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FORM PTO-1595

1-31-92

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

101963262
TRADEMARKS OFFICE

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

1. Name of Conveying Party(ies):
Fred Meyer Jewelers, Inc.

- Individual(s)
- General partnership
- Corporation- Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 2, 2001

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

Name: Merksamer Jewelers, Inc.

Internal Address:

Street Address: 1014 Vine Street

City Cincinnati State OH ZIP 45202

Individual(s) Citizenship

Association

General Partnership

Limited Partnership

Corporation-State

California

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: 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 No.(s)

76/087,503

B. Trademark Registration No.(s)

1,191,876

Additional numbers attached? Yes No

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

Name: John W. Stuart
Klarquist Sparkman, LLP

Internal Address:

One World Trade Center, Suite 1600

Street Address:

121 S.W. Salmon Street

Portland, Oregon 97204-2988

6. Total number of applications and registrations transmitted



01-14-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

7. Total fee (37 C.F.R. § 3.41): \$65.00

Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account. A copy of this sheet is enclosed.

8. Deposit account number: 02-4550

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.

John W. Stuart

Signature

Date

1/10/02

Name of Person Signing
01/28/2002 DBYRNE 00000137 1191876

Total number of pages including cover sheet, attachments and document: 4

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 2431 FRAME: 0873

State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 9 2001



Secretary of State

CERTIFICATE OF OWNERSHIP**MERGING**

FRED MEYER JEWELERS, INC.
(a Delaware corporation)

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB - 8 2001

INTO

BILL JONES, Secretary of State

MERKSAMER JEWELERS, INC.
(a California corporation)

* * * * *

Paul W. Heldman, the Vice President, and Bruce M. Gack, the Assistant Secretary of Fred Meyer Jewelers, Inc. (the "Corporation"), do hereby certify:

1. That they are Vice President and the Assistant Secretary of the Corporation.
2. That the Corporation is duly organized and existing under the laws of the State of Delaware.
3. That the Corporation owns 100 percent of the outstanding shares of Merksamer Jewelers, Inc., a corporation duly organized and existing under the laws of the state of California (the "Subsidiary"), and the provisions of the laws of the State of Delaware permit a merger in the manner provided by Section 1110 of the California Corporations Code.
4. That the following resolutions were duly adopted and approved by the board of directors of the Corporation on December 28, 2000:

RESOLVED, that Fred Meyer Jewelers, Inc. merge, and it hereby does merge itself into its subsidiary, Merksamer Jewelers, Inc., which assumes all of the obligations of Fred Meyer Jewelers, Inc.; and

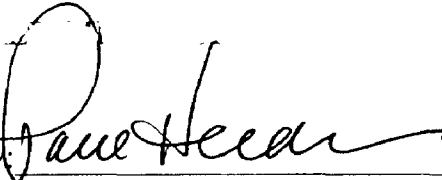
FURTHER RESOLVED, that the proposed merger will be submitted to the sole stockholder of Fred Meyer Jewelers, Inc. for approval; and


FURTHER RESOLVED, that upon surrender of any certificates therefor, each share of the common stock of Fred Meyer Jewelers, Inc. issued and outstanding on the effective date of the merger will be converted into shares of the common stock of Merksamer Jewelers, Inc. on a pro rata basis, which shares of common stock of Merksamer Jewelers, Inc. will thereupon be issued and outstanding; and

FURTHER RESOLVED, that the proper officers of Fred Meyer Jewelers, Inc. be and they are hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Merksamer Jewelers, Inc. and the date of adoption thereof, and to cause the same to be filed with the Delaware Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

5. That the resolutions of merger as set forth above were duly approved by the board of directors of the Subsidiary on December 28, 2000.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Cincinnati, Ohio on February 2, 2001.

By: 
Paul W. Heldman, Vice President

By: 
Bruce M. Gack, Assistant Secretary

