

**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>
The Kroger Co. of Michigan		07/14/2004	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Kroger Co.		
<b>Street Address:</b>	1014 Vine Street		
<b>City:</b>	Cincinnati		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45202		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78393522	1-2-3 REWARDS	
<b>Serial Number:</b>	78390179	KROGER PERSONAL FINANCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)983-1200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	sftrademarks@pillsburywinthrop.com		
<b>Correspondent Name:</b>	Richard L. Kirkpatrick		
<b>Address Line 1:</b>	P.O. Box 7880		
<b>Address Line 2:</b>	Calendar/Docketing Department		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94120-7880		
<b>ATTORNEY DOCKET NUMBER:</b>	061148/0309031/RLK		
<b>NAME OF SUBMITTER:</b>	Richard L. Kirkpatrick		
<b>Total Attachments: 2</b>			
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ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **The Kroger Co. of Michigan** ("Assignor"), hereby conveys, transfers and assigns to **The Kroger Co.** ("Assignee"), effective as of the date below, all right, title and interest in and to the names and marks on the attached Schedule of Marks, the associated applications 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.

The Kroger Co. of Michigan.

By:  \_\_\_\_\_

Name: Paul W. Heldman

Title: Vice President & Asst. Secretary

Date: 7.14.04

**Schedule of Marks**

<u>Mark</u>	<u>Serial Number</u>
1-2-3 REWARDS	78393522
KROGER PERSONAL FINANCE	78390179