

05-09-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

4-17-03 RECORDATION TRADEMARK

102444119

DEPARTMENT OF COMMERCE 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):

Giant Food Stores, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other corrective assignment

Execution Date: 11/4/2000

2. Name and address of receiving party(ies)

Name: Giant Food Stores, LLC

Internal Address: 1149 Harrisburg Pike

Street Address:

City: Carlisle State: PA Zip: 17015

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware limited liability Co.

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

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

A. Trademark Application No.(s)

2033656 2647872 B. Trademark Registration No.(s) 1854966 1784656 2580784 1853902 1814029 2572737 2306063 2331165 2487061

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:

Street Address: P.O. Box 1166

City: Harrisburg State: PA Zip: 17108

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41): \$ 290.00

- 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 Name of Person Signing

[Signature]

Signature

4.15.03

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

05/08/2003 6TON11 00000065 2033656

01 FC:0521 02 FC:0522

40.00 DP 250.00 DP

TRADEMARK REEL: 002728 FRAME: 0688

OFFICE OF ELECTRONIC RECORDS

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT made as of the 4th day of November, 2000, by and between Giant Food Stores, Inc. (the "Assignor"), a Delaware 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 *nunc pro tunc* as of November 4, 2000, 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 Assignor has caused this instrument to be executed by its duly authorized corporate officer on the 4 day of April, 2003.

GIANT FOOD STORES, INC.



Name: Carl Schlicker

Title: EVP, Sales & marketing

GIANT FOOD STORES, INC.

Assignment to

GIANT FOOD STORES, LLC

SCHEDULE A

Mark: Serial/Req. No.:

CLASSIC COUNTRY	2,033,656
EDWARD THE GIANT	2,647,872
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	2,572,737
GIANT'S KID CITY ADVENTURE CLUB and Skyscraper Design	2,580,784
PAWS EXPRESS	2,306,063
PICK PLUS	1,814,029
SNEAKERS Design	2,487,061