

Form PTO-1594 (rev 3/1) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U. S. Department of Commerce 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):  
**Fleming Companies, Inc.**  
 \_\_\_ Individual(s) \_\_\_ Association  
 \_\_\_ General Partnership  
 \_\_\_ Limited Partnership  
 Corporation - **Oklahoma**  
 \_\_\_ Other  
 Additional name(s) of conveying party(ies) attached?  Yes \_\_\_ No

2. Name and Address of receiving party(ies)  
**Surry Licensing LLC**  
**7 Corporate Drive**  
**Keene, NH 03431**  
 \_\_\_ Individual(s) citizenship  
 \_\_\_ Association  
 \_\_\_ General Partnership  
 \_\_\_ Limited Partnership  
 \_\_\_ Corporation  
 Other – **Limited Liability Company – New Hampshire**  
 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

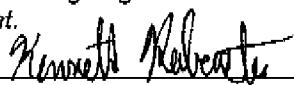
3. Nature of conveyance:  
 Assignment \_\_\_ Merger  
 \_\_\_ Security Agreement \_\_\_ Change of Name  
 \_\_\_ Other:  
 Execution Date: **August 23, 2003**

4. Application number(s) or registration number(s):  
 A. Trademark Application No(s).  
**Please see attached.**  
 B. Trademark Registration No(s).  
**Please see attached.**  
 Additional numbers attached?  Yes \_\_\_ No

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Kenneth A. Rubenstein, Esq.**  
**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
**Four Times Square**  
**New York, New York 10036**

6. Total number of applications/registrations involved: **139**  
 7. Total fee (37 CFR 3.41) **\$3490**  
 All fees and any deficiencies are authorized to be charged to Deposit Account  
**(Our Ref. 003170/24)**  
 8. Deposit Account No. **19-2385**

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.*  
**Kenneth A. Rubenstein**  **November 5, 2003**  
 Name Signature Date  
 Total number of pages including cover sheet, attachments, and document: **22**

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**CONTINUATION OF ITEM 1. Names of Additional Conveying Parties:****Fleming Transportation Service, Inc.** Corporation – Oklahoma**RFS Marketing Services, Inc.** Corporation – Oklahoma**Fleming International Ltd.** Corporation – Oklahoma**Fleming Foods of Texas L.P.** Limited Partnership – Oklahoma**Fleming Foods Management Co., L.L.C.** Limited Liability Company – Oklahoma**CONTINUATION OF ITEM 4. Trademark Application and Registration Numbers**

A. Trademark Application No(s).	B. Trademark Registration No(s).
76432092	1272194
76314734	1439593
76314828	2710051
76476415	2644427
76325768	1808145
76426934	940169
76311315	1612290
76430964	1732199
76482356	1452642
76314826	1465959
76377561	2255978
76311314	2659992
	2425449
	1004953
	1557537
	704761

	707007
	1457122
	178185
	179183
	1575785
	848368
	1013692
	1036366
	980702
	1695083
	1482528
	1529053
	2236041
	2236040
	1397077
	1248532
	2547355
	2529031
	812647
	1286586
	2233507
	2693222
	2535615
	1261299
	1303287
	839222
	65801
	2295097
	1293445
	1298173
	2305799

	2305797
	2305798
	1433361
	1272193
	2625726
	2419576
	1801723
	2706697
	2706696
	1563974
	756990
	2634298
	2628691
	1286542
	771284
	1298234
	2004912
	2624185
	986163
	2539075
	2255977
	2663526
	1563589
	1857832
	2663526
	1422201
	1507427
	2663536
	1756809
	1515697
	2670811

	1382777
	2352123
	2374665
	2273115
	857129
	1118482
	2694075
	2694366
	2424758
	964417
	1474436
	1338302
	1441556
	2566497
	2715141
	2660782
	2490140
	1235893
	1262592
	1235892
	1550597
	1432467
	1426195
	1603161
	1427101
	1489706
	2234661
	2234659
	2583746
	1481140
	2648799

	2595602
	731653
	412636
	780048
	1302883
	1233781
	2325197
	1345198
	2355531
	746371
	2469156
	2688130
	1737376
	1811018
	2152297
	2583747
	2597557
	1412725

## ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT OF INTELLECTUAL PROPERTY, dated as of August [23], 2003 (this "Assignment") by Fleming Companies, Inc., an Oklahoma corporation, Fleming Transportation Service, Inc., an Oklahoma corporation, RFS Marketing Services, Inc., an Oklahoma corporation, Fleming International Ltd., an Oklahoma corporation, Fleming Foods of Texas L.P., an Oklahoma limited partnership, Fleming Foods Management Co., L.L.C., an Oklahoma limited liability company (each, an "Assignor" and collectively, the "Assignors"), in favor of Surry Licensing LLC, a New Hampshire limited liability company ("Assignee") with its principal place of business at 7 Corporate Drive, Keene, NH 03431.

