

01-27-2000

FORM PTO-1594  
1-31-92

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies):

THE BREADSHOP  
328-D Ingalls Street  
Santa Cruz, California 95060

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - State of California
- Other

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

3. Nature of conveyance:

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

Execution Date: December 31, 1996

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

Name: HEALTH VALLEY COMPANY

Street Address: 16100 Foothill Boulevard

City: Irwindale State: California

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

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

A. Trademark Application No.(s)      B. Trademark Registration No.(s)  
1,562,443

Additional numbers attached?  Yes  No

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

Name: Robert W. Smith, Esq.  
Internal Address: McCarter & English, LLP  
4 Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: New Jersey ZIP: 07101

6. Total number of applications and registrations involved:  1

7. Total Fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:  
(Attach duplicate copy of this page if paying by deposit account.)

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9. Statement and Signature.

To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert W. Smith  
Name of Person Signing

Signature

January 5, 2000  
Date

Total number of pages comprising cover sheet: 5

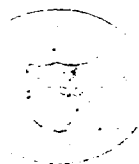
State of Delaware

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:

"THE BREAD SHOP", A CALIFORNIA CORPORATION,

WITH AND INTO "HEALTH VALLEY COMPANY" UNDER THE NAME OF "HEALTH VALLEY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.



*Edward J. Freel*  
Edward J. Freel, Secretary

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AUTHENTICATION:

DATE:

8565662

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**THE BREAD SHOP**

**WITH AND INTO**

**HEALTH VALLEY COMPANY**

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

\*\*\*\*\*

Health Valley Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company").

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME

STATE OF INCORPORATION

Health Valley Company

Delaware

The Bread Shop

California

**SECOND:** That the Company owns 100% of the outstanding shares of capital stock of The Bread Shop, consisting of 1,000 shares of common stock, \$1.00 par value per share.

**THIRD:** That the Company shall be the surviving corporation.

**FOURTH:** That the Company, by resolutions of its Board of Directors duly adopted by unanimous written consent in lieu of a meeting dated December 31, 1996, determined to merge The Bread Shop with and into the Company upon the terms and subject to the conditions set forth in such resolutions. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

**FIFTH:** That the proposed merger shall be effective at the date and time at which this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware pursuant to Sections 253 and 103 of the General Corporation Law of the State of Delaware.

Dated: December 31, 1996

HEALTH VALLEY COMPANY

By: William R. Voss  
William R. Voss, its  
President

**EXHIBIT A**

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS  
OF  
HEALTH VALLEY COMPANY  
(the "Company")**

**BY UNANIMOUS WRITTEN CONSENT TO ACTION WITHOUT A MEETING**

Dated December 31, 1996

(pursuant to Section 141(f) of the  
General Corporation Law of the State of Delaware

**RESOLVED**, that The Bread Shop, a California corporation, all of the outstanding capital stock of which is owned by the Company, be merged with and into the Company with the Company as the surviving corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 1110 of the California Corporation Code (the "Merger");

**FURTHER RESOLVED**, that pursuant to the Merger, the Company will assume all of the liabilities of The Bread Shop; and

**FURTHER RESOLVED**, that the President or any Vice-President of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company, to execute and file with the Secretary of State of the State of Delaware and the Secretary of State of the State of California a Certificate of Ownership and Merger, and any other certificate or document required to be filed to effect such Merger, and to take any action on behalf of the Company as may be necessary or desirable in connection with such Merger including, without limitation, any action required as the sole stockholder of The Bread Shop to effect such Merger.