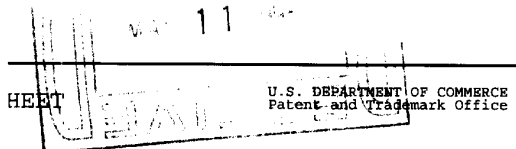


05-20-1998



FORM PTO-1594
1-31-92



100715536

To the Honorable Commissioner of P.

ached original documents or copy thereof.

med 5-11-98

1. Name of conveying party(ies):
Fred Meyer, Inc.

Individual(s) Association
 General Partnership Limited
 Corporation-Delaware Partnership
 Other

Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):

Name: FM Stores, Inc.
Internal Address: _____
Street Address: 3800 S.E. 22nd Avenue
City Portland State OR ZIP 97202

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 9, 1997

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
see attached

B. Trademark registration No.(s)
see attached

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 59

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

Name: Kenneth S. Klarquist, Esq.

Klarquist Sparkman Campbell Leigh & Winston, LLP

Internal Address:
One World Trade Center, Suite 1600

Street Address:
121 S.W. Salmon Street, Suite 1600
City Portland State Oregon ZIP 97204-2988

7. Total fee (37 CFR 3.41):...\$1490.00

Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account

8. Deposit account number: 02-4550

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 S. Klarquist, Esq.
Name of Person Signing

5/8/98
Date

Total number of pages including cover sheet, attachments and document: 5

OMB No. 0651-0011 (exp. 4/94)

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Section 4A

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
F.M. ELEMENTS	75/069,322	March 8, 1996
FRED MEYER CALL'N CARD	75/076,117	March 21, 1996
GLACIER'S EDGE	75/083,066	April 3, 1996
BLUE MESA	75/135,235	July 15, 1996
FRED MEYER ENCORE MUSIC AND VIDEO CLUB	75/136,609	July 19, 1996
GREAT NORTHWEST MERCANTILE	75/198,955	November 14, 1996
OFFICE WORKS	75/204,234	November 25, 1996
GREAT NORTHWEST	75/206,213	December 2, 1996
F.G. MEYER FIRST CHOICE	75/241,676	February 13, 1997
F.G. MEYER	75/241,677	February 13, 1997
F.G. MEYER FIRST CHOICE - YOUR CHOICE FOR EXCEPTIONAL QUALITY	75/251,809	March 4, 1997
CLOCK METHOD	75/251,876	March 4, 1997
HIGHLY SUITED	75/274,266	April 14, 1997
FRED BEAR	75/274,566	April 14, 1997
KB & COMPANY	75/312,495	June 20, 1997
FRED BEAR	75/350,480	September 2, 1997
FOX'S JEWELERS	75/381,215	October 29, 1997
BELLA VISTA	75/395,803	November 25, 1997
WHAT'S ON YOUR LIST TODAY?	75/410,998	December 26, 1997
FREDDY FAX	75/412,588	December 30, 1997

Section 4B

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
PERSONAL CHOICE	602,828	March 1, 1955
VITA-BEE	819,193	November 22, 1966
SONNY BOY	873,663	July 29, 1969
FRED MEYER	927,931	January 25, 1972
FREDDY'S	1,054,101	December 7, 1976
PANT KINGDOM	1,122,438	July 17, 1979
FRED MEYER	1,148,546	March 24, 1981
FRED MEYER	1,199,647	June 29, 1982
KIDS KORNER	1,247,944	August 9, 1983
GREAT NORTHWEST	1,319,491	February 12, 1985
FREDDY'S TOY WORLD	1,403,533	July 29, 1986
PACIFIC TECHNOLOGY	1,471,305	January 5, 1988
FREDDY'S WORLD OF VIDEO	1,503,397	September 6, 1988
KATHERINE BISHOP (Stylized)	1,505,794	September 27, 1988
YOU'LL FIND IT AT FREDDY'S	1,531,432	March 21, 1989
LI'L PRINTS	1,652,758	July 30, 1991
I.C. WINTERS	1,665,106	November 19, 1991
C.C. SOX	1,666,809	December 3, 1991
MICHAEL MORGAN	1,677,728	March 3, 1992
CETO UOMO	1,696,171	June 23, 1992
CURFEW	1,727,713	October 27, 1992
FRED BEAR	1,744,624	January 5, 1993
GLACIER'S EDGE	1,745,232	January 5, 1993
EVERYDAY LIVING	1,750,179	February 2, 1993
PACIFIC PLACE	1,764,619	April 13, 1993

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
OFFICE WORKS	1,767,454	April 27, 1993
SATURDAY SUN COMPANY	1,784,885	July 27, 1993
NORTHWEST HOME	1,793,563	September 21, 1993
TURF-KING	1,920,541	September 19, 1995
FMV VALUE BRAND	1,960,597	March 5, 1996
KATHERINE BISHOP	1,978,486	June 4, 1996
AMANDA STAR	2,006,164	October 8, 1996
CASCADE SPORT	2,013,842	November 5, 1996
CASCADE KIDS	2,015,634	November 12, 1996
FRED MEYER JEWELERS	2,019,399	November 26, 1996
FM ENCORE MUSIC AND VIDEO CLUB	2,095,257	September 9, 1997
PERSONAL CHOICE	2,095,559	September 9, 1997
FRED MEYER HEALTHY OPTIONS	2,104,187	October 7, 1997
NUNUS	2,138,523	February 24, 1998

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "FMI ACQUISITION CORPORATION" FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "FRED MEYER, INC.", ON THE ELEVENTH DAY OF DECEMBER, A.D. 1981, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "FRED MEYER, INC." FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "FM STORES, INC.", ON THE NINTH DAY OF SEPTEMBER, A.D. 1997, AT 7:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "FM STORES, INC." FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "FRED MEYER STORES, INC.", ON THE TENTH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRED MEYER STORES, INC.", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8902034

0919945 8321

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RECORDED: 05/11/1998

TR 020428

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