

05-17-2004



Director, U.S. Patent and Trademark Office
Mail Stop Assignment Recordation Services
Attorney Docket No. 08957.1406

To the Honorable Commissioner of F.

102746360

Attached original documents or copy thereof.

1. Name(s) of conveying party(ies):
Starbucks U.S. Brands Corporation

- Individual(s)
- Association
- Limited Partnership
- Corporation - California
- General Partnership
- Other:

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

3. Nature of conveyance:

- Assignment
- Merger (Copy of the Articles of Merger attached)
- Security Agreement
- Change of Name
- Other:

Execution Date: February 17, 2004



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

Name: Starbucks U.S. Brands, LLC

Address: 2525 Starbucks Way
Minden, Nevada 89423

- Individual(s) [Identify Country of citizenship]
- Association [Identify country/state]
- General Partnership [Identify country/state]
- Limited Partnership Nevada/USA
- Corporation [Identify country/state]
- Other: [Identify type of entity and country/state]

If assignee is not domiciled in the United States, a domestic representative is attached: NA 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 Number(s):

See attached schedule

B. Trademark Registration Number(s):

See attached schedule

Additional numbers attached? Yes No

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

Name: Julia Anne Matheson

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 154

7. Total fee (37 CFR 3.41): \$3,860

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Julia Anne Matheson

Name of person signing

Signature

May 12, 2004

Date

Total number of pages including cover sheet, attachments and documents: 16

701805_1

05/14/2004 MGETACHE 00000035 060916 74156598

01 FC:0521 40.00 OP
02 FC:0522 5.00 DA 3820.00 OP

Schedule of Marks for Assignment from
Starbucks U.S. Brands Corporation to Starbucks U.S. Brands, LLC

Our Ref #	Mark	Application #	App. Date	Class(es)	Registration #	Reg. Date	TM status
US001-USB	CAFFE VERONA	74/156,598	4/12/1991	30	1,683,124	4/14/1992	Registered
US007-USB	DROP IN FOR A NIGHT CUP	74/289,308	6/29/1992	42	1,754,395	2/23/1993	Registered
US008-USB	EXPLORE ESPRESSO	74/329,464	11/9/1992	30, 42	1,810,969	12/14/1993	Registered
US009-USB	EXPLORE ESPRESSO (Design)	74/329,463	11/9/1992	30, 42	1,810,968	12/14/1993	Registered
