

TRADEMARKS ONLY



TRADEMARKS ONLY

MRD
9-17-99

101148249

Trademarks
copy thereof.

1. Name of Party(ies) conveying an interest:

The Kroger Co.

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State - Ohio
- Other

3. Interest Conveyed:

- Assignment Change of Name
- Security Agreement Merger
- Other

Execution Date September 13, 1999

2. Name and Address of Party(ies) receiving an interest:

Name: The Kroger Co. of Michigan

Address: 17390 Laurel Park Drive North, Suite 400
Livonia, MI 48152-2686

Entity:

- Individual(s) Association
- Corporation-State - Michigan General Partnership Limited Partnership
- Other

Citizenship:

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)
Please see Schedule A

B. Trademark Registration No.(s)
Please see Schedule A

5. Please mail documents back to:

Calendar/Docketing Dept.
Pillsbury Madison & Sutro LLP
Post Office Box 7880
San Francisco, CA 94120

6. Number of applications and registrations involved: 22

7. Amount of fee enclosed: \$ 565 00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 61148-023-8558/CEP/KDM.

09/17/1999 NTHM11 0000069 771216

DO NOT USE THIS SPACE

Signature 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.

Signature

Total number of pages including cover
sheet, attachments and document.
(excluding duplicate cover sheet) 3

Attorney: Caroline E. Papas
Date: September 14, 1999
Atty/Sec: _____

Tel: (415) 983-6187
Fax: (415) 983-1200

Schedule A

Registrations

<u>Mark</u>	<u>Reg. No.</u>
GOLD CREST	771,216
HERITAGE HOUSE	874,368
HOME PRIDE and Design	880,971
VILLAGE BAKERY	973,502
HERITAGE HOUSE	1,130,965
DRUG WORLD and Design	1,207,603
TAMPICO	1,602,666
TAMPICO CITRUS PUNCH and Design	1,626,204
SPORTS SHOT	1,673,911
TENDER TWIST	1,800,973
Miscellaneous Design (chef with guitar)	1,803,359
K.B. TWISTER	1,824,525
POP TOPS	1,830,476
TAMPICO	1,994,123
TAMPICO and Design	1,994,132
HEALTHY INDULGENCE	2,086,152
READY IN A SNAP! and Design	2,137,653
KROGER HEARTLAND	2,181,386

Applications

<u>Mark</u>	<u>Ser. No.</u>
Miscellaneous Design (Stork)	75-233,917
CHILLERS THE SEAL	75-214,497
Miscellaneous Design (Chillers)	75-254,528
KROGER FRESH	75-386,955

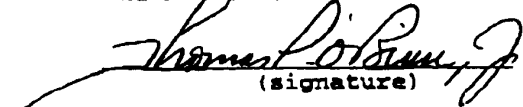
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ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The Kroger Co. (an Ohio corporation), assigns, transfers and conveys to The Kroger Co. of Michigan (a Michigan corporation), all right, title and interest in the United States in and to the marks and names shown on Schedule A; the goodwill symbolized by and associated with the use of same; the registrations and applications therefor, together with all rights and causes of action accrued, accruing and to accrue under and by virtue hereof, including the right to sue and recover for past infringement and receive all damages, payments and costs and fees associated therewith.

THE KROGER CO.


(signature)

Assistant Secretary
(title)

SEPTEMBER 13, 1999
(date)

12989362

RECORDED: 09/17/1999

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