customer, excluding corporate-owned stores, exceeding 5% of consolidated net sales.

Our five largest Food Distribution customers (excluding corporate-owned stores) accounted for approximately 21% of our Food Distribution net sales for the 39 week period ended December 28, 2013. In addition, approximately 80% of Food Distribution net sales, including corporate-owned stores, are covered under supply agreements with our Food Distribution customers or are directly controlled by SpartanNash.

Products. Our Food Distribution segment provides a selection of approximately 50,000 stock-keeping units (SKU's), including dry groceries, produce, dairy products, meat, deli, bakery, frozen food, seafood, floral products, general merchandise, pharmacy and health and beauty care.

Our product line includes multi-tiered families of private brands under the platforms of *Spartan, Our Family* and *IGA*. A complete variety of national brands is available in commodities including grocery, dairy, frozen, meat, seafood, produce, floral, bakery, deli, general merchandise and health and beauty care. These market leading products, along with best in class services, allow the retailer the opportunity to support the entire operation with a single supplier. Meeting consumers' needs will continue to be our mission as we execute our hybrid model of wholesale, retail and military supply.

Food Distribution Functions. Our Food Distribution network is now comprised of 13 distribution centers with approximately 5.7 million square feet of warehouse space.

We believe our distribution facilities are strategically located to efficiently serve our current customers and have the available capacity to support future growth. We are continually evaluating our inventory movement and assigning SKU's to appropriate areas within our distribution facilities to reduce the time required to stock and pick products in order to achieve additional efficiencies.

We have several projects planned for the fiscal year ending January 3, 2015 (which we refer to as "fiscal 2014") to further increase the effeciency of our distribution functions. These projects include a cooler expansion in Rapid City, Iowa, billing system conversion integration in the Great Lakes region, a warehouse management system upgrade in Bluefield, consolidation of the Great Lakes region's cigarette and tobacco distribution into the Bellefontaine distribution center, installing voice selection in Sioux Falls and Bluefield, and the purchase of two additional automated guided vehicles ("AGV's") to complement the six AGV's that were installed in the Grand Rapids distribution center in 2013.

Across our distribution network we operate a fleet of 356 over-the-road tractors, 967 dry vans, and 886 refrigerated trailers. Through routing optimization systems, we carefully manage the 33.6 million miles our fleet drives annually. We remain committed to the ongoing investment required to maintain a best in class fleet while focusing on low cost, environmentally friendly solutions.

Within our fleet we now have 92 new fifty-three foot refrigerated trailers equipped with a Carrier Vector refrigeration unit. The new Vector units have the capability to run on electric standby, offering an economical and environmentally friendly alternative to diesel fuel.

Additional Services. We also offer and provide many of our independent Distribution customers with value-added services, including:

- Site identification and market analysis
- Store planning and development
- Marketing, promotion and advertising
- Technology and information services
- Accounting, payroll and tax preparation
- Human resource services
- Fuel technology
- Account management field sales support
- InSite Business to Business communications
- Coupon redemption
- Product reclamation
- Graphic services
- Category management
- Real estate services
- Construction management services
- Pharmacy retail and procurement services
- Retail pricing

Retail Segment

Our neighborhood market strategy distinguishes our stores from supercenters and limited assortment stores by emphasizing convenient locations, demographically targeted merchandise selections, high-quality fresh offerings, customer service, value pricing and community involvement.

Our Retail segment operates 172 retail supermarkets in the Midwest which operate under banners including *Family Fare Supermarkets, No Frills, Bag 'N Save, Family Fresh Markets, D&W Fresh Markets, Sun Mart* and *Econo Foods,* as well as several other brands.

Our retail supermarkets typically offer dry groceries, produce, dairy products, meat, frozen food, seafood, floral products, general merchandise, beverages, tobacco products, health and beauty care products, delicatessen items and bakery goods. In 90 of our supermarkets, we also offer pharmacy services. In addition to nationally advertised products, the stores carry private brand items, including flagship *Spartan* and *Our Family* brands, *Spartan Fresh Selections*, *IGA* and *Piggly Wiggly* brands; *Top Care*, a health and beauty care brand and *Tippy Toes* by Top Care, a baby brand; *Full Circle* and *Nash Brothers Trading Company*, both natural and organic brands; *World Classics* a premium, unique and worldly brand; *Paws*, a pet supplies brand; *B-leve* a premium bath and beauty brand; and *Valu Time.* In addition to *Valu Time,* we have just launched our new *me too!* value brand. These private brand items provide enhanced retail margins and we believe they help generate increased customer loyalty. See "Merchandising and Marketing – Corporate Brands." Our retail supermarkets range in size from approximately 9,975 to 92,381 total square feet and average approximately 41,600 total square feet per store.

We operate 34 fuel centers primarily at our supermarket locations operating under the banners *Family Fare Quick Stop*, *D&W Quick Stop*, *Glen's Quick Stop*, *VG's Quick Stop, Forest Hills Quick Stop, FTC Express Fuel* and *Sunmart Express Fuel*. These fuel centers offer refueling facilities and in the adjacent convenience store, a limited variety of popular consumable products. Our prototypical *Quick Stop* stores are approximately 1,100 square feet in size and are generally located adjacent to our supermarkets. We have experienced increases in supermarket sales upon opening fuel centers and initiating cross-merchandising activities. We are planning to continue to open additional fuel centers at certain of our supermarket locations over the next few years.

Our stores are primarily the result of acquisitions from January 1999 to December 2013 and the recent merger with Nash-Finch. The following chart details the changes in the number of our stores over the last five fiscal years:

Fiscal Year	Number of Stores at Beginning of Fiscal Year	Stores Acquired or Added During Fiscal Year	Stores Closed or Sold During Fiscal Year	Number of Stores at End of Fiscal Year
March 27, 2010	100	—	4	96
March 26, 2011	96	1	—	97
March 31, 2012	97	—	1	96
March 30, 2013	96	5	—	101
December 28, 2013	101	78	7	172

During the 39 week period ended December 28, 2013, we opened 1 new *ValuLand* store, completed one major remodel, and completed many limited remodels. We also converted 12 stores to the *Family Fare* banner and acquired two stores in Dickinson, North Dakota.

We expect to continue making progress with our capital investment program during fiscal 2014 by completing five minor remodels and ten major remodels, 16 store re-banners, two fuel centers as well as beginning construction on two new stores. We will also continue to evaluate our store base and may close up to ten stores over the course of 2014. We evaluate proposed retail projects based on demographics and competition within each market, and prioritize projects based on their expected returns on investment. Approval of proposed capital projects requires a projected internal rate of return that meets or exceeds our policy; however, we may undertake projects that do not meet this standard to the extent they represent required maintenance or necessary infrastructure improvements. In addition, we perform a post completion review of financial results versus our expectation on all major projects. We believe that focusing on such measures provides us with an appropriate level of discipline in our capital expenditures process.

Products

We offer a wide variety of grocery products, general merchandise and health and beauty care, pharmacy, fuel and other items and services. Our consolidated net sales include the net sales of our Military segment, corporate-owned stores and fuel centers in our Retail segment and the net sales of our Food Distribution business, which excludes sales to affiliated stores.

The following table presents sales by type of similar product and services:

(Dollars in thousands)	December 28, 2013 (39 weeks)		March 30, 2013 (52 weeks)		March 31, 2012 (53 weeks)	
Non-perishables (1)	$1,393,157	53.6%	$1,289,461	49.4%	$1,293,147	49.1%
Perishables (2)	894,783	34.5	930,659	35.7	933,545	35.4
Fuel	145,631	5.6	179,012	6.9	187,631	7.1
Pharmacy	163,659	6.3	209,028	8.0	219,903	8.4
Consolidated net sales	$2,597,230	100%	$2,608,160	100%	$2,634,226	100%

(1) Consists primarily of general merchandise, grocery, beverages, snacks and frozen foods.
(2) Consists primarily of produce, dairy, meat, bakery, deli, floral and seafood.

Reporting Segment Financial Data

More detailed information about our reporting segments may be found in Note 17 to the consolidated financial statements included in Item 8, which is herein incorporated by reference. All of our sales and all of our assets are in the United States of America.

Discontinued Operations

Certain of our retail and food distribution operations have been recorded as discontinued operations. Discontinued retail operations consist of certain stores that have been closed or sold. Discontinued food distribution operations consist of our Maumee, Ohio and Toledo, Ohio distribution centers that previously serviced retail stores which have been closed or sold. Additional information may be found in Note 16 to the consolidated financial statements included in Item 8, which is herein incorporated by reference.

Marketing and Merchandising

General. We continue to align our marketing and merchandising strategies with current consumer behaviors by providing initiatives centered on loyalty, value, and health and wellness. These strategies focus on delivering consumer centric programs to effectively leverage the use of loyalty card program data and category management principles to satisfy the consumer's needs.

We believe that our over-arching focus on the consumer gives us insight into purchasing and consumption behavior and the flexibility to adapt to rapidly changing market conditions by making tactical adjustments to our marketing and merchandising programs that deliver more tangible value to our customers. To further strengthen our knowledge of the consumer we have entered into a consulting and analytical partnership with Aimia, Inc., a global leader in loyalty management.

Through the partnership, SpartanNash and Aimia will work closely together to leverage and further develop SpartanNash's customer centric approach to retail. By harnessing data collected from our 'Yes Rewards' customer loyalty program, SpartanNash will continue to improve our capabilities to provide customers with a more relevant and personalized shopping experience. This effort also enables us to continue to learn more about our best customers; develop strategies to enable long-term customer and supplier loyalty; deploy a more effective and efficient marketing spend; and ultimately make better business decisions.

As we build this capability, along with our other strategies to develop and leverage insights, we will continue to share our marketing and merchandising learnings and best practices across our broad wholesale customer base.

Our “Yes Rewards” program continues to play a key role in providing us with sophisticated data to understand our customers’ purchasing behavior. This information is integral to improving the effectiveness of our promotions, marketing and merchandising programs. In the 39 week period ended December 28, 2013, based on customer research and insights, we simplified our “Yes Rewards” program in order to further engage the customer and improve the customer experience. We revised our “Yes Rewards” program by removing the points component of the program whereby customers could earn and redeem points for their purchases. We also simplified our program by focusing on four key value propositions for the customer: in-store savings, fuel, pharmacy, and digital coupons. We introduced our digital coupon program in October 2013, enabling us to demonstrate additional value to our customers and expanding their ability to access promotions via mobile, online and in-store. To date, more than two million coupons have been downloaded. These improvments will help us to further build longer-term customer loyalty, maintain efficicient marketing spend and increase return on investment, improve our sales growth opportunites and further strenghen our market position.

As we expand our service offerings, we believe that we differentiate ourselves from our competitors by offering a full set of services, from value added services in our Food Distribution segment to the addition of fuel centers and *Starbucks Coffee* shops in some of our retail stores.

To engender loyalty with our retail customers, we provide them with discounts on fuel purchases at our fuel centers. Fuel centers have proven to be effective traffic-builders for fuel-purchasing customers who wish to take advantage of cross-promotions between the stores and the *Quick Stop* fuel centers or one of our third party fuel suppliers. Consumers are focusing on value in today’s economy and offerings such as the fuel rewards program are helping us to meet that need.

We offer pharmacy services in 90 of our supermarkets and we also operate two free standing pharmacy locations. We believe the pharmacy service offering in our supermarkets is an important part of the consumer experience. We continue to evolve our pharmacy program by connecting with the consumer and focusing on health and wellness. In our Michigan pharmacies we offer free medications (antibiotics, diabetic medications and pre-natal vitamins) along with generic drugs for $4 and $10 as well as food solutions for preventative health and education for our customers. We are considering the possible expansion of these programs to our pharmacies outside of Michigan.

We strive to be a health and wellness solution for our customers as well. One way that we do this is with our Nutrition Guide tags which provide nutrition information on shelf tags for thousands of items throughout the store, making it easy for our customers to purchase items that meet their health needs. In addition, based on the success of our corporate-owned retail stores, we have rolled out our Nutrition Guide program to our independent distribution customers. This value-add service enables our independent customers to communicate important product nutrition information to their customers in a consumer-friendly manner.

We were also one of the first retailers in the country to begin to incorporate the Food Marketing Institute’s “Facts Up Front” nutrition labeling on our *Spartan* and *Spartan Fresh Selections* private brand packages. We have substantially all of our *Spartan* brand food product packaging incorporated with Facts Up Front and we plan to expand this labeling to other corporate owned brands.

At SpartanNash, we are committed to being a consumer driven retailer. In fiscal 2009, we implemented a customer satisfaction program that gives consumers a channel for communicating their store experiences. Retail customers are randomly selected via point-of-sale receipts and invited to give us feedback by completing an online survey. Results of these surveys help us assess overall customer satisfaction and identify several opportunities to focus on to drive consumer satisfaction and loyalty. From this program, we have developed a fresh selection initiative to drive our competitive advantage. We value the opinions of our consumers and believe the best way to deliver a high quality shopping experience is to let customers tell us what they want and need. We believe this survey dialogue will better enable us to identify opportunities for continuous improvements for consistency and excellence in the overall consumer experience.

Over the past two years, we have been experimenting with a value store format, under the banner *Valu Land.* We converted three small store locations to this format in fiscal year ended March 31, 2012, opened four new *Valu Land* locations during fiscal year ended March 30, 2013 and opened one new *Valu Land* location during the 39 week period ended December 28, 2013. We closed two underperforming locations in December 2013. We are still early in the development and testing of this store format and will continue to fine tune the offering as our learnings progress.

Private Brands. SpartanNash currently markets and distributes over 8,600 private brand items including *Spartan*, *Spartan Fresh Selections*, *Our Family, IGA* and *Piggly Wiggly* brands; *Top Care*, a health and beauty care brand; *Tippy Toe*, a baby brand; *Full Circle* and *Nash Brothers Trading Company*, both natural and organic brands; *World Classics*, a premium, unique and worldly brand; *Paws*, a pet supplies brand; *B-leve*, a premium bath and beauty brand; and *Valu Time.* In addition to *Valu Time,* we have just launched our new *me too!* value brand. We believe that our private brand offerings are part of our most valuable strategic assets, demonstrated through customer loyalty and profitability.

We have worked diligently to develop a best in class private brand program that contains multiple labels and go-to-market strategies. We have added more than 600 corporate brand products to our consumer offerings in the past year and plan to introduce approximately 500 new items in fiscal 2014. Our products have been frequently recognized for excellence in packaging design and product development. These awards underscore our continued commitment to providing the consumer with quality products at exceptional value. Our focus is and will continue to be the pursuit of new opportunities and expansion of private brand offerings to our consumers.

Competition

Our Military, Food Distribution and Retail segments operate in highly competitive markets, which typically result in low profit margins for the industry as a whole. We compete with, among others, regional and national grocery distributors, independently owned retail grocery stores, large chain stores that have integrated wholesale and retail operations, mass merchandisers, limited assortment stores and wholesale membership clubs, many of whom have greater resources than we do.

We are one of five distributors in the United States with annual sales to the DeCA commissary system in excess of $100 million that distributes products via the frequent delivery system. The remaining distributors that supply DeCA tend to be smaller, regional and local providers. In addition, manufacturers contract with others to deliver certain products, such as baking supplies, produce, deli items, soft drinks and snack items, directly to DeCA commissaries and service exchanges. Because of the narrow margins in this industry, it is of critical importance for distributors to achieve economies of scale, which is typically a function of the density or concentration of military bases within the geographic market(s) a distributor serves, and the distributor's share of that market. As a result, no single distributor in this industry, by itself, has a nationwide presence. Rather, distributors tend to concentrate on specific regions, or areas within specific regions, where they can achieve critical mass and utilize warehouse and distribution facilities efficiently. In addition, distributors that operate larger non-military specific distribution businesses tend to compete for DeCA commissary business in areas where such business would enable them to more efficiently utilize the capacity of their existing distribution centers. We believe the principal competitive factors among distributors within this industry are customer service, price, operating efficiencies, reputation with DeCA and location of distribution centers. We believe our competitive position is very strong with respect to all these factors within the geographic areas where we compete.

The primary competitive factors in the food distribution business include price, product quality, variety and service. We believe our overall service level, defined as actual units shipped divided by actual units ordered is among industry leading performance in our distribution segments.

The principal competitive factors in the retail grocery business include the location and image of the store; the price, quality and variety of the perishable products; and the quality and consistency of service. We believe we have developed and implemented strategies and processes that allow us to remain competitive in our Retail segment. We monitor planned store openings by our competitors and have established proactive strategies to respond to new competition both before and after the competitive store opening. Strategies to combat competition vary based on many factors, such as the competitor's format, strengths, weaknesses, pricing and sales focus. During the past three fiscal years, three competitor supercenters opened in markets in which we operate corporate-owned stores. No additional openings are expected to occur during fiscal 2014 against our corporate-owned stores. As a result of these openings we believe the majority of our supermarkets compete with one, if not multiple, supercenters.

Seasonality

Our sales and operating performance vary with seasonality. Our former first and fourth quarters were typically our lowest sales quarters. In the future under our new fiscal quarter format, the first and second quarters are expected to be our lowest sales quarters. Therefore, operating results are generally lower during these two quarters. Many northern Michigan stores are dependent on tourism and therefore, are most affected by seasons and weather patterns, including, but not limited to, the amount and timing of snowfall during the winter months and the range of temperature during the summer months. Historically, all quarters are 12 weeks, except for our third quarter, which was 16 weeks and included the Thanksgiving and Christmas holidays. Beginning with fiscal 2014, our first quarter will consist of 16 weeks and will usually include the Easter holiday while all other quarters will consist of 12 weeks each. The transition fiscal year ended December 28, 2013 consisted of 39 weeks; therefore, the third and final quarter of the short year consisted of 15 weeks rather than 16 weeks. Fiscal year ended March 30, 2012 contained 53 weeks; therefore, the fourth quarter of fiscal 2012 consisted of 13 weeks rather than 12 weeks.

Suppliers

We purchase products from a large number of national, regional and local suppliers of name brand and private brand merchandise. We have not encountered any material difficulty in procuring or maintaining an adequate level of products to serve our customers. No single supplier accounts for more than 7.0% of our purchases. We continue to develop strategic relationships with key suppliers and we believe this will prove valuable in the development of enhanced promotional programs and consumer value perceptions.

Intellectual Property

We own valuable intellectual property, including trademarks and other proprietary information, some of which are of material importance to our business.

Technology

Spartan continues to invest in technology as a means of maximizing the efficiency of our operations, improving service to our customers, and where possible deploying technology to provide a competitive advantage in the marketplace.

Supply Chain. During the 39 week period ended December 28, 2013, we continued to make major enhancements to our web based product information system for use by our distribution customers. We completed our new retail price management system which allows our independent customers to better manage and control the retail prices of the products supplied by SpartanNash. We also made major enhancements to our order management system including order maintenance and status features for the distribution customer. In the distribution area we installed the first phase of AGVs in our Grand Rapids Distribution center. These AGVs provide automated put-away and replenishment of pallets in the grocery distribution center. We also dramatically expanded our use of Advanced Ship Notices for receiving in our distribution centers.

Retail Systems. During the 39 week period ended December 28, 2013, we started the pilot of a major revision of our self-checkout system to provide internal efficiencies and enhance the customer experience. We enhanced the loyalty marketing system to provide electronic coupons for SpartanNash and manufacturer coupons, through e-mail, web and mobile access. We released several new versions of our mobile smartphone applications to enhance the customer experience and to add additional functionality. We began the installation of a major Loyalty Analytics system to support Marketing and Merchandising customer analysis of our loyalty system data.

Administrative Systems. We implemented numerous enhancements to our Human Resource system in the areas of absence management, time keeping and management self service functions.

Information Technology Infrastructure. We completed a major upgrade to our storage systems during the 39 week fiscal period ended December 28, 2013 to dramatically increase capacity and performance. We added additional processing capacity and increased our network bandwidth at our primary and backup data centers. We added a high performance data base machine to dramatically improve the performance of our data warehouse and business intelligence reporting system.

Merger Related System Consolidation. With the completion of the merger with Nash-Finch Company, we have developed a plan to consolidate to a single set of computer systems from the two companies. We have completed an analysis of the existing systems of the two companies and developed a plan to consolidate on to the best system from the two legacy companies. This analysis has identified a set of over 60 projects to perform the conversion and consolidation. These projects have been laid out in a three year schedule that allows SpartanNash to achieve the planned synergies and provide the best possible experience for our customers from the resulting systems.

Associates

As of December 28, 2013, we employed approximately 15,900 associates, 8,800 of which are on a full-time basis and 7,100 which are part-time. Approximately 1,300 associates, or 8%, were represented by unions under collective bargaining agreements that will expire over the next two years and consisted primarily of warehouse personnel and drivers at our Michigan, Ohio and Indiana distribution centers. We consider our relations with our union and non-union associates to be good and have not had any material work stoppages in over twenty years.

Regulation

We are subject to federal, state and local laws and regulations covering the purchase, handling, sale and transportation of our products. Several of our products are subject to federal Food and Drug Administration regulation. We believe that we are in substantial compliance in all material respects with the Food and Drug Administration and other federal, state and local laws and regulations governing our businesses.

Forward-Looking Statements

The matters discussed in this Item 1 include forward-looking statements. See "Forward-Looking Statements" at the beginning of this Annual Report on Form 10-K.

Available Information

The address of our web site is www.spartannash.com. The inclusion of our website address in this Form 10-K does not include or incorporate by reference the information on or accessible through our website, and you should not consider information contained on or accessible through those websites as part of this Form 10-K. We make our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports (and amendments to those reports) filed or furnished pursuant to Section 13(a) of the Securities Exchange Act available on our web site as soon as reasonably practicable after we electronically file or furnish such materials with the Securities and Exchange Commission. Interested persons can view such materials without charge by clicking on “For Investors” and then “SEC Filings” on our web site. SpartanNash is an “accelerated filer” within the meaning of Rule 12b-2 under the Securities Exchange Act.

Item 1A. Risk Factors

Our business faces many risks. If any of the events or circumstances described in the following risk factors occurs, our financial condition or results of operations may suffer, and the trading price of our common stock could decline. This discussion of risk factors should be read in conjunction with the other information in this Annual Report on Form 10-K. All of our forward-looking statements are affected by the risk factors discussed in this item and this discussion of risk factors should be read in conjunction with the discussion of forward-looking statements which appears at the beginning of this report.

We operate in an extremely competitive industry. Many of our competitors are much larger than we are and may be able to compete more effectively.

The Military segment faces competition from large national and regional food distributors as well as smaller distributors. Due to the narrow margins in the military food distribution industry, it is of critical importance for distributors to achieve economies of scale, which are typically a function of the density or concentration of military bases in the geographic markets a distributor serves and a distributor’s share of that market. As a result, no single distributor in this industry, by itself, has a nationwide presence.

Our Food Distribution and Retail segments compete with, among others, regional and national grocery distributors, independently owned retail grocery stores, large chain stores that have integrated wholesale and retail operations, mass merchandisers, limited assortment stores and wholesale membership clubs, many of whom have greater resources than we do. Some of our distribution and retail competitors are substantially larger and have greater financial resources and geographic scope, lower merchandise acquisition costs and lower operating expenses than we do, intensifying competition at the wholesale and retail levels.

The effects of industry consolidation and the expansion of alternative store formats have resulted in, and continue to result in, market share losses for traditional grocery stores. These trends have produced even stronger competition for our retail business and for the independent customers of our food distribution business. To the extent our independent customers are acquired by our competitors or are not successful in competing with other retail chains and non-traditional competitors, sales by our food distribution business will be affected. If we fail to implement strategies to respond effectively to these competitive pressures, our operating results could be adversely affected by price reductions, decreased sales or margins, or loss of market share.

This competition may result in reduced profit margins and other harmful effects on us and the Food Distribution customers that we supply. Ongoing industry consolidation could result in our loss of customers that we currently supply and could confront our retail operations with competition from larger and better-capitalized chains in existing or new markets. We may not be able to compete successfully in this environment.

Our businesses could be negatively affected if we fail to retain existing customers or attract significant numbers of new customers.

Growing and increasing the profitability of our distribution businesses is dependent in large measure upon our ability to retain existing customers and capture additional distribution customers through our existing network of distribution centers, enabling us to more effectively utilize the fixed assets in those businesses. Our ability to achieve these goals is dependent, in part, upon our ability to continue to provide a high level of customer service, offer competitive products at low prices, maintain high levels of productivity and efficiency, particularly in the process of integrating new customers into our distribution system, and offer marketing, merchandising and ancillary services that provide value to our independent customers. If we are unable to execute these tasks effectively, we may not be able to attract significant numbers of new customers, and attrition among our existing customer base could increase, either or both of which could have an adverse impact on our revenue and profitability.

Growing and increasing the profitability of our retail business is dependent upon increasing our market share in the communities where our retail stores are located. We plan to invest in redesigning some of our retail stores into other formats in order to attract new customers and increase our market share. Our results of operations may be adversely impacted if we are unable to attract significant numbers of new retail customers.

Government regulation could harm our business.

Our business is subject to extensive governmental laws and regulations including, but not limited to, employment and wage laws and regulations, regulations governing the sale of pharmaceuticals, alcohol and tobacco, minimum wage requirements, working condition requirements, public accessibility requirements, citizenship requirements, environmental regulation, and other laws and regulations. A violation or change of these laws could have a material effect on our business, financial condition and results of operations.

Like other companies that sell food and drugs, our stores are subject to various federal, state, local, and foreign laws, regulations, and administrative practices affecting our business. We must comply with numerous provisions regulating health and sanitation standards, facilities inspection, food labeling, and licensing for the sale of food, drugs, tobacco and alcoholic beverages.

We cannot predict the nature of future laws, regulations, interpretations, or applications, or determine what effect either additional government regulations or administrative orders, when and if promulgated, or disparate federal, state, local, and foreign regulatory requirements will have on our future business. They could, however, require that we recall or discontinue sale of certain products, make substantial changes to our facilities or operations, or otherwise result in substantial increases in operating expense. Any or all of such requirements could have an adverse effect on our results of operations and financial condition.

Our Military segment operations are dependent upon domestic and international military distribution, and a change in the military commissary system, or level of governmental funding, could negatively impact our results of operations and financial condition.

Because our Military segment sells and distributes grocery products to military commissaries and exchanges in the United States and overseas, any material changes in the commissary system, the level of governmental funding to DeCA, military staffing levels, or the locations of bases may have a corresponding impact on the sales and operating performance of this segment. These changes could include privatization of some or all of the military commissary system, relocation or consolidation of commissaries and exchanges, base closings, troop redeployments or consolidations in the geographic areas containing commissaries and exchanges served by us, or a reduction in the number of persons having access to the commissaries and exchanges. Mandated reductions in the government expenditures, including those imposed as a result of sequestration, may impact the level of funding to DeCA and could have a material impact on our operations.

We are subject to state and federal environmental regulations.

Under various federal, state and local laws, ordinances and regulations, we may, as the owner or operator of our locations, be liable for the costs of removal or remediation of contamination at these current or our former locations, whether or not we knew of, or were responsible for, the presences of such contamination. The failure to properly remediate such contamination may subject us to liability to third parties and may adversely affect our ability to sell or lease such property or to borrow money using such property as collateral.

Compliance with existing and future environmental laws regulating underground storage tanks may require significant capital expenditures and increased operating and maintenance costs.

The remediation costs and other costs required to clean up or treat contaminated sites could be substantial. In the future, we may incur substantial expenditures for remediation of contamination that has not been discovered at existing or acquired locations. We cannot assure you that we have identified all environmental liabilities at all of our current and former locations; that material environmental conditions not known to us do not exist; that future laws, ordinances or regulations will not impose material environmental liability on us; or that a material environmental condition does not otherwise exist as to any one or more of our locations. In addition, failure to comply with any environmental laws, ordinances or regulations or an increase in regulations could adversely affect our operating results and financial condition.

Changes in accounting standards could materially impact our results.

Generally Accepted Accounting Principles ("GAAP") and related accounting pronouncements, implementation guidelines, and interpretations for many aspects of our business, such as accounting for insurance and self-insurance, inventories, goodwill and intangible assets, store closures, leases, income taxes and share-based payments, are highly complex and involve subjective judgments. Changes in these rules or their interpretation could significantly change or add significant volatility to our reported earnings without a comparable underlying change in cash flow from operations.

Safety concerns regarding our products could harm our business.

It is sometimes necessary for us to recall unsafe, contaminated or defective products. Recall costs can be material and we might not be able to recover costs from our suppliers. Concerns regarding the safety of food products sold by us could cause shoppers to avoid purchasing certain products from us, or to seek alternative sources of supply for some or all of their food needs, even if the basis for concern is outside of our control. Any loss of confidence on the part of our customers would be difficult and costly to overcome. Any real or perceived issue regarding the safety of any food or drug items sold by us, regardless of the cause, could have a substantial and adverse effect on our business.

We may not be able to implement our strategy of growth through acquisitions.

Part of our growth strategy involves selected acquisitions of additional retail grocery stores, grocery store chains or distribution facilities. We may not be able to implement this part of our growth strategy or ultimately be successful. We may not be able to identify suitable acquisition candidates in the future, complete acquisitions or obtain the necessary financing.

Because we operate in the Food Distribution business, future acquisitions of retail grocery stores could result in us competing with our independent grocery store customers and could have adverse effects on existing business relationships with our Food Distribution customers.

The success of our acquisitions will depend, in part, on whether we achieve the business synergies and related cost savings that we anticipated in connection with these transactions and any future acquisitions. Accordingly, we may not achieve expected results and long-term business goals.

Our business is subject to risks from regional economic conditions, fuel prices, and other factors in our markets.

Our business is sensitive to changes in general economic conditions. In recent years, the United States has experienced volatility in the economy and financial markets due to uncertainties related to energy prices, availability of credit, difficulties in the banking and financial services sector, the decline in the housing market, diminished market liquidity, falling consumer confidence and high unemployment rates. These adverse economic conditions in our markets, potential reduction in the populations in our markets and the loss of purchasing power by residents in our markets could reduce the amount and mix of groceries purchased, could cause consumers to trade down to less expensive mix of products or to trade down to discounters, all of which may affect our revenues and profitability.

Rising gasoline prices may affect consumer behavior and retail grocery prices. The impact of rising petroleum prices may prompt consumers to make different choices in how and where they shop due to the high price of gasoline. Additionally, the impact of higher fuel costs is passed through by manufacturers and distributors in the prices of goods and services provided, again potentially affecting consumer buying decisions. This could have adverse impacts on retail store traffic, basket size and overall spending at both our corporate and independent retail stores.

