

08-30-2002



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RECORDATION
TRADEMARKS ONLY

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

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

AGM Alternatives, Inc.

08-28-02

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

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

3. Nature of conveyance:

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

Execution Date: August 5, 2002

2. Name and address of receiving party(ies)

Name: The Kroger Co. of Michigan

Internal Address:

Address:

Street Address: 18334 Laurel Park Drive North

City: Livonia State: MI Zip: 48152-2686

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

B. Trademark Registration No.(s)

1,522,302 and 1,850,498

Additional number(s) attached Yes No

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

Name: Robert B. Burlingame

Internal Address: Calendar/Docketing Dept.

Street Address: Pillsbury Winthrop LLP

50 Fremont Street

City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Robert B. Burlingame
Name of Person Signing

Robert Burlingame
Signature

8/22/02
Date

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

08/29/2002 TDIAZI 00000231 1522302

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 002572 FRAME: 0558

EXHIBIT B

TRADEMARK ASSIGNMENT

Effective as of the date hereof, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **AGM Alternatives, Inc. ("Assignor")**, a Maryland corporation and the successor in interest to Allen & Company, Inc., hereby conveys, transfers and assigns to **The Kroger Co. of Michigan ("Assignee")**, a Michigan corporation, effective as of the date hereof, all right, title and interest in and to the name and trademark **FIRST CHOICE** (including, but not limited to, U.S. Trademark Registration Nos. 1522302 and 1850498), and the goodwill of the business connected with the use of, and symbolized by, the same, together with all rights of action accrued, accruing and to accrue under and by virtue hereof, including, but not limited to, the right to sue or otherwise recover for past infringement and receive all damages, payments, costs and fees associated therewith.

Assignor agrees to execute any further documents as may be necessary, and 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.

Assignor further agrees that, effective as of the date hereof, the Agreement dated April 6, 1998 (relating to concurrent use of the trademark **FIRST CHOICE**), originally between its predecessor, Allen & Company, Inc., and Fred Meyer, Inc., shall be terminated in its entirety.

AGM Alternatives, Inc.

By: Michael E. Glenn

Name: Michael E. Glenn

Title: Senior Vice President

Date: August 5, 2002