

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
White Rose Inc.		12/04/2013	CORPORATION: DELAWARE
Associated Food Stores, L.L.C.		12/04/2013	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Associated Wholesalers, Inc.
Street Address:	Route 422, PO Box 67
City:	Robesonia
State/Country:	PENNSYLVANIA
Postal Code:	19551
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1858988	PIONEER
Registration Number:	1027590	MET FOOD STORES
Serial Number:	86054188	MET FRESH SUPERMARKET
Serial Number:	86054207	MET FRESH SUPERMARKET

CORRESPONDENCE DATA

Fax Number: 3129847700
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 312.372.2000
 Email: mweipdocket@mwe.com
 Correspondent Name: Jennifer M. Mikulina
 Address Line 1: McDermott Will & Emery LLP
 Address Line 2: 227 W. Monroe Street, Suite 4400
 Address Line 4: CHICAGO, ILLINOIS 60606-5096

CH \$115.00 1858988

ATTORNEY DOCKET NUMBER:	93476-014 JMM/CMV
NAME OF SUBMITTER:	Jennifer M. Mikulina
Signature:	/Jennifer M. Mikulina/
Date:	12/19/2013
Total Attachments: 7 source=Associated Wholesalers Inc IP Assignment#page1.tif source=Associated Wholesalers Inc IP Assignment#page2.tif source=Associated Wholesalers Inc IP Assignment#page3.tif source=Associated Wholesalers Inc IP Assignment#page4.tif source=Associated Wholesalers Inc IP Assignment#page5.tif source=Associated Wholesalers Inc IP Assignment#page6.tif source=Associated Wholesalers Inc IP Assignment#page7.tif	

INTELLECTUAL PROPERTY ASSIGNMENT

This INTELLECTUAL PROPERTY ASSIGNMENT (this “**IP Assignment**”), effective as of December 4, 2013 (the “**Effective Date**”), is made by and between White Rose Inc. (as successor by merger to White Rose Food Corp. a/k/a White Rose Food), a Delaware corporation (“**White Rose**”), and Associated Food Stores, L.L.C., a New York limited liability company (“**Associated**”), pursuant to Section 2.02(a)(ii) of the Transfer Agreement, dated as of the date hereof, among White Rose, Associated and Associated Wholesalers, Inc., a Pennsylvania corporation (the “**Transfer Agreement**”). White Rose and Associated may be referred to hereinafter collectively as the “**Parties**” and individually as a “**Party**.” All capitalized terms used but not defined hereinafter shall have the meanings ascribed to them in the Transfer Agreement.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

- 1. Transfer and Assignment of the Transferred IP.** White Rose does hereby assign, transfer and convey to Associated, its successors and assigns, exclusively, in perpetuity and throughout the world, all of such White Rose’s right, title and interest in and to the Transferred IP, including but not limited to the registered intellectual property set forth on Schedule A of this IP Assignment, and any and all governmental registrations and pending applications and common law rights with respect thereto, in each case free and clear of any Encumbrance (other than Permitted Encumbrances), together with any goodwill symbolized by or associated with such Transferred IP, together with that portion of White Rose’s business to which the Transferred IP pertains, and all claims for damages by reason of past or current infringement of same, with the right to sue for and collect the same for its own use and the enjoyment of its successors, assigns or other legal representatives.
- 2. Binding Instrument; Terms of the Transfer Agreement.** This IP Assignment shall be binding upon and inure to the benefit of the Parties hereto and their respective successors and assigns. All representations, warranties, covenants, agreements and indemnities contained in the Transfer Agreement or any other agreement executed by the Parties in connection with the transaction contemplated by the Transfer Agreement (the “**Transaction Agreements**”) shall survive the execution and delivery of this IP Assignment and shall continue in full force and effect, in each case, as and to the extent provided in the Transaction Agreements. If there is any conflict between the terms and provisions of this IP Assignment and those of the Transfer Agreement, the terms of the Transfer Agreement shall control.
- 3. Counterparts.** This IP Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this IP Assignment delivered by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this IP Assignment.
- 4. Governing Law.** This IP Assignment shall be governed by and construed in accordance with the internal laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction).
- 5. Recordation Request.** The Parties hereby request that the Deputy Under Secretary of Commerce for Intellectual Property and Deputy Director of the United States Patent and Trademark Office, and the corresponding entities or agencies in any applicable foreign countries, record Associated as the assignee and owner of the Transferred IP set forth on Schedule A of this IP Assignment.

6. **Further Assurances.** Each of the parties hereto shall execute and deliver, at the reasonable request of the other party hereto, any further documents or instruments of assignment, conveyance, transfer and confirmation necessary to perfect or register the interest of Associated in and to the Transferred IP.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the date first above written.

WHITE ROSE INC.

By J. Christopher Michael
Name: J. Christopher Michael
Title: CEO

ASSOCIATED FOOD STORES, L.L.C.

By _____
Name:
Title:

Acknowledged and agreed:

ASSOCIATED WHOLESALERS, INC.