In addition, many of our retail grocery stores, as well as stores operated by our Food Distribution customers are located in areas that are heavily dependent upon tourism. Unseasonable weather conditions and the economic conditions discussed above may decrease tourism activity and could result in decreased sales by our retail grocery stores and decreased sales to our Food Distribution customers, adversely affecting our business.

Economic downturns and uncertainty have adversely affected overall demand and intensified price competition, and have caused consumers to "trade down" by purchasing lower margin items and to make fewer purchases in traditional supermarket channels. Continued negative economic conditions affecting disposable consumer income such as employment levels, business conditions, changes in housing market conditions, the availability of credit, interest rates, volatility in fuel and energy costs, food price inflation or deflation, employment trends in our markets and labor costs, the impact of natural disasters or acts of terrorism, and other matters affecting consumer spending could cause consumers to continue shifting even more of their spending to lower-priced products and competitors. The continued general reductions in the level of discretionary spending or shifts in consumer discretionary spending to our competitors could adversely affect our growth and profitability.

Disruptions to worldwide financial and credit markets could potentially reduce the availability of liquidity and credit generally necessary to fund a continuation and expansion of global economic activity. A shortage of liquidity and credit in certain markets has the potential to lead to worldwide economic difficulties that could be prolonged. A general slowdown in the economic activity caused by an extended period of economic uncertainty could adversely affect our businesses. Difficult financial and economic conditions could also adversely affect our customers' ability to meet the terms of sale or our suppliers' ability to fully perform their commitments to us.

Macroeconomic and geopolitical events may adversely affect our customers, access to products, or lead to general cost increases which could negatively impact our results of operations and financial condition.

The impact of events in foreign countries which could result in increased political instability and social unrest and the economic ramifications of significant budget deficits in the United States and changes in policy attributable to them at both the federal and state levels could adversely affect our businesses and customers. Adverse economic or geopolitical events could potentially reduce our access to or increase prices associated with products sourced abroad. Such adverse events could lead to significant increases in the price of the products we procure, fuel and other supplies used in our business, utilities, or taxes that cannot be fully recovered through price increases. In addition, disposable consumer income could be affected by these events, which could have a negative impact on our results of operations and financial condition.

Inflation and deflation may adversely affect our operating results.

In this uncertain economy, it is difficult to forecast whether fiscal 2014 will be a period of inflation or deflation. Food deflation could reduce sales growth and earnings, while food inflation, combined with reduced consumer spending, could reduce gross profit margins. If we experience significant inflation or deflation, especially in the context of continued lower consumer spending, then our financial condition and results of operations may be adversely affected.

Substantial operating losses may occur if the customers to whom we extend credit or for whom we guarantee loan or lease obligations fail to repay us.

In the ordinary course of business, we extend credit, including loans, to our Food Distribution customers, and provide financial assistance to some customers by guaranteeing their loan or lease obligations. We also lease store sites for sublease to independent retailers. Generally, our loans and other financial accommodations are extended to small businesses that are unrelated and may have limited access to conventional financing. As of December 28, 2013, we had loans, net of reserves, of $30.7 million outstanding to 52 of our Food Distribution customers and had guaranteed outstanding lease obligations of Food Distribution customers totaling $1.0 million. In the normal course of business, we also sublease retail properties and assign retail property leases to third parties. As of December 28, 2013, the present value of our maximum contingent liability exposure, with respect to subleases and assigned leases was $17.7 million and $7.9 million, respectively. While we seek to obtain security interest and other credit support in connection with the financial accommodations we extend, such collateral may not be sufficient to cover our exposure. Greater than expected losses from existing or future credit extensions, loans, guarantee commitments or sublease arrangements could negatively and potentially materially impact our operating results and financial condition.

We may be unable to retain our key management personnel.

Our success depends to a significant degree upon the continued contributions of senior management. The loss of any key member of our management team may prevent us from implementing our business plans in a timely manner. We cannot assure you that successors of comparable ability will be identified and appointed and that our business will not be adversely affected.

A number of our Food Distribution segment associates are covered by collective bargaining agreements.

Approximately 57% of our warehouse associates in our Food Distribution business segment are covered by collective bargaining agreements which expire between March 2014 and September 2016. We expect that rising health care, pension and other employee benefit costs, among other issues, will continue to be important topics of negotiation with the labor unions. Upon the expiration of our collective bargaining agreements, work stoppages by the affected workers could occur if we are unable to negotiate an acceptable contract with the labor unions. This could significantly disrupt our operations. Further, if we are unable to control health care and pension costs provided for in the collective bargaining agreements, we may experience increased operating costs and an adverse impact on future results of operations.

Unions may attempt to organize additional employees.

While we believe that relations with our employees are good, we may continue to see additional union organizing campaigns. The potential for unionization could increase as any new related legislation regulations are passed. We respect our employees' right to unionize or not to unionize. However, the unionization of a significant portion of our workforce could increase our overall costs at the affected locations and adversely affect our flexibility to run our business in the most efficient manner to remain competitive or acquire new business and could adversely affect our results of operations by increasing our labor costs or otherwise restricting our ability to maximize the efficiency of our operations.

Costs related to multi-employer pension plans and other postretirement plans could increase.

We contribute to the Central States Southeast and Southwest Pension Fund ("Plan"), a multiemployer pension plan. Our participation in this Plan results from obligations contained in collective bargaining agreements with Teamsters locals 406 and 908. We do not administer nor control this Plan, and we have relatively little control over the level of contributions we are required to make. Currently, this Plan is underfunded; and as a result, contributions are scheduled to increase. Additionally, we expect that contributions to this Plan will be subject to further increases. Benefit levels and related issues will continue to create collective bargaining challenges. The amount of any increase or decrease in our required contributions to this Plan will depend upon the outcome of collective bargaining, the actions taken by the trustees who manage the Plan, governmental regulations, actual return on investment of Plan assets, the continued viability and contributions of other contributing employers, and the potential payment of withdrawal liability should we choose to exit a market, among other factors.

Under current law, an employer that withdraws or partially withdraws from a multi-employer pension plan may incur withdrawal liability to the plan if it is underfunded. The assessed withdrawal liablity represents the portion of the plan's underfunding that is allocable to the withdrawing employer under very complex actuarial and allocation rules. Withdrawal liability may be incurred under a variety of circumstances, including selling, closing or substantially reducing employment at a facility. Withdrawal liability could be material, and potential exposure to withdrawal liability may influence business decisions and could cause the company to forgo business opportunities. We are currently unable to reasonably estimate such liability. Any adjustment for withdrawal liability will be recorded when it is probable that a liability exists and can be reasonably estimated.

We maintain defined benefit retirement plans for certain of our employees that do not participate in multi-employer pension plans. These plans are frozen. Expenses associated with the defined benefit plans may significantly increase due to changes to actuarial assumptions or investment returns on plan assets that are less favorable than projected. In addition, changes in our funding status could adversely affect our financial position.

Risks associated with insurance plan claims could increase future expenses.

We use a combination of insurance and self-insurance to provide for potential liabilities for workers' compensation, automobile and general liability, property insurance, director and officers' liability insurance, and employee health care benefits. The liabilities that have been recorded for these claims represent our best estimate, using generally accepted actuarial reserving methods, of the ultimate obligations for reported claims plus those incurred but not reported for all claims incurred through December 28, 2013. Any actuarial projection of losses is subject to a high degree of variability. Changes in legal trends and interpretations, variability in inflation rates, changes in the nature and method of claims settlement, benefit level changes due to changes in applicable laws, and changes in discount rates could all affect the level of reserves required and could cause future expense to maintain reserves at appropriate levels.

Costs related to associate healthcare benefits are expected to continue to increase.

We provide health benefits for a large number of associates. Our costs to provide such benefits continue to increase annually and recent legislative and private sector initiatives regarding healthcare reform are likely to result in significant changes to the U.S. healthcare system. At this time we are not able to determine the impact that healthcare reform will have on the Company-sponsored healthcare plans. In addition, we participate in various multi-employer health plans for our union associates, and we are required to make contributions to these plans in amounts established under collective bargaining agreements. The cost of providing benefits through such plans has escalated rapidly in recent years. The amount of any increase or decrease in our required contributions to these multi-employer plans will depend upon many factors, many of which are beyond our control. If we are unable to control the costs of providing healthcare to associates, we may experience increased operating costs, which may adversely affect our financial condition and results of operations.

Changes in vendor promotions or allowances, including the way vendors target their promotional spending, and our ability to effectively manage these programs could significantly impact our margins and profitability.

We cooperatively engage in a variety of promotional programs with our vendors. As the parties assess the results of specific promotions and plan for future promotions, the nature of these programs and the allocation of dollars among them changes over time. We manage these programs to maintain or improve margins while at the same time increasing sales for us and for the vendors. A reduction in overall promotional spending or a shift in promotional spending away from certain types of promotions that we and our distribution customers have historically utilized could have a significant impact on profitability.

We depend upon vendors to supply us with quality merchandise at the right time and at the right price.

We depend heavily on our ability to purchase merchandise in sufficient quantities at competitive prices. We have no assurances of continued supply, pricing, or access to new products and any vendor could at any time change the terms upon which it sells to us or discontinue selling to us. Sales demands may lead to insufficient in-stock positions of our merchandise.

Significant changes in our ability to obtain adequate product supplies due to weather, food contamination, regulatory actions, labor supply, or product vendor defaults or disputes that limit our ability to procure products for sale to customers could have an adverse effect on our operating results.

Threats to security or the occurrence of a health pandemic could harm our business.

Our business could be severely impacted by wartime activities, threats or acts of terrorism or a widespread health pandemic. Any of these events could adversely impact our business by disrupting delivery of products to our corporate stores or our independent retail customers, by affecting our ability to appropriately staff our stores and by causing customers to avoid public places.

We have large, complex information technology systems that are important to our business operations. Although we have implemented security programs and disaster recovery facilities and procedures, security could be compromised and systems disruptions, data theft or other criminal activity could occur. This could result in a loss of sales or profits or cause us to incur significant costs to restore our systems or to reimburse third parties for damages. To date, we have not had any material breaches of security.

Severe weather and natural disasters could harm our business.

Severe weather conditions and natural disasters, whether a result of climate change or otherwise, could affect the suppliers from whom we purchase products and could cause disruptions in our operations. Unseasonably adverse climatic conditions that impact growing conditions and the crops of food producers may adversely affect the availability or cost of certain products.

Damage to our facilities could harm our business.

A majority of the product we supply to our retail stores, Military and Food Distribution customers flows through our distribution centers. While we believe we have adopted commercially reasonable precautions, insurance programs, and contingency plans, the destruction of, or substantial damage to, our distribution centers due to natural disaster, severe weather conditions, accident, terrorism, or other causes could substantially compromise our ability to distribute products to our retail stores, Military and Food Distribution customers. This could result in a loss of sales, profits and asset value.

Impairment charges for goodwill or other intangible assets could adversely affect our financial condition and results of operations.

We are required to test annually goodwill and intangible assets with indefinite useful lives, including the goodwill associated with past acquisitions and any future acquisitions, to determine if impairment has occurred. Additionally, interim reviews must be performed whenever events or changes in circumstances indicate that impairment may have occurred. If the testing performed indicates that impairment has occurred, we are required to record a non-cash impairment charge for the difference between the carrying value of the goodwill or other intangible assets and the implied fair value of the goodwill or other intangible assets in the period the determination is made.

The testing of goodwill and other intangible assets for impairment requires management to make significant estimates about our future performance and cash flows, as well as other assumptions. These estimates can be affected by numerous factors, including potential changes in economic, industry or market conditions, changes in business operations, changes in competition or changes in our stock price and market capitalization. Changes in these factors, or changes in actual performance compared with estimates of our future performance, may affect the fair value of goodwill or other intangible assets, which may result in an impairment charge. We cannot accurately predict the amount and timing of any impairment of assets. Should the value of goodwill or other intangible assets become impaired, our financial condition and results of operations may be adversely affected.

The combined company may be unable to successfully integrate the businesses of Spartan Stores and Nash-Finch and realize the anticipated benefits of the merger.

The merger involves the combination of two companies that formerly operated as independent public companies. The combined company is required to devote significant management attention and resources to integrating the business practices and operations of Spartan Stores and Nash-Finch. Potential difficulties the combined company may encounter as part of the integration process include the following:

- the inability to successfully combine the businesses of Spartan Stores and Nash-Finch in a manner that permits the combined company to achieve the full synergies anticipated to result from the merger;
- complexities associated with managing the businesses of the combined company, including the challenge of integrating complex systems, technology, distribution channels, networks and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;
- integrating the workforces of the two companies while maintaining focus on providing consistent, high quality customer service; and
- potential unknown liabilities and unforeseen increased expenses or delays associated with the merger, including capital expenditures and one-time cash costs to integrate the two companies that may exceed current estimates.

The future results of the combined company will suffer if the combined company does not effectively manage its expanded operations following the completion of the merger.

Following the completion of the merger, the size of the business of the combined company increased significantly beyond the former size of either Spartan Stores' or Nash-Finch's business. The combined company's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of the combined operations and associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, cost savings and other benefits currently anticipated from the merger.

The combined company is expected to incur substantial expenses related to the completion of the merger and the integration of Spartan Stores and Nash-Finch.

The combined company will incur substantial expenses in connection with the completion of the merger and the integration of Spartan Stores and Nash-Finch. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including purchasing, accounting and finance, sales, payroll, pricing, revenue management, marketing and benefits. In addition, the businesses of Spartan Stores and Nash-Finch will continue to maintain an administrative presence in Grand Rapids, Michigan, Minneapolis, Minnesota and Norfolk, Virginia. While we have assumed that a certain level of expenses would be incurred, there are many factors beyond their control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings. These integration expenses likely will result in the combined company taking significant charges against earnings following the completion of the merger, and the amount and exact timing of such charges are uncertain at present.

The combined company is more highly leveraged than Spartan Stores formerly was.

The increased indebtedness and higher debt-to-equity ratio of the combined company in comparison to that of Spartan Stores before the merger with Nash-Finch on a historical basis will have the potential effect, among other things, to reduce the flexibility of Spartan Stores to respond to changing business and economic conditions and may increase borrowing costs.

Restrictive covenants imposed by our credit facility and other factors could adversely affect our ability to borrow.

Our ability to borrow additional funds is governed by the terms of our credit facilities. The credit facilities contain financial and other covenants that, among other things, limit the Company’s ability to draw down the full amount of the facility, incur additional debt outside of the credit facility, create new liens on property, make acquisitions, or pay dividends. These covenants may affect our operating flexibility and may require us to seek the consent of the lenders to certain transactions that we may wish to effect. We are not currently restricted by these covenants. Disruptions in the financial markets have in the past resulted in bank failures. One or more of the participants in our credit facility could become unable to fund our future borrowings when needed. We believe that cash generated from operating activities and available borrowings under our credit facility will be sufficient to meet anticipated requirements for working capital, capital expenditures, and debt service obligations for the foreseeable future. However, there can be no assurance that our business will continue to generate cash flow at or above current levels or that we will maintain our ability to borrow under our credit facility. The Company may not be able to refinance its existing debt at similar terms.

The financing arrangements that the combined company entered into in connection with the merger contain restrictions and limitations that could significantly impact SpartanNash’s ability to operate its business.

SpartanNash has incurred significant new indebtedness in connection with the merger. The agreements governing the indebtedness of the combined company incured in connection with the merger contain covenants that, among other things, may, under certain circumstances, place limitations on the dollar amounts paid or other actions relating to:

- payments in respect of, or redemptions or acquisitions of, debt or equity issued by the combined company or its subsidiaries, including the payment of dividends on SpartanNash common stock;
- incurring additional indebtedness;
- incurring guarantee obligations;

- paying dividends;
- creating liens on assets;
- entering into sale and leaseback transactions;
- making investments, loans or advances;
- entering into hedging transactions;
- engaging in mergers, consolidations or sales of all or substantially all of their respective assets; and
- engaging in certain transactions with affiliates.

Maintaining our reputation and corporate image is essential to our business success.

Our success depends on the value and strength of our corporate name and reputation. Our name, reputation and image are integral to our business as well as to the implementation of our strategies for expanding our business. Our business prospects, financial condition and results of operations could be adversely affected if our public image or reputation were to be tarnished by negative publicity including dissemination via print, broadcast or social media, or other forms of Internet-based communications. Adverse publicity about regulatory or legal action against us could damage our reputation and image, undermine our customers' confidence and reduce long-term demand for our products and services, even if the regulatory or legal action is unfounded or not material to our operations. Any of these events could have a negative impact on our results of operations and financial condition.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We have corporate offices that are located in Grand Rapids, Michigan and Minneapolis, Minnesota consisting of approximately 286,100 square feet of office space in buildings which we own. We also lease four additional off-site storage facilities consisting of approximately 63,300 square feet.

Military Segment

The table below lists the locations and sizes of our facilities used in our Military segment. Unless otherwise indicated, we own each of these distribution centers. The lease expiration dates range from August 2014 to November 2029. There is a month to month lease for additional freezer space at our Norfolk, Virginia facility.

Location	Approx. Size (Square Feet)
Norfolk, Virginia (1)	818,094
Landover, Maryland (2)	368,088
Columbus, Georgia (3)	531,900
Pensacola, Florida	355,900
Bloomington, Indiana (4)	591,277
Junction City, Kansas	132,000
Oklahoma City, Oklahoma	608,543
San Antonio, Texas	486,820
Total Square Footage	3,892,622

(1) Includes 273,021 square feet that we lease.

(2) Leased facility.

(3) Leased location requiring periodic lease payments to the holder of the outstanding industrial revenue bond. As of December 28, 2013, the outstanding industrial revenue bond associated with this location was held by SpartanNash, and upon expiration of the lease terms, SpartanNash will take title to the property upon redemption of the outstanding bond.
(4) Includes 120,000 square feet that we lease.

We believe that our distribution facilities are generally well maintained, are generally in good operating condition, have sufficient capacity and are suitable and adequate to carry on our military business.

Food Distribution Segment Real Estate

The following table lists the approximate locations and sizes of our distribution centers primarily used in our Food Distribution operations. Unless otherwise indicated, we own each of these distribution centers. The lease expirations range from February 2015 to July 2016. Most of the leases have additional renewal option periods available.

Location	Approx. Size (Square Feet)
St. Cloud, Minnesota	329,046
Fargo, North Dakota	288,824
Minot, North Dakota	185,250
Omaha, Nebraska	686,783
Sioux Falls, South Dakota (1)	275,414
Rapid City, South Dakota (2)	193,525
Lumberton, North Carolina (3)	336,502
Statesboro, Georgia (3)	230,520
Bluefield, Virginia	187,531
Bellefontaine, Ohio	666,045
Lima, Ohio (4)	523,052
Westville, Indiana	631,944
Grand Rapids, Michigan	1,179,582
Total Square Footage	5,714,018

(1) Includes 79,300 square feet that we lease.
(2) Includes 6,400 square feet that we lease.
(3) Leased facility.
(4) Includes 5,500 square feet that we lease.

We believe that our distribution facilities are generally well maintained, are generally in good operating condition, have sufficient capacity and are suitable and adequate to carry on our distribution business.

Retail Segment Real Estate

The following table contains the retail banner, number of stores, geographic region and approximate square footage under the banner. We own the facilities of 32 of these stores and lease the facilities of 140 of these stores.

Grocery Store Retail Banner	Number of Stores	Geographic Region		Total Square Feet
Family Fare Supermarkets	54	Michigan	Leased	2,257,850
Sun Mart	11	Colorado, Minnesota, North Dakota and Nebraska	Owned	357,043
Sun Mart	9	Minnesota, North Dakota and Nebraska	Leased	317,273
No Frills	17	Iowa and Nebraska	Leased	885,674
VG's Food and Pharmacy	12	Michigan	Leased	562,207
VG's Food and Pharmacy	1	Michigan	Owned	37,223
Bag 'N Save	6	Nebraska	Owned	366,785
Bag 'N Save	6	Nebraska	Leased	351,182
Econofoods	7	Minnesota, Wisconsin and North Dakota	Owned	206,971
Econofoods	5	Minnesota and North Dakota	Leased	151,533
Glen's Markets	11	Michigan	Leased	412,812
D&W Fresh Markets	8	Michigan	Leased	372,101
D&W Fresh Markets	2	Michigan	Owned	84,458
Valu Land	6	Michigan	Leased	135,920
Family Fresh Market	3	Wisconsin	Owned	150,317
Family Fresh Market	1	Minnesota	Leased	32,650
Family Thrift Center	3	South Dakota	Leased	127,107
Family Thrift Center	1	South Dakota	Owned	60,200
Supermercado Nuestra Familia	1	Nebraska	Owned	39,317
Supermercado Nuestra Familia	1	Nebraska	Leased	23,211
Forest Hills Foods	1	Michigan	Leased	50,250
Pick 'n Save	1	Ohio	Leased	45,608
Germantown Fresh Market	1	Ohio	Leased	31,764
Prairie Market	1	South Dakota	Leased	28,606
Dillonvale IGA	1	Ohio	Leased	25,627
Madison Fresh Market	1	Wisconsin	Leased	21,470
Wholesale Food Outlet	1	Iowa	Leased	19,620
Total	172			7,154,779

We also own three additional fuel centers that are not reflected in the square footage above: a *Family Fare Quik Stop* in Michigan that is not included at a supermarket location but is adjacent to our corporate headquarters, *FTC Express Gas* in Scottsbluff, Nebraska and *SunMart Express Gas* in Fergus Falls, Minnesota. Also not accounted for in the tables above are stand-alone pharmacies in Cannon Falls, Minnesota and Clear Lake, Iowa.

Item 3. Legal Proceedings

On or about July 24, 2013, a putative class action complaint (the "State Court Action") was filed in the District Court for the Fourth Judicial District, State of Minnesota, County of Hennepin (the "State Court"), by a stockholder of Nash-Finch Company in connection with the pending merger with Spartan Stores, Inc.. The State Court Action is styled Greenblatt v. Nash-Finch Co. et al., Case No. 27-cv-13-13710. That complaint was amended on August 28, 2013, after Spartan Stores filed a registration statement with the Securities and Exchange Commission containing a preliminary version of the joint proxy statement/prospectus. On September 9, 2013, the defendants filed motions to dismiss the State Court Action. On or about September 19, 2013, a second putative class action complaint (the "Federal Court Action" and, together with the State Court Action, the "Putative Class

Actions") was filed in the United States District Court for the District of Minnesota (the "Federal Court"), by a stockholder of Nash-Finch. The Federal Court Action was styled Benson v. Covington et al., Case No. 0:13-cv-02574.

The Putative Class Actions alleged that the directors of Nash-Finch breached their fiduciary duties by, among other things, approving a merger that provides for inadequate consideration under circumstances involving certain alleged conflicts of interest; that the merger agreement includes allegedly preclusive deal protection provisions; and that Nash-Finch and Spartan Stores allegedly aided and abetted the directors in breaching their duties to Nash-Finch's stockholders. Both Putative Class Actions also alleged that the preliminary joint proxy statement/prospectus was false and misleading due to the omission of a variety of allegedly material information. The complaint in the Federal Court Action also asserted additional claims individually on behalf of the plaintiff under the federal securities laws. The Putative Class Actions sought, on behalf of their putative classes, various remedies, including enjoining the merger from being consummated in accordance with its agreed-upon terms, damages, and costs and disbursements relating to the lawsuit.

SpartanNash believes that these lawsuits are without merit; however, to eliminate the burden, expense and uncertainties inherent in such litigation, Nash-Finch and Spartan Stores agreed, as part of settlement discussions, to make certain supplemental disclosures in the joint proxy statement/prospectus requested by the Putative Class Actions in the definitive joint proxy statement/prospectus. On October 30, 2013, the defendants entered into the Memorandum of Understanding regarding the settlement of the Putative Class Actions. The Memorandum of Understanding outlined the terms of the parties' agreement in principle to settle and release all claims which were or could have been asserted in the Putative Class Actions. In consideration for such settlement and release, Nash-Finch and Spartan Stores acknowledged that the supplemental disclosures in the joint proxy statement/prospectus were made in response to the Putative Class Actions. The Memorandum of Understanding contemplated that the parties will use their best efforts to agree upon, execute and present to the State Court for approval a stipulation of settlement within thirty days after the later of the date that the Merger is consummated or the date that plaintiffs and their counsel have confirmed the fairness, adequacy, and reasonableness of the settlement, and that upon execution of such stipulation, and as a condition to final approval of the settlement, the plaintiff in the Federal Action would withdraw the claims in and cause to be dismissed the Federal Action, with any individual claims being dismissed with prejudice. The Memorandum of Understanding provides that Nash-Finch will pay, on behalf of all defendants, the plaintiffs' attorneys' fees and expenses, subject to approval by the State Court, in an amount not to exceed $550,000. On February 11, 2014, the parties executed the Stipulation and Agreement Compromise, Settlement and Release (the "Stipulation of Settlement.") to resolve, discharge and settle the Putative Class Actions. The Stipulation of Settlement is subject to customary conditions, including approval by the State Court, which will consider the fairness, reasonableness and adequacy of such settlement. On February 18, 2014, the Federal Court entered a final order dismissing the Federal Court Action with prejudice. On February 28, 2014, pursuant to the terms of the Stipulation of Settlement, the plaintiffs in the State Court Action filed an unopposed motion for preliminary approval of class action settlement, conditional certification of class, and approval of notice to be furnished to the class. A hearing before the State Court on the unopposed motion for preliminary approval is set for May 20, 2014. There can be no assurance that the State Court will grant the unopposed motion and ultimately approve the Settlement Stipulation. In such event, the Settlement Stipulation will be null and void and of no force and effect.

Various lawsuits and claims, arising in the ordinary course of business, are pending or have been asserted against SpartanNash. While the ultimate effect of such lawsuits and claims cannot be predicted with certainty, management believes that their outcome will not result in an adverse effect on the consolidated financial position, operating results or liquidity of SpartanNash.

Item 4. Mine Safety Disclosure

Not Applicable

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

SpartanNash common stock is traded on the NASDAQ Global Select Market under the trading symbol "SPTN."

Stock sale prices are based on transactions reported on the NASDAQ Global Select Market. Information on quarterly high and low sales prices for SpartanNash common stock appears in Note 18 to the consolidated financial statements and is incorporated here by reference. At March 7, 2014, there were approximately 1,462 shareholders of record of SpartanNash common stock. SpartanNash has paid a quarterly cash dividend since the fourth quarter of fiscal 2006.

The table below outlines current Board of Directors' anticipated increases in the quarterly dividend:

Effective Quarter	Dividend per common share
4th quarter Fiscal March 30, 2012	$ 0.05
1st quarter Fiscal March 31, 2012	0.065
1st quarter Fiscal March 30, 2013	0.08
1st quarter Fiscal December 28, 2013	0.09
1st quarter Fiscal January 3, 2015	0.12

Under its senior revolving credit facility, SpartanNash is generally permitted to pay dividends in any fiscal year up to an amount such that all cash dividends, together with any cash distributions, prepayments of its Senior Notes or share repurchases, do not exceed $25.0 million. Additionally, SpartanNash is generally permitted to pay cash dividends in excess of $25.0 million in any fiscal year so long as its Excess Availability, as defined in the senior revolving credit facility is in excess of 15% of the Total Borrowing Base before and after giving effect to the prepayments, repurchases and dividends. Although we expect to continue to pay a quarterly cash dividend, adoption of a dividend policy does not commit the board of directors to declare future dividends. Each future dividend will be considered and declared by the Board of Directors at its discretion. The ability of the Board of Directors to continue to declare dividends will depend on a number of factors, including our future financial condition and profitability and compliance with the terms of our credit facilities. In May 2011, the Board of Directors authorized a five-year share repurchase program for up to $50 million of SpartanNash's common stock. During fiscal years ended March 30, 2013 and March 31, 2012, the Company repurchased 634,408 and 687,200 shares of common stock for approximately $11.4 million and $12.4 million, respectively. SpartanNash did not repurchase any shares under this program during the 39 week period ended December 28, 2013. The approximate dollar value of shares that may yet be purchased under the repurchase plan was $26.2 million as of September 14, 2013.

The equity compensation plans table in Item 12 is here incorporated by reference.

The following table provides information regarding Spartan Stores' purchases of its own common stock during the last quarter of the 39 week period ended December 28, 2013. Spartan Stores did not repurchase shares of common stock under the share repurchase program during the quarter ended December 28, 2013. All employee transactions are under associate stock compensation plans. These may include: (1) shares of SpartanNash common stock delivered in satisfaction of the exercise price and/or tax withholding obligations by holders of employee stock options who exercised options, and (2) shares submitted for cancellation to satisfy tax withholding obligations that occur upon the vesting of the restricted shares. The value of the shares delivered or withheld is determined by the applicable stock compensation plan.

Spartan Stores, Inc. Purchases of Equity Securities

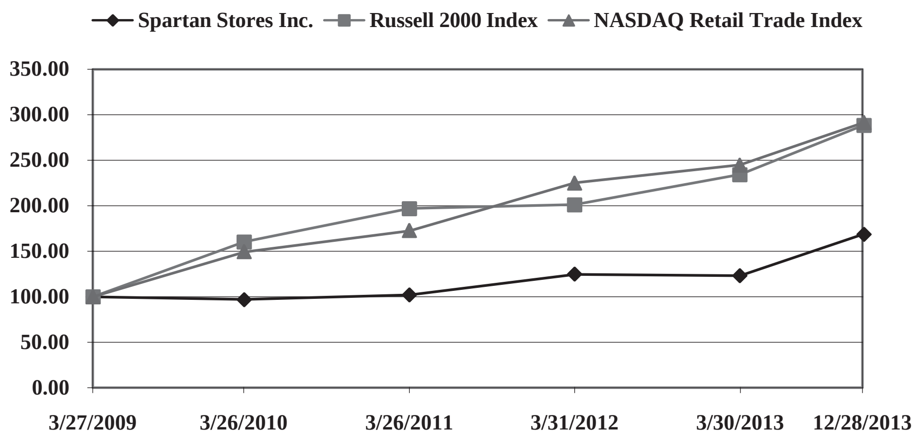
Period	Total Number of Shares Purchased	Average Price Paid per Share
September 15 – October 12, 2013		
Employee Transactions	—	$ —
Repurchase Program	—	$ —
October 13 – November 9, 2013		
Employee Transactions	—	$ —
Repurchase Program	—	$ —
November 10 – December 7, 2013		
Employee Transactions	583,137	$23.55
Repurchase Program	—	$ —
December 8 – December 28, 2013		
Employee Transactions	—	$ —
Repurchase Program	—	$ —
Total for Quarter ended December 28, 2013		
Employee Transactions	583,137	$23.55
Repurchase Program	—	$ —

Performance Graph

Set forth below is a graph comparing the cumulative total shareholder return on SpartanNash common stock to that of the Russell 2000 Total Return Index and the NASDAQ Retail Trade Index, over a period beginning March 27, 2009 and ending on December 28, 2013.

