



02-15-2001

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

03-05-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment **License**

Security Agreement **Nunc Pro Tunc Assignment**

Merger **Change of Name**

Other

Effective Date
Month Day Year
12/31/2000

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
12/31/2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

75977177

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

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointing of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

03/02/2001 004461 00000068 75982177

01 FD:483 40.00 DP
02 FD:482 300.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002243 FRAME: 0533

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/922,172"/>	<input type="text" value="75/922,189"/>	<input type="text"/>
<input type="text" value="75/922,170"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/922,171"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,949,106"/>	<input type="text" value="2,033,656"/>	<input type="text" value="925,182"/>
<input type="text" value="1,854,966"/>	<input type="text" value="1,853,902"/>	<input type="text" value="2,331,165"/>
<input type="text" value="1,784,656"/>	<input type="text" value="2,306,063"/>	<input type="text" value="1,814,029"/>

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

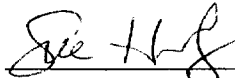
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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
Name of Person Signing


Signature

2.13.2001
Date Signed

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT made as of the 31st day of December, 2000, by and between Giant Food Stores, LLC (the "Assignor"), a Delaware limited liability company having its principal place of business at 1149 Harrisburg Pike, Carlisle, PA 17013, and GFC Brands, Inc., (the "Assignee"), a Delaware corporation having its principal place of business at 300 Delaware Avenue, Suite 900, Wilmington, DE 19801.

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

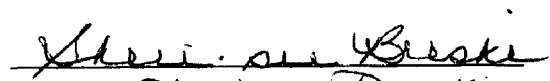
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business symbolized by the trademarks and trademark registrations, together will all claims for damages by reason of past infringement of said trademarks, with the right to sue for and collect the same for its own use and enjoyment, and for the use 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:

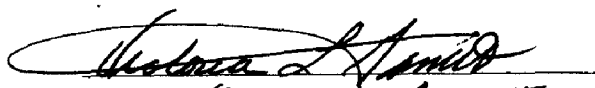
GIANT FOOD STORES, LLC

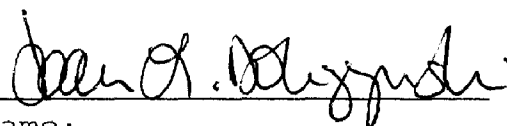

Name: Sheri-su Bleski
Title: Paralegal Supervisor
Legal Services & Licensing


Name: Carl Schlicker
Title: EVP, Sales & marketing

ATTEST:

GFC BRANDS, INC.


Name: VICTORIA L. CARREÓN
Title: ASSISTANT TREASURER


Name:
Title:

{A216435.DOC;1}

GIANT FOOD STORES, LLC

Assignment to

GFC BRANDS, INC.

SCHEDULE A

Mark:

Serial/Reg. No.:

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 and Gas Pump Design	
GIANT=S KID CITY ADVENTURE CLUB	75/922,170
GIANT=S KID CITY ADVENTURE CLUB and Skyscraper Design	75/922,189
MARTIN'S and Gas Pump Design	
PAWS EXPRESS	2,306,063
PICK PLUS	1,814,029
SNEAKERS Design	75/922,171

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