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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

JUN - 5 2001

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
April 2, 2001

Name Peapod, Inc.

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name Koninklijke Ahold NV

DBA/AKA/TA

Composed of

Address (line 1) Albert Hoijnweg 1 1507 EH

Address (line 2)

Address (line 3) Zaandam Netherlands

- Individual General Partnership Limited Partnership Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

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.)

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06/12/2001 GTDN11 00000216 75573501

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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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="75/573,501"/>	<input type="text" value="75/573,352"/>	<input type="text" value="75/573,387"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/572,512"/>	<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.

Debra A. Kozlowski
Name of Person Signing

Debra A. Kozlowski
Signature

June 5, 2001
Date Signed

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 \$50,000,000.00 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 14, 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: 4/2/01

PEAPOD, INC.

By 

Name: Andrew B Parkerson

Title: CEO

STATE OF Illinois)
)SS:
COUNTY OF Cook)

On this 2nd day of April, 2001, before me personally came Andrew P. Parkinson who being duly sworn, did depose and say that he is the CEO 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
Notary Public



Schedule A

United States Pending Registration Applications

	Mark	Application No.
	BEACON HOME MARKET	75/573,501
	SCOTTY'S CLASSIC	75/573,352
	SCOTTY'S DINER	75/573,387
	SCOTTY'S HOME MARKET	75/572,512

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WRITER'S DIRECT NUMBER
(312) 853-2222

WRITER'S E-MAIL ADDRESS
dkozlowski@sidley.com

June 5, 2001

By Express Mail

United States Patent & Trademark Office
ATTN: Assignment Division
Washington, D.C. 20231

Re: Recordation of Trademark Security Agreement

Dear Sir:

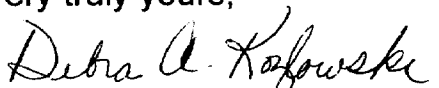
Enclosed please find a Trademark Recordation Cover Sheet to record the following:

1. Trademark Security Agreement between Peapod, Inc. and Koninklijke Ahold NV relating to 4 trademarks;

Please record the security interest document and return the Notice of Assignment Recordation to my attention. Enclosed is a check in the amount of \$115.00 for the recordation fee. If you should have any questions, please do not hesitate to contact me.

Thank you for your assistance.

Very truly yours,



Debra A. Kozlowski
Legal Assistant

Enclosures

United States Patent & Trademark Office

June 5, 2001

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"Express Mail" mailing label number
EM295043106US

Date of Deposit June 5, 2001

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR § 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231

Debra Kozlowski
(Typed or printed name of person mailing paper or fee)

Debra Kozlowski
(Signature of person mailing paper or fee)