Cumulative total return is measured by the sum of (1) the cumulative amount of dividends for the measurement period, assuming dividend reinvestment and (2) the difference between the share price at the end and the beginning of the measurement period, divided by the share price at the beginning of the measurement period.

Comparison of 5 Year Cumulative Total Return
Assumes Initial Investment of $100
December 2013



The dollar values for total shareholder return plotted above are shown in the table below:

	March 27, 2009	March 26, 2010	March 26, 2011	March 31, 2012	March 30, 2013	December 28, 2013
SpartanNash	$100.00	$ 96.90	$102.12	$124.75	$123.26	$168.82
Russell 2000 Total Return Index	100.00	160.28	196.83	201.25	234.14	288.53
NASDAQ Retail Trade	100.00	149.55	172.59	225.21	244.72	291.48

The information set forth under the Heading "Performance Graph" shall not be deemed to be "soliciting material" or to be "filed" with the Commission or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act, except to the extent that the registrant specifically requests that such information be treated as soliciting material or specifically incorporates it by reference into a filing under the Securities Act or the Exchange Act.

Item 6. Selected Financial Data

The following table provides selected historical consolidated financial information of SpartanNash. The historical information was derived from our audited consolidated financial statements as of and for each of the five fiscal years ended March 27, 2010 through December 28, 2013. The transition fiscal year ended December 28, 2013 consisted of 39 weeks; fiscal year ended March 31, 2012 consisted of 53 weeks and all other years presented consisted of 52 weeks. The unaudited 40 week period ended January 5, 2013 is included in the table below for comparison purposes to the 39 week transition period ended December 28, 2013.

(In thousands, except per share data)	December 28, 2013 (A)	January 5, 2013 (unaudited)	Year Ended March 30, 2013	Year Ended March 31, 2012	Year Ended March 26, 2011	Year Ended March 27, 2010
	39 weeks	40 weeks	52 weeks	53 weeks	52 weeks	52 weeks
Statements of Earnings Data:						
Net sales	$2,597,230	$2,015,351	$2,608,160	$2,634,226	$2,533,064	$2,551,956
Cost of sales	2,110,350	1,602,450	2,062,616	2,078,116	1,976,549	1,993,306
Gross profit	486,880	412,901	545,544	556,110	556,515	558,650
Selling, general and administrative expenses	433,450	370,337	482,987	489,650	488,017	493,832
Merger transaction and integration expenses	20,993	—	—	—	—	—
Restructuring, asset impairment and other (B)	15,644	356	1,589	(23)	532	6,154
Operating earnings	16,793	42,208	60,968	66,483	67,966	58,664
Interest expense	9,219	10,420	13,410	15,037	15,104	16,394
Debt extinguishment	5,527	2,285	5,047	—	—	—
Other, net	(23)	(752)	(756)	(110)	(97)	(138)
Earnings before income taxes and discontinued operations	2,070	30,255	43,267	51,556	52,959	42,408
Income taxes	841	10,352	15,425	19,686	20,420	16,475
Earnings from continuing operations	1,229	19,903	27,842	31,870	32,539	25,933
Loss from discontinued operations, net of taxes (C)	(488)	(195)	(432)	(112)	(232)	(375)
Net earnings	$ 741	$ 19,708	$ 27,410	$ 31,758	$ 32,307	$ 25,558
Basic earnings from continuing operations per share	$ 0.05	$ 0.91	$ 1.28	$ 1.40	$ 1.44	$ 1.16
Diluted earnings from continuing operations per share	0.05	0.91	1.27	1.39	1.43	1.15
Basic earnings per share	0.03	0.90	1.26	1.39	1.43	1.14
Diluted earnings per share	0.03	0.90	1.25	1.39	1.42	1.14
Cash dividends declared per share	0.27	0.24	0.32	0.26	0.20	0.20
Balance Sheet Data:						
Total assets	$1,998,674	$ 794,561	$ 789,667	$ 763,473	$ 751,396	$ 753,481
Property and equipment, net	651,477	272,368	272,126	256,776	241,448	247,961
Working capital	389,770	35,916	13,179	24,684	47,300	15,739
Long-term debt and capital lease obligations	597,563	166,843	145,876	133,565	170,711	181,066
Shareholders' equity	706,873	329,343	335,655	323,608	305,505	273,905

(A) See Note 2 to Consolidated Financial Statements regarding the merger with Nash-Finch Company.
(B) See Note 4 to Consolidated Financial Statements.
(C) See Note 16 to Consolidated Financial Statements.

Historical data is not necessarily indicative of SpartanNash's future results of operations or financial condition. See discussion of "Risk Factors" in Part I, Item 1A of this report, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this report, and the Consolidated Financial Statements and notes thereto in Part II, Item 8 of this Annual Report on Form 10-K.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Overview

SpartanNash is a Fortune 500 company headquartered in Grand Rapids, Michigan. Our business consists of three primary operating segments: Military, Food Distribution and Retail. We are a leading regional grocery distributor and grocery retailer, operating principally in the Midwest and the largest distributor of food to military commissaries and exchanges.

On November 19, 2013, Spartan Stores, Inc. merged with Nash-Finch Company. Under the terms of the merger agreement, each share of Nash-Finch common stock was converted into 1.2 shares of Spartan Stores common stock. The results of operations of Nash-Finch are included in the accompanying consolidated financial statements from the date of merger. Following the merger, Nash-Finch Company is a wholly-owned subsidiary of SpartanNash.

Our Military segment contracts with manufacturers to distribute a wide variety of grocery products to military commissaries and exchanges located in the United States, the District of Columbia, Europe, Puerto Rico, Cuba, the Azores, Egypt and Bahrain. We have over 30 years of experience acting as a distributor to U.S. military commissaries and exchanges. We are the largest distributor, by revenue, delivering to military commissaries.

Our Food Distribution segment provides a wide variety of nationally branded and private label grocery products and perishable food products including dry groceries, produce, dairy products, meat, deli, bakery, frozen food, seafood, floral products, general merchandise, pharmacy and health and beauty care from 13 distribution centers to approximately 1,900 independent retail locations and corporate-owned retail stores located in 24 states, primarily in the Midwest, Great Lakes, and Southeast regions of the United States.

Our Retail segment operates 172 supermarkets in the Midwest which operate primarily under the banners of *Family Fare Supermarkets, No Frills, Bag 'N Save, Family Fresh Markets, D&W Fresh Markets, Sun Mart* and *Econofoods.* Our retail supermarkets typically offer dry groceries, produce, dairy products, meat, frozen food, seafood, floral products, general merchandise, beverages, tobacco products, health and beauty care products, delicatessen items and bakery goods. We offer pharmacy services in 90 of our supermarkets and we operate 34 fuel centers. Our retail supermarkets have a "neighborhood market" focus to distinguish them from supercenters and limited assortment stores.

Historically, our fiscal year end was the last Saturday in March. Our fiscal year end was changed to the Saturday closest to the end of December beginning with the transition year ended December 28, 2013. The transition fiscal year ended December, 28 2013 consisted of 39 weeks; therefore, the third and final quarter of the transition year consisted of 15 weeks rather than 16 weeks. Fiscal year ended March 31, 2012 consisted of 53 weeks; therefore, the fourth quarter of fiscal 2012 consisted of 13 weeks rather than 12 weeks. Under our December fiscal year format, all quarters are 12 weeks, except for our first quarter, which is 16 weeks and will generally include the Easter holiday. Our fourth quarter includes the Thanksgiving and Christmas holidays. Under the March fiscal year format, all quarters consisted of 12 weeks except for the third quarter which consisted of 16 weeks and included the Thanksgiving and Christmas holiday.

In certain markets, our sales and operating performance vary with seasonality. Many stores are dependent on tourism and therefore, are most affected by seasons and weather patterns, including, but not limited to, the amount and timing of snowfall during the winter months and the range of temperature during the summer months. In our Michigan market, under our new fiscal year format, our first and second quarters are typically our lowest sales quarters. Therefore, operating results are generally lower during these two quarters.

SpartanNash has established key management priorities that focus on the longer-term strategy of the Company, including establishing a well-differentiated market offering for our Food Distribution, Military and Retail segments, and additional strategies designed to create value for our shareholders, retailers and customers. These priorities are:

Military:

- Leverage the size and scale of the existing distribution and retail segments to attract additional customers.
- Continue to partner with Coastal Pacific Food Distributors to leverage the advantage of a worldwide distribution network.

Food Distribution:

- Leverage new competitive position, scale and financial flexibility to further consolidate the distribution channel.
- Leverage retail competency and the capabilities of the combined distribution platform to increase business within the existing account base and potentially add new distribution categories and take advantage of current competitive market dynamics to supply new customers.
- Continue to focus on increasing private brand penetration and overall customer purchase concentration.

Retail:

- Evaluate banners to maintain a portfolio of customer-relevant offerings for the entire market continuum.
- Continue to drive a lean and efficient operating cost structure to remain competitive.
- Rationalize store base to maximize capital efficiency and enhance profitability.
- Strategically deploy capital to modernize the store base
- Pursue opportunistic roll-ups of existing distribution customers and/or other retailers.
- Drive value by expanding consumer relationships with pharmacy, fuel and other promotional offerings.

We continued the execution of our capital investment program in the 39 week period ended December 28, 2013 by opening one new *ValuLand* store, completing one major remodel, refreshing and converting 12 stores to the *Family Fare* banner and acquiring two stores in Dickinson, North Dakota. We also closed seven underperforming stores. In addition, we installed six Automated Guided Vehicles (AGVs) in our Grand Rapids, Michigan grocery warehouse distribution center.

We are making progress in our work to integrate our retail, food distribution and military distribution businesses. We continue to expect synergies of approximately $20 million, $35 million and $52 million in fiscal years 2014, 2015 and 2016, respectively, and integration and transaction closing related costs of approximately $12 million, $5 million and $2 million in fiscal years 2014, 2015 and 2016, respectively. We also expect additional depreciation, amortization and stock compensation expense resulting from the step-up in basis of the Nash-Finch assets and amendments to our stock compensation plan to approximate $10 million annually.

Our outlook for fiscal 2014 is cautiously optimistic as the economy continues to show modest improvement; however, we expect that the lack of inflation, curtailment of Supplemental Nutrition Assistance Program (“SNAP”) benefits and the cycling of very favorable LIFO, insurance and employee benefit expenses in the prior year first quarter and a more challenging competitive retail environment will create a negative headwind on our results. We expect to implement a capital plan that will allow us to create positive momentum for the merged organization to address these headwinds. During fiscal 2014, we plan to complete a total of five minor remodels and ten major remodels, 16 store rebanners, two fuel centers, as well as begin construction on two new stores in new markets with attractive growth profiles. In addition, we will complete a major expansion of a military distribution center, which should increase our geographic reach and further improve our operational efficiencies. We will also continue to evaluate our store base and may close up to ten stores over the course of fiscal 2014.

For the 16 week first quarter of fiscal 2014, we anticipate that consolidated net sales will increase to between to $2.30 billion and $2.34 billion as we continue to benefit from the merger with Nash-Finch, partially offset by the impact of store closures. We anticipate comparable store sales in our legacy retail segment to be positive for the third consecutive quarter.

We expect first quarter of fiscal 2014 adjusted EBITDA will be in the range of $62.5 million to $66.5 million and adjusted earnings per diluted share from continuing operations will be in the range of $0.33 to $0.38, based on approximately 37.7 million shares outstanding. This guidance includes approximately $3.8 million in after-tax merger synergy benefits and $2.8 million in after-tax incremental depreciation, amortization and stock compensation expense related to the step-up in basis of the Nash-Finch assets and amendments to the our stock compensation plan and excludes approximately $3.4 million in after-tax integration expenses, $1.3 million in after-tax restructuring charges associated with store closures and the closure of the Cincinnati, Ohio distribution center.

For the 53 week fiscal year ending January 3, 2015, we anticipate that consolidated net sales will increase to between $7.90 billion and $8.04 billion, adjusted EBITDA will be in the range of $230.0 million to $239.0 million and earnings per share from continuing operations will be approximately $1.65 to $1.75, excluding integration costs of approximately $7.4 million after-tax and any other one-time expenses. These results would be accretive to the trailing 13 period earnings of Spartan Stores Inc. excluding the impacts of the merger. We expect that reported retail comparable store sales will be positive for the year . However, total sales will be negatively impacted by approximately $50.0 million resulting from the store closures occurring in the third quarter of the 39 week period ended December 28, 2013. Capital expenditures for fiscal year 2014 are expected to be in the range of $77 million to $82 million, with depreciation and amortization in the range of $89 million to $93 million and total interest expense in the range of $26 million to $28 million.

The matters discussed in this Item 7 include forward-looking statements. See “Forward-Looking Statements” at the beginning and “Risk Factors” in Item 1A of this Annual Report on Form 10-K.

Results of Operations

The following table sets forth items from our Consolidated Statements of Earnings as a percentage of net sales and the year-to-year percentage change in dollar amounts:

	Percentage of Net Sales				Percentage Change	
	December 28, 2013	January 5, 2013	March 30, 2013	March 31, 2012	1/5/13 to 12/28/13	3/31/12 to 3/30/13
Net sales	100.0	100.0	100.0	100.0	28.9	(1.0)
Gross profit	18.7	20.5	20.9	21.1	17.9	(1.9)
Selling, general and administrative expenses	17.5	18.4	18.5	18.6	22.7	(1.4)
Restructuring, asset impairment and other	0.6	0.0	0.1	0.0	**	**
Operating earnings	0.6	2.1	2.3	2.5	(60.2)	(8.3)
Other income and expenses	0.5*	0.6	0.6*	0.5*	23.2	18.6
Earnings before income taxes and discontinued operations	0.1	1.5	1.7	2.0	(93.2)	(16.1)
Income taxes	0.1*	0.5	0.6	0.8*	(91.9)	(21.6)
Earnings from continuing operations	0.0	1.0	1.1	1.2	(93.8)	(12.6)
Loss from discontinued operations, net of taxes	(0.0)	(0.0)	(0.0)	(0.0)	**	**
Net earnings	0.0	1.0	1.1	1.2	(96.2)	(13.7)

* Difference due to rounding
** Percentage change is not meaningful

Adjusted Operating Earnings

Adjusted operating earnings is a non-GAAP operating financial measure that the Company defines as operating earnings plus or minus adjustments for items that do not reflect the ongoing operating activities of the Company and costs associated with the closing of operational locations.

The Company believes that adjusted operating earnings provide a meaningful representation of its operating performance for the Company. The Company considers adjusted operating earnings as an additional way to measure operating performance on an ongoing basis. Adjusted operating earnings is meant to reflect the ongoing operating performance of all of its distribution and retail operations; consequently, it excludes the impact of items that could be considered “non-operating” or “non-core” in nature, and also excludes the contributions of activities classified as discontinued operations. Because adjusted operating earnings is a performance measure that management uses to allocate resources, assess performance against its peers and evaluate overall performance, the Company believes it provides useful information for investors. In addition, securities analysts, fund managers and other shareholders and stakeholders that communicate with the Company request its operating financial results in adjusted operating earnings format.

Adjusted operating earnings is not a measure of performance under accounting principles generally accepted in the United States of America, and should not be considered as a substitute for operating earnings, cash flows from operating activities and other income or cash flow statement data. The Company’s definition of adjusted operating earnings may not be identical to similarly titled measures reported by other companies.

Following is a reconciliation of operating earnings to adjusted operating earnings for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012. For comparison purposes we have also provided a reconciliation of operating earnings from continuing operations to adjusted operating earnings from continuing operations for the 40 weeks ended January 5, 2013.

	Period Ended		Year Ended	
(Unaudited) **(In thousands)**	**December 28, 2013 (39 weeks)**	**January 5, 2013 (40 weeks)**	**March 30, 2013 (52 weeks)**	**March 31, 2012 (53 weeks)**
Operating earnings	$16,793	$42,208	$60,968	$66,483
Add:				
Asset impairment and restructuring charges	15,644	356	1,589	—
Expenses related to merger transaction and integration	20,993	—	—	—
Non-recurring professional fees	—	—	—	1,194
Pension settlement accounting	621	—	—	—
Acquisition related professional fees	—	396	396	—
Stock compensation modifications	4,174	—		
Professional fees related to tax planning	—	108	108	—
Gain on sale of assets	(1,038)	—	—	(545)
40th week of period ended January 5, 2013	—	(756)	—	—
53rd week	—	—	—	(2,429)
Adjusted operating earnings	$57,187	$42,312	$63,061	$64,703
Reconciliation of operating earnings to adjusted operating earnings by segment:				
Military:				
Operating earnings	$ 3,202	$ —	$ —	$ —
Add:	—	—	—	—
Adjusted operating earnings	$ 3,202	$ —	$ —	$ —
Food Distribution:				
Operating earnings	$ 9,266	$28,164	$45,630	$44,292
Add:				
Asset impairment and restructuring charges	599			
Expenses related to merger transaction and integration	20,993	—	—	—
Pension settlement accounting	473	—	—	—
Non-recurring professional fees	—	—	—	1,194
Stock compensation modifications	3,961	—	—	—
Professional fees related to tax planning	—	108	108	—
40th week of period ended January 5, 2013	—	(463)	—	—
53rd week	—	—	—	(932)
Adjusted operating earnings	$35,292	$27,809	$45,738	$44,554
Retail:				
Operating earnings	$ 4,325	$14,044	$15,338	$22,191
Add:				
Asset impairment and restructuring charges	15,045	356	1,589	—
Pension settlement accounting	148	—	—	—
Acquisition related professional fees	—	396	396	—
Stock compensation modifications	213	—	—	—
Gain on sale of assets	(1,038)	—	—	(545)
40th week of period ended January 5, 2013	—	(293)	—	—
53rd week	—	—	—	(1,497)
Adjusted operating earnings	$18,693	$14,503	$17,323	$20,149

Adjusted earnings from Continuing Operations

Adjusted earnings from continuing operations is a non-GAAP operating financial measure that we define as earnings from continuing operations plus or minus adjustments for items that do not reflect the ongoing operating activities of the Company and costs associated with the closing of operational locations.

We believe that adjusted earnings from continuing operations provide a meaningful representation of our operating performance for the Company. We consider adjusted earnings from continuing operations as an additional way to measure operating performance on an ongoing basis. Adjusted earnings from continuing operations is meant to reflect the ongoing operating performance of all of our distribution and retail operations; consequently, it excludes the impact of items that could be considered “non-operating” or “non-core” in nature, and also excludes the contributions of activities classified as discontinued operations. We believe that adjusted earnings from continuing operations provides useful information for our investors because it is a performance measure that management uses to allocate resources, assess performance against its peers and evaluate overall performance. In addition, securities analysts, fund managers and other shareholders and stakeholders that communicate with us request our operating financial results in adjusted earnings from continuing operations format.

Adjusted earnings from continuing operations is not a measure of performance under accounting principles generally accepted in the United States of America, and should not be considered as a substitute for net earnings, cash flows from operating activities and other income or cash flow statement data. Our definition of adjusted earnings from continuing operations may not be identical to similarly titled measures reported by other companies.

Following is a reconciliation of earnings from continuing operations to adjusted earnings from continuing operations for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012. For comparison purposes we have also provided a reconciliation of earnings from continuing operations to adjusted earnings from continuing operations for the 40 weeks ended January 5, 2013.

	Period Ended			
	December 28, 2013 (39 weeks)		January 5, 2013 (40 weeks)	
(Unaudited) (In thousands, except per share data)	**Earnings from continuing operations**	**Earnings from continuing operations per diluted share**	**Earnings from continuing operations**	**Earnings from continuing operations per diluted share**
Earnings from continuing operations	$ 1,229	$ 0.05	$19,903	$ 0.91
Adjustments, net of taxes:				
Asset impairment and restructuring charges	9,702	0.40	225	0.01
Expenses related to merger transaction and integration	15,179	0.63	—	—
Pension settlement accounting	385	0.02	—	—
Acquisition related professional fees	—	—	250	0.01
Stock compensation modifications	2,589	0.11	—	—
Gain on sale of assets	(644)	(0.03)	(422)	(0.02)
Debt extinguishment	3,428	0.14	1,443	0.07
Tax benefit related to change in state deferred tax rate	(2,418)	(0.10)	—	—
Unrecognized tax liability	595	0.02	—	—
Favorable settlement of unrecognized tax liability	(244)	(0.01)	—	—
Impact of state tax law changes	—	—	(623)	(0.03)
Impact of 40th week of period ended January 5, 2013	—	—	(309)	(0.01)
Adjusted earnings from continuing operations	$29,801	$ 1.23	$20,467	$ 0.94

(In thousands, except per share data)	Year Ended March 30, 2013 (52 weeks) Earnings from continuing operations	Earnings from continuing operations per diluted share	Year Ended March 31, 2012 (53 weeks) Earnings from continuing operations	Earnings from continuing operations per diluted share
Earnings from continuing operations	$27,842	$ 1.27	$31,870	$ 1.39
Adjustments, net of taxes:				
Non-recurring professional fees	—	—	750	0.03
Acquisition related professional fees	247	0.01	—	—
Asset impairment and restructuring charges	992	0.05	—	—
Gain on sale of assets	(417)	(0.02)	(342)	(0.01)
Interest rate swap termination	—	—	487	0.02
Debt extinguishment	3,152	0.15*	—	—
Impact of state tax law changes	(642)	(0.03)	518	0.02
Impact of 53rd week	—	—	(1,380)	(0.06)
Adjusted earnings from continuing operations	$31,174	$ 1.43	$31,903	$ 1.39

* Difference due to rounding

Adjusted EBITDA

Consolidated adjusted EBITDA is a non-GAAP operating financial measure that we define as net earnings from continuing operations plus depreciation and amortization, and other non-cash items including imputed interest, deferred (stock) compensation, the LIFO provision, as well as adjustments for unusual items that do not reflect the ongoing operating activities of SpartanNash and costs associated with the closing of operational locations, interest expense and the provision for income taxes to the extent deducted in the computation of net earnings.

We believe that adjusted EBITDA provides a meaningful representation of our operating performance for SpartanNash as a whole and for our operating segments. We consider adjusted EBITDA as an additional way to measure operating performance on an ongoing basis. Adjusted EBITDA is meant to reflect the ongoing operating performance of all of our distribution and retail operations; consequently, it excludes the impact of items that could be considered "non-operating" or "non-core" in nature, and also excludes the contributions of activities classified as discontinued operations. Because adjusted EBITDA and adjusted EBITDA by segment are performance measures that management uses to allocate resources, assess performance against its peers, and evaluate overall performance, we believe it provides useful information for our investors. In addition, securities analysts, fund managers and other shareholders and stakeholders that communicate with us request our operating financial results in adjusted EBITDA format.

Adjusted EBITDA is not a measure of performance under accounting principles generally accepted in the United States of America, and should not be considered as a substitute for net earnings, cash flows from operating activities and other income or cash flow statement data. Our definition of adjusted EBITDA may not be identical to similarly titled measures reported by other companies.

Following is a reconciliation of net earnings to adjusted EBITDA for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012. For comparison purposes we have also provided a reconciliation of net earnings to adjusted EBITDA for the 40 weeks ended January 5, 2013.

	Period Ended		Year Ended	
(Unaudited) (In thousands)	**December 28, 2013 (39 weeks)**	**January 5, 2013 (40 weeks)**	**March 30, 2013 (52 weeks)**	**March 31, 2012 (53 weeks)**
Net earnings	$ 741	$19,708	$ 27,410	$ 31,758
Add:				
Discontinued operations	488	195	432	112
Income taxes	841	10,352	15,425	19,686
Interest expense	9,219	10,420	13,410	15,037
Debt extinguishment	5,527	2,285	5,047	—
Non-operating income	(23)	(752)	(756)	(110)
Operating earnings	16,793	42,208	60,968	66,483
Add:				
LIFO expense	928	984	335	1,401
Depreciation and amortization	37,082	29,499	39,081	36,794
Restructuring and asset impairment charges	15,644	356	1,589	(23)
Expenses related to merger transaction and Integration	20,993	—	—	—
Pension settlement accounting	621	—	—	—
Non-recurring professional fees	—		—	1,194
Acquisition related professional fees	—	396	396	—
Non-cash stock compensation and other	5,242	3,249	3,964	3,825
40th week of period ended January 5, 2013	—	(767)	—	—
53rd week	—	—	—	(2,429)
Adjusted EBITDA	$97,303	$75,925	$106,333	$107,245
Reconciliation of operating earnings to adjusted EBITDA by segment:				
Military:				
Operating earnings	$ 3,202	$ —	$ —	$ —
Add:				
Depreciation and amortization	1,371	—	—	—
Non-cash stock compensation and other	(6)	—	—	—
Adjusted EBITDA	$ 4,567	—	—	—
Food Distribution:				
Operating earnings	$ 9,266	$28,164	$ 45,630	$ 44,292
Add:				
LIFO expense (income)	289	(80)	(601)	(463)
Depreciation and amortization	9,547	6,597	8,712	8,444
Restructuring and asset impairment charges	599	—	—	(37)
Expenses related to merger transaction and Integration	20,993	—	—	—
Pension settlement accounting	473	—	—	—
Non-recurring professional fees	—	—	—	1,194
Non-cash stock compensation and other	4,913	1,235	1,430	2,284
40th week of period ended January 5, 2013	—	(439)	—	—
53rd week	—	—	—	(932)
Adjusted EBITDA	$46,080	$35,477	$ 55,171	$ 54,782
Retail:				
Operating earnings	$ 4,325	$14,044	$ 15,338	$ 22,191
Add:				
LIFO expense	639	1,064	936	1,864
Depreciation and amortization	26,164	22,902	30,369	28,350
Restructuring and asset impairment charges	15,045	356	1,589	14
Pension settlement accounting	148	—	—	—
Acquisition related professional fees	—	396	396	—
Non-cash stock compensation and other	335	2,014	2,534	1,541
40th week of period ended January 5, 2013	—	(328)	—	—
53rd week	—	—	—	(1,497)
Adjusted EBITDA	$46,656	$40,448	$ 51,162	$ 52,463

Results of Continuing Operations for the 39 Week Period Ended December 28, 2013 Compared to the Unaudited 40 Week Period Ended January 5, 2013

Net Sales. Net sales for the 39 week period ended December 28, 2013 increased $581.9 million, or 28.9%, from $2,015.4 million in the 40 week period ended January 5, 2013, to $2,597.2 million. The sales increase was primarily driven by the merger with Nash-Finch Company which added $563.2 million and incremental sales related to new retail stores and new Food Distribution customers, partially offset by the additional week in the prior year period which accounted for $46.1 million of sales.

Net sales in our Military segment were $248.6 million from the date of the merger with Nash-Finch Company to December 28, 2013.

Net sales on a 39 week basis in our Food Distribution segment, after intercompany eliminations, increased $250.9 million, or 29.7%, from $844.8 million to $1,095.8 million primarily due to additional sales of $224.6 million resulting from the merger and new business sales. Food Distribution segment net sales for 40 weeks ended January 5, 2013 as reported were $863.7 million.

Net sales on a 39 week basis in our Retail segment increased $128.4 million, or 11.4%, from $1,124.4 million to $1,252.8 million. The sales increase was primarily due to sales of $90.0 million resulting from the merger, sales from new and acquired stores, increased fuel center sales resulting from new fuel centers (including one acquired fuel center) partially offset by lower fuel sales prices, closed stores and a decrease in supermarket comparable store sales of $5.7 million. Retail segment net sales for 40 weeks ended January 5, 2013 as reported were $1,151.6 million.

Total retail comparable store sales, excluding fuel centers, on a 39 week basis decreased approximately 0.6 percent in the 39 week period ended December 28, 2013. We define a retail store as comparable when it is in operation for 14 accounting periods (a period equals four weeks), and we include remodeled, expanded and relocated stores in comparable stores.

Gross Profit. Gross profit represents net sales less cost of sales, which include purchase costs, freight, physical inventory adjustments, markdowns and promotional allowances. Vendor allowances that relate to our buying and merchandising activities consist primarily of promotional allowances, which are generally allowances on purchased quantities and, to a lesser extent, slotting allowances, which are billed to vendors for our merchandising costs, such as setting up warehouse infrastructure. Vendor allowances associated with product cost are recognized as a reduction in cost of sales when the product is sold. Lump sum payments received for multi-year contracts are amortized over the life of the contracts based on contractual terms.

Gross profit increased by $74.0 million, or 17.9%, from $412.9 million to $486.9 million. Excluding the 40th week from the period ended January 5, 2013, and excluding the gross profit resulting from the Nash-Finch merger in the 39 week period ended December 28, 2013 of $68.9 million, gross profit increased $14.6 million, or 3.6%. As a percent of net sales, gross profit decreased from 20.5% to 18.7%. The gross profit rate decrease was principally driven by sales mix due to the merger with Nash-Finch.

Selling, General and Administrative Expenses. Selling, general and administrative ("SG&A") expenses consist primarily of salaries and wages, employee benefits, warehousing costs, store occupancy costs, shipping and handling, utilities, equipment rental, depreciation and other administrative costs.

SG&A expenses, including the merger transaction and integration expenses, increased $92.9 million, or 25.7%, from $361.5 million to $454.4 million, and were 17.5% of net sales compared to 19.3% last year, when excluding the 40^{th} week from the prior year period. The net increase in SG&A on a 39 week basis was due primarily to $58.2 million in expenses related to the Nash Finch operations, $21.0 million in expenses related to the merger and integration efforts, higher incentive compensation expense of $4.5 million, incremental expense of $4.2 million resulting from modifications to stock compensation awards and $0.6 million resulting from pension settlement accounting. SG&A expenses for 40 weeks ended January 5, 2013 as reported were $370.4 million and were 18.4% of net sales.

Restructuring and Asset Impairment. The 39 week period ended December 28, 2013 included asset impairment charges of $9.7 million related to underperforming retail stores and market deterioration in property held for future development, $4.9 million in restructuring charges related to the closure of six retail stores and $1.1 million in severance costs related to store closings and the closing of a distribution center. The 40 week period ended January 5, 2013 consisted of an asset impairment charge of $0.4 million related to an underperforming retail store.

