

ASSIGNMENT

THIS ASSIGNMENT, between GENUARDI SUPER MARKETS, INC., a corporation organized under the laws of the Commonwealth of Pennsylvania with a place of business at 805 East Germantown Pike, Norristown, PA 19401 ("GENUARDI SUPER MARKETS"), and GENUARDI'S FAMILY MARKETS, L.P., a limited partnership organized under the laws of the State of Delaware with a place of business at 2400 People's Plaza, Newark, DE 19702 ("GENUARDI'S FAMILY MARKETS").

WHEREAS, GENUARDI SUPER MARKETS is the owner of United States registrations identified on attached Schedule A1, Pennsylvania fictitious name registrations identified on attached Schedule A2, and unregistered trademarks and service marks identified on attached Schedule A3 (hereinafter referred to as the "Marks") together with the goodwill of the business connected with the use of the Marks (the "Goodwill");

WHEREAS, GENUARDI'S FAMILY MARKETS wishes to assign and transfer to GENUARDI SUPER MARKETS a ninety-nine percent (99%) general partnership interest in GENUARDI'S FAMILY MARKETS; and

WHEREAS, GENUARDI'S FAMILY MARKETS wishes to acquire the Marks and the Goodwill;

NOW, THEREFORE, in consideration of the transfer and assignment of the ninety-nine percent (99%) general partnership interest in GENUARDI'S FAMILY MARKETS, receipt of which is hereby acknowledged, GENUARDI SUPER MARKETS does hereby grant, convey, assign, transfer, contribute, set over to and vest in GENUARDI'S FAMILY MARKETS, its

successors and assigns, all of GENUARDI SUPER MARKETS' right, title and interest, legal and equitable, in and to the Marks and the Goodwill.

This Assignment is executed this 24th day of October, 1997.

Attest: Joseph A. Genuardi

GENUARDI SUPER MARKETS, INC.

By: Charles J. Genuardi

GENUARDI'S FAMILY MARKETS, LP

GENUARDI SUPER MARKETS, INC.,
General Partner

Attest: Joseph A. Genuardi

By: Charles J. Genuardi