

RECORDATION FORM COVER SHEET  
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):  
**Ralphs Grocery Company**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: **Delaware**

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

2. Name and address of receiving party(ies)  
Name: **The Kroger Co. of Michigan**  
Internal  
Address:  
Street Address: **18334 Laurel Park Drive North**  
City: **Livonia State: Michigan Zip: 48152**

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
Other:  
Execution Date: **October 25, 2002**

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
**1073408    1665152**  
**1179593    1277215**

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name **Michelle T. Rutledge**  
Internal Address **Calendar/Docketing Department**  
**P.O. Box 7880**  
**San Francisco, CA 94120-7880**  
Street Address: **50 Fremont St.**  
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:  
**502214 (Our Ref.: 061148-027-6230)**

(Attach duplicate copy of this page if paying by deposit account)

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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.*

**Michelle T. Rutledge**                      *Michelle Rutledge*                      **November 11, 2002**  
Name of Person Signing                      Signature                      Date

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

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

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Ralphs Grocery Company ("Assignor"), a Delaware corporation with a place of business at 1100 West Artesia Blvd., Compton, California 90220, hereby conveys, transfers, and assigns to The Kroger Co. of Michigan ("Assignee"), a Michigan corporation with a place of business at 18334 Laurel Park Drive North, Livonia, Michigan 48152, effective as of the date hereof, all right, title, and interest in and to the names and marks FOOD 4 LESS (U.S. Registration Nos. 1073408 and 1179593 therefor) and FOOD 4 LESS and design (U.S. Registration Nos., 1665152 and 1277215 therefor), and the goodwill of the business connected with the use of and symbolized thereby, 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 to take any and all further action requested by Assignee in order to fully vest the right, title, and interest being conveyed to Assignee pursuant to this assignment.

RALPHS GROCERY COMPANY

By: Paul Heldman

Name: Paul Heldman

Title: Vice President and Secretary

Date: October 25, 2002