

DPP:trw 02/25/05 7209-27836-01 Document in ProLaw

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| FORM PTO-1595<br>1-31-92 | <b>RECORDATION FORM COVER SHEET<br/>TRADEMARKS ONLY</b> | U.S. DEPARTMENT OF COMMERCE<br>Patent and Trademark Office |
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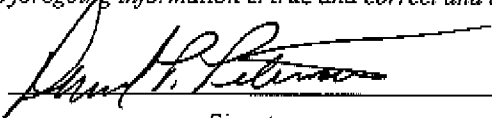
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| <p>1. Name of Conveying Party(ies):<br/>Sentry Markets, Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association<br/> <input type="checkbox"/> General partnership              <input type="checkbox"/> Limited Partnership<br/> <input checked="" type="checkbox"/> Corporation- Oregon<br/> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p> | <p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Northwest Independent Brand Marketing, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>6433 S.E. Lake Road</u></p> <p>City <u>Portland</u> State <u>OR</u> ZIP <u>97222</u></p> <p><input type="checkbox"/> Individual(s) Citizenship _____<br/> <input type="checkbox"/> Association _____<br/> <input type="checkbox"/> General Partnership _____<br/> <input type="checkbox"/> Limited Partnership _____<br/> <input checked="" type="checkbox"/> Corporation-State <u>OR</u><br/> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No<br/> <small>(Designation must be a separate document from Assignment)</small><br/>         Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger<br/> <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name<br/> <input checked="" type="checkbox"/> Other Combined Merger and Change of Name</p> <p>Execution Date: <u>09/30/2004</u></p>  |  |

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| <p>4. Application No.:</p> <p><u>76/288,152</u></p>  | <p>B. Trademark Registration No.(s)</p> <p><u>1,788,660 ; 1,850,829 ; 2,228,819 ; 2,354,480</u></p> |
| Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |   |

|  |  |
|--|--|
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>David P. Petersen</u><br/> <u>Klarquist Sparkman, LLP</u><br/> <u>One World Trade Center, Suite 1600</u><br/> <u>121 S.W. Salmon Street</u><br/> <u>Portland, Oregon 97204-2988</u></p> <p>Telephone: <u>503-595-5300</u><br/>         Facsimile: <u>503-228-9446</u></p> | <p>6. Total number of applications and registrations involved: <u>4</u></p> <hr/> <p>7. Total fee (37 C.F.R. § 3.41): <u>\$115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed<br/> <input checked="" type="checkbox"/> Any deficiency/overpayment is authorized to be charged to deposit account. A copy of this sheet is enclosed.</p> <hr/> <p>8. Deposit account number: <u>02-4550</u></p> |
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**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.*

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|--|---|------------------------|
| <u>David P. Petersen</u><br>Name of Person Signing | <br>Signature | <u>2/25/05</u><br>Date |
|--|---|------------------------|

Total number of pages including cover sheet, attachments and document: 2

GH \$115.00 024650 1788660

cc: Docketing  
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**700157453**

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**AMENDED  
ARTICLES OF MERGER**

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 Markets, 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 Markets, Inc., such approval being the only approval required on the part of Sentry Markets, 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 effective on the 30<sup>th</sup> day of September, 2004.

Thriftway Stores, Inc.

  
By: JAMES P. STRABERGSON  
Its: CEO CHAIRMAN

Person to contact about this filing:

Sentry Markets, Inc.

  
By: J. ROBIN SULLIVAN  
Its: CHAIRMAN OF THE BOARD

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