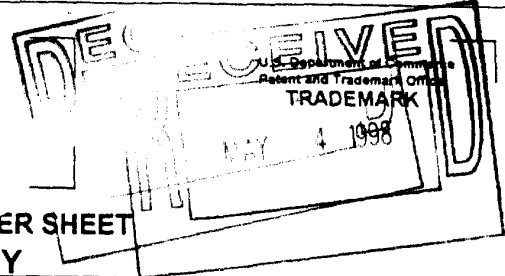


05-15-1998



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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  
6/12/97
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Associated Grocers, Incorporated

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Washington

Receiving Party

Mark if additional names of receiving parties attached

Name Brown & Cole, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1323-1331 Commercial Street

Address (line 2) \_\_\_\_\_

Address (line 3) Bellingham

City

Washington

State/Country

98225

Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Washington

05/14/1998

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FOR OFFICE USE ONLY

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name Craig Cole, President

Address (line 1) 1323-1331 Commercial Street

Address (line 2) Bellingham, WA 98225

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number (206) 224-8075

Name J. Scott Gary

Address (line 1) Karr Tuttle Campbell

Address (line 2) 1201 Third Avenue, Suite 2900

Address (line 3) Seattle, WA 98101

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)**

<u>          </u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>

<u>1,920,378</u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>

**Number of Properties**

Enter the total number of properties involved. # 1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$ \$40.00

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.

Thomas Sterken, Vice President x

4/23/98

Name of Person Signing

Signature

Date Signed

**SERVICE MARK ASSIGNMENT**  
(“FOOD PAVILION”)

**THIS SERVICE MARK ASSIGNMENT** (the “*Assignment*”) is made and delivered by **ASSOCIATED GROCERS, INCORPORATED**, a Washington corporation (“*Assignor*”), whose business address is 3301 South Norfolk Street, Seattle, Washington 98118, in favor of **BROWN & COLE, INC.**, a Washington corporation (“*Assignee*”), whose business address is 1323-1331 Commercial Street, Bellingham, Washington 98225.

RECITALS

A. Assignor has adopted, used and is using the service mark “FOOD PAVILION” (the “*Mark*”) and is the owner of Principal Registration No. 1,920,378 of such mark dated September 19, 1995 issued by the U.S. Patent & Trademark Office (the “*Registration*”).

B. Pursuant to a certain Agreement dated effective June 12, 1997, executed by Assignor and Assignee (the “*Agreement*”), Assignor has agreed to transfer to Assignee all of Assignor’s right, title and interest in and to the Mark and the Application.

ACCORDINGLY, effective as of June 12, 1997, Assignor hereby sells, transfers, conveys and assigns to Assignee Assignor’s entire right, title and interest in and to the Mark and the Registration, together with the goodwill of the business appertaining to the Mark which is symbolized by the Mark. This Assignment is given pursuant to the Agreement and is to be construed in a manner consistent with the Agreement.

DATED: April 23, 1998.

ASSIGNOR:

**ASSOCIATED GROCERS, INCORPORATED,**  
a Washington corporation

By: 

Thomas Sterken, Vice President

STATE OF WASHINGTON)

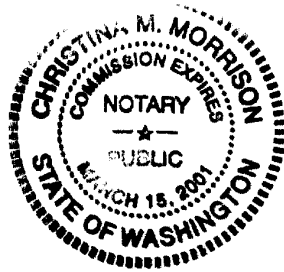
) ss.

COUNTY OF KING )

I certify that I know or have satisfactory evidence that Thomas Sterken is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Vice

President of ASSOCIATED GROCERS, INCORPORATED, and to be the free and voluntary act of such parties for the uses and purposes mentioned in the instrument.

DATED: April 23, 1998.



x Christina M. Morrison  
NOTARY PUBLIC in and for  
the State of Washington  
Printed Name: CHRISTINA M. MORRISON  
Residing at Leuten  
My appointment expires 3-15-2001

Service Mark Assignment  
MARK: "FOOD PAVILION"- 2  
0173825.01

RECORDED: 05/04/1998

TRADEMARK  
REEL: 1725 FRAME: 0719