US010-USB	GOLD COAST BLEND	74/156,595	4/12/1991	30	1,760,103	3/23/1993	Registered
US012-USB	MERIDIAN	73/836,245	1/16/1989	30	1,599,775	6/5/1990	Registered
US015-USB	STARBUCKS	75/540,784	6/3/1985	21	1,372,630	11/26/1985	Registered
US016-USB	STARBUCKS	73/540,953	6/3/1985	30	1,452,359	8/11/1987	Registered
US017-USB	STARBUCKS	73/540,952	6/3/1985	42	1,444,549	6/23/1987	Registered
US018-USB	STARBUCKS COFFEE (Design) (Old)	701,713	1/11/1988	30, 42	1,542,775	6/6/1989	Registered
US019-USB	STARBUCKS (Design) (Old)	540,824	6/3/1985	30, 31, 42	1,417,602	11/18/1986	Registered
US020-USB	STARBUCKS COFFEE (Design w/color)	74/348,802	1/15/1993	21, 30, 42	1,815,937	1/11/1994	Registered
US022-USB	STARBUCKS COFFEE (Design)	74/348,803	1/15/1993	21, 30, 42	1,815,938	1/11/1994	Registered
US024-USB	STARBUCKS COFFEE TEA SPICES (Design)	73/093,437	7/14/1976	30	1,098,925	8/8/1978	Registered
US025-USB	STARBUCKS ON ICE	74/296,783	7/23/1992	30, 42	1,758,589	3/16/1993	Registered
US027-USB	STARBUCKS ROAST	74/276,676	5/18/1992	30, 40	1,821,547	2/15/1994	Registered
US028-USB	YUKON BLEND	540,823	6/3/1985	30	1,371,601	1/1/19/1985	Registered
US030-USB	STARBUCKS COFFEE (Design)	74/416,608	7/26/1993	30	1,943,361	12/26/1995	Registered
US031-USB	GAZEBO BLEND	74/514,645	4/20/1994	30	1,877,837	2/7/1995	Registered
US036-USB	LIVELY IMPRESSIONS BRIGHT, MILD & WELCOMING	74/525,513	5/17/1994	30	1,887,363	4/4/1995	Registered
US037-USB	RICH TRADITIONS DEEP, COMPLEX & SATISFYING	74/525,514	5/17/1994	30	1,887,364	4/4/1995	Registered
US038-USB	BOLD EXPRESSIONS DIVERSE, DISTINCTIVE AND INTRIGUING	74/525,515	5/17/1994	30	1,887,365	4/4/1995	Registered
US039-USB	DECAFFEINATED CLASSICS RICH FLAVORS, REWARDING CHARACTER	74/525,516	5/17/1994	30	1,888,728	4/11/1995	Registered
US042-USB	CAFFE VELA	74/567,086	8/29/1994	30	2,048,572	4/1/1997	Registered
US043-USB	CAFFE LYRA	74/567,087	8/29/1994	30	1,952,587	1/30/1996	Registered
US045-USB	CAFFE GEMMA	74/567,085	8/29/1994	30	1,950,553	1/23/1996	Registered
US047-USB	DOUBLE SHOT	74/586,625	10/17/1994	30	2,044,320	3/11/1997	Registered
US052-USB	INFUSIA	74/586,624	10/17/1994	30	2,061,837	5/13/1997	Registered
US056-USB	FRAPPUCCINO	74/187,456	7/22/1991	30	1,745,953	1/12/1993	Registered
US057-USB	STARBUCKS COFFEE (Design)	75/976,499	10/18/1994	30, 32	2,120,653	12/9/1997	Registered

