

FORM PTO-95
1-31-92

04-02-2004

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102711225

To the Director of Patents and Trademarks. I have recorded the attached original documents or copy thereof.

1. Name of Conveying Party(ies):

Quality Food Centers, Inc.

- ☐ Individual(s) ☐ Association
☐ General partnership ☐ Limited Partnership
☒ Corporation- Washington
☐ Other <<type of organization>>

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

3. Nature of Conveyance:

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

Execution Date: December 10, 2003

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

Name: Quality Food Centers, Inc.

Internal Address:

Street Address: 3800 S.E. 22nd Avenue

City Portland State OR ZIP 97202

☐ Individual(s) Citizenship☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State Ohio☐ Other <<type of organization>>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)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE A

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 97024-2988

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$265.00

☒ 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

March 22, 2004

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 15



03-25-2004

U.S. Patent & TMO/TM Mail Rpt Dt. #84

TRADEMARK
REEL: 002941 FRAME: 046404/01/2004 MEETACHE 000000971747588
46.00 OP
265.00 OP
01 FC:0521
02 FC:0522

**TRADEMARK REGISTRATIONS OWNED BY QUALITY FOOD CENTERS, INC.
(SCHEDULE A)**

<u>MARK</u>	<u>REGISTRATION NO.</u>
QFC & DESIGN	1,747,588
QUALITY FOOD CENTERS	1,749,082
NORTHERN COVE	1,901,284
CASCADE MIST	1,909,413
PREMIERE CHOICE	2,197,154
YOU KNOW IT'S GOING TO BE GOOD	2,210,956
CULINARY SENSATIONS	2,259,553
QFC QUALITY FOOD CENTERS & DESIGN	2,301,350
MCDERMOTT'S	2,506,474
THE ART OF FOOD	2,531,747

ARTICLES OF MERGER
OF
QUALITY FOOD CENTERS, INC.
a Washington corporation
AND
QUALITY FOOD CENTERS, INC.
an Ohio corporation

FILED
SECRETARY OF STATE
SAM REED

Dec 12, 2003

STATE OF WASHINGTON

To the Secretary of State
State of Washington

Pursuant to the provisions of the Washington Business Corporation Act, the domestic business corporation and the foreign corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Quality Food Centers, Inc, a Washington corporation (hereinafter referred to as "QFC Washington"), with and into Quality Food Centers, Inc., an Ohio corporation (hereinafter referred to as "QFC Ohio"), as adopted by unanimous written consent of the Board of Directors of QFC Washington on October 27, 2003, and by unanimous written consent of the Board of Directors of QFC Ohio on October 27, 2003.
2. In respect of QFC Washington, the merger was duly approved by the shareholders of QFC Washington pursuant to RCW 23B.11.030.
3. The merger of QFC Washington with and into QFC Ohio is permitted by the laws of the jurisdiction of organization of QFC Ohio and has been authorized in compliance with said laws.
4. The effective time and date of the merger herein provided for in the State of Washington shall be at 12:00 a.m. on December 30, 2003.

Executed on December 10, 2003.

QUALITY FOOD CENTERS, INC.
a Washington corporation

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

QUALITY FOOD CENTERS, INC.
an Ohio corporation

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

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 27th day of October, 2003 (the "Agreement"), is entered into by and between QUALITY FOOD CENTERS, INC., a Washington corporation, having its principal business office at 3800 S.E. 22nd Ave., Portland, OR 97202 ("PARENT") and QUALITY FOOD CENTERS, INC., INC., an Ohio corporation, having its principal business office at 3800 S.E. 22nd Ave., Portland, OR 97202 ("SUBSIDIARY").

WITNESSETH:

WHEREAS, The respective Boards of Directors of PARENT and SUBSIDIARY have each determined that the merger of PARENT with and into SUBSIDIARY (the "Merger") upon the terms and subject to the conditions set forth in this Agreement is advisable, fair to, and in the best interests of their respective corporations; and

WHEREAS, It is intended that, for federal income tax purposes, the Merger will qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder.

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth herein, PARENT and SUBSIDIARY agree, pursuant to the provisions of the Washington Business Corporation Act and the General Corporation Law of the State of Ohio, as follows:

SECTION ONE THE MERGER

PARENT will merge with and into SUBSIDIARY and SUBSIDIARY will be the surviving corporation.

