

08-23-1999



101106567
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

05/25/1999 15HABAZZ 00000117 1868494
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001917 FRAME: 0432

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,868,494"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Timothy F. Kahn, CFO

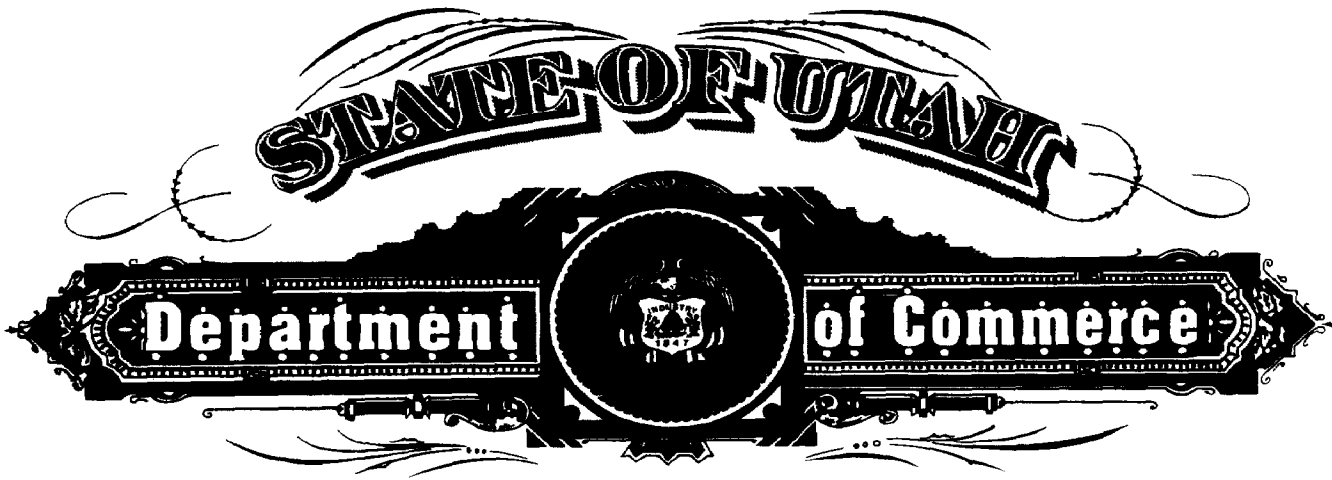
Name of Person Signing



Signature

5/14/99

Date Signed

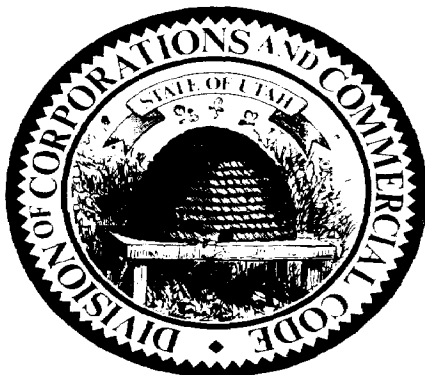


**CERTIFIED COPY
OF ARTICLES OF MERGER**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT THE ATTACHED is a true, correct, and complete copy of the Articles of Merger filed with this office on JUNE 26, 1998 merging SNELGROVE ICE CREAM, INC., a corporation of the state of UTAH, into M-K-D DISTRIBUTORS, INC., the surviving corporation which is of the state of TEXAS,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 154496*



Dated this 7TH day
of May, 19 99.


Lorena P. Riffo
Division Director of
Corporations and Commercial Code

TRADEMARK

REEL: 001917 FRAME: 0434

06-26-98 16:56 IN



EXPEDITE
JUN 26 1998

Utah Div. of Corp. Comm. Code

(RJS)

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**M-K-D DISTRIBUTORS, INC.
CHARTER #500977-00**

ARTICLES OF MERGER

**FILE DATE: JUNE 24, 1998
EFFECTIVE DATE: JUNE 26, 1998**

State of Texas
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 26 day of June, 1998 in the office of this Division and hereby issue this Certificate thereof.