Schedule of Marks for Assignment from
Starbucks U.S. Brands Corporation to Starbucks U.S. Brands, LLC

US058-USB	STARBUCKS COFFEE (Design)	74/802,149	1/15/1993	07, 16	1,891,561	4/25/1995	Registered
US059-USB	MANY TRADITIONS ONE WORLD	74/617,481	1/3/1995	42	2,020,190	12/3/1996	Registered
US061-USB	BOTTLE DESIGN	74/634,053	2/14/1995	30	2,110,062	10/28/1997	Registered
US062-USB	STARBUCKS COFFEE (Design)	74/634,054	2/14/1995	28	2,030,878	1/14/1997	Registered
US063-USB	STARBUCKS	74/705,318	7/24/1995	42	2,073,104	6/24/1997	Registered
US064-USB	STARBUCKS COFFEE (Stylized Block Letters)	74/705,315	7/24/1995	42	2,035,005	2/4/1997	Registered
US078-USB	STARBUCKS COFFEE	74/705,314	7/24/1995	42	2,039,849	2/25/1997	Registered
US079-USB	LUNETTE	74/718,906	8/22/1995	29, 30	2,178,847	8/4/1998	Registered
US080-USB	PERFECTION IN THE CUP	75/001,846	10/5/1995	42	2,004,332	10/1/1996	Registered
US081-USB	NAVIGATOR	74/715,273	8/14/1995	30	2,076,252	7/1/1997	Registered
US082-USB	NAVIGATOR (Design)	74/715,272	8/14/1995	30	2,074,388	6/24/1997	Registered
US083-USB	FRAPPUCINO	74/715,271	8/14/1995	29, 32	2,148,066	3/31/1998	Registered
US084-USB	FRAPPUCINO	75/001,847	10/5/1995	29, 30, 32	2,151,175	4/14/1998	Registered
US085-USB	STARBUCKS	75/001,848	10/5/1995	30	2,091,940	8/26/1997	Registered
US086-USB	STARBUCKS COFFEE (Design)	75/001,849	10/5/1995	30	2,091,941	8/26/1997	Registered
US087-USB	NIGHT CUP	75/015,913	11/7/1995	30	2,025,317	12/24/1996	Registered
US089-USB	STARBUCKS COFFEE (Design)	75/061,642	2/7/1996	25	2,028,943	1/7/1997	Registered
US090-USB	STARBUCKS COFFEE	75/061,641	2/7/1996	25	2,024,105	12/17/1996	Registered
US097-USB	STARBUCKS COFFEE	75/072,277	3/13/1996	29	2,102,737	10/7/1997	Registered
US098-USB	STARBUCKS COFFEE	75/070,283	3/11/1996	07, 16	2,047,491	3/25/1997	Registered
US099-USB	VENTI	75/109,690	5/24/1996	29, 30	2,175,431	7/21/1998	Registered
US100-USB	RHUMBA FRAPPUCINO	75/109,689	5/24/1996	29, 30	2,283,531	10/5/1999	Registered
US101-USB	STARBUCKS COFFEE	75/116,661	6/10/1996	30	2,104,933	10/14/1997	Registered
US102-USB	FRAPPUCINO (Script Design) (Old)	75/110,366	5/28/1996	29, 30	2,251,651	6/8/1999	Registered
US103-USB	FRAPPUCINO (Design)	75/110,365	5/28/1996	29, 30	2,149,732	4/7/1998	Registered
US104-USB	WE'VE GOT COFFEE DOWN COLD	75/130,557	7/8/1996	35, 42	2,129,923	1/20/1998	Registered
US105-USB	BREW UNTO OTHERS	75/130,556	7/8/1996	35, 42	2,129,922	1/20/1998	Registered
US106-USB	FRAPPUCINO ON THE ROCKS	75/155,016	8/23/1996	30	2,245,299	5/18/1999	Registered
US108-USB	VERISMO	75/206,202	8/23/1996	11	2,162,855	6/2/1998	Registered
US111-USB	FONTANA (Block Letters)	75/975,675	10/17/1994	30	2,051,647	4/8/1997	Registered
US112-USB	FONTANA (Script Letters)	75/975,676	10/17/1994	30	2,058,438	4/29/1997	Registered
US113-USB	FILL YOUR SOUL	75/233,828	1/30/1997	35, 42	2,185,449	9/1/1998	Registered
US114-USB	CONTENTMENT, BY THE CUP	75/233,829	1/30/1997	35, 42	2,188,899	9/15/1998	Registered
US116-USB	KANZI BLEND	75/234,079	1/30/1997	30	2,165,424	6/16/1998	Registered
US117-USB	MAKAI BLEND	75/234,078	1/30/1997	30	2,158,491	5/19/1998	Registered
US119-USB	STUDIO BLEND	75/233,826	1/30/1997	30	2,196,502	10/13/1998	Registered

Schedule of Marks for Assignment from
Starbucks U.S. Brands Corporation to Starbucks U.S. Brands, LLC

