

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Name The Grand Union Company

Execution Date
Month Day Year
03 04 2001

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name GU Markets LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) Old Ferry Road

Address (line 2) _____

Address (line 3) Brattleboro VT 05301
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other limited liability company
- 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.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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="75/396524"/>	<input type="text" value="75/666197"/>	<input type="text"/>	<input type="text" value="1904000"/>	<input type="text" value="1159551"/>	<input type="text" value="1893249"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1851804"/>	<input type="text" value="390269"/>	<input type="text" value="1653649"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1326461"/>	<input type="text" value="1191747"/>	<input type="text" value="1891492"/>

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.

James Talbot

Name of Person Signing

Signature

March 7, 2001

Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

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 the Assignment.)

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Trademark Application Number(s)

Registration Number(s)

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1936312	961628	875718
817482	2094280	2016181
2066915	927516	1866538
2318582	961583	064732
427406	872242	1930501
1899331	1834134	909392
817567	1876769	2197931

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2007331	1354484	1613089
855169	1943359	696545
859005	1847154	1854767
2113365	1887313	1479798
1841076	1860129	

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT AGREEMENT ("Agreement"), made as of this 4th day of March, 2001 by and between GU Markets LLC, a Delaware limited liability company ("Buyer"), and The Grand Union Company, a Delaware corporation ("Seller").

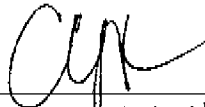
WHEREAS, Buyer and Seller have entered into an Asset Sale Agreement, dated as of November 12, 2000 (as amended, supplemented or otherwise modified from time to time, the "Sale Agreement"), pursuant to which Seller agreed to transfer and assign the trademarks and service marks set forth in Attachment A, all common law rights relating thereto, and all registrations and applications relating thereto and the goodwill of the business symbolized thereby and associated therewith (hereinafter the "Trademarks") to Buyer; and

WHEREAS, Seller desires to transfer and assign to Buyer, and Buyer desires to acquire, the Trademarks.


NOW, THEREFORE, effective as of the date hereof, by this document, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby sell, assign, and transfer to Buyer, and its successors and assigns, all of its right, title and interest in and to the Trademarks and (i) all applications and registrations which have been or may be filed or issued in respect thereto and any renewals thereof, (ii) all goodwill symbolized by and associated with the business conducted under the Trademarks, (iii) all income, royalties, damages, and payments now or hereafter due or payable in respect thereto, (iv) all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, or future infringement of the Trademarks or other rights transferred and assigned to Buyer under this Agreement, and (v) all rights corresponding to the foregoing throughout the world. Other than as set forth in the Sale Agreement, Seller makes no representations or warranties regarding ownership of any rights in or the validity of the Trademarks.

IN WITNESS WHEREOF, the undersigned have caused this Trademark Assignment to be duly executed by their authorized officer as of the date first above written.

THE GRAND UNION COMPANY

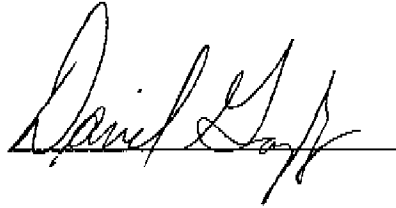
By: 
Name: Glenn J. Smith
Title: SVP, GC & Secretary

GU MARKETS LLC

By: 
Name: William Hamlin
Title: Senior Vice President

STATE OF New York :
COUNTY OF New York .

On this 4th day of March, 2001, before me, a Notary Public in and for the County of New York in the State of New York, personally appeared Glenn J. Smith, to me known to be the SVP, GC & Secretary of The Grand Union Company, and being duly sworn, averred that, being duly authorized, (s)he executed the foregoing Assignment as the free act and deed of said corporation for the uses and purposes set forth.



NOTARY PUBLIC

DAVID GONZALEZ
Notary Public, State of New York
No. 01GO6042373
Qualified in New York County
Commission Expires May 22, 20 02

