

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	03/27/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
D & W FOOD CENTERS, INC.		03/27/2006	CORPORATION: MICHIGAN

**RECEIVING PARTY DATA**

Name:	PREVO'S FAMILY MARKETS, INC.
Street Address:	850 - 76TH STREET, S.W.
City:	GRAND RAPIDS
State/Country:	MICHIGAN
Postal Code:	49518
Entity Type:	CORPORATION: MICHIGAN

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	2426481	MARKET SQUARE
Registration Number:	2054673	YOU DESERVE OUR BEST
Registration Number:	2052385	A NICER PLACE TO BE
Registration Number:	2081012	DOLLAR'S WORTH!
Registration Number:	2086639	VALUES
Registration Number:	2179831	D & W YOU DESERVE OUR BEST!
Registration Number:	2172182	D & W
Registration Number:	2175980	D & W FOOD CENTER
Registration Number:	2131733	D&W
Registration Number:	2637165	D & W SCHOOL BUCKS
Registration Number:	2802959	LIFE PATH
Registration Number:	2928447	GUILTLess DELIGHTS

OP \$315.00 2426481

CORRESPONDENCE DATA

Fax Number: (616)222-2275  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 616-752-2275  
Email: trademarks@wnj.com  
Correspondent Name: Kimberly A. Niebling/Warner Norcross & J  
Address Line 1: 111 Lyon Street, N.W.  
Address Line 2: 900 Fifth Third Center  
Address Line 4: Grand Rapids, MICHIGAN 49503-2487

ATTORNEY DOCKET NUMBER:	31221.88165
NAME OF SUBMITTER:	Kimberly A. Niebling
Signature:	/KAN2275/
Date:	04/28/2006
Total Attachments: 2 source=DW#page1.tif source=DW#page2.tif	

## TRADEMARK ASSIGNMENT

WHEREAS, D&W Food Centers, Inc., a Michigan corporation ("Assignor"), entered into that certain Asset Purchase Agreement, dated December 17, 2005, whereby it agreed to sell, convey, transfer and assign to Prevo's Family Markets, Inc. ("Assignee") all of its interest in the trademarks and service marks listed on the attached Exhibit A (the "Marks") and the United States Trademark Registrations regarding the Marks listed on the attached Exhibit A (the "Registrations").

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all of Assignor's interest in and to the Marks, together with the goodwill associated therewith, and the Registrations.

D&W FOOD CENTERS, INC.



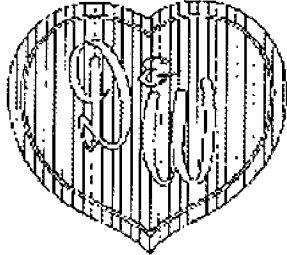
By: 

Douglas E. Glease  
Its President and CEO

Date: March 27, 2006

1236246v3

Exhibit A

Mark	U.S. Registration No.
	2,426,481
YOU DESERVE OUR BEST	2,054,673
A NICER PLACE TO BE	2,052,385
DOLLAR'S WORTH!	2,081,012
VALUES	2,086,639
	2,179,831
D & W	2,172,182
D & W FOOD CENTER	2,175,980
	2,131,733
D & W SCHOOL BUCKS	2,637,165
LIFE PATH	2,802,959
GUILTLESS DELIGHTS	2,928,447
PERFECT PERK	2,237,832
THE HEART OF VALUES	N/A
GROUND CENTRAL STATION	N/A
SERVING THE TIMES OF YOUR LIFE	N/A