By J. Christopher Michael
Name: J. C. Michael
Title: CEO

{IP Assignment Signature Page}

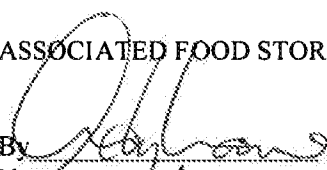
TRADEMARK
REEL: 005178 FRAME: 0192

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the date first above written.

WHITE ROSE INC.

By _____
Name:
Title:

ASSOCIATED FOOD STORES, L.L.C.

By  _____
Name: Andy Unand
Title: Chairman

Acknowledged and agreed:

ASSOCIATED WHOLESALERS, INC.

By _____
Name:
Title:

Schedule A

Registered Intellectual Property

Registered Intellectual Property #1

Word Mark PIONEER
Goods and Services IC 042. US 100. G & S: retail grocery store services, catering services and convenience store services. FIRST USE: 19800100. FIRST USE IN COMMERCE: 19800100
Mark Drawing Code (1) TYPED DRAWING
Serial Number 74398706
Filing Date June 7, 1993
Current Basis 1A
Original Filing Basis 1A
Published for Opposition July 26, 1994
Registration Number 1858988
Registration Date October 18, 1994
Owner (REGISTRANT) Di Giorgio Corporation CORPORATION DELAWARE 380 Middlesex Avenue Cartert NEW JERSEY 07008
(LAST LISTED OWNER) WHITE ROSE INC. CORPORATION DELAWARE ROUTE 422 EAST ROBESONIA PENNSYLVANIA 19551
Assignment Recorded ASSIGNMENT RECORDED
Attorney of Record Kevin M. Gold
Type of Mark SERVICE MARK
Register PRINCIPAL
Affidavit Text SECT 15. SECT 8 (6-YR). SECTION 8(10-YR) 20041117.
Renewal 1ST RENEWAL 20041117
Live/Dead Indicator LIVE

Registered Intellectual Property #2

Word Mark MET FOOD STORES
Goods and Services IC 042. US 101. G & S: RETAIL GROCERY STORE SERVICES. FIRST USE: 19620300. FIRST USE IN COMMERCE: 19620300
Mark Drawing Code (1) TYPED DRAWING
Serial Number 73033382
Filing Date September 30, 1974
Current Basis 1A

Original Filing Basis 1A
Registration Number 1027590
Registration Date December 16, 1975
Owner (REGISTRANT) MET FOOD CORP. CORPORATION NEW YORK 150 PRICE PARKWAY EAST FARMINGDALE NEW YORK
(LAST LISTED OWNER) WHITE ROSE INC. CORPORATION DELAWARE ROUTE 422 EAST ROBESONIA PENNSYLVANIA 19551

Assignment Recorded ASSIGNMENT RECORDED
Attorney of Record Kevin M. Gold
Prior Registrations 0914933;0939956;0940002
Disclaimer THE WORDS "FOOD STORES" ARE DISCLAIMED APART FROM THE MARK AS SHOWN.
Type of Mark Register SERVICE MARK PRINCIPAL
Affidavit Text SECT 15. SECT 8 (6-YR). SECTION 8(10-YR) 20060317.
Renewal 2ND RENEWAL 20060317
Live/Dead Indicator LIVE

Registered Intellectual Property #3

MET FRESH SUPERMARKET

Word Mark MET FRESH SUPERMARKET
Goods and Services IC 035. US 100 101 102. G & S: Retail grocery stores. FIRST USE: 20130815. FIRST USE IN COMMERCE: 20130815
Standard Characters Claimed
Mark Drawing Code (4) STANDARD CHARACTER MARK
Serial Number 86054188
Filing Date September 3, 2013
Current Basis 1A
Original Filing Basis 1A
Owner (APPLICANT) White Rose Inc. CORPORATION DELAWARE Route 422 East Robesonia PENNSYLVANIA 19551
Attorney of Record Kevin M. Gold
Prior Registrations 1027590
Type of Mark Register SERVICE MARK PRINCIPAL

Live/Dead Indicator LIVE

Registered Intellectual Property #4



Word Mark MET FRESH SUPERMARKET
Goods and Services IC 035. US 100 101 102. G & S: Retail grocery stores. FIRST USE: 20130815. FIRST USE IN COMMERCE: 20130815
Mark Drawing Code (3) DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS
Design Search Code 05.03.25 - Leaf, single; Other leaves
26.01.02 - Circles, plain single line; Plain single line circles
26.05.21 - Triangles that are completely or partially shaded
26.11.21 - Rectangles that are completely or partially shaded
Serial Number 86054207
Filing Date September 3, 2013
Current Basis 1A
Original Filing Basis 1A
Owner (APPLICANT) White Rose Inc. CORPORATION DELAWARE Route 422 East Robesonia PENNSYLVANIA 19551
Attorney of Record Kevin M. Gold
Prior Registrations 1027590
Description of Mark The color(s) brown, red, yellow, gray, blue, green, white is/are claimed as a feature of the mark. The mark consists of the word Met in blue letters with an inverted triangle design in yellow and red above the letter M above the word fresh in green letters with a green, yellow and white leaf design about the letter f above the word SUPERMARKET in white letters in a red box with yellow and gray highlights along the perimeter all above a square design in brown.
Type of Mark SERVICE MARK
Register PRINCIPAL
Live/Dead Indicator LIVE