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101968468

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

1. Name of conveying party(ies):

Hess and Associates, Inc.

1-18-02

- Individual(s)
- General Partnership
- Corporation-State Georgia
- Other \_\_\_\_\_

- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):

Name: FL Food Lion, Inc.

Internal Address: \_\_\_\_\_

Street Address: 2110 Executive Drive, P.O. Box 1330

City: Salisbury State: NC ZIP: 28145-1330

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State Florida

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N

(Designations must be a separate document from

Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: September 20, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,735,769      2,155,022  
2,198,510

Additional numbers

Yes  No

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

Name: Mary Dalton Baril, Esq.

Internal Address: McGuireWoods LLP

Street Address: 901 East Cary Street, One James Center

City: Richmond State: VA ZIP: 23219-4030

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

01/31/2002 LMUELLER 00000181 1735769

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 50.00 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.

Mary Dalton Baril

Name of Person Signing

Mary Baril  
Signature

11/16, 2001  
Date

4

Total number of pages including cover sheet, attachments, and

## UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, Hess and Associates, Inc., a corporation duly organized and existing under the laws of the State of Georgia, hereinafter referred to as "ASSIGNOR," has adopted and used and is the owner of the marks set forth in the Schedule to this United States Trademark Assignment (the "Marks"), together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill"), and the United States Trademark Registrations for the Marks (the "Registrations"); and

WHEREAS, FL Food Lion, Inc., a corporation duly organized and existing under the laws of the State of Florida, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Marks, together with the Goodwill and the Registrations;

NOW, THEREFORE, for Five Thousand Dollars (\$5,000.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR has agreed to sell and has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto ASSIGNEE and its successors and assigns ASSIGNOR's entire right, title and interest in and to the Marks, the Goodwill and the Registrations, to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its assigns and legal representatives, for the full extent of the life of the Marks and the terms of the Registrations, to be used as fully and entirely as such rights would have been held and enjoyed by ASSIGNOR had this Assignment and sale not been made.

ASSIGNOR covenants that ASSIGNOR is the owner of the Marks and the holder of record title to the Registrations, and that ASSIGNOR has full power to make this Assignment.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be

executed this 20 day of September, 2001.

Hess and Associates, Inc.

By: James W. Hess

Name: James W. Hess

Title: President

**SCHEDULE**

**REGISTRATIONS**

<b><u>Name of Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
FARMERS VALU	2,198,510	October 20, 1998
FARMERS VALU	1,735,769	November 24, 1992
CAPTAINS V A L U and design	2,155,022	May 5, 1998