

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fleming Companies, Inc.

- Individual(s) Association
- General Partnership
- Limited Partnership
- Corporation - **Oklahoma**
- Other

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

2. Name and Address of receiving party(ies)

**Piggly Wiggly LLC
7 Corporate Drive
Keene, NH 03431**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other - **Limited Liability Company - New Hampshire**

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: **August 23, 2003**

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

Please see attached.

Additional numbers attached? Yes No

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

**Kenneth A. Rubenstein, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 21

7. Total fee (37 CFR 3.41) **\$540**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 003170/24)

8. Deposit Account No. **19-2385**

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.

Kenneth A. Rubenstein

Kenneth Rubenstein

November 5, 2003

Name

Signature

Date

Total number of pages including cover sheet, attachments, and document: **6**

CH \$640.00 192386 2366688

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CONTINUATION OF ITEM 2. Name and Address of Additional Receiving Party:**Piggly Wiggly Company** Corporation – Oklahoma**CONTINUATION OF ITEM 4. Trademark Application and Registration Numbers**

A. Trademark Application No(s).	B. Trademark Registration No(s).
	2356588
	1035066
	2343013
	698275
	1555825
	583054
	921717
	2239342
	921719
	914925
	1583733
	933394
	1311670
	1521927
	2032509
	2603609
	2343545
	1507563
	1564852
	1161474
	1161473

PIGGLY WIGGLY
ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT OF INTELLECTUAL PROPERTY, dated as of August 23, 2003 (this "Assignment") by Fleming Companies, Inc., an Oklahoma corporation, Piggly Wiggly Company, an Oklahoma corporation (each, an "Assignor" and collectively, the "Assignors"), in favor of Piggly Wiggly LLC, a New Hampshire limited liability company ("Assignee") with its principal place of business at 7 Corporate Drive, Keene, NH 03431.

WITNESSETH

WHEREAS, Assignors and C&S Acquisition LLC ("C&S") are among the parties to that certain Asset Purchase Agreement, dated as of July 7, 2003 (the "Agreement"), pursuant to which Assignors have agreed to sell, assign, transfer and deliver to C&S (or its designee) and C&S has agreed to (or to have its designee) purchase, acquire and take assignment and delivery of the Acquired Assets (as defined in the Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignors do hereby sell, assign, transfer and deliver to Assignee all of Assignors' and their Affiliates' (as defined in the Agreement) right, title, and interest in and to:

All trademark and domain name registrations and applications set forth on Attachment I, and all domain names, trademarks, tradenames, service marks, designs, logos, emblems, signs or insignia, slogans, other similar designations of source or origin and general intangibles of like nature, that are confusingly similar, parts or variations of the trademark and domain name registrations and applications set forth on Attachment I, together with the registrations and applications for registrations pertaining to any of the foregoing, all goodwill associated therewith, and rights to sue for past Infringement (as defined in the Agreement) thereof, and all rights corresponding to the foregoing throughout the world.

Assignors further agree, without further consideration, to cause to be performed such lawful acts and to execute such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNORS:
Fleming Companies, Inc.
Piggly Wiggly Company

By: Ted Sager
Authorized Signatory

Acknowledged and
Accepted:

ASSIGNEE:
Piggly Wiggly LLC

By: JTD
Name: James T. Duncan
Title: Senior Vice President

STATE OF)
) SS.
COUNTY OF)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Ted Stenyer personally known to me to be the authorized signatory for Fleming Companies, Inc., an Oklahoma corporation, and Piggly Wiggly Company, an Oklahoma corporation, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporations pursuant to authority granted to him/her by the board of directors of said corporations for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 23rd day of August, 2003.



Notary Public

ATTACHMENT I TO ASSIGNMENT OF INTELLECTUAL PROPERTY
Trademarks

<u>Legal Entity</u>	<u>Mark</u>	<u>Type</u>	<u>Registration</u>
Piggly Wiggly Company	DOWN HOME, DOWN THE STREET	Federal	2,356,588
Piggly Wiggly Company	JIF-E MART	Federal	1,035,066
Piggly Wiggly Company	MR. PIG DESIGN	Federal	2,343,013
Piggly Wiggly Company	PIG Design	Federal	698,275
Piggly Wiggly Company	PIG Design	Federal	698,275
Fleming Companies, Inc.	PIG Design	Federal	1,555,825
Fleming Companies, Inc.	PIG Design	Federal	583,054
Fleming Companies, Inc.	PIG Design	Federal	583,054
Piggly Wiggly Company	PIG FACE Design	Federal	921,717
Piggly Wiggly Company	PIGGLY PALS STUDIO	Federal	2,239,342
Piggly Wiggly Company	PIGGLY WIGGLY	Federal	921,719
Piggly Wiggly Company	PIGGLY WIGGLY & PIG FACE Design	Federal	914,925
Piggly Wiggly Corporation (now Piggly Wiggly Company)	PIGGLY WIGGLY & Pig Head Design	Canadian	270,698
Piggly Wiggly Corporation (now Piggly Wiggly Company)	PIGGLY WIGGLY AND PIG FACE BLOCK LETTER Design	Federal	1,583,733
Piggly Wiggly Corporation (now Piggly Wiggly Company)	PIGGLY WIGGLY PIG Design	Federal	1,555,825
Fleming Companies, Inc.	PIGGLY WIGGLY THE ORIG. SELF SERVICE & Design	Federal	933,394
Fleming Companies, Inc.	PIGGLY WIGGLY WITH PIG FACE AND Design	Federal	1,311,670
Fleming Companies, Inc.	PIGGLY WIGGLY WITH PIG FACE AND Design	Federal	1,521,927
Piggly Wiggly Company	PIGGLY WIGGLY XPRESS & Design	Federal	2,032,509
Piggly Wiggly Company	PIGNET & Design	Federal	2,603,609
Piggly Wiggly Company	RWPETRO	Federal	2,343,545
Piggly Wiggly Company	SUPER 1 FOODS	Federal	1,507,563
Piggly Wiggly Company	SUPER 1 FOODS	Federal	1,564,852
Piggly Wiggly Company	SUPER 1 FOODS	Federal	1,564,852
Piggly Wiggly Company	SUPER ONE	Federal	1,161,474
Piggly Wiggly Company	SUPER ONE & Design	Federal	1,161,473
Piggly Wiggly Company	SUPER ONE FOODS & DESIGN	Federal	Pending

Domain Names

Domain Name
 Pigglywiggly.com

Registrant
 Fleming Companies, Inc.

Pignet.com

Fleming Companies, Inc.