

07-03-2001

6.20.01



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Attorney Docket No.: 3099-6

101767913

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:
Please record the attached original documents or copy thereof.

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

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other ___

2. Name and address of receiving party(ies):

Name: **Gristede's Food Inc.**

Internal Address:

Street Address: **823 11th Avenue**

City: **New York**

Country/State/Zip: **New York 10019**

Individual Citizenship ___
 Association ___
 General Partnership ___
 Limited Partnership ___
 Corporation-State Delaware
 Other ___

Additional names and addresses attached? yes no

3. Nature of Conveyance

Assignment Nunc Pro Tunc Assignment
 Security Agreement Change of Name
 Other ___

Execution Date: June 14, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s):
908137

Additional numbers attached? Yes No

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

Name: Lance J. Lieberman, Esq.

Internal Address: Cohen, Pontani, Lieberman & Pavanc

Street Address: 551 Fifth Avenue, Suite 1210

City: New York State: NY ZIP: 10176

6. Total number of applications and trademarks involved:
[1]

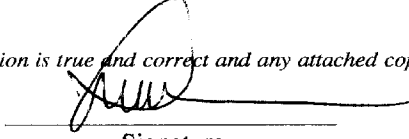
7. Total fee (37 C.F.R. 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 03-2412
 (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.

Lance J. Lieberman, Esq.  June 19, 2001
 Name of Person Signing Signature Date

Reg. No. 28,437 Total number of pages including cover sheet, attachments and document **[5]**

OMB No. 0651-0011 (exp. 4/84)

do not detach this portion
Mail documents to be recorded with required cover sheet information to:

Assignment Division
Crystal Gateway Four
1213 Jefferson Davis Highway
Suite 300
Arlington, Virginia 22202

TRADEMARK ASSIGNMENT

This Assignment of and between Gristede's Supermarket Inc., a Delaware corporation, having a place of business located at 823 11th Avenue, New York, NY 10019 ("Assignor") and Gristede's Food Inc., a Delaware corporation having a place of business located at 823 11th Avenue, New York, NY 10019 ("Assignee").

WHEREAS, Assignor has adopted and used and is using the trademark **GRISTEDE'S** in the United States, which is the subject of U.S. Registration No. 908,137, registered on February 16, 1971.

WHEREAS, Assignor represents and warrants to Assignee, that it has good and marketable title to the trademark **GRISTEDE'S** and that it is the sole owner thereof. Assignor further represents and warrants to Assignee that it has not transferred, assigned, alienated, encumbered or in any other manner hypothecated its interest in said trademark other than by reason of the within Assignment; and

WHEREAS, Assignee is desirous of acquiring the **GRISTEDE'S** and the registration thereof;

NOW, THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee the entire right, title and interest of Assignor in and to the trademark **GRISTEDE'S**, and of the said registration thereof, together with the goodwill of the business symbolized by the mark.

Dated: 6/14/01

Gristede's Supermarket, Inc.

By: Gary Pokrassa
Gary Pokrassa
Chief Financial Officer