

09-29-2003



FORM PTO-1594

(Rev. 03/01)

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

102560558

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Randall's Food and Drugs, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - State of Delaware
- Other _____

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

6-24-03

2. Name and address of receiving party(ies):

Name: Randall's Food & Drugs, LP

Address: 3663 Briarpark Drive
Houston, Texas 77042

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership - Delaware
- Corporation -
- 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: June 20, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/183,819

B. Trademark Registration No.(s)

See Attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed.

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

6. Total number of applications and registrations involved: 38

7. Total fee (37 CFR 3.41): \$965.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014
(Attach duplicate copy of this page if paying by deposit account)

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

Date

June 24, 2003

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: 002833 FRAME: 0553

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;

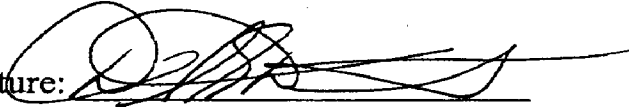
WHEREAS, Partnership succeeded to the ownership of the trademark registrations and applications as set forth in the Index attached hereto as Exhibit 1; and

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, 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
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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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 | | |

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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