



07-26-1999

10

FORM F-TO-11  
1-31-92

07-19-1999

EI



U.S. DEPT. OF COMMERCE  
PATENT AND TRADEMARK OFFICE

U.S. Patent & TMO/TM Mail Rcpt Dt. #30

101101191

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

1. Name of conveying party(ies):  
**Homestead, Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
Name: Hershey Chocolate & Confectionery Corporation  
Internal Address: Intellectual Property Department  
Street Address: 5060 Ward Road  
City: Wheat Ridge State: CO Zip: 80033

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State DELAWARE  
 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

3. Nature of conveyance: **7-19-99**

Assignment                               Merger  
 Security Agreement                   Change of Name  
 Other \_\_\_\_\_

Execution Date: **February 23, 1999 but effective February 28, 1999**

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark registration No.(s) **1,817,604**

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved:  
7. Total fee (37 CFR 3.41)..... \$ **40.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**500934**

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

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Martha L. Cecil-Few  
Internal Address: \_\_\_\_\_  
Street Address: HOMESTEAD, INC.  
5060 Ward Road  
City: Wheat Ridge State: CO Zip: 80033

DO NOT USE THIS SPACE 40E

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.*

**MARTHA L. CECIL-FEW**                      Martha L. Cecil-Few                      July 14, 1999

Name of Person Signing                      Signature                      Date

3/1999 NTHA11 0000291 500934 1817604  
C:481                      40.00 CH                      Total number of pages comprising cover sheet: 1

Office of the Secretary of State

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:

"HOMESTEAD, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION" UNDER THE NAME OF "HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1999.

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

2691435 8100M  
991072996

AUTHENTICATION: 9596519  
DATE: 02-25-99

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
HOMESTEAD, INC.  
WITH AND INTO  
HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION**

(Pursuant to Section 253 of the  
General Corporation Law of the  
State of Delaware)

Hershey Chocolate and Confectionery Corporation, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Homestead, Inc., a Delaware corporation ("Homestead"), with and into the Company, with the Company remaining as the surviving corporation:

**FIRST:** The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"). Homestead is incorporated pursuant to the General Corporation Law.

**SECOND:** The Company owns all of the outstanding shares of each class of capital stock of Homestead.

**THIRD:** The Board of Directors of the Company, by the following resolutions adopted on February 22, 1999, determined to merge Homestead, with and into the Company pursuant to Section 253 of the General Corporation Law:

WHEREAS, the Company owns all of the outstanding shares of capital stock of Homestead, Inc., a Delaware corporation ("Homestead"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that Homestead be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware;

**NOW, THEREFORE, BE IT AND IT HEREBY IS**

**RESOLVED**, that Homestead be merged with and into the Company effective as of 11:59 PM, February 28, 1999 (the "Merger");

**RESOLVED**, that by virtue of the Merger and without any action on the part of the holder, thereof, each then outstanding share of common stock of the company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger;

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of Homestead shall be canceled and no consideration shall be issued in respect thereof; and

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of the State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the foregoing resolutions relating to the Merger.

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23<sup>rd</sup> day of February, 1999.

HERSHEY CHOCOLATE &  
CONFECTIONERY CORPORATION

By: Martha L. Cecil-Few

Name: Martha L. Cecil-Few  
Office: President