

01-14-1999

FORM PTO 1514



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of

100945578

Original documents or copy thereof.

1. Name of conveying party(ies):

1-11-99

Scott's, inc.

- Individual(s)
 - General Partnership
 - Corporation-State
 - Association
 - Limited Partnership
 - 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: December 28, 1995

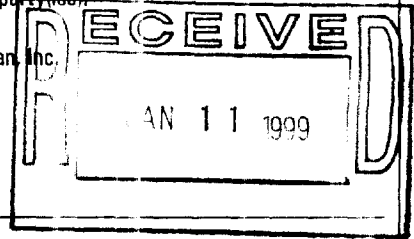
2. Name and address of receiving party(ies):

Name: The Wisconsin Cheeseman, Inc.

Address: Highway 151
Sun Prairie, WI 53590

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Wisconsin
- 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) and address(es) attached? Yes No



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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,745,968
1,905,808

Additional numbers attached? Yes No

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

Name: Robert R. Stroud
Stroud, Stroud, Willink, Thompson & Howard

Address: 25 West Main Street, Suite 300
P.O. Box 2236
Madison, WI 53701-2236

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit Account No.: 19-4715

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.

Robert R. Stroud
Name of Person Signing

Robert R. Stroud
Signature

January 5, 1999
Date

Total number of pages comprising cover sheet: 8

Do not detach this portion

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

01/13/1999 SBURNS 00000118 1745968

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, DC 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, DC 20503.

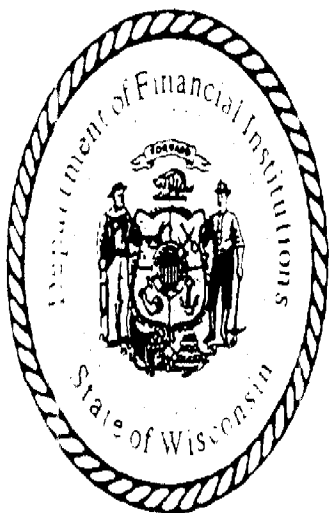
TRADEMARK
REEL: 1839 FRAME: 0391

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.



Richard L. Dean
Richard L. Dean, Secretary

Department of Financial Institutions

DATE: JAN 4 1999

BY: *Barney Dyer*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DEC 23 12:10 PM
152261 EXP-25 1500

DEC 23 12:10 PM
152261 EXP-25 1500

ARTICLES OF MERGER

Merging
Scott's, Inc.
(A Wisconsin Corporation)
With and Into
The Wisconsin Cheeseman, Inc.
(A Wisconsin Corporation)

5013745

01 111202

Pursuant to the provisions of Section 180.1101 of the Wisconsin Statutes, Scott's, Inc. and The Wisconsin Cheeseman, Inc. hereby execute the following Articles of Merger:

FIRST: The name and state of incorporation of each of the corporations proposing to merge are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Scott's, Inc.	Wisconsin
The Wisconsin Cheeseman, Inc.	Wisconsin

SECOND: The name of the surviving corporation is The Wisconsin Cheeseman, Inc.

THIRD: The plan of merger (the "Plan of Merger") is set forth in the Agreement and Plan of Merger by and between Scott's, Inc. and The Wisconsin Cheeseman, Inc., a copy of which is attached hereto as Exhibit A and incorporated herein and made a part hereof by this reference.

FOURTH: The Plan of Merger was approved in accordance with Section 180.1103 of the Wisconsin Statutes.

FIFTH: These Articles of Merger shall be effective, and the merger shall take effect upon the later of (a) 12:01 a.m., Central Standard Time, January 1, 1996, or (b) the date and time of the filing of these Articles of Merger with the office of the Wisconsin Secretary of State.

DEC 28

IN WITNESS WHEREOF, each of the merging corporations has caused these Articles of Merger to be executed in its name by its duly authorized officers, as of the 28th day of December, 1995.

