

MNO 11.399

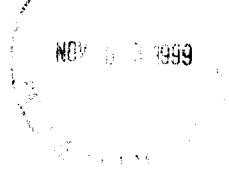
11-12-1999

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
Feb 21 1997

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from assignment.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

#### FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
REEL: 001987 FRAME: 0290

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1430667"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

W. Bradley Barnes

Name of Person Signing

Signature

Date Signed

NOV 0 1999



# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**BROOKSHIRE BROTHERS HOLDING, INC.**  
Formerly: **BROOKSHIRE BROTHERS, INC.**  
File No. 0143804-00

ARTICLES OF AMENDMENT

FEBRUARY 21, 1997



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 20, 1999.*

Elton Bomer  
Secretary of State

MAC

TRADEMARK

REEL: 001987 FRAME: 0292

NOV 1999

**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
BROOKSHIRE BROTHERS, INC.**

FILED  
In the Office of the  
Secretary of State of Texas  
**FEB 21 1997**  
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE ONE**

The name of the Corporation is Brookshire Brothers, Inc.

**ARTICLE TWO**

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on February 21, 1997 in conformity with the provisions of the Texas Business Corporation Act:

Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

**ARTICLE I**

The name of this Corporation is Brookshire Brothers Holding, Inc.

**ARTICLE THREE**

The number of shares of the capital stock of the Corporation issued and outstanding at the time of adoption was 4,745,041 shares of common stock, per value \$10.00 per share ("Common Stock"). The number of shares entitled to vote thereon was 4,745,041 shares of Common Stock.

**ARTICLE FOUR**

In accordance with Section 4.03C of the Texas Business Corporation Act, the holders of at least a majority of the shares of Common Stock outstanding and entitled to vote on the amendment have signed a consent in writing pursuant to Article 9.10 of the Texas Business Corporation Act adopting the amendment and any written notice required by such Article 9.10 has been given.

**ARTICLE FIVE**

The amendment will have no effect on the stated capital of the Corporation.

EXECUTED this 21st day of February, 1987.

BROOKSHIRE BROTHERS, INC

By: R. A. Brookshire  
R.A. Brookshire, President

0148285.01

NOV 5 1999

**COX & SMITH**  
INCORPORATED  
ATTORNEYS ♦ COUNSELORS

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Writer's E-Mail Address  
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October 27, 1999

Box ASSIGNMENTS-FEE  
Commissioner of Patents and Trademarks  
Washington D.C. 20231

Re: United States Trademark Registration  
Mark: **BUDGET CHOPPER**  
Registration No.: 1,430,667  
Our Reference No.: 20364.14

Dear Sir or Madam:

Enclosed for filing are the following documents:

1. Recordation Form Cover Sheet;
2. Certified Copy of Articles of Amendment;
3. Check in the amount of \$40.00; and
4. Acknowledgment Post Card.

The Commissioner is hereby authorized to charge any deficiency in fees or credit any overpayment to Deposit Account No. 03-3483.

Respectfully submitted,



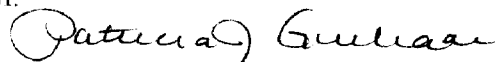
W. Bradley Barnes

pjj/275348.01  
Enclosures

cc: Mr. R. A. Brookshire  
ic: Mr. J. Daniel Harkins [Firm]

"EXPRESS MAIL" Mailing Label No. EL 411331605US  
Date of Deposit Nov 2 1999

I hereby certify that this paper and/or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington D.C. 20231.



Patricia J. Giuliano

RECORDED: 11/03/1999

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