



To the Honorable Commissio

101135472

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Beatreme Foods Inc.

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

Additional name(s) of conveying party(ies) attached?

- Yes
- No

5-13-99

3. Nature of conveyance:

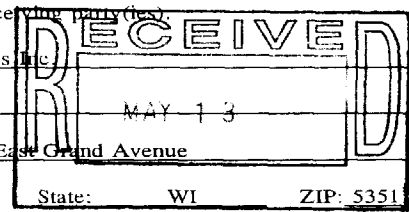
- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

**CORRECTION TO MERGER RECORDED AT
REEL/FRAME 1708/0493 TO ADD ADDITIONAL TRADEMARK
REGISTRATION**

Execution Date: 12-29-94

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

Name: Kerry Foods Inc.
 Internal Address: _____
 Street Address: 352 East Grand Avenue
 City: Beloit State: WI ZIP: 53511



- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,881,731

Additional numbers attached? Yes No

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

Name: Lillian Miller

Internal Address: _____

Street Address: Mayer, Brown & Platt

P.O. Box 2828

City: Chicago State: IL ZIP: 60690-2828

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 for any additional fees

8. Deposit account number: 13-0019

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

DO NOT USE THIS SPACE

05/19/1999 HTHA11 00000109 1881731

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NO SPEC
Fee

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.

Lillian Miller

Name of Person Signing

Signature

Date

5/11/99

Total number of pages comprising cover sheet:

Do not detach this portion

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

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

Public burden reporting for this sample 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, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

08/31/92

MIA 3-27-98



100678311

To the Honorable Commissioner of Patents and Trademarks: Please record the attached

1. Name of conveying party(ies):

Beatreme Foods Inc.

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

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 29, 1994

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

Name: Kerry Foods Inc.

Internal Address: _____

Street Address: 352 East Grand Avenue

City: Beloit State: WI ZIP: 53511

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

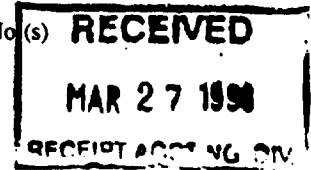
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See attached Schedule



Additional numbers attached? Yes No

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

Name: Alyssa A. Dudkowski

Internal Address: _____

Street Address: Mayer, Brown & Platt

P.O. Box 2828

City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: _____

24

7. Total fee (37 CFR 3.41) \$ 615.00

- Enclosed
- Authorized to be charged to deposit account for any additional fees

8. Deposit account number: 13-0019

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

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.

Alyssa A. Dudkowski
Name of Person Signing

Alyssa A. Dudkowski
Signature

3/26/98
Date

CONTINUATION OF ITEM 4

REGISTRATION NO.

936728

959986

955286

1089368

1146255

894303

958261

1060002

1057831

1757702

1771664

1862639

1872683

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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:

"BEATREME FOODS INC.", A DELAWARE CORPORATION,
WITH AND INTO "KERRY FOODS INC." UNDER THE NAME OF "KERRY FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7490139

DATE: 04-28-95

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
BEATRICE FOODS INC.
WITH AND INTO
KERRY FOODS INC.**

**UNDER SECTION 253 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Kerry Foods Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger of Beatrice Foods Inc., a Delaware corporation and the wholly-owned subsidiary of the Corporation ("Beatrice"), with and into the Corporation (the "Mergers"):

1. The Corporation owns all of the issued and outstanding shares of each class of capital stock of Beatrice.

2. By written unanimous consent dated December 29, 1994, the Board of Directors of the Corporation adopted the following resolutions approving the Merger:

"RESOLVED, that the Corporation merge Beatrice Foods Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Beatrice"), into itself as the surviving corporation, and, upon consummation of the merger, assume all of Beatrice's liabilities and obligations;

FURTHER RESOLVED, that the Chairman, the President or any Vice President of the Corporation be, and each of them, acting alone, hereby is, authorized to execute, deliver and file with the appropriate public authorities in the name and on behalf of the Corporation, a Certificate of Ownership and Merger pursuant to which Beatrice will be merged with and into the Corporation and setting forth a copy of these resolutions, the execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and this Board;

FURTHER RESOLVED, that at any time prior to the filing of the Certificate of Ownership and Merger with any public authority, the Board of Directors of the Corporation may determine not to effect the merger of Beatrice into the Corporation;

FURTHER RESOLVED, that each and every officer of the Corporation be, and each of them, acting alone, hereby is, authorized to, from time to time in the name and on behalf of the Corporation, take such actions and execute and deliver such agreements, certificates, instruments, assignments, notices and documents as may be required or as such officer

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may deem necessary, advisable or proper in order to carry out and perform the obligations of the Corporation under the foregoing resolutions."

IN WITNESS WHEREOF, this Certificate of Ownership and Merger, has been executed on this 29th day of December, 1994.

KERRY FOODS INC.

By: Mark Earley
Name: Mark Earley
Title: Vice President and Chief
Financial Officer

Attest: J.T. Anderson
Name: J. Trent Anderson
Title: Assistant Secretary

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•• TOTAL PAGE.006 ••