ATTACHMENT A

Trademarks

TRADEMARK	COUNTRY	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER	COMMENTS
AISLE OF VALUES	US	1904000 (74/448747)	07/04/95 (10/18/93)	THE GRAND UNION COMPANY	REGISTERED; Supplemental Registry. Section 8 & 15 Affidavit due 7/4/01. No specimens available - not filed.
BASICS FOOD WAREHOUSE	US	1159551 (73/237348)	06/30/81 (10/31/79)	THE GRAND UNION COMPANY	REGISTERED; Section 8 & 15 Accepted and Acknowledged. Renewal due 6/30/01. Not in use, renewal not filed.
BIG GOLD TOP	US	1893249 (74/437883)	05/09/95 (09/20/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 due 5/9/01, not presently in use, Section 8 & 15 not filed.
CLEAN, FRESH, & GOOD	US	1851804 (74/477161)	08/30/94 (10/13/93)	THE GRAND UNION COMPANY	Expired 8/30/00, not in use
COLONIAL & Design	US	390269 (71/439361)	09/16/41 (01/02/41)	THE GRAND UNION COMPANY	RENEWAL due 9/16/01, not in use, not filed.
CONSUMER PRICE FINDER	US	1653649 (74/088335)	08/13/91 (08/15/90)	THE GRAND UNION COMPANY	REGISTERED; Section 8 & 15 Accepted and Acknowledged. Renewal due 8/13/01, not in use, not filed.

TRADEMARK	COUNTRY	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER	COMMENTS
CONSUMER PRICE FINDER	US	1326461 (73/485888)	03/19/85 (06/18/84)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 Accepted and Acknowledged. Renewal due 3/19/05.
DANCERS	US	1191747 (73/261926)	03/09/82 (05/13/80)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 Accepted and Acknowledged. Renewal due 3/9/02.
DATE-LINE DAIRY	US	1891492 (74/498638)	04/25/95 (03/04/94)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 filed 2/26/01.
Talking Bus Design	US	(75/396524)	(11/26/97)	THE GRAND UNION COMPANY	Fourth request for extension of time to file statement of use filed 2/28/01.
Red Dot Design	US	1936312 (74/415618)	11/21/95 (07/20/93)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 filed 2/16/01.
FARM CHARM	US	961628 (72/421558)	06/19/73 (04/17/72)	THE GRAND UNION COMPANY	RENEWED, Renewal due 6/19/03.
FRESHBAKE	US	875718 (72/291067)	08/26/69 (02/14/68)	THE GRAND UNION COMPANY	RENEWED, Renewal due 8/26/09.
G GRAND UNION & Design	US	817482 (72/216301)	10/25/66 (04/12/65)	THE GRAND UNION COMPANY	RENEWED, Renewal due 10/25/06
GRAND EVENTS CATERING	US	2094280 (75/050594)	09/09/97 (01/30/96)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 Attidavis due 9/9/03
GRAND PREMIUM	US	2016181 (74/576481)	11/12/96 (09/21/94)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 Attidavis due 11/12/02.

TRADEMARK	COUNTRY	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER	COMMENTS
GRAND PREMIUM	US	2066915 (75/096560)	06/03/97 (05/02/96)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits due 6/3/03
GRAND RX	US	927516 (72/367440)	01/18/72 (08/07/70)	THE GRAND UNION COMPANY	RENEWED. Renewal due 1/18/02.
GRAND CLASSICS	US	1866538 (74/415616)	12/06/94 (07/20/93)	THE GRAND UNION COMPANY	Abandoned 12/6/00. Not in use.
GRAND CAN SALE!	US	2318582 (75/583692)	02/15/00 (11/03/98)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits due 2/15/06.
GRAND UNION	US	961583 (72/408384)	06/19/73 (11/22/71)	THE GRAND UNION COMPANY	RENEWED. Renewal due 6/19/03.
GRAND UNION	US	64732 (71/003824)	08/20/1907 (05/01/1905)	THE GRAND UNION COMPANY	RENEWED. Renewal due 8/20/2007.
GRAND UNION	US	427406 (71/487941)	02/11/47 (09/04/45)	THE GRAND UNION COMPANY	RENEWED. Renewal due 2/11/07.
GRAND UNION	US	872242 (72/311866)	07/01/69 (11/12/68)	THE GRAND UNION COMPANY	RENEWED. Renewal due 7/1/09.
GRAND UNION	US	1930501 (74/424141)	10/31/95 (08/12/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits due 10/31/01.
GRAND SAVINGS PLUS & Design	US	1899331 (74/454391)	06/13/95 (10/29/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 filed 2/26/01.

