

09-29-2003



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 05/31/02)

102560553

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Randall's Food and Drugs, 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 of Delaware</p> <p><input type="checkbox"/> 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: Randall's Food & Drugs, LP</p> <p>Address: 3663 Briarpark Drive Houston, Texas 77042</p> <p><input type="checkbox"/> Individual(s) citizenship</p> <p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership</p> <p><input checked="" type="checkbox"/> Limited Partnership - Delaware</p> <p><input type="checkbox"/> Corporation -</p> <p><input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</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><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 20, 2003</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>75/183,819</p> <p>B. Trademark Registration No.(s)</p> <p>See Attached</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed.</p> <p>Jordan S. Weinstein, Esquire OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C. Attorneys at Law 1940 Duke Street Alexandria, Virginia 22314 OSMMN Ref: 210395US-10885-56</p>	<p>6. Total number of applications and registrations involved: <u>38</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$965.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-2014</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Jordan S. Weinstein
Name of Person Signing

Signature

June 24, 2003
Date

Total number of pages, including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Director of the United States Patent and Trademark Office
Mail Stop Assignment Recordation Services
Alexandria, Virginia 22313

TRADEMARK
REEL: 002832 FRAME: 0620

Recordation Form Cover Sheet – Page 2
4.B: Additional Trademark Registration Nos.

2,384,508	1,875,694	2,316,646
2,342,996	1,417,880	2,441,903
2,215,144	2,503,333	2,353,454
2,353,453	2,503,337	2,353,451
2,503,334	2,405,214	2,420,564
2,503,336	2,353,452	2,408,551
2,503,340	2,448,983	2,363,894
2,503,332	2,448,981	2,179,378
2,448,982	2,153,449	2,300,878
2,448,753	2,421,277	2,161,249
2,357,234	2,429,762	2,305,066
2,331,520	2,356,825	2,342,717
2,403,278		

EXHIBIT 1

Trademark	Application/ Registration No.
R REMARKABLE & Design	75/183,819
MENU SELECTIONS	2,215,144
THE BUSY CHEF	2,384,508
SIMON DAVID	1,417,880
TOM THUMB FOOD & PHARMACY	1,875,694
REMARKABLE RANDALL'S	2,503,333
RANDALL'S FOOD & DRUGS & Design	2,503,337
RANDALL'S FLAGSHIP	2,503,334
TELL A FRIEND ABOUT RANDALL'S...YOUR REMARKABLE STORE	2,503,336
RANDALLS FOOD & PHARMACY	2,503,340
RANDALL'S STYLIZED	2,503,332
R REMARKABLE	2,405,214
FLAGSHIP	2,353,452
TOM THUMB CARES CANCER AWARENESS REQUIRES EDUCATION AND SUPPORT	2,448,983
RANDALLS FOR KIDS & Design	2,448,981
TOM THUMB FOR KIDS	2,448,982
REMARKABLE	2,448,753
RANDALLS REMARKABLE	2,357,234
R REMARKABLE DESIGN	2,153,449
RANDALLS CARES CANCER AWARENESS REQUIRES EDUCATION AND SUPPORT	2,421,277
KINDNESS FOR KIDS (Stylized)	2,429,762

Trademark	Application/ Registration No.
TOM THUMB...YOUR REMARKABLE STORE	2,316,646
TOM THUMB REWARD	2,441,903
FLAGSHIP	2,353,454
FLAGSHIP	2,353,451
FLAGSHIP	2,420,564
YOUR REMARKABLE STORE	2,408,551
R REMARKABLE	2,363,894
TODOS SANTOS	2,179,378
PURRFECTLY REMARKABLE	2,300,878
CAN DO! & Design	2,161,249
REMARKABLE	2,305,066
R REMARKABLE	2,331,520
R REMARKABLE	2,356,825
R REMARKABLE	2,342,717
R REMARKABLE	2,403,278
REMARKABLE REWARDS	2,342,996
FLAGSHIP	2,353,453

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ASSIGNMENT

WHEREAS, RANDALL'S FOOD & DRUGS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Incorporated") was the owner of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, RANDALL'S FOOD & DRUGS, LP, a limited partnership organized under the laws of Delaware located and doing business at 3663 Briarpark Drive, Houston, Texas 77042, whose general partner is RANDALL'S FOOD MARKETS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Partnership"), is the successor to the entire business of Incorporated;

WHEREAS, Partnership succeeded to the ownership of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, Partnership desires to record its ownership of the trademark registrations and applications as set forth in the Index attached hereto.

NOW, THEREFORE, this instrument witnesseth that the Partnership acquired all rights, title and interest in and to the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1 and the goodwill connected with and symbolized

by the trademarks together with the right to recover for past infringement of said trademarks prior to the date of this instrument.

RANDALL'S FOOD & DRUGS, INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/20/03

RANDALL'S FOOD & DRUGS, LP

BY ITS GENERAL PARTNER
RANDALLS FOOD MARKETS INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/20/03

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EXHIBIT 1

Trademark	Application/ Registration No.
R REMARKABLE	75/584,025
RANDALL'S FOOD & DRUGS YOUR REMARKABLE STORE! & Design	2,503,335
FLAGSHIP	2,622,624
TOM THUMB	1,975,931

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ASSIGNMENT

WHEREAS, RANDALL'S FOOD & DRUGS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Incorporated") was the owner of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, RANDALL'S FOOD & DRUGS, LP, a limited partnership organized under the laws of Delaware located and doing business at 3663 Briarpark Drive, Houston, Texas 77042, whose general partner is RANDALL'S FOOD MARKETS, INC., a corporation organized under the laws of Delaware, located and doing business at 3663 Briarpark Drive, Houston, Texas 77042 (hereinafter referred to as "Partnership"), is the successor to the entire business of Incorporated;

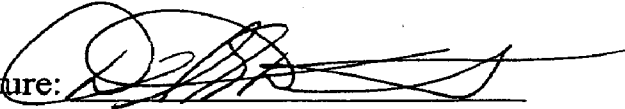
WHEREAS, Partnership succeeded to the ownership of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

WHEREAS, Partnership desires to record its ownership of the trademark registrations and applications as set forth in the Index attached hereto.

NOW, THEREFORE, this instrument witnesseth that, effective on the 2nd day of May, 2001, Partnership acquired all rights, title and interest in and to the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1 and the

goodwill connected with and symbolized by the trademarks together with the right to recover for past infringement of said trademarks prior to the date of this instrument.

RANDALL'S FOOD & DRUGS, INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/20/03

RANDALL'S FOOD & DRUGS, LP

BY ITS GENERAL PARTNER
RANDALL'S FOOD MARKETS INC.

Signature: 

Name: DAVID E. DURANT
(printed or typewritten)

Title/Position: ASST VP / ASST SECRETARY

Date: 6/25/03

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