

FORM (Rev. OMB)

08-24-1998

RECORDED

09-16-1998

ET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

U.S. Patent & TMO/TM Mail Rcpt Dt. #10

To the Honorable Commissioner of Patents :



100829469

original documents or copy thereof.

1. Name of conveying party(ies):

Utz Brands, Inc.

8/24/98

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

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

3. Nature of conveyance:

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

Execution Date: 3/23/98

2. Name and address of receiving party(ies)

Name: Utz Quality Foods, Inc.

Internal Address:

Street Address: 861 Carlisle Street

City: Hanover Borough State: PA ZIP: 17331

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Pennsylvania, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/387,717

B. Trademark Registration No.(s)

751,404 1,795,156
878,317 1,799,543
1,515,592 1,837,987
1,878,810

Additional numbers attached? Yes No

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

Name: Jody H. Drake, Esq.

Internal Address: SHOEMAKER AND MATTARE, LTD.

Suite 1203 Crystal Plaza Bldg. 1

2001 Jefferson Davis Highway

Street Address: P. O. Box 2286

City: Arlington State: VA ZIP: 22202-0286

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41):

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

TRADEMARK FEE PROCESS. RECEIVED AUG 24 1998 1:19 PM U.S. PATENT & TRADEMARK OFFICE

01 FC:461 02 FC:462

40.00 OP 175.00 OP

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.

Jody H. Drake Name of Person Signing

Jody H. Drake Signature

August 24, 1998 Date

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

11

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK REEL: 1787 FRAME: 0737

CERTIFICATE OF OWNERSHIP AND MERGER

OF

UTZ BRANDS, INC.,
a Delaware corporation

INTO

UTZ QUALITY FOODS, INC.,
a Pennsylvania corporation

It is hereby certified that:

1. Utz Quality Foods, Inc. (the "Corporation") is a business corporation of the Commonwealth of Pennsylvania.
2. The Corporation owns all of the outstanding shares of the stock of Utz Brands, Inc. (the "Subsidiary"), a business corporation of the State of Delaware.
3. A Plan of Merger (the "Plan of Merger"), attached hereto as Exhibit A, has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the Commonwealth of Pennsylvania and by the Subsidiary in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware, as amended.
4. The laws of Pennsylvania permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
5. Pursuant to the Plan of Merger, (1) the Subsidiary shall merge with and into the Corporation (the "Merger"); (2) the separate existence of the Subsidiary shall cease; and (3) the Corporation shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall continue in existence in accordance with Pennsylvania law.
6. The Corporation does hereby (1) agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for the enforcement of any obligation of the Corporation arising from the Merger herein certified, (2) irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any suit or other proceeding and (3) specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

7. The Plan of Merger shall be effective at 12:01 am on March 28, 1998 (the "Effective Date").
8. The following is a copy of the resolutions adopted by the Corporation with respect to the Merger on March 23, 1998:

NOW, THEREFORE, BE IT RESOLVED, that the Corporation and the Subsidiary be merged effective March 28, 1998, pursuant to the terms and conditions set forth in the Plan of Merger, attached hereto as Exhibit "A" (the "Plan of Merger"), subject to the approval of the Plan of Merger by the Board of Directors of the Subsidiary; be it

FURTHER RESOLVED, that each of the officers of the Corporation are hereby authorized and directed to execute and deliver the other agreements, documents and writings contemplated by the Plan of Merger and such other agreements, documents and other writings as may be necessary or desirable in connection with the transactions contemplated by the foregoing resolutions or the Plan of Merger, and each of them is further authorized to take or do or cause to be done such other actions and things as may be necessary or desirable to consummate such transactions or for the Corporation to perform its obligations under the Plan of Merger and the other agreements, documents and other writings described above; and be it

FURTHER RESOLVED, that all of the actions of the officers, counsel or other representatives of the Corporation taken to effect the transactions contemplated by the foregoing resolutions or the Plan of Merger are hereby authorized, ratified and approved.

The undersigned have executed this Certificate of Ownership and Merger this 23rd day of March, 1998.

UTZ BRANDS, INC.

By: M.W. Rice
Michael W. Rice, President

UTZ QUALITY FOODS, INC.

By: R.G. King
Richard G. King, President

EXHIBIT A

**PLAN OF MERGER
OF
UTZ BRANDS, INC.,
a Delaware corporation
WITH AND INTO
UTZ QUALITY FOODS, INC.,
a Pennsylvania corporation**

This Plan of Merger (the "Plan of Merger") sets forth the terms of the merger (the "Merger") of Utz Brands, Inc., a Delaware corporation (the "Merger Subsidiary"), with and into Utz Quality Foods, Inc., a Pennsylvania corporation (the "Corporation"), pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988, as amended (the "PBCL").

