

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Clem-Del, Inc.		10/23/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Giant Food Stores, LLC
Street Address:	1149 Harrisburg Pike
City:	Carlisle
State/Country:	PENNSYLVANIA
Postal Code:	17013
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	76610812	213 WEST MAIN
Registration Number:	1485690	CLEMENS
Registration Number:	1478083	CLEMENS
Registration Number:	2656341	CLEMENS FAMILY MARKETS
Registration Number:	1765109	CLEMENS MARKETS
Registration Number:	1911984	CLEMMIE
Registration Number:	2535320	CONSIDER THE SOURCE
Registration Number:	3043031	CUSTOMER CHOICE CARD
Registration Number:	2329859	GATHERINGS
Registration Number:	2417428	GET THE CARD...GET THE SAVINGS!
Registration Number:	2347122	
Registration Number:	2902594	MOTHER NATURE'S GARDEN
Registration Number:	2894020	MOTHER NATURE'S GARDEN
Registration Number:	2642686	

OP \$390.00 76610812

Registration Number: 2022982 TOWAMENCIN KITCHEN

CORRESPONDENCE DATA

Fax Number: (717)237-5300

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 717-232-8000

Email: trademarks@mwn.com

Correspondent Name: Sue Heberlig

Address Line 1: 100 Pine Street

Address Line 4: Harrisburg, PENNSYLVANIA 17108

ATTORNEY DOCKET NUMBER: 356/01332-0557

NAME OF SUBMITTER: Sue Heberlig

Signature: /SueHeb/

Date: 11/14/2006

Total Attachments: 4
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ASSIGNMENT OF SERVICE MARKS AND TRADEMARKS

THIS ASSIGNMENT OF SERVICE MARKS AND TRADEMARKS made this 23rd day of October, 2006, but effective as of October 22, 2006, at 12:01 a.m., by Clem-Del, Inc., a Delaware corporation with its principal place of business at 103 Foulk Road, Suite 200, Wilmington, DE 19803 (“Assignor”), to Giant Food Stores, LLC, a Delaware limited liability company with its principal place of business at 1149 Harrisburg Pike, Carlisle, PA 17103 (“Assignee”).

RECITAL

Assignee and Assignor are parties to an Asset Purchase Agreement among Assignor, Assignee, Clemens Markets, Inc., a Pennsylvania corporation, foodsource, LLC, a Pennsylvania limited liability company, and Clem-Ship, LLC, a Pennsylvania limited liability company, dated September 5, 2006, as amended (the “Purchase Agreement”), pursuant to which Assignor has agreed to sell to Assignee and Assignee has agreed to buy from Assignor the service marks, trademarks and trademark applications of Assignor set forth on Schedule 4.20 to the Purchase Agreement. Pursuant to the Purchase Agreement, Assignor has agreed to execute such instruments as the Assignee may reasonably request in order to more effectively assign, transfer, grant, convey, assure and confirm to Assignee and its successors and assigns, or to aid and assist in the collection of or reducing to possession by the Assignee of, the aforesaid service marks, trademarks and trademark applications, of Assignor.

In accordance therewith, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor’s right, title and interest in, to and under Assignor’s registered service marks, trademarks and trademark applications listed on Schedule A annexed hereto and incorporated herein by reference (all of the foregoing being referred to herein as the “Marks”).

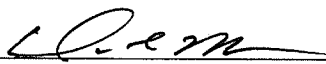
NOW, THEREFORE, Assignor, for and in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor’s right, title and interest in, to and under the Marks, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment of Service Marks and Trademarks, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment of Service Marks and Trademarks not been made.

[SIGNATURES APPEAR ON FOLLOWING PAGE]


IN WITNESS WHEREOF, Assignor has caused its duly authorized officer to execute this Assignment of Service Marks and Trademarks as of the date first above written.

Attest:

Clem-Del, Inc.



Douglas Moyer, Secretary

By: 

Mark K. Batenic, Sr. Vice President

[CORPORATE SEAL]

Commonwealth of Pennsylvania

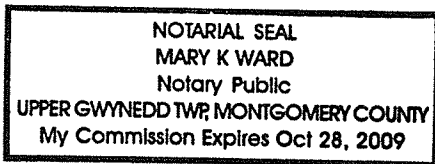
SS.:

County of Montgomery

On this 23 day of Oct, 2009, before me, a notary public for the commonwealth and county aforesaid, personally appeared Mark K. Batenic, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he is the Sr. Vice President of Clem-Del, Inc., a Delaware corporation, and that he executed the same in his authorized capacity and that by his signature on the instrument the entity, on behalf of which such person acted, executed the instrument.

Witness my hand and official seal.


Notary Public



SCHEDULE A

REGISTERED SERVICE MARKS AND TRADEMARKS

<u>Service Mark or Trademark</u>	<u>U.S. Registration No.</u>	<u>Registration Date</u>
Clemens	1,485,690	04/19/1988
Clemens (and snowflake design)	1,478,083	02/23/1988
Clemens Family Markets	2,656,341	12/03/2002
Clemens Markets (and snowflake design)	1,765,109	04/13/1993
Clemmie (and Design)	1,911,984	08/15/1995
Consider the Source	2,535,320	02/05/2002
Customer Choice Card	3,043,031	01/17/2006
Gatherings	2,329,859	03/14/2000
Get the Card . . . Get the Savings (Leaf Design)	2,417,428 2,347,122	01/02/2001 05/02/2000
Mother Nature's Garden	2,902,594	11/16/2004
Mother Nature's Garden (and Design)	2,894,020	10/19/2004
(Snowflake Design)	2,642,686	10/29/2002
Towamencin Kitchen (and Design)	2,022,982	12/17/1996

<u>Service Mark or Trademark</u>	<u>PA Registration No.</u>	<u>Registration Date</u>
Country Kitchen Creations By Clemens	3,044,535	12/31/2001
Country Kitchen Creations By Clemens	3,044,533	12/31/2001
Country Kitchen Creations By Clemens (and Design)	3,045,674	01/07/2002
Country Kitchen Creations By Clemens (and Design)	3,045,673	01/07/2002

PENDING SERVICE MARK OR TRADEMARK APPLICATIONS

<u>Service Mark or Trademark</u>	<u>Application Number</u>	<u>Application Date</u>
213 West Main	76/610,812	09/10/2004

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