

11-25-1998

FORM P. 2-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RECORD TR



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

PERK FOODS CO. INCORPORATED

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

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

3. Nature of conveyance: MRD 11-20-98

- Assignment, Security Agreement, Other, Merger (checked), Change of Name

Execution Date: 10/15/98

2. Name and address of receiving party(ies)

Name: STAR-KIST FOODS, INC.

Internal Address:

Street Address: One Riverfront Place

City: Newport State: KY ZIP: 41071

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

B. Trademark Registration No.(s)

See Attached Exhibit A

Additional numbers attached? Yes (checked) No

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

Name: Lori K. Tylinski

Internal Address: H. J. Heinz Company

1062 Progress Street

Pittsburgh, PA 15212

Street Address:

City: State: ZIP:

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 265.00

- Enclosed, Authorized to be charged to deposit account (checked)

8. Deposit account number: 08-1631

265E

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

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1 FC:481 40.00 CH

2 FC:482 225.00 CH

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.

Lori K. Tylinski

Name of Person Signing

Signature

11/16/98

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK

REEL: 1818 FRAME: 0265

PERK FOODS CO., INCORPORATED - HPP

Trademark Report by Mark

Exhibit A

Printed: 10/22/1998

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Country: US

Status: ACTIVE

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
CAN-O							
UNITED STATES	9100015	11/07/1977	147,437	09/05/1978	1,101,666	REGISTERED	31
DOG FACE WITH TOP HAT DESIGN							
UNITED STATES	9100019	02/12/1971	72/383,740	05/16/1972	934,050	REGISTERED	46
GLAMOUR PUSS							
UNITED STATES	9100030	08/29/1958	58,112	06/09/1959	680,118	REGISTERED	46
MARVEL (STYLIZED)							
UNITED STATES	9100026	09/27/1940	436,440	03/11/1941	385,616	REGISTERED	46
PETUNA (STYLIZED)							
UNITED STATES	9100029	12/12/1955	71/699,792	01/22/1957	640,441	REGISTERED	46
ROSCO (STYLIZED)							
UNITED STATES	9100034	06/10/1938	407,331	10/25/1938	361,644	REGISTERED	46
SKIPPY (STYLIZED)							
UNITED STATES	9100037	07/18/1949	71/582,136	04/17/1951	541,067	REGISTERED	46
SKIPPY PREMIUM							
UNITED STATES	9100040	06/17/1986	73/604,829	01/27/1987	1,426,759	REGISTERED	31
VET'S CHOICE							
UNITED STATES	9300286	08/30/1993	74/429,797	05/14/1996	1,973,935	REGISTERED	31
VETS'							
UNITED STATES	9100043	10/04/1967	72/281,816	06/30/1970	893,811	REGISTERED	46
END OF REPORT				TOTAL ITEMS SELECTED = 10			

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PERK FOODS CO. INCORPORATED", A DELAWARE CORPORATION, WITH AND INTO "STAR-KIST FOODS, INC." UNDER THE NAME OF "STAR-KIST FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF OCTOBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9359478

DATE: 10-19-98

TRADEMARK
REEL: 1818 FRAME: 0267

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PERK FOODS CO. INCORPORATED

INTO

STAR-KIST FOODS, INC.

Star-Kist Foods, Inc., a corporation organized and existing under the laws of the State of California,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 20th day of November, 1917, pursuant to the General Corporation Law of the State of California, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of Perk Foods Co. Incorporated, a corporation incorporated on the 18th day of December, 1970 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 13th day of October, 1998, determined to and did merge into itself said Perk Foods Co. Incorporated:

RESOLVED, It is deemed advisable and for the benefit of Star-Kist Foods, Inc. (the "Corporation") that Perk Foods Co. Incorporated, a Delaware corporation and wholly owned subsidiary of the Corporation, be merged with and into the Corporation with the Corporation being the surviving corporation ("the Merger");

FURTHER RESOLVED, that the Corporation merge, and it hereby does merge into itself said Perk Foods Co. Incorporated and assumes all its obligations;

FURTHER RESOLVED, that the Merger shall be effected pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, (the "Code");

FURTHER RESOLVED, that the Merger shall be effective upon the date of filing with the Secretary of the State of Delaware; and

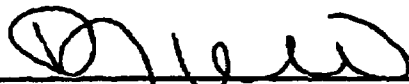
FURTHER RESOLVED, that the proper officer of the Corporation be, and hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Perk Foods Co. Incorporated and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the 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.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Perk Foods Co. Incorporated as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of States of Delaware is One Riverfront Place, Newport, Kentucky 41071 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Star-Kist Foods, Inc. at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Star-Kist Foods, Inc. at any time prior to the time that this merger filed with the Secretary of States becomes effective.

IN WITNESS WHEREOF, said Star-Kist Foods, Inc. has caused this Certificate to be signed this 5th day of October, 1998.

STAR-KIST FOODS, INC.

By: 
Name: Daniel J. O'Neill
Title: President

USX 20281-1 1989

RECORDED: 11/20/1998

TRADEMARK  P 02
REEL: 1818 FRAME: 0270