1. Merger of Merger Subsidiary into the Corporation. At the Effective Date (as that term is defined in Paragraph 6 below), the Merger shall have the effect provided by Section 1929 of the PBCL, including, but not limited to, the following: (1) Merger Subsidiary shall merge with and into the Corporation; (2) the separate existence of the Merger Subsidiary shall cease; and (3) the Corporation shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall continue in existence in accordance with Pennsylvania law.
2. Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as amended, immediately prior to the Effective Date shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation (the "Articles of Incorporation") immediately following the Effective Date.
3. Bylaws of the Corporation. The Bylaws of the Corporation, as amended, immediately prior to the Effective Date shall be, and may be separately certified as, the Bylaws of the Surviving Corporation (the "Bylaws") immediately following the Effective Date.
4. Directors and Officers of the Corporation. The Directors and the officers of the Corporation immediately prior to the Effective Date shall be the Directors and the officers of the Surviving Corporation immediately following the Effective Date, each to hold his office subject to and in accordance with the Articles of Incorporation and the Bylaws and until his respective successor is duly elected or appointed and qualified.
5. Shares of the Merger Subsidiary. All of the outstanding stock of the Merger Subsidiary, which such stock is held solely by the Corporation, shall be surrendered to the Surviving Corporation immediately following the Effective Date and immediately canceled.

PA18015597.01 CM/CHK

**TRADEMARK
REEL: 1787 FRAME: 0741**

6. Effective Date. Articles of Merger (the "Articles of Merger") shall be filed by the Corporation pursuant to the provisions of and in accordance with the PBCL. This Plan of Merger shall become effective at 12:01 am on March 28, 1998 (the "Effective Date").

7. Amendment and Termination. This Plan of Merger may be amended, in whole or in part, or terminated at or any time prior to the Effective Date by action of the Board of Directors of the Corporation or Merger Subsidiary, except as otherwise prohibited by Pennsylvania law, notwithstanding the adoption of this Plan of Merger or the filing of the Articles of Merger.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

5

UTZ QUALITY FOODS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0372148

MICROFILM NUMBER: 09826

0173-0176

CHRISTOPHER ZETTLEMOYER
REED SMITH SHAW & MCCLAY
COUNTER

TRADEMARK
REEL: 1787 FRAME: 0743

9826-173

MAR 26 1998

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 372148

[Signature]
Secretary of the Commonwealth *[Signature]*

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1928 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Utz Quality Foods, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 861 Carlisle Street Hanover Borough PA 17331 York
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County

MAR 26 98

PA Dept. of State

RECEIVED TIME MAR 26 10:25AM

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REEL: 1787 FRAME: 0744

DSCB:15-1926 (Rev 90)-2 9826-174

4. (Check, and if appropriate complete, one of the following):

 The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

 X The plan of merger shall be effective on: March 28, 1998 at 12:01 am
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u> Utz Quality Foods, Inc. </u>	<u> Unanimous Consent of Directors and sole Shareholder </u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

 X The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

 Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County
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IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 23rd day of March , 19 98 .

 Utz Quality Foods, Inc.
(Name of Corporation)

BY: Richard G. King
(Signature)

TITLE: President

 Utz Brands, Inc.
(Name of Corporation)

BY: Michael W. Rice
(Signature)

TITLE: President

9826-175

EXHIBIT A

PLAN OF MERGER
OF
UTZ BRANDS, INC.,
a Delaware corporation

WITH AND INTO

UTZ QUALITY FOODS, INC.,
a Pennsylvania corporation

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4. Directors and Officers of the Corporation. The Directors and the officers of the Corporation immediately prior to the Effective Date shall be the Directors and the officers of the Surviving Corporation immediately following the Effective Date, each to hold his office subject to and in accordance with the Articles of Incorporation and the Bylaws and until his respective successor is duly elected or appointed and qualified.
5. Shares of the Merger Subsidiary. All of the outstanding stock of the Merger Subsidiary, which such stock is held solely by the Corporation, shall be surrendered to the Surviving Corporation immediately following the Effective Date and immediately canceled.

9826-176

6. Effective Date. Articles of Merger (the "Articles of Merger") shall be filed by the Corporation pursuant to the provisions of and in accordance with the PBCL. This Plan of Merger shall become effective at 12:01 am on March 28, 1998 (the "Effective Date").

7. Amendment and Termination. This Plan of Merger may be amended, in whole or in part, or terminated at or any time prior to the Effective Date by action of the Board of Directors of the Corporation or Merger Subsidiary, except as otherwise prohibited by Pennsylvania law, notwithstanding the adoption of this Plan of Merger or the filing of the Articles of Merger.