Interest Expense. Interest expense decreased $1.2 million, or 11.5%, from $10.4 million in the 40 week period ended January 5, 2013 to $9.2 million in the 39 week period ended December 28, 2013. As a percent of net sales, interest expense decreased from 0.5% to 0.4%. The decrease in interest expense was due primarily to the exchange and redemption of the Convertible Senior Notes in the fiscal year ended March 30, 2013.

Debt Extinguishment – Debt extinguishment charges of $5.5 million were incurred in the 39 week period ended December 28, 2013 in connection with amending and restating our senior secured revolving credit facility and repaying certain other debt instruments. In the 40 week period ended January 5, 2013, debt extinguishment charges of $2.3 million were incurred in connection with the private exchange of $40.3 million and redemption of $57.4 million of Convertible Senior Notes.

Income Taxes. The effective income tax rates were 40.6% and 34.2% for the 39 week period ended December 28, 2013 and the 40 week period ended January 5, 2013, respectively. The difference from the statutory Federal rate in the period ended December 28, 2013 is due to non-deductible merger related expenses and changes in unrecognized tax liabilities, partially offset by a reduction in the state deferred tax rate. The prior year period ended January 5, 2013 differs from the Federal statutory rate due to state income taxes which included a $0.7 million net after-tax benefit due to changes in state tax laws.

Results of Continuing Operations for the Fiscal Year Ended March 30, 2013 Compared to the Fiscal Year Ended March 31, 2012

Net Sales. Net sales for the 52 week fiscal year ended March 30, 2013 decreased $26.1 million, or 1.0%, from $2,634.2 million in the 53 week fiscal year ended March 31, 2012, to $2,608.2 million. The sales decrease was primarily driven by the 53rd week in the fiscal year ended March 31, 2012 which accounted for $49.8 million, partially offset by increases in both the Food Distribution and Retail segments.

Net sales on a 52 week basis in our Food Distribution segment, after intercompany eliminations, increased $5.1 million, or 0.5%, from $1,115.6 million to $1,120.7 million primarily due to new business sales. Food Distribution segment net sales for fiscal year ended March 31, 2012 as reported for 53 weeks were $1,138.7 million.

Net sales on a 52 week basis in our Retail segment increased $18.7 million, or 1.3%, from $1,468.8 million to $1,487.5 million. The sales increase was primarily due to the acquisition of one supermarket late in the third quarter of the fiscal year ended March 30, 2013, increased fuel center sales of $11.3 million driven by higher retail fuel prices and an increase in volume and incremental sales from new fuel centers (including one acquired fuel center) of $2.4 million, partially offset by a decrease in supermarket comparable store sales of $6.6 million. Retail segment net sales for fiscal 2012 as reported for 53 weeks were $1,495.5 million. Total retail comparable store sales, excluding fuel centers, on a 52 week basis decreased approximately 0.5 percent in the fiscal year ended March 30, 2013 principally due to lower levels of inflation and the significant impact of the conversion from branded to generic drugs in our pharmacy operations. We define a retail store as comparable when it is in operation for 14 accounting periods (a period equals four weeks), and we include remodeled, expanded and relocated stores in comparable stores.

Gross Profit. Gross profit represents net sales less cost of sales, which include purchase costs, freight, physical inventory adjustments, markdowns and promotional allowances. Vendor allowances that relate to our buying and merchandising activities consist primarily of promotional allowances, which are generally allowances on purchased quantities and, to a lesser extent, slotting allowances, which are billed to vendors for our merchandising costs, such as setting up warehouse infrastructure. Vendor allowances associated with product cost are recognized as a reduction in cost of sales when the product is sold. Lump sum payments received for multi-year contracts are amortized over the life of the contracts based on contractual terms.

Gross profit decreased by $10.6 million, or 1.9%, from $556.1 million for the fiscal year ended March 31, 2012 to $545.5 million for the fiscal year ended March 30, 2013. Excluding the 53rd week from the fiscal year ended March 31, 2012, gross profit decreased $1.1 million, or 0.2%, and as a percent of net sales, gross profit decreased from 21.1% to 20.9%. The gross margin rate decrease was principally due to reduced inflation-driven inventory gains at the Food Distribution segment, the prize-freeze campaign at the Retail segment, and a slightly higher mix of lower-margin fuel sales.

Selling, General and Administrative Expenses. Selling, general and administrative ("SG&A") expenses consist primarily of salaries and wages, employee benefits, warehousing costs, store occupancy costs, shipping and handling, utilities, equipment rental, depreciation and other administrative costs.

SG&A expenses increased $0.4 million, or 0.1%, from $482.6 million to $483.0 million, and were 18.5% of net sales compared to 18.3% last year, when excluding the 53rd week from the fiscal year ended March 31, 2012. The net increase in SG&A on a 52 week basis is due primarily to an increase in health care and occupancy costs, partially offset by a decrease in incentive compensation expense and unusual professional fees incurred in the fiscal year ended March 31, 2012.

Restructuring, Asset Impairment and Other. Asset impairment charges of $1.6 million in the fiscal year ended March 30, 2013 were a result of the economic and competitive impacts on the financial performance of certain retail stores.

Interest Expense. Interest expense decreased $1.6 million, or 10.8%, from $15.0 million to $13.4 million. As a percent of net sales, interest expense decreased from 0.6% to 0.5%. The decrease in interest expense was due primarily to a $0.8 million charge for terminating the interest rate swap agreement in the fiscal year ended March 31, 2012 and lower average outstanding borrowings.

Debt Extinguishment—Debt extinguishment charges of $5.0 million were incurred in the fiscal year ended March 30, 2013 in connection with the private exchange of $40.3 million and redemption of $57.4 million of Convertible Senior Notes.

Income Taxes. The effective income tax rates were 35.7% and 38.2% for the fiscal year ended March 30, 2013 and the fiscal year ended March 31, 2012, respectively. The difference from the statutory Federal rate is primarily the result of state taxes and changes to the state of Michigan tax laws in the fiscal year ended March 31, 2012. The first quarter of fiscal year ended March 30, 2013 includes a $0.7 million net after-tax benefit and the first quarter of the fiscal year ended March 31, 2012 includes a net after-tax charge of $0.5 million due to these changes. Excluding these items the effective income tax rates were 37.3% and 37.2% for the fiscal year ended March 30, 2013 and the fiscal year ended March 31, 2012, respectively.

Discontinued Operations

Certain of our retail and food distribution operations have been recorded as discontinued operations. Results of the discontinued operations are excluded from the accompanying notes to the consolidated financial statements for all periods presented, unless otherwise noted.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to bad debts, inventories, intangible assets, assets held for sale, long-lived assets, income taxes, self-insurance reserves, restructuring costs, retirement benefits, stock-based compensation and contingencies and litigation. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that may not be readily apparent from other sources. Based on our ongoing review, we make adjustments we consider appropriate under the facts and circumstances. This discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements. We have discussed the development, selection and disclosure of these policies with the Audit Committee of the Board of Directors.

An accounting policy is considered critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our financial statements. We consider the following accounting policies to represent the more critical estimates and assumptions used in the preparation of our consolidated financial statements:

Inventories

Inventories are valued at the lower of cost or market, the majority of which use the last-in, first-out ("LIFO") method. The remaining inventories are valued on the first-in, first-out ("FIFO") method. If replacement cost had been used, inventories would have been $45.1 million and $44.1 million higher at December 28, 2013 and March 30, 2013, respectively. The replacement cost method utilizes the most current unit purchase cost to calculate the value of inventories. During the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, certain inventory quantities were reduced. The reductions resulted in liquidation of LIFO inventory carried at lower costs prevailing in prior years, the effect of which decreased the LIFO provision in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012 by $0.1 million, $1.0 million and $3.0 million, respectively. SpartanNash accounts for its Military and Food Distribution inventory using a perpetual system and utilizes the retail inventory method ("RIM") to value inventory for center store products in the Retail segment. Under the retail inventory method, inventory is stated at cost with cost of sales and gross margin calculated by applying a cost ratio to the retail value of inventories. Fresh, pharmacy and fuel products are accounted for at cost in the Retail segment. We evaluate inventory shortages throughout the year based on actual physical counts in our facilities. We record allowances for inventory shortages based on the results of recent physical counts to provide for estimated shortages from the last physical count to the financial statement date.

Vendor Funds, Allowances and Credits

We receive funds from many of the vendors whose products we buy for resale in our corporate-owned stores and to our independent retail customers. Given the highly promotional nature of the retail supermarket industry, vendor allowances are generally intended to help defray the costs of promotion, advertising and selling the vendor's products. Vendor allowances that relate to our buying and merchandising activities consist primarily of promotional allowances, which are generally allowances on purchased quantities and, to a lesser extent, slotting allowances, which are billed to vendors for our merchandising costs such as setting up warehouse infrastructure. The proper recognition and timing of accounting for these items are significant to the reporting of the results of our operations. Vendor allowances are recognized as a reduction in cost of sales when the related product is sold. Lump sum payments received for multi-year contracts are amortized over the life of the contracts based on contractual terms.

Customer Exposure and Credit Risk

Allowance for Doubtful Accounts – Methodology. We evaluate the collectability of our accounts and notes receivable based on a combination of factors. In most circumstances when we become aware of factors that may indicate a deterioration in a specific customer's ability to meet its financial obligations to us (e.g., reductions of product purchases, deteriorating store conditions, changes in payment patterns), we record a specific reserve for bad debts against amounts due to reduce the net recognized receivable to the amount we reasonably believe will be collected. In determining the adequacy of the reserves, we analyze factors such as the value of any collateral, customer financial statements, historical collection experience, aging of receivables and other economic and industry factors. It is possible that the accuracy of the estimation process could be materially affected by different judgments as to the collectability based on information considered and further deterioration of accounts. If circumstances change (i.e., further evidence of material adverse creditworthiness, additional accounts become credit risks, store closures), our estimates of the recoverability of amounts due us could be reduced by a material amount, including to zero.

As of December 28, 2013, we have recorded an allowance for doubtful accounts reserve for our accounts and notes receivables of $2.0 million as compared to $1.2 million as of March 30, 2013. During the 39 week period ended December 28, 2013, we increased our allowance for doubtful account reserves by $1.1 million in addition to experiencing write-offs of $0.3 million.

Guarantees of Debt and Lease Obligations of Others. We have guaranteed the debt and lease obligations of certain Food Distribution customers. In the event these retailers are unable to meet their debt service payments or otherwise experience an event of default, we would be unconditionally liable for the outstanding balance of their debt and lease obligations ($1.0 million and $0 as of December 28, 2013 and March 30, 2013), which would be due in accordance with the underlying agreements. The increase in outstanding obligations during the 39 week period ended December 28, 2013 is due to the merger with Nash-Finch Company.

We have entered into loan and lease guarantees on behalf of certain Food Distribution customers that are accounted for under ASC Topic 460. ASC Topic 460 provides that at the time a company issues a guarantee, the company must recognize an initial liability for the fair value of the obligation it assumes under that guarantee. The maximum undiscounted payments we would be required to make in the event of default under the guarantees is $1.0 million, which is referenced above. These guarantees are secured by certain business assets and personal guarantees of the respective customers. We believe these customers will be able to perform under the lease agreements and that no payments will be required and no loss will be incurred under the guarantees. As required by ASC Topic 460, a liability representing the fair value of the obligations assumed under the guarantees is included in the accompanying consolidated financial statements.

We have also assigned various leases to certain Food Distribution customers and other third parties. If the assignees were to become unable to continue making payments under the assigned leases, we estimate our maximum potential obligation with respect to the assigned leases, net of reserves, to be approximately $7.9 million as of December 28, 2013 as compared to $0 million as of March 30, 2013. In circumstances when we become aware of factors that indicate deterioration in a customer's ability to meet its financial obligations guaranteed or assigned by us, we record a specific reserve in the amount we reasonably believe we will be obligated to pay on the customer's behalf, net of any anticipated recoveries from the customer. In determining the adequacy of these reserves, we analyze factors such as those described above in "Allowance for Doubtful Accounts – Methodology" and "Lease Commitments." It is possible that the accuracy of the estimation process could be materially affected by different judgments as to the obligations based on information considered and further deterioration of accounts, with the potential for a corresponding adverse effect on operating results and cash flows. Triggering these guarantees or obligations under assigned leases would not, however, result in cross default of our debt, but could restrict resources available for general business initiatives. Refer to Part II, Item 8 of this report under Note 14 in the Notes to Consolidated Financial Statements for more information regarding customer exposure and credit risk.

Goodwill

At the time of our annual goodwill impairment testing, we maintained two reporting units for purposes of our goodwill impairment testing, which were the same as our reporting segments at that time. Goodwill is reviewed for impairment on an annual basis (during the last quarter of the fiscal year), or whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Fair values are determined based on the discounted cash flows and comparable market values of each reporting segment. If the fair value of the reporting unit is less than its carrying value, the fair value of the implied goodwill is calculated as the difference between the fair value of the reporting unit and the fair value of the underlying assets and liabilities, excluding goodwill. An impairment charge is recorded for any excess of the carrying value over the implied fair value. Our goodwill impairment analysis also includes a comparison of the aggregate estimated fair value of each reporting unit to our total market capitalization. Therefore, a significant and sustained decline in our stock price could result in goodwill impairment charges. During times of financial market volatility, significant judgment is given to determine the underlying cause of the decline and whether stock price declines are short-term in nature or indicative of an event or change in circumstances. When testing goodwill for impairment, our retail stores represent components of our Retail operating segment. Stores have been aggregated and deemed a single reporting unit as they have similar economic characteristics.

Determining market values using a discounted cash flow method requires that we make significant estimates and assumptions, including long-term projections of cash flows, market conditions and appropriate discount rates. Our judgments are based on the perspective of a market participant, historical experience, current market trends and other information. In estimating future cash flows, we rely on internally generated three-year forecasts for sales and operating profits, including capital expenditures and a 2.5% and 3.0% long-term assumed growth rate of cash flows for periods after the three-year forecast for the Food Distribution and Retail segments, respectively. The future estimated cash flows were discounted using a rate of 11.1% and 10.5% for the Food Distribution and Retail segments, respectively. We generally develop these forecasts based on recent sales data for existing operations and other factors. While we believe that the estimates and assumptions underlying the valuation methodology are reasonable, different assumptions could result in different outcomes. Based on our annual review during the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, no goodwill impairment charge was required to be recorded. No goodwill impairment charge would be required even if the estimate of future discounted cash flow was 5% lower. Furthermore, no goodwill impairment charge would be required if the discount rate was increased 0.50%. If our stock price experiences a significant and sustained decline, or other events or changes in circumstances occur, such as operating results not meeting our estimates, indicating that impairment may have occurred, we would re-evaluate our goodwill for impairment.

Impairment of Long-Lived Assets Other Than Goodwill

Long-lived assets to be held and used are evaluated for impairment when events or circumstances indicate that the carrying amount of an asset may not be recoverable. When the undiscounted future cash flows are not sufficient to recover an asset's carrying amount, the fair value is compared to the carrying value to determine the impairment loss to be recorded. Long-lived assets are evaluated at the asset-group level, which is the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. In the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012 asset impairments for long-lived assets totaled $9.7 million, $1.7 million and $0.2 million, respectively.

Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value, less cost to sell. Management determines fair values using independent appraisals, quotes or expected sales prices developed by internal real estate professionals. Estimates of expected sales prices are judgments based upon our experience, knowledge of market conditions and current offers received. Changes in market conditions, the economic environment and other factors can significantly impact these estimates. While we believe that the estimates and assumptions underlying the valuation methodology are reasonable, different assumptions could result in a different outcome. If the current estimate of future discounted cash flows was 10% lower an additional impairment charge $0.1 million would be required.

Exit Costs

We record exit costs for closed sites that are subject to long-term lease commitments based upon the future minimum lease payments and related ancillary costs from the date of closure to the end of the remaining lease term, net of estimated sublease rentals that could be reasonably expected to be obtained for the property. Future cash flows are based on contractual lease terms and knowledge of the market in which the closed site is located. These estimates are subject to multiple factors, including inflation, ability to sublease the property and other economic conditions. Internally developed estimates of sublease rentals are based upon the market in which the property is located, the results of previous efforts to sublease similar property and the current economic environment. Reserves may be adjusted in the future based upon the actual resolution of each of these factors. For any closed site reserves recorded as part of purchase accounting prior to the adoption of Accounting Standards Codification Topic 805, adjustments that decrease the liability are generally recorded as a reduction of goodwill. At December 28, 2013 exit cost liabilities for distribution center and store lease and ancillary costs totaling $20.1 million are recorded net of approximately $0.6 million of existing sublease rentals. Based upon the current economic environment we do not believe that we will be able to obtain any additional sublease rentals. A 10% increase/decrease in future estimated ancillary costs would result in a $1.3 million increase/decrease in the restructuring charge liability.

Insurance Reserves

We are primarily self-insured for costs related to workers' compensation, general and automobile liability and health insurance. We record our self-insurance liabilities based on reported claims experience and an estimate of claims incurred but not yet reported. Workers' compensation and general liability are actuarially determined on an undiscounted basis. We have purchased stop-loss coverage to limit our exposure on a per claim basis. On a per claim basis, our exposure is up to $0.6 million for workers' compensation, $0.5 million for general liability, up to $0.5 million for automobile liability and $0.4 million for health care per associate per year.

Any projection of losses concerning workers' compensation, general and automobile liability and health insurance is subject to a considerable degree of variability. Among the causes of variability are unpredictable external factors affecting future inflation rates, discount rates, litigation trends, changing regulations, legal interpretations, benefit level changes and claim settlement patterns. Although our estimates of liabilities incurred do not anticipate significant changes in historical trends for these variables, such changes could have a material impact on future claim costs and currently recorded liabilities. The impact of many of these variables is difficult to estimate.

Pension

Accounting for defined benefit pension plans involves estimating the cost of benefits to be provided in the future, based on vested years of service, and attributing those costs over the time period each employee works. The significant factors affecting our pension costs are the fair values of plan assets and the selections of management's key assumptions, including the expected return on plan assets and the discount rate used by our actuary to calculate our liability. We consider current market conditions, including changes in interest rates and investment returns, in selecting these assumptions. Our discount rate is based on current investment yields on high quality fixed-income investments and projected cash flow obligations. The discount rates used to determine pension income/expense for the 39 week period ended December 28, 2013 were 3.90% to 4.60%. Expected return on plan assets is based on projected returns by asset class on broad, publicly traded equity and fixed-income indices, as well as target asset allocation. Our target allocation mix is designed to meet our long-term pension requirements. For the 39 week period ended December 28, 2013, our assumed rate of return was 5.70% the Super Foods Plan assumed in the merger with Nash-Finch Company and 6.55% for our cash balance pension plan. Over the ten-year period ended December 28, 2013 the average actual return was approximately 9.5% for our cash balance pension plan. While we believe the assumptions selected are reasonable, significant differences in our actual experience, plan amendments or significant changes in the fair value of our plan assets may materially affect our pension obligations and our future expense. A 75 basis point increase/decrease in the expected return on plan assets would have decreased/increased pension income by approximately $0.4 million in the 39 week period ended December 28, 2013.

As of December 28, 2013, our defined benefit plans were in a total funded status of $2.6 million and as of March 30, 2013 they were in a total funded status of $3.5 million. The decrease in the funded status during the 39 week period ended December 28, 2013 is a result of the unfunded status of the pension plan assumed in the merger with Nash-Finch Company, partially offset market appreciation of plan assets. Plan assets increased by $41.4 million due to plan assets of $38.1 million in the pension plan assumed in the merger and return on plan assets of $7.3 million, offset by benefit payments of $4.2 million. Pension expense was $0.2 million in the 39 week period ended December 28, 2013, including settlement expense of $0.6 million, and pension income was $0.5 million in the fiscal year ended March 30, 2013.

Income Taxes

SpartanNash is subject to periodic audits by the Internal Revenue Service and other state and local taxing authorities. These audits may challenge certain of our tax positions such as the timing and amount of income credits and deductions and the allocation of taxable income to various tax jurisdictions. We evaluate our tax positions and establish liabilities in accordance with the applicable accounting guidance on uncertainty in income taxes. These tax uncertainties are reviewed as facts and circumstances change and are adjusted accordingly. This requires significant management judgment in estimating final outcomes. Actual results could materially differ from these estimates and could significantly affect our effective income tax rate and cash flows in future years. We recognize deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts using enacted tax rates in effect for the year in which it expects the differences to reverse. Note 12 to the consolidated financial statements set forth in Item 8 of this report provides additional information on income taxes.

Liquidity and Capital Resources

The following table summarizes our consolidated statements of cash flows for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012:

(In thousands)	December 28, 2013 (39 weeks)	January 5, 2013 (40 weeks)	March 30, 2013 (52 weeks)	March 31, 2012 (53 weeks)
		(unaudited)		
Net cash provided by operating activities	$ 64,761	$ 27,296	$ 59,341	$ 93,734
Net cash used in investing activities	(57,170)	(44,873)	(53,056)	(43,800)
Net cash (used in) provided by financing activities	(4,051)	412	(26,213)	(67,206)
Net cash used in discontinued operations	(421)	(351)	(451)	(76)
Net increase (decrease) in cash and cash equivalents	3,119	(17,516)	(20,379)	(17,348)
Cash and cash equivalents at beginning of year	6,097	26,476	26,476	43,824
Cash and cash equivalents at end of year	$ 9,216	$ 8,960	$ 6,097	$ 26,476

Net cash provided by operating activities increased during the 39 week period ended December 28, 2013 over the comparable 40 week period ended January 5, 2013 by approximately $37.5 million. This increase was due primarily to the timing of working capital requirements.

During the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, we paid $14.0 million, $10.2 million and $0.2 million, respectively, in income tax payments.

Net cash used in investing activities increased $12.3 million in the 39 week period ended December 28, 2013 compared to the 40 week period ended January 5, 2013 primarily due to capital expenditures which increased $3.3 million and an increase in cash used for acquisitions of $6.9 million. Military, Food Distribution and Retail segments utilized 6.0%, 37.3% and 56.7% of capital expenditures, respectively. Expenditures in the 39 week period ended December 28, 2013 were primarily related to three major store remodels, one new *Valu Land* store, the implementation of AGV's in our grocery distribution warehouse, a distribution center expansion, land for future store development and several minor store remodels. We expect capital expenditures to range from $77.0 million to $82.0 million for fiscal 2014.

Net cash used in financing activities includes cash paid and received related to our long-term borrowings, dividends paid, purchase of SpartanNash common stock, financing fees paid, tax benefits of stock compensation and proceeds from the issuance of common stock. The increase in cash used in financing activities in the 39 week period ended December 28, 2013 compared to the comparable 40 week period ended January 5, 2013 was primarily due to a decrease in net proceeds from borrowings of $8.3 million, an increase in financing fees paid of $6.7 million and an increase of dividends paid of $0.7 million, partially offset by a decrease in share repurchases of $11.4 million. The increase in dividends paid was due to a 12.5% increase in dividends from $0.08 per share to $0.09 per share that was approved by the Board of Directors and announced on May 17, 2013. Following the Nash-Finch merger discussed above, SpartanNash will initially pay quarterly dividends of $0.12 per share. Although we expect to continue to pay a quarterly cash dividend, adoption of a dividend policy does not commit the Board of Directors to declare future dividends. Each future dividend will be considered and declared by the Board of Directors at its discretion. Whether the Board of Directors continues to declare dividends and repurchase shares depends on a number of factors, including our future financial condition, anticipated profitability and cash flows and compliance with the terms of our credit facilities. Our current maturities of long-term debt and capital lease obligations at December 28, 2013 are $7.3 million. Our ability to borrow additional funds is governed by the terms of our credit facilities.

Net cash used in discontinued operations contains the net cash flows of our discontinued operations and consists primarily of insurance run-off claims, facility maintenance, the payment of closed store lease costs and other liabilities partially offset by sublease income.

On November 19, 2013, Spartan Stores entered into a $1 billion Amended and Restated Loan and Security Agreement (the "Credit Agreement") with Wells Fargo Capital Finance, LLC, as administrative agent ("Wells Fargo"), and certain lenders from time to time party thereto. The Credit Agreement was entered into contemporaneously with the closing of the merger with Nash-Finch. The Credit Agreement amends and restates in the entirety each of the previous credit agreements between Wells Fargo (or an affiliate thereof) and Spartan Stores and certain of its subsidiaries and Nash-Finch and certain of its subsidiaries, respectively.

The Credit Agreement has a term of five years, maturing on November 19, 2018, and is a secured credit facility consisting of three tranches. Tranche A is a $900 million secured revolving credit facility; Tranche A-1 is a $40 million secured revolving credit facility; and Tranche A-2 is a $60 million term loan. Borrowings under the Credit Agreement are available for general operating expenses, working capital, merger costs, repayment of certain Nash-Finch indebtedness as of the merger date and other general corporate purposes.

On December 6, 2012, we completed a private exchange and sale of $50.0 million aggregate principal amount of newly issued four year unsecured 6.625% Senior Notes due 2016 ("New Notes") for $40.3 million aggregate principal amount of our existing Convertible Senior Notes due 2027 and $9.7 million in cash. The New Notes mature on December 15, 2016 and are senior unsecured debt and rank equally in right of payment with our other existing and future senior debt. The New Notes are effectively subordinated to our existing and future secured debt to the extent of the value of the assets securing such debt. Interest on the New Notes accrues at a rate of 6.625% per annum. Interest on the New Notes is payable semiannually on June 15 and December 15 of each year, commencing on June 15, 2013. On March 1, 2013, we redeemed all of the remaining $57.4 million aggregate principal amount of the Convertible Senior Notes. This redemption was funded by borrowings on the senior secured revolving credit facility. The completion of the redemption discharges the Indenture dated as of May 30, 2007 between SpartanNash and the Bank of New York Trust Company, N.A. as Trustee (the "Indenture") and the Convertible Notes.

Our principal sources of liquidity are cash flows generated from operations and our senior secured credit facility which has maximum available credit of $1.0 billion. As of December 28, 2013, our senior secured revolving credit facility and senior secured term loan had outstanding borrowings of $480.7 million; additional available borrowings under our $1.0 billion credit facility are based on stipulated advance rates on eligible assets, as defined in the credit agreement. The credit agreement requires that SpartanNash maintain excess availability of 10% of the borrowing base as such term is defined in the credit agreement. SpartanNash had excess availability after the 10% covenant of $406.9 million at December 28, 2013. Payment of dividends and repurchases of outstanding shares are permitted, provided that certain levels of excess availability are maintained. The credit facility provides for the issuance of letters of credit, of which $14.2 million were outstanding as of December 28, 2013. The revolving credit facility matures November 2018, and is secured by substantially all of our assets. We believe that cash generated from operating activities and available borrowings under the credit facility will be sufficient to meet anticipated requirements for working capital, capital expenditures, dividend payments, and senior note debt redemption and debt service obligations for the foreseeable future. However, there can be no assurance that our business will continue to generate cash flow at or above current levels or that we will maintain our ability to borrow under our credit facility.

Our current ratio increased to 1.73:1.00 at December 28, 2013 from 1.07:1.00 at March 30, 2013 and our investment in working capital was $389.8 million at December 28, 2013 versus $13.2 million at March 30, 2013. Our debt to total capital ratio increased to 0.46:1.00 at December 28, 2013 versus 0.31:1.00 at March 30, 2013. Each of these measures was materially impacted by our merger with Nash-Finch.

Total net debt is a non-GAAP financial measure that is defined as long term debt and capital lease obligations plus current maturities of long-term debt and capital lease obligations less cash and cash equivalents. The Company believes investors find the information useful because it reflects the amount of long term debt obligations that are not covered by available cash and temporary investments.

Following is a reconciliation of long-term debt and capital lease obligations to total net long-term debt and capital lease obligations as of December 28, 2013 and March 30, 2013.

(In thousands)	December 28, 2013	March 30, 2013
Current maturities of long-term debt and capital lease obligations	$ 7,345	$ 4,067
Long-term debt and capital lease obligations	597,563	145,876
Total debt	604,908	149,943
Cash and cash equivalents	(9,216)	(6,097)
Total net long-term debt	$595,692	$143,846

The table below presents our significant contractual obligations as of December 28, 2013 (1):

(In thousands)	Amount Committed By Period Total Amount Committed	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt (2)	$ 537,537	$ 1,101	$ 52,335	$484,057	$ 44
Estimated interest on long-term debt	59,265	15,407	30,455	13,399	4
Capital leases (3)	67,371	6,244	12,433	13,252	35,442
Interest on capital leases	36,422	4,940	8,831	6,927	15,724
Operating leases (3)	226,079	50,144	74,972	42,801	58,162
Lease and ancillary costs of closed sites, including imputed interest	20,562	6,330	7,444	3,883	2,905
Purchase obligations (merchandise) (4)	27,326	5,930	7,992	6,723	6,681
Unrecognized tax liabilities, including interest	8,672	5,206	2,632	834	—
Self-insurance liability	22,454	13,135	8,678	473	168
Total	$1,005,688	$108,437	$205,772	$572,349	$119,130

(1) Excludes funding of pension and other postretirement benefit obligations. We expect to make payments of $2.3 million to our defined benefit pension plans in fiscal 2014. Also excludes contributions under various multi-employer pension plans, which totaled $6.8 million in the 39 week period ended December 28, 2013. For additional information, refer to Note 10 to the consolidated financial statements.

(2) Refer to Note 6 to the consolidated financial statements for additional information regarding long-term debt.

(3) Operating and capital lease obligations do not include common area maintenance, insurance or tax payments for which we are also obligated. In the 39 week period ended December 28, 2013, these charges totaled approximately $7.8 million.

(4) The amount of purchase obligations shown in the table represents the amount of product we are contractually obligated to purchase. The majority of our purchase obligations involve purchase orders to purchase products for resale made in the ordinary course of business, which are not included in the table above. Our purchase orders are based on our current needs and are fulfilled by our vendors within very short time horizons. These contracts are typically cancelable and therefore no amounts have been included in the table above. The purchase obligations shown in this table also exclude agreements that are cancelable by us without significant penalty, which include contracts for routine outsourced services. Also excluded are contracts that do not contain minimum annual purchase commitments but include other standard contractual considerations that must be fulfilled in order to earn $2.3 million in advanced contract monies that has been received where recognition has been deferred on the Consolidated Balance Sheet. The purchase obligations shown in this table represent the amount of product we are contractually obligated to purchase to earn $9.1 million in advanced contract monies that are receivable under the contracts. At December 28, 2013, $2.1 million in advanced contract monies has been received under these contracts where recognition has been deferred on the Consolidated Balance Sheet. If we do not fulfill these purchase obligations, we would only be obligated to repay the unearned upfront contract monies.

