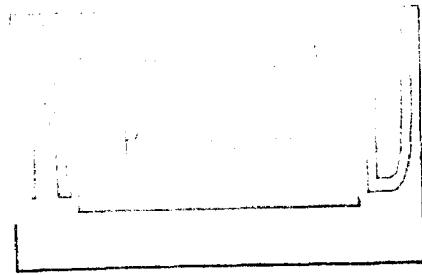


KOLISCH
HARTWELL
DICKINSON
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& HEUSER

07-05-2000



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A Professional Corporation

PATENT, TRADEMARK
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Commissioner of Patents and Trademarks
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Washington, D.C. 20231

Sir:

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Enclosed for recordation in the records of the U.S. Patent and
Trademark Office is a copy of a document with particulars as follows:

(1) Name of original corporation:

Pendleton Woolen Mills

(2) Amended Name and address of corporation:

Pendleton Woolen Mills, Inc.
220 N.W. Broadway
Portland, Oregon 97209

(3) The nature of the conveyance is an Article of Amendment
of the Articles of Incorporation of Pendleton Woolen Mills dated
April 12, 1972.

(4) Registration No.

527,369

Registration Date

July 4, 1950

TRADEMARK
REEL: 002095 FRAME: 0487

07/03/2000 DMGUYEN 00000274 527369

40.00 DP

01 FC:481

(5) Any and all correspondence concerning this document should be addressed and mailed to the following:

Stephen F. Gass, Esq.
Kolisch, Hartwell, Dickinson,
McCormack & Heuser
520 S.W. Yamhill Street, Suite 200
Portland, Oregon 97204

(6) The total number of trademark registrations involved in this conveyance is 1.


(7) Our check in the amount of \$40.00 to cover the recordation fee is enclosed, in accordance with 37 C.F.R. § 3.41.

(8) Please charge our Deposit Account No. 11-1540 for any additional fees which may be required.

(9) 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.

Respectfully submitted,

KOLISCH, HARTWELL, DICKINSON,
McCORMACK & HEUSER



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TOTAL NUMBER OF PAGES
INCLUDING COVER SHEET,
ATTACHMENTS AND DOCUMENT: 3

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LS NO. 13336

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PENDLETON WOOLEN MILLS

FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
APR 19 1972
FRANK J. HEALY
CORPORATION COMMISSIONER

Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. Prior to amendment, the name of the corporation was Pendleton Woolen Mills.

2. The following amendment to the Articles of Incorporation was adopted by the stockholders of the corporation entitled to vote thereon on April 5, 1972, in the manner prescribed by the Oregon Business Corporation Act:

RESOLVED, That ARTICLE I of this corporation's Articles of Incorporation be, and the same hereby is, amended to read as follows:

"ARTICLE I

The name of the corporation is PENDLETON WOOLEN MILLS, INC., and its duration shall be perpetual."

3. The number of shares of the corporation outstanding at the time of such adoption was 28,000, the number of shares voted for such amendment was 28,000; and the number of shares voted against such amendment was none.

4. Such amendment does not provide for an exchange, reclassification or cancellation of issued shares, nor does it affect a change in the amount of stated capital.

DATED this 12th day of April, 1972.

PENDLETON WOOLEN MILLS

By C. M. Bishop, Jr.
President

By A. K. Bishop
Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

I, a Notary Public, do hereby certify that on this 12th day of April, 1972, personally appeared before me C. M. BISHOP, JR., who being by me first duly sworn, declared that he is the President who signed the foregoing document as such officer of such corporation, and that the statements contained therein are true.

Robert C. Burchholder
Notary Public for Oregon

My Commission Expires June 6, 1972
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