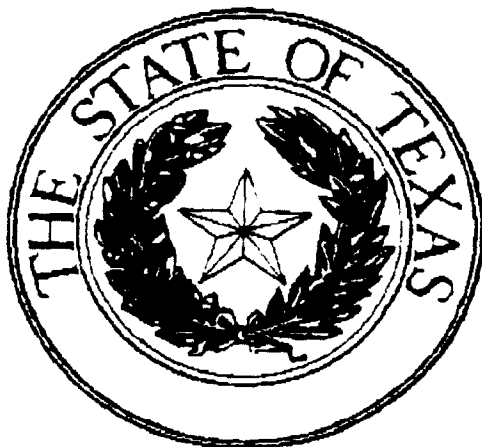
Examiner PS Date 6/29/98



LORENA P. RIFE
DIVISION DIRECTOR

8180000153

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 25, 1998.



Alberto R. Gonzales

Alberto R. Gonzales
Secretary of State

PH

FILED

In the Office of the
Secretary of State of Texas

JUN 24 1998

CORPORATIONS SECTION

ARTICLES OF MERGER OF
Co # 154496
SNELGROVE ICE CREAM, INC.

INTO

M-K-D DISTRIBUTORS, INC.

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, and owning at least ninety percent of the shares of Snelgrove Ice Cream, Inc., a corporation organized under the laws of the State of Utah, hereby executes the following articles of merger:

1. The following is a copy of a resolution of the Board of Directors of M-K-D Distributors, Inc. adopted on June 10, 1998:

RESOLVED, that this corporation merge with and into itself (with this corporation as the surviving corporation) Snelgrove Ice Cream, Inc., a Utah corporation ("SIC"), its wholly-owned subsidiary, and assume all of SIC's liabilities and obligations, in accordance with the Plan of Merger attached hereto as Exhibit A-1;

RESOLVED FURTHER, that upon the merger of SIC into this corporation, this corporation shall merge with and into Dreyer's Grand Ice Cream, Inc., a Delaware corporation ("Dreyer's") and this corporation's parent company (with Dreyer's as the surviving corporation);

RESOLVED FURTHER, that the proper officer of this corporation be, and he or she is, hereby directed to make and execute Articles of Merger setting forth a copy of the resolutions to merge said SIC into it and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Texas Secretary of State and to do all acts and things whatsoever, whether within or without the State of Texas, which may be in any way necessary or proper to effect said merger of SIC into this corporation, including without limitation, the execution and filing with the Utah Secretary of State of Articles of Merger in accordance with the laws of the State of Utah; and then to make and execute any documents as may be in any way necessary or proper to effect the merger of this corporation into Dreyer's; and

RESOLVED FURTHER, that any officer of this corporation, acting alone, is hereby authorized and directed to do all things deemed necessary or appropriate to more fully effectuate and carry out the intent of the foregoing resolutions.

2. The number of outstanding shares of each class of Snelgrove Ice Cream, Inc., the subsidiary corporation ("SIC"), and the number of shares of each class of SIC owned by the surviving parent corporation is:

<u>Class</u>	<u>No. of Shares of SIC Outstanding</u>	<u>No. of Shares of SIC Owned by Parent</u>
Common Stock	18,200	18,200

3. The laws of the State of Utah, the jurisdiction under which Snelgrove Ice Cream, Inc., said foreign subsidiary corporation, is organized, permits such a merger.

4. The merger is not be effective when these articles are filed by the Secretary of State: the delayed effective date is June 26, 1998.

Dated this 10th day of June, 1998.

M-K-D DISTRIBUTORS, INC.

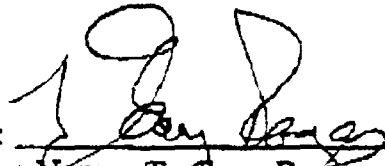
By: 
 Print Name: T. Gary Rogers
 Title: Chairman of the Board

Exhibit A-1

PLAN OF MERGER
FOR
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.

THIS PLAN OF MERGER pursuant to the Utah Business Corporation Act:

FIRST: (a) The name of each constituent corporation is as follows:

M-K-D Distributors, Inc., a Texas corporation, the parent corporation

Snelgrove Ice Cream, Inc., a Utah corporation, the subsidiary corporation

(b) the name of the surviving corporation is M-K-D Distributors, Inc., and following the merger its name shall be M-K-D Distributors, Inc.

SECOND: The Articles of Incorporation of M-K-D Distributors, Inc., as heretofore amended and as in effect on the date of merger, shall continue in full force and effect as the Articles of Incorporation of the parent corporation surviving the merger.

