

01-29-2002

JWS:trw 01/10/02 5616-62084 92079



FORM PTO-1595

1-31-92

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TRADEMARKS OFFICE

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Director of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of Conveying Party(ies):
Merksamer Jewelers, Inc.

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

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other Certificate of Amendment - Change of Name
- Merger
- Change of Name

Execution Date: February 8, 2001

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

Name: Fred Meyer Jewelers, Inc.

Internal Address:

Street Address: 1014 Vine Street

City Cincinnati State OH ZIP 45202

Individual(s) Citizenship

Association

General Partnership

Limited Partnership

Corporation-State California

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)

76/087,503

B. Trademark Registration No.(s)

1,191,876

Additional numbers attached? Yes No

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

Name: John W. Stuart
Klarquist Sparkman, LLP

Internal Address:

One World Trade Center, Suite 1600

Street Address:

121 S.W. Salmon Street

Portland, Oregon 97204-2988

6. Total number of applications and registrations involved: 2



01-14-2002

U.S. Patent & TMO/TM Mail Ropt Dt. #34

7. Total fee (37 C.F.R. § 3.41): \$65.00

Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account. A copy of this sheet is enclosed.

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.

John W. Stuart

Name of Person Signing

Signature

1/10/02

Date

Total number of pages including cover sheet, attachments and document: 3

01/26/2002 DBYRNE 00000130 76087503

01 FE:481 40.00 DP
02 FC:482 25.00 DP

TRADEMARK
REEL: 2431 FRAME: 0898

State of California



SECRETARY OF STATE

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

That the attached transcript of 1 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

FEB 13 2001



Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MERKSAMER JEWELERS, INC.

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

FEB - 9 2001

BILL JONES, Secretary of State

The undersigned certify:

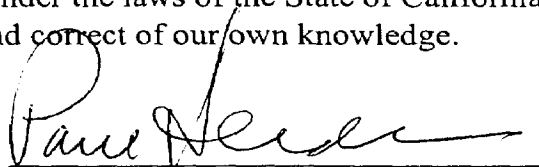
1. That they are the Vice President and Assistant Secretary of Merksamer Jewelers, Inc., a California corporation (the "Corporation").
2. That the board of directors of the Corporation approved and adopted the following amendment to the Articles of Incorporation by unanimous written consent on December 28, 2000:

"Article First of the Articles of Incorporation of this corporation is amended to read as follows: The name of the corporation is FRED MEYER JEWELERS, INC."

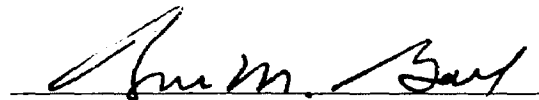
3. That the foregoing amendment has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of this Corporation is 40,030. The percentage vote required was more than fifty percent. The sole shareholder of the Corporation adopted and approved the foregoing amendment by unanimous written consent dated December 28, 2000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 8, 2001



Paul W. Heldman, Vice President



Bruce M. Gack, Assistant Secretary

