

07-26-2001

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7-1901  
Hughes Markets, Inc.  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Quality Food Centers, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 10116 NE 8th Street  
City: Bellevue State: WA Zip: 98004  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Washington  
 Other \_\_\_\_\_  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_  
Execution Date: July 9, 2001

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_  
Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2199900

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Janet Welling  
Internal Address: The Kroger Co.  
Street Address: 1014 Vine Street  
City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 1  
7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number: \_\_\_\_\_  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*  
Paul W. Heldman      Paul Heldman      July 9, 2000  
Name of Person Signing      Signature      Date  
Vice President & Secretary

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

07/26/2001 GTOM11 00000006 2199900  
01 FC:581 40.00 DP



TRADEMARK  
REEL: 002334 FRAME: 0028

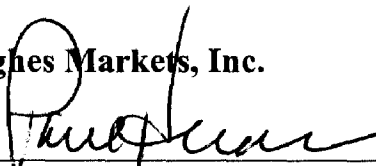
**TRADEMARK ASSIGNMENT**

WHEREAS, Hughes Markets, Inc., a corporation organized under the laws of the State of California, having its principal office at 14005 Live Oak Avenue, Irwindale, CA 91706 (hereinafter the "Assignor"), is the owner of the entire right, title and interest into and under the trademark and the registration of CALIFORNIA PREMIER (the "Mark").

WHEREAS, Quality Food Centers, Inc., organized under the laws of the State of Washington and having its principal office at 10116 NE 8th Street, Bellevue, WA 98004, (hereinafter the "Assignee") desires to acquire the entire right, title and interest in and to the Mark, including the goodwill of the business with which the Mark is used, and the registration 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 Mark and the registration thereof, together with the goodwill of the business in connection with which the Mark is used.

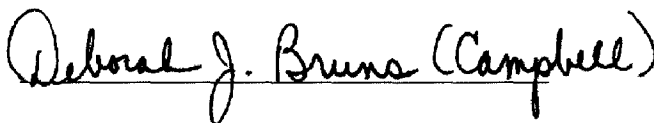
Witness my hand this 9 day of July, 2001.

**Hughes Markets, Inc.**  
By:   
Paul W. Heldman, Vice President and Secretary

STATE OF OHIO                    )  
  ) ss:  
COUNTY OF HAMILTON    )



On this 9<sup>th</sup> day of July, 2001, before me personally appeared Paul W. Heldman, Vice President and Secretary of Hughes Markets, 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.



DEBORAH J. CAMPBELL  
Notary Public, State of Ohio  
My Commission Expires Sept. 7, 2004