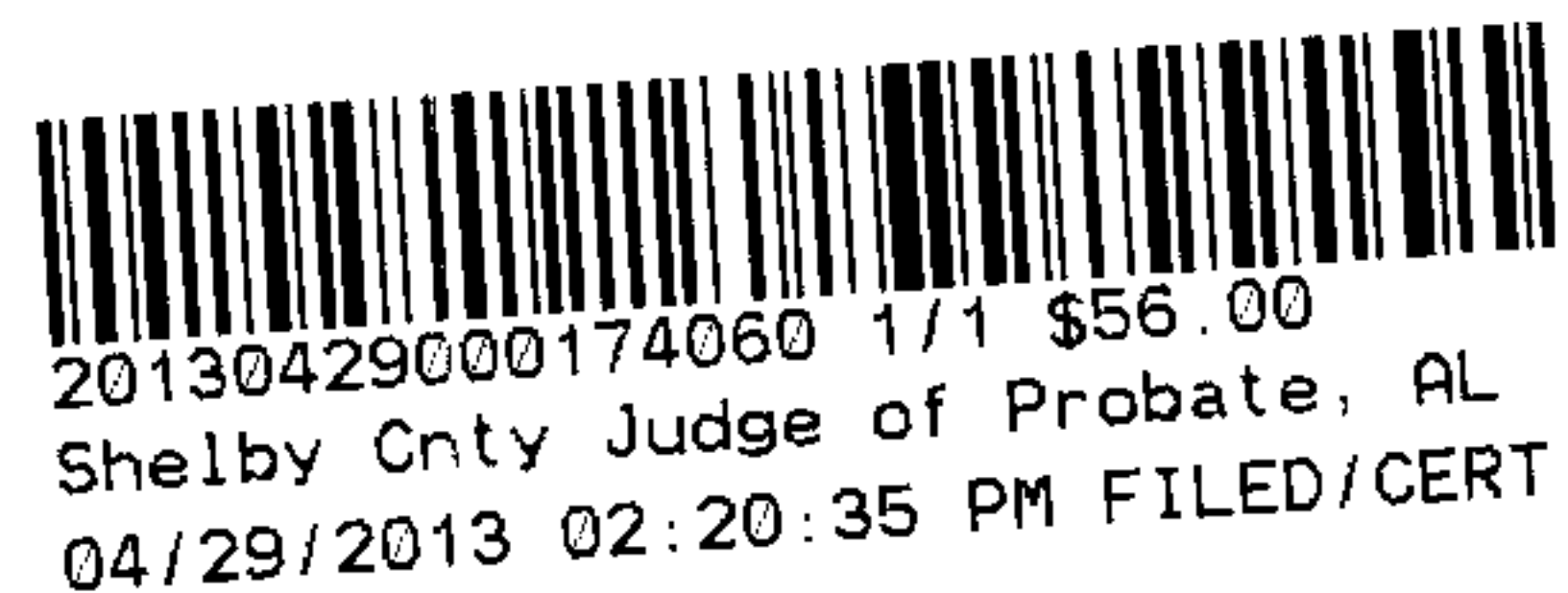


**STATEMENT OF CANCELLATION OF TREASURY STOCK
BY A & R SUPER MARKETS, INC.**

This statement is issued in conformity with Section 10A-2-6.32 of the Code of Alabama.

1. Name of the Corporation:

A & R Super Markets, Inc



2. Number of shares and class of stock canceled:

555 shares of the Corporation's \$1.00 Common Stock

3. Aggregate shares issued before and after the cancellation

- a. Prior to the cancellation, the Corporation had the following shares of \$1.00 Common stock, there being only one class of stock:

Authorized and issued 10,000 shares

Owned by the corporate treasury 555 shares

Outstanding 3,072 shares

- b. Following the cancellation, the Corporation will have the following:

Authorized: 10,000 shares

Authorized but unissued: 6,928 shares

Issued and outstanding: 3,072 shares

- c. In accordance with Section 10A-2-6.32(4), the canceled shares have been returned to authorized but unissued status.

This statement was adopted unanimously by the Board of Directors on April 23, 2013.

This form was prepared by:

Dent, Baker & Company, LLP
2204 Lakeshore Drive
Suite 300
Birmingham, AL 35209

A handwritten signature in cursive script, reading "John W. Davis", is written over a horizontal line.

John W. Davis, Secretary