

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

Butson's Enterprises, Inc.

- Individual(s) Association
- General Partnership
- Limited Partnership
- Corporation – **New Hampshire**
- Other

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

2. Name and Address of receiving party(ies)

**Surry Licensing LLC
7 Corporate Drive
Keene, NH 03431**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other – Limited Liability Company – New Hampshire

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: **September 13, 2003**

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

A. Trademark Application No(s).

78219005

78218998

B. Trademark Registration No(s).

Additional numbers attached? Yes No

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

**Kenneth A. Rubenstein, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 2

7. Total fee (37 CFR 3.41) **\$65**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 003170/24)

8. Deposit Account No. **19-2385**

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.

Kenneth A. Rubenstein



November 5, 2003

Name

Signature

Date

Total number of pages including cover sheet, attachments, and document: **6**

CH \$65.00 192385 78219005

ASSIGNMENT OF INTELLECTUAL PROPERTY
(Supervalu - Butsons)

This ASSIGNMENT OF INTELLECTUAL PROPERTY, dated as of September 13 2003 (this "Assignment") by Butson's Enterprises, Inc., a New Hampshire corporation ("Assignor"), in favor of Surry Licensing LLC, a New Hampshire limited liability company ("Assignee") with its principal place of business at 7 Corporate Drive Keene NH 03431.

WITNESSETH

WHEREAS, C&S Acquisition LLC, SUPERVALU INC. and the other entities identified therein are parties to an Asset Exchange Agreement, dated as of September 6, 2003, whereby Assignee will acquire all rights associated with certain of the assets of Assignor (as amended from time to time, the "Asset Exchange Agreement").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and deliver to Assignee all of Assignor's right, title, and interest in and to:

All trademark applications set forth on Attachment I, all goodwill associated therewith, and rights to sue for past Infringement (as defined in the Asset Exchange Agreement) thereof, and all rights corresponding to the foregoing throughout the world.

Assignor further agree, without further consideration, to cause to be performed such lawful acts and to execute such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:

Dutson's Enterprises, Inc.

By: Stephen P. Kilgriff
Name: **STEPHEN P. KILGRIFF**
Title: **VICE PRESIDENT**

Acknowledged and Accepted:

ASSIGNEE:

Surry Licensing LLC

By: Carl [Signature]
Name:
Title: *SVP*

STATE OF *New York*)
COUNTY OF *New York*) SS.

I, a notary public, in and for the county and state aforesaid, do hereby certify that *UP Stephen Kellogg* personally known to me to be the *VP* of Butson's Enterprises, Inc., a New Hampshire corporation, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 3 day of September, 2003.

Demian Akhan
Notary Public

My commission expires: 10/2/05

DEMIAN AKHAN
Notary Public, State of New York
No. 01AK5049189
Qualified in New York County
Commission Expires October 2, 2005

STATE OF *New York*)
COUNTY OF *New York*) SS.

I, a notary public, in and for the county and state aforesaid, do hereby certify that *Carl Wotrzech* personally known to me to be the of Butson's Enterprises, Inc., a New Hampshire corporation, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this *13* day of September, 2003.

DEMIAN AKHAN
Notary Public, State of New York
No. 01AKSD49198
Qualified in New York County
Commission Expires October 2, 2005

Demian Akhan
Notary Public

My commission expires: *Oct 2, 2005*

ATTACHMENT I TO ASSIGNMENT OF INTELLECTUAL PROPERTY
Trademarks

Legal Entity	Mark	Type	Registration
Batson's Enterprises, Inc.	Batson's Marketplace (application Pending)	Federal	78/219,005
Batson's Enterprises, Inc.	Batson's Supermarket (application pending)	Federal	78/218,998