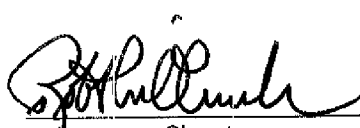


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Brookshire Grocery Company  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other Texas  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: HP Hood LLC Internal Address:  Street Address: 90 Everett Avenue, Suite 200 City: Chelsea State: MA Zip: 02150  <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other Delaware limited liability company If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: 04/12/2004			4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76470630; 76519443; 76519444; 76519445 B. Trademark Registration No.(s)  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Miriam J. Rovner Internal Address: Senior Trademark Paralegal Goodwin Procter LLP Exchange Place Street Address: 53 State Street City: Boston State: MA Zip: 02109-2881			6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41).....\$ 115.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 07-1700		
DO NOT USE THIS SPACE					
9. Signature.  Robert M. O'Connell, Jr.  April 15, 2004 Name of Person Signing                      Signature                      Date Total number of pages including cover sheet, attachments, and document: 5					

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

CH \$115.00 071700 76470630

APR-15-04 THU 02:06 PM H P HOOD INC

FAX NO. 6178878477

P. 03

**ASSIGNMENT OF TRADEMARKS, TRADEMARK REGISTRATIONS AND APPLICATIONS**

THIS ASSIGNMENT OF TRADEMARKS, TRADEMARK REGISTRATIONS AND APPLICATIONS, dated as of April 12, 2004, is between HP HOOD LLC, a Delaware limited liability company ("Buyer"), and BROOKSHIRE GROCERY COMPANY, a Texas corporation ("Seller").

WHEREAS, Seller and Buyer entered into that certain Asset Purchase Agreement, dated April 6, 2004 (the "Purchase Agreement"), pursuant to which Seller agreed to sell to Buyer, among other things, certain trademarks, trademark registrations and applications therefor owned and held by Seller relating to the LeCarb Business; and

WHEREAS, Seller is executing this Assignment of Trademarks, Trademark Registrations and Applications to Buyer for the purpose of transferring, selling and conveying to Buyer said trademarks, trademark registrations and applications;

NOW, THEREFORE, in consideration for the payment by Buyer of the consideration provided in the Purchase Agreement, Seller does hereby assign unto Buyer all Seller's right, title and interest in and to the trademarks, trademark registrations, the trademark applications and any registrations issuing on such applications, listed on Schedule A hereto, together with the goodwill of the business symbolized by the trademarks covered by said registrations and applications and all causes of action and the right to sue and recover for past, present and future infringements of said trademarks.

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APR-15-04 THU 02:06 PM H P HOOD INC


FAX NO. 6178878477

P.04

IN WITNESS WHEREOF, Seller and Buyer have caused this Assignment of Trademarks, Trademark Registrations and Applications to be executed on the date first above written.

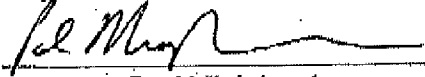
Address: P. O. Box 1411  
Tyler, Texas 75710-1411

BOOKSHIRE GROCERY COMPANY  
as Seller


By:   
Bradley W. Brookshire,  
President - Corporate Development Group

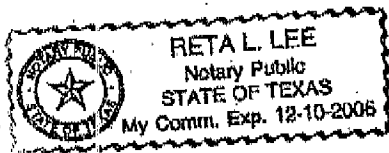
Address: 90 Everett Avenue  
Chelsea, Massachusetts  
02150-2301

HP HOOD LLC  
as Buyer

By:   
Paul Nightingale,  
Vice President

Signed before me on this 12<sup>th</sup> day of April, 2004

  
Notary Public



APR-15-04 THU 02:06 PM H P HOOD INC

FAX NO. 6178878477

P.05

IN WITNESS WHEREOF, Seller and Buyer have caused this Assignment of Trademarks, Trademark Registrations and Applications to be executed on the date first above written.

Address: P. O. Box 1411  
Tyler, Texas 75710-1411

BOOKSHIRE GROCERY COMPANY  
as Seller

By: \_\_\_\_\_  
Bradley W. Brookshire,  
President - Corporate Development Group

Address: 90 Everett Avenue  
Chelsea, Massachusetts  
02150-2301

HP HOOD LLC  
as Buyer

By: Paul Nightingale  
Paul Nightingale,  
Vice President

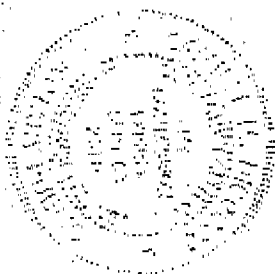
Signed before me on this 12<sup>th</sup> day of April, 2004 .

Camille M. DiCocco

Notary Public

Camille M. DiCocco

My commission expires: 09/03/10



APR-15-04 THU 02:07 PM H P HOOD INC

FAX NO. 6178878477

P. 06

## SCHEDULE A

## U.S. TRADEMARKS

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
LE CARB	76/470,630	11/29/02
LE CARB	76/519,443	05/16/03
LE CARB	76/519,444	05/16/03
YO CARB	76/519,445	05/16/03