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TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies): 4-10-03
Giant Food Stores, LLC
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware LLC
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: GFC Brands, Inc.
Internal Address: _____
Street Address: 300 Delaware Avenue
City: Wilmington State: DE Zip: 19801
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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: 04/01/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2655719
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sue Heberlig, Paralegal
Internal Address: _____
McNees Wallace & Nurick
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
 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 [Signature] 4.7.03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

05/06/2003 6TOM11 00000157 2655719

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TRADEMARK
REEL: 002725 FRAME: 0955

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT made as of the 1st day of April, 2003, 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, Wilmington, DE 19801.


Assignor is the owner of trademark registration no. 2,655,719 for the GIANT mark; and

Assignor has elected to transfer all of its right, title, and interest in and to the trademark registration 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 the trademark registration, together with the goodwill of the business symbolized by the trademark registration, 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 Assignor has caused this instrument to be executed by its duly authorized corporate officer on the 1 day of April, 2003.

GIANT FOOD STORES, LLC



Name: Carl Schlicker
Title: EVP, Sales & marketing