

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
Thriftway Stores, Inc.		10/01/2004	CORPORATION: OREGON

RECEIVING PARTY DATA	
Name:	Northwest Independent Brand Marketing, Inc.
Street Address:	6433 SE Lake Road
City:	Milwaukie
State/Country:	OREGON
Postal Code:	97222
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76288152	THRIFTWAY

CORRESPONDENCE DATA	
Fax Number:	(503)228-9446
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(503) 226-7391
Email:	ptotmdocket@klarquist.com
Correspondent Name:	Ramon A. Klitzke II
Address Line 1:	121 SW Salmon Street, Suite 1600
Address Line 2:	One World Trade Center
Address Line 4:	Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	6361-60564-01/RAK
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NAME OF SUBMITTER:	Ramon A. Klitzke II
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Total Attachments: 3 source=articles of merger#page1.tif source=exhibit a#page1.tif source=acknowledge#page1.tif
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CH \$40.00 76288152

ARTICLES OF MERGER

FILED

SEP 28 2004

OREGON
SECRETARY OF STATE

Thriftway Stores, Inc., a corporation in a merger effected pursuant to ORS 65.481-65.501, submits the following articles of merger for filing pursuant to ORS 65.494:

1. The names of the constituent corporations in the merger are Thriftway Stores, Inc., an Oregon mutual benefit non-profit corporation (Oregon Registry No. 088485-17) and Sentry Store, Inc., an Oregon mutual benefit non-profit corporation (Oregon Registry No. 122923-14).

2. The surviving corporation in the merger is Thriftway Stores, Inc., whose name shall immediately be changed to Northwest Independent Brand Marketing, Inc.

3. A copy of the plan of merger is attached as Exhibit A.

4. The plan of merger was approved by the Board of Directors and by members of Thriftway Stores, Inc., such approval being the only approval required on the part of Thriftway Stores, Inc. The plan of merger was unanimously approved by the Board of Directors. At the date of the member vote, there were 24 members, all of which were entitled to vote with respect to approval of the merger. Twenty-two (22) members voted for the plan of merger, zero (0) members voted against approval of the plan of merger and two (2) were not present or did not have a valid proxy.

5. The plan of merger was approved by the Board of Directors and by members of Sentry Stores, Inc., such approval being the only approval required on the part of Sentry Stores, Inc. The plan of merger was unanimously approved by the Board of Directors. At the date of the member vote, there were 19 members, all of which were entitled to vote with respect to approval of the merger. Sixteen (16) members voted for the plan of merger, zero (0) members voted against approval of the plan of merger and three (3) were not present or did not have a valid proxy.

6. The merger shall be effective October 1, 2004.

IN WITNESS WHEREOF, the undersigned constituent corporations have executed these articles of merger on the 22nd day of September, 2004.

Thriftway Stores, Inc.



By: FANNY STAFFENSON
Its: Chairman

Sentry Stores, Inc.



By: JIM ROBINSON
Its: Chairman

Person to contact about this filing:

Thomas J. Arenz, Esq.
(503) 221-1772

TRADEMARK

REEL: 002961 FRAME: 0596

EXHIBIT "A"

SUMMARY OF PLAN OF MERGER

1. The parties to Plan of Merger, (the "Plan") are Thriftway Stores, Inc., an Oregon mutual benefit non-profit corporation, ("Thriftway"), and Sentry Stores, Inc., an Oregon mutual benefit non-profit corporation, ("Sentry").
2. Sentry shall merge with and into Thriftway, pursuant to the provisions of Oregon law, ORS 65.481 et seq. Contemporaneous with said merger, Thriftway shall change its name to Northwest Independent Brand Marketing, Inc., which shall be the surviving corporation (the "Surviving Corporation").
3. On the effective date of the merger, the Surviving Corporation shall become the owner of all rights and property of both Sentry and Thriftway and subject to all debts and liabilities of both Sentry and Thriftway.
4. For federal tax purposes, the merger shall be considered a statutory merger qualifying as a reorganization under IRC §368(a)(1)(A), and the Surviving Corporation shall continue use of Thriftway's tax identification number.
5. The Amended and Restated Articles of Incorporation and Bylaws of the Surviving Corporation shall be filed and in effect contemporaneous with the filing of the Articles of Merger with the Secretary of State.
6. The membership interests of Sentry and Thriftway shall be converted into a membership interest of the Surviving Corporation.
7. The effective date of the merger shall be October 1, 2004.



Secretary of State
 Corporation Division
 255 Capitol Street NE, Suite 151
 Salem, OR 97310-1327

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ENGRED K CHAI
 1200 SW MAIN BLDG
 PORTLAND OR 97205

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503) 986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503) 986-2317 with your Visa or MasterCard number.

Document	Filed On	Effective Date	
ARTICLES OF MERGER	09/28/2004	10/01/2004	
Name of Survivor	Reg. No.	Type	Juris
THRIFTWAY STORES, INC.	088485-17	DOM NONPR CORP	OR

* **Survivor New Name**
 NORTHWEST INDEPENDENT BRAND MARKETING, INC.

Name(s) of Non Survivor(s)	Reg. No.	Type	Juris
SENTRY MARKETS, INC.	122023-14	DOM NONPR CORP	OR

JDDFOR
 ACK M-S
 09/28/2004