

01-05-2001



1-5-01

101572146
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

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

12 01 00

Formerly

75976895

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

MT

State/Country

48152

Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

01/05/2001 BNGUYEN 00000230 75976895

40.00 OP
250.00 OP

01 FC:481
02 FC:482

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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)		
<input type="text" value="75976895"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2343860"/>	<input type="text" value="2233034"/>	<input type="text" value="2191052"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2284896"/>	<input type="text" value="2228575"/>	<input type="text" value="2191051"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2235425"/>	<input type="text" value="2191099"/>	<input type="text" value="2187777"/>

Number of Properties Enter the total number of properties involved. #

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

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

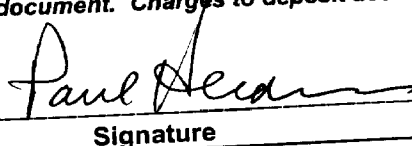
Deposit Account Number:

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.

Paul W. Heldman, V.P. & Secretary
Name of Person Signing


Signature

12/1/00
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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Individual General Partnership Limited Partnership

Corporation Association

Other

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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)

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2184260	<input type="text"/>	<input type="text"/>
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TRADEMARK ASSIGNMENT

WHEREAS, Quality Food Centers, Inc., a corporation organized under the laws of the State of Washington, having its principal office at 10116 N. E. 8th Street, Bellevue, Washington (hereinafter the "Assignor"), is the owner of the entire right, title and interest in, to and under the trademarks and the registrations listed on Schedule A attached hereto (the "Marks");

WHEREAS, The Kroger Co. of Michigan, a corporation organized under the laws of the State of Michigan and having its principal office at 18334 Laurel Park Drive, North, Livonia, MI 48152, (hereinafter the "Assignee") desires to acquire the entire right, title and interest in and to the Marks, including the goodwill of the business with which the Marks are used, and the registrations therefor;

NOW, THEREFOR, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Assignor hereby sells, assigns and transfers to the Assignee and its successors, Assignor's entire right, title and interest in, to and under the Marks and the registrations thereof, identified in the attached Schedule A, together with the goodwill of the business in connection with which the Marks are used.

Witness my hand this 1st day of December, 2000.

Quality Food Centers, Inc.

By: Paul W. Heldman
Paul W. Heldman, Vice President and Secretary



STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

On this 1st day of December, 2000, before me personally appeared Paul W. Heldman, Vice President and Secretary of Quality Food Centers, Inc., known to me to be the same person who duly acknowledged the signing of the foregoing assignment to be his voluntary act and deed on behalf of assignor and who executed the same for the uses and purposes therein specified.

Dorothy Dansberry

DOROTHY DANSBERRY
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 03-28-05



LAW DEPARTMENT

1014 VINE STREET

TELEFAX NUMBERS

513-762-4935

513-762-4554

WRITER'S DIRECT DIAL NUMBER

513-762-4240

THE KROGER CO.
PAUL W. HELDMAN
SENIOR VICE PRESIDENT,
SECRETARY AND
GENERAL COUNSEL

BRUCE M. GACK
VICE PRESIDENT AND
ASSISTANT GENERAL COUNSEL

CINCINNATI, OHIO 45202-1100
THOMAS P. O'BRIEN, JR.
JOHN M. FLYNN
LYNNE GELLENBECK
PATRICIA T. ASH
PAUL W. PARMELE
MARTHA CUTRIGHT SARRA
JENNIFER K. GOTHARD
RICK J. LANDRUM
WILLIAM A. GREEN III

DOROTHY L. DANSBERRY, PARALEGAL
J. PHILLIPS PUGH, INVESTIGATOR
JANET M. WELLING, PARALEGAL

December 13, 2000

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

RE: Heritage Farm Assignment

Ladies and Gentlemen:

Enclosed, for filing as soon as possible upon receipt, are a Recordation Form Cover Sheet and a Trademark Assignment for eleven trademarks for the above referenced mark. A check in the amount of \$290.00 is enclosed to cover the filing fees.

The trademarks are transferring from Quality Food Centers, Inc. to The Kroger Co. of Michigan. The registration/serial numbers are as follows:

2343860	2284896	2235425	2233034
2228575	2191099	2191052	2191051
2187777	2184260	75/976895(Serial Number)	

Once the assignment document has been filed in your office, please send evidence of the filing to me.

If, for any reason, this document cannot be filed, please call me at (513) 762-4240.

Thank you in advance for your prompt attention to this filing.

Very truly yours,

Janet Welling
Janet M. Welling
Paralegal

Encl.



SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
HERITAGE FARM	2343860	04/18/2000
HERITAGE FARM	2284896	10/12/1999
HERITAGE FARM	2235425	03/23/1999
HERITAGE FARM	2233034	03/16/1999
HERITAGE FARM	2228575	03/02/1999
HERITAGE FARM	2191099	09/22/1998
HERITAGE FARM	2191052	09/22/1998
HERITAGE FARM	2191051	09/22/1998
HERITAGE FARM	2187777	09/08/1998
HERITAGE FARM	2184260	08/25/1998

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
HERITAGE FARM	75/976895	04/23/1996