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FORM PTO-1596

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

10-10-00

101496296

To the Director of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of Conveying Party(ies):
FRED MEYER STORES, INC.

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

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 2, 2000

2. Name and address of receiving party(ies):

Name: THE KROGER CO. OF MICHIGAN

Internal Address:

Street Address: 18334 Laurel Park Drive North
City Livonia State MI ZIP 48152

Individual(s) Citizenship

- Association
- General Partnership
- Limited Partnership

Corporation-State Michigan

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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)

B. Trademark Registration No.(s)

1,767,454

Additional numbers attached? Yes No

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

Name: Kenneth S. Klarquist
Klarquist Sparkman Campbell Leigh & Whinston, LLP

Internal Address:

One World Trade Center, Suite 1600

Street Address:

121 S.W. Salmon Street

Portland, Oregon 97204-2988

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account. A copy of this sheet is enclosed.

8. Deposit account number: 02-4550

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DO NOT USE THIS SPACE

01 FC:488 Statement and signature: 40.00 OP

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.

Kenneth S. Klarquist, Esq.

10/5/00

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 2

ASSIGNMENT

WHEREAS, Fred Meyer Stores, Inc., a Delaware corporation, having its principal place of business at 3800 S.E. 22nd Avenue, Portland, Oregon 97202, is the registered owner of United States Trademark Registration No. 1,767,454, registered April 27, 1993, covering the mark OFFICE WORKS; and

WHEREAS, The Kroger Co. of Michigan, a Michigan corporation, having offices at 18334 Laurel Park Drive North, Livonia, Michigan 48152, is desirous of acquiring said mark and the registration therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Fred Meyer Stores, Inc. does hereby sell, assign, transfer and set over unto the said The Kroger Co. all rights, title and interest in and to the said trademark, together with the good will of the business symbolized by the mark and the registration therefor.

THIS ASSIGNMENT dated and effective as of 10-2-00

FRED MEYER STORES, INC.

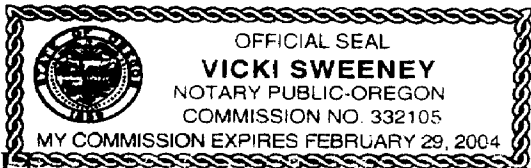
Date: 10-2-00

By: Nona Soltero
Name: Nona Soltero
Title: Vice President

STATE OF OREGON)
) ss.
COUNTY OF MULTNOMAH)

On this 2ND day of OCTOBER, 2000, before me personally came the above-named Nona Soltero, who executed the foregoing instrument in my presence, and who acknowledged to me that she executed the same of her own free will for the purposes set forth.

Vicki Sweeney
Notary Public for Oregon
My Commission expires: 02-29-00



[SEAL]