

04-30-2002



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U.S. Department of Commerce  
Patent and Trademark Office

COVER SHEET  
ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party: CENTRAL TRACTOR FARM & COUNTRY, INC.  
4-16-02  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation (State-Delaware)  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and Address of receiving party  
Name: QUALITY STORES, INC.  
Address: 3915 DELAWARE AVENUE  
DES MOINES, IOWA 50513  
 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  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Effective Date: MAY 7, 1999

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
VALU-BILT & design REG.# 1801863  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be sent:  
Hayley M. Smith  
Legal Assistant  
Kirkland & Ellis  
153 East 53rd Street  
New York, NY 10022-4675

6. Total number of applications and registrations involved: 1  
7. Total fee (37 CFR 3.41)..... \$ 40  
 Enclosed  
 Is authorized to be charged to Deposit Account No. 111098  
8.  Deposit Account No. 111098  
(Attach duplicate copy of this page if paying by deposit account)

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 LYNN [Signature] 4/16/02  
Name of Person Signing Signature Date  
Total number of pages including cover sheet, attachments, and document: 5

COMMISSIONER OF PATENTS AND TRADEMARKS  
BOX ASSIGNMENT  
WASHINGTON D.C. 20231

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TRADEMARK  
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# Delaware

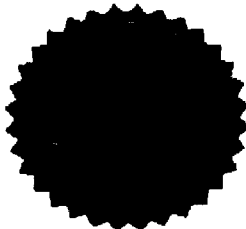
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"QUALITY STORES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CENTRAL TRACTOR FARM & COUNTRY, INC." UNDER THE NAME OF "QUALITY STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MAY, A.D. 1999, AT 2:50 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1722782  
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 05/06/99 16:51 SKADDEN ARPS → SKADDEN ARPS

NO. 002 002  
 NO. 103 002

**CERTIFICATE OF MERGER  
 OF  
 QUALITY STORES, INC.  
 WITH AND INTO  
 CENTRAL TRACTOR FARM & COUNTRY, INC.**

**FIRST:** The names and states of incorporation of each of the constituent corporations are Quality Stores, Inc., a Delaware corporation, and Central Tractor Farm & Country, Inc., a Delaware corporation.

**SECOND:** An Agreement and Plan of Reorganization (the "Agreement"), dated as of March 27, 1999, pursuant to which, *inter alia*, Quality Stores, Inc. will merge with and into Central Tractor Farm & Country, Inc. and Central Tractor Farm & Country, Inc. shall be the surviving corporation of the merger, has been approved, adopted, certified, executed and acknowledged by each of the aforementioned corporations in accordance with subsection (c) of section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is "Central Tractor Farm & Country, Inc.", a Delaware corporation (the "Surviving Corporation"), which effective as of the merger will change its name to Quality Stores, Inc.

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation shall remain in full force and effect and shall remain unchanged, except that Article FIRST of such Certificate of Incorporation shall be amended to read as follows:

"FIRST: The name of the Corporation is Quality Stores, Inc."

**FIFTH:** The executed Agreement is on file at an office of the Surviving Corporation. The address of said office is:

3915 Delaware Avenue  
 Des Moines, Iowa 50513

**SIXTH:** A copy of the executed Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

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IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate to be signed by its duly authorized officer this 7<sup>th</sup> day of May, 1999.

CENTRAL TRACTOR FARM & COUNTRY, INC.

By: *Adam L. Suttin*

Name: Adam L. Suttin  
Title: VICE PRESIDENT

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