

TRADEMARKS ONLY

TRADEMARKS ONLY

To the Honc
Please record



101598848

1-29-01

1. Name of Party(ies) conveying an interest:

Fry's Food Stores of Arizona, Inc.

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

3. Interest Conveyed:

- Assignment Change of Name
- Security Agreement Merger
- Other

Execution Date: **June 5, 1999**

2. Name and Address of Party(ies) receiving an interest:

Name: **Fred Meyer, Inc.**
 Address: **3800 SE 22nd Avenue
 Portland, Oregon 97202**

Entity:

- Entity:
- Individual(s) Association
 - Corporation-State General Partnership Limited Partnership
 - Other: Company

Citizenship: **Delaware**

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must **not** be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,550,362
1,861,273

5. Please mail documents back to:

**Calendar/Docketing Dept.
 Pillsbury Winthrop LLP
 Post Office Box 7880
 San Francisco, CA 94120-7880**

6. Number of applications and registrations involved: 2

7. Amount of fee enclosed: **\$ 65.00**

65E

8. If above amount is missing or inadequate, charge deficiency to our **Deposit Account No. 03-3975** under Order No. **087401-020-0563; 009-8795/LCG/SLT**

01/30/2001 AHMED1 00000035 1550362

01 FC:481 40.00 US
 02 FC:482 25.00 US

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.

Signature

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)	5
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Attorney: **Laura C. Gustafson**

Date: **January 11, 2001**

Atty/Sec: _____

Tel: **(415) 983-6318**

Fax: **(415) 983-1200**



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 21 1999



Bill Jones

Secretary of State

State of Delaware

PAGE 1

Office of the Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUN 18 1999

BILL JONES, Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FRY'S FOOD STORES OF ARIZONA, INC.", A CALIFORNIA
CORPORATION,

WITH AND INTO "FRED MEYER, INC." UNDER THE NAME OF "FRED
MEYER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FOURTH DAY OF JUNE, A.D. 1999, AT 11:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTH DAY OF JUNE,
A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



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991224545

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9787030

DATE: 06-04-99

TRADEMARK

REEL: 002224 FRAME: 0667

CERTIFICATE OF MERGER
OF
FRY'S FOOD STORES OF ARIZONA, INC.,
a California corporation
INTO
FRED MEYER, INC.,
a Delaware corporation
UNDER SECTION 252 OF THE GENERAL CORPORATION LAW

FRED MEYER, INC., a Delaware corporation, hereby certifies as follows:

1. The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Fred Meyer, Inc.	Delaware
Fry's Food Stores of Arizona, Inc.	California

2. An agreement of merger between the parties to the merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Fred Meyer, Inc.

4. The certificate of incorporation of Fred Meyer, Inc. shall be that of the surviving corporation.

5. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, at 3800 SE 22nd Avenue, Portland, Oregon 97202, which is the office of Fred Meyer, Inc.

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The effective date of the Merger shall be 4:00 pm Eastern Standard Time on June 5, 1999.

8. The authorized capital stock of Fry's Food Stores of Arizona, Inc. is 2,000 shares of common stock with a par value of \$100.00 per share.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of June 4, 1999, and is being filed in accordance with Section 252 of the DGCL by a duly authorized officer of the surviving corporation.

FRED MEYER, INC.

By: *Paul W. Heldman*

Name: Paul W. Heldman
Title: Vice President and Secretary



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