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares (bonds or other securities) of the surviving corporation (or the cash or other consideration to be paid or delivered) are as follows:

All of the issued and outstanding shares of Snelgrove Ice Cream, Inc., the merged corporation, are owned by M-K-D Distributors, Inc., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of Snelgrove Ice Cream, Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the merged corporation shall be surrendered for cancellation to M-K-D Distributors, Inc., the parent corporation surviving the merger.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

NAME OF CORPORATION

DATE OF ADOPTION

Snelgrove Ice Cream, Inc.
M-K-D Distributors, Inc.

June 10, 1998
June 10, 1998

ARTICLES OF MERGER

OF

EXPEDITE

SNELGROVE ICE CREAM, INC. CO 154496

INTO

M-K-D DISTRIBUTORS, INC.

Pursuant to the provisions of Section 16-10a-1104 and 16-10a-1105 of the Utah Business Corporation Act, M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, and owning at least 90% of each class of shares of Snelgrove Ice Cream, Inc., a corporation organized under the laws of the State of Utah, hereby executes the following articles of merger:

1. The Plan of Merger was adopted by the Board of Directors of M-K-D Distributors, Inc. on June 10, 1998. Consent of the shareholders of M-K-D Distributors, Inc. and Snelgrove Ice Cream, Inc. is not required.

2. The Plan of Merger is set forth as Exhibit A-1 hereto.

3. The mailing of the Plan of Merger to the sole shareholder of the subsidiary corporation was waived.

4. The laws of the State of Texas under which such foreign parent corporation is organized permits such a merger.

5. The surviving parent corporation is to be governed by the laws of the State of Texas and such surviving corporation hereby agrees that: (a) The surviving corporation may be served with process in the State of Utah in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Utah which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Utah against the surviving corporation; (b) The director of the Division of Corporations and Commercial Code of the State of Utah shall be and hereby is irrevocably appointed as the agent of such surviving corporation to accept service of process in any such proceeding, and the address to which the service of process in any such proceeding shall be mailed is c/o CT Corporation System, 50 West Broadway, Salt Lake City,

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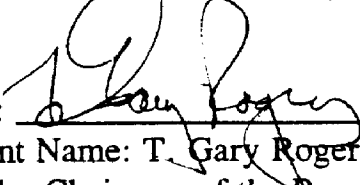
Utah 84101; (c) Such surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Utah which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the "Utah Business Corporation Act" with respect to the rights of dissenting shareholders.

6. The address of the registered office of M-K-D Distributors, Inc. in Texas is c/o CT Corporation System, 350 N. St. Paul Street, Dallas Texas 75201.

7. The merger is not to be effective when these articles are filed by the Division of Corporations and Commercial Code: the delayed effective date is June 26, 1998.

June 10, 1998
Signature Date

M-K-D DISTRIBUTORS, INC.

By: 
Print Name: T. Gary Rogers
Title: Chairman of the Board

PLAN OF MERGER
FOR
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.

THIS PLAN OF MERGER pursuant to the Utah Business Corporation Act:

FIRST: (a) The name of each constituent corporation is as follows:

M-K-D Distributors, Inc., a Texas corporation, the parent corporation

Snelgrove Ice Cream, Inc., a Utah corporation, the subsidiary corporation

(b) the name of the surviving corporation is M-K-D Distributors, Inc., and following the merger its name shall be M-K-D Distributors, Inc.

SECOND: The Articles of Incorporation of M-K-D Distributors, Inc., as heretofore amended and as in effect on the date of merger, shall continue in full force and effect as the Articles of Incorporation of the parent corporation surviving the merger.

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares (bonds or other securities) of the surviving corporation (or the cash or other consideration to be paid or delivered) are as follows:

All of the issued and outstanding shares of Snelgrove Ice Cream, Inc., the merged corporation, are owned by M-K-D Distributors, Inc., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of Snelgrove Ice Cream, Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the merged corporation shall be surrendered for cancellation to M-K-D Distributors, Inc., the parent corporation surviving the merger.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

NAME OF CORPORATION

DATE OF ADOPTION

Snelgrove Ice Cream, Inc.
M-K-D Distributors, Inc.

