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U.S. Patent & TMO/TM Mail Rpt Dt. #34

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U.S. Department of

(Rev. 6/93)
OMB No 0651-0011 (exp. 4/94)

TR 101261573

Commerce
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party (ies):

Universal Cooperatives, Inc.

1/12/00

- Individual(s)
- General Partnership
- Corporation - Minnesota
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Bloomington Prairie Cooperative Warehouse

Internal Address:

Street Address: 2340 Heinz Road

City: Iowa City State: IA Zip: 52240

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Iowa
- 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
- Security Agreement
- Other:
- Merger
- Change of Name

Execution: July 22, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 310,340; 374,276; 375,085; 377,731; 378,447; 379,235; 389,580

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Cathryn J. Quinn

Internal Address: Larkin, Hoffman, Daly & Lindgren, Ltd.

Street Address: 1500 Norwest Financial Center
7900 Xerxes Avenue South

City: Bloomington State: Minnesota ZIP: 55431

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 12-0449

(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.

Cathryn J. Quinn
Name of Person Signing

Cathryn J. Quinn
Signature

1/12/2000
Date

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

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks
2900 Crystal Drive, Arlington, VA 22202-3513

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82 EC:482

40.00 OP
150.00 OP

TRADEMARK
REEL: 002019 FRAME: 0824



LETTER OF UNDERSTANDING

BLOOMING PRAIRIE

WAREHOUSE

2340 Heinz Road

Iowa City, IA 52240

319.337.6448

TO: L. Bryan Morrison,
Vice-president of Human Resources
Universal Cooperatives, Inc.
7801 Metro Parkway
Minneapolis, MN 55425

DATE: July 11, 1997

RE: Assignment of "CO-OP" Trademark

The purpose of this Letter of Understanding is to memorialize our agreement regarding the Assignment by Universal Cooperatives, Inc. ("Universal") to Blooming Prairie Cooperative Warehouse ("Blooming Prairie") of all of Universal's rights in the "CO-OP" trademark (as identified in the enclosed Trade Assignment document). Universal acknowledges that it is relinquishing all of its rights for use of the "CO-OP" trademark in the sale of grocery products and grocery store services, including the sale of vitamins and health food supplements. Universal further acknowledges that it is transferring its entire interest in the stylized "CO-OP" *Hockey Puck* logo, a copy of which is attached to the Trade Assignment as Exhibit "A", page 2.

The purchase price for the rights assigned by Universal to Blooming Prairie is \$13,000.00, \$11,000.00 of which is tendered by Blooming Prairie with this Letter of Understanding in exchange for Universal's execution of the enclosed Trade Assignment. Universal will promptly take all steps necessary to secure a satisfactory Certificate or Certificates of Registration of the Mark to Blooming Prairie, at which time Blooming Prairie shall promptly pay Universal the remaining \$2,000.00 consideration.

Please sign the Trade Assignment, with attached Exhibit "A", and return one fully executed copy to me. In addition, please sign this Letter of Understanding to acknowledge your agreement with the terms outlined above.

K. Jesse Singerman
President & CEO

UNIVERSAL COOPERATIVES, INC.

Its Assistant Secretary

Signed [Signature] Dated: 7-22-97



BLOOMING PRAIRIE

WAREHOUSE

2340 Heinz Road

Iowa City, IA 52240

319.337.6448

TRADE ASSIGNMENT

DATE: July 22, 1997

PARTIES: UNIVERSAL COOPERATIVES, INC. ("Universal")
P.O. Box 460
Minneapolis, MN 55440-0460

BLOOMING PRAIRIE COOPERATIVE WAREHOUSE ("Blooming
Prairie")
2340 Heinz Road
Iowa City, IA 52240

RECITALS:

1. Universal owns the trademark "CO-OP" and U.S. Trademark Registrations (the Mark) as shown in the attached Exhibit "A" for use in the sale of grocery products and grocery store services.

2. Blooming Prairie desires to acquire the Mark from Universal for use in the sale of grocery products and grocery store services.

Now, therefore, in consideration of the sum of \$13,000.00 paid to Universal by Blooming Prairie, receipt of which is hereby acknowledged.

Universal hereby assigns to Blooming Prairie all of its right, title and interest in and to the Mark and all U.S. and foreign registrations thereof, together with the goodwill of the business symbolized by the Mark.

EXHIBIT "A"

GROCERY PRODUCT 'CO-OP' TRADEMARK
AND U.S. TRADEMARK REGISTRATIONS

310,340 registered February 20, 1934;

374,276 registered January 2, 1940;

375,085 registered February 6, 1940;

377,731 registered May 14, 1940;

378,447 registered June 11, 1940;

379,235 registered July 9, 1940;

389,580 registered August 12, 1941;

656,184 registered December 24, 1957;

1,211,914 registered October 5, 1982.

