

## 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                         |
| Peapod, LLC                |  | 10/31/2013                     | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA       |  |                                |                                     |
| Name:                      | Ahold U.S.A., Inc.                           |                                |                                     |
| Street Address:            | 6300 Sheriff Road                            |                                |                                     |
| City:                      | Landover                                     |                                |                                     |
| State/Country:             | MARYLAND                                     |                                |                                     |
| Postal Code:               | 20785  |                                |                                     |
| Entity Type:               | CORPORATION: MARYLAND                        |                                |                                     |
| PROPERTY NUMBERS Total: 14 |  |                                |                                     |
| Property Type              | Number                                       | Word Mark                      |                                     |
| Registration Number:       | 1922505                                      | PEAPOD                         |                                     |
| Registration Number:       | 2035762                                      | SMART SHOPPING FOR BUSY PEOPLE |                                     |
| Registration Number:       | 2286965                                      | SMART SHOPPING FOR BUSY PEOPLE |                                     |
| Registration Number:       | 2359020                                      | PEAPOD.COM                     |                                     |
| Registration Number:       | 2359019                                      | THE POD                        |                                     |
| Registration Number:       | 2359021                                      | 1-800-5-PEAPOD                 |                                     |
| Registration Number:       | 2450388                                      | PEAPOD                         |                                     |
| Registration Number:       | 2471020                                      | YOUR PERSONAL GROCER & MORE    |                                     |
| Registration Number:       | 2511327                                      | PEAPOD                         |                                     |
| Registration Number:       | 2538748                                      | PEAPOD                         |                                     |
| Registration Number:       | 3966051                                      | PEAPOD MOBILE                  |                                     |
| Registration Number:       | 3966052                                      | PEAPOD IN YOUR POCKET          |                                     |
| Serial Number:             | 86101457                                     | PEAPOD                         |                                     |
| Serial Number:             | 86101488                                     |                                |                                     |

TRADEMARK

**CORRESPONDENCE DATA**

Fax Number: 7172601641

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

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: | 356/20852-0016 |
| NAME OF SUBMITTER:      | Sue Heberlig   |
| Signature:              | /SueHeb/       |
| Date:                   | 11/05/2013     |

Total Attachments: 4  
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## TRADEMARK ASSIGNMENT

### **Peapod, LLC to Ahold U.S.A., Inc.**

THIS TRADEMARK ASSIGNMENT ("Assignment") made as of the 31st day of October, 2013 is by and between Ahold U.S.A., Inc., a corporation organized under the laws of Maryland (the "Assignee"), and Peapod, LLC, a limited liability company organized under the laws of Delaware (the "Assignor").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks and the corresponding registrations and/or applications for registration set forth on **Exhibit A** (collectively, the "Trademarks"), together with the goodwill symbolized by the Trademarks; and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are acknowledged, the parties hereby agree as set forth below.

1. Assignment. Assignor hereby assigns, transfers and conveys to Assignee the entire right, title, interest in and to the Trademarks in the United States and all jurisdictions outside the United States, together with the goodwill symbolized by the Trademarks (including, without limitation, the common law rights with respect to the Trademarks, the right to renew any registrations included in the Trademarks, the right to apply for trademark registrations within or outside the United States based in whole or in part upon the Trademarks, and any priority right that may arise from the Trademarks), the same to be held and enjoyed by Assignee as fully and entirely as said interest could have been held and enjoyed by Assignor had this sale, assignment, transfer and conveyance not been made.

2. Registration Transfer. Assignor authorizes the Commissioner of Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office and in any applicable jurisdictions outside the United States to record the transfer of the registrations and/or applications for registration set forth on **Exhibit A** to Assignee (or Assignee's successors or assigns) as assignee of Assignor's entire right, title and interest therein. Assignor agrees to further execute any documents reasonably necessary to effect this assignment or to confirm Assignee's ownership of the Trademarks.


3. Domain Name. Assignor hereby assigns, transfers and conveys to Assignee the entire right, title, interest in the domain name Peapod.com to Assignee. Assignor shall take all steps necessary to cause such domain name to be registered in the name of Assignee (or Assignee's successors or assigns).

4. Counterparts. This Trademark Assignment Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts taken together shall constitute one and the same instrument. Each counterpart may be delivered by facsimile transmission, which transmission shall be deemed delivery of an originally executed document.

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment Agreement as of the date first above written.

**ASSIGNOR:**

PEAPOD, LLC

By: 

Name: Andrew Parkinson

Title: General Manager

**ASSIGNEE:**

AHOLD U.S.A., INC.

By: \_\_\_\_\_

Name: Gregory A. Stay

Title: Assistant Treasurer

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment Agreement as of the date first above written.

**ASSIGNOR:**

PEAPOD, LLC

By: \_\_\_\_\_  
Name: Andrew Parkinson  
Title: General Manager

**ASSIGNEE:**

AHOLD U.S.A., INC.

By: Gregory A. Stay  
Name: Gregory A. Stay  
Title: Assistant Treasurer

**Exhibit A  
Trademarks**

Registered Marks

| <u>Trademark</u>               | <u>Registration Number</u> |
|--------------------------------|----------------------------|
| PEAPOD                         | 1,922,505                  |
| SMART SHOPPING FOR BUSY PEOPLE | 2,035,762                  |
| SMART SHOPPING FOR BUSY PEOPLE | 2,286,965                  |
| THE POD                        | 2,359,019                  |
| PEAPOD.COM                     | 2,359,020                  |
| 1-800-5-PEAPOD                 | 2,359,021                  |
| PEAPOD                         | 2,450,388                  |
| YOUR PERSONAL GROCER & MORE    | 2,471,020                  |
| PEAPOD                         | 2,511,327                  |
| PEAPOD                         | 2,538,748                  |
| PEAPOD MOBILE                  | 3,966,051                  |
| PEAPOD IN YOUR POCKET          | 3,966,052                  |

Pending Applications

| <u>Trademark</u>     | <u>Application Number</u> |
|----------------------|---------------------------|
| PEAPOD               | 86/101,457                |
| Green Vehicle Design | 86/101,488                |