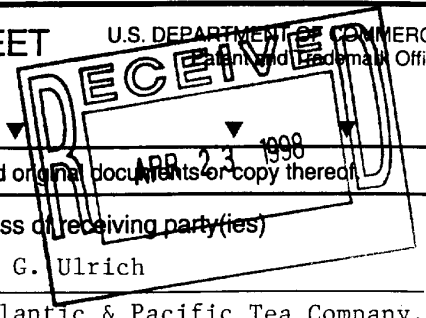


RECORDATION FORM COVER SHEET

08-07-1998

JLY



100789000

To the Honorable Commissioner

The attached original documents or copy thereof
and address of receiving party(ies)

1. Name of conveying party(ies):
Borman's, Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - MD
 Other Resubmission - 100632448
Additional name(s) of conveying party(ies) attached? Yes No

Name: Robert G. Ulrich
The Great Atlantic & Pacific Tea Company, Inc.
Internal Address:

Street Address: 2 Paragon Drive
City: Montvale State: NJ ZIP: 07645

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: January 5, 1998

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,279,479
1,232,381
Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert G. Ulrich
Internal Address:
05/04/1998 15HBRZZ 00000000 1.75475
01 127981 \$0.00 UP
02 127482 \$0.00 UP
Street Address: 2 Paragon Drive
City: Montvale State: NJ ZIP: 07645

7. Total fee (37 CFR 3.41).....\$ 130.00
 Enclosed \$65.00
\$65.00 previously mailed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Robert G. Ulrich
Name of Person Signing Signature Date
04/20/98

Total number of pages including cover sheet, attachments, and document: 5

ASSIGNMENT OF REGISTRATION OF A MARK

WHEREAS, BORMAN'S, INC., a Delaware corporation of 18718 Borman Avenue, Detroit, Michigan 48228, has adopted, used and is using the mark "Beauty Pride" which is registered in the United States Patent and Trademark Office, Registration No. 1,279,449, dated May 29, 1984 and is also using the mark "Health Pride" which is registered in the United States Patent and Trademark Office, Registration No. 1,232,381, dated March 29, 1983; and

WHEREAS, THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., a Maryland corporation of 2 Paragon Drive, Montvale, New Jersey 07645 is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Borman's, Inc. does hereby assign unto the said The Great Atlantic & Pacific Tea Company, Inc. all right, title and interest in and to the said marks, together with the good will of the business symbolized by the marks, and the above identified registrations thereof.

BORMAN'S, INC.

By: 
Fred Corrado, Executive Vice President

**STATE OF NEW JERSEY
COUNTY OF BERGEN**

On this 5th day of January, 1998, before me appeared Fred Corrado, Executive Vice President, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the above-identified corporation, Borman's, Inc.


Notary Public

**SHARON HOCHHEISER - 2048420
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 29, 2003**