### WITNESSETH

WHEREAS, Assignors and C&S Acquisition LLC ("C&S") are among the parties to that certain Asset Purchase Agreement, dated as of July 7, 2003 (the "Agreement"), pursuant to which Assignors have agreed to sell, assign, transfer and deliver to C&S (or its designee) and C&S has agreed to (or have its designee) purchase, acquire and take assignment and delivery of the Acquired Assets (as defined in the Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignors do hereby sell, assign, transfer and deliver to Assignee all of Assignors' and their Affiliates' (as defined in the Agreement) right, title, and interest in and to:

(a) Company Owned Intellectual Property. All intellectual property owned by Assignors and used or held for use in connection with the Acquired Assets, including without limitation:

(i) all copyrights, including without limitation copyrights in all computer programs (whether in source code or object code form), databases, compilations and data, and all documentation related to any of the foregoing and in the content contained on any Web site, and registrations and applications for any of the foregoing, and rights to sue for past Infringement (as defined in the Agreement) thereof ("Copyrights"), including without limitation the applications and registrations set forth on Attachment I hereto;

(ii) all patents and industrial designs, including without limitation any continuations, divisionals, continuations-in-part, renewals, reissues and applications for any of the foregoing, and rights to sue for past Infringement thereof ("Patents");

(iii) all trademarks, tradenames, service marks, designs, logos, emblems, signs or insignia, slogans, other similar designations of source or origin and general intangibles of like nature, together with the registrations and applications for registrations pertaining to any of the foregoing, any derivations of any of the foregoing,

all goodwill associated therewith, and rights to sue for past Infringement thereof ("Trademarks"), including without limitation the applications and registrations set forth on Attachment II hereto, excluding any Trademarks for which the assets of the Business (as defined in the Agreement) related thereto are not being assigned at the Initial Closing (as defined in the Agreement);

(iv) all Domain Names (as defined in the Agreement), including without limitation the Domain Name registrations set forth on Attachment III hereto, excluding any Domain Names for which the assets of the Business (as defined in the Agreement) related thereto are not being assigned at the Initial Closing (as defined in the Agreement);

(v) all trade secrets (as defined under applicable law) including without limitation trade secrets of the following nature: financing and marketing information, technology, know-how, inventions, proprietary processes, formulae, algorithms, models and methodologies, and rights to sue for past Infringement thereof ("Trade Secrets");

(vi) all other similar intangible assets; and

(viii) and all rights corresponding to the foregoing throughout the world.

Notwithstanding the foregoing, (1) no software license agreement or other information technology related agreement, including without limitation those set forth on Schedule 4.19(b) or Schedule 8.11 of the Agreement, (2) no agreement with IGA, Inc., (3) no trademarks or domain names covered by the Assignment of Intellectual Property by Fleming Companies, Inc. and Piggly Wiggly Company in favor of Piggly Wiggly LLC, dated as of August [23] 2003, and (4) no trademarks set forth on Attachment III hereto, will be sold, assigned, transferred or delivered to Assignee under this Assignment.

Assignors further agree, without further consideration, to cause to be performed such lawful acts and to execute such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment.



**IN WITNESS WHEREOF**, the undersigned have caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

**ASSIGNORS:**

- Fleming Companies, Inc.
- Fleming Transportation Service, Inc.
- RFS Marketing Services, Inc.
- Fleming International Ltd.
- Fleming Foods of Texas L.P.
- Fleming Foods Management Co., L.L.C.

By: Ted Stagy  
Authorized Signatory

Acknowledged and Accepted:

**ASSIGNEE:**  
Surry Licensing LLC

By: JTD  
Name: James T. Duncan  
Title: Senior Vice President

STATE OF

)  
) SS.  
)

COUNTY OF

I, a notary public, in and for the county and state aforesaid, do hereby certify that Ted Stenger personally known to me to be the authorized signatory for Fleming Companies, Inc., an Oklahoma corporation, Fleming Transportation Service, Inc., an Oklahoma corporation, RFS Marketing Services, Inc., an Oklahoma corporation, Fleming International Ltd., an Oklahoma corporation, Fleming Foods of Texas L.P., an Oklahoma limited partnership, and Fleming Foods Management Co., L.L.C., an Oklahoma limited liability company, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said entities pursuant to authority granted to him/her by the board of directors of said corporation, or comparable governing body for the other types of entities, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 23 day of August, 2003.

