

04-06-1999



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3/23/99

OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
01 01 1999

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
03 05 1999

Name Peapod, Inc.

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Split Pea, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 9933 Woods Drive

Address (line 2) _____

Address (line 3) Skokie Illinois 60077
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

04/05/1999 VBROMM 00000053 130206 75513503

FOR OFFICE USE ONLY

01 FC=481 40.00 CH
02 FC=482 50.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1878 FRAME: 0228

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/513,503"/>	<input type="text" value="75/414,860"/>	<input type="text"/>	<input type="text" value="2,220,473"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Michelle L. Blackmon

Name of Person Signing

Michelle L. Blackmon

Signature

3-12-99

Date Signed

NUNC PRO TUNC ASSIGNMENT OF UNITED STATES AND CANADIAN
TRADEMARKS AND SERVICE MARKS

WHEREAS, Peapod, Inc., a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 9933 Woods Drive, Skokie, Illinois 60077-1034 USA ("Assignor"), is using and intends to use certain trademarks and service marks in conjunction with its business, including but not limited to the trademarks and service marks, applications therefor, and registrations thereof set forth in Schedule A attached hereto (collectively, the "Trademarks");

WHEREAS, Split Pea, Inc., a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 9933 Woods Drive, Skokie, Illinois 60077-1034 USA ("Assignee") is desirous of acquiring the entire right, title and interest in and to the Trademarks, including the right to bring actions for infringement of the Trademarks occurring prior to the date of this Assignment; and

WHEREAS, Assignee is the successor to a portion of the business of Assignor to which the Trademarks pertain, and that business is ongoing and existing.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by the Assignor, the Assignor has sold, assigned, and transferred, and by these presents does sell, assign, and transfer unto the Assignee, as the successor of Assignor's ongoing and existing business, the entire right, title and interest in and to the trademarks used and intended to be used in conjunction with the Assignor's business, including but not limited to the Trademarks identified in Schedule A

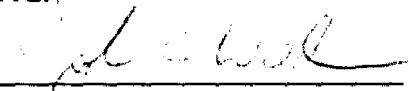
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attached to this Assignment, including the right to bring actions for infringements of said Trademarks occurring prior to the date of this Assignment, together with that part of the goodwill of the Assignor's business connected with and symbolized by said Trademarks.

This assignment is made nunc pro tunc to make it express that the goodwill of the business symbolized by the Trademarks identified in Exhibit A hereto was transferred from the Assignor to the Assignee, effective as of January 1, 1999.

IN TESTIMONY WHEREOF, the Assignor has caused this Nunc Pro Tunc Assignment of United States and Canadian Trademarks and Service Marks to be executed by its authorized representative.

PEAPOD, INC.

By: 

Title: 

Date: 3/5/99

STATE OF ILLINOIS)
COUNTY OF Cook)

CERTIFICATE OF ACKNOWLEDGMENT

I, Sharon L. Rollings a Notary Public, in and for the County and State aforesaid, do hereby certify that John C. Walden, known to be to be the Chief Operating Officer of Peapod, Inc., appeared before me this day, in person, and acknowledged that he/she signed, sealed and delivered the foregoing instrument on behalf of Peapod, Inc. as of his/her free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and Notarial Seal, this 5th day of March, 1999.

Sharon L. Rollings

Notary Public

My Commission Expires:

5-10-99



SCHEDULE A

U.S. TRADEMARK AND SERVICE MARKS

MARK	APPLICATION OR REGISTRATION NO.	FILING OR REGISTRATION DATE
COOL BY DESIGN	App No. 75/513,503	FD: July 6, 1998
REMOTE FRAMEWORK	App. No. 75/513,270	FD: July 6, 1998
SPLIT PEA	Reg. No. 2,220,473	RD: January 26, 1999
SPLITPEA.COM	App. No. 75/414,860	FD: January 7, 1998

COMMON LAW U.S. MARKS

SOLANA
SOLANA REMOTE FRAMEWORK
SuRF
SuRF (and wave design)
COOL BY DESIGN (and wave design)
Bowl of pea soup Design Mark
SPLIT PEA SOFTWARE
SPLIT PEA SOFTWARE, INC.

CANADIAN SERVICE MARK

MARK	APPLICATION NO.	FILING DATE
SPLIT PEA	App. No. 873,044	FD: March 23, 1998

COMMON LAW CANADIAN MARKS

SPLITPEA.COM
SOLANA
SOLANA REMOTE FRAMEWORK
SuRF
SuRF (and wave design)
COOL BY DESIGN (and wave design)
Bowl of pea soup Design Mark
SPLIT PEA SOFTWARE
SPLIT PEA SOFTWARE, INC.

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RECORDED: 03/23/1999

TRADEMARK
REEL: 1878 FRAME: 0234