US120-USB	JAVASEA BLEND	75/233,825	1/30/1997	30	2,196,501	10/13/1998	Registered
US121-USB	KAHAWA BLEND	75/235,771	2/3/1997	30	2,175,841	7/2/1/1998	Registered
US122-USB	ROMESSO BLEND	75/233,830	1/30/1997	30	2,196,503	10/13/1998	Registered
US123-USB	PROMENADE BLEND	75/235,774	2/3/1997	30	2,171,956	7/7/1998	Registered
US124-USB	STARBUCKS	75/362,655	9/24/1997	7	2,180,757	8/11/1998	Registered
US125-USB	STARBUCKS	75/362,656	9/24/1997	9	2,236,553	4/6/1999	Registered
US126-USB	STARBUCKS	75/362,713	9/24/1997	11	2,176,977	7/28/1998	Registered
US131-USB	STARBUCKS	75/975,893	10/18/1994	30, 32	2,086,615	8/5/1997	Registered
US136-USB	MOCHA MAMBO	75/327,256	7/19/1997	30	2,165,945	6/16/1998	Registered
US137-USB	FONTANA	75/976,004	10/18/1994	30, 32	2,074,571	6/24/1997	Registered
US138-USB	ENCANTA BLEND	75/327,255	7/19/1997	30	2,282,016	9/28/1999	Registered
US144-USB	BEARISTA	75/334,830	8/2/1997	28	2,199,113	10/20/1998	Registered
US145-USB	STARBUCKS	75/362,712	9/24/1997	14	2,178,663	8/4/1998	Registered
US146-USB	STARBUCKS	75/362,715	9/24/1997	16	2,180,761	8/11/1998	Registered
US147-USB	STARBUCKS	75/362,714	9/24/1997	18	2,180,760	8/11/1998	Registered
US148-USB	STARBUCKS	75/362,654	9/24/1997	21	2,189,460	9/15/1998	Registered
US149-USB	STARBUCKS	75/362,653	9/24/1997	25	2,176,974	7/28/1998	Registered
US152-USB	STARBUCKS COFFEE	75/362,660	9/24/1997	9	2,236,554	4/6/1999	Registered
US153-USB	STARBUCKS COFFEE	75/362,659	9/24/1997	11	2,178,662	8/4/1998	Registered
US154-USB	STARBUCKS COFFEE	75/362,716	9/24/1997	14	2,178,664	8/4/1998	Registered
US155-USB	STARBUCKS COFFEE	75/362,717	9/24/1997	16	2,178,665	8/4/1998	Registered
US156-USB	STARBUCKS COFFEE	75/362,697	9/24/1997	21	2,189,461	9/15/1998	Registered
US160-USB	STARBUCKS COFFEE (Design)	75/362,661	9/24/1997	9	2,277,174	9/14/1999	Registered
US161-USB	STARBUCKS COFFEE (Design)	75/362,662	9/24/1997	11	2,176,976	7/28/1998	Registered
US162-USB	STARBUCKS COFFEE (Design)	75/362,657	9/24/1997	14	2,176,975	7/28/1998	Registered
US163-USB	STARBUCKS COFFEE (Design)	75/362,658	9/24/1997	16	2,180,758	8/11/1998	Registered
US164-USB	STARBUCKS COFFEE (Design)	75/362,698	9/24/1997	18	2,180,759	8/11/1998	Registered
US167-USB	STARBUCKS ENCORE	75/362,580	9/25/1997	35	2,227,639	3/2/1999	Registered
US168-USB	SERENADE BLEND	75/372,702	10/14/1997	30	2,184,197	8/25/1998	Registered
US169-USB	ARIA BLEND	75/372,703	10/14/1997	30	2,184,198	8/25/1998	Registered
US180-USB	STARBUCKS BARISTA	75/372,701	10/14/1997	11	2,177,000	7/28/1998	Registered
US181-USB	SIREN'S NOTE BLEND	75/372,700	10/14/1997	30	2,254,396	6/15/1999	Registered
US182-USB	KOMODO DRAGON BLEND	75/386,499	11/7/1997	30	2,187,932	9/8/1998	Registered
US183-USB	STARBUCKS COFFEE (Stylized Block)	75/386,843	11/7/1997	42	2,184,259	8/25/1998	Registered
US184-USB	STARBUCKS COFFEE (Stylized Block)	75/386,841	11/7/1997	42	2,227,836	8/25/1998	Registered

Schedule of Marks for Assignment from
Starbucks U.S. Brands Corporation to Starbucks U.S. Brands, LLC