We have also made certain commercial commitments that extend beyond December 28, 2013. These commitments include standby letters of credit and guarantees of certain Food Distribution customer lease obligations. The following summarizes these commitments as of December 28, 2013:

Other Commercial Commitments (In thousands)	Amount Committed By Period Total Amount Committed	Less than 1 year	1-3 years	3-5 years	More than 5 years
Standby Letters of Credit (1)	$14,235	$14,235	$—	$—	$—
Guarantees (2)	965	444	250	250	21
Total Other Commercial Commitments	$15,200	$14,679	$250	$250	$ 21

(1) Letters of credit relate primarily to supporting workers' compensation obligations.

(2) Refer to Part II, Item 8 of this report under Note 14 in the Notes to Consolidated Financial Statements and under the caption “Guarantees of Debt and Lease Obligations of Others” in the Critical Accounting Policies section below for additional information regarding debt guarantees, lease guarantees and assigned leases.

Cash Dividends

We paid a quarterly cash dividend of $0.09 per common share in each quarter of the 39 week period ended December 28, 2013, $0.08 in the fiscal year ended March 30, 2013 and $0.065 in the fiscal year ended March 31, 2012. Under our senior revolving credit facility, we are generally permitted to pay dividends in any fiscal year up to an amount such that all cash dividends, together with any cash distributions, prepayments of our senior notes or share repurchases, do not exceed $25.0 million. Additionally, we are generally permitted to pay cash dividends in excess of $25.0 million in any fiscal year so long as our Excess Availability, as defined in the senior revolving credit facility is in excess of 15% of the Total Borrowing Base before and after giving effect to the prepayments, repurchases and dividends. Although we currently expect to continue to pay a quarterly cash dividend, adoption of a dividend policy does not commit the board of directors to declare future dividends. Each future dividend will be considered and declared by the board of directors in its discretion. Whether the board of directors continues to declare dividends depends on a number of factors, including our future financial condition and profitability and compliance with the terms of our credit facilities.

Ratio of Earnings to Fixed Charges

For purposes of calculating the ratio of earnings to fixed charges under the terms of the Senior Notes, earnings consist of net earnings, as adjusted under the terms of the Senior Notes indenture, plus income tax expense, fixed charges and non-cash charges, less cash payments relating to non-cash charges added back to net earnings in prior periods. Fixed charges consist of interest cost, including capitalized interest, and amortization of debt issue costs. Our ratio of earnings to fixed charges was 10.20:1.00 for the 39 week period ended December 28, 2013.

Recently Adopted Accounting Standards

In July 2012, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2012-02, “Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment.” ASU No. 2012-02 permits an entity to first assess qualitative factors to determine whether certain events and circumstances exist that indicate it is more likely than not that an indefinite-lived intangible asset is impaired. The more likely than not threshold is defined as having a likelihood of more than 50 percent. If as a result of the qualitative assessment it is determined that it is not more likely than not that the indefinite-lived intangible asset is impaired, then Spartan Stores is not required to take further action and calculate the fair value of a reporting unit. ASU No. 2012-02 was effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. This standard did not have an impact on our consolidated financial statements.

In February 2013, the FASB issued ASU No. 2013-02, “Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income”. ASU No. 2013-02 requires companies to provide additional information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, companies are required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective lines of net income. The amendments are effective prospectively for reporting periods beginning after December 15, 2012. This ASU does not change the requirements for reporting net income or other comprehensive income. Because the standard only affects the presentation of comprehensive income and does not affect what is included in comprehensive income, this standard did not have a material effect on our consolidated financial statements. Refer to Note 11 in the consolidated financial statements in Item 8, which is herein incorporated by reference.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk

We are exposed to industry related price changes on several commodities, such as dairy, meat and produce that we buy and sell in all of our segments. These products are purchased for and sold from inventory in the ordinary course of business. We are also exposed to other general commodity price changes such as utilities, insurance and fuel costs.

We had $480.7 million of variable rate debt as of December 28, 2013. The weighted average interest rates on outstanding debt including loan fee amortization for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012 were 5.73%, 8.43% and 8.05%, respectively.

At December 28, 2013 and March 30, 2013, the estimated fair value of our long-term debt, including current maturities, was higher than book value by approximately $4.0 million and $2.8 million, respectively. The estimated fair values were based on market quotes for similar instruments.

The following table sets forth the principal cash flows of our debt outstanding and related weighted average interest rates by year of maturity as of December 28, 2013:

	December 28, 2013		Aggregate Payments by Fiscal Year					
(In thousands, except rates)	**Fair Value**	**Total**	**2014**	**2015**	**2016**	**2017**	**2018**	**Thereafter**
Fixed rate debt								
Principal payable	$128,244	$124,226	$7,345	$7,262	$57,506	$7,689	$ 8,938	$35,486
Average interest rate		7.15%	7.15%	7.22%	7.30%	7.97%	8.14%	8.72%
Variable rate debt								
Principal payable	480,682	480,682	—	—	—	—	480,682	—
Average interest rate		2.74%					2.74%	

Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Spartan Stores, Inc. and Subsidiaries
Grand Rapids, Michigan

We have audited the accompanying consolidated balance sheets of Spartan Stores, Inc. and subsidiaries (the "Company") as of December 28, 2013 and March 30, 2013, and the related consolidated statements of earnings, comprehensive income, shareholders' equity, and cash flows for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Spartan Stores, Inc. and subsidiaries as of December 28, 2013 and March 30, 2013, and the results of their operations and their cash flows for the 39 week period ended December 28, 2013, and the fiscal years ended March 30, 2013 and March 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, the Company changed its fiscal year end from the last Saturday in March to the Saturday nearest to December 31. Also, as discussed in Note 2, the Company completed a merger with the Nash-Finch Company on November 19, 2013 and the results of their operations were included from the acquisition date to December 28, 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 28, 2013, based on the criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 12, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

DELOITTE & TOUCHE LLP
Grand Rapids, Michigan
March 12, 2014

CONSOLIDATED BALANCE SHEETS

Spartan Stores, Inc. and Subsidiaries
(In thousands)

	December 28, 2013	March 30, 2013
Assets		
Current assets		
Cash and cash equivalents	$ 9,216	$ 6,097
Accounts and notes receivable, net	286,903	60,979
Inventories, net	590,248	124,657
Prepaid expenses and other current assets	39,028	12,126
Deferred taxes on income	—	2,310
Property and equipment held for sale	440	—
Total current assets	925,835	206,169
Property and equipment		
Land and improvements	80,901	23,093
Buildings and improvements	481,649	261,348
Equipment	424,831	302,161
Total property and equipment	987,381	586,602
Less accumulated depreciation and amortization	335,904	314,476
Property and equipment, net	651,477	272,126
Goodwill	306,148	246,840
Other assets, net	115,214	64,532
Total assets	$1,998,674	$789,667
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable	$ 364,856	$120,651
Accrued payroll and benefits	85,102	38,356
Other accrued expenses	54,935	29,916
Deferred taxes on income	23,827	—
Current maturities of long-term debt and capital lease obligations	7,345	4,067
Total current liabilities	536,065	192,990
Long-term liabilities		
Deferred income taxes	92,319	80,578
Postretirement benefits	22,009	14,092
Other long-term liabilities	43,845	20,476
Long-term debt and capital lease obligations	597,563	145,876
Total long-term liabilities	755,736	261,022
Commitments and contingencies (Note 8)		
Shareholders' equity		
Common stock, voting, no par value; 100,000 shares authorized; 37,371 and 21,751 shares outstanding	518,056	146,564
Preferred stock, no par value, 10,000 shares authorized; no shares outstanding	—	—
Accumulated other comprehensive loss	(8,794)	(13,687)
Retained earnings	197,611	202,778
Total shareholders' equity	706,873	335,655
Total liabilities and shareholders' equity	$1,998,674	$789,667

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF EARNINGS

Spartan Stores, Inc. and Subsidiaries
(In thousands, except per share data)

	Period Ended		Year Ended	
	December 28, 2013 (39 weeks)	January 5, 2013 (40 weeks) (unaudited)	March 30, 2013 (52 weeks)	March 31, 2012 (53 weeks)
Net sales	$2,597,230	$2,015,351	$2,608,160	$2,634,226
Cost of sales	2,110,350	1,602,450	2,062,616	2,078,116
Gross profit	486,880	412,901	545,544	556,110
Operating expenses				
Selling, general and administrative	433,450	370,337	482,987	489,650
Merger transaction and integration	20,993	—	—	—
Restructuring and asset impairment	15,644	356	1,589	(23)
Total operating expenses	470,087	370,693	484,576	489,627
Operating earnings	16,793	42,208	60,968	66,483
Other income and expenses				
Interest expense	9,219	10,420	13,410	15,037
Debt extinguishment	5,527	2,285	5,047	—
Other, net	(23)	(752)	(756)	(110)
Total other income and expenses	14,723	11,953	17,701	14,927
Earnings before income taxes and discontinued operations	2,070	30,255	43,267	51,556
Income taxes	841	10,352	15,425	19,686
Earnings from continuing operations	1,229	19,903	27,842	31,870
Loss from discontinued operations, net of taxes	(488)	(195)	(432)	(112)
Net earnings	$ 741	$ 19,708	$ 27,410	$ 31,758
Basic earnings per share:				
Earnings from continuing operations	$ 0.05	$ 0.91	$ 1.28	$ 1.40
Loss from discontinued operations	(0.02)	(0.01)	(0.02)	(0.01)*
Net earnings	$ 0.03	$ 0.90	$ 1.26	$ 1.39
Diluted earnings per share:				
Earnings from continuing operations	$ 0.05	$ 0.91	$ 1.27	$ 1.39
Loss from discontinued operations	(0.02)	(0.01)	(0.02)	—
Net earnings	$ 0.03	$ 0.90	$ 1.25	$ 1.39

* Includes rounding.

See notes to consolidated financial statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Spartan Stores, Inc. and Subsidiaries
(In thousands)

	Period Ended		Year Ended	
	December 28, 2013 (39 weeks)	January 5, 2013 (40 weeks) (unaudited)	March 30, 2013 52 weeks	March 31, 2012 53 weeks
Net earnings	$ 741	$19,708	$27,410	$31,758
Other comprehensive income, before tax				
Change in fair value of interest rate swap[1]	—	—	—	330
Interest rate swap termination charge[2]	—	—	—	775
Pension and postretirement liability adjustment[3]	8,316	—	173	(2,353)
Total other comprehensive income (loss), before tax	8,316	—	173	(1,248)
Income tax (benefit) expense related to items of other comprehensive income	(3,423)	—	(67)	471
Total other comprehensive income, after tax	4,893	—	106	(777)
Comprehensive income	$ 5,634	$19,708	$27,516	$30,981

(1) Amount is gross of tax of $(119) in the fiscal year ended 2012

(2) Amount is gross of tax of $(321) in the fiscal year ended 2012

(3) Amount is gross of tax of $(3,423) in the 39 week period ended December 28, 2013, $(67) in the fiscal year ended March 30, 2013 and $911 in the fiscal year ended March 31, 2012

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

Spartan Stores, Inc. and Subsidiaries
(In thousands)

	Shares Outstanding	Common Stock	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance – March 26, 2011	22,619	$162,086	$(13,016)	$156,435	$305,505
Net earnings	—	—	—	31,758	31,758
Other comprehensive loss	—	—	(777)	—	(777)
Dividends – $0.26 per share	—	—	—	(5,926)	(5,926)
Share repurchase	(687)	(12,381)	—	—	(12,381)
Stock-based employee compensation	—	5,048	—	—	5,048
Issuances of common stock and related tax benefit on stock option exercises and bonus plan	93	1,311	—	—	1,311
Issuances of restricted stock and related income tax benefits	255	(116)	—	—	(116)
Cancellations of restricted stock	(65)	(814)	—	—	(814)
Balance – March 31, 2012	22,215	$155,134	$(13,793)	$182,267	$323,608
Net earnings	—	—	—	27,410	27,410
Other comprehensive income	—	—	106	—	106
Dividends – $0.32 per share	—	—	—	(6,899)	(6,899)
Share repurchase	(634)	(11,381)	—	—	(11,381)
Repurchase of equity component of convertible debt, net of taxes of $587	—	(935)	—	—	(935)
Stock-based employee compensation	—	4,062	—	—	4,062
Issuances of common stock and related tax benefit on stock option exercises and bonus plan	32	650	—	—	650
Issuances of restricted stock and related income tax benefits	226	35	—	—	35
Cancellations of restricted stock	(88)	(1,001)	—	—	(1,001)
Balance – March 30, 2013	21,751	$146,564	$(13,687)	$202,778	$335,655
Net earnings	—	—	—	741	741
Other comprehensive income	—	—	4,893	—	4,893
Dividends – $0.27 per share	—	—	—	(5,908)	(5,908)
Stock-based employee compensation	—	6,951	—	—	6,951
Issuances of common stock and related tax benefit on stock option exercises and bonus plan	29	(111)	—	—	(111)
Issuances of common stock for merger transaction	16,047	379,600	—	—	379,600
Issuances of restricted stock and related income tax benefits	228	(15)	—	—	(15)
Cancellations of restricted stock	(684)	(14,933)	—	—	(14,933)
Balance – December 28, 2013	37,371	$518,056	$ (8,794)	$197,611	$706,873

See notes to consolidated financial statements

CONSOLIDATED STATEMENTS OF CASH FLOWS

Spartan Stores, Inc. and Subsidiaries
(In thousands)

	Period Ended		Year Ended	
	December 28, 2013 (39 weeks)	January 5, 2013 (40 weeks) (unaudited)	March 30, 2013 (52 weeks)	March 31, 2012 (53 weeks)
Cash flows from operating activities				
Net earnings	$ 741	$ 19,708	$ 27,410	$ 31,758
Loss from discontinued operations, net of tax	488	195	432	112
Earnings from continuing operations	1,229	19,903	27,842	31,870
Adjustments to reconcile net earnings to net cash provided by operating activities:				
Restructuring and asset impairment	15,644	356	1,589	(23)
Convertible debt interest	—	2,903	3,282	3,745
Loss on debt extinguishment	5,527	2,285	5,047	—
Depreciation and amortization	37,270	29,434	38,854	36,767
Rebateable loans	939	—	—	—
LIFO expense	928	984	335	1,401
Postretirement benefits expense	1,492	832	651	3,817
Deferred taxes on income	(3,566)	4,087	(4,121)	17,861
Stock-based compensation expense	6,951	3,250	4,062	5,048
Excess tax benefit on stock compensation	(178)	(260)	(299)	(237)
Other, net	(870)	(333)	(276)	(399)
Changes in operating assets and liabilities:				
Accounts receivable	40,292	8,346	(1,941)	(2,309)
Inventories	30,791	(33,621)	(23,750)	2,635
Prepaid expenses and other assets	2,848	2,037	6,936	(17,172)
Accounts payable	(37,248)	10,066	12,984	8,841
Accrued payroll and benefits	(23,822)	(5,045)	(325)	845
Postretirement benefit payments	(2,964)	(4,406)	(4,514)	(6,746)
Accrued income taxes	(10,688)	(12,352)	(3,038)	9,968
Other accrued expenses and other liabilities	186	(1,170)	(3,977)	(2,178)
Net cash provided by operating activities	64,761	27,296	59,341	93,734
Cash flows from investing activities				
Purchases of property and equipment	(37,200)	(33,932)	(42,012)	(42,518)
Net proceeds from the sale of assets	1,330	2,440	2,440	678
Acquisitions, net of cash acquired	(20,647)	(13,720)	(13,720)	(478)
Other	(653)	339	236	(1,482)
Net cash used in investing activities	(57,170)	(44,873)	(53,056)	(43,800)
Cash flows from financing activities				
Proceeds from revolving credit facility	$ 877,033	$ 366,545	$ 504,468	$ 4,933
Payments on revolving credit facility	(812,239)	(352,696)	(456,818)	(49,933)
Share repurchase	—	(11,381)	(11,381)	(12,381)
Proceeds from long-term borrowings	—	9,679	9,679	—
Repurchase of convertible notes	—	—	(57,973)	—
Repayment of other long-term debt	(53,988)	(4,440)	(5,265)	(5,318)
Financing fees paid	(9,437)	(2,721)	(2,721)	—
Excess tax benefit on stock compensation	178	260	299	237
Proceeds from sale of common stock	310	325	398	1,182
Dividends paid	(5,908)	(5,159)	(6,899)	(5,926)
Net cash (used in) provided by financing activities	(4,051)	412	(26,213)	(67,206)
Cash flows from discontinued operations				
Net cash used in operating activities	(421)	(351)	(451)	(76)
Net cash used in discontinued operations	(421)	(351)	(451)	(76)
Net increase (decrease) in cash and cash equivalents	3,119	(17,516)	(20,379)	(17,348)
Cash and cash equivalents at beginning of year	6,097	26,476	26,476	43,824
Cash and cash equivalents at end of year	$ 9,216	$ 8,960	$ 6,097	$ 26,476
Supplemental Cash Flow Information:				
Cash paid for interest	$ 7,765	$ 7,038	$ 9,422	$ 10,248
Cash paid for income taxes	$ 13,951	$ 10,240	$ 10,240	$ 202

See notes to consolidated financial statements.

Note 1
Summary of Significant Accounting Policies and Basis of Presentation

Spartan Stores, Inc. began doing business under the assumed name of "SpartanNash Company", with the formal name change to SpartanNash expected to become effective at the annual shareholders meeting in May 2014. Unless the context otherwise requires, the use of the terms "SpartanNash," "we," "us," "our" and "the Company" in this Annual Report on Form 10-K refers to the surviving corporation Spartan Stores, Inc. and, as applicable, its consolidated subsidiaries. As discussed in Note 2, Spartan Stores, Inc. completed a merger with Nash-Finch Company on November 19, 2013.

Fiscal Year: In connection with the merger, effective November 19, 2013, the Board of Directors of SpartanNash determined to change the Company's fiscal year end from the last Saturday in March to the Saturday nearest to December 31, effective beginning with our current transition period ended December 28, 2013. As a result of this change, our current transition period ended December 28, 2013 is a 39 week period beginning March 31, 2013. Fiscal year ended March 30, 2013 consisted of 52 weeks and fiscal year ended March 31, 2012 consisted of 53 weeks. Beginning with fiscal 2014 the Company's interim quarters will consist of 12 weeks except for the first quarter which consists of 16 weeks. In these consolidated financial statements, including the notes thereto, financial results for the transition period ended December 28, 2013 are for 39 weeks. In addition, our Consolidated Statements of Earnings and Consolidated Statements of Cash Flows include an unaudited 40-week period ended January 5, 2013 for purposes of comparison.

Principles of Consolidation: The consolidated financial statements include the accounts of Spartan Stores, Inc. and its subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect amounts reported therein. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods might differ from those estimates.

Revenue Recognition: We recognize revenue when the sales price is fixed or determinable, collectability is reasonably assured and the customer takes possession of the merchandise. The Military segment recognizes revenues upon the delivery of the product to the commissary or commissaries designated by the Defense Commissary Agency (DeCA), or in the case of overseas commissaries, when the product is delivered to the port designated by DeCA, which is when DeCA takes possession of the merchandise and bears the responsibility for shipping the product to the commissary or overseas warehouse. Revenues from consignment sales are included in our reported sales on a net basis. The Food Distribution segment recognizes revenues when products are delivered or ancillary services are provided. Sales and excise taxes are excluded from revenue. The Retail segment recognizes revenues from the sale of products at the point of sale. Based upon the nature of the products we sell, our customers have limited rights of return which are immaterial. Discounts provided to customers by SpartanNash at the time of sale are recognized as a reduction in sales as the products are sold. SpartanNash does not recognize a sale when it awards customer loyalty points or sells gift cards and gift certificates; rather, a sale is recognized when the customer loyalty points, gift card or gift certificate are redeemed to purchase product. Sales taxes collected from customers are remitted to the appropriate taxing jurisdictions and are excluded from sales revenue as the Company considers itself a pass-through conduit for collecting and remitting sales taxes.

Cost of Sales: Cost of sales is the cost of inventory sold during the period, including purchase costs, freight, distribution costs, physical inventory adjustments, markdowns and promotional allowances. Vendor allowances and credits that relate to our buying and merchandising activities consist primarily of promotional allowances, which are generally allowances on purchased quantities and, to a lesser extent, slotting allowances, which are billed to vendors for our merchandising costs such as setting up warehouse infrastructure. Vendor allowances are recognized as a reduction in cost of sales when the related product is sold. Lump sum payments received for multi-year contracts are amortized over the life of the contracts based on contractual terms. The distribution segments include shipping and handling costs in the selling, general and administrative section of operating expenses on the Consolidated Statement of Earnings.

Cash and Cash Equivalents: Cash and cash equivalents consist of cash and highly liquid investments with an original maturity of three months or less at the date of purchase.

Accounts and Notes Receivable: Accounts and notes receivable are shown net of allowances for credit losses of $2.0 million as of December 28, 2013 and $1.2 million as of March 30, 2013. SpartanNash evaluates the adequacy of its allowances by analyzing the aging of receivables, customer financial condition, historical collection experience, the value of collateral and other economic and industry factors. Actual collections may differ from historical experience, and if economic, business or customer conditions deteriorate significantly, adjustments to these reserves may be required. When SpartanNash becomes aware of factors that indicate a change in a specific customer's ability to meet its financial obligations, we record a specific reserve for credit losses. Operating results include bad debt expense of $1.3 million, $0.9 million, and $0.7 million for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively.

Inventory Valuation: Inventories are valued at the lower of cost or market. Approximately 87.5% of our inventories were valued on the last-in, first-out (LIFO) method at December 28, 2013 as compared to 100% at March 30, 2013. If replacement cost had been used, inventories would have been $45.1 million and $44.1 million higher at December 28, 2013 and March 30, 2013, respectively. The replacement cost method utilizes the most current unit purchase cost to calculate the value of inventories. During the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, certain inventory quantities were reduced. The reductions resulted in liquidation of LIFO inventory carried at lower costs prevailing in prior years, the effect of which decreased the LIFO provision in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012 by $0.1 million, $1.0 million and $3.0 million, respectively. SpartanNash accounts for its Military and Food Distribution inventory using a perpetual system and utilizes the retail inventory method to value inventory for center store products in the Retail segment. Under the retail inventory method, inventory is stated at cost with cost of sales and gross margin calculated by applying a cost ratio to the retail value of inventories. Fresh, pharmacy and fuel products are accounted for at cost in the Retail segment. We evaluate inventory shortages throughout the year based on actual physical counts in our facilities. We record allowances for inventory shortages based on the results of recent physical counts to provide for estimated shortages from the last physical count to the financial statement date.

Goodwill and Intangible Assets: Goodwill represents the excess purchase price over the fair value of tangible net assets acquired in business combinations after amounts have been allocated to intangible assets. Goodwill is not amortized, but is reviewed for impairment during the last quarter of each year, or whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount, using a discounted cash flow model and comparable market values of each reporting segment.

As a result of the change in the Company's fiscal year end, the Company adopted during the 39 week period ended December 28, 2013 a change in the Company's annual goodwill impairment testing date from the first day of the last fiscal quarter of the fiscal year ended on the last Saturday in March to the first day of the last fiscal quarter for the fiscal year ended on the Saturday nearest to December 31. We believe this change is preferable because it aligns our annual goodwill impairment testing with our financial planning process, which was also adjusted to align with our new fiscal calendar. This will allow us to timely utilize management's updated forecasts in the discounted cash flow analysis used in the estimate of fair value of our reporting units. The change in accounting principle does not delay, accelerate or avoid an impairment charge. We have prospectively applied the change in the annual goodwill impairment testing date as it is impracticable to determine objectively the estimates and assumptions necessary to perform the annual goodwill impairment test without the use of hindsight as of each annual impairment testing date in prior periods. Measuring the fair value of reporting units is a Level 3 measurement under the fair value hierarchy. See Note 7 for a discussion of levels.

Intangible assets primarily consist of trade names, favorable lease agreements, pharmacy prescription lists, customer relationships, franchise agreements and fees, non-compete agreements and liquor licenses. Favorable leases are amortized on a straight-line basis over the related lease terms. Prescription lists and customer relationships are amortized on a straight-line basis over the period of expected benefit. Non-compete agreements are amortized on a straight-line basis over the length of the agreements. Franchise fees are amortized on a straight-line basis over the term of the franchise agreement. An indefinite-lived trade name is not amortized. A trade name with a definite-life is amortized over the expected life of the asset. Liquor licenses are not amortized as they have indefinite lives. Intangible assets are included in other assets in the Consolidated Balance Sheets.

Property and Equipment: Property and equipment are recorded at cost. Expenditures which improve or extend the life of the respective assets are capitalized while expenditures for normal repairs and maintenance are charged to operations as incurred. Depreciation expense on land improvements, buildings and improvements and equipment is computed using the straight-line method as follows:

Land improvements	15 years
Buildings and improvements	15 to 40 years
Equipment	3 to 15 years

Property under capital leases and leasehold improvements are amortized on a straight-line basis over the shorter of the remaining terms of the leases or the estimated useful lives of the assets. Internal use software is included in property and equipment and amounted to $19.2 million and $19.9 million as of December 28, 2013 and March 30, 2013, respectively.

Impairment of Long-Lived Assets: SpartanNash reviews and evaluates long-lived assets for impairment when events or circumstances indicate that the carrying amount of an asset may not be recoverable. When the undiscounted future cash flows are not sufficient to recover an asset's carrying amount, the fair value is compared to the carrying value to determine the impairment loss to be recorded. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value, less the cost to sell. Fair values are determined by independent appraisals or expected sales prices based upon market participant data developed by third party professionals or by internal licensed real estate professionals. Estimates of future cash flows and expected sales prices are judgments based upon SpartanNash's experience and knowledge of operations. These estimates project cash flows several years into the future and are affected by changes in the economy, real estate market conditions and inflation.

Debt Issuance Costs: Debt issuance costs are amortized over the term of the related financing agreement and are included in Other Assets in the consolidated balance sheets.

Insurance Reserves: SpartanNash is primarily self-insured for workers' compensation, general liability, automobile liability and health care costs. Self-insurance liabilities are recorded based on claims filed and an estimate of claims incurred but not yet reported. Workers' compensation and general liability liabilities are actuarially estimated based on available historical information. We have purchased stop-loss coverage to limit our exposure to any significant exposure on a per claim basis. On a per claim basis, our exposure is up to $0.6 million for workers' compensation, $0.5 million for general liability, up to $0.5 million for automobile liability and $0.4 million for health care. Any projection of losses concerning workers' compensation, general and automobile and health insurance liability is subject to a considerable degree of variability. Among the causes of this variability are unpredictable external factors affecting future inflation rates, litigation trends, legal interpretations, benefit level changes and claim settlement patterns. Although our estimates of liabilities incurred do not anticipate significant changes in historical trends for these variables, such changes could have a material impact on future claim costs and currently recorded liabilities.

A summary of changes in SpartanNash's self-insurance liability is as follows:

(In thousands)	December 28, 2013	March 30, 2013	March 31, 2012
Beginning balance	$ 7,167	$ 5,714	$ 7,008
Balance assumed in merger	13,248	—	—
Expense	25,291	27,955	26,376
Claim payments, net of employee contributions	(23,252)	(26,502)	(27,670)
Ending balance	$ 22,454	$ 7,167	$ 5,714

The current portion of the self-insurance liability was $13.1 million and $5.7 million as of December 28, 2013 and March 30, 2013, respectively, and is included in "Other accrued expenses" in the consolidated balance sheets. The long-term portion was $9.4 million and $1.5 million as of December 28, 2013 and March 30, 2013, respectively, and is included in "Other long-term liabilities" in the Consolidated Balance Sheets.

Income Taxes: Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred and other tax assets and liabilities.

Earnings per share: Earnings per share ("EPS") is computed using the two-class method. The two-class method determines earnings per share for each class of common stock and participating securities according to dividends and their respective participation rights in undistributed earnings. Participating securities include non-vested shares of restricted stock in which the participants have non-forfeitable rights to dividends during the performance period. Diluted EPS includes the effects of stock options.

The following table sets forth the computation of basic and diluted earnings per share for continuing operations:

(In thousands, except per share amounts)	December 28, 2013	March 30, 2013	March 31, 2012
Numerator:			
Earnings from continuing operations	$ 1,229	$27,842	$31,870
Adjustment for earnings attributable to participating securities	(26)	(709)	(807)
Earnings from continuing operations used in calculating earnings per share	$ 1,203	$27,133	$31,063
Denominator:			
Weighted average common shares outstanding, including participating securities	24,137	21,773	22,791
Adjustment for participating securities	(519)	(554)	(577)
Shares used in calculating basic earnings per share	23,618	21,219	22,214
Effect of dilutive stock options	92	75	96
Shares used in calculating diluted earnings per share	23,710	21,294	22,310
Basic earnings per share from continuing operations	$ 0.05	$ 1.28	$ 1.40
Diluted earnings per share from continuing operations	$ 0.05	$ 1.27	$ 1.39

Weighted average shares issuable upon the exercise of stock options that were not included in the earnings per share calculations because they were anti-dilutive were 334,172, 369,969, and 239,326 in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively.

Stock-Based Compensation: All share-based payments to employees are recognized in the consolidated financial statements as compensation cost based on the fair value on the date of grant. SpartanNash determined the fair value of stock option awards using the Black-Scholes option-pricing model. The grant date closing price per share of SpartanNash stock is used to estimate the fair value of restricted stock awards and restricted stock units. The value of the portion of awards expected to vest is recognized as expense over the requisite service period.

Shareholders' Equity: SpartanNash's restated articles of incorporation provide that the board of directors may at any time, and from time to time, provide for the issuance of up to 10 million shares of preferred stock in one or more series, each with such designations as determined by the board of directors. At December 28, 2013 and March 30, 2013, there were no shares of preferred stock outstanding.

Advertising Costs: SpartanNash's advertising costs are expensed as incurred and are included in selling, general and administrative expenses. Advertising expenses were $15.3 million, $13.6 million and $14.5 million in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively.

