

TOTAL LOGISTICS INC
Form SC TO-T/A
January 21, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO/A

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

TOTAL LOGISTICS, INC.

(Name of Subject Company)

TITAN ACQUISITION CORP.

and

SUPERVALU INC.

(Name of Filing Persons (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

89151W109

(CUSIP Number of Class of Securities)

JOHN P. BREEDLOVE

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ASSOCIATE GENERAL COUNSEL & CORPORATE SECRETARY

SUPERVALU INC.

11840 VALLEY VIEW ROAD

EDEN PRAIRIE, MINNESOTA 55344

(952) 828-4000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

COPIES TO:

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*

\$ 160,660,170.50

AMOUNT OF FILING FEE**

\$ 18,909.70

* Estimated for purposes of calculating the amount of the filing fee only. The fee was calculated by multiplying \$28.50 (the per share tender offer price) by the 5,410,713 currently outstanding shares of Common Stock sought in the Offer, which gives an aggregate consideration of \$ 154,205,320.50 (the Common Stock Consideration). The Common Stock Consideration was then added to \$ 6,454,850.00, being the net consideration for the Subject Company s 279,000 stock options, to arrive at a total transaction value of \$ 160,660,170.50.

** Calculated as 0.00011770% of the transaction value in accordance with Rule 0-11(d) and based on Fee Rate Advisory #6 for Fiscal Year 2005 issued by the Securities and Exchange Commission on December 9, 2004.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$18,909.70

Filing Party: Titan Acquisition Corp. &

SUPERVALU INC.

Form or Registration No.: Schedule TO

Date Filed: January 7, 2005

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

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third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Amendment No. 3 to Schedule TO

This Amendment No. 3 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) filed with the Securities and Exchange Commission on January 7, 2005, as amended by Amendment No. 1 filed on January 7, 2005 and Amendment No. 2 filed on January 12, 2005, relating to the offer by Titan Acquisition Corp., a Wisconsin corporation (Purchaser) and a wholly owned subsidiary of SUPERVALU INC., a Delaware corporation (Parent), to purchase all of the outstanding shares of Common Stock, par value \$0.01 per share (the Shares), of Total Logistics, Inc., a Wisconsin corporation (the Company), at a purchase price of \$28.50 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 7, 2005 (the Offer to Purchase) and in the related Letter of Transmittal, copies of which were filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the Offer). This Amendment is being filed on behalf of Purchaser and Parent. Capitalized terms used and not defined in this Amendment have the meanings specified in the Offer to Purchase or in the Schedule TO.

SECTION 5. CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES

The heading of Section 5 of the Offer to Purchase is amended by replacing such heading in its entirety as follows:

U.S. FEDERAL INCOME TAX CONSEQUENCES

The first sentence of the first paragraph of Section 5 of the Offer to Purchase is amended by replacing such sentence in its entirety as follows:

The following is a discussion of the U.S. federal income tax considerations relating to the Offer and the Merger to U.S. Holders (as defined below) whose Shares are sold for cash pursuant to the Offer or converted into the right to receive cash in the Merger.

The third paragraph of Section 5 of the Offer to Purchase is amended by replacing such paragraph in its entirety as follows:

THE U.S. FEDERAL INCOME TAX DISCUSSION SET FORTH BELOW MAY OR MAY NOT BE APPLICABLE TO YOU DEPENDING UPON YOUR PARTICULAR SITUATION. WE RECOMMEND THAT YOU CONSULT YOUR OWN TAX ADVISOR WITH RESPECT TO THE TAX CONSEQUENCES TO YOU OF THE OFFER AND THE MERGER, INCLUDING THE TAX CONSEQUENCES UNDER STATE, LOCAL, FOREIGN, AND OTHER TAX LAWS AND THE POSSIBLE EFFECTS OF CHANGES IN FEDERAL OR OTHER TAX LAWS.

SECTION 14. CONDITIONS OF THE OFFER

The first sentence of the first paragraph of Section 14 of the Offer to Purchase is amended by replacing such sentence in its entirety as follows:

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The following are the conditions of the Offer, and the Offer is expressly conditioned on the satisfaction or waiver of these conditions.

The Offer to Purchase is amended by adding the following definition of **Minimum Condition** to the end of Section 14:

Minimum Condition means that there shall have been validly tendered and not withdrawn prior to the expiration of the Offer that number of Shares that would constitute more than 75% of the voting power (determined on a full diluted basis) on the date of purchase of all the securities of the Company entitled to vote in the election of directors or in a merger.

The last sentence of the third paragraph of Section 14 of the Offer to Purchase (which begins **The foregoing conditions**) is amended by replacing such sentence in its entirety as follows:

The failure by Parent or Purchaser at any time to exercise any of the foregoing rights will not be deemed a waiver of any such right, the waiver of any such right with respect to particular facts and circumstances will not be deemed a waiver with respect to any other facts and circumstances, and each such right will be deemed an ongoing right that may be asserted at any time and from time to time prior to the expiration of the Offer.

SECTION 16. FEES AND EXPENSES

The first sentence of the second paragraph of Section 16 of the Offer to Purchase is amended by replacing such sentence in its entirety as follows:

The Information Agent and the Depositary each will receive reasonable and customary compensation for their respective services (estimated for the Information Agent to total \$15,000) in connection with the Offer, will be reimbursed for reasonable out-of-pocket expenses, and will be indemnified against certain liabilities and expenses in connection therewith, including certain liabilities under federal securities laws.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SUPERVALU INC.

By: /s/ David L. Boehnen
David L. Boehnen

Executive Vice President

TITAN ACQUISITION CORP.

By: /s/ David L. Boehnen
David L. Boehnen

Executive Vice President

Dated: January 21, 2005

EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
(a)(1)(A)	Offer to Purchase dated January 7, 2005.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(E)	Form of Letter from Purchaser to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.*
(a)(5)(A)	Summary Advertisement as published in The Wall Street Journal on January 7, 2005.*
(a)(5)(B)	Press Release issued by Parent on January 4, 2005 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C of Purchaser and Parent filed on January 4, 2005).*
(a)(5)(C)	Press Release issued by Parent on January 5, 2005 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C of Purchaser and Parent filed on January 5, 2005).*
(a)(5)(D)	Press Release issued by Parent on January 7, 2005.*
(a)(5)(E)	Transcript of portion of earnings conference call pertaining to tender offer, held by Parent on January 11, 2005.*
(d)(1)	Agreement and Plan of Merger, dated as of January 4, 2005, by and among Parent, Purchaser, and the Company.*

* Previously filed.