US185-USB	STARBUCKS COFFEE (Design) (Green-PMS3425)	75/386,496	11/7/1997	42	2,266,352	8/3/1999	Registered
US186-USB	STARBUCKS COFFEE (Design) (Green-PMS3425)	75/386,460	11/7/1997	30	2,266,351	8/3/1999	Registered
US187-USB	MILDER DIMENSIONS	75/406,073	12/16/1997	30	2,218,831	1/19/1999	Registered
US188-USB	STARBUCKS COFFEE (Stylized Block Letters in color)	75/386,842	11/7/1997	35	2,227,837	3/2/1999	Registered
US189-USB	STARBUCKS COFFEE (Stylized Block Letters in color)	75/386,840	11/7/1997	35	2,227,835	3/2/1999	Registered
US190-USB	STARBUCKS COFFEE (Design) (Green-PMS3425)	75/386,495	11/7/1997	35	2,325,182	3/7/2000	Registered
US191-USB	BREVE BAR	75/421,704	1/22/1998	35	2,246,830	5/18/1999	Registered
US192-USB	FRAPPUCCINO	75/401,716	12/8/1997	25	2,458,908	6/12/2001	Registered
US193-USB	LIGHTNOTE BLEND	75/413,089	1/2/1998	30	2,258,080	6/29/1999	Registered
US195-USB	STARBUCKS COFFEE	75/440,833	2/26/1998	18	2,228,587	3/2/1999	Registered
US196-USB	POWER FRAPPUCCINO	75/447,123	3/9/1998	29, 30	2,213,117	12/22/1998	Registered
US197-USB	STARBUCKS BARISTA ZIA	75/469,366	4/17/1998	11	2,282,913	10/5/1999	Registered
US198-USB	ZIAZI	75/469,492	4/17/1998	30	2,264,625	7/27/1999	Registered
US199-USB	ZIAZI	75/469,493	4/17/1998	32	2,221,847	2/2/1999	Registered
US200-USB	ZIAZI BLENDED JUICED TEA	75/509,516	6/17/1998	30	2,246,219	5/18/1999	Registered
US201-USB	ZIAZI BLENDED JUICED TEA	75/509,517	6/17/1998	32	2,244,760	5/11/1999	Registered
US202-USB	TREE IN BOX (Design Only)	75/586,598	11/10/1998	30	2,409,286	11/28/2000	Registered
US204-USB	WHEN COFFEE DREAMS IT DREAMS OF CHOCOLATE	75/647,884	2/25/1999	30, 35	2,527,989	1/8/2002	Registered
US205-USB	DOPPIO	75/663,275	3/17/1999	35	2,389,406	9/26/2000	Registered
US209-USB	CUSTOM ROAST (Design)	75/932,203	2/28/2000	30	2,553,708	3/26/2002	Registered
US210-USB	A LATTE TO LOVE	76/109,982	8/11/2000	35, 42	2,490,549	9/18/2001	Registered
US211-USB	CHILL PATROL	76/377,182	3/1/2002	29, 30, 32, 43			Pending Application
US212-USB	STARBUCKS BARISTA	76/036,089	4/27/2000	7	2,475,540	8/7/2001	Registered
US215-USB	STARBUCKS COFFEE (Design)	76/037,042	4/28/2000	29			Pending Application
US218-USB	EXPLORE ESPRESSO	76/104,381	8/4/2000	35, 42			Pending Application
US219-USB	FRESH ROASTED ICE CREAM	76/203,123	1/31/2001	30	2,575,764	6/4/2002	Registered
US220-USB	WAKE UP AND SMELL THE ICE CREAM	76/233,592	3/30/2001	30	2,620,409	9/17/2002	Registered

Schedule of Marks for Assignment from
Starbucks U.S. Brands Corporation to Starbucks U.S. Brands, LLC

