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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

11-20-2000



U.S. Patent & TMO/TM Mail Rcpt Dt. #57

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RECORDATION FORM COVER SHEET

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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New

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Conveyance Type

Assignment **License**

Security Agreement **Nunc Pro Tunc Assignment**

Merger **Change of Name**

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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TRADEMARK
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Address (line 1)

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Sue Heberlig

11.17.2000

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT made as of the 4th day of November, 2000, by and between Giant Food Stores, Inc. (the "Assignor"), a Pennsylvania corporation having its principal place of business at 1149 Harrisburg Pike, Carlisle, PA 17013, and Giant Food Stores, LLC, (the "Assignee"), a Delaware limited liability company having its principal place of business at 1149 Harrisburg Pike, Carlisle, PA 17013.

Assignor is the owner of trademarks and trademark registrations listed on Schedule "A" attached hereto; and

Assignor has elected to transfer all of its right, title, and interest in and to those trademarks and trademark registrations to Assignee.

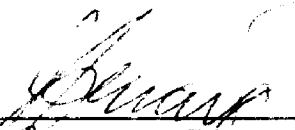
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, and transfers unto Assignee the entire right, title and interest in and to those trademarks and trademarks registrations listed on Schedule "A" hereto, together with the goodwill of the business symbolized by the trademarks and trademark registrations, together with all claims for damages by reason of past infringement of said trademarks, with the right to sue for and collect the same

for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

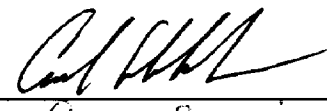
IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the day and year first above written.

ATTEST:

GIANT FOOD STORES, INC.



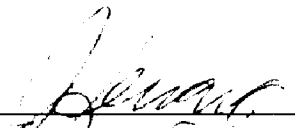
Name: James Fickes
Title: EVP Secretary Treasurer



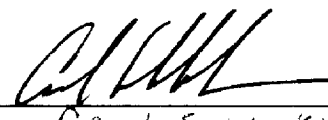
Name: Carl Sushka
Title: EVP Sales & Merchandising

ATTEST:

GIANT FOOD STORES, LLC



Name: James Fickes
Title: EVP Secretary Treasurer



Name: Carl Sushka
Title: EVP Sales & Merchandising

GIANT FOOD STORES, INC.

Assignment to

GIANT FOOD STORES, LLC

SCHEDULE A

<u>Mark:</u>	<u>Serial/Reg. No.:</u>
3'S COMPANY 4'S NOT ALLOWED	1,949,106
CLASSIC COUNTRY	2,033,656
EDWARD THE GIANT	75/922,172
EDWARDS	925,182
EDWARDS	1,854,966
EDWARDS SUPER FOOD STORE	1,853,902
EXTRA REWARDS (US Federal)	2,331,165
EXTRA REWARDS (PA State)	2903280
FRESH AT 5	1,784,656
GIANT'S KID CITY ADVENTURE CLUB	75/922,170
GIANT'S KID CITY ADVENTURE CLUB and Skyscraper Design	75/922,189
PAWS EXPRESS	2,306,063
PICK PLUS	1,814,029
SNEAKERS Design	75/922,171