

03-20-2002

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

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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):

BROWN & COLE, INC.

3-6-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State WASHINGTON 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: January 17, 2002

2. Name and address of receiving party(ies)

Name: BROWN & COLE STORES, LLC

Internal

Address:

Street Address: 1331 COMMERCIAL

City: BELLINGHAM State: WA Zip: 98225

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other WASHINGTON LIMITED LIABILITY

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) 75/297,565; 75/787,343; 75/981,688

B. Trademark Registration No.(s) 1,799,803; 1,920,378; 2,365,332

Additional number(s) attached Yes No

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

Name: J. SCOTT GARY, ESO.

Internal Address: KARR TUTTLE CAMPBELL

Street Address: 1201 THIRD AVENUE SUITE 2900

City: SEATTLE State: WA Zip: 98101

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

3-6-2002

(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. SCOTT GARY

Signature

02/21/2002

Date

4

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

03/19/2002 DBYRNE 0000044 95297555

01 FC:481 02 FC:482 10.00 125.00

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

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and delivered by **Brown & Cole, Inc.**, a Washington corporation ("Assignor"), in favor of **Brown & Cole Stores, LLC**, a Washington limited liability company ("Assignee").

RECITALS

A. Assignor is the owner of the trademarks/service marks identified on the attached **Schedule 1** (the "Marks").

B. Pursuant to a Contribution Agreement dated as of August 8, 2001 by and among Assignor, Assignee, Ennen Food Stores, Inc. and Associated Grocers, Incorporated (the "Agreement"), Assignor has agreed to assign the Marks, together with the goodwill associated with the Marks, to Assignee.

THEREFORE, for good and valuable consideration, and in addition to such other instruments of transfer as Assignor may grant in favor of Assignee in connection with the closing of the transactions contemplated by the Agreement, Assignor hereby transfers, conveys and assigns to Assignee and its successors in interest the entire right, title and interest of Assignor in and to the Marks, including without limitation the goodwill associated with the Marks and the exclusive right and power to prosecute any trademark/service mark application currently pending before the U.S. Patent and Trademark Office.

This Assignment is given pursuant to the Agreement and shall be construed consistently therewith. Nothing contained in this Assignment is intended to or shall be deemed to amend, supersede, enlarge or modify any of the obligations, agreements, covenants, representations or warranties of Assignor or Assignee under the Agreement, all of which shall survive the execution and delivery of this Assignment.

DATED January 17 2002.

BROWN & COLE, INC.

By: [Signature]
Print Name: James R. Anderson
Title: Senior Vice President

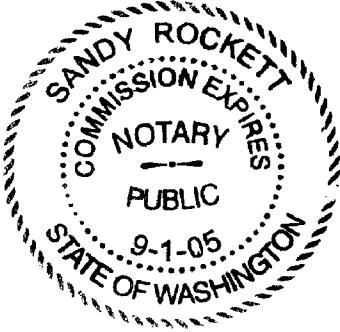
BROWN & COLE STORES, LLC

By: [Signature]
Print Name: James R. Anderson
Title: Senior Vice President

STATE OF WASHINGTON)
) ss.
COUNTY OF King)

I certify that I know or have satisfactory evidence that Jamel Anderson is the person who appeared before me, and said person on oath stated that he was authorized to execute this instrument and acknowledged it as the Senior Vice Pres of **Brown & Cole, Inc.** to be the free and voluntary act of such party for the uses and purposes therein mentioned.

Given under my hand and official seal this 17 day of January 2002.



Sandy Rockett
Notary Public in and for the State of Washington
Name (printed or typed): Sandy Rockett
Residing at: Bremerton
My appointment expires: 9-1-05