  
Notary Public

EDWARD ZELTSEK  
NOTARY PUBLIC, State of New York  
No. 012E6080452  
Qualified in New York County  
Commission Expires Sept. 16, 2006

**ATTACHMENT I TO ASSIGNMENT OF INTELLECTUAL PROPERTY**  
**Copyrights**

<b><u>COPYRIGHT TITLE</u></b>	<b><u>REGISTRATION NUMBERS</u></b>	<b><u>REGISTRANT</u></b>
ASSET/COMPUTER SOFTWARE PROGRAM	TXU290894	Malone & Hyde (now Fleming Companies, Inc.)
ASSET/USER'S MANUAL	TXU290893	Malone & Hyde, Inc. (now Fleming Companies, Inc.)
VISIONET	TXU784639	Fleming Companies, Inc.

**ATTACHMENT II TO ASSIGNMENT OF INTELLECTUAL PROPERTY**  
**Trademarks**

Legal Entity	Mark	Type	Registration
Fleming Companies, Inc.	"G"	Federal	1,272,194
Fleming Companies, Inc.	"S"	Federal	1,439,593
Fleming Companies, Inc.	40% OFF EVERYTHING	Wisconsin	
Fleming Companies, Inc.	ABSOLUTE ELEMENTS	Federal	2,710,051
Fleming Companies, Inc.	ALKALIFE	Federal	2,644,427
Fleming Companies, Inc.	AMERICAN FAMILY	Federal	1,808,145
Fleming Companies, Inc.	AMERICAN FAMILY & Design	Federal	940,169
Fleming Companies, Inc.	AMERICA'S MARKET & Design	Wisconsin	
Fleming Companies, Inc.	ASSET	Federal	1,612,290
Fleming Companies, Inc.	BAKER'S BLVD.	Federal	1,732,199
Fleming Companies, Inc.	BARNABEE & Design (BARNABEE JUBILEE & Design)	Federal	Pending, Serial # 76/432092
Scrivner of New York, Inc. (now Fleming Companies, Inc.)	BELLS	Federal	1,452,642
Scrivner of New York, Inc. (now Fleming Companies, Inc.)	BELLS AND Design	Federal	1,465,959
Fleming Companies, Inc.	BEST UP	Federal	2,255,978
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming Companies, Inc.	BEST YET & Design	Federal	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Anguilla	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Anguilla	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Antigua	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Antigua	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Argentina	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Argentina	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Aruba	18915
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bahamas	20,674
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bahamas	20,673
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bahrain	TM/24812
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bahrain	TM/24811
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Barbados	81/12447
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Barbados	81/12446
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bolivia	79695-C
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Bolivia	79697-C
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Brazil	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Brazil	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	British Virgin Islands	3354
Fleming International Ltd.	BEST YET SINCE 1893 & Design	British Virgin Islands	Pending

Legal Entity	Mark	Type	Registration
Fleming International Ltd.	BEST YET SINCE 1893 & Design	British Virgin Islands	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bulgaria	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Bulgaria	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	China	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Colombia	215980
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Colombia	215981
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Costa Rica	110725
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Costa Rica	110741
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Dominica	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Dominica	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Dominican Republic	96356
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Dominican Republic	96352
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Ecuador	DNPI-2245-99-IEPI
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Ecuador	DNPI-2246-99-IEPI
Fleming International Ltd.	BEST YET SINCE 1893 & Design	El Salvador	106 Book 99
Fleming International Ltd.	BEST YET SINCE 1893 & Design	El Salvador	105 Book 99
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,659,992
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Federal	2,425,449
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Fiji	55/98
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	France	97/707.110
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Guatemala	95,150
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Guatemala	95,176
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Guyana	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Guyana	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Haiti	123/119
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Haiti	122/119
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Honduras	7377D
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Honduras	75115
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Hong Kong	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Indonesia	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Indonesia	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Jamaica	32568
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Jamaica	32,331
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Japan	4272072
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Kuwait	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Kuwait	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Malaysia	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Mexico	724693
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Mexico	724694
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Montserrat	3041
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Montserrat	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Montserrat	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Netherlands Antilles	09300
Fleming International Ltd.	BEST YET SINCE 1893 & Design	New Zealand	295897
Fleming International Ltd.	BEST YET SINCE 1893 & Design	New Zealand	295896
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Nicaragua	42670 C.C.
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Nicaragua	42775 C.C.
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Pakistan	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Pakistan	Pending
Fleming International Ltd.	BEST YET SINCE 1893 & Design	Panama	95329

