

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Re: #102635522

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**  
 BTN Properties, LLC

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

Citizenship (see guidelines) US Oregon

Execution Date(s) July 15, 2002

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
 Additional names, addresses, or citizenship attached?  No

Name: New Seasons Market, Inc.

Internal Address: \_\_\_\_\_

Street Address: 5320 N.E. 33rd Avenue

City: Portland

State: Oregon

Country: US Zip: 97211

Association Citizenship \_\_\_\_\_  
 General Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship US-Oregon  
 Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)

**3. Nature of conveyance:**

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
75/862,999 and 75/862,263

B. Trademark Registration No.(s)  
\_\_\_\_\_

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**  
New Seasons Market (75/862,999) and New Seasons Market (75/862,263)

**5. Name & address of party to whom correspondence concerning document should be mailed:**  
 Name: Bryan P. Coluccio

Internal Address: \_\_\_\_\_

Street Address: Cable Langenbach Kinerk eta  
1000 Second Avenue, Suite #3500

City: Seattle

State: WA Zip: 98104

Phone Number: (206) 292 - 8800  
 Fax Number: (206) 292 - 0494  
 Email Address: bcoluccio@cablelang.com

**6. Total number of applications and registrations involved:** 2

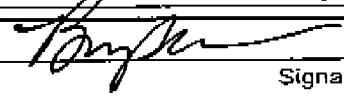
**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00 paid**

Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed payment submitted #102635523

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
 Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_  
 Authorized User Name \_\_\_\_\_

**9. Signature:**  7/23/04  
 Signature Date

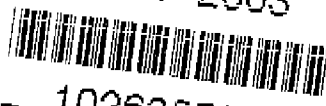
Bryan P. Coluccio  
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

12/24/03

12-31-2003



102635522

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

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings ⇌ ⇌ ⇌

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

1. Name of conveying party(ies):

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

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

3. Nature of conveyance:

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

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies)

Name: New Seasons Market, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 5320 NE 33rd Avenue  
 City: Portland State: OR Zip: 97211

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Oregon
- 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) \_\_\_\_\_  
75/862,999 and 75/862,263

B. Trademark Registration No.(s) \_\_\_\_\_

Additional number(s) attached  Yes  No

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

Name: Bryan P. Coluccio

Internal Address: \_\_\_\_\_

Street Address: Cable, Langenbach, Kinerk & Bauer, LLP, 1000 2nd Avenue, Suite 3500

City: Seattle State: WA Zip: 98104

6. Total number of applications and registrations involved: \_\_\_\_\_

**2**

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

OPR/FINANCIAL  
DEC 24 AM 7:23

DO NOT USE THIS SPACE

9. Signature.

Bryan P. Coluccio  
Name of Person Signing

Signature

12/17/03  
Date

**4**

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

12/30/2003 LABEL 00000187 7562999

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

01 FC:AS21  
02 FC:AS22

40.00 BP  
25.00 OP

ARTICLES OF MERGER  
OF  
BTN PROPERTIES, LLC  
AND  
NEW SEASONS MARKET, INC.

FILED  
JUL 31 2002  
OREGON  
SECRETARY OF STATE

In accordance with ORS 60.481 and ORS 63.494, the undersigned, Brian S. Rohter, being a Member of BTN Properties, LLC, an Oregon limited liability company, and being the President of New Seasons Market, Inc., an Oregon corporation, hereby certifies as follows:

The constituent companies in the merger are BTN Properties, LLC, an Oregon limited liability company (the "Merging Company"), and New Seasons Market, Inc., an Oregon corporation (the "Surviving Corporation"). The name of the surviving corporation is New Seasons Market, Inc., an Oregon corporation.

An Agreement and Plan of Merger dated as of July 15, 2002 (the "Agreement") has been approved, adopted, and executed by each of the constituent companies and is attached hereto and incorporated herein by reference.

The merger was duly approved by the Members of BTN Properties, LLC and the Board of Directors and shareholders of New Seasons Market, Inc. The merger shall become effective on the later of July 15, 2002 or the date on which these Articles of Merger are filed with the Secretary of State of the State of Oregon.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be duly executed as of this 15 day of July, 2002.

