

ASSIGNMENT OF TRADEMARKS

WHEREAS, HAC, Inc., a Kansas corporation, United States of America (the "Assignor"), has adopted, used, is using and owns the following trademarks (the "Marks"), which are now registered in the United States Patent and Trademark Office:

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>DATE OF REGISTRATION</u>
HOMELAND	1,650,397	07/09/1991
HOMELAND	1,645,401	05/21/1991
H and Design	1,555,307	09/05/1989
A GOOD DEAL BETTER. and Design	1,820,865	02/08/1994
HOMELAND	2,520,377	12/18/2001
HOMELAND	2,520,378	12/18/2001
HOMELAND	2,520,376	12/18/2001

WHEREAS, Associated Wholesale Grocers, Inc., a Missouri corporation, United States of America, of 5000 Kansas Avenue, Kansas City, Kansas 66110 (the "Assignee"), is desirous of acquiring the Marks and the registrations thereof;

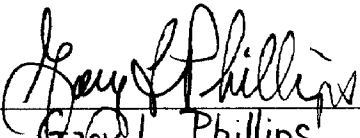
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns unto Assignee all of its right, title and interest in the United States in and to the Marks together with the goodwill of the business symbolized by the Marks, and the registrations thereof.

FURTHERMORE, the parties agree that the effective date of this assignment shall be September 7, 2002.

FURTHERMORE, Assignee hereby appoints Shughart Thomson & Kilroy, P.C., 9225 Indian Creek Parkway, Suite 1100, Overland Park, Kansas 66210, telephone (913) 451-3355, which has associated with it Lawrence A. Swain, Michael Elbein and Mitchell L. Crain, who are members of the bar of the States of Kansas and/or Missouri, to prosecute the assignment, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection therewith.

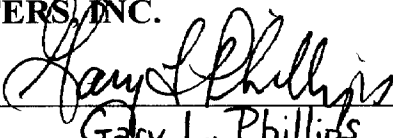
ASSIGNOR:

HAC, INC.

By 
Name Gary L. Phillips
Title Executive Vice President
Date September 7, 2002

ASSIGNEE:

ASSOCIATED WHOLESALE GROCERS, INC.

By 
Name Gary L. Phillips
Title President / CEO
Date September 7, 2002

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