June 10, 1998
June 10, 1998



The State of Texas

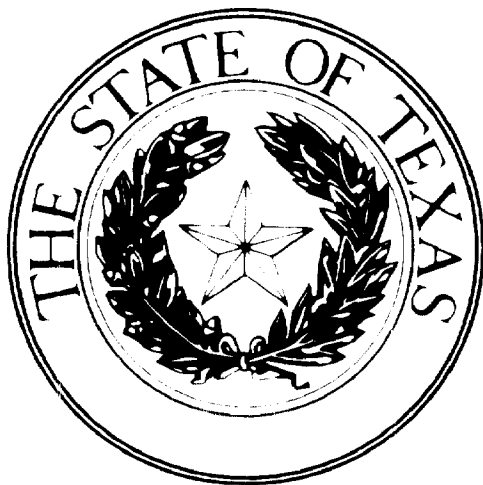
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

M-K-D DISTRIBUTORS, INC.
FILE NO. 500977-00

ARTICLES OF MERGER

JUNE 24, 1998



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on May 6, 1999.

Elton Bomer
Secretary of State DAE
TRADEMARK

REEL: 001917 FRAME: 0444

JUN 24 1998

CORPORATIONS SECTION

**ARTICLES OF MERGER OF
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.**

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, and owning at least ninety percent of the shares of Snelgrove Ice Cream, Inc., a corporation organized under the laws of the State of Utah, hereby executes the following articles of merger:

1. The following is a copy of a resolution of the Board of Directors of M-K-D Distributors, Inc. adopted on June 10, 1998:

RESOLVED, that this corporation merge with and into itself (with this corporation as the surviving corporation) Snelgrove Ice Cream, Inc., a Utah corporation ("SIC"), its wholly-owned subsidiary, and assume all of SIC's liabilities and obligations, in accordance with the Plan of Merger attached hereto as Exhibit A-1;

RESOLVED FURTHER, that upon the merger of SIC into this corporation, this corporation shall merge with and into Dreyer's Grand Ice Cream, Inc., a Delaware corporation ("Dreyer's") and this corporation's parent company (with Dreyer's as the surviving corporation);

RESOLVED FURTHER, that the proper officer of this corporation be, and he or she is, hereby directed to make and execute Articles of Merger setting forth a copy of the resolutions to merge said SIC into it and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Texas Secretary of State and to do all acts and things whatsoever, whether within or without the State of Texas, which may be in any way necessary or proper to effect said merger of SIC into this corporation, including without limitation, the execution and filing with the Utah Secretary of State of Articles of Merger in accordance with the laws of the State of Utah; and then to make and execute any documents as may be in any way necessary or proper to effect the merger of this corporation into Dreyer's; and

RESOLVED FURTHER, that any officer of this corporation, acting alone, is hereby authorized and directed to do all things deemed necessary or appropriate to more fully effectuate and carry out the intent of the foregoing resolutions.

2. The number of outstanding shares of each class of Snelgrove Ice Cream, Inc., the subsidiary corporation ("SIC"), and the number of shares of each class of SIC owned by the surviving parent corporation is:

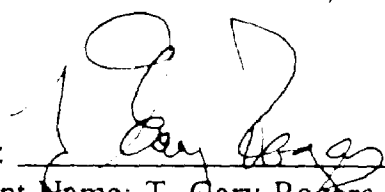
<u>Class</u>	<u>No. of Shares of SIC Outstanding</u>	<u>No. of Shares of SIC Owned by Parent</u>
Common Stock	18,200	18,200

3. The laws of the State of Utah, the jurisdiction under which Snelgrove Ice Cream, Inc., said foreign subsidiary corporation, is organized, permits such a merger.

4. The merger is not be effective when these articles are filed by the Secretary of State: the delayed effective date is June 26, 1998.

Dated this 10th day of June, 1998.

M-K-D DISTRIBUTORS, INC.

By: 
Print Name: T. Gary Rogers
Title: Chairman of the Board

PLAN OF MERGER
FOR
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.

THIS PLAN OF MERGER pursuant to the Utah Business Corporation Act:

FIRST: (a) The name of each constituent corporation is as follows:

M-K-D Distributors, Inc., a Texas corporation, the parent corporation

Snelgrove Ice Cream, Inc., a Utah corporation, the subsidiary corporation

(b) the name of the surviving corporation is M-K-D Distributors, Inc., and following the merger its name shall be M-K-D Distributors, Inc.

