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11/22/99

12-02-1999

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RE



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

Tab settings ⇄⇄⇄V 559-257V

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

1. Name of conveying party(ies):
The Stop & Shop Supermarket Company

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

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

2. Name and address of receiving party(ies)

Name: S&S Brands, Inc.
Internal Address: _____
Street Address: 300 Delaware Avenue
City: Wilmington State: Delaware ZIP: 19801

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 10, 1999

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

A. Trademark Application No.(s)
see Schedule A attached to Assignment document

B. Trademark Registration No.(s)
see Schedule A attached to Assignment document

Additional numbers attached? Yes No

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

Name: Thomas V. Smurzynski
Internal Address: Lahive & Cockfield, LLP

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 42

7. Total fee (37 CFR 3.41).....\$ 1,065.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-0080

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.

Thomas V. Smurzynski Thomas V. Smurzynski Nov. 18, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

12/02/1999 TTON11 00000050 1391134

01 FC:481
02 FC:482

40.00 OP
1025.00 OP

TRADEMARK
REEL: 001994 FRAME: 0725

SCHEDULE A

U.S. Registration No.	TRADEMARK	Reg. Date
1.391,134	STOP & SHOP	04/22/1986
1.471,069	SUPER STOP & SHOP	12/29/1987
1.529,879	STOP & SHOP	03/14/1989
1.612,215	GREAT SHAPE	09/04/1990
1.612,216	SHORELINE	09/04/1990
1.613,095	WHITE GEM	09/11/1990
1.614,119	BIG DAISY	09/18/1990
1.614,118	TWICE N'ICE	09/18/1990
1.615,086	CERT'NLY CITRUS	09/25/1990
1.615,048	FARMSTYLE WEDGES	09/25/1990
1.615,899	COUNTRYFINE	10/02/1990
1.621,440	CHEESE BOARD	11/06/1990
1.627,432	DAISY	12/11/1990
1.631,970	BAKE SHOP and Design	01/15/1991
1.686,712	FOOD FOR FRIENDS and Design	05/12/1992
1.690,487	FOOD FOR FRIENDS	06/02/1992
1.690,656	STOP & SHOP and Design	06/02/1992
1.706,152	STOP & SHOP	08/11/1992
1.813,992	ERRAND EXPRESS	12/28/1993
1.846,031	SCAN SAVER	07/19/1994
1.958,946	BYZANTIUM PRESS	02/27/1996
2.011,661	PALLANTIS PICTURES	10/29/1996
2.022,633	STOP& SHOP COOKIN'	12/10/1996
2.044,988	THE STOP & SHOP COMMUNITY PARTNERSHIP	03/11/1997
2.048,082	CHEF'S PREMIUM	03/25/1997
2.056,169	STOP & SHOP	04/22/1997
2.058,277	WHITE GEM	04/29/1997
2.079,711	STOP & SHOP SELECT	07/15/1997
2.128,712	BUFFET TODAY	01/13/1998
2.128,713	THE BOOKMARK	01/13/1998
2.129,380	MEAL TIME SAVORS	01/13/1998
2.145,892	IT'S THAT SIMPLE	03/24/1998
2.152,194	SUPER STOP & SHOP and Design	04/21/1998
2.167,063	SUN GLORY	07/23/1998
2.260,610	DESIGN (Florist Shop logo)	07/13/1999
2.278,312	STOP & SHOP	09/14/1999
2.279,909	STOP & SHOP FUN CLUB	09/21/1999

U.S. Application No.	TRADEMARK	Filing Date
75/256,893	PARROT (Design only)	03/13/1997
75/419,134	PERSONAL THANKS	01/16/1998
75/586,427	MASTERING THE MILLENNIUM	11/11/1998
75/665,324	SUMMERPLACE	03/22/1999
75/803,361	LIFE IS BALANCE	09/20/1999

TRADEMARK

REEL: 001994 FRAME: 0726

ASSIGNMENT OF TRADEMARKS

WHEREAS The Stop & Shop Supermarket Company, a corporation organized and existing under the laws of the State of Delaware, having a place of business at 1385 Hancock Street, Quincy, Massachusetts 02169 (the "Assignor") has adopted and used and is using trademarks and service marks (the "Marks") including those identified on Schedule A attached hereto, and is the owner of the registrations of and applications for Marks in the United States Patent and Trademark Office identified in such Schedule A;

WHEREAS, S&S Brands, Inc., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 300 Delaware Avenue, Wilmington, Delaware 19801 (the "Assignee"), is desirous of acquiring the Marks and the registrations and applications thereof;

WHEREAS, Assignor owns 100 percent of the outstanding shares of capital stock of Assignee and desires to make an additional contribution to the capital of Assignee; and

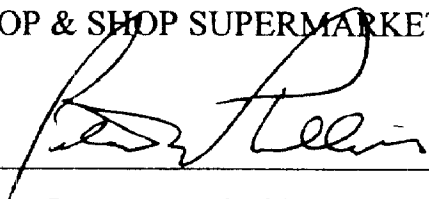
WHEREAS, subject to the terms and conditions set forth in this Agreement, Assignor desires to effect this contribution by assigning and transferring to Assignee all right, title, and interest in and to the Marks of Assignor, whether now owned or existing or hereafter acquired;

NOW, THEREFORE, the Assignor does hereby assign, and transfer unto the Assignee all right, title and interest in and to the Marks, together with (i) the registrations of and applications for the Marks, (ii) the goodwill of the business symbolized by and associated with the Marks and the registrations and applications thereof, and (iii) the right to sue and recover for, and the right

to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations or the applications thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, on this 10 day of November, 1999.

THE STOP & SHOP SUPERMARKET COMPANY

By: 

Name: Peter M. Phillipps

Title: Executive Vice President, Administration and General Counsel

COMMONWEALTH OR STATE OF MA)

) ss.

COUNTY OF Norfolk)

On this the 10 day of November, 1999 before me appeared Peter Phillipps, the person who signed this instrument, who acknowledged that he/she is the Executive Vice President of The Stop & Shop Supermarket Company and that being duly authorized he/she signed such instrument as a free act on behalf of said corporation.

CHRISTINA Y. SUH
Notary Public
My Commission Expires
September 8, 2006


Notary Public

My Commission Expires:

