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U.S. Patent & TMOFc/TM Mail RcptDt. #11

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U.S. Department of
Commerce
Patent and Trademark Office

(Rev. 6/93)
OMB No 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks. PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF.

1. Name of conveying party (ies):

*Mktg
5.200.00*

Universal Cooperatives, Inc.

- Individual(s)
- General Partnership
- Corporation - Minnesota
- Other _____

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Blooming Prairie Cooperative Warehouse

Internal Address:

Street Address: 2340 Heinz Road

City: Iowa City State: IA Zip: 52240

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Ohio
- Other _____

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
- Security Agreement
- Other:
- Merger
- Change of Name

Execution: July 22, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 310,340; 374,276; 375,085; 377,731; 378,447; 379,235; 389,580

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Cathryn J. Quinn
Internal Address: Larkin, Hoffman, Daly & Lindgren, Ltd.
Street Address: 1500 Norwest Financial Center
7900 Xerxes Avenue South
City: Bloomington State: Minnesota ZIP: 55431

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 12-0449

(Attach duplicate copy of this page if paying by deposit account)

06/22/2000 BCDATES 00000052 310340

DO NOT USE THIS SPACE

01 FC: 101 40.00 OP
02 FC: 102 150.00 OP

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.

Cathryn J. Quinn
Name of Person Signing

Cathryn J. Quinn
Signature

5/26/00
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks
2900 Crystal Drive, Arlington, VA 22202-3513

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TRADEMARK
REEL: 002091 FRAME: 0377



02-08-2000

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01-12-2000



U.S. Patent & TMO/c/TM Mail Rcpt Dt. #34

RECORDED

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U.S. Department of
Commerce
Patent and Trademark Office

(Rev. 6/93)
OMB No 0651-0011 (exp. 4/94)

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

1. Name of conveying party (ies):

Universal Cooperatives, Inc.

1/12/00

- Individual(s)
- General Partnership
- Corporation - Minnesota
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution: July 22, 1997

2. Name and address of receiving party(ies)

Name: Bloomington Prairie Cooperative Warehouse

Internal Address:

Street Address: 2340 Heinz Road

City: Iowa City State: IA Zip: 52240

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Iowa
- Other

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s): 310,340; 374,276; 375,085; 377,731; 378,447; 379,235; 389,580

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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.

Cathryn J. Quinn
Name of Person Signing

Cathryn J. Quinn
Signature

1/12/2000
Date

Total number of pages including cover sheet, attachments, and document:

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

Assistant Commissioner for Trademarks
2900 Crystal Drive, Arlington, VA 22202-3513

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01 FC:401
02 FC:482

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150.00 DP

TRADEMARK
REEL: 002091 FRAME: 0378



LETTER OF UNDERSTANDING

BLOOMING PRAIRIE

WAREHOUSE

2340 Heinz Road

Iowa City, IA 52240

319.337.6448

TO: L. Bryan Morrison,
Vice-president of Human Resources
Universal Cooperatives, Inc.
7801 Metro Parkway
Minneapolis, MN 55425

DATE: July 11, 1997

RE: Assignment of "CO-OP" Trademark

The purpose of this Letter of Understanding is to memorialize our agreement regarding the Assignment by Universal Cooperatives, Inc. ("Universal") to Blooming Prairie Cooperative Warehouse ("Blooming Prairie") of all of Universal's rights in the "CO-OP" trademark (as identified in the enclosed Trade Assignment document). Universal acknowledges that it is relinquishing all of its rights for use of the "CO-OP" trademark in the sale of grocery products and grocery store services, including the sale of vitamins and health food supplements. Universal further acknowledges that it is transferring its entire interest in the stylized "CO-OP" *Hockey Puck* logo, a copy of which is attached to the Trade Assignment as Exhibit "A", page 2.

The purchase price for the rights assigned by Universal to Blooming Prairie is \$13,000.00, \$11,000.00 of which is tendered by Blooming Prairie with this Letter of Understanding in exchange for Universal's execution of the enclosed Trade Assignment. Universal will promptly take all steps necessary to secure a satisfactory Certificate or Certificates of Registration of the Mark to Blooming Prairie, at which time Blooming Prairie shall promptly pay Universal the remaining \$2,000.00 consideration.

Please sign the Trade Assignment, with attached Exhibit "A", and return one fully executed copy to me. In addition, please sign this Letter of Understanding to acknowledge your agreement with the terms outlined above.

K. Jesse Singerman
President & CEO

UNIVERSAL COOPERATIVES, INC.

Its Assistant Secretary

Signed L. Bryan Morrison

Dated: 7-22-97



BLOOMING PRAIRIE

WAREHOUSE

2340 Heinz Road

Iowa City, IA 52240

319.337.6448

TRADE ASSIGNMENT

DATE: July 22, 1997

PARTIES: UNIVERSAL COOPERATIVES, INC. ("Universal")
P.O. Box 460
Minneapolis, MN 55440-0460

BLOOMING PRAIRIE COOPERATIVE WAREHOUSE ("Blooming
Prairie")
2340 Heinz Road
Iowa City, IA 52240

RECITALS:

1. Universal owns the trademark "CO-OP" and U.S. Trademark Registrations (the Mark) as shown in the attached Exhibit "A" for use in the sale of grocery products and grocery store services.

2. Blooming Prairie desires to acquire the Mark from Universal for use in the sale of grocery products and grocery store services.

Now, therefore, in consideration of the sum of \$13,000.00 paid to Universal by Blooming Prairie, receipt of which is hereby acknowledged.

Universal hereby assigns to Blooming Prairie all of its right, title and interest in and to the Mark and all U.S. and foreign registrations thereof, together with the goodwill of the business symbolized by the Mark.

Printed with soy ink
on recycled paper.



TRADEMARK
REEL: 002091 FRAME: 0380

The Commission of Patents and Trademarks is requested to issue a Certificate or Certificates of Registration to Blooming Prairie.

UNIVERSAL COOPERATIVES, INC.

By: *Wagon Marcus*

Its: *Assistant Secretary*

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

On this 22nd day of July, 1997 before me, the undersigned, a Notary Public in and for said State, personally appeared *L. Bryan Morrison* to me personally known, who being by me duly sworn, did say that he/she is the *Assistant Secretary* of said corporation; that (no seal has been procured by the said) (the seal affixed thereto is the seal of said) corporation that said instrument was signed (and sealed) on behalf of said corporation by authority of its board of Directors; and that the said *Assistant Secretary* as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him/her voluntarily executed.

Margery A. Nelson

Notary Public

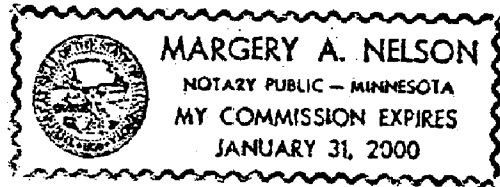


EXHIBIT "A"

GROCERY PRODUCT 'CO-OP' TRADEMARK
AND U.S. TRADEMARK REGISTRATIONS

310,340 registered February 20, 1934;

374,276 registered January 2, 1940;

375,085 registered February 6, 1940;

377,731 registered May 14, 1940;

378,447 registered June 11, 1940;

379,235 registered July 9, 1940;

389,580 registered August 12, 1941;

656,184 registered December 24, 1957;

1,211,914 registered October 5, 1982.