BTN PROPERTIES, LLC,  
an Oregon limited liability company

NEW SEASONS MARKET, INC.,  
an Oregon corporation

By Brian S. Rohter  
Brian S. Rohter, Member

By Brian S. Rohter  
Brian S. Rohter, President

*Boos*  
*7-31*

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of the 15<sup>th</sup> day of July, 2002 by and between BTN Properties, LLC, an Oregon limited liability company, and New Seasons Market, Inc., an Oregon corporation (collectively, the "Constituent Companies") with reference to the following facts:

Each of the Constituent Companies has adopted the Plan of Merger embodied in this Agreement, and the Constituent Companies and their respective members and board of directors deem it advisable and in the best interest of each of the Constituent Companies that BTN Properties, LLC be merged with and into New Seasons Market, Inc. pursuant to the applicable laws of Oregon.

NOW, THEREFORE, the Constituent Companies do hereby agree to merge, on the terms and conditions herein provided, as follows:

1. BTN Properties, LLC, an Oregon limited liability company (the "Merging Company"), shall be merged into New Seasons Market, Inc., an Oregon corporation (the "Surviving Corporation") in accordance with the applicable laws of the State of Oregon. New Seasons Market, Inc. shall be the surviving corporation and shall be governed by the laws of the State of Oregon (the "Merger").

2. The "Effective Date" of the Merger shall be, and such term as used herein shall mean 5:00 p.m., Portland, Oregon time, on the later of July ~~2~~ 2002 or the date on which the Articles of Merger in substantially the form attached hereto are filed in the office of the Secretary of State of the State of Oregon.

3. As of the Effective Date, by virtue of the Merger, each unit of membership interest of the Merging Company issued and outstanding immediately prior to the Merger shall automatically and without any action on the part of the holder thereof be cancelled.

4. As of the Effective Date, the separate existence of the Merging Company shall cease, and said company will be merged in accordance with the provisions of this Agreement into the Surviving Corporation, which shall possess all the properties and assets and all the rights, privileges, powers, immunities and franchises of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of the Merging Company; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Merging Company shall be vested in the Surviving Corporation without reversion or impairment.

5. The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Articles of Incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws. The Bylaws of the Surviving Corporation 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 without change or amendment until thereafter amended in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable laws.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolutions of the Board of Directors of the Surviving Corporation and the Members of the Merging Company, is hereby executed on behalf of each of the Constituent Companies by their respective officers thereunto duly authorized.

NEW SEASONS MARKET, INC.

By Brian S. Rohter  
Brian S. Rohter, President

BTN PROPERTIES, LLC

By Brian S. Rohter  
Brian S. Rohter, Member

POWER OF ATTORNEY AT LAW

NEW SEASONS MARKET  
Identification of Mark

75/862999  
Serial Number

BTN Properties, LLC  
Name of Applicant

The applicant set forth above appoints Bryan P. Coluccio and Zachary A. Wright, Short Cressman & Burgess PLLC, 999 Third Avenue, Suite 3000, Seattle, Washington, 98104, to prosecute the above-reference trademark application and transact all business with the United States Patent and Trademark Office in connection therewith, including an Appeal before the Trademark Trial and Appeal Board, and to receive the certificate of registration.

BTN PROPERTIES, LLC

7/30/01  
Date

Brian Rohter  
Brian Rohter, Manager

## POWER OF ATTORNEY AT LAW

NEW SEASONS

Identification of Mark

75/862263

Serial Number

BTN Properties, LLC

Name of Applicant

The applicant set forth above appoints Bryan P. Coluccio and Zachary A. Wright, Short Cressman & Burgess PLLC, 999 Third Avenue, Suite 3000, Seattle, Washington, 98104, to prosecute the above-reference trademark application and transact all business with the United States Patent and Trademark Office in connection therewith, including an Appeal before the Trademark Trial and Appeal Board, and to receive the certificate of registration.

BTN PROPERTIES, LLC

7/30/01  
Date  
\_\_\_\_\_  
Brian Rohter, Manager

ARTICLES OF MERGER  
OF  
BTN PROPERTIES, LLC  
AND  
NEW SEASONS MARKET, INC.

FILED  
JUL 31 2002  
OREGON  
SECRETARY OF STATE

In accordance with ORS 60.481 and ORS 63.494, the undersigned, Brian S. Rohter, being a Member of BTN Properties, LLC, an Oregon limited liability company, and being the President of New Seasons Market, Inc., an Oregon corporation, hereby certifies as follows:

The constituent companies in the merger are BTN Properties, LLC, an Oregon limited liability company (the "Merging Company"), and New Seasons Market, Inc., an Oregon corporation (the "Surviving Corporation"). The name of the surviving corporation is New Seasons Market, Inc., an Oregon corporation.