US221-USB	COFFEE THAT MELTS IN YOUR MOUTH	76/200,569	1/26/2001	30	2,667,076	12/24/2002	Registered
US227-USB	STARBUCKS DOUBLESHOT	76/300,794	8/15/2001	29, 30, 32			Pending Application
US228-USB	CRANBERRY BLISS	76/335,339	1/17/2001	30	2,781,211	1/11/2003	Registered
US229-USB	GUM TIN DESIGN	76/317,574	9/25/2001	30	2,596,381	7/16/2002	Registered
US230-USB	PURE BLISS	76/333,849	1/15/2001	30			Pending Application
US231-USB	SERENA ORGANIC BLEND	78/176,149	10/18/2002	30	2,823,180	3/16/2004	Registered
US232-USB	CUP DESIGN (One Sided)	78/175,839	10/17/2002	30, 43			Pending Application
US233-USB	CUP DESIGN (Three Sided)	78/175,837	10/17/2002	30, 43			Pending Application
US234-USB	STARBUCKS CARD DESIGN	78/167,529	9/24/2002	35, 43			Pending Application
US237-USB	STARBUCKS COFFEE (Design)	78/176,760	10/21/2002	36			Pending Application
US238-USB	STARBUCKS COFFEE (Design)	75/982,978	4/28/2000	29	2,696,192	3/11/2003	Registered
US239-USB	STARBUCKS	76/975,012	4/28/2000	29	2,696,594	3/11/2003	Registered
US240-USB	WHAT STIRS YOU?	78/201,369	1/8/2003	30			Pending Application
US241-USB	WHAT STIRS YOU?	78/201,370	1/8/2003	35			Pending Application
US242-USB	WHAT STIRS YOU?	78/201,371	1/8/2003	43			Pending Application
US243-USB	COMMITMENT TO ORIGINS	78/216,681	2/19/2003	30			Pending Application
US249-USB	DUETTO	78/239,203	4/17/2003	36			Pending Application
US250-USB	BARKISTA	78/246,963	5/7/2003	28			Pending Application
US251-USB	STARBUCKS	78/254,886	5/27/2003	33			Pending Application
US252-USB	STARBUCKS COFFEE (Design)	78/254,552	5/27/2003	33			Pending Application
US253-USB	FRAPPUCCINO	78/255,113	5/28/2003	35			Pending Application

Schedule of Marks for Assignment from
Starbucks U.S. Brands Corporation to Starbucks U.S. Brands, LLC

US254-USB	FRAPPUCCINO	78/255,117	5/28/2003	43		Pending Application
US255-USB	GUATEMALA CASI CIELO	78/280,901	7/30/2003	30		Pending Application
US257-USB	BLACK APRON EXCLUSIVES	76/571,470	1/22/2004	30		Pending Application
US258-USB	BEARISTA	78/367,512	2/13/2004	21		Pending Application
US263-USB	STARBUCKS DOUBLESHOT	76/976,409	8/15/2001	29, 30, 32		Pending Application



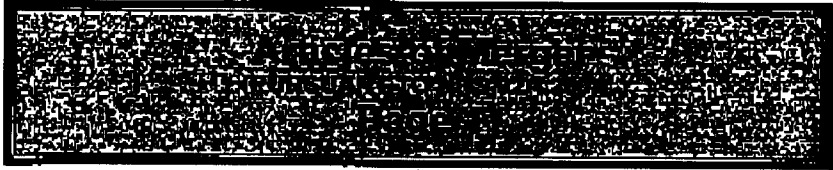
DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4239
(775) 684 5708
Website: secretaryofstate.biz

LLC 20071-03

FILED # _____

FEB 10 2004

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE



Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))
SUBMIT IN DUPLICATE

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Starbucks U.S. Brands Corporation
Name of merging entity

California
Jurisdiction

corporation
Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Starbucks U.S. Brands, LLC
Name of surviving entity

Nevada
Jurisdiction

limited liability company
Entity type *

* Corporation, non-profit corporation, limited partnership, limited liability company or business trust.

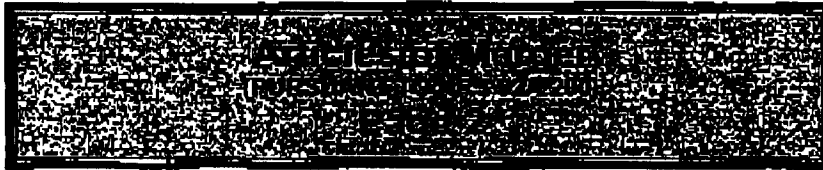
**See Articles of Merger attached hereto and incorporated herein by reference.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
Revised on: 10/24/03



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz



Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger – NRS 92A.180):

Atn: _____

c/o: _____

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from :