Legal Entity	Mark	Type	Registration
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Panama	95240
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Panama	106150
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Paraguay	217461
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Paraguay	218046
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Peru	046970
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Peru	046969
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Philippines	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Philippines	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Russian Federation	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Russian Federation	Pending
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	South Korea	459482
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Spain	2137043
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Spain	2137042
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	St. Lucia	10
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	St. Lucia	9
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	St. Vincent & Grenadines	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	St. Vincent & Grenadines	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Suriname	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Suriname	16799
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Taiwan	877320
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Taiwan	862322
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Trinidad/Tobago	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Trinidad/Tobago	Pending
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Turks & Caicos	11830
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Turks & Caicos	11829
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	United Arab Emirates	29333
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	United Arab Emirates	23171
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Uruguay	Pending
Fleming Companies, Inc.	BEST YET SINCE 1893 & Design	Uruguay	Pending
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Venezuela	No number assigned
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Venezuela	No number assigned
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Vietnam	Pending
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	Vietnam	Pending
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	W. Samoa	Pending
Fleming International, Ltd.	BEST YET SINCE 1893 & Design	W. Samoa	Pending
Fleming Companies, Inc.	BESTYET	Federal	1,004,953
Fleming Companies, Inc.	BESTYET	Federal	1,557,537
Fleming Companies, Inc.	BESTYET	Federal	704,761
Fleming Companies, Inc.	BESTYET	Federal	707,007
Fleming Companies, Inc.	BESTYET	Federal	1,457,122
Fleming Companies, Inc.	BESTYET	Federal	1,557,537
Scrivner, Inc. (now Fleming Companies, Inc.)	BESTYET	Mexico	509,611
Scrivner, Inc. (now Fleming Companies, Inc.)	BESTYET	Mexico	509,612
Scrivner, Inc. (now Fleming Companies, Inc.)	BESTYET	Mexico	509,613
Fleming Companies, Inc.	BESTYET & Design	Federal	178,185
Fleming Companies, Inc.	BESTYET & Design	Federal	179,183
Fleming Companies, Inc.	BIO BEAR	Alabama	100-189

Legal Entity	Mark	Type	Registration
Fleming Companies, Inc.	BIG DOLLAR FOOD STORES	Minnesota	3378
Gateway Foods of Twin Ports, Inc. (now Fleming Companies, Inc.)	BIG DOLLAR FOOD STORES & Design	Wisconsin	15,630
Fleming Companies, Inc.	BIG DOLLAR FOODS & Design	Federal	1,575,785
Fleming Companies, Inc.	BIG STAR	Federal	848,368 <sup>1</sup>
Malone & Hyde, Inc.	BIG STAR	Tennessee	
Fleming Companies, Inc.	BIG T	California	2,340
Fleming Companies, Inc.	BIG T	Federal	1,958,886
Fleming Companies, Inc.	BIG T	Nevada	
Fleming Companies, Inc.	BIG T	Federal	1,013,692
Fleming Companies, Inc.	BIG T	Federal	1,036,366
Fleming Companies, Inc.	BIG T & DESIGN	Federal	980,702
Fleming Companies, Inc.	BUTTER-ME-NOT	Federal	1,695,083
Fleming Companies, Inc.	BUY WAY	Idaho	10,188
Fleming Companies, Inc.	BUY WAY	Utah	28,013
Fleming Companies, Inc.	BUY WAY	Wyoming	219,189
Fleming Companies, Inc.	BUY WAY	Federal	1,482,528
Fleming Companies, Inc.	CAPTAIN'S COVE		
Fleming Companies, Inc.	CHAMPION QUALITY BEEF & Design	Wisconsin	
Fleming Companies, Inc.	CHECKERS	Federal	1,529,053
Fleming Companies, Inc.	CHILDREN'S KEEP SAFE	Federal	2,236,041
Fleming Companies, Inc.	CHILDREN'S KEEP SAFE & Design	Federal	2,236,040
Fleming Companies, Inc.	CHILDREN'S KEEP SAFE & Design		
Fleming Foods of Ohio, Inc. (now Fleming Companies, Inc.)	COUNTY PRIDE & Design	Ohio	4,271
Fleming Foods of Ohio, Inc. (now Fleming Companies, Inc.)	COUNTY PRIDE & Design	Federal	1,397,077
Fleming Foods of Ohio, Inc. (now Fleming Companies, Inc.)	COUNTY PRIDE & Design	Federal	1,248,532
Fleming Companies, Inc.	CRESTWOOD BAKERY	Federal	Pending
Fleming Companies, Inc.	CRESTWOOD BAKERY & Design	Federal	2,547,355
Fleming Companies, Inc.	DAD'S CHICKEN BREAST & Design	Federal	2,529,031
Fleming Companies, Inc.	DELIFRESH	Federal	812,647
Fleming Companies, Inc.	DIXIE DANDY	Alabama	100-355
Fleming Companies, Inc.	DIXIE DANDY	Alabama	100-354
Fleming Companies, Inc.	DIXIE DANDY & Design	Federal	1,286,386
Fleming Companies, Inc.	DR. BEST	Federal	2,233,507
Gateway Foods of Twin Ports, Inc. (now Fleming Companies, Inc.)	DUTCH GIRL	Michigan	M55-009
Fleming Companies, Inc.	DUTCH GIRL AND Design	Minnesota	33910
Gateway Foods of Twin Ports, Inc. (now Fleming Companies, Inc.)	DUTCH GIRL AND Design	Wisconsin	
Gateway Foods of Altoona, Inc. (now Fleming Companies, Inc.)	ECONOMY WHOLESALE GROCERY COMPANY	Pennsylvania	949,134
Fleming Companies, Inc.	ENERDRINK	Federal	Pending, Serial # 76/314734
Fleming Companies, Inc.	ENERDRINK PLUS	Federal	Pending, Serial # 76/314828
Fleming Companies, Inc.	EVERYTHING YOU'RE LOOKING FOR... INCLUDING LOW PRICES	Federal	2,693,222
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending

<sup>1</sup> Concurrent use restrictions on file with PTO.

Legal Entity	Mark	Type	Registration
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	2,535,615
Fleming Companies, Inc.	EXCEPTIONAL VALUE & Design	Federal	Pending
Gateway Foods, Inc. (now Fleming Companies, Inc.)	EXTRA FOODS AND Design	Wisconsin	
Fleming Companies, Inc.	F & DESIGN	Federal	1,261,299
Fleming Companies, Inc.	F & DESIGN RED AND BLUE COLORING	Federal	1,303,287
Fleming Companies, Inc.	FIRST PICK & Birds Design	Federal	839,222
Fleming Companies, Inc.	FIRST PICK & Rectangle Design	Federal	65,801
Fleming Companies, Inc.	Fleming & Design	Federal	2,295,097
Fleming Companies, Inc.	FLEMING COMPANIES	Federal	1,293,445
Fleming Companies, Inc.	FLEMING FOODS	Federal	1,298,173
Fleming Companies, Inc.	FLEXMATE	Federal	2,305,799
Fleming Companies, Inc.	FLEXPRO	Federal	2,305,797
Fleming Companies, Inc.	FLEXSTAR	Federal	2,305,798
S.M. Flickinger Company, Inc. (now Fleming Companies, Inc.)	FLICKENGER	Federal	1,433,361
Fleming Companies, Inc.	FOOD MART	Illinois	44,237
Fleming Companies, Inc.	FOOD MART	Missouri	5288
Fleming Companies, Inc.	FOOD MAX	Ohio	124,172
Fleming Companies, Inc.	FOOD SAVER	Oklahoma	25,760
Fleming Companies, Inc.	Food World	Wisconsin	
Fleming Companies, Inc.	FRUIT RUSH	Federal	Pending, Serial # 76/476415
Fleming Companies, Inc.	GATEWAY FARMS	Wisconsin	
Fleming Companies, Inc.	GATEWAY FOODS	Federal	1,272,193
Fleming Companies, Inc.	GOLD MEDALLION MEAT	Florida	T97000000206
Fleming Companies, Inc.	GRANDMA'S PIES & Design	Federal	2,625,726
Fleming Companies, Inc.	GRAVY BOAT	Federal	2,419,576
Fleming Companies, Inc.	HEALTHY & NATURAL	Wisconsin	
Fleming Companies, Inc.	JAMBOREE FOODS	Iowa	W00005510
Fleming Companies, Inc.	JAMBOREE FOODS	Minnesota	20,807
Fleming Companies, Inc.	JAMBOREE FOODS	Ohio	SM68124
Fleming Companies, Inc.	JAMBOREE FOODS AND Design	Federal	1,801,723
Fleming Companies, Inc.	JAMBOREE FOODS AND Design	Kansas	
Fleming Companies, Inc.	JUBILEE FOODS & Design	Federal	2,706,697
Fleming Companies, Inc.	JUBILEE FOODS	Federal	Pending
Fleming Companies, Inc.	JUBILEE FOODS	Maryland	1994-S3254
Fleming Companies, Inc.	JUBILEE FOODS & Design	Federal	2,706,696
Fleming Companies, Inc.	JUBILEE FOODS and Design	Federal	1,563,974
Fleming Companies, Inc.	JUBILEE FOODS AND Design	Wisconsin	
Fleming Companies, Inc.	K & L BRAND & Design	Federal	756,990
Fleming Companies, Inc.	KETTLE READY	Federal	2,634,298
Fleming Companies, Inc.	KITTY KRAVIN'S	Federal	2,628,691
Fleming Companies, Inc.	LE FRANCAIS FRY	Wisconsin	
Fleming Companies, Inc.	LITTLE KISSES	Federal	Pending, Serial # 76/325768
Fleming Companies, Inc.	LOCAL GIRL MAKES GOOD & Design	Federal	1,286,542
Fleming Companies, Inc.	M & H	Federal	771,284
Fleming Companies, Inc.	MARKET PLAZA	Oklahoma	26,719
Fleming Companies, Inc.	MEGA FOODS	Mexico	483,210
Fleming Companies, Inc.	MEGA MARKET	Federal	1,298,234



