

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1595
1-31-92

VIA FACSIMILE (703) 306-5995
DIRECTOR OF PATENTS AND TRADEMARKS
P.O. BOX 1450
ALEXANDRIA, VA 22313-1450

To the Director of Patents and Trademarks. Please record the attached original documents or copy thereof.

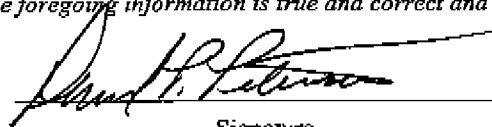
| | |
|---|---|
| <p>1. Name of Conveying Party(ies): Sentry Markets, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- Oregon <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: Northwest Independent Brand Marketing, Inc.</p> <p>Internal Address: _____</p> <p>Street Address: 6433 S.E. Lake Road</p> <p>City Portland State OR ZIP 97222</p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State OR <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</p> <p>(Designation must be a separate document from Assignment) Additional name(s) & 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 <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Combined Merger and Change of Name</p> <p>Execution Date: 09/30/2004</p> | |

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

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

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.

David P. Petersen  2/25/05

Name of Person Signing Signature Date

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

cc: Docketing
Accounting (only if sent via fax)
700161115

TRADEMARK
REEL: 003062 FRAME: 0180

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 30th day of September, 2004.

Thriftway Stores, Inc.

Sentry Markets, Inc.


By: TAWNEY F. STAPPERSON
Its: VICE CHAIRMAN


By: J. ROBLY SLY
Its: CHAIRMAN OF THE BOARD

Person to contact about this filing:

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

*** TX REPORT ***

FAXED
#2709

2/25/05

TRANSMISSION OK

TX/RX NO 2709
CONNECTION TEL 7033065995ppp6989301
SUBADDRESS
CONNECTION ID
ST. TIME 02/25 15:32
USAGE T 01'02
PGS. SENT 2
RESULT OK

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

| | | | | | |
|--|--|---|--|--|--|
| FORM PTO-1595 1-31-92 | | RECORDATION FORM COVER SHEET TRADEMARKS ONLY | | U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office | |
| VIA FACSIMILE (703) 306-5995 DIRECTOR OF PATENTS AND TRADEMARKS P.O. BOX 1450 ALEXANDRIA, VA 22313-1450 | | | | | |
| To the Director of Patents and Trademarks. Please record the attached original documents or copy thereof. | | | | | |
| 1. Name of Conveying Party(ies): Sentry Markets, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- Oregon <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO | | | 2. Name and address of receiving party(ies): Name: Northwest Independent Brand Marketing, Inc. Internal Address: Street Address: 6433 S.E. Lake Road City Portland State OR ZIP 97222 <input type="checkbox"/> Individual(s) Citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State OR <input type="checkbox"/> Other <small>If assignor is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small> <small>(Designation must be a separate document from Assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Combined Merger and Change of Name Execution Date: 09/30/2004 | | | 4. Application No.: 76/288,152 B. Trademark Registration No.(s) 1,788,660 ; 1,850,829 ; 2,228,819 ; 2,354,480 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: David P. Petersen Klarquist Sparkman, LLP One World Trade Center, Suite 1600 121 S.W. Salmon Street | | | 6. Total number of applications and registrations involved: 4 7. Total fee (37 C.F.R. § 3.41): \$115.00 TRADEMARK REEL: 003062 FRAME: 0182 | | |



KLARQUIST SPARKMAN, LLP

INTELLECTUAL PROPERTY LEGAL SERVICES • INCLUDING PATENTS, TRADEMARKS, COPYRIGHTS & LITIGATION • SINCE 1941

March 10, 2005

Via Facsimile No. (703) 306-5995
 Assignment Division
 Director of Patent and Trademarks
 P.O. Box 1450
 Alexandria, Va 22313-1450

RE: Combined Merger and Change of Name originally
 filed by facsimile on February 25, 2005
 Our Ref. No. 7209-69893-01/DPP

Enclosed is a copy of documents that were originally faxed to the Assignment
 Division on February 25, 2005, for recordation.

