

11-26-2002



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102293016

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

1. Name of conveying party(ies): MED 10-29-02
 GFC Brands, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

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

2. Name and address of receiving party(ies)
 Name: Koninklijke Ahold NV
 Internal Address: _____
 Street Address: Albert Heijnweg 1
 City: Zaandam State: Netherlands Zip: 1507EH

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Netherlands
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 5, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2544584

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Sue Heberlig
 Internal Address: _____
 Street Address: P.O. Box 1166
 City: Harrisburg State: PA Zip: 17108

6. Total number of applications and registrations involved: 1

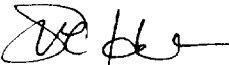
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed YOE
 Authorized to be charged to deposit account

8. Deposit account number:

 (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.

Sue Heberlig  10.28.02
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

11/26/2002 LMUELLER 00000056 2544584

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40.00 DP

TRADEMARK ASSIGNMENT

GFC Brands, Inc. (the "Assignor"), is a Delaware corporation having its principal place of business at 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801; and

Koninklijke Ahold NV (the "Assignee"), is a Netherlands corporation having its principal place of business at Albert Heijnweg 1, Zaandam, Netherlands/Holland 1507 EH; and

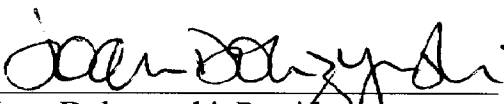
Assignor is the owner of U.S. Trademark Registration No. 2,544,584 for the mark **MARTIN'S** (the "Trademark"); and

Assignor has elected to transfer all of its right, title, and interest in and to the Trademark 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 *nunc pro tunc* as of **March 5, 2002** the entire right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark, together with all claims for damages by reason of past infringement of said Trademark, 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 said Assignor has caused this instrument to be executed by its duly authorized corporate officer on the 23rd day of October, 2002.

GFC BRANDS, INC.


Joan Dobrzynski, President

DESIGNATION OF DOMESTIC REPRESENTATIVE

Assignee: Koninklijke Ahold N.V.

Registration No.: 2,544,584

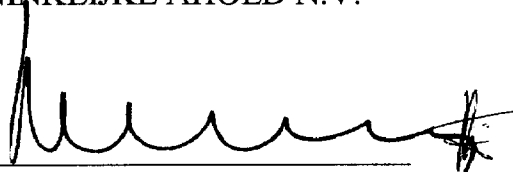
Mark: MARTIN'S

The undersigned Netherlands corporation hereby designates the following as domestic representative upon whom all notices or process in proceedings affecting the above-referenced registration may be served:

Michael A. Doctrow, Esquire
McNees, Wallace & Nurick LLC
100 Pine Street
Harrisburg, PA 17108-1166
(717) 232-8000

Respectfully submitted,

KONINKLIJKE AHOLD N.V.

A handwritten signature in black ink, appearing to read 'A.M. Meurs', written over a horizontal line. The signature is stylized with several loops and a final flourish.

Name : A.M. Meurs

Title : Executive Vice President and CFO