

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Falley's, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Kansas
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 27, 2007

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Associated Wholesale Grocers, Inc.

Internal Address: _____

Address: _____

Street Address: 5000 Kansas Avenue

City: Kansas City

State: Kansas

Country: USA

Zip: 66106

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship: Kansas

Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3,110,889

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
PRICE DROP

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

Name: Lawrence A. Swain, Esq.

Internal Address: _____

Street Address: 9225 Iron Creek Parkway

City: Overland Park

State: Kansas Zip: 66210

Phone Number: 913-451-3355

Fax Number: 913-451-3361

Email Address: lswain@stklaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

B. Payment Information:

a. Credit Card Last 4 Numbers _____

Expiration Date _____

b. Deposit Account Number 12-1660

Authorized User Name Shughart Thomson & Kilroy PC

9. Signature:


Signature

Lawrence A. Swain

Name of Person Signing

11.30.07

Date

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 121660 3110889

ASSIGNMENT OF TRADEMARK

WHEREAS, Falley's, Inc., a Kansas corporation, 3120 Kansas Avenue, Topeka, Kansas 66611, (the "Assignor"), has adopted, used, is using and owns the following trademark (the "Mark"), which is now registered in the United States Patent and Trademark Office:

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>DATE OF REGISTRATION</u>
PRICE DROP	3,110,889	July 4, 2006

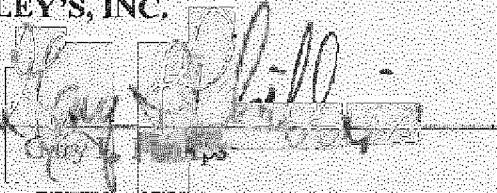
WHEREAS, Associated Wholesale Grocers, Inc., a Kansas corporation, 5000 Kansas Avenue, Kansas City, Kansas 66106, (the "Assignee"), is desirous of acquiring the Mark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns unto Assignee all of its right, title and interest in the United States in and to the Mark together with the goodwill of the business symbolized by the Mark, and the registration thereof.

ASSIGNOR:

FALLEY'S, INC.

By



Title Senior Vice President

Date November 27, 2007

ASSIGNEE:

**ASSOCIATED WHOLESALE
GROCERS, INC.**

By



Title President and CEO

Date November 27, 2007