Legal Entity	Mark	Type	Registration
Fleming Companies, Inc.	MEGAMARKET	Federal	2,004,912
Fleming Companies, Inc.	MERCADO HISPANICO	Federal	2,624,185
Fleming Companies, Inc.	MINIMAX	Federal	986,163
Fleming Companies, Inc.	MINIMAX STORES	Texas	4,857
Fleming Companies, Inc.	MOM'S MEATLOAF & Design	Federal	2,539,075
Fleming Companies, Inc.	MOOSE DESIGN	Federal	Pending, Serial # 76/426934
Fleming Companies, Inc.	MOUNTAIN BEST	Federal	2,255,977
Fleming Companies, Inc.	NATURE'S FINEST	Federal	2,663,526
Fleming Companies, Inc.	NATURE'S FINEST	Federal	1,563,589
Fleming Companies, Inc.	NATURE'S FINEST	Federal	1,857,832
Fleming Companies, Inc.	NATURE'S FINEST	Federal	2,663,526
Fleming Companies, Inc.	NATURE'S FINEST & Design	Federal	1,422,201
Fleming Companies, Inc.	NATURE'S FINEST & Design	Federal	1,507,427
Fleming Companies, Inc.	NATURE'S FINEST PREMIUM QUALITY GUARANTEED FRESH & Design	Federal	2,663,536
Fleming Companies, Inc.	NICE N' COZY	Federal	1,756,809
Fleming Companies, Inc.	NUTRICARE	Federal	1,515,697
Fleming Companies, Inc.	OKTOBERFEST	Minnesota	14,385
Fleming Companies, Inc.	OKTOBERFEST AND Design	Wisconsin	
Fleming Companies, Inc.	OKTOBERFEST BRATS FESTIVAL FOODS & Design	Federal	2,670,811
Fleming Companies, Inc.	ONLY THE PRICE IS LESS	Federal	1,382,777
Fleming Companies, Inc.	OPPORTUNITY WIRE	Federal	2,352,123
Fleming Companies, Inc.	OUR NAME SAYS IT...OUR PRICES PROVE IT	Federal	2,374,665
Fleming Companies, Inc.	PET'S CHOICE	Federal	2,273,115
Fleming Companies, Inc.	PET'S CHOICE	Federal	857,129
Fleming Companies, Inc.	PIC-PAC	Federal	1,118,482
Fleming Companies, Inc.	PIC-SURE	Federal	2,694,075
Fleming Companies, Inc.	PIZZA BLAST!	Federal	2,694,366
Fleming Companies, Inc.	PRESTIGE GOLD & DESIGN	Federal	2,424,758
Fleming Companies, Inc.	PRICE STAR	Texas	52,982
Fleming Companies, Inc.	PROP	Federal	964,417
Fleming Companies, Inc.	Q & Design	Federal	1,474,436
Fleming Companies, Inc.	QUALITY STAMPS	Federal	1,338,302
Scrivner Of Illinois, Inc. (now Fleming Companies, Inc.)	RED FOX	Federal	1,441,556
Melone & Hyde, Inc. (now Fleming Companies, Inc.)	REGISTER OF MERIT	Tennessee	
Fleming Companies, Inc.	RH RICHLAND HILLS ANGUS BEEF and Design	Federal	Pending, Serial # 76/311315
Fleming Companies, Inc.	RIBS ON A STICK & Design	Federal	2,566,497
Fleming Companies, Inc.	SAFARI BUDDIES	Federal	2,715,141
Fleming Companies, Inc.	SAFEDAYS	Federal	2,660,782
Fleming Companies, Inc.	SAMURAI STIR FRY & Design	Federal	2,490,140
Fleming Companies, Inc.	SAV-U	Federal	1,235,893
Fleming Companies, Inc.	SAV-U	Federal	1,262,592
Fleming Companies, Inc.	SAV-U and Design	Federal	1,235,802
Fleming Companies, Inc.	SAV-U-FOODS	Federal	1,550,597
Fleming Companies, Inc.	SAV-U-FOODS	Mexico	439,711
Fleming Companies, Inc.	SAV-U-FOODS & Design	California	042,747
Fleming Companies, Inc.	SCRIVNER	Federal	1,432,467