Accumulated Other Comprehensive Income: We report comprehensive income (loss) that includes our net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) refers to revenues, expenses, gains and losses that are not included in net earnings such as minimum pension and other post retirement liabilities adjustments and unrealized gains or losses on hedging instruments, but rather are recorded directly in the Consolidated Statements of Shareholders' Equity. These amounts are also presented in our Consolidated Statements of Comprehensive Income (Loss). As of December 28, 2013 and March 30, 2013, the accumulated other comprehensive loss consisted of the pension and postretirement liability.

Recently Adopted Accounting Standards

In July 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2012-02, "Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment." ASU No. 2012-02 permits an entity to first assess qualitative factors to determine whether certain events and circumstances exist that indicate it is more likely than not that an indefinite-lived intangible asset is impaired. The more likely than not threshold is defined as having a likelihood of more than 50 percent. If as a result of the qualitative assessment it is determined that it is not more likely than not that the indefinite-lived intangible asset is impaired, then Spartan Stores is not required to take further action and calculate the fair value of a reporting unit. ASU No. 2012-02 was effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. This standard did not have an impact on our consolidated financial statements.

In February 2013, the FASB issued ASU No. 2013-02, "Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income". ASU No. 2013-02 requires companies to provide additional information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, companies are required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective lines of net income. The amendments are effective prospectively for reporting periods beginning after December 15, 2012. This ASU does not change the requirements for reporting net income or other comprehensive income. Because the standard only affects the presentation of comprehensive income and does not affect what is included in comprehensive income, this standard did not have a material effect on our consolidated financial statements. See Note 11 for additional information.

Note 2
Merger

On November 19, 2013, Spartan Stores completed a merger with Nash-Finch Company ("Nash-Finch"), a food distribution company serving military commissaries and exchanges and independent grocery retailers and an operator of retail grocery stores. Spartan Stores pursued the merger to create a larger, more balanced company with a broader customer base across multiple food retail and distribution businesses.

Each outstanding share of the common stock of Nash-Finch converted into 1.20 shares of Spartan Stores common stock. Consideration paid for all of the Nash-Finch outstanding shares consisted of the following:

(In thousands, except share price)	
Spartan Stores common shares issued and deferred	16,119
Trading price	$ 23.55
Fair value of shares issued	379,600
Cash paid for fractional shares	14
	$379,614

The merger was accounted for under the provisions of FASB Accounting Standards Codification Topic 805, “Business Combinations.” The related assets acquired and liabilities assumed were recorded at estimated fair value on the acquisition date. The operating results of Nash-Finch are included in the consolidated results of operations beginning on November 19, 2013.

The following table summarizes the fair values of the assets acquired and liabilities assumed on November 19, 2013. The valuation process is not complete and the final determination of the fair values may result in further adjustments to the values presented below:

(In thousands)	
Current assets	$ 790,296
Property and equipment	369,495
Goodwill	43,584
Intangible assets	10,750
Other	38,160
Total assets acquired	1,252,285
Current liabilities	353,484
Other long-term liabilities	81,047
Long-term debt and capital lease obligations	438,140
Total liabilities assumed	872,671
Net assets acquired	$ 379,614

The excess of the purchase price over the fair value of net assets acquired of $43.6 million was preliminarily recorded as goodwill in the consolidated balance sheet and allocated to the reporting segments as follows:

(In thousands)	
Military	$19,128
Food Distribution	17,804
Retail	6,652
Total	$43,584

The goodwill recognized is attributable primarily to expected synergies and the assembled workforce of Nash-Finch. No goodwill is expected to be deductible for tax purposes.

Intangible assets acquired were preliminarily valued as follows:

(In thousands)	Intangible Assets	Useful Life
Trade names	$ 3,600	Indefinite
Customer lists	2,500	7 years
Favorable leases	4,650	7 to 22 years
	$10,750	

The following table provides net sales and results of operations from the acquired Nash-Finch Company included in the consolidated statements of earnings since November 19, 2013:

(In thousands)	
Net sales	$563,185
Net earnings	769

Included in the net earnings above are merger related expenses of $2.0 million after-tax, restructuring charges of $0.4 million after-tax and debt extinguishment charges of $2.6 million after-tax.

The following supplemental pro forma financial information presents sales and net earnings as if the Nash-Finch Company was acquired on the first day of the fiscal year ended March 30, 2013. This pro forma information is not necessarily indicative of the results that would have been obtained if the acquisition had occurred at the beginning of the period presented or that may be obtained in the future.

	Year Ended	
(In thousands)	December 28, 2013 (39 weeks)	March 30, 2013 (52 weeks)
Net sales	$5,896,555	$7,428,957
Net earnings (loss)	24,073	(73,340)

Non-recurring transaction and integration costs of $26.5 million were incurred during the 39 week period ended December 28, 2013 of which $21.0 million was included in selling, general and administrative expenses and $5.5 million was included in debt extinguishment charges. Costs associated with the new revolving credit agreement of $9.4 million were capitalized and included in other assets in the Consolidated Balance Sheet.

Note 3
Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill were as follows:

(In thousands)	Retail	Food Distribution	Military	Total
Balance at March 31, 2012:				
Goodwill	$234,301	$ 92,493	$ —	$326,794
Accumulated impairment charges	(86,600)	—	—	(86,600)
Goodwill, net	147,701	92,493	—	240,194
Acquisition	5,016	2,233	—	7,249
Other	(603)	—	—	(603)
Balance at March 30, 2013:				
Goodwill	238,714	94,726	—	333,440
Accumulated impairment charges	(86,600)	—	—	(86,600)
Goodwill, net	152,114	94,726	—	246,840
Merger and acquisition	23,679	17,804	19,128	60,611
Other	(1,303)	—	—	(1,303)
Balance at December 28, 2013:				
Goodwill	261,090	112,530	19,128	392,748
Accumulated impairment charges	(86,600)	—	—	(86,600)
Goodwill, net	$174,490	$112,530	$19,128	$306,148

The following table reflects the components of amortized intangible assets, included in "Other, net" on the Consolidated Balance Sheets:

(In thousands)	December 28, 2013 Gross Carrying Amount	December 28, 2013 Accumulated Amortization	March 30, 2013 Gross Carrying Amount	March 30, 2013 Accumulated Amortization
Non-compete agreements	$ 4,566	$ 3,427	$ 4,517	$ 2,997
Favorable leases	8,408	2,215	3,758	1,997
Pharmacy customer script lists	14,823	8,946	12,138	8,027
Trade names	1,219	233	1,219	59
Franchise fees and other	370	129	305	99
Total	$29,386	$14,950	$21,937	$13,179

The weighted average amortization period for amortizable intangible assets is as follows:

Non-compete agreements	8.0 years
Favorable leases	16.7 years
Customer lists	7.2 years
Trade names	7.0 years
Franchise fees and other	10.5 years

Amortization expense for intangible assets was $2.1 million, $2.3 million and $2.2 million for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively. Estimated amortization expense for each of the five succeeding fiscal years is as follows:

(In thousands)

Fiscal Year	Amortization Expense
2014	$2,657
2015	2,305
2016	1,742
2017	1,629
2018	1,217

Indefinite-lived intangible assets that are not amortized consist primarily of trade names and licenses for the sale of alcoholic beverages which totaled $30.1 and $26.6 million as of December 28, 2013 and March 30, 2013.

Note 4
Restructuring, Asset Impairment and Other

The following table provides the activity of restructuring costs for the 39 week period ended December 28, 2013 March 30, 2013 and March 31, 2012. Restructuring costs recorded in the Consolidated Balance Sheets are included in "Other accrued expenses" in Current liabilities and "Other long-term liabilities" in Long-term liabilities based on when the obligations are expected to be paid.

(In thousands)	Lease and Ancillary Costs	Severance	Total
Balance at March 26, 2011	$15,302	$ —	$15,320
Changes in estimates (Note 3)	(1,318)	—	(1,318)(a)
Accretion expense	535	—	535
Payments	(3,417)	—	(3,417)
Balance at March 31, 2012	11,102	—	11,102
Changes in estimates (Note 3)	(696)	—	(696)(a)
Accretion expense	384	—	384
Payments	(2,815)	—	(2,815)
Balance at March 30, 2013	7,975	—	7,975
Assumed with merger	8,766	—	8,766
Provision for lease and related ancillary costs, net of sublease income	4,923	—	4,923(b)
Provision for severance	—	1,061	1,061(c)
Changes in estimates (Note 3)	(1,333)	—	(1,333)(a)
Accretion expense	249	—	249
Reclassifications from deferred rent	1,104	—	1,104
Payments	(2,188)	(26)	(2,214)
Balance at December 28, 2013	$19,496	$1,035	$20,531

(a) Goodwill was reduced by $1.3 million, $0.6 million and $1.1 million in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively, as a result of these changes in estimates as the initial charges for certain stores were established in the purchase price allocations for previous acquisitions.
(b) The provision for lease and related ancillary costs represents the initial charges estimated to be incurred for the closing of seven stores in the Retail segment.
(c) The provision for severance includes $0.6 million related to a distribution center closing in the Food Distribution segment and $0.5 million related to store closings in the Retail segment.

Restructuring, asset impairment and other included in the Consolidated Statements of Earnings consisted of the following:

(In thousands)	December 28, 2013	March 30, 2013	March 31, 2012
Asset impairment charges (a)	$ 9,691	$1,682	$ 243
Provision for leases and related ancillary costs, net of sublease income, related to store closings (b)	4,923	—	—
Provision for severance (c)	1,061	—	—
Changes in estimates (d)	(31)	(93)	(266)
	$15,644	$1,589	$ (23)

(a) The asset impairment charges were incurred in the Retail segment due to the economic and competitive environment of certain stores and market deterioration in property held for future development. We utilize a discounted cash flow model and market approach that incorporates unobservable level 3 inputs to test for long-lived asset impairments.
(b) The provision for lease and related ancillary costs, net of sublease income, represents the initial charges estimated to be incurred for the closing of seven stores in the Retail segment.
(c) The provision for severance includes $0.6 million related to a distribution center closing in the Food Distribution segment and $0.5 million related to store closings in the Retail segment.
(d) The changes in estimates relate to revised estimates of lease ancillary costs associated with previously closed facilities. The Distribution segment realized $(37) in fiscal year ended March 31, 2012. The remaining amounts were realized in the Retail segment.

Store lease obligations included in restructuring costs include the present value of future minimum lease payments, calculated using a risk-free interest rate, and related ancillary costs from the date of closure to the end of the remaining lease term, net of estimated sublease income.

Long-lived assets are analyzed for impairment whenever circumstances arise that could indicate the carrying value of long-lived assets may not be recoverable. If such circumstances exist, then estimates are made of future cash flows expected to result from the use of the assets and their eventual disposition. If the sum of the expected cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized in the Consolidated Statements of Earnings. Measurement of the impairment loss to be recorded is equal to the excess of the carrying amount of the assets over the discounted future cash flows. When analyzing the assets for impairment, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets.

Note 5
Accounts and Notes Receivable

Accounts and notes receivable at December 28, 2013 and March 30, 2013 are comprised of the following components:

(In thousands)	December 28, 2013	March 30, 2013
Customer notes receivable	$ 6,698	$ 145
Customer accounts receivable	255,746	50,855
Other receivables	26,496	11,166
Allowance for doubtful accounts	(2,037)	(1,187)
Net current accounts and notes receivable	$286,903	60,979
Net long-term notes receivable	$ 24,008	$ 547

Note 6
Long-Term Debt

Long-term debt consists of the following:

(In thousands)	December 28, 2013	March 30, 2013
Senior secured revolving credit facility, due November 2018	$420,682	$ 47,646
6.625% Senior Notes due December 2016	50,000	50,000
Senior secured term loan, due November 2018	60,000	—
Capital lease obligations (Note 9)	67,371	52,048
Other, 2.60% – 9.25%, due 2014 – 2020	6,855	249
	604,908	149,943
Less current portion	7,345	4,067
Total long-term debt	$597,563	$145,876

On November 19, 2013, Spartan Stores entered into a $1 billion Amended and Restated Loan and Security Agreement (the "Credit Agreement") with Wells Fargo Capital Finance, LLC, as administrative agent ("Wells Fargo"), and certain lenders from time to time party thereto. The Credit Agreement was entered into contemporaneously with the closing of the merger with Nash-Finch Company. The Credit Agreement amends and restates in the entirety each of the previous credit agreements between Wells Fargo (or an affiliate thereof) and Spartan Stores and certain of its subsidiaries and Nash-Finch and certain of its subsidiaries, respectively.

The Credit Agreement has a term of five years, maturing on November 19, 2018, and is a secured credit facility consisting of three tranches. Tranche A is a $900 million secured revolving credit facility; Tranche A-1 is a $40 million secured revolving credit facility; and Tranche A-2 is a $60 million term loan. Borrowings under the Credit Agreement are available for general operating expenses, working capital, merger costs, repayment of certain existing Nash-Finch indebtedness and other general corporate purposes.

The Company has the right to request an increase in the maximum amount of the Credit Agreement in such amount as would bring the aggregate loan commitments under the Credit Agreement to a total of up to $1.4 billion. The request will become effective if (a) certain customary conditions specified in the Credit Agreement are met and (b) one or more existing lenders under the Credit Agreement or other financial institutions approved by the administrative agent commit to lend the increased amounts under the Credit Agreement.

The Company's obligations under the Credit Agreement are secured by substantially all of the personal and real property of the Company. The Company may prepay all loans at any time without penalty.

Availability under the Credit Agreement is based upon advance rates on certain asset categories owned by the Company, including, but not limited to the following: inventory, accounts receivable, real estate, prescription lists and rolling stock.

Indebtedness under the three tranches of the Credit Agreement bear interest subject to a grid based upon Excess Availability as defined in the Credit Agreement at the Company's election as either Eurodollar loans or Base Rate loans.

The Company incurs an unused line of credit fee on the unused portion of the loan commitments at a rate ranging from 0.25% to 0.375%.

The Credit Agreement imposes certain requirements, including: limitations on dividends and investments (including distributions to subsidiaries designated as unrestricted subsidiaries); limitations on the Company's ability to incur debt, make loans, acquire other companies, change the nature of the Company's business, enter a merger or consolidation, or sell assets. These requirements can be more restrictive depending upon the Company's Excess Availability as defined under the Credit Agreement.

Upon the occurrence, and during the continuance, of an event of default, including but not limited to nonpayment of principal when due, failure to perform or observe certain terms, covenants, or agreements under the Credit Agreement and the other loan documents, and certain defaults of other indebtedness, the administrative agent may terminate the obligation of the lenders under the Credit Agreement to make advances and issue letters of credit and declare any outstanding obligations under the Credit Agreement immediately due and payable. In addition, in the event of insolvency (as defined in the Credit Agreement), the obligation of each lender to make advances and issue letters of credit shall automatically terminate and any outstanding obligations under the Credit Agreement shall immediately become due and payable.

Available borrowings under our $1.0 billion credit facility are based on stipulated advance rates on eligible assets, as defined in the credit agreement. As of December 28, 2013, our senior secured revolving credit facility and senior secured term loan had outstanding borrowings of $480.7 million; additional available borrowings under our $1.0 billion credit facility are based on stipulated advance rates on eligible assets, as defined in the credit agreement. The credit agreement requires that SpartanNash maintain excess availability of 10% of the borrowing base as such term is defined in the credit agreement. SpartanNash had excess availability after the 10% covenant of $406.9 million at December 28, 2013. Payment of dividends and repurchases of outstanding shares are permitted, provided that certain levels of excess availability are maintained. The credit facility provides for the issuance of letters of credit, of which $14.2 million were outstanding as of December 28, 2013.

Tranche A Eurodollar loans bear interest at rates ranging from LIBOR plus 1.50% to LIBOR plus 2.00% and Tranche A Base Rate loans bear interest at rates ranging from the greatest of (i) Federal Funds Rate plus 1.00% to 1.50% (ii) the Eurodollar Rate plus 1.50% to 2.00%; or (iii) the prime rate as announced by Wells Fargo plus 0.50% to 1.00%.

Tranche A-1 Eurodollar loans bear interest at rates ranging from LIBOR plus 2.75% to LIBOR plus 3.25% and Tranche A-1 Base Rate loans bear interest at rates ranging from the greatest of (i) the Federal Funds Rate plus 2.25% to 2.75% (ii) the Eurodollar Rate plus 2.75% to 3.25%; or (iii) the prime rate as announced by Wells Fargo plus 1.75% to 2.25%.

Tranche A-2 Eurodollar loans bear interest at LIBOR plus 5.50% and Tranche A Base Rate loans bear interest at rates representing the greatest of (i) Federal Funds Rate plus 5.00% (ii) the Eurodollar Rate plus 5.50%; or (iii) the prime rate as announced by Wells Fargo plus 4.50%.

On December 6, 2012, the Company completed a private exchange and sale of $50.0 million aggregate principal amount of newly issued four year unsecured 6.625% Senior Notes due 2016 ("New Notes") for $40.3 million aggregate principal amount of SpartanNash's existing Convertible Senior Notes due 2027 and $9.7 million in cash. The New Notes mature on December 15, 2016 and are senior unsecured debt and rank equally in right of payment with the Company's other existing and future senior debt. The New Notes are effectively subordinated to the Company's existing and future secured debt to the extent of the value of the assets securing such debt. Interest on the New Notes accrues at a rate of 6.625% per annum. Interest on the New Notes is payable semiannually on June 15 and December 15 of each year.

The Company may redeem the New Notes in whole or in part at any time on or after December 15, 2014, at the option of the Company at the following redemption prices (expressed as percentages of the principal amount), together with accrued and unpaid interest to the date of purchase:

Year of Redemption	Redemption Price
2014	103.31250%
2015 and thereafter	101.65625%

At any time prior to December 15, 2014, the Company may redeem up to 35% of the New Notes with the net cash proceeds of certain equity offerings specified in the New Notes indenture at a redemption price of 100% of the principal amount plus the annual coupon on the New Notes, together with accrued and unpaid interest, but only if at least 65% of the original aggregate principal amount of the New Notes would remain outstanding following such redemption. Before December 15, 2014, the New Notes may be redeemed, in whole or in part at a redemption price equal to 100% of the principal amount plus an "Applicable Premium" (as defined in the New Notes indenture) that is intended to provide holders with approximately the rate of return they would have received had they held such redeemed New Notes until December 15, 2014.

During the fiscal year ended March 30, 2013, the Company repurchased the remaining $97.7 million in principal amount of its convertible senior notes resulting in a loss of approximately $5.1 million. The completion of the redemption discharged the Indenture dated as of May 30, 2007 between the Company and the Bank of New York Trust Company, N.A. as Trustee and the Senior Convertible Notes.

The amount of interest expense recognized and the effective interest rate for the Company's Convertible Senior Notes were as follows:

(In thousands)	March 30, 2013	March 31, 2012
Contractual coupon interest	$2,687	$3,353
Amortization of discount on convertible senior notes	3,282	3,745
Interest expense	$5,969	$7,098
Effective interest rate	8.125%	8.125%

The weighted average interest rates including loan fee amortization for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012 were 5.73%, 8.43% and 8.05%%, respectively.

At December 28, 2013, long-term debt was due as follows:

(In thousands)

Fiscal Year	
2014	$ 7,345
2015	7,262
2016	57,506
2017	7,689
2018	489,620
Thereafter	35,486
	$604,908

Note 7
Fair Value Measurements

Financial instruments include cash and cash equivalents, accounts and notes receivable, accounts payable and long-term debt. The carrying amounts of cash and cash equivalents, accounts and notes receivable, and accounts payable approximate fair value because of the short-term maturities of these financial instruments. At December 28, 2013 and March 30, 2013 the estimated fair value and the book value of our debt instruments were as follows:

(In thousands)	December 28, 2013	March 30, 2013
Book value of debt instruments:		
Current maturities of long-term debt and capital lease obligations	$ 7,345	$ 4,067
Long-term debt and capital lease obligations	597,563	145,876
Total book value of debt instruments	604,908	149,943
Fair value of debt instruments	608,926	152,758
Excess of fair value over book value	$ 4,018	$ 2,815

The estimated fair value of debt is based on market quotes for instruments with similar terms and remaining maturities (level 3 valuation technique).

ASC 820 prioritizes the inputs to valuation techniques used to measure fair value into the following hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability, reflecting the reporting entity's own assumptions about the assumptions that market participants would use in pricing.

Long-lived assets totaling $13.7 million and $3.6 in the 39 week period ended December 28, 2013 and the fiscal year ended March 30, 2013, respectively, were measured at a fair value of $4.0 million and $1.9 million, respectively, on a nonrecurring basis using Level 3 inputs as defined in the fair value heirarchy. Our accounting and finance team management, who report to the chief financial officer, determine our valuation policies and procedures. The development and determination of the unobservable inputs for level 3 fair value measurements and fair value calculations are the responsibility of our accounting and finance team management and are approved by the chief financial officer. Fair value of long-lived assets is determined by estimating the amount and timing of net future cash flows, discounted using a risk-adjusted rate of interest. SpartanNash estimates future cash flows based on experience and knowledge of the market in which the assets are located, and when necessary, uses real estate brokers. See Note 4 for discussion of long-lived asset impairment charges.

Note 8
Commitments and Contingencies

SpartanNash subleases property at certain locations and received rental income of $2.2, $1.9 million and $1.9 million in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively. In the event of the customer's default, SpartanNash would be responsible for fulfilling these lease obligations. The future payment obligations under these leases are disclosed in Note 9.

Unions represent approximately 8% of SpartanNash's associates. These associates are covered by collective bargaining agreements. The facilities covered by collective bargaining agreements, the unions representing the covered associates and the expiration dates for each existing collective bargaining agreement are provided in the following table:

Distribution Center Locations	Union Locals	Expiration dates
Lima, Ohio	IBT 908	January, 2016
Bellefontaine, Ohio General Merchandise Service Division	IBT 908	February, 2016
Bellefontaine, Ohio Warehouse Teamsters	IBT 908	March, 2014
Bellefontaine, Ohio GTL Truck Lines Inc.	IBT 908	March, 2014
Westville, Indiana	IBT 135	May 2014
Grand Rapids, Michigan	IBT 406	October, 2015
Norfolk, Virginia	IBT 822	April, 2016
Columbus, Ohio	IBT 528	September, 2016

We are engaged from time-to-time in routine legal proceedings incidental to our business. We do not believe that these routine legal proceedings, taken as a whole, will have a material impact on our business or financial condition. While the ultimate effect of such actions cannot be predicted with certainty, management believes that their outcome will not result in an adverse effect on the consolidated financial position, operating results or liquidity of SpartanNash.

On or about July 24, 2013, a putative class action complaint (the "State Court Action") was filed in the District Court for the Fourth Judicial District, State of Minnesota, County of Hennepin (the "State Court"), by a stockholder of Nash-Finch Company in connection with the pending merger with Spartan Stores, Inc.. The State Court Action is styled Greenblatt v. Nash-Finch Co. et al., Case No. 27-cv-13-13710. That complaint was amended on August 28, 2013, after Spartan Stores filed a registration statement with the Securities and Exchange Commission containing a preliminary version of the joint proxy statement/prospectus. On September 9, 2013, the defendants filed motions to dismiss the State Court Action. On or about September 19, 2013, a second putative class action complaint (the "Federal Court Action" and, together with the State Court Action, the "Putative Class Actions") was filed in the United States District Court for the District of Minnesota (the "Federal Court"), by a stockholder of Nash-Finch. The Federal Court Action was styled Benson v. Covington et al., Case No. 0:13-cv-02574.

The Putative Class Actions alleged that the directors of Nash-Finch breached their fiduciary duties by, among other things, approving a merger that provides for inadequate consideration under circumstances involving certain alleged conflicts of interest; that the merger agreement includes allegedly preclusive deal protection provisions; and that Nash-Finch and Spartan Stores allegedly aided and abetted the directors in breaching their duties to Nash-Finch's stockholders. Both Putative Class Actions also alleged that the preliminary joint proxy statement/prospectus was false and misleading due to the omission of a variety of allegedly material information. The complaint in the Federal Court Action also asserted additional claims individually on behalf of the plaintiff under the federal securities laws. The Putative Class Actions sought, on behalf of their putative classes, various remedies, including enjoining the merger from being consummated in accordance with its agreed-upon terms, damages, and costs and disbursements relating to the lawsuit.

SpartanNash believes that these lawsuits are without merit; however, to eliminate the burden, expense and uncertainties inherent in such litigation, Nash-Finch and Spartan Stores agreed, as part of settlement discussions, to make certain supplemental disclosures in the joint proxy statement/prospectus requested by the Putative Class Actions in the definitive joint proxy statement/prospectus. On October 30, 2013, the defendants entered into the

Memorandum of Understanding regarding the settlement of the Putative Class Actions. The Memorandum of Understanding outlined the terms of the parties' agreement in principle to settle and release all claims which were or could have been asserted in the Putative Class Actions. In consideration for such settlement and release, Nash-Finch and Spartan Stores acknowledged that the supplemental disclosures in the joint proxy statement/ prospectus were made in response to the Putative Class Actions. The Memorandum of Understanding contemplated that the parties will use their best efforts to agree upon, execute and present to the State Court for approval a stipulation of settlement within thirty days after the later of the date that the Merger is consummated or the date that plaintiffs and their counsel have confirmed the fairness, adequacy, and reasonableness of the settlement, and that upon execution of such stipulation, and as a condition to final approval of the settlement, the plaintiff in the Federal Action would withdraw the claims in and cause to be dismissed the Federal Action, with any individual claims being dismissed with prejudice. The Memorandum of Understanding provides that Nash-Finch will pay, on behalf of all defendants, the plaintiffs' attorneys' fees and expenses, subject to approval by the State Court, in an amount not to exceed $550,000. On February 11, 2014, the parties executed the Stipulation and Agreement Compromise, Settlement and Release (the "Stipulation of Settlement.") to resolve, discharge and settle the Putative Class Actions. The Stipulation of Settlement is subject to customary conditions, including approval by the State Court, which will consider the fairness, reasonableness and adequacy of such settlement. On February 18, 2014, the Federal Court entered a final order dismissing the Federal Court Action with prejudice. On February 28, 2014, pursuant to the terms of the Stipulation of Settlement, the plaintiffs in the State Court Action filed an unopposed motion for preliminary approval of class action settlement, conditional certification of class, and approval of notice to be furnished to the class. A hearing before the State Court on the unopposed motion for preliminary approval is set for May 20, 2014. There can be no assurance that the State Court will grant the unopposed motion and ultimately approve the Settlement Stipulation. In such event, the Settlement Stipulation will be null and void and of no force and effect.

SpartanNash contributes to the Central States multi-employer pension plan based on obligations arising from its collective bargaining agreements in Bellefontaine, Lima and Grand Rapids covering its distribution center union associates. This plan provides retirement benefits to participants based on their service to contributing employers. The benefits are paid from assets held in trust for that purpose. Trustees are appointed by contributing employers and unions; however, SpartanNash is not a trustee. The trustees typically are responsible for determining the level of benefits to be provided to participants, as well as for such matters as the investment of the assets and the administration of the plan. SpartanNash currently contributes to the Central States, Southeast and Southwest Areas Pension Fund under the terms outlined in the "Primary Schedule" of Central States' Rehabilitation Plan. This schedule requires varying increases in employer contributions over the previous year's contribution. Increases are set within the collective bargaining agreement and vary by location.

Based on the most recent information available to SpartanNash, management believes that the present value of actuarial accrued liabilities in this multi-employer plan significantly exceeds the value of the assets held in trust to pay benefits. Because SpartanNash is one of a number of employers contributing to this plan, it is difficult to ascertain what the exact amount of the underfunding would be, although management anticipates that SpartanNash's contributions to this plan will increase each year. Management believes that funding levels have not changed significantly since December 28, 2013. To reduce this underfunding, management expects meaningful increases in expense as a result of required incremental multi-employer pension plan contributions in future years. Any adjustment for withdrawal liability will be recorded when it is probable that a liability exists and can be reasonably determined.

Note 9
Leases

A substantial portion of our store and warehouse properties are operated in leased facilities. SpartanNash also leases small ancillary warehouse facilities, tractor and trailer fleet and certain other equipment. Most of the property leases contain renewal options of varying terms. Terms of certain leases contain provisions requiring payment of percentage rent based on sales and payment of executory costs such as property taxes, utilities, insurance, maintenance and other occupancy costs applicable to the leased premises. Terms of certain leases of transportation equipment contain provisions requiring payment of percentage rent based upon miles driven. Portions of certain property are subleased to others. Operating leases often contain renewal options. In those locations in which it makes economic sense to continue to operate, management expects that, in the normal course of business, leases that expire will be renewed or replaced by other leases.

Rental expense, net of sublease income, under operating leases consisted of the following:

(In thousands)	December 28, 2013	March 30, 2013	March 31, 2012
Minimum rentals	$28,978	$31,993	$32,204
Contingent rental payments	541	672	805
Sublease rental income	(2,157)	(1,928)	(1,899)
	$27,362	$30,737	$31,110

Total future lease commitments of SpartanNash under operating and capital leases in effect at December 28, 2013 are as follows:

	Operating Leases			
(In thousands)	Used in Operations	Subleased to Others	Total	Capital Leases
Fiscal Year				
2014	$ 46,483	$ 3,661	$ 50,144	$ 11,185
2015	39,515	2,880	42,395	10,682
2016	30,523	2,054	32,577	10,582
2017	21,968	1,613	23,581	10,244
2018	16,766	2,454	19,220	9,935
Thereafter	47,953	10,209	58,162	51,165
Total	$203,208	$22,871	$226,079	103,793
			Interest	(36,422)
			Present value of minimum lease obligation	67,371
			Current maturities	6,244
			Long-term capitalized lease obligations	$ 61,127

Assets held under capital leases consisted of the following:

(In thousands)	December 28, 2013	March 30, 2013
Buildings and improvements	$75,920	$63,164
Equipment	3,272	3,924
	79,192	67,088
Less accumulated amortization and depreciation	25,157	25,705
Net assets under capitalized leases	$54,035	$41,383

Amortization expense for property under capital leases was $2.8 million, $3.8 million and $3.6 million in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively.

Certain retail store facilities are leased to others. Of the stores leased to others, several are owned and others were obtained through leasing arrangements and are accounted for as operating leases. A majority of the leases provide for minimum and contingent rentals based upon stipulated sales volumes and contain renewal options. Certain of the leases contain escalation clauses.