SECOND: The Articles of Incorporation of M-K-D Distributors, Inc., as heretofore amended and as in effect on the date of merger, shall continue in full force and effect as the Articles of Incorporation of the parent corporation surviving the merger.

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares (bonds or other securities) of the surviving corporation (or the cash or other consideration to be paid or delivered) are as follows:

All of the issued and outstanding shares of Snelgrove Ice Cream, Inc., the merged corporation, are owned by M-K-D Distributors, Inc., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of Snelgrove Ice Cream, Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the merged corporation shall be surrendered for cancellation to M-K-D Distributors, Inc., the parent corporation surviving the merger.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

NAME OF CORPORATION

DATE OF ADOPTION

Snelgrove Ice Cream, Inc.
M-K-D Distributors, Inc.

June 10, 1998
June 10, 1998

**ARTICLES OF MERGER OF
M-K-D DISTRIBUTORS, INC.
INTO
DREYER'S GRAND ICE CREAM, INC.**

FILED
In the Office of the
Secretary of State of Texas
JUN 24 1998
CORPORATIONS SECTION

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Dreyer's Grand Ice Cream, Inc., a corporation organized under the laws of the State of Delaware, and owning at least ninety percent of the shares of M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, hereby executes the following articles of merger:

1. The number of outstanding shares of each class of M-K-D Distributors, Inc., the subsidiary corporation, and the number of shares of each class owned by the surviving parent corporation is:

<u>Class</u>	<u>No. of Shares of Subsidiary Outstanding</u>	<u>No. of Shares Owned by Parent</u>
Common Stock	10,000	10,000

2. The following is a copy of the resolutions of the Board of Directors of Dreyer's Grand Ice Cream, Inc. adopted on September 4, 1997, providing for the merger into itself of its wholly-owned subsidiary, M-K-D Distributors, Inc., with Dreyer's Grand Ice Cream, Inc. to be the surviving parent corporation:

RESOLVED, that this corporation merge with and into itself M-K-D Distributors, Inc., a Texas corporation ("M-K-D"), its wholly-owned subsidiary, and assume all of M-K-D's liabilities and obligations; and

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

RESOLVED FURTHER, that the proper officer of this corporation be, and he or she is, hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said M-K-D and assume its liabilities and obligations, 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 any way necessary or proper to effect said merger; and

RESOLVED FURTHER, that any officer of this corporation, acting alone, is hereby authorized and directed to do all things deemed necessary or appropriate to more fully effectuate and carry out the intent of the foregoing resolutions.

3. The laws of the State of Delaware, the jurisdiction under which Dreyer's Grand Ice Cream, Inc., said foreign corporation, is organized, permits such a merger.

4. Dreyer's Grand Ice Cream, Inc., the surviving corporation hereby: (a) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of any domestic corporation party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of the State of Texas as its agent to accept service of process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon it is c/o CT Corporation System, 350 N. St. Paul Street, Dallas, Texas 75201; and (c) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

5. The surviving parent corporation is organized under the laws of the State of Delaware and the address, including street number, if any, of its registered or principal office in said State is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

6. The merger is not to be effective when these articles are filed by the Secretary of State: the delayed effective date is June 26, 1998.

Dated this 10th day of June, 1998.

DREYER'S GRAND ICE CREAM, INC.

By: 

Print Name: T. Gary Rogers

Title: Chairman of the Board



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

2H17/LRS

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

M-K-D DISTRIBUTORS INC

is, as of this date, in good standing with this office for the purpose of
merger, withdrawal, conversion when the converting entity will no longer be
subject to the franchise tax filing provisions, dissolution under Article 6.01
of the Texas Business Corporation Act or dissolution under Article 6.08 of
the Texas Limited Liability Company Act, having filed the required franchise
tax reports and having paid the franchise tax computed to be due
through DECEMBER 31, 1998

This certificate is not valid for the purpose of dissolution under Article 6.06
of the Texas Business Corporation Act.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 23RD day of
JUNE, 1998 A.D.

A handwritten signature in cursive script that reads "John Sharp".

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 005009774-0

RECORDED: 05/21/1999

TRADEMARK
REEL: 001917 FRAME: 0451