

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fred Meyer Stores, Inc.		12/15/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Fred Meyer Stores, Inc.
Street Address:	3800 S.E. 22nd Avenue
Internal Address:	P.O. Box 42121
City:	Portland
State/Country:	OREGON
Postal Code:	97242
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 92

Property Type	Number	Word Mark
Registration Number:	819193	VITA-BEE
Registration Number:	927931	FRED MEYER
Registration Number:	1054101	FREDDY'S
Registration Number:	1148546	FRED MEYER
Registration Number:	1247944	KIDS KORNER
Registration Number:	1319491	GREAT NORTHWEST
Registration Number:	1403533	FREDDY'S TOY WORLD
Registration Number:	1471305	PACIFIC TECHNOLOGY
Registration Number:	1503397	FREDDY'S WORLD OF VIDEO
Registration Number:	1505794	KATHERINE BISHOP
Registration Number:	1531432	YOU'LL FIND IT AT FREDDY'S
Registration Number:	1665106	I.C. WINTERS
Registration Number:	1666809	C.C. SOX
Registration Number:	1677728	MICHAEL MORGAN

OP \$2315.00 819193

Registration Number:	1727713	CURFEW
Registration Number:	1745232	GLACIER'S EDGE
Registration Number:	1920541	TURF-KING
Registration Number:	1978486	KATHERINE BISHOP
Registration Number:	2013842	CASCADE SPORT
Registration Number:	2104187	FRED MEYER HEALTHY OPTIONS
Registration Number:	2208080	F. G. MEYER
Registration Number:	2222941	THE BAGEL BUNCH
Registration Number:	2231989	WHAT'S ON YOUR LIST TODAY?
Registration Number:	2239467	CLOCK METHOD
Registration Number:	2243215	GREAT NORTHWEST
Registration Number:	2279634	GLACIER'S EDGE
Registration Number:	2280419	FRED BEAR
Registration Number:	2288916	DUNNE & COLE
Registration Number:	2290563	FREDDY FAX
Registration Number:	2293469	FREDDY FAX
Registration Number:	2297276	KB & COMPANY
Registration Number:	2323240	THERAPEUTIC M
Registration Number:	2334020	AUTOMATIC PRICE REDUCTION
Registration Number:	2348087	NATURAL CHOICES
Registration Number:	2413439	THE ART OF PANINI
Registration Number:	2426020	KIVU COFFEE COMPANY
Registration Number:	2461594	CURFEW
Registration Number:	2464184	STEPHANIE PARKS
Registration Number:	2472758	UNITED FORGE
Registration Number:	2482192	NATURE'S SONG
Registration Number:	2536553	DUNNE & COLE
Registration Number:	2536628	BABY YOUR BABY
Registration Number:	2568296	CURFEW KIDS
Registration Number:	2573666	UNITED FORGE
Registration Number:	2576216	CURFEW
Registration Number:	2601108	GNW
Registration Number:	2612522	DUNNE & COLE
Registration Number:	2620707	CASCADE SPORT
Registration Number:	2621184	STEPHANIE PARKS

Registration Number:	2627591	ONE-HOP SHOPPING
Registration Number:	2630803	YOUR MOVING AND STORAGE STORE
Registration Number:	2651696	FRED MEYER
Registration Number:	2651824	CURFEW SCENTS
Registration Number:	2654255	BABY CURFEW
Registration Number:	2660192	SUGAR & SPICE
Registration Number:	2671596	GLACIER'S EDGE
Registration Number:	2676709	FRED MEYER
Registration Number:	2687292	CASCADE SPORT
Registration Number:	2698290	BABY CURFEW
Registration Number:	2702001	GLACIER'S EDGE
Registration Number:	2704114	MUSIC MARKET
Registration Number:	2705281	CURFEW COLORS
Registration Number:	2733213	STEPHANIE PARKS
Registration Number:	2738462	CURFEW SPORT
Registration Number:	2746167	KB & COMPANY
Registration Number:	2746801	GREAT NORTHWEST
Registration Number:	2746846	THE JOY OF GARDENING
Registration Number:	2748396	PLAYVILLE
Registration Number:	2757285	I.C. WINTERS
Registration Number:	2761337	MICHAEL MORGAN
Registration Number:	2814246	FRED MEYER REWARDS
Serial Number:	76317338	KB SPORT
Serial Number:	76337448	GUIDE'S COLLECTION
Serial Number:	76442404	FRED MEYER NORTHWEST BEST
Serial Number:	76510314	FRED MEYER MARKETPLACE
Serial Number:	76521748	FUN AROUND EVERY CORNER
Serial Number:	76573979	GLACIER'S EDGE
Serial Number:	78195231	KB & COMPANY
Serial Number:	78205590	ANGELINO'S
Serial Number:	78205591	I.C. WINTERS
Serial Number:	78210866	KIDS KORNER
Serial Number:	78214396	TURF-KING
Serial Number:	78288551	EXTRA BIG
Serial Number:	78301385	IT PAYS YOU TO SHOP

Serial Number:	78301387	WHERE IT PAYS YOU TO SHOP
Serial Number:	78301390	WHERE IT PAYS TO SHOP
Serial Number:	78302795	TURF KING
Serial Number:	78309686	THE JOY OF GARDENING
Serial Number:	78313356	NATURE'S SONG
Serial Number:	78327941	FMSTORE 24/7
Serial Number:	78339234	GLACIER'S EDGE
Registration Number:	1277200	FREDDY BEAR

