

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/09/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Starbucks U.S. Brands Corporation		02/09/2004	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Starbucks U.S. Brands, LLC		
Street Address:	2525 Starbucks Way		
City:	Minden		
State/Country:	NEVADA		
Postal Code:	89423		
Entity Type:	Limited Liability Company: NEVADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1893602	STARBUCKS COFFEE	
CORRESPONDENCE DATA			
Fax Number:	(202)408-4400		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	202.408.4020		
Email:	docketing@finnegan.com		
Correspondent Name:	Julia Anne Matheson		
Address Line 1:	901 New York Avenue, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001-4413		
NAME OF SUBMITTER:	Julia Anne Matheson		
Signature:	/Julia Anne Matheson/		
Date:	08/08/2005		

OP \$40.00 1893602

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TRADEMARK
REEL: 003136 FRAME: 0432

Total Attachments: 4

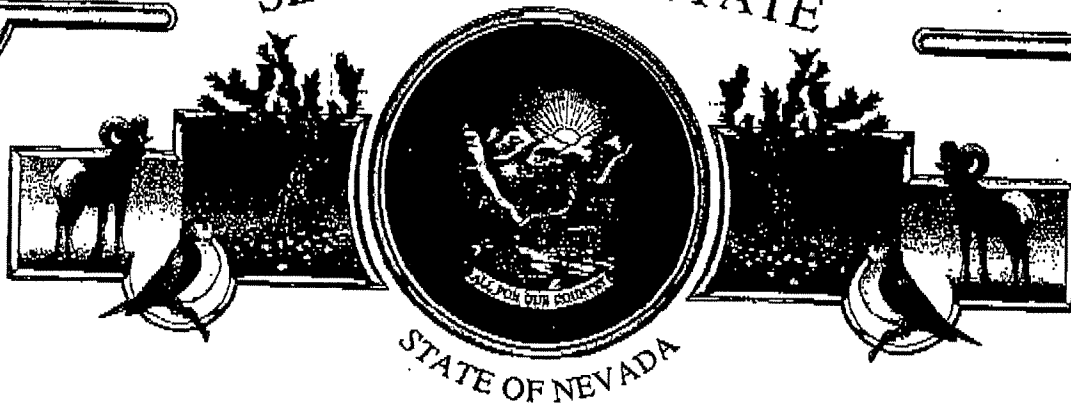
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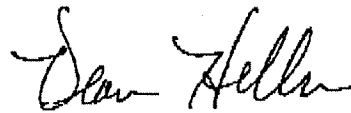
SECRETARY OF STATE



LIMITED-LIABILITY COMPANY CHARTER

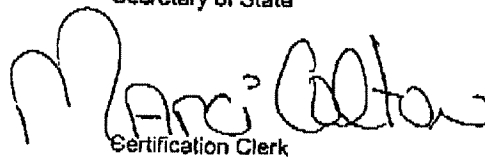
I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that **STARBUCKS U.S. BRANDS, LLC** did on **December 23, 2003**, file in this office the Articles of Organization for a Limited-Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited-Liability Companies in the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Las Vegas, Nevada, on **December 23, 2003**.



DEAN HELLER
Secretary of State

By


Certification Clerk

TRADEMARK

REEL: 003136 FRAME: 0434

ARTICLES OF MERGER

LLC 20071-6

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

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

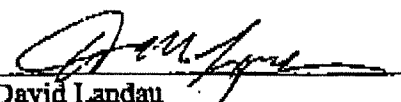
These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an executed original and all of which together shall constitute one and the same instrument.

[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