



TRADEMARKS ONLY

101356566

4124100

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7:00 APR 24 AM 11: 11  
Peapod, Inc.  
CPS/FINANCE

Individuals  Association  
 General Partnership  Limited Partnership  
 Corporation - State: Delaware  
 Other

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Koninklijke Ahold NV  
Internal Address: \_\_\_\_\_  
Street Address: Albert Heijnweg 1  
City: 1507 EH Zaandam Country: The Netherlands

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - \_\_\_\_\_  
 Other - a Netherlands corporation \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Interest  Change of Name  
 Other \_\_\_\_\_

Execution Date: April 14, 2000

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

Trademark Registration No.(s)\  
Please see attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Brian Jaenicke, Legal Assistant  
Internal Address White & Case LLP

Street Address: 1155 Avenue of the Americas  
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 30

7. Total fee (37 CFR 3.41): ..... \$ 765.00  
 Enclosed  
 Authorized to be charged to deposit account (in case of deficiency)

8. Deposit account number:  
23-1705 (in case of deficiency)  
(Attach duplicate copy of this page if paying by deposit account)

05/12/2000 JSH/BAZZ 00000315 75009991

DO NOT USE THIS SPACE

01 FC:401 40.00 OP  
02 FC:402 725.00 OP

9. 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

Brian T. Jaenicke  
Name of Person Signing

[Signature]  
Signature

4/24/2000  
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

## TRADEMARKS

TRADEMARK/ SERVICE MARK	STATUS	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
BEAN TALK 992492 - PPD-BTK-USA	Abandoned	SN: 75/080,991	FD: 03/29/1996
MY PEAPOD 992710 - PPD-MPP-USA	Pending	SN: 75/860,991	FD: 11/30/1999
PEABANK 992244 - PPD-PBK-USA	Pending	SN: 75/306,484	FD: 06/10/1997
PEABUCKS 992245 - PPD-PBS-USA	Pending	SN: 75/306,004	FD: 06/10/1997
PEAPOD (word mark) 992246 - PPD-PEA-USA	Registered	RN: 1,709,175	RD: 08/18/1992
PEAPOD (word mark) 992247 - PPD-PEA-USA	Registered	RN: 1,922,505	RD: 09/26/1995
PEAPOD (word mark) 992248 - PPD-PEA-USA	Pending	SN: 75/306,546	FD: 06/10/1997
PEAPOD (and computer screen design) 992249 - PPD-PCD-USA	Registered	RN: 1,775,744	RD: 06/08/1993
PEAPOD (and computer screen design) 992250 - PPD-PCD-USA	Registered	RN: 1,719,180	RD: 09/22/1992
PEAPOD (and computer screen design) 992251 - PPD-PCD-USA	Registered	RN: 1,765,041	RD: 04/13/1993

TRADEMARK/ SERVICE MARK	STATUS	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
PEAPOD (and computer screen design) 992252 - PPD-PCD-USA	Pending	SN: 75/306,547	FD: 06/10/1997
PEAPOD (and computer screen design) 992253 - PPD-PCD-USA	Pending	SN: 75/306,479	FD: 06/10/1997
PEAPOD (and pea design) 992254 - PPD-PPD-USA	Pending and Published	SN: 75/310,583	FD: 06/10/1997
PEAPOD (and pea design) 992255 - PPD-PPD-USA	Pending	SN: 75/306,483	FD: 06/10/1997
1-800-5-PEAPOD 992256 - PPD-OEP-USA	Pending	SN: 75/306,598	FD: 06/10/1997
PEAPOD.COM 991322 - PPD-PCM-USA	Pending	SN: 75/306,485	FD: 06/10/1997
PEAPOD PACKAGES 992257 - PPD-PPP-USA (CHILD)	Pending		FD: 09/17/1998
PEAPOD PACKAGES (PARENT)	Pending	SN: 75/554,805	FD: 09/17/1998
THE POD 992258 - PPD-POD-USA	Pending	SN: 75/306,478	FD: 06/10/1997
PODGEAR 993179-PPD-PGR-USA	Pending	SN: 75/912,127	FD: 02/07/2000
PODWEAR 993180-PPD-PWR-USA	Pending	SN: 75/911,367	FD: 02/07/2000
SHOP SMARTER. ANYWHERE. 992956-PPD-SMA-USA	Pending	SN: 75/884,700	FD: 12/30/1999
SHOP SMARTER. SHOP PEAPOD. 992957-PPD-SSP-USA	Pending	SN: 75/883,328	FD: 12/29/1999

