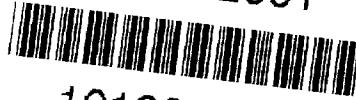


12-19-2001



10.1921508

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Fred Meyer Stores, Inc.

12-17-01

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: NOVEMBER 9, 2001

2. Name and address of receiving party(ies)

Name: The Kroger Co. of Michigan Internal Address:

Street Address: 18334 Laurel Park Drive

City: Livonia State: MI Zip: 48152

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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

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

A. Trademark Application No.(s) 76/289101 76/165888, 76/290651, 76/264850 76/248800

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Ginger Spencer, The Kroger Co.

Internal Address: 04002/23C PO Box 42121

Street Address: 3800 SE 22nd Avenue

City: Portland State: OR Zip: 97202

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41): \$140.00

- 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.

Name of Person Signing: NONA M. SALTERO

Signature: Nona M. Saltero

Date: NOVEMBER 9, 2001

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK REEL: 002409 FRAME: 0528

Vertical stamp: 01 FC:401 02 FC:402 12/18/2001 LINDSEY 0000159 28289101

TRADEMARK ASSIGNMENT

WHEREAS, Fred Meyer Stores, Inc., a corporation organized under the laws of the State of Delaware, having its principal office at 3800 S.E. 22nd Avenue, P.O. Box 42121, Portland, Oregon (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 acknowledge, 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 09 day of NOVEMBER, 2001.

Fred Meyer Stores, Inc.

By: Nona M. Soltero
Nona M. Soltero, Vice President

STATE OF OREGON)
) ss:
COUNTY OF MULTNOMAH)

On this 09 day of NOVEMBER, 2001, before me personally appeared Nona M. Soltero, Vice President of Fred Meyer Stores, 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.

Vicki Sweeney
Notary Public - Oregon

EXHIBIT A
TO TRADEMARK ASSIGNMENT

<u>MARK NAME</u>	<u>DESCRIPTION</u>	<u>COUNTRY/ STATE</u>	<u>MATTER ID/ SERIAL NO.</u>	<u>STATUS</u>
Everyday Living	Paint, candles, light bulbs, immersion heaters, parchment paper for baking and vacuum cleaner bags, cheesecloth, bean bag ashrays	USA	449-60459 76/289,101	Pending
Everyday Living	Appliances, namely, electric mixers, electric can openers, electric food blenders and electric coffee grinders, lamps, lamp shades; electric blankets, electric light fixtures; electric hot plates, electric waffle irons, electric toaster ovens, electric popcorn makers, electric coffee makers, electric counter top water heaters, electric mug warmers, electric rice cookers; serving ware not of precious metal, namely, plastic cups, teaspoons, dinner forks, spaghetti server, syrup server, salt and pepper sets, pie server, corn skewers, butter dish; kitchen utensils, namely, cheese shaker, stainless steel scraper, wooden cutting board, cutting board paddle, steak knives, serrated knives, paring knives, boning knives, vegetable knives, utility knives, slicing knives, vegetable knives, grapefruit knives, knife sharpeners, spatulas, basting spoons, wooden mixing spoons, serrated spoons slotted spoons and soup spoons, plastic colanders, soda can racks, forks, food graters, plastic mixing bowls, toothpick holders, brushes for barbecue grills, basting brushes, kitchen brushes, banana tree with brass hooks, zesters, plastic measuring cups, pastry blenders, refrigerator magnets, cake racks, skewers, reflector bowls for stove heating elements, manual can openers, potato mashers, melon ballers, stainless steel and melamine turners, stainless steel and melamine ladles, kitchen shears, kitchen timers, kitchen twine, pizza cutters, plastic juicers, cheese slicers, egg slicers, apple slicers, steamer baskets, jar openers, meat thermometers, kitchen thermometers, refrigerator thermometers, deep fry thermometers, wire whisks, manual egg beaters, clips for food storage bags, tongs, cake decorator bags, cooking and baking parchment, strainers, straws, bottle openers, cork screws, vegetable and fruit peelers, coffee filters, measuring spoons for coffee, bottle	USA	449-55001 76/165,888	Pending

	corks, mops, brooms, dust pans, sponges, pot scrubbers, scouring pads, paper towel holders, funnels, rolling pins, scoops, cruetts, burner covers, tea balls, gravy separators, sifters, nut crackers, lobster crackers, meat tenderizers, splatter screens, biscuit cutters, plastic bowls, plastic storage bins, and rubber household gloves; cookware, namely, multi-piece cookware sets, sauce pans, sauté pans, skillets, griddles and frying pans.			
HD Designs Outdoors	Acrylic drinkware; sporting equipment; namely, volleyball, badminton, horseshoes, lawn tennis, bocce ball, croquet, tetherball, ping pong, and ring toss	USA	449-60731 76/290,651	Pending
HD Designs Outdoors	Candles; outdoor electric lighting; novelty lighting; lanterns; decorative water fountains, metal candle holder; patio furniture; dinnerware; flower pots; birdhouses; non-metal candle holders; barbecue utensils; tablecloths consisting of cloth; cloth napkins	USA	449-59160 76/264,850	Pending
Holiday Home Energy Saver	Indoor and outdoor novelty lights presenting holiday motifs; decorative strings of electric lights for Christmas trees; outdoor strings of electric lights; and replacement bulbs	USA	449-55001 76/248,800	Pending