CORRESPONDENCE DATA

Fax Number: (503)228-9446
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (503) 226-7391
Email: john.stuart@klarquist.com
Correspondent Name: John W. Stuart
Address Line 1: One World Trade Center, 121 S.W. Salmon
Address Line 2: Suite 1600
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	449-67953
NAME OF SUBMITTER:	Taunya Wilcox

Total Attachments: 11
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FILED
SECRETARY OF STATE
SAM REED

Delaware

PAGE 1

January 15, 2004

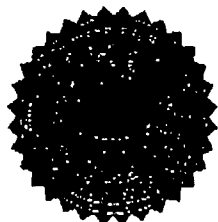
The First State

STATE OF WASHINGTON

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 OWNERSHIP, WHICH MERGES:

"FRED MEYER STORES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FRED MEYER STORES, INC." UNDER THE NAME OF "FRED MEYER STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0919945 8100M

AUTHENTICATION: 2844326

030848432

DATE: 12-31-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:48 PM 12/17/2003
FILED 06:48 PM 12/17/2003
SRV 030816302 - 0919945 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FRED MEYER STORES, INC.
(a Delaware corporation)

INTO

FRED MEYER STORES, INC.
(an Ohio corporation)

* * * * *

Fred Meyer Stores, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOBS HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 7th day of August, 1981.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Fred Meyer Stores, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Ohio on the 26th day of September, 2003 ("Fred Meyer Ohio").

THIRD: That its Board of Directors by unanimous written consent dated the 27th day of October, 2003, determined to merge the Corporation into said Fred Meyer Ohio, and did adopt the following resolutions:

RESOLVED, That Fred Meyer Stores, Inc., a Delaware corporation (the "Corporation") merge itself into its subsidiary, Fred Meyer Stores, Inc., an Ohio corporation ("Fred Meyer Ohio"), with Fred Meyer Ohio assuming all of the obligations of the Corporation; and further

RESOLVED, That the terms and conditions of the merger are as follows: Upon completion of the merger, the holders of the issued and outstanding shares of the capital stock of the Corporation shall receive an equivalent number of shares of the capital stock of Fred Meyer Ohio and shall have no further claims of any kind or nature; and all of the issued and outstanding shares of the capital stock of Fred Meyer Ohio held by the Corporation shall be surrendered and canceled; and further

RESOLVED, That this resolution to merge be submitted to stockholders of this Corporation for approval, and in the event that the holders of at least a majority of the stock of this Corporation vote in favor of this resolution that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of the stock of this corporation by unanimous written consent.

FIFTH: That Fred Meyer Ohio agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation, as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for, and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

3800 S.E. 22nd Ave.
Portland, OR 97202

SIXTH: That the effective date of the merger is December 30, 2003.

IN WITNESS WHEREOF, said Fred Meyer Stores, Inc., a Delaware corporation, has caused this Certificate to be signed by Paul W. Heldman and Bruce M. Gack, both authorized officers, this 15th day of December, 2003.

FRED MEYER STORES, INC.
a Delaware corporation

By: Paul W. Heldman
Paul W. Heldman, Vice President

By: Bruce M. Gack
Bruce M. Gack, Assistant Secretary

*** 200335200232 ***

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/18/2003	200335200232	MERGER/DOMESTIC (MER)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
 ATTN: LISA VAJDO
 887 SOUTH HIGH STREET
 COLUMBUS, OH 43206

**STATE OF OHIO
 CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1413490

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FRED MEYER STORES, INC.

and, that said business records show the filing and recording of:

Document(s):
MERGER/DOMESTIC

Document No(s):
200335200232



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the
 Secretary of State at Columbus, Ohio
 this 30th day of December, A.D.
 2003.

J. Kenneth Blackwell
 Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 ** Requires an additional fee of \$100 **
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Non-Profit)
Filing Fee \$125.00
(754-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Fred Meyer Stores, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 1413490
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio, _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

~~For each of the entities merging out of existence, provide the following information:~~

Name / charter, license or registration number	State/Country of Organization	Type of Entity
<u>Fred Meyer Stores, Inc.</u>	<u>Delaware / U.S.A.</u>	<u>For-Profit Corp.</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Dorothy D. Roberts 1014 Vine Street
 (name) (street) NOTE: P.O. Box Addresses are NOT acceptable.

Cincinnati OH 45202
 (city, village or township) (state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: 12/30/2003 (If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is: CSC-Lawyers Incorporating Service (Corporation Service 50 West Broad Street
(name) (company) (street) NOTE: P.O. Box Addresses are NOT acceptable.

Columbus , Ohio 43215
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: _____

(c.) The location of the main office (non-Ohio) shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) Ohio (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is _____

(b.) The name under which the limited liability company desires to transact business in Ohio is _____

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

_____, _____, _____
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

FRED MEYER STORES, INC.
(Exact name of entity) an Ohio corporation

By: *Paul W. Heldman*
Paul W. Heldman
Its: Vice President

Date: December 15, 2003

FRED MEYER STORES, INC.
(Exact name of entity) a Delaware corporation

By: *Paul W. Heldman*
Paul W. Heldman
Its: Vice President

Date: December 15, 2003

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

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(Exact name of entity)

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(Exact name of entity)

By: _____

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Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____