It doesn't appear from the Patent and Trademark Office website that these
 documents were received and recorded.

We don't want to be charged twice for the recordation of these documents. If the
 original documents were received and for some reason have not been recorded yet, please
 disregard this letter.

If, on the other hand, the originally filed documents were not received and have
 not been recorded, please proceed with the recordation of these documents immediately.

We would appreciate receiving a telephone call regarding the status of this matter
 once a decision has been made how to proceed.

Please telephone Taunya Wilcox at (503) 226-7391 if you have any questions
 regarding this request.

Thank you for your assistance.

Sincerely yours,

KLARQUIST SPARKMAN, LLP

David P. Petersen

DPP:trw/encl.

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS CONFIDENTIAL AND ONLY FOR THE
 INTENDED RECIPIENT IDENTIFIED ABOVE. IF YOU ARE NOT THE INTENDED RECIPIENT, YOU ARE
 HEREBY NOTIFIED THAT ANY DISSEMINATION OR USE OF THIS COMMUNICATION IS UNLAWFUL. IF
 YOU HAVE RECEIVED THIS TRANSMISSION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY
 TELEPHONE (COLLECT). RETURN THE ORIGINAL MESSAGE TO US, AND RETAIN NO COPY.

Partners

Lisa M. Caldwell
 J. Christopher Carraway
 Kristin L. Cleveland
 James E. Geringer
 Michael P. Girard
 Joseph T. Jakubek
 Stephen J. Jones
 Michael D. Jones, Ph.D.
 Ramon A. Kitzke II
 Jeffrey S. Love
 Gregory L. Maurer
 William D. Noonan, M.D.
 David P. Petersen
 Richard J. Polloy
 Kyle B. Rinehart
 Wayne W. Rupert
 Stacey C. Slater
 Donald L. Stephens, Jr.
 John D. Vandenberg
 Stephen A. Wight
 Garth A. Winn

Senior Counsel

Kenneth S. Klarquist
 James S. Leigh
 Arthur L. Whinston

Of Counsel

Robert C. Ryan*
 Michael N. Zachary

Associates

Theodore W. Baker
 Patrick M. Bible
 Michael L. Buckler
 David Cash, Ph.D.
 Scott E. Davis
 B. Casey Fitzpatrick
 Ryan C. Fox
 Jared S. Goff
 Debra A. Gordon, Ph.D.
 Jeffrey B. Haendler
 Tanya M. Harding, Ph.D.
 Kevin M. Hayes
 Ryan A. Heck, Ph.D.*
 Bryan J. Massey
 Richard D. McLeod
 Sunjay Y. Mohan*
 Joseph M. Olsen
 Sheree Lynn Rybak, Ph.D.
 Todd M. Siegel
 A. Jonathan Vance
 Justin D. Wagner
 Gwynedd Warren, Ph.D.

*Registered Patent Agents**

Christopher L. Andon
 Daniel H. Bell
 Gillian L. Bunker, Ph.D.
 Anne Carlson, Ph.D.
 Cory A. Jones
 Geac Lyons
 Susan Alpert Siegel, Ph.D.
 Travis Young, Ph.D.

*Not a Member of
 the Oregon Bar

*Only Klarquist Sparkman
 Attorneys Admitted to the
 Nevada Bar

ONE WORLD TRADE CENTER • 121 S.W. SALMON STREET • SUITE 1600 • PORTLAND, OREGON 97204-2988 • U.S.A.
 TELEPHONE: 503-595-5300 OR 503-226-7391 • FACSIMILE: 503-595-5301 OR 503-228-9446 • www.klarquist.com

TRADEMARK

RECORDED: 03/10/2005

REEL: 003062 FRAME: 0183