Owned assets, included in property and equipment, which are leased to others are as follows:

(In thousands)	December 28, 2013	March 30, 2013
Land and improvements	$ 3,770	$1,173
Buildings	10,252	5,942
	14,022	7,115
Less accumulated amortization and depreciation	4,710	4,427
Net property	$ 9,312	$2,688

Future minimum rentals to be received under lease obligations in effect at December 28, 2013 are as follows:

(In thousands)

Fiscal Year	Owned Property	Leased Property	Total
2014	$ 2,626	$ 5,619	$ 8,245
2015	1,981	4,561	6,542
2016	1,624	3,179	4,803
2017	1,320	2,507	3,827
2018	853	3,310	4,163
Thereafter	2,146	11,874	14,020
Total	$10,550	$31,050	$41,600

Note 10
Associate Retirement Plans

SpartanNash's retirement programs include pension plans providing non-contributory benefits and salary reduction defined contribution plans providing contributory benefits. Substantially all of SpartanNash's associates not covered by collective bargaining agreements are covered by either a frozen non-contributory cash balance pension plan, a frozen pension plan, a defined contribution plan or both. Associates covered by collective bargaining agreements are included in multi-employer pension plans.

Effective January 1, 2011, the Spartan Stores, Inc. Cash Balance Pension Plan ("Cash Balance Pension Plan") was frozen and, as a result, additional service credits are no longer added to each associate's account, however, interest credits will continue to accrue. No additional associates are eligible to participate in the Cash Balance Pension Plan after January 1, 2011. Prior to the plan freeze, the plan benefit formula utilized a cash balance approach. Under the cash balance formula, credits were added annually to a participant's "account" based on a percent of the participant's compensation and years of vested service at the beginning of each calendar year. At SpartanNash's discretion, interest credits are also added annually to a participant's account based upon the participant's account balance as of the last day of the immediately preceding calendar year. Annual payments to the pension trust fund are determined in compliance with the Employee Retirement Income Security Act of 1976 ("ERISA"). Plan assets consist principally of common stocks and U.S. government and corporate obligations. The plan does not hold any SpartanNash stock.

One of our subsidiaries has a qualified non-contributory pension plan, Retirement Plan for Employees of Super Food Services, Inc. ("Super Foods Plan"), to provide retirement income for certain eligible full-time employees who are not covered by a union retirement plan. Pension benefits under the plan are based on length of service and compensation. Our subsidiary contributes amounts necessary to meet minimum funding requirements. This plan has been curtailed and no new associates can enter the plan. This plan is also frozen for additional service credits.

SpartanNash also maintains a Supplemental Executive Retirement Plan ("SERP"), which provides nonqualified deferred compensation benefits to SpartanNash key employees and executive officers. Benefits under the SERP are paid from SpartanNash's general assets as there is no separate trust established to fund benefits.

Expense for employer matching and profit sharing contributions made to defined contribution plans totaled $4.8 million, $4.8 million and $5.4 million in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively.

We also have deferred compensation plans for a select group of management or highly compensated associates. The plans are unfunded and permit participants to defer receipt of a portion of their base salary, annual bonus or long-term incentive compensation which would otherwise be paid to them. The deferred amounts, plus earnings, are distributed following the associate's termination of employment. Earnings are based on the performance of phantom investments elected by the participant from a portfolio of investment options.

SpartanNash also has two separate trusts established for the protection of cash balances owed to participants in our deferred compensation plans. We were required to fund these trusts with 125% of our pre-merger liability to plan participants. This requirement was specified by the plan documents. We currently have cash balances in these trusts, which are administered by Wells Fargo. When we make payments to plan participants, we submit a claim to the trust for reimbursement. The corporate-owned life insurance was intended in the past to mirror our liability to participants in the deferred compensation plan. It was our intention to mirror the investments chosen by plan participants so as to minimize our risk if the phantom investments chosen by the plan participants increased in value. The net cash surrender value of approximately $5.5 million at December 28, 2013 is recorded on the balance sheet in Other Long-term Assets. These policies have an aggregate amount of life insurance coverage of approximately $66 million.

SpartanNash also holds additional variable universal life insurance policies on certain key associates intended to fund distributions under some of the deferred compensation plans referenced above. The company-owned policies have annual premium payments of $0.8 million. The net cash surrender value of approximately $3.3 million at December 28, 2013 and March 30, 2013 is recorded in the accompanying consolidated balance sheets in Other Long-term Assets. These policies have an aggregate amount of life insurance coverage of approximately $15 million.

SpartanNash and certain subsidiaries provide health care benefits to retired associates who were not covered by collective bargaining arrangements during their employment ("covered associates") under the Spartan Stores Postretirement Medical Benefits Plan ("Spartan Stores Medical Plan"). Former Spartan Stores associates who have at least 30 years of service or 10 years of service and have attained age 55, and who were not covered by collective bargaining arrangements during their employment qualify as covered associates. Qualified covered associates that retired prior to March 31, 1992 receive major medical insurance with deductible and coinsurance provisions until age 65 and Medicare supplemental benefits thereafter. Covered associates retiring after April 1, 1992 are eligible for monthly postretirement health care benefits of $5 multiplied by the associate's years of service. This benefit is in the form of a credit against the monthly insurance premium. The retiree pays the balance of the premium. Associates hired after December 31, 2001 are not eligible for these benefits.

The following tables set forth the actuarial present value of benefit obligations, funded status, change in benefit obligation, change in plan assets, weighted average assumptions used in actuarial calculations and components of net periodic benefit costs for SpartanNash's pension and postretirement benefit plans excluding multi-employer plans. The accrued benefit costs are reported in Postretirement benefits in the consolidated balance sheets.

	Cash Balance Pension Plan		Super Foods Plan	SERP	
(In thousands, except percentages)	December 28, 2013	March 30, 2013	December 28, 2013	December 28, 2013	March 30, 2013
Funded Status					
Projected Benefit Obligation					
Beginning of year	$60,202	$59,950	$ —	$ 877	$ 985
Obligation assumed in merger	—	—	44,915	—	—
Interest cost	1,682	2,587	234	24	39
Actuarial (gain) loss	(427)	1,565	6	1	31
Benefits paid	(3,632)	(3,900)	(480)	(46)	(178)
End of year	$57,825	$60,202	$44,675	$ 856	$ 877
Fair value of plan assets					
Beginning of year	$64,590	$59,076	$ —	$ —	$ —
Assets assumed in merger	—	—	38,147	—	—
Actual return on plan assets	6,019	5,375	1,305	—	—
Company contributions	—	4,039	—	46	178
Benefits paid	(3,632)	(3,900)	(480)	(46)	(178)
Plan assets at fair value at measurement date	$66,977	$64,590	$38,972	$ —	$ —
Funded (unfunded) status	$ 9,152	$ 4,388	$ (5,703)	$(856)	$(877)
Components of net amount recognized in financial position:					
Noncurrent assets	$ 9,152	$ 4,388	$ —	$ —	$ —
Current liabilities	—	—	—	(91)	(104)
Noncurrent liabilities	—	—	(5,703)	(765)	(773)
Net asset/(liability)	$ 9,152	$ 4,388	$ (5,703)	$(856)	$(877)
Amounts recognized in accumulated other comprehensive income:					
Net unrecognized actuarial loss (gain)	$14,568	$19,541	$ (1,041)	$ 337	$ 359
Weighted average assumptions at measurement date:					
Discount rate	4.35%	3.90%	4.65%	4.35%	3.90%
Expected return on plan assets	5.95%	6.55%	5.70%	N/A	N/A

The accumulated benefit obligation for all of the defined benefit pension plans was $103.4 million and $61.1 million at December 28, 2013 and March 30, 2013, respectively.

(In thousands, except percentages)	Spartan Stores Medical Plan December 28, 2013	Spartan Stores Medical Plan March 30, 2013
Funded Status		
Accumulated Benefit Obligation		
Beginning of year	$ 9,982	$ 9,130
Service cost	194	194
Interest cost	287	404
Plan amendments	(582)	—
Actuarial (gain) loss	(1,665)	549
Benefits paid	(249)	(295)
End of year	$ 7,967	$ 9,982
Fair value of plan assets		
Beginning of year	$ —	$ —
Employer contributions	249	295
Benefits paid	(249)	(295)
Plan assets at fair value at measurement date	$ —	$ —
Unfunded status	$(7,967)	$(9,982)
Components of net amount recognized in financial position:		
Current liabilities	$ (323)	$ (332)
Non-current liabilities	(7,644)	(9,650)
Net liability	$(7,967)	$(9,982)
Amounts recognized in accumulated other comprehensive income:		
Net actuarial loss	$ 981	$ 2,780
Prior service credit	(882)	(342)
	$ 99	$ 2,438
Weighted average assumption at measurement date:		
Discount rate	5.05%	3.90%

Components of net periodic (benefit) cost

(In thousands)	Cash Balance Pension Plan December 28, 2013	Cash Balance Pension Plan March 30, 2013	Cash Balance Pension Plan March 31, 2012	Super Foods Plan December 28, 2013
Interest cost	$ 1,682	$ 2,587	$ 2,893	$ 234
Expected return on plan assets	(3,069)	(4,499)	(4,081)	(258)
Amortization of actuarial net loss	976	1,279	1,656	—
Net periodic benefit (income) cost	(411)	(633)	468	(24)
Settlement expense	621	—	—	—
Total expense (income)	$ 210	$ (633)	$ 468	$ (24)
Weighted average assumptions at measurement date:				
Discount rate	3.90%	4.50%	5.00%	4.60%
Expected return on plan assets	6.55%	7.50%	7.75%	6.00%

(In thousands)	SERP December 28, 2013	SERP March 30, 2013	SERP March 31, 2012
Interest cost	24	39	51
Amortization of actuarial net loss	23	32	40
Net periodic benefit cost	47	71	91
Settlement expense	—	50	—
Total expense	$ 47	$ 121	$ 91
Weighted average assumption at measurement date:			
Discount rate	3.90%	4.50%	5.00%

(In thousands)	Spartan Stores Medical Plan December 28, 2013	Spartan Stores Medical Plan March 30, 2013	Spartan Stores Medical Plan March 31, 2012
Service cost	$ 194	$ 194	$ 192
Interest cost	287	404	424
Amortization of prior service credit	(42)	(54)	(54)
Amortization of actuarial net loss	134	137	133
Net periodic benefit cost	$ 573	$ 681	$ 695
Weighted average assumption at measurement date:			
Discount rate	3.90%	4.50%	5.00%

The net actuarial loss and prior service cost included in "Accumulated Other Comprehensive Income" and expected to be recognized in net periodic benefit cost during fiscal year 2014 are as follows:

(In thousands)	Pension Benefits Cash Balance Pension Plan	Pension Benefits Super Foods Plan	SERP
Net actuarial loss	$ 990	$—	$30

(In thousands)	Spartan Stores Medical Plan
Prior service credit	$(158)
Net actuarial loss	20

Prior service costs (credits) are amortized on a straight-line basis over the average remaining service period of active participants. Actuarial gains and losses for the Cash Balance Pension Plan are amortized over the average remaining service life of active participants when the accumulation of such gains and losses exceeds 10% of the greater of the projected benefit obligation and the fair value of plan assets. As a result of the continued separation of participants from the other pension plan, almost all participants are inactive. Actuarial gains and losses are recognized over the average remaining life expectancy of inactive participants.

Assumed health care cost trend rates have a significant effect on the amounts reported for the postretirement plan. Assumed health care cost trend rates were as follows:

	December 28, 2013	March 30, 2013	March 31, 2012
Pre-65	8.00%	8.50%	8.00%
Post-65	7.00%	7.50%	8.00%

The effect of a one-percentage point increase or decrease in assumed health care cost trend rates on the total service and interest components and the post-retirement benefit obligations would be less than $0.1 million.

SpartanNash has assumed an average long-term expected return on Cash Balance Pension Plan assets of 5.95% as of December 28, 2013. The expected return assumption was modeled by third-party investment portfolio managers, based on asset allocations and the expected return and risk components of the various asset classes in the portfolio. Determining projected stock and bond returns and then applying these returns to the target asset allocations of the plan assets developed the expected return. Equity returns were based primarily on historical returns of the S&P 500 Index. Fixed-income projected returns were based primarily on historical returns for the broad U.S. bond market. This overall return assumption is believed to be reasonable over a longer-term period that is consistent with the liabilities. SpartanNash has assumed an average long-term expected return on the Super Foods Plan assets of 5.70% as of December 28, 2013. The expected return assumption was based on asset allocations and the expected return and risk components of the various asset classes in the portfolio. This assumption is assumed to be reasonable over a long-term period that is consistent with the liabilities.

SpartanNash has an investment policy for the Cash Balance Pension Plan with a long-term asset allocation mix designed to meet the long-term retirement obligations. The asset allocation mix is reviewed periodically and, on a regular basis, actual allocations are rebalanced to approximate the prevailing targets. The following table summarizes both the targeted allocation of the Cash Balance Pension Plan's weighted-average asset allocation by asset category and actual allocations as of December 28, 2013 and March 30, 2013:

		Cash Balance Pension Plan Assets	
Asset Category	**Target Range**	**December 28, 2013**	**March 30, 2013**
Equity securities	47.0 – 67.0%	63.5%	58.7%
Fixed income	33.0 – 43.0	35.8	37.9
Cash equivalents	0.0 – 10.0	0.7	3.4
Total	100.0%	100%	100%

The investment policy emphasizes the following key objectives: (1) provide benefit security to participants by maximizing the return on Plan assets at an acceptable risk level (2) maintain adequate liquidity for current benefit payments (3) avoid unexpected increases in pension expense and (4) within the scope of the above objectives, minimize long term funding to the Plan.

SpartanNash has an investment policy for the Super Foods Plan with a long-term asset allocation mix designed to meet the long-term retirement obligations by investing in equity, fixed income and other securities to cover cash flow requirements of the plan and minimize long-term costs. The asset allocation mix is reviewed periodically and, on a regular basis, actual allocations are rebalanced to approximate the prevailing targets. The following table summarizes both the targeted allocation of the Super Foods Plan's weighted-average asset allocation by asset category and actual allocations as of December 28, 2013:

		Super Foods Plan Assets
Asset Category	**Target Range**	**December 28, 2013**
Equity securities	55.0 – 65.0%	63.7%
Fixed income	35.0 – 45.0	36.3
Total	100.0%	100%

The fair value of the pension plans' assets at December 28, 2013 by asset category is as follows:

		Fair Value Measurements		
(In thousands)	Total	Quoted prices in markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Mutual funds	$ 87,439	$87,439	$—	$ —
Money market fund	439	—	439	—
Guaranteed annuity contract	18,071	—	—	18,071
Total fair value	$105,949	$87,439	$439	$18,071

The fair value of SpartanNash Cash Balance Pension Plan assets at March 30, 2013 by asset category is as follows:

		Fair Value Measurements		
(In thousands)	Total	Quoted prices in markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Mutual funds	$58,471	$58,471	$ —	$ —
Money market fund	2,229	—	2,229	—
Guaranteed annuity contract	3,890	—	—	3,890
Total fair value	$64,590	$58,471	$2,229	$3,890

Level 3 assets consisted of the guaranteed annuity contracts. A reconciliation of the beginning and ending balances for Level 3 assets follows:

(In thousands)	December 28, 2013	March 30, 2013
Balance, beginning of year	$ 3,890	$4,025
Balance assumed in merger	14,324	—
Purchases, sales, issuances and settlements, net	(578)	(420)
Interest income	236	217
Realized gains	199	68
Balance, end of year	$18,071	$3,890

See Note 7 for a discussion of the levels of the fair value hierarchy. The assets' fair value measurement level above is based on the lowest level of any input that is significant to the fair value measurement.

The following is a description of the valuation methods used for the plans' assets measured at fair value in the above tables:

- Cash & money market funds: The carrying value approximates fair value.
- Mutual Funds: These investments are publicly traded investments, which are valued using the net asset value (NAV). The NAV of the mutual funds is a quoted price in an active market. The NAV is determined once a day after the closing of the exchange based upon the underlying assets in the fund, less the fund's liabilities, expressed on a per-share basis. The NAV is a quoted price in an active market and classified within level 1 of the fair value hierarchy of ASC 820.

- Guaranteed Annuity Contracts: The guaranteed annuity contract is an immediate participation contract held with an insurance company that acts as custodian of the pension plans' assets. The guaranteed annuity contract is stated at contract value as determined by the custodian, which approximates fair value. We evaluate the general financial condition of the custodian as a component of validating whether the calculated contract value is an accurate approximation of fair value. The review of the general financial condition of the custodian is considered obtainable/observable through the review of readily available financial information the custodian is required to file with the Securities and Exchange Commission. The group annuity contract is classified within level 3 of the valuation hierarchy of ASC 820.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuations methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

SpartanNash expects to make contributions of $0 and $2.3 million to the Cash Balance Pension Plan and the Super Foods Plan, respectively, in the fiscal year ending January 3, 2015.

The following estimated benefit payments are expected to be paid in the following fiscal years:

(In thousands)	Pension Benefits and SERP Benefits	Post-retirement Benefits
2014	$ 8,477	$ 409
2015	8,340	424
2016	8,704	448
2017	8,342	485
2018	8,024	523
2019 to 2023	37,290	3,050

In addition to the plans described above, SpartanNash participates in the Central States Southeast and Southwest Areas pension plan and, the Michigan Conference of Teamsters and Ohio Conference of Teamsters Health and Welfare plans (collectively referred to as "multiemployer plans") and other defined contribution plans for most associates covered by collective bargaining agreements.

SpartanNash contributes to these multiemployer plans under the terms of existing collective bargaining agreements and in the amounts set forth in the related collective bargaining agreements. The health and welfare plans provide medical, dental, pharmacy, vision, and other ancillary benefits to active employees and retirees as determined by the trustees of the plan. The vast majorities of SpartanNash contributions benefit active employees and as such, may not constitute contributions to a postretirement benefit plan. However, SpartanNash is unable to separate contribution amounts to postretirement benefit plans from contribution amounts paid for active participants in the plan.

In regards to SpartanNash's participation in the Central States Southeast and Southwest Areas pension plan, expense is recognized as contributions are funded and in accordance with accounting standards. SpartanNash contributed $6.8 million, $8.2 million and $8.2 million to this plan for the 39 week period ended December, 28 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively. The risk of participating in a multi-employer pension plan is different from the risk associated with single-employer plans in the following respects:

a. Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.

b. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

c. If a company chooses to stop participating in some multi-employer plans, or makes market exits or otherwise has participation in the plan drop below certain levels, the company may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

SpartanNash's participation in the Central States Southeast and Southwest Areas pension plan is outlined in the tables below which provide additional information about the collective bargaining agreements associated with this multi-employer plan in which SpartanNash participates. The EIN/Pension Plan Number column provides the Employee Identification Number ("EIN") and the three-digit plan number, if applicable. Unless otherwise noted, the most recent Pension Protection Act zone status ("PPA") available in 2013 and 2012 relates to the plans' two most recent fiscal year-ends. The zone status is based on information that SpartanNash received from the plan and is certified by each plan's actuary. Among other factors, red zone status plans are generally less than 65 percent funded and are considered in critical status. The FIP/RP Status Pending/Implemented column indicates plans for which a financial improvement plan ("FIP") or a rehabilitation plan ("RP") is either pending or has been implemented by the trustees of each plan.

Pension Fund	EIN – Pension Plan Number	Plan Month / Day End Date	Pension Protection Act Zone Status		FIP/RP Status Pending/ Implemented	Contributions			Surcharges Imposed or Amortization Provisions
			2013	2012		2013	2012	2011	
Central States, Southeast and Southwest Areas Pension Fund	36-6044243-001	12/31	Red	Red	Implemented	$6,822	$8,248	$8,232	(b)

Pension Fund	Total Collective Bargaining Agreements (a)	Expiration Date	Percentage of Associates under Collective Bargaining Agreement	Over 5% Contribution 2013
Central States, Southeast and Southwest Areas Pension Fund	5	02/2014 to 01/2016	8.0%	No

(a) SpartanNash is party to five collective-bargaining agreements that require contributions to the Central States, Southeast and Southwest Areas Pension Plan. These agreements cover warehouse personnel and drivers in Grand Rapids, Michigan, Bellefontaine, Ohio and Lima, Ohio distribution centers.
(b) SpartanNash is party to five collective-bargaining agreements that require contributions to the Central States, Southeast and Southwest Areas Pension Plan. The agreement that covers warehouse personnel and drivers in the Grand Rapids, Michigan distribution center has no surcharges imposed or amortization provisions while the agreements that cover warehouse personnel and drivers in the Bellefontaine, Ohio and Lima, Ohio distribution centers does have surcharges imposed or amortization provisions.

At the date the financial statements were issued, Form 5500 was generally not available for the plan year ended in 2013.

See Note 8 for further information regarding SpartanNash's participation in the Central States, Southeast and Southwest Areas Pension Fund.

Note 11
Comprehensive Income or Loss

SpartanNash reports comprehensive income or loss in accordance with ASU 2012-13, "Comprehensive Income," in the financial statements. Total comprehensive income is defined as all changes in shareholders' equity during a period, other than those resulting from investments by and distributions to shareholders. Generally, for SpartanNash, total comprehensive income equals net earnings plus or minus adjustments for pension and other postretirement benefits. In the fiscal year ended March 31, 2012, comprehensive income also included adjustments related to an interest rate swap agreement.

While total comprehensive income is the activity in a period and is largely driven by net earnings in that period, accumulated other comprehensive income or loss ("AOCI") represents the cumulative balance of other comprehensive income, net of tax, as of the balance sheet date. As of December 28, 3013 and March 30, 2013 AOCI is the cumulative balance related to pension and other postretirement benefits.

During the 39 week period ended December 28, 2013, $4.9 million was reclassified from AOCI to the Condensed Consolidated Statement of Earnings, of which $8.3 million increased selling, general and administrative expenses and $3.4 million reduced income taxes. During the fiscal year ended March 30, 2013, $0.1 million was reclassified from AOCI to the Condensed Consolidated Statement of Earnings, of which $0.2 million increased selling, general and administrative expenses and $0.1 million reduced income taxes. During the fiscal year ended March 31, 2012, $0.8 million was reclassified to AOCI from the Condensed Consolidated Statement of Earnings, of which $2.4 million decreased selling, general and administrative expenses, $1.1 million increased interest expense and $0.5 million increased income taxes.

Note 12
Taxes on Income

The income tax provision for continuing operations is made up of the following components:

(In thousands)	December 28, 2013	March 30, 2013	March 31, 2012
Currently payable:			
Federal	$ 3,897	$17,056	$ (191)
State	510	2,490	2,016
Total currently payable	4,407	19,546	1,825
Deferred:			
Federal	531	(3,361)	15,734
State	(4,097)	(760)	2,127
Total deferred	(3,566)	(4,121)	17,861
Total	$ 841	$15,425	$19,686

The effective income tax rates are different from the statutory federal income tax rates for the following reasons:

	December 28, 2013	March 30, 2013	March 31, 2012
Federal statutory income tax rate	35.0%	35.0%	35.0%
State taxes, net of federal income tax benefit	(112.7)	2.6	5.2
Charitable product donations	(13.4)	(0.8)	(0.7)
Non-deductible merger expenses	101.3	—	—
Change in tax contingencies	36.9	0.3	—
Domestic product activities deduction	(8.6)	(0.2)	(0.3)
Non-deductible expenses	3.8	0.5	0.3
Other, net	(1.7)	(1.7)	(1.1)
Effective income tax rate	40.6%	35.7%	38.2%

Deferred tax assets and liabilities resulting from temporary differences as of December 28, 2013 and March 30, 2013 are as follows:

(In thousands)	December 28, 2013	March 30, 2013
Deferred tax assets:		
Employee benefits	$ 25,874	$ 15,108
Accrued workers compensation	4,216	904
Allowance for doubtful accounts	2,365	460
Intangible assets	8,949	1,107
Restructuring	2,244	17
Deferred revenue	2,401	1,085
Accrued rent	4,551	1,210
Accrued insurance	1,322	133
All other	3,872	243
Total deferred tax assets	55,794	20,267
Deferred tax liabilities:		
Property and equipment	63,384	32,404
Inventory	51,049	6,916
Goodwill	44,935	48,575
Convertible debt interest	1,055	1,365
Leases	8,912	7,943
All other	2,605	1,332
Total deferred tax liabilities	171,940	98,535
Net deferred tax asset (liability)	$(116,146)	$(78,268)

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(In thousands)	December 28, 2013	March 30, 2013
Balance at beginning of year	$ 2,648	$2,493
Liability assumed in merger	1,754	—
Gross increases – tax positions taken in prior years	16	67
Gross decreases – tax positions taken in prior years	(1,339)	(404)
Gross increases – tax positions taken in current year	4,673	670
Lapse of statute of limitations	—	(178)
Balance at end of year	$ 7,752	$2,648

SpartanNash anticipates that $5.2 million of the unrecognized tax benefits will be settled prior to January 3, 2015. SpartanNash recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense. As of December 28, 2013, the balance of unrecognized tax benefits included tax positions, including interest and penalties, of $2.7 million that would reduce SpartanNash's effective income tax rate if recognized in future periods.

SpartanNash or its subsidiaries file income tax returns with federal, state and local tax authorities within the United States. In May 2012, the Internal Revenue Service (IRS) completed its examination of Spartan Stores, Inc.'s federal income tax returns for fiscal year March 27, 2010. During fiscal 2010, federal tax authorities completed an audit of Nash-Finch Company's 2008 tax year. No adjustments that would have a substantial impact on the effective tax rate occurred. With few exceptions, we are no longer subject to U.S. federal, state or local examinations by tax authorities for fiscal years before March 29, 2008. Income tax returns related to the former Nash-Finch Company, with few exceptions, are no longer subject to U.S. federal, state or local examinations by tax authorities for the fiscal year ended January 2, 2010 and earlier. Nash-Finch Company is currently under audit by the Internal Revenue Service for the three fiscal years in the period ended December 29, 2012.

Note 13
Stock-Based Compensation

SpartanNash has three shareholder-approved ten-year stock incentive plans covering 4,792,048 shares of SpartanNash's common stock: the Spartan Stores, Inc. 2001 Stock Incentive Plan (the "2001 Plan"), the Spartan Stores, Inc. Stock Incentive Plan of 2005 (the "2005 Plan") and the Nash-Finch Company 2009 Incentive Award Plan (the "2009 Plan"). The 2009 Plan was assumed in connection with the merger of Spartan Stores and Nash-Finch Company, and Spartan Stores may issue shares under the 2009 Plan, but only to associates who were not employed by Spartan Stores or its affiliates at the time of the merger. The plans provide for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, stock awards, and other stock-based awards to directors, officers and other key associates. Shares issued, as a result of stock option exercises, will be funded with the issuance of new shares. Holders of restricted stock and stock awards are entitled to participate in cash dividends and dividend equivalents. The 2001 plan expired on May 8, 2011 and no shares remained unissued as of that date. As of December 28, 2013, 712,974 shares and 579,925 shares remained unissued under the 2005 Plan and the 2009 Plan, respectively.

Stock option awards were granted with an exercise price equal to the market value of SpartanNash common stock at the date of grant, vest and become exercisable in 25 percent increments over a four-year service period and have a maximum contractual term of ten years. Upon a "Change in Control", as defined by the Plan, all outstanding options vest immediately. The fair value of each stock option grant was estimated on the date of grant using the Black-Scholes option-pricing model. Expected volatility was determined based upon a combination of historical volatility of SpartanNash common stock and the expected volatilities of guideline companies that are comparable to SpartanNash in most significant respects to reflect management's best estimate of SpartanNash's future volatility over the option term. Due to certain events that were considered unusual and/or infrequent in nature, and that resulted in significant business changes during the limited historical exercise period, management did not believe that SpartanNash's historical exercise data provided a reasonable basis upon which to estimate the expected term of stock options. Therefore, the expected term of stock options granted was determined using the "simplified" method as described in SEC Staff Accounting Bulletins that uses the following formula: ((vesting term + original contract term)/2). The risk-free interest rate was based on the U.S. Treasury yield curve in effect at the time of grant, using U.S. constant maturities with remaining terms equal to the expected term. Expected dividend yield is based on historical dividend payments. No stock options were granted in the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012.

The following table summarizes stock option activity for the three years ended December 28, 2013:

	Shares Under Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life Years	Aggregate Intrinsic Value (In thousands)
Options outstanding at March 26, 2011	804,721	$17.71	6.02	$1,243
Granted	—	—		
Exercised	(84,630)	11.64		572
Cancelled/Forfeited	(16,962)	17.94		
Options outstanding at March 31, 2012	703,129	18.43	5.53	1,926
Granted	—	—		
Exercised	(25,050)	8.10		210
Cancelled/Forfeited	(24,608)	18.64		
Options outstanding at March 30, 2013	653,471	18.82	4.65	1,428
Granted	—	—		
Exercised	(24,976)	9.49		298
Cancelled/Forfeited	(41,729)	17.71		
Options outstanding at December 28, 2013	586,766	19.30	4.01	2,965
Options exercisable at March 31, 2012	557,787	18.60	5.22	1,581
Options exercisable at March 30, 2013	619,658	19.09	4.57	1,304
Options exercisable at December 28, 2013	586,766	$19.30	4.01	$2,965
Vested and expected to vest in the future at December 28, 2013	586,766	$19.30		$2,965

Cash received from option exercises was $0.3 million, $0.2 million and $1.0 million during the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively.

Restricted shares awarded to employees vest ratably over a four-year service period and one year for grants to the Board of Directors. Awards granted to employees prior to fiscal 2012 vest ratably over a five-year service period. Awards are subject to certain transfer restrictions and forfeiture prior to vesting. All shares fully vest upon a "Change in Control" as defined by the Plan. Compensation expense, representing the fair value of the stock at the measurement date of the award, is recognized over the required service period. On December 17, 2013, the Board of Directors approved a modification to the outstanding restricted stock awards to provide for continued vesting upon retirement. As a result, incremental expense of $4.2 million was recognized to reflect the cumulative compensation expense recognized over the required service period of each restricted shareholder.

The following table summarizes restricted stock activity for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012:

	Shares	Weighted Average Grant-Date Fair Value
Outstanding and nonvested at March 26, 2011	547,771	$16.99
Granted	222,848	16.06
Vested	(175,433)	17.60
Forfeited	(14,293)	15.67
Outstanding and nonvested at March 31, 2012	580,893	16.48
Granted	215,014	17.78
Vested	(217,737)	17.47
Forfeited	(31,988)	16.52
Outstanding and nonvested at March 30, 2013	546,182	16.59
Granted	227,207	18.07
Vested	(225,600)	16.94
Forfeited	(28,954)	16.94
Outstanding and nonvested at December 28, 2013	518,835	$17.07

The total fair value of shares vested during the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012 was $3.6 million, $3.9 million and $2.8 million, respectively.

