

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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Fred Meyer Stores, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State: Delaware</p> <p>Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: The Kroger Co. of Michigan</p> <p>Internal Address:</p> <p>Street Address: 18334 Laurel Park Drive North</p> <p>City: Livonia State: Michigan Zip: 48152-2686</p> <p><input type="checkbox"/> Individual(s) citizenship</p> <p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership</p> <p><input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State Michigan</p> <p><input type="checkbox"/> Other</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p>Other:</p> <p>Execution Date: July 22, 2003</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s)</p> <p style="text-align: center;">2,482,192</p> <p style="text-align: center;">Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name Richard L. Kirkpatrick</p> <p>Internal Address</p> <p>Calendar/Docketing Department P.O. Box 7880 San Francisco, CA 94120-7880</p> <p>Street Address: 50 Fremont St.</p> <p>City: San Francisco State: CA Zip: 94105</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41)..... \$40.00</p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number:</p> <p style="text-align: center;">502214 (Our Ref.: 061148/0305196)</p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

Richard L. Kirkpatrick  **July 23, 2003**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

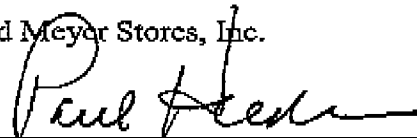
CH \$40.00 602214 2482192

ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Fred Meyer Stores, Inc., a Delaware corporation ("Assignor")**, hereby conveys, transfers and assigns to **The Kroger Co. of Michigan, a Michigan corporation ("Assignee")**, effective as of the date below, all right, title and interest in and to the name and mark **NATURE'S SONG**, U.S. Registration No. 2,482,192 therefor, 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 the right to sue or otherwise recover for past infringement and receive all damages, payments, costs and fees associated therewith.

Fred Meyer Stores, Inc.

By:



Paul W. Heldman
Vice President and Secretary

Date: 7.22.03