TRADEMARK	COUNTRY	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER	COMMENTS
GRAND UNION & Design	US	1834134 (74/415617)	05/03/94 (07/20/93)	THE GRAND UNION COMPANY	REGISTERED; Section 8 & 15 Accepted and Acknowledged. Renewal due 5/3/04.
GRAND UNION G (stylized)	US	909392 (72/301345)	03/09/71 (06/25/68)	THE GRAND UNION COMPANY	RENEWED. Renewal due 3/9/01. Not in use, renewal not filed.
GRAND UNION G & Design	US	817567 (72/217888)	10/25/66 (05/03/65)	THE GRAND UNION COMPANY	RENEWED. Renewal due 10/25/06.
GRAND UNION USDA CHOICE A CUT ABOVE & Design	US	1876769 (74/469921)	01/31/95 (12/15/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits filed 1/22/01.
GREEN TEAM	US	2197931 (75/340573)	10/20/98 (08/13/97)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits due 10/20/04.
HOLLAND HALL	US	2007331 (74/437650)	10/15/96 (09/20/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits due 10/15/02.
LAURENT & Design	US	1354484 (73/469813)	08/13/85 (03/12/84)	THE GRAND UNION COMPANY	REGISTERED; Section 8 & 15 Accepted and Acknowledged. Renewal due 8/13/05.
LAURENT	US	1613089 (74/000502)	09/11/90 (11/16/89)	THE GRAND UNION COMPANY	REGISTERED; Section 8 & 15 Accepted and Acknowledged 2/27/01.
PENGUIN	US	855169 (72/266227)	08/20/68 (03/08/67)	THE GRAND UNION COMPANY	RENEWED. Renewal due 8/20/08.

TRADEMARK	COUNTRY	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER	COMMENTS
RED DOT SPECIAL	US	1943359 (74/415614)	12/26/95 (07/20/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits filed 2/16/01.
REDGATE	US	696545 (72/082082)	04/19/60 (09/25/59)	THE GRAND UNION COMPANY	Expired 4/19/00.
SUGAR & SPICE	US	859005 (72/143935)	10/22/68 (05/07/62)	THE GRAND UNION COMPANY	RENEWED. Renewal due 10/22/08.
TASTE BUDS	US	(75/666197)	(03/23/99)	THE GRAND UNION COMPANY	PENDING. Second request for extension of time to file statement of use filed 2/28/01.
THE BIG FREEZER	US	1847154 (74/444281)	07/26/94 (10/05/93)	THE GRAND UNION COMPANY	REGISTERED. Renewal due 7/26/04.
THE TASTE PLACE	US	1854767 (74/448748)	09/20/94 (10/18/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits filed 9/20/00. Notice of "office action" regarding insufficiency of specimens issued on 2/28/01 and received on 3/1/01. New specimens sent by Federal Express on 3/1/01.
THE BEST TAKE-OUT RESTAURANT IN TOWN	US	2113365 (75/0006832)	11/18/97 (10/17/95)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits due 11/18/03.
TODAY'S CATCH	US	1887313 (74/449690)	04/04/95 (10/18/93)	THE GRAND UNION COMPANY	REGISTERED. Section 8 & 15 Affidavits filed on 3/1/01.

TRADEMARK	COUNTRY	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER	COMMENTS
ULTRA TRIM	US	1479798 (73/639460)	03/08/88 (01/12/87)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 Accepted and Acknowledged. Renewal due 3/8/08.
WAREHOUSE BUY	US	1841076 (74/437693)	06/21/94 (09/20/93)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 Accepted and Acknowledged. Filed an amendment on 12/15/00 to add "s" to "Buy(s)". Renewal due 6/21/04.
WHEN YOU SEE THE DOT, YOU SAVE A LOT	US	1860129 (74/444184)	10/25/94 (10/05/93)	THE GRAND UNION COMPANY	REGISTERED, Section 8 & 15 Affidavits filed 10/25/00, not yet Accepted and Acknowledged.
OUR PRIDE & Design	US STATE GEORGIA	T1,952	12/07/42	THE GRAND UNION COMPANY	EXPIRED.
THE BEST TAKE-OUT RESTAURANT IN TOWN	US STATE NEW YORK	S14770	09/08/95	THE GRAND UNION COMPANY	REGISTERED. Renewal due 9/8/05.
GRAND-WAY	US STATE WEST VIRGINIA	223326	06/28/65	THE GRAND UNION COMPANY	REGISTERED. Renewals due 6/30/2001. Not in use, renewal not filed.
GRAND UNION G & Design	US STATE WEST VIRGINIA	223332	08/05/65	THE GRAND UNION COMPANY	REGISTERED. Renewals due 6/30/2001. Not in use, renewal not filed.