SCOTT'S, INC.
a Wisconsin corporation

By: Holly L. Cremer
Holly L. Cremer, President

Attest: Bonnie C. Laviron
Bonnie C. Laviron, Vice President

THE WISCONSIN CHEESEMAN, INC
a Wisconsin corporation

By: Martin D. Sanderson, Jr.
Martin D. Sanderson, Jr., President

Attest: Holly L. Cremer
Holly L. Cremer, Secretary

This document was drafted
by Robert J. Schwab

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 27th day of December, 1995, by and between SCOTT'S, INC., a Wisconsin corporation (the "Merging Corporation"), and THE WISCONSIN CHEESEMAN, INC., a Wisconsin corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are sometimes collectively referred to herein as the "Constituent Corporations."

RECITALS

WHEREAS, the Merging Corporation has authorized capital consisting of 9,000 shares of common stock, no par value ("Scott's Common Stock"), of which 300 shares are issued and outstanding as of the date hereof; and

WHEREAS, the Surviving Corporation has authorized capital consisting of 5,000 shares of Class A Voting Common Stock, without par value ("Wisconsin Cheeseman Class A Common Stock"), of which 4,758 shares are issued and outstanding as of the date hereof, 60,000 shares of Class B Nonvoting Common Stock, without par value ("Wisconsin Cheeseman Class B Common Stock"), of which 42,822 shares are issued and outstanding as of the date hereof and 15,000 shares of 9% Cumulative Preferred Stock, par value of \$100 per share ("Wisconsin Cheeseman Preferred Stock"), of which 12,480 shares are issued and outstanding as of the date hereof;

WHEREAS, the Constituent Corporations have determined it to be advisable for the Merging Corporation to merge with and into the Surviving Corporation (the "Merger") pursuant to the applicable provisions of the Wisconsin Business Corporation Law (the "WBCL") and Section 368(a) of the Internal Revenue Code of 1986, as amended, on the terms hereinafter set forth, and the boards of directors of the Constituent Corporations have approved this Agreement and Plan of Merger and authorized the execution hereof;

NOW, THEREFORE, the Constituent Corporations, in consideration of the premises and the mutual provisions, agreements and covenants herein contained and in accordance with the WBCL, subject to the approval of the shareholders of the Constituent Corporations, hereby agree as follows:

1. The Merger. Effective upon the latter of (a) 12:01 a.m., Central Standard Time, January 1, 1996, or (b) the date and time of the filing of Articles of Merger with the office of the Wisconsin Secretary of State (the "Effective Time"), the Merging Corporation shall be merged into the Surviving Corporation.

2. Conversion of Securities. As of the Effective Time, by virtue of the Merger and without any action on the part of either Constituent Corporation or the holder of any of the following securities:

EXHIBIT A

(a) Each issued and outstanding share of Scott's Common Stock shall be converted into 57 shares of validly issued, fully paid and non-assessable (except as may be provided under Section 180.0622(2)(b) of the WBCL) Wisconsin Cheeseman Class B Common Stock.

(b) Each share of Wisconsin Cheeseman Class A Common Stock, Wisconsin Cheeseman Class B Common Stock and Wisconsin Cheeseman Preferred Stock issued and outstanding immediately prior thereto shall remain outstanding and shall continue as one share of Wisconsin Cheeseman Class A Common Stock, Wisconsin Cheeseman Class B Common Stock or Wisconsin Cheeseman Preferred Stock, as the case may be, and each certificate evidencing ownership of any such shares shall continue to evidence ownership of the same number of shares.

3. Effect of the Merger. As of the Effective Time, the separate existence and corporate organization of the Merging Corporation shall cease and the Surviving Corporation shall possess all of the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, intellectual, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or intellectual property, or any interest therein, vested in the Constituent Corporations shall not revert or be impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claims existing or action or proceeding pending by or against the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place. Neither the rights of creditors nor any liens upon the property of either Constituent Corporation shall be impaired by the Merger.

4. Officers and Directors. The officers and directors of the Surviving Corporation on the Effective Time shall continue to be the officers and directors of the Surviving Corporation thereafter, until their successors are duly appointed or elected.

5. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation as they exist immediately prior to the Merger shall remain in effect as the Articles of Incorporation and the Bylaws of the Surviving Corporation thereafter, unaffected by the Merger.

