

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

QUITCLAIM AND DECLARATION OF THE KROGER CO.

The below-signed declares as follows:

1. I am an officer of The Kroger Co. (an Ohio corporation) ("Kroger").

2. On information and belief, the following registered marks: TAMPICO and Design (Reg.No.1,994,132), TAMPICO (Reg.No.1,994,123), TAMPICO (Reg.No.1,602,666), and TAMPICO CITRUS PUNCH and Design (Reg.No.1,626,204) were included in a security agreement executed by Kroger on behalf of Chemical Bank and July 19, 1994. This security agreement was filed for recordation in the Assignment Branch of the United States Patent and Trademark Office on November 15, 1995 (Reel/Frame 1425/0177).

3. On information and belief, Kroger has never owned the above-identified marks, nor does Kroger own these marks now.

4. Marbo, Inc. (an Illinois corporation) ("Marbo") claims ownership of the above-identified marks.

5. On information and belief, the above-identified marks were included in the security agreement by innocent, inadvertent

mistake and therefore were never owned by Kroger or secured by the bank.

6. On information and belief, the security interest erroneously recorded against the above-identified marks was released by Chemical Bank on November 19, 1996 (Reel/Frame 1527/0074).

7. Kroger hereby quitclaims and assigns any and all right, title and interest that Kroger has or may have in the above-identified marks and any related goodwill to Marbo, Inc.

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, declares that he/she is properly authorized to execute this declaration; and all statements made of his/her own knowledge are true and all statements made on information and belief are believed to be true.

Dated: October 7, 1999

BY: Thomas P. O'Brien, Jr.
Name: Thomas P. O'Brien, Jr.
Title: Assistant Secretary

