

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):
The Great Atlantic & Pacific Tea Company, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Maryland
 Other

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

2. Name and Address of receiving party(ies)
Name: Eight O'Clock Coffee Company
Address: 3300 Pennsy Drive, Landover, MD 20785

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: November 21, 2003

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): 78/200358, 76/425425

B. Trademark Registration No.(s): 2695574, 1409723, 1409722

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Hayley M. Smith
Senior Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675
Telephone (212) 446-4800
Fax (212) 446-4900

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41)..... \$ 140
 Enclosed
 To be Charged to Deposit Account!

8. Deposit Account No. 111098
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Hayley M. Smith Hayley M. Smith December 2, 2003
Name of Person Signing Signature Date

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

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

CH \$140.00 111098 78200368

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of November 21, 2003 ("Effective Date") by and between The Great Atlantic & Pacific Tea Company, Inc., a Maryland corporation with its principal office at 2 Paragon Drive, Montvale, New Jersey 07645 ("Assignor"), and Eight O'Clock Coffee Company, a Delaware corporation, with its principal office at 3300 Pennsy Drive, Landover, Maryland 20785 ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated October 19, 2003 (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, all trademarks, service marks, trade dress, trade names, corporate names, logos, slogans (and all translations, adaptations, derivations and combinations of the foregoing) primarily used or held for use in the Business (as defined in the Agreement) including, without limitation, the trademark registrations and the applications for trademark registration set forth on Schedule A attached hereto, together with the goodwill of the business associated therewith (collectively, the "Marks"); and

WHEREAS, Assignee is a successor to that part of Assignor's business to which the Marks pertain, and that business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

* * * * *

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

THE GREAT ATLANTIC & PACIFIC COMPANY, INC

EIGHT O'CLOCK COFFEE COMPANY

Name: Mitchell P. Goldstein

Name: _____

Title: SVP & CFO

Title: _____

On this 21st day of November, 2003, there appeared before me Mitchell P. Goldstein personally known to me, who acknowledged that he/she signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of The Great Atlantic & Pacific Tea Company, Inc.

Phyllis Cotsis
Notary Public

PHYLLIS COTSIS
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 16, 2008
I.D. NO. 2302067

On ___ day of November, 2003, there appeared before me _____ personally known to me, who acknowledged that he/she signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of Eight O'Clock Coffee Company.

Notary Public

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

THE GREAT ATLANTIC & PACIFIC COMPANY, INC.

EIGHT O'CLOCK COFFEE COMPANY

Name: _____


Name: Kurtis J. Kaul

Title: _____

Title: President

On this ___ day of November, 2003, there appeared before me _____ personally known to me, who acknowledged that he/she signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of The Great Atlantic & Pacific Tea Company, Inc.

Notary Public

On ___ day of November, 2003, there appeared before me Kurtis J. Kaul personally known to me, who acknowledged that he/she signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of Eight O'Clock Coffee Company.



Notary Public

BEVERLY A. WEBB
Notary Public, State of New York
No. 24-4887475
Qualified in Kings County
Certificate filed in New York County
Commission Expires August 25, 2006

SCHEDULE A

MARK	STATUS	JURISDICTION	SERIAL/REG. NO.	SERIAL/REG. DATE
TOO GOOD TO BE PUT IN A CAN	Application	United States	78/200,358	1/6/03
EIGHT O'CLOCK	Application	United States	76/425,425	6/27/02
EIGHT O'CLOCK COFFEE ROYALE	Registration	United States	2,695,574	3/11/03
BOKAR	Registration	United States	1,409,723	9/16/86
EIGHT O'CLOCK	Registration	United States	1,409,722	9/16/86
EIGHT O'CLOCK	Registration	Japan	3043161	5/31/95