6. Shareholder Approval. This Agreement and Plan of Merger shall be submitted to the shareholders of the Constituent Corporations in accordance with the applicable provisions of the WBCL, and the consummation of this Agreement and Plan of Merger and the Merger is conditioned upon the approval hereof by the shareholders of the Constituent Corporations as provided by the WBCL.

7. Counterparts. This Agreement and Plan of Merger may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

8. Abandonment. This Agreement and the Plan of Merger and the Merger may be abandoned, amended, modified or supplemented at any time (before or after shareholder approval) prior to the Effective Time with the mutual consent of the boards of directors of the Constituent Corporations.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed in its name by its duly authorized officers, as of the date first above written. **S B**

SCOTT'S, INC.
a Wisconsin corporation

By: _____
Holly L. Cremer, President

Attest: Bonnie C. Laviron
Bonnie C. Laviron, Vice President

THE WISCONSIN CHEESEMAN, INC.
a Wisconsin corporation

By: Merlin D. Sanderson, Jr.
Merlin D. Sanderson, Jr., President

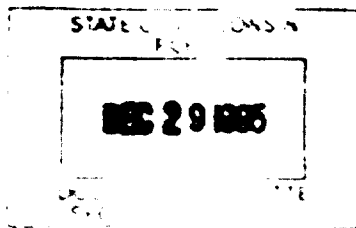
Attest: _____
Holly L. Cremer, Secretary

(1.) Articles & Mergers

Mergers: Scott's, Inc. (Domestic)

Intro: The Wisconsin Cheeseboard, Inc. (Domestic Business)

Note
Mergers
Exhibit
11/96



Also a page 975 E4. A

Attn: Robert J. Schaub

Strand Law Firm

25 West Main St,

P.O. Box 7234

Madison, WI 53701-2234

CERTIFICATE OF MAILING PURSUANT TO 37 CFR 1.8a

I hereby certify that this correspondence and attached documents are being deposited with the United States Postal Service as first class mail in an envelope addressed to:
 Commissioner of Patents and Trademarks, BOX ASSIGNMENT, Washington, DC 20231

On: January 5, 1999 By: Rupriya M. Kashy

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADEMARKS

Registrant: Scott's, Inc. **Docket Nos.:** 8565.05 and 8565.09
Registration Nos.: 1,745,968 and 1,905,808 **Class No.:** 30
Registered: May 5, 1992 and July 18, 1995
Marks: COCONUT ISLANDS and HEARTS AND FLOWERS

TRANSMITTAL OF CERTIFIED COPY OF ARTICLES OF MERGER AND RECORDATION FORM COVER SHEET

BOX ASSIGNMENT
 Commissioner of Patents and Trademarks
 Washington, DC 20231

Sir:

Please record with respect to the trademark registrations identified above, the accompanying document, namely: Certified copy of Articles of Merger, dated December 28, 1995, for Scott's, Inc. and The Wisconsin Cheeseman, Inc., both of Sun Prairie, Wisconsin, and Recordation Form Cover Sheet.

1. Recordal Fee
 Fee for first mark per document \$40.00
 Fee for second and subsequent marks in same document 1 x \$25.00 \$25.00
TOTAL FEES DUE: \$65.00

Payment of Fees

- A check in the amount of \$65.00 is attached.
- Refund any overpayment.
- Please charge Deposit Account No. 19-4715 in the amount of \$_____. A duplicate copy of this sheet is attached.
- Authorization to Charge Additional Fees. The Commissioner is hereby authorized to charge any other fee specifically authorized hereafter, or which should have been filed herewith, and which may be required under 37 CFR §2.6 (deficiency only) now or hereafter relative to this Application, or credit any overpayment to Account No. 19-4715 for which purpose a duplicate copy of this sheet is attached.

Please stamp and date the enclosed postcard to acknowledge receipt of the above materials and return it to us.

Date: January 5, 1999 By: Robert R. Stroud
 Robert R. Stroud
 Attorney for Applicant

STROUD, STROUD, WILLINK, THOMPSON & HOWARD
 25 West Main Street, Suite 300
 P.O. Box 2236
 Madison, WI 53701-2236
 (608)257-2281