

03-19-2002



To the Honorable Commissione

102022904

Attached original documents or copy thereof.

1. Name of conveying party(ies):  
**The Kroger Co. of Michigan**  
*3-6-02*  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation- **Michigan**  
Other  
Additional name(s) of conveying party(ies) attached? Yes  No

2. Name and address of receiving party(ies)  
Name: **Dollar General Intellectual Property, L.P.**  
Internal Address:  
Street Address: **112 Lake Street**  
City: **Burlington** State: **VT** Zip: **05401**  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership a Vermont Limited Partnership  
 Corporation  
 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: **February 21, 2002**

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
**76/247,546**  
Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)  
**797,552**  
**833,446**  
**2,498,548**  
Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name **J. Matthew Gowdy**  
Internal Address **Calendar/Docketing Department**  
**P.O. Box 7880**  
**San Francisco, CA 94120-7880**  
Street Address: **50 Fremont Street**  
City: **San Francisco** State: **CA** Zip: **94105**

6. Total number of applications and registrations involved: ..... **4**  
7. Total fee (37 CFR 3.41)..... **\$115.00**  
 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.*  
**J. Matthew Gowdy** *[Signature]* **February 26, 2002**  
Name of Person Signing Signature Date  
Total number of pages including cover sheet, attachments, and document: **6**

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

03/19/2002 LMJELLER 00000036 76247546

01 FC:481 40.00 OP  
02 FC:482 75.00 OP

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TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The Kroger Co. of Michigan, a Michigan Corporation ("Assignor"), does warrant that it is the owner of the CLOVER VALLEY trademarks, registrations and applications identified in Schedule A; further warrants that it is not aware of any pending or threatened litigation involving the CLOVER VALLEY marks; and does hereby convey, transfer and assign to Dollar General Intellectual Property L.P., a Vermont Limited Partnership ("Assignee"), all right, title and interest in and to the names and marks, the goodwill of the business connected with the use of and symbolized by the same, and the applications and registrations, all as listed in Schedule A, together with all rights of action accrued, accruing and to accrue under and by virtue hereof, including the right to sue or otherwise recover for past infringement and receive all damages, payments, costs and fees associated therewith. Assignor agrees to take any and all further actions requested by Assignee in order to fully vest the right, title and interest being conveyed to Assignee pursuant to this Assignment.

THE KROGER CO. OF MICHIGAN

By: Paul Haldman

Name: Paul W. Haldman

Title: President

Date: 2/21/02



:10589085-2

**SCHEDULE A**

**U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS**

<u>Mark</u>	<u>Registration No.</u>
CLOVER VALLEY	0797552
CLOVER VALLEY	0833446
CLOVER VALLEY	2498548

<u>Mark</u>	<u>Serial No.</u>
CLOVER VALLEY	76247546

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