Legal Entity	Mark	Type	Registration
Fleming Companies, Inc.	SERVING NEIGHBORS LIKE YOU	Federal	Pending, Serial # 76/430964
Fleming Companies, Inc.	SERVING OUR NEIGHBORS ONE AT A TIME	Federal	Pending, Serial # 76/482356
Fleming Companies, Inc.	SHOP FOR LESS BRING HOME MORE	Wisconsin	
Fleming Companies, Inc.	SHOP N BAG	Federal	1,426,195
Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,603,161
Fleming Companies, Inc.	SHOP N BAG & Design	Federal	1,427,101
Fleming Companies, Inc.	SHOP 'N KART	Federal	1,489,706
Fleming Companies, Inc.	SIMPLY SHEER	Arizona	27704
Fleming Companies, Inc.	STITALIAN SPECIALTIES	Federal	2,234,661
Fleming Companies, Inc.	STITALIAN SPECIALTIES & Design	Federal	2,234,659
Fleming Companies, Inc.	SOFTESS	Federal	2,583,746
Fleming Companies, Inc.	SOL DEFENSE	Federal	Pending, Serial # 76/314826
Fleming Companies, Inc.	SOUP + SUBS & Design	Wisconsin	
Fleming Companies, Inc.	SPOTTY & Design	Federal	Pending, Serial # 76/377561
Fleming Companies, Inc.	STAR MARKET	Federal	1,481,140
Gateway Foods of Twin Ports, Inc. (now Fleming Companies, Inc.)	STOP-N-SAVE FOODS & Design	Wisconsin	
Fleming Companies, Inc.	STRUDEL STARTERS	Federal	2,648,799
Fleming Companies, Inc.	SUN'S OWN	Federal	2,585,602
Fleming Companies, Inc.	SUPER DUPER	Federal	731,653
Fleming Companies, Inc.	SUPER DUPER	Ohio	20404
Scrivner of New York, Inc. (now Fleming Companies, Inc.)	SUPER DUPER AND Design	Federal	412,636
Fleming Companies, Inc.	SUPER FOODS	Alabama	101-039
Scrivner of Alabama, Inc. (now Fleming Companies, Inc.)	SUPER FOODS	Georgia	S-13461
Scrivner of Pennsylvania, Inc. (now Fleming Companies, Inc.)	SUPER THRIFT	Federal	780,048
Scrivner of Pennsylvania, Inc. (now Fleming Companies, Inc.)	SUPER THRIFT	Kentucky	11,105
Scrivner of Pennsylvania, Inc. (now Fleming Companies, Inc.)	SUPER THRIFT	Maryland	1994-S3235
Fleming Companies, Inc.	SUPER TRU AND Design	Federal	1,302,883
Fleming Companies, Inc.	SUPER TRU AND Design	Federal	1,233,781
Fleming Companies, Inc.	SUPER TRU AND Design	Mexico	471,403
Fleming Companies, Inc.	SUPER TRU AND DESIGN	Mexico	471,402
Fleming Companies, Inc.	SUPRA	Federal	2,325,197
Fleming Companies, Inc.	SUREWAY	Federal	1,345,198
Fleming Companies, Inc.	SWEET STREET	Oklahoma	27,447
Fleming Companies, Inc.	TENDER VALLEY RANCH PREMIUM MEATS & Design	Federal	2,355,531
Fleming Companies, Inc.	THE REMARKABLE STORE	Oklahoma	26,873
Fleming Companies, Inc.	THRIFTWAY	Federal	746,371
Fleming Companies, Inc.	TOT SPOT	Federal	2,469,156
Fleming Companies, Inc.	TRIMFLEX	Federal	2,688,130
Fleming Companies, Inc.	UNITED SUPER	Federal	1,737,376
Fleming Companies, Inc.	VALUE KING	Federal	1,811,018
Fleming Companies, Inc.	VISIONET & Design	Federal	Pending
Fleming Companies, Inc.	VIZZI	Federal	Pending
Fleming Companies, Inc.	WE TREAT YOU ROYALLY	California	8,396
Fleming Companies, Inc.	WE'RE THE OWNERS... BUT YOU'RE THE BOSS	Federal	2,152,297

