

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Peapod, Inc.		12/27/2002	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Peapod, LLC
Street Address:	9933 Woods Drive
City:	Skokie
State/Country:	ILLINOIS
Postal Code:	60077
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	2531056	PEABUCKS
Registration Number:	1709175	PEAPOD
Registration Number:	2491100	PEAPOD PACKAGES
Registration Number:	2286965	SMART SHOPPING FOR BUSY PEOPLE
Registration Number:	2035762	SMART SHOPPING FOR BUSY PEOPLE
Registration Number:	2359019	THE POD
Registration Number:	2471020	YOUR PERSONAL GROCER & MORE
Registration Number:	2359021	1-800-5-PEAPOD
Registration Number:	2538748	PEAPOD
Registration Number:	2404132	MY PEAPOD
Registration Number:	2511327	PEAPOD
Registration Number:	2450388	PEAPOD
Registration Number:	2359020	PEAPOD.COM

OP \$390.00 2531056

Registration Number:	1922505	PEAPOD
Registration Number:	1719180	PEAPOD

**CORRESPONDENCE DATA**

Fax Number: (717)237-5300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 717-232-8000  
Email: trademarks@mwn.com  
Correspondent Name: Sue Heberlig  
Address Line 1: 100 Pine Street  
Address Line 4: Harrisburg, PENNSYLVANIA 17108

NAME OF SUBMITTER:	Sue Heberlig
Signature:	/SueHeb/
Date:	09/13/2005

Total Attachments: 7  
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEAPOD, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PEAPOD, LLC" WAS FORMED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2002.



3603155 8300

050743524

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4147490

DATE: 09-12-05

TRADEMARK  
REEL: 003158 FRAME: 0010

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PEAPOD, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

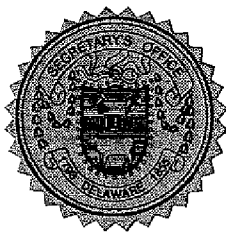
CERTIFICATE OF FORMATION, FILED THE SIXTEENTH DAY OF DECEMBER, A.D. 2002, AT 3 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2004, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 9 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



3603155 8100H

050743524

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4147489

DATE: 09-12-05

TRADEMARK  
REEL: 003158 FRAME: 0011

CERTIFICATE OF FORMATION

OF

PEAPOD, LLC

1. The name of the limited liability company is Peapod, LLC.
2. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Peapod, LLC this 5th day of December, 2002.

  
Rosemarie P. Jones, Organizer

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company does hereby certify:

**FIRST:** The name of the surviving limited liability company is Peapod, LLC, a Delaware limited liability company, and the name of the corporation being merged into the surviving limited liability company is Peapod, Inc., a Delaware corporation.

**SECOND:** The Agreement and Plan of Merger has been adopted, approved, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

**THIRD:** The name of the surviving limited liability company shall be Peapod, LLC from and after the effective time of the merger.

**FOURTH:** The merger shall become effective on December 27, 2002.

**FIFTH:** The Agreement and Plan of Merger is on file at 14101 Newbrook Drive, Chantilly, Virginia 20151, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of Peapod, LLC or any stockholder of Peapod, Inc.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 22 day of December, A.D., 2002.

PEAPOD, LLC

BY: 

Name: Andrew S. Parkinson

Title: CFO

**CERTIFICATE OF MERGER**

**OF**

**ARP LAKE ZURICH LLC**  
(a Delaware limited liability company)

**AND**

**PEAPOD, LLC**  
(a Delaware limited liability company)

It is hereby certified that:

1. The constituent limited liability companies participating in the merger herein certified are:
  - (i) ARP Lake Zurich LLC, which is organized under the laws of the State of Delaware; and
  - (ii) Peapod, LLC, which is organized under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, and executed by each of the aforesaid constituent limited liability companies in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Act").
3. The name of the surviving limited liability company in the merger herein certified is Peapod, LLC, which will continue its existence as said surviving limited liability company under its present name upon the effective date of said merger pursuant to the provisions of the Act.
4. The certificate of formation of Peapod, LLC, as now in force and effect, shall continue to be the certificate of formation of said surviving limited liability company until amended and changed pursuant to the provisions of the Act.
5. The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at an office of the aforesaid surviving limited liability company, the address of which is as follows:

Peapod, LLC  
9933 Woods Drive  
Skokie, IL 60077
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving limited liability company, on request, and without cost, to any member of each of the aforesaid constituent limited liability companies.
7. The Agreement and Plan of Merger between the aforesaid constituent limited liability companies provides that the merger herein certified shall be effective at 9:00 PM on December 31, 2004.

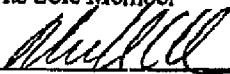
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Dated: December 28, 2004


Peapod, LLC

By: Ahold U.S.A. Holdings, Inc.  
its Sole Member

By:  ✓  
Michael C. Buchsbaum  
Vice President

ARP Lake Zurich LLC

By: Ahold Real Properties LLC,  
its Sole Member

By:  ✓  
Michael C. Buchsbaum  
Vice President