An Agreement and Plan of Merger dated as of July 15, 2002 (the "Agreement") has been approved, adopted, and executed by each of the constituent companies and is attached hereto and incorporated herein by reference.

The merger was duly approved by the Members of BTN Properties, LLC and the Board of Directors and shareholders of New Seasons Market, Inc. The merger shall become effective on the later of July 15, 2002 or the date on which these Articles of Merger are filed with the Secretary of State of the State of Oregon.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be duly executed as of this 15 day of July, 2002.

BTN PROPERTIES, LLC,  
an Oregon limited liability company

NEW SEASONS MARKET, INC.,  
an Oregon corporation

By Brian S. Rohter  
Brian S. Rohter, Member

By Brian S. Rohter  
Brian S. Rohter, President

*Rohter*  
7-31



**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of the 15<sup>th</sup> day of July, 2002 by and between BTN Properties, LLC, an Oregon limited liability company, and New Seasons Market, Inc., an Oregon corporation (collectively, the "Constituent Companies") with reference to the following facts:

Each of the Constituent Companies has adopted the Plan of Merger embodied in this Agreement, and the Constituent Companies and their respective members and board of directors deem it advisable and in the best interest of each of the Constituent Companies that BTN Properties, LLC be merged with and into New Seasons Market, Inc. pursuant to the applicable laws of Oregon.

NOW, THEREFORE, the Constituent Companies do hereby agree to merge, on the terms and conditions herein provided, as follows:

1. BTN Properties, LLC, an Oregon limited liability company (the "Merging Company"), shall be merged into New Seasons Market, Inc., an Oregon corporation (the "Surviving Corporation") in accordance with the applicable laws of the State of Oregon. New Seasons Market, Inc. shall be the surviving corporation and shall be governed by the laws of the State of Oregon (the "Merger").

2. The "Effective Date" of the Merger shall be, and such term as used herein shall mean 5:00 p.m., Portland, Oregon time, on the later of July 15, 2002 or the date on which the Articles of Merger in substantially the form attached hereto are filed in the office of the Secretary of State of the State of Oregon.

3. As of the Effective Date, by virtue of the Merger, each unit of membership interest of the Merging Company issued and outstanding immediately prior to the Merger shall automatically and without any action on the part of the holder thereof be cancelled.

4. As of the Effective Date, the separate existence of the Merging Company shall cease, and said company will be merged in accordance with the provisions of this Agreement into the Surviving Corporation, which shall possess all the properties and assets and all the rights, privileges, powers, immunities and franchises of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of the Merging Company; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Merging Company shall be vested in the Surviving Corporation without reversion or impairment.

5. The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Articles of Incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws. The Bylaws of the Surviving Corporation 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 without change or amendment until thereafter amended in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable laws.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolutions of the Board of Directors of the Surviving Corporation and the Members of the Merging Company, is hereby executed on behalf of each of the Constituent Companies by their respective officers thereunto duly authorized.

NEW SEASONS MARKET, INC.

By



Brian S. Rohter, President

BTN PROPERTIES, LLC

By



Brian S. Rohter, Member

## POWER OF ATTORNEY AT LAW

NEW SEASONS MARKET

Identification of Mark

75/862999

Serial Number

BTN Properties, LLC

Name of Applicant

The applicant set forth above appoints Bryan P. Coluccio and Zachary A. Wright, Short Cressman & Burgess PLLC, 999 Third Avenue, Suite 3000, Seattle, Washington, 98104, to prosecute the above-reference trademark application and transact all business with the United States Patent and Trademark Office in connection therewith, including an Appeal before the Trademark Trial and Appeal Board, and to receive the certificate of registration.

BTN PROPERTIES, LLC

7/30/01  
Date  
\_\_\_\_\_  
Brian Rohter, Manager

POWER OF ATTORNEY AT LAW

NEW SEASONS  
Identification of Mark

75/862263  
Serial Number

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BTN PROPERTIES, LLC

7/30/01  
Date

Brian Rohrer  
Brian Rohrer, Manager