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

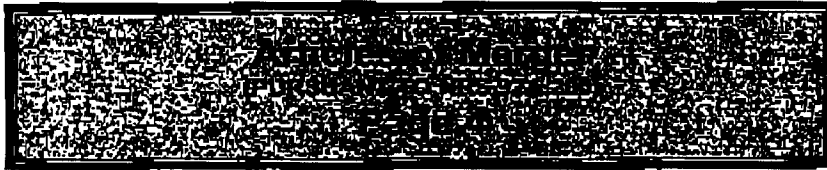
Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
Revised vtr. 10/24/03



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4289
(775) 684 5708
Website: secretaryofstate.biz



Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

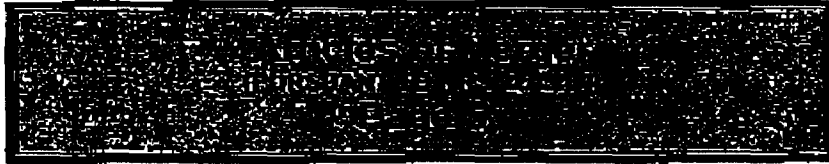
Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
Revised on: 10/24/03



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz



Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

N/A

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**: February 17, 2004

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State All Merger 2003
revised on 10/24/03



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 884 5708
Website: secretaryofstate.biz



Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)* (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

Starbucks U.S. Brands Corporation
Name of merging entity

Signature David Landau Title vice president Date 2 / 09 / 04

Name of merging entity

Signature _____ Title _____ Date _____

Name of merging entity

Signature _____ Title _____ Date _____

Name of merging entity

Signature _____ Title _____ Date _____

Starbucks U.S. Brands, LLC
Name of surviving entity

Signature David Landau Title manager Date 2 / 09 / 04

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merge 2003
Revised 01/10/2003

ARTICLES OF MERGER

LLC 20071-1

OF**STARBUCKS U.S. BRANDS CORPORATION**
a California corporation**INTO****STARBUCKS U.S. BRANDS, LLC**
a Nevada limited liability company

Pursuant to Section 92A.200 of the Nevada Revised Statutes, Starbucks U.S. Brands, LLC, a Nevada limited liability company, as the surviving entity, does hereby deliver to the Nevada Secretary of State the following Articles of Merger:

Article I

The constituent entities to the merger are (i) Starbucks U.S. Brands Corporation, a California corporation (the "Merging Entity"), as the merging entity, and (ii) Starbucks U.S. Brands LLC, a Nevada limited liability company ("Surviving Entity"), as the surviving entity (each, a "Constituent Entity" and together, the "Constituent Entities").

Article II

An agreement and plan of merger (the "Plan of Merger"), has been adopted by the Surviving Entity and by the Merging Entity.

Article III

Approval by the sole member of the Surviving Entity was required and the Plan of Merger was submitted to and approved by the written consent of such sole member. The Plan of Merger was approved by the Merging Entity in the manner required by the laws of the State of California.

Article IV

The Articles of Organization of the Surviving Entity shall not be amended as a result of the Merger.

Article V

The complete executed Plan of Merger is on file at the registered office of the Surviving Entity, 2525 Starbucks Way, Minden, NV 89423, and a copy of the complete executed Plan of Merger will be furnished by the Surviving Entity, on request and

1

Q:\Departments\Law and Corporate Affairs\ec\Web\LEGAL\Corporate (CORP)\CORP-000034 - U.S. Brands Reorganization\Articles of Merger - Brands Corp into Brands LLC(v3).doc

without cost, to any member of the Surviving Entity or shareholder of the Merging Entity.

Article VI

This merger shall become effective on February 17, 2004.

Article VII

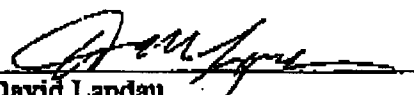
These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an executed original and all of which together shall constitute one and the same instrument.

[Signature page follows.]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on the 9th day of February, 2004.

"SURVIVING ENTITY"

Starbucks U.S. Brands, LLC
a Nevada limited liability company

By: 
Name: David Landau
Its: Manager

"MERGING ENTITY"

Starbucks U.S. Brands Corporation
a California corporation

By: 
Name: David Landau
Its: vice president