SECTION TWO TERMS AND CONDITIONS

On the effective date of the Merger, the separate existence of PARENT will cease, and SUBSIDIARY will succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of PARENT, without the necessity for any separate transfer (except as may be required by law). SUBSIDIARY will thereafter be responsible and liable for all liabilities and obligations of PARENT, and neither the rights of creditors nor any liens on the property of PARENT will be impaired by the Merger.

SECTION THREE
CONVERSION OF SHARES

On the Effective Date: (i) by virtue of the merger and without any action on the part of the holder thereof, the holders of the issued and outstanding shares of the capital stock of Parent shall receive an equivalent number of shares of the capital stock of the Subsidiary and shall have no further claims of any kind or nature; and (ii) all of the issued and outstanding shares of capital stock of Subsidiary held by Parent shall be surrendered and canceled.

SECTION FOUR
PRINCIPAL OFFICE

The principal office of SUBSIDIARY will continue to be 3800 S.E. 22nd Ave., Portland, OR 97202 following the effective date of the Merger.

SECTION FIVE
ARTICLES OF INCORPORATION

The articles of incorporation of SUBSIDIARY will continue to be its articles of incorporation following the effective date of the Merger.

SECTION SIX
BY-LAWS

The by-laws of SUBSIDIARY will continue to be its by-laws following the effective date of the Merger.

SECTION SEVEN
LIMITATIONS ON BUSINESS ACTIVITIES

Neither PARENT nor SUBSIDIARY will, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

SECTION EIGHT
APPROVAL OF SHAREHOLDERS

Approval of the merger by the shareholders of PARENT and SUBSIDIARY was obtained as required by applicable law.

SECTION NINE
EFFECTIVE DATE

The merger will be effective on December 30, 2003.

SECTION TEN
ABANDONMENT OF MERGER

This Agreement may be abandoned by action of the Board of Directors of either PARENT or SUBSIDIARY at any time prior to the effective date of the Merger on the happening of any of the following events:

(a) If, between the date of this Agreement and the effective date of the Merger, there has been, in the opinion of such Board of Directors, a material adverse change in the business or financial condition of or affecting either PARENT or SUBSIDIARY;

(b) If either company engages in any transaction prohibited by this Agreement without the prior written consent of the other; or

(c) With the mutual agreement of PARENT and SUBSIDIARY.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

QUALITY FOOD CENTERS, INC.
a Washington corporation

By: 

Paul W. Heldman
Vice President

QUALITY FOOD CENTERS, INC.
an Ohio corporation

By: 

Paul W. Heldman
Vice President

200334900734

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/15/2003	200334900734	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 VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1413489

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

QUALITY FOOD CENTERS, INC.

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

Document(s):

MERGER/DOMESTIC

Document No(s):

200334900734



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)

www.state.oh.us/sos

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

Expedite this Form: (Select One)	
Mail Form to one of the following:	
<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

CERTIFICATE OF MERGER

(For Domestic or Foreign, Profit or Non-Profit)

Filing Fee \$125.00

(154-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:

Quality Food Centers, 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 1413489

☐ 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)

~~(Please visit the Ohio Secretary of State website for more information.)~~

Name / charter, license or registration number	State/Country of Organization	Type of Entity
<u>Quality Food Centers, Inc.</u>	<u>Washington / 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:

<u>Dorothy D. Roberts</u>	<u>1014 Vine Street</u>	
(name)	(street)	NOTE: P.O. Box Addresses are NOT acceptable.
<u>Cincinnati</u>	<u>OH</u>	<u>45202</u>
(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

(city, village or township)

Ohio

43215

(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.**

(city, village or township)

Ohio

(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.

QUALITY FOOD CENTERS, INC.
(Exact name of entity) an Ohio corporation
By: Paul W. Heldman
Paul W. Heldman
Its: Vice President
Date: December 10, 2003

QUALITY FOOD CENTERS, INC.
(Exact name of entity) a Washington corporation
By: Paul W. Heldman
Paul W. Heldman
Its: Vice President
Date: December 10, 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)

By: _____
Its: _____
Date: _____

(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)

By: _____
Its: _____
Date: _____

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

QUALITY FOOD CENTERS, INC. DBA QUALITY FOOD CENTERS OF OHIO, INC.

OH Profit Corporation

UBI: 602-342-740

Filing Date: December 12, 2003

Merging Entities:

601-264-128

QUALITY FOOD CENTERS, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State