TRADEMARK/ SERVICE MARK	STATUS	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
SMART SHOPPING FOR BUSY PEOPLE 992259 – PPD-SBP-USA	Registered	RN: 2,035,762	RD: 02/04/1997
SMART SHOPPING FOR BUSY PEOPLE 992260 – PPD-SBP-USA	Registered	RN: 2,286,965	RD: 10/19/1999
SMART SHOPPING FOR BUSY PEOPLE 992261 – PPD-SBP-USA	Allowed	SN: 75/306,487	FD: 06/10/1997
YOUR PERSONAL GROCER & MORE 992262 – PPD-YPG-USA	Pending	SN: 75/793,988	FD: 09/03/1999
YOUR PERSONAL GROCER & MORE 992263 – PPD-YPG-USA	Pending	SN: 75/792,642	FD: 09/03/1999
SPLIT PEA	Registered	RN: 2,220,473	RD: 1/26/99
COOL BY DESIGN	Pending	SN: 75/513,503	FD: 7/6/98
SPLITPEA.COM	Pending	SN: 75/414,860	FD: 1/7/98

Internet Domain Names

[www.peapod.com](http://www.peapod.com)  
[www.peapodgifts.com](http://www.peapodgifts.com)  
[www.ppod.com](http://www.ppod.com)  
[www.peapodbaby.com](http://www.peapodbaby.com)  
[www.peapodgift.com](http://www.peapodgift.com)  
[www.peapodpackages.com](http://www.peapodpackages.com)  
[www.podgear.com](http://www.podgear.com)  
[www.podwear.com](http://www.podwear.com)  
[www.shopeapod.com](http://www.shopeapod.com)  
[www.splitpea.com](http://www.splitpea.com)  
[www.thekillerapp.com](http://www.thekillerapp.com)  
[www.oncart.com](http://www.oncart.com) (not active)

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignee: Koninklijke Ahold N.V.

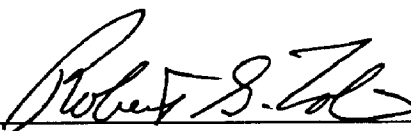
Assistant Commissioner of Patents  
and Trademarks  
BOX ASSIGNMENTS  
Washington, DC 20231

SIR:

APPOINTMENT OF DOMESTIC REPRESENTATIVE

White & Case LLP, whose postal address is 1155 Avenue of the Americas, New York, New York 10036 (Attn: John M. Reiss, Esq.), is hereby designated registrant's representative upon whom notice or process in proceedings affecting the marks set forth on Schedule A attached hereto may be served.

Koninklijke Ahold N.V.

By:   
Name: Robert G. Tobin  
Title:

Dated: 4-21-00

COLLATERAL ASSIGNMENT OF TRADEMARKS,  
SERVICE MARKS AND TRADE NAMES

WHEREAS, PEAPOD, INC. a Delaware corporation ("Assignor"), having its chief executive office at 9933 Woods Drive, Skokie, Illinois 60077, is the owner of all right, title and interest in and to the United States trademarks, service marks and trade names and United States trademark and service mark registrations and trade name, trademark and service mark applications set forth on Schedule A attached hereto (the "Trademarks, Service Marks, Trade Names and Registrations and Applications");


WHEREAS, the Assignor may be indebted to Koninklijke Ahold NV ("Assignee") for the principal amount of up to \$20,000,000.00 under a Credit Agreement (the "Credit Agreement") dated as of April [14], 2000 entered into by the Assignor with the Assignee; and

WHEREAS, to secure its obligations under the Credit Agreement, the Assignor wishes to assign to the Assignee, and to grant to the Assignee a security interest in and lien upon, the Trademarks, Service Marks, Trade Names and Registrations and Applications;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Amended and Restated Collateral Assignment of Intellectual Property dated as of April \_\_, 2000, as from time to time amended, made by the Assignor in favor of the Assignee, the Assignor hereby assigns to the Assignee, and grants to the Assignee a security interest in and a lien upon, the Trademarks, Service Marks, Trade Names and Registrations and Applications to secure the Assignor's obligations and indebtedness under the Credit Agreement.

Date: April 14, 2000

PEAPOD, INC.

By   
Name: Dan Rabinowitz  
Title: Senior VP and Chief Financial Officer

STATE OF Illinois )  
 )ss.:  
COUNTY OF Cook )

On this 4th day of April, 2000, before me personally came Dan Rabinowitz, who being duly sworn, did depose and say that he is the Senior Vice President and Chief Financial Officer of PEAPOD, INC., the corporation described in and which executed the above instrument as Assignor, and that he signed his name thereto on behalf of, and pursuant to the authority granted by, said corporation.

*Sharon L Rollings*

