

Form PTO-1594
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
RETTA MANUFACTURING, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____ WASHINGTON

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____ MAY 29, 2003

2. Name and address of receiving party(ies)
 Name: E.M. MATSON, JR. CO., INC.
 Internal Address: _____
 Address: _____
 Street Address: P.O. BOX 1820
 City: NORTH BEND State: WA Zip: 98045

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____ WASHINGTON
 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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
 2287649

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: JANE ECKELS
 Internal Address: DAVIS WRIGHT TREMAINE LLP
 Street Address: 1501 FOURTH AVENUE, SUITE 2600
 City: SEATTLE State: WA Zip: 98101

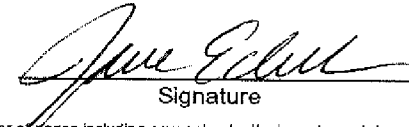
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 040258
 (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.

 JANE ECKELS
 Name of Person Signing


 Signature

 8/25/03
 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

CH \$40.00 040258 2287649

ARTICLES OF MERGER
OF
RETTA MANUFACTURING, INC.
INTO
E.M. MATSON, JR. CO., INC.

FILED
SECRETARY OF STATE
JUN 12 2003
STATE OF WASHINGTON

Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging RETTA MANUFACTURING, INC., a Washington corporation (the "Disappearing Corporation"), into E.M. MATSON, JR. CO., INC., a Washington corporation (the "Surviving Corporation").

1. The Plan and Agreement of Merger (the "Plan") approved by the board of directors of the Disappearing Corporation and by the board of directors of the Surviving Corporation is attached hereto as Exhibit A and incorporated herein by this reference pursuant to RCW 23B.11.040.

2. The Merger (as defined in the Plan) was duly approved by the board of directors of the Disappearing Corporation and by the board of directors of the Surviving Corporation pursuant to RCW 23B.11.040 and 23B.11.050.

3. The Merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan shall be effective upon filing.

Dated: May 29, 2003

E.M. MATSON, JR. CO., INC. a Washington corporation
By [Signature]
Its President David L. Grassman

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER
OF
RETTA MANUFACTURING, INC.
INTO
E.M. MATSON, JR. CO., INC.**

This PLAN AND AGREEMENT OF MERGER (the "Plan") is entered into effective as of May 29, 2003, by and between RETTA MANUFACTURING, INC., a Washington corporation ("Retta") and E.M. MATSON, JR. CO., INC., a Washington corporation ("Matson Co.").

RECITALS

A. Retta is a wholly-owned subsidiary of Matson Co. and both corporations are duly organized and existing under the laws of the State of Washington;

B. As of the date of this Plan, Retta has authority to issue 1,000 shares of common stock (the "Retta Stock"), of which 1,000 shares are issued and outstanding to Matson Co;

C. The Boards of Directors of Retta and Matson Co. have approved this Plan pursuant to RCW 23B.11.040.

AGREEMENT

NOW, THEREFORE, Retta and Matson Co. hereby adopt the following plan of merger and agree that Retta shall merge with and into Matson Co. on the following terms and conditions:

1. **Merger.** Retta shall be merged with and into Matson Co. pursuant to the applicable provisions of the Washington Business Corporation Act, as amended, and in accordance with the terms and conditions of this Plan (the "Merger"). Matson Co. shall be the surviving corporation (the "Surviving Corporation") and shall be governed by the laws of the State of Washington.

2. **Cancellation of Stock.** Each share of Retta Stock issued and outstanding on the date of Merger shall be cancelled and surrendered to Matson Co., which shall issue no additional shares of its common stock for such shares so surrendered.

3. **Effect of Merger.**

3.1 **Succession.** On the Effective Date, the Surviving Corporation shall have

all the rights, privileges, immunities, properties, powers, franchises and authority, and shall be subject to all the duties, liabilities and other obligations of Retta and Matson Co. in the manner of and as more fully set forth in RCW 23B.11.060.

3.2 Articles of Incorporation. The Articles of Incorporation of Matson Co. as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Bylaws of the Surviving Corporation, until amended in accordance therewith.

3.3 Bylaws. The Bylaws of Matson Co. as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Bylaws of the Surviving Corporation, until amended in accordance therewith.

3.4 Directors and Officers. The following persons shall serve as officers and directors of the Surviving Corporation until they are removed or replaced in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation:

DIRECTORS

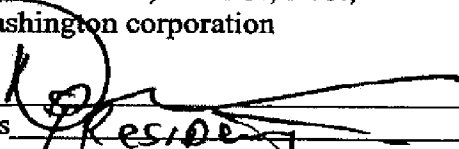
David L. Grassman
Kenneth R. Matson

OFFICERS

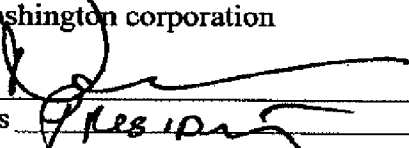
President David L. Grassman
Vice President Kenneth R. Matson
Treasurer Kenneth R. Matson
Secretary Kenneth R. Matson

IN WITNESS WHEREOF, this Plan is hereby executed on behalf of Retta and Matson Co. by their respective officers thereunto duly authorized.

E.M. MATSON, JR. CO., INC.,
a Washington corporation

By 
Its President

RETTA MANUFACTURING, Inc.,
a Washington corporation

By 
Its President