

07-30-2001

D

FORM PTO-1595
1-31-92

RI



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101793626

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

1. Name of Conveying Party(ies): Smith's Food & Drug Centers, Inc. 07/29/01

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

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

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

Name: Healthy Options Inc.

Internal Address: _____

Street Address: 3800 S.E. 22nd Avenue

City Portland State OR ZIP 97202

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaw
 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



07-23-2001

U.S. Patent & TMO/TM Mail Rpt Dt #34

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: July 16, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,770,676

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: one

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

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.

John W. Stuart [Signature] July 19, 2001

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 3

07/27/2001 LNUELLER 00000150 1770676

01 FC:481

40.00 OP

ASSIGNMENT

WHEREAS, Smith's Food & Drug Centers, Inc., a Delaware corporation, having its principal place of business at 1550 South Redwood Road, Salt Lake City, Utah 84130, is the registered owner of United States Service Mark Registration No. 1,770,676, registered May 11, 1993, covering the mark PPS; and

WHEREAS, Healthy Options Inc., a Delaware corporation, having offices at 3800 S.E. 22nd Avenue, Portland, Oregon 97202, is desirous of acquiring said mark and the registration therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Smith's Food & Drug Centers, Inc. does hereby sell, assign, transfer and set over unto the said Healthy Options Inc. all rights, title and interest in and to the said service mark, together with the good will of the business symbolized by the mark and the registration therefor.

THIS ASSIGNMENT dated and effective as of July 16, 2001.

SMITH'S FOOD & DRUG CENTERS, INC.

Date: 7/16/01

By Warren Bryant

Name: Warren Bryant

Title: Chief Executive Officer

STATE OF)
) ss.
COUNTY OF)

On this 16th day of July, 2001, before me personally came the above-named Warren Bryant, who executed the foregoing instrument in my presence, and who acknowledged to me that he executed the same of his own free will for the purposes set forth.



Deborah K Miller
Notary Public for Oregon
My Commission expires: Oct. 21, 2001

[SEAL]