

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fred Meyer Stores, Inc.		05/26/2004	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Kroger Co. of Michigan		
<b>Street Address:</b>	18334 Laurel Park Drive		
<b>City:</b>	North Livonia		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48152		
<b>Entity Type:</b>	CORPORATION: MICHIGAN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2536628	BABY YOUR BABY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(503)228-9446		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	5032267391		
<b>Email:</b>	john.stuart@klarquist.com		
<b>Correspondent Name:</b>	John W. Stuart		
<b>Address Line 1:</b>	121 SW Salmon Street		
<b>Address Line 2:</b>	One World Trade Center, Suite 1600		
<b>Address Line 4:</b>	Portland, OREGON 97204		
<b>ATTORNEY DOCKET NUMBER:</b>	6431-59139-01		
<b>NAME OF SUBMITTER:</b>	Taunya Wilcox		
<b>Total Attachments: 2</b>			
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JWS:dw 03/20/04 6431-59139-01

ASSIGNMENT

WHEREAS, Fred Meyer Stores, Inc., an Ohio corporation, having its principal place of business at 3800 S.E. 22nd Avenue, P.O. Box 42121, Portland, Oregon 97242, is the registered owner of United States Service Mark Registration No. 2,536,628, registered February 5, 2002, covering the mark BABY YOUR BABY; and

WHEREAS, The Kroger Co. of Michigan, a Michigan corporation, having offices at 18334 Laurel Park Drive, North Livonia, Michigan 48152, is desirous of acquiring said mark and the registration therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Fred Meyer Stores, Inc. does hereby sell, assign, transfer and set over unto the said The Kroger Co. of Michigan all rights, title and interest in and to the said service mark, together with the goodwill of the business symbolized by the mark and the registration therefor.

THIS ASSIGNMENT dated and effective as of May 26, 2004

FRED MEYER STORES, INC.

Date: May 26, 2004

By Nona M. Soltero

Name: Nona M. Soltero

Title: Vice President & Asst. Secretary

JWS:trw 05/20/04 6431-59139-01

STATE OF Oregon )  
COUNTY OF Multnomah ) ss.

On this 26<sup>th</sup> day of May, 2004, before me personally came the above-named Nana M. Soltero, who executed the foregoing instrument in my presence, and who acknowledged to me that he executed the same of his own free will for the purposes set forth.



Ginger L. Spencer  
Notary Public for Oregon  
My Commission expires: 3/25/2006

[SEAL]