Share-based compensation expense recognized and included in "Selling, general and administrative expenses" in the Consolidated Statements of Earnings and related tax benefits were as follows:

(In thousands)	December 28, 2013	March 30, 2013	March 31, 2012
Stock options	$ 14	$ 196	$ 1,238
Restricted stock	6,937	3,866	3,810
Tax benefits	(2,640)	(1,572)	(1,928)
	$ 4,311	$ 2,490	$ 3,120

As of December 28, 2013, total unrecognized compensation cost related to non-vested share-based awards granted under our stock incentive plans was $3.0 million for restricted stock. The remaining compensation costs not yet recognized are expected to be recognized over a weighted average period of 2.2 years for restricted stock. All compensation costs related to stock options have been recognized.

SpartanNash recognized tax deductions of $4.1 million, $4.3 million and $3.5 million related to the exercise of stock options and the vesting of restricted stock during the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively.

SpartanNash has a stock bonus plan covering 300,000 shares of SpartanNash common stock. Under the provisions of this plan, certain officers and key associates of SpartanNash may elect to receive a portion of their annual bonus in common stock rather than cash and will be granted additional shares of common stock worth 30% of the portion of the bonus they elect to receive in stock. After the shares are issued the holder is not able to sell or otherwise transfer the shares until the end of the holding period which is currently 12 months. Compensation expense is recorded based upon the market price of the stock as of the measurement date. A total of 70,302 shares remained unissued under the plan at December 28, 2013.

SpartanNash has an associate stock purchase plan covering 200,000 shares of SpartanNash common stock. The plan provides that associates of SpartanNash and its subsidiaries may purchase shares at 95% of the fair market value. As of December 28, 2013, 30,787 shares had been issued under the plan. The associate stock purchase plan was suspended during the 39 week period ended December 28, 2013 in conjunction with the merger with Nash-Finch Company and cash balances were refunded to participants. SpartanNash intends to reinstate the associate stock purchase plan in April 2014.

Note 14
Concentration of Credit Risk

We provide financial assistance in the form of loans to some of our independent retailers for inventories, store fixtures and equipment and store improvements. Loans are generally secured by liens on real estate, inventory and/or equipment, personal guarantees and other types of collateral, and are generally repayable over a period of five to seven years. We establish allowances for doubtful accounts based upon periodic assessments of the credit risk of specific customers, collateral value, historical trends and other information. We believe that adequate provisions have been recorded for any doubtful accounts. In addition, we may guarantee debt and lease obligations of retailers. In the event these retailers are unable to meet their debt service payments or otherwise experience an event of default, we would be unconditionally liable for the outstanding balance of their debt and lease obligations, which would be due in accordance with the underlying agreements.

As of December 28, 2013, we have guaranteed outstanding lease obligations of a number of Food Distribution customers in the amount of $1.0 million. In the normal course of business, we also sublease and assign to third parties various leases. As of December 28, 2013, we estimate the present value of our maximum potential obligation, with respect to the subleases to be approximately $17.7 million and assigned leases to be approximately $7.9 million.

For guarantees issued after December 31, 2002, we are required to recognize an initial liability for the fair value of the obligation assumed under the guarantee. The maximum undiscounted payments we would be required to make in the event of default under the guarantees is $1.0 million, which is referenced above. These guarantees are secured by certain business assets and personal guarantees of the respective customers. We believe these customers will be able to perform under the lease agreements and that no payments will be required and no loss will be incurred under the guarantees. A liability representing the fair value of the obligations assumed under the guarantees is included in the accompanying consolidated financial statements.

Note 15
Supplemental Cash Flow Information

Non-cash financing activities include the issuance of restricted stock to employees and directors of $4.1 million, $3.9 million and $3.6 million for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively, and the exchange of $40.3 million of Convertible

Senior Notes for New Notes in the fiscal year ended March 30, 2013. Non-cash investing activities include capital expenditures included in accounts payable of $16.5 million, $3.3 million and $3.3 million for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, respectively, and the issuance of common stock related to the merger with Nash-Finch Company of $379.6 million. In the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012, SpartanNash entered into capital lease agreements totaling $1.5 million, $4.0 million and $9.7 million, respectively.

Note 16
Discontinued Operations

Certain of our retail and food distribution operations have been recorded as discontinued operations. Results of the discontinued operations are excluded from the accompanying notes to the condensed consolidated financial statements for all periods presented, unless otherwise noted.

The results of discontinued operations reported on the Consolidated Statements of Earnings are reported net of tax.

Discontinued operations did not have sales for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013 and March 31, 2012. Significant assets and liabilities of discontinued operations are as follows:

(In thousands)	December 28, 2013	March 30, 2013
Current assets	$ 23	$ 38
Property, net	3,167	4,810
Other long-term assets	1,577	653
Current liabilities	183	800
Long-term liabilities	41	32

Note 17
Reporting Segment Information

We sell and distribute products that are typically found in supermarkets. Our operating segments reflect the manner in which the business is managed and how the Company allocates resources and assesses performance internally. SpartanNash's chief operating decision maker is the Chief Executive Officer. Our business is classified by management into three reportable segments: Military, Food Distribution and Retail. These reportable segments are three distinct businesses, each with a different customer base and management structure. We review our reportable segments on an annual basis, or more frequently if events or circumstances indicate a change in reportable segments has occurred. Upon completion of the merger with Nash-Finch, we reviewed how the business was managed, how resources were allocated and how operating performance is assessed and determined that we had three reportable segments. Prior to the merger with Nash-Finch we operated two reportable segments: Food Distribution and Retail.

Our Food Distribution segment consists of 13 distribution centers that supply independently operated retail food stores, our corporate owned stores and other customers with dry grocery, produce, dairy, meat, delicatessen, bakery, beverages, frozen food, seafood, floral, general merchandise, pharmacy and health and beauty care items. Sales to independent retail customers and inter-segment sales are recorded based upon both a "cost plus" model and a "variable mark-up" model which varies by commodity and servicing distribution center. To supply its wholesale customers, SpartanNash operates a fleet of tractors, conventional trailers and refrigerated trailers.

The Military segment consists of eight distribution centers that distribute products primarily to military commissaries and exchanges.

The Retail segment operates 172 supermarkets in the Midwest. Our retail supermarkets are operated under banners including *Family Fare Supermarkets, No Frills, Bag 'N Save, Family Fresh Markets, D&W Fresh Markets, Sun Mart* and *Econo Foods,* as well as several other brands. Our retail supermarkets typically offer dry groceries, produce, dairy products, meat, frozen food, seafood, floral products, general merchandise, beverages, tobacco products, health and beauty care products, delicatessen items and bakery goods. In 90 of our supermarkets, we also offer pharmacy services and 34 fuel centers were in operation as of December 28, 2013.

The allocation of corporate overhead to the reporting segments was performed for the legacy Spartan Stores operations and the legacy Nash-Finch Company operations using methodologies consistent with Spartan Stores' and Nash-Finch Company's respective historical practices. Management is in the process of evaluating potential methodologies for allocating corporate overhead to the reporting segments to determine the most appropriate manner for the newly merged operations. The future allocation methodology could result in reporting segment operating results that are materially different than currently reported.

Identifiable assets represent total assets directly associated with the reporting segments. Eliminations in assets identified to segments include intercompany receivables, payables and investments.

The following tables set forth information about SpartanNash by reporting segment:

(In thousands)	Military	Food Distribution	Retail	Total
39 Week Period Ended December 28, 2013				
Net sales to external customers	$248,643	$1,095,759	$1,252,828	$2,597,230
Inter-segment sales	—	555,585	—	555,585
Merger transaction and integration expenses	—	20,993	—	20,993
Depreciation and amortization	1,371	9,547	26,164	37,082
Operating earnings	3,202	9,266	4,325	16,793
Capital expenditures	2,246	13,867	21,087	37,200
Year Ended March 30, 2013 (52 weeks)				
Net sales to external customers	$ —	$1,120,650	$1,487,510	$2,608,160
Inter-segment sales	—	663,578	—	663,578
Depreciation and amortization	—	8,712	30,369	39,081
Operating earnings	—	45,630	15,338	60,968
Capital expenditures	—	8,797	33,215	42,012
Year Ended March 31, 2012 (53 weeks)				
Net sales to external customers	$ —	$1,138,739	$1,495,487	$2,634,226
Inter-segment sales	—	660,628	—	660,628
Depreciation and amortization	—	8,444	28,350	36,794
Operating earnings	—	44,292	22,191	66,483
Capital expenditures	—	9,375	33,143	42,518

	December 28, 2013	March 30, 2013	March 31, 2012
Total Assets at Year End			
Military	$ 495,218	$ —	$ —
Food Distribution	773,215	254,326	216,873
Retail	725,474	529,840	541,110
Discontinued operations	4,767	5,501	5,490
Total	$1,998,674	$789,667	$763,473

SpartanNash offers a wide variety of grocery products, general merchandise and health and beauty care, pharmacy, fuel and other items and services. The following table presents sales by type of similar product and services:

(Dollars in thousands)	December 28, 2013 (39 weeks)		March 30, 2013 (52 weeks)		March 31, 2012 (53 weeks)	
Non-perishables (1)	$1,393,157	53.6%	$1,289,461	49.4%	$1,293,147	49.1%
Perishables (2)	894,783	34.5	930,659	35.7	933,545	35.4
Fuel	145,631	5.6	179,012	6.9	187,631	7.1
Pharmacy	163,659	6.3	209,028	8.0	219,903	8.4
Consolidated net sales	$2,597,230	100%	$2,608,160	100%	$2,634,226	100%

(1) Consists primarily of general merchandise, grocery, beverages, snacks and frozen foods.
(2) Consists primarily of produce, dairy, meat, bakery, deli, floral and seafood.

Note 18
Quarterly Financial Information (unaudited)

Earnings per share amounts for each quarter are required to be computed independently and may not equal the amount computed for the total year. Common stock prices are the high and low sales prices for transactions reported on the NASDAQ Global Select Market for each period.

(In thousands, except per share data)	Full Year (39 weeks)	3rd Quarter (15 weeks)	2nd Quarter (12 weeks)	1st Quarter (12 weeks)
Fiscal December 28, 2013				
Net sales	$2,597,230	$1,335,354	$649,471	$612,405
Gross profit	486,880	225,308	136,296	125,276
Merger transaction and integration expenses	20,993	15,519	3,638	1,836
Restructuring and asset impairment	15,644	14,657	—	987
Debt extinguishment	5,527	5,527	—	—
Earnings (loss) from continuing operations before income taxes	2,070	(21,480)	15,870	7,680
Earnings (loss) from continuing operations	1,229	(13,670)	10,115	4,784
Discontinued operations, net of taxes	(488)	(322)	(65)	(101)
Net earnings (loss)	$ 741	$ (13,992)	$ 10,050	$ 4,683
Earnings (loss) from continuing operations per share:				
Basic	$ 0.05	$ (0.49)	$ 0.46	$ 0.22
Diluted	0.05	(0.49)	0.46	0.22
Net earnings (loss) per share:				
Basic	$ 0.03	$ (0.50)	$ 0.46	$ 0.21
Diluted	0.03	(0.50)	0.46	0.21
Dividends	$ 5,908	$ 1,969	$ 1,969	$ 1,970
Common stock price – High	24.78	24.78	24.40	19.73
Common stock price – Low	16.10	21.02	17.90	16.10

(In thousands, except per share data)	Full Year (52 weeks)	4th Quarter (12 weeks)	3rd Quarter (16 weeks)	2nd Quarter (12 weeks)	1st Quarter (12 weeks)
Fiscal March 30, 2013					
Net sales	$2,608,160	$592,809	$789,880	$621,559	$603,912
Gross profit	545,544	132,643	160,955	130,226	121,720
Restructuring and asset impairment	1,589	1,233	—	356	—
Debt extinguishment	5,047	2,762	2,285	—	—
Earnings from continuing operations before income taxes	43,267	13,012	5,092	16,558	8,605
Earnings from continuing operations	27,842	7,939	3,472	10,355	6,076
Discontinued operations, net of taxes	(432)	(237)	(72)	(50)	(73)
Net earnings	27,410	$ 7,702	$ 3,400	$ 10,305	$ 6,003
Earnings from continuing operations per share:					
Basic	$ 1.28	$ 0.37	$ 0.16	$ 0.48	$ 0.28
Diluted	1.27	0.36	0.16	0.47	0.28
Net earnings per share:					
Basic	$ 1.26	$ 0.35	$ 0.16	$ 0.47	$ 0.27
Diluted	1.25	0.35	0.16	0.47	0.27
Dividends	$ 6,899	$ 1,740	$ 1,739	$ 1,740	$ 1,680
Common stock price – High	18.74	18.33	16.61	18.74	18.66
Common stock price – Low	13.44	15.20	13.62	13.44	15.91

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of Spartan Stores, Inc.'s disclosure controls and procedures (as currently defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) was performed as of December 28, 2013 (the "Evaluation Date"). This evaluation was performed under the supervision and with the participation of Spartan Stores, Inc.'s management, including its Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and Chief Accounting Officer ("CAO"). As of the Evaluation Date, Spartan Stores, Inc.'s management, including the CEO, CFO and CAO, concluded that SpartanNash's disclosure controls and procedures were effective as of the Evaluation Date to ensure that material information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities and Exchange Act of 1934 is accumulated and communicated to management, including our principal executive and principal financial officers as appropriate to allow for timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

The management of Spartan Stores, Inc., including the Chief Executive Officer, the Chief Financial Officer and Chief Accounting Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Spartan Stores, Inc.'s internal controls were designed by, or under the supervision of, the Chief Executive Officer and Chief Financial Officer, and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of its financial reporting and the preparation and presentation of the consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States and includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of Spartan Stores, Inc.; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Spartan Stores, Inc. are being made only in accordance with authorizations of management and directors of Spartan Stores, Inc.; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Spartan Stores, Inc.'s assets that could have a material effect on the financial statements.

Management of Spartan Stores, Inc. conducted an evaluation of the effectiveness of its internal controls over financial reporting based on the framework in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Through this evaluation, management did not identify any material weakness in the Company's internal control. There are inherent limitations in the effectiveness of any system of internal control over financial reporting. Based on the evaluation, management has concluded that Spartan Stores, Inc.'s internal control over financial reporting was effective as of December 28, 2013. On November 19, 2013, we consummated a merger with Nash-Finch Company (the "merged business"). The merged business has been excluded from management's assessment of internal controls as of December 28, 2013. The merged business excluded from management's assessment represents 60% and 22% of total assets and total sales, respectively, as of and for the 39 week period ended December 28, 2013.

The registered public accounting firm that audited the consolidated financial statements included in this Form 10-K Annual Report has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of December 28, 2013 as stated in their report on the following page.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Spartan Stores, Inc. and Subsidiaries
Grand Rapids, MI

We have audited the internal control over financial reporting of Spartan Stores, Inc. and subsidiaries (the "Company") as of December 28, 2013, based on criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management's Report on Internal Controls Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Nash-Finch Company, which was acquired on November 19, 2013, and whose financial statements constitute 60% of total assets and 22% of total sales, respectively, of the consolidated financial statement amounts as of and for the 39 week period ended December 28, 2013. Accordingly, our audit did not include the internal control over financial reporting at Nash-Finch Company. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Controls Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 28, 2013, based on the criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the 39 week period ended December 28, 2013 of the Company and our report dated March 12, 2014 expressed an unqualified opinion on those financial statements and includes an explanatory paragraph concerning the Company changing its fiscal year end from the last Saturday in March to the Saturday nearest December 31 and the completion of a merger with Nash-Finch Company.

/s/ DELOITTE & TOUCHE LLP

Grand Rapids, Michigan
March 12, 2014

Changes in Internal Controls Over Financial Reporting

During the last fiscal quarter, there was no change in SpartanNash's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, SpartanNash's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is here incorporated by reference from the sections titled "The Board of Directors," "SpartanNash's Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance Principles," and "Transactions with Related Persons" in SpartanNash's definitive proxy statement relating to its annual meeting of shareholders to be held in 2014.

Item 11. Executive Compensation

The information required by this item is here incorporated by reference from the sections entitled "Executive Compensation," "Potential Payments Upon Termination or Change in Control," "Compensation of Directors," "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report" in SpartanNash's definitive proxy statement relating to its annual meeting of shareholders to be held in 2014.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is here incorporated by reference from the section titled "Ownership of SpartanNash Stock" in SpartanNash's definitive proxy statement relating to its annual meeting of shareholders to be held in 2014.

The following table provides information about SpartanNash's equity compensation plans regarding the number of securities to be issued under these plans, the weighted-average exercise prices of options outstanding under these plans and the number of securities available for future issuance as of the end of fiscal 2014.

EQUITY COMPENSATION PLANS

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders (1)	586,766	$ 19.30	1,363,201
Equity compensation plans not approved by security holders	—	Not applicable	—
Total	586,766	$ 19.30	1,363,201

(1) Consists of the Spartan Stores, Inc. 1991 Stock Option Plan, the Spartan Stores, Inc. 2001 Stock Incentive Plan, the Spartan Stores, Inc. 2001 Stock Bonus Plan, and the Stock Incentive Plan of 2005. Stock options may no longer be issued under the 1991 Stock Option Plan. The numbers of shares reflected in column (c) in the table above with respect to the Stock Incentive Plan of 2009 (579,925), Stock Incentive Plan of 2005 (712,974 shares) and the 2001 Stock Bonus Plan (70,302 shares) represent shares that may be issued other than upon the exercise of an option, warrant or right. Each plan listed above contains customary anti-dilution provisions that are applicable in the event of a stock split or certain other changes in SpartanNash's capitalization.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is here incorporated by reference from the section titled "Transactions with Related Persons" and the table captioned "Board of Directors Committee Membership" in SpartanNash's definitive proxy statement relating to its annual meeting of shareholders to be held in 2014.

Item 14. Principal Accountant Fees and Services

The information required by this item is here incorporated by reference from the section titled “Independent Auditors” in SpartanNash’s definitive proxy statement relating to its annual meeting of shareholders to be held in 2014.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Report:

1. Financial Statements.

A. In Item 8.

Reports of Independent Registered Public Accounting Firm of Deloitte & Touche LLP dated March 12, 2014

Consolidated Balance Sheets at December 28, 2013 and March 30, 2013

Consolidated Statements of Earnings for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013, and March 31, 2012.

Consolidated Statements of Comprehensive Income for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013, and March 31, 2012.

Consolidated Statements of Shareholders' Equity for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013, and March 31, 2012.

Consolidated Statements of Cash Flows for the 39 week period ended December 28, 2013 and the fiscal years ended March 30, 2013, and March 31, 2012.

Notes to Consolidated Financial Statements

2. Financial Statement Schedules.

Schedules are omitted because the required information is either inapplicable or presented in the consolidated financial statements or related notes.

3. **Exhibits.**

Exhibit Number	Document
2.1	Agreement and Plan of Merger by and among Spartan Stores, Inc., Nash-Finch Company and SS Delaware Inc. dated July 21, 2013. Previously filed as Exhibit 2.1 to Spartan Stores, Inc.'s Form 8-K filed July 22, 2013 and incorporated herein by reference.
3.1	Restated Articles of Incorporation of Spartan Stores, Inc., as amended.
3.2	Bylaws of Spartan Stores, Inc., as amended. Previously filed as an exhibit to Spartan Stores' Quarterly Report on Form 10-Q for the quarter ended September 10, 2011. Incorporated herein by reference.
4.1	Indenture dated December 6, 2012 by and among Spartan Stores, Inc., The Bank of New York Mellon Trust Company, N.A., as Trustee, and the Company's subsidiaries as Guarantors. Previously filed as an exhibit to the Company's Current Report on Form 8-K on December 6, 2012. Incorporated herein by reference.
4.2	Form of 6.625% Senior Notes Due 2016. Previously filed as an exhibit to the Company's Current Report on Form 8-K on December 6, 2012. Incorporated herein by reference.
10.1	Commitment Letter dated July 21, 2013 issued by Wells Fargo Bank, National Association and Bank of America N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. Previously filed as an exhibit to the Company's Current Report on Form 8-K on July 22, 2013. Incorporated herein by reference.
10.2	Amended and Restated Loan and Security Agreement, among Spartan Stores, Inc. and certain of its subsidiaries, as borrowers, and Wells Fargo Capital Finance, LLC, as administrative agent, and certain lenders from time to time party thereto, dated November 19, 2013. Previously filed as an exhibit to the Company's Current Report on Form 8-K filed November 19, 2013. Incorporated herein by reference.
10.3*	Spartan Stores, Inc. Executive Cash Incentive Plan of 2010 as amended.
10.4*	Form of Long-Term Executive Incentive Plan Award dated May 15, 2013. Previously filed as an exhibit to Spartan Stores' Quarterly Report on Form 10-Q for the quarter ended June 22, 2013. Incorporated herein by reference.
10.5*	Form of Long-Term Executive Incentive Plan Award dated May 15, 2012. Previously filed as an exhibit to Spartan Stores' Quarterly Report on Form 10-Q for the quarter ended June 23, 2012. Incorporated herein by reference.
10.6*	Form of Long-Term Executive Incentive Plan Award dated June 15, 2011. Previously filed as an exhibit to Spartan Stores' Quarterly Report on Form 10-Q for the quarter ended June 18, 2011. Incorporated herein by reference.
10.7*	Spartan Stores, Inc. Stock Incentive Plan of 2005, as amended.
10.8*	Determination of Compensation Committee pursuant to the Spartan Stores, Inc. Stock Incentive Plan of 2005. Previously filed as an exhibit to Spartan Stores' Current Report on Form 8-K on August 3, 2009. Incorporated herein by reference.
10.9*	Spartan Stores, Inc. Supplemental Executive Retirement Plan, as amended. Previously filed as an exhibit to Spartan Stores' Annual Report on Form 10-K for the year ended March 27, 2010. Incorporated herein by reference.
10.10*	Spartan Stores, Inc. Supplemental Executive Savings Plan. Previously filed as an exhibit to Spartan Stores Form S-8 Registration Statement filed on December 21, 2001. Incorporated herein by reference.

Exhibit Number	Document
10.11*	Spartan Stores, Inc. Cash Incentive Plan of 2010 as amended.
10.12*	Spartan Stores, Inc. 2001 Stock Incentive Plan. Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended March 30, 2013. Incorporated herein by reference.
10.13*	Spartan Stores, Inc. Stock Bonus Plan.
10.14*	Nash-Finch Company 2009 Incentive Award Plan. Previously filed as an exhibit to the Company's Registration Statement on Form S-8 filed December 6, 2013. Incorporated herein by reference.
10.15*	Form of Restricted Stock Award to officers, dated May 14, 2013. Previously filed as an exhibit to Spartan Stores' Quarterly Report on Form 10-Q for the quarter ending June 22, 2013. Incorporated herein by reference.
10.16*	Form of Restricted Stock Award to non-employee directors, dated May 14, 2013. Previously filed as an exhibit to Spartan Stores' Quarterly Report on Form 10-Q for the quarter ending June 22, 2013. Incorporated herein by reference.
10.17*	Form of Executive Employment Agreement between Spartan Stores, Inc. and the named executive officers, as amended. Previously filed as an exhibit to Spartan Stores' Annual Report on Form 10-K for the year ended March 31, 2012. Here incorporated by reference.
10.18*	Form of Executive Employment Agreement between Spartan Stores, Inc. and certain executive officers.
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18.1	Preferability Letter.
21	Subsidiaries of Spartan Stores, Inc.
23	Consent of Independent Registered Public Accounting Firm.
24	Powers of Attorney.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. § 1350. This exhibit is furnished, not filed, in accordance with SEC Release Number 33-8212.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* These documents are management contracts or compensation plans or arrangements required to be filed as exhibits to this Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Spartan Stores, Inc. (the Registrant) has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SPARTAN STORES, INC.
(Registrant)

Date: March 12, 2014 By /s/ DENNIS EIDSON

Dennis Eidson
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Spartan Stores, Inc. and in the capacities and on the dates indicated.

March 12, 2014	By	* **M. Shân Atkins** **Director**
March 12, 2014	By	/s/ DENNIS EIDSON **Dennis Eidson** **President, Chief Executive Officer and Director** **(Principal Executive Officer)**
March 12, 2014	By	* **Mickey P. Foret** **Director**
March 12, 2014	By	* **Dr. Frank M. Gambino** **Director**
March 12, 2014	By	* **Douglas A. Hacker** **Director**
March 12, 2014	By	* **Yvonne R. Jackson** **Director**
March 12, 2014	By	* **Elizabeth A. Nickels** **Director**
March 12, 2014	By	* **Timothy J. O'Donovan** **Director**
March 12, 2014	By	* **Hawthorne Proctor**
March 12, 2014	By	* **Craig C. Sturken** **Chairman and Director**

March 12, 2014	By	* **William R. Voss** **Director**
March 12, 2014	By	/S/ DAVID M. STAPLES **David M. Staples** **Executive Vice President and Chief Financial Officer** **(Principal Financial Officer)**
March 12, 2014	By	/S/ PETER O'DONNELL **Peter O'Donnell** **Vice President Chief Accounting Officer, Controller** **(Principal Accounting Officer)**
March 12, 2014	*By	/S/ DENNIS EIDSON **Dennis Eidson** **Attorney-in-Fact**

EXHIBIT INDEX

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101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* These documents are management contracts or compensation plans or arrangements required to be filed as exhibits to this Form 10-K.

EXHIBIT 31.1

CERTIFICATION

I, Dennis Eidson, certify that:

1. I have reviewed this Annual Report on Form 10-K of Spartan Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2014

/s/ Dennis Eidson

Dennis Eidson
President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, David M. Staples, certify that:

1. I have reviewed this Annual Report on Form 10-K of Spartan Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2014

/s/ David M. Staples

David M. Staples
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 31.3

CERTIFICATION

I, Peter J. O’Donnell, certify that:

1. I have reviewed this Annual Report on Form 10-K of Spartan Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 12, 2014

/s/ Peter J. O’Donnell

Peter J. O’Donnell
Chief Accounting Officer/Controller
(Principal Accounting Officer)

EXHIBIT 32.1

CERTIFICATION

Pursuant to 18 U.S.C. § 1350, each of the undersigned hereby certifies in his capacity as an officer of Spartan Stores, Inc. (the "Company") that the Annual Report of the Company on Form 10-K for the accounting period ended December 28, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition of the Company at the end of such period and the results of operations of the Company for such period.

This Certificate is given pursuant to 18 U.S.C. § 1350 and for no other purpose.

Dated: March 12, 2014	/s/ Dennis Eidson
	Dennis Eidson President and Chief Executive Officer (Principal Executive Officer)
Dated: March 12, 2014	/s/ David M. Staples
	David M. Staples Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Dated: March 12, 2014	/s/ Peter J. O'Donnell
	Peter J. O'Donnell Chief Accounting Officer/Controller (Principal Accounting Officer)

A signed original of this written statement has been provided to Spartan Stores, Inc. and will be retained by Spartan Stores, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Corporate Officers

Dennis Eidson
President and Chief Executive Officer

Theodore C. Adornato
Executive Vice President Retail Operations

Edward L. Brunot
Executive Vice President and President of MDV

David deS. Couch
Vice President Information Technology

Alex J. DeYonker
Executive Vice President, Chief Legal Officer

Derek R. Jones
Executive Vice President Food Distribution

Kathleen M. Mahoney
Executive Vice President, General Counsel and Secretary

Peter O'Donnell
Vice President Chief Accounting Officer, Controller

David M. Staples
Executive Vice President and Chief Financial Officer

Board of Directors

Craig C. Sturken
Chairman

Dennis Eidson
President and Chief Executive Officer

M. Shân Atkins[1,2]
Managing Director of Chetrum Capital LLC

Mickey P. Foret[1,2]
Former Executive Vice President and Chief Financial Officer of Northwest Airlines, Inc.

Dr. Frank M. Gambino[2]
Professor of Marketing and Director of Food & Consumer Packaged Goods Marketing Program in the Haworth College of Business at Western Michigan University

Douglas A. Hacker[1,3]
Independent Business Executive and Former Executive Vice President, Strategy UAL Corporation

Yvonne R. Jackson[1,3]
President and Principal of BeecherJackson, Inc.

Elizabeth A. Nickels[2]
Executive Director of the Herman Miller Foundation

Timothy J. O'Donovan[1,3]
Retired Chairman and Chief Executive Officer of Wolverine World Wide, Inc.

Hawthorne L. Proctor[2]
Managing Partner of Proctor & Boone LLC Consulting; Senior Logistics Consultant in the Department of Defense Business Group of Intelligent Decisions, Inc.

William R. Voss[1,3]
Managing Director of Lake Pacific Partners, LLC

[1] Nominating and Corporate Governance Committee
[2] Audit Committee
[3] Compensation Committee

Corporate Information

Transfer Agent
Computershare
P.O. Box 43078
Providence, Rhode Island 02940

800.622.6757 (US, Canada & Puerto Rico)
781.575.4735 (non-US)

Independent Registered Public Accounting Firm
Deloitte & Touche LLP
Suite 600
38 Commerce Avenue SW
Grand Rapids, Michigan 49503

616.336.7900

Legal Counsel
Warner Norcross & Judd LLP
900 Fifth Third Center
111 Lyon Street NW
Grand Rapids, Michigan 49503

616.752.2000

Investor Information

On March 7, 2014 there were 1,462 shareholders of record of SpartanNash common stock.

SpartanNash common stock is listed on the National Market System of the NASDAQ Global Market under the trading symbol "SPTN."

A copy of SpartanNash's Annual Report to the Securities and Exchange Commission on Form 10-K for the fiscal transition period ended December 28, 2013, may be obtained by any shareholder without charge by writing to:

SpartanNash Company
c/o Investor Relations
850 76th Street SW
Mailcode: GR761214
P.O. Box 8700
Grand Rapids, Michigan 49518-8700

616.878.8793

www.SpartanNash.com

2013 Awards

Spartan Stores received the following awards prior to the merger:

SpartanNash

Spartan Stores, Inc. d|b|a SpartanNash Company
850 76th Street SW
PO Box 8700
Grand Rapids, MI 49518-8700
SpartanNash.com