Legal Entity	Mark	Type	Registration
Fleming Companies, Inc.	WIPE OUTS	Federal	2,583,747
Gateway Foods of Pennsylvania, Inc. (now Fleming Companies, Inc.)	WISSINGER'S (Fictitious Name Filing)	Pennsylvania	1,082,574
Fleming Companies, Inc.	WIZARD & Design	Federal	Pending, Serial # 76/311,314
Fleming Companies, Inc.	WOWEE MASCOT DESIGN	Federal	2,597,557

Legal Entity	Trademark	Country or Jurisdiction	Reg. No - (App. No.)
Scrivner, Inc. ( now Fleming Companies, Inc.)	BUY FOR LESS	Tennessee	930,914 <sup>2</sup>
Fleming Companies, Inc.	BUY FOR LESS	US	1,412,725 (73-586,867)

Trademark	Country or Jurisdiction	Reg. No - (App. No.)	Reg. Date (Filing Date)	Record Owner/Liens
BUY FOR LESS	Nebraska	No information available	06/28/1993	Scrivner, Inc. (now Fleming Companies, Inc.)
SUPER 1 FOODS	Mexico	485,102 (131545)	03/16/1995 (01/27/1992)	Fleming Companies Incorporated
SUPER ONE FOODS	Mexico	485,101 (131544)	03/16/1995 (01/27/1992)	Fleming Companies Incorporated

<sup>2</sup> Note: Expires 9/14/03 unless renewed.

**ATTACHMENT III TO ASSIGNMENT OF INTELLECTUAL PROPERTY**

**Domain Names**

<b><u>Domain Name</u></b>	<b><u>Registrant</u></b>
Fleming.com	Fleming Companies, Inc.
Flemingretailadvertising.com	Fleming Companies, Inc.
Flemingfoods.com	Fleming Companies, Inc.
Food4less.com	Fleming Companies, Inc.
Visionet2.com	Fleming Companies, Inc.
Natures-finest.com	Fleming Companies, Inc.
Alg-inc.com	Fleming Companies, Inc.
Hireflemingtalent.com	Fleming Companies, Inc.
Jubileefoods.com	Fleming Companies, Inc.
Jamboreefoods.com	Fleming Companies, Inc.
Realtotalincome.com	Fleming Companies, Inc.

**ATTACHMENT III TO ASSIGNMENT OF INTELLECTUAL PROPERTY**  
**Trademarks NOT ASSIGNED**

Legal Entity	Mark	Type	Registration
Fleming Companies, Inc.	FESTIVAL FOODS	Federal	2,688,437
Fleming Companies, Inc.	FESTIVAL FOODS	Maryland	1994 - 53253
Fleming Companies, Inc.	FESTIVAL FOODS & Design	Federal	2,688,438
Fleming Companies, Inc.	FESTIVAL FOODS AND Design	Federal	1,531,367
Fleming Companies, Inc.	FESTIVAL FOODS AND Design	Illinois	067,342
Fleming Companies, Inc.	FESTIVAL FOODS AND Design	Wisconsin	
Fleming Companies, Inc.	SENTRY	Federal	1,850,830 <sup>3</sup>
Fleming Companies, Inc.	SENTRY	Wisconsin	18,776
Fleming Companies, Inc.	SENTRY & Designs	Wisconsin	18,778
Fleming Companies, Inc.	SENTRY FOODS	Wisconsin	920,212
Fleming Companies, Inc.	SENTRY FOODS & Design	Wisconsin	18,777
Fleming Companies, Inc.	SENTRY DRUGS	Wisconsin	25,233
Gateway Foods, Inc. (now Fleming Companies, Inc.)	FESTIVAL FOODS and Design	Nebraska	No information available 05/19/1993